Non-consolidated Financial Statements (Expressed in United States dollars) December 31, 2022



Baker Tilly WM LLP

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INDEPENDENT AUDITOR'S REPORT

To the Directors of Lundin Foundation:

Report on the Audit of the Financial Statements

Opinion

We have audited the non-consolidated financial statements of Lundin Foundation (the "Foundation"), which comprise the non-consolidated statement of financial position as at December 31, 2022 and the non-consolidated statement of operations, non-consolidated statement of changes in net assets and non-consolidated statement of cash flows for the year then ended, and notes to the non-consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Foundation as at December 31, 2022, and its results of operations and cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements* section of our report. We are independent of the Foundation in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Non-consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the non-consolidated financial statements, management is responsible for assessing the Foundation's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern and using the going concern basis of accounting unless management either intends to liquidate the Foundation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Foundation's financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements,
 whether due to fraud or error, design and perform audit procedures responsive to those risks, and
 obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion. The
 risk of not detecting a material misstatement resulting from fraud is higher than for one resulting
 from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or
 the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the Foundation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Foundation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Foundation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C. May 25, 2023

Non-consolidated Statement of Financial Position (Amounts expressed in United States dollars)

As at December 31

	note		2022	2021
ASSETS				
Current				
Cash and cash equivalents			\$2,545,950	\$ 1,325,565
Accounts receivable	6(a), 6(c)		94,864	621,702
Prepaid expenses and deposits			31,385	11,504
Total current assets			2,672,199	1,958,771
Property and equipment, net	4		45,327	35,720
Restricted cash and cash equivalents	5		231,242	188,715
Total assets			\$2,948,768	\$ 2,183,206
				_
LIABILITIES AND NET ASSETS				
Current				
Accounts payable and accrued liabilities	6(d)		\$142,693	\$ 125,674
Deferred revenue			-	28,000
Total current liaibilities			142,693	153,674
Commitments	9			
Net assets				
Unrestricted net assets		-	2,806,075	2,029,532
Total liabilities and net assets		\$	2,948,768	\$ 2,183,206

See accompanying notes to these non-consolidated financial statements.

Approved on behalf of the Board:

Paul Conibear (May 30, 2023 11:03 PDT)

Paul Conibear Director Erin Johnston
Erin Johnston (May 30, 2023 10:25 PDT)

Erin Johnston Director

Non-consolidated Statement of Operations (Amounts expressed in United States dollars)

For the year ended December 31

	note	2022	2021
Revenue			
Contributions	6(c)	\$5,552,559	\$4,637,067
Grants	3(3)	-	325,783
		5,552,559	4,962,850
Project costs		3,378,426	3,006,023
Excess of revenue over expenses before			
general and administration expenses		2,174,133	1,956,827
General and administrative expenses (Schedule 1)	6(a)		
Amortization of property and equipment	4	4,420	8,348
Audit and tax		45,303	43,297
Bank charges and interest		11,074	17,105
Conferences and travel		39,121	5,759
Legal fees		36,808	26,716
Memberships		-	2,450
Office supplies and services		87,823	13,939
Rent and utilities	6(d)	118,946	115,191
Salaries, benefits and staffing services		675,022	919,555
Telephone and internet		6,210	6,346
Website and communication		57,861	43,169
		1,082,588	1,201,875
Expense recovery	6(a)	(209,317)	(415,822)
		873,271	786,053
Excess of revenue over expenses from operations			
before other income		1,300,862	1,170,774
			.,,
Other income (loss)			
Foreign exchange loss		(126,784)	(26,831)
Investment income		43,179	40,159
Loss on disposal of capital asset		-	(5,183)
Donations	6(b)	(440,714)	(2,325,306)
	-	(524,319)	(2,317,161)
Excess (deficiency) of revenue over expenses for	the year	\$ 776,543	(1,146,387)

Non-consolidated Statement of Changes in Net Assets (Amounts expressed in United States dollars)

For the year ended December 31

	 2022	2021	
Net assets, beginning of year Excess (deficiency) of revenue over expenses for the year	\$ 2,029,532 776,543	\$	3,175,919 (1,146,387)
Net assets, end of year	\$ 2,806,075	\$	2,029,532

Non-consolidated Statement of Cash Flows (Amounts expressed in United States dollars)

For the year ended December 31

		2022	2021
Operating activities			
Excess (deficiency) of revenue over expenses for the year	\$	776,543	\$ (1,146,387)
Adjustments for items not affecting cash			
Amortization of property and equipment		4,420	8,348
Contribution draw-back on project loans		-	96,883
Interest income on restricted cash-guarantees		(377)	-
Write-off of capital assets		-	5,183
Foreign exchange loss		126,784	26,831
		907,370	(1,009,142)
Changes in non-cash working capital			
Decrease (increase) in accounts receivable		526,838	(97,431)
Decrease (increase) in prepaid expenses and deposits		(19,881)	58,772
Increase (decrease) in accounts payable in accrued liabilities		17,179	(239,772)
Increase (decrease) in deferred revenue		(28,000)	28,000
Cash provided by (used in) operating activities		1,403,506	(1,259,573)
Investing activities			
Capital distributions received on investment		-	141,595
Purchase of software		(14,027)	(22,191)
Purchase of restricted cash and cash equivalents		(42,150)	
Cash provided by investing activities		(56,177)	119,404
Not be a see a (de a see a see) be a see bedowing the areas		4 0 47 000	(4.4.40.400)
Net increase (decrease) in cash during the year		1,347,329	(1,140,169)
Effect of foreign exchange on cash and cash equivalents		(126,944)	(27,450)
Cash and cash equivalents, beginning of year	_	1,325,565	2,493,184
Cash and cash equivalents, end of year	<u> </u>	2,545,950	\$ 1,325,565
Cash and cash equivalents consists of:			
Cash	\$	2,545,950	\$ 1,233,716
Cash equivalents	*	,	91,849
•	\$	2,545,950	\$ 1,325,565
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Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

1. Purpose of the organization

The Lundin Foundation (the "Foundation"), incorporated under the *Canada Corporations Act* in 2005, is a registered non-profit corporation headquartered in Vancouver, British Columbia. The Foundation is affiliated with the Lundin Group of Companies.

The Foundation works with contributing partners, governments, and local communities to improve the management of, and benefit streams from, resource development projects in targeted countries. The Foundation is exempt from income taxes in Canada.

2. Basis of preparation

Basis of presentation

The non-consolidated financial statements of the Foundation have been prepared by management in accordance with CPA Canada Handbook – Accounting, Part III, Accounting Standards for Not-for-Profit Organizations ("ASNPO").

3. Summary of significant accounting policies

Use of estimates

The preparation of the non-consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Accordingly, actual results could differ from these estimates.

Foreign currency translation

Amounts denominated in foreign currencies have been translated into USD as follows:

- (a) Monetary assets and liabilities are translated at the rate of exchange in effect as at the date of the statement of financial position;
- (b) Non-monetary assets and liabilities, at the rates of exchange prevailing on the transaction dates; and
- (c) Revenue and expenses, excluding amortization, which are translated at the same rate as the related asset, at the rates of exchange prevailing on the transaction dates.

Foreign exchange gains and losses are included in the statement of operations.

Financial instruments

Arm's Length Transactions

Measurement of financial instruments

The Foundation measures its financial assets and financial liabilities at fair value at the acquisition date, except for financial assets and financial liabilities acquired in related party transactions.

The Foundation subsequently measures all its financial assets and financial liabilities at amortized cost.

Related Party Transactions

Measurement of related party financial instruments

The Foundation measures all related party financial instruments recognized in these non-consolidated financial statements at either the cost of the related party financial instrument, or at the cost of the consideration exchanged for the related party financial instrument. Measurement is based on the nature of the financial instrument and depends on

Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

whether the instrument has repayment terms. Foundation has no related party financial instruments required to be measured at fair value.

When the instrument has repayment terms, the cost is determined using the undiscounted cash flows, excluding interest and dividend payments, and less any impairment losses previously recognized by the transferor.

When the related party financial instrument has no repayment terms, the cost of the instrument is determined using the consideration transferred or received.

Related party financial instruments initially measured at cost are subsequently measured using the cost method.

Transaction Costs

Transaction costs related to the acquisition or issuance of financial instruments subsequently measured at fair value and to instruments originated or exchanged in a related party transaction are recognized in the non-consolidated statement of operations when incurred. The carrying amounts of financial instruments not subsequently measured at fair value are adjusted by the amount of the transaction costs directly attributable to the acquisition or issuance of the instrument, and the adjustment is recognized in the non-consolidated statement of operations over the life of the instrument using the straight-line method.

Impairment

Financial assets measured at amortized cost and related party financial assets measured using the cost method are assessed for indications of impairment at the end of each reporting period. If impairment is identified, the amount of the write-down is recognized as an impairment loss in the non-consolidated statement of operations. Previously recognized impairment losses are reversed when the extent of the impairment decreases, provided that the adjusted carrying amount is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in the non-consolidated statement of operations.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances with financial institutions and short-term deposits that are highly liquid.

Investments

Investments in which the Foundation does not have control or significant influence are accounted for using the cost method whereby the investment is initially recorded at cost and earnings from the investment are recognized only to the extent received or receivable.

Property and equipment

Property and equipment are recorded at cost, less accumulated amortization. Contributed assets are recorded at fair market value at the date of contribution. Amortization is calculated using the straight-line method at the following annual rates:

Office improvements over lease period
Office furniture and equipment 5 years
Software 10 years

Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

When an item of property and equipment no longer has any long-term service potential to the Foundation, the excess of its net carrying amount over any residual value is recognized as an expense in the statement of operations. Writedowns are not reversed.

Revenue recognition

Contributions

Contributions and government grants are recognized using the deferral method of accounting for contributions. Unrestricted contributions are recognized as revenue in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Externally restricted contributions are deferred and recognized as revenue in the period in which the related expenses are incurred.

Contributed materials and services

From time to time, the Foundation receives contributions of materials. Contributed materials are recorded at fair value when a fair value can be reasonably estimated, and the materials would otherwise be purchased.

From time to time, individuals contribute time and expertise to the Foundation's operations. Because of the difficulty in determining the fair value of the contributed services, the value of contributed services is not recognized in the non-consolidated financial statements.

4. Property and equipment

		2022				2021
		Accumulated				_
	 Cost	amortization	Ne	et book value	Ne	t book value
Software	\$ 52,688	\$ 7,361	\$	45,327	\$	35,720
	\$ 52,688	\$ 7,361	\$	45,327	\$	35,720

5. Restricted cash and cash equivalents

				2022		2021
Northern Initiatives ("CDFI")	(a)		\$	189,092	\$	188,715
HSBC GIC USD `	(b)		•	20,000	·	•
HSBC GIC CAD	(b)	_		22,150		
		_	\$	231,242	\$	188,715

(a) CDFI is to provide loans for the benefit of individuals or companies with 1 to 20 employees resident or operating in Marquette County, Michigan, USA and whose loan is partially guaranteed by the Eagle Emerging Entrepreneurs Fund ("Clients").

In 2013, the Foundation deposited \$250,000 in an insured depository institution selected by the CDFI, fully collateralising the Foundation's guarantee of loans that will be granted by CDFI to Clients. The Foundation will guarantee 75% of each loan granted by CDFI to eligible Clients, in accordance with the terms of the guarantee.

As at December 31, 2022, CDFI has disbursed an aggregate of \$2,453,369 (2021 – \$2,324,768) in business loans. To date, CDFI has drawn down \$67,123 (2021 - \$67,123) from the loan guarantee balance.

Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

(b) During the year ended December 31, 2022, Lundin Foundation opened a Commercial Credit Card Account with HSBC. For valuable consideration, the HSBC GIC USD and HSBC GIC CAD have been used as a security interest for the account.

6. Related party transactions

Related party transactions that are in the normal course of operations are recorded at the exchange amount, which is the consideration established and agreed to by the related parties. Related party transactions that are not in the normal course of operations are recorded at the exchange amount.

- (a) During the year ended December 31, 2022, the Foundation incurred \$14,152 of rent and legal expenses (2021 \$172,030 of salaries, rent and other office expenses) on behalf of LGIF. As at December 31, 2022, the Foundation had a receivable balance due from LGIF of \$18,787 (2021 \$36,664). The receivable balance is non-interest bearing and unsecured with payment due on demand.
- (b) During the year ended December 31, 2022, the Foundation donated \$440,714 (2021 \$2,325,306) to LGIF.
- (c) During the year ended December 31, 2022, the Foundation received total contributions of \$5,345,469 (2021 \$4,635,941) from companies in the Lundin group, where the Directors of the Foundation also serve as Directors on the board or as members of senior management in the companies. Of this amount, \$19,692 (2021 \$403,547) is recorded in accounts receivable as at December 31, 2022. The receivable balance is non-interest bearing and unsecured with payment due on demand.
- (d) Included in rent and utilities is \$118,787 (2021 \$116,348) to a private corporation ("Namdo Management Services Ltd.") owned by a member of the Board of Directors. Namdo Management Services Ltd. charges the Foundation the rent for office space and the cost of shared support staff and recovers out-of-pocket expenses related to the Foundation's activities. As at December 31, 2022, \$1,229 (2021 - \$943) is included in accounts payable and accrued liabilities.

7. Financial summaries of controlled entity

The Foundation controls 100% of LGIF. LGIF, a charitable foundation, was incorporated under the Canada Not-for-profit Corporations Act in 2005. It is a registered charity exempt from income taxes in Canada.

LGIF provides financing and makes equity investments to businesses and entrepreneurs with innovative solutions to pressing, social and environmental challenges to relieve poverty in developing nations.

There are no significant differences in accounting policies between the Foundation and LGIF. LGIF's assets are not subject to restrictions.

Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

Financial summaries of this unconsolidated entity as at December 31, 2022 and 2021 and for the years then ended are as follows:

	2022			2021	
Financial position					
Total assets	\$	4,059,612	\$	3,699,614	
Total liabilities	\$	38,024	\$	57,301	
Total unrestricted net assets		4,021,588		3,642,313	
	\$	4,059,612	\$	3,699,614	
Results of operations					
Total revenue	\$	440,714	\$	2,324,707	
Total expenses		(61,439)		(1,040,225)	
Excess of revenue over expenses for the year	\$	379,275	\$	1,284,482	
Cash flows					
Cash provided by operating activities	\$	326,914	\$	1,358,625	
Cash from (used in) investing activities		(284,434)		(1,848,833)	
Cash (used in) provided by financing activities		(17,896)		(68,423)	
Increase (decrease) in cash during the year	\$	24,584	\$	(558,631)	

8. Financial instruments

Items that meet the definition of a financial instrument include cash and cash equivalents, accounts receivable, restricted cash – loan guarantees, and accounts payable and accrued liabilities.

Financial instrument transactions, such as purchasing and receiving foreign currency, collecting receivables, settling payables and accruals may result in exposure to significant financial risks and concentrations of risk.

The nature and extent of significant risks as at December 31, 2022 are described below. There have been no changes to the significant risks from the prior year.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. There is a concentration of credit risk in respect of the accounts receivable as all of it is due from related parties.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes currency risk.

Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Foundation undertakes transactions in foreign currencies and,

Notes to Non-consolidated Financial Statements (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

consequently, certain of its financial instruments are exposed to foreign currency fluctuations. Financial instruments include the following amounts, presented in U.S dollars, which are denominated in Australian Dollars (AUD), Argentinian Peso (ARS), Kenyan Shilling (KES), Canadian dollars (CAD), Euros (EUR) and Great Britain Pound (GBP):

	2022							
	AUD	ARS	CAD	EUR	GBP	KES		
Cash and cash equivalents Accounts receivable	-	142,199	82,056 18,788	-	-	-		
Restricted cash and cash equivalents	-	-	22,150	-	-	-		
Accounts payable and accrued liabilities	-	(31,958)	(68,019)	-	-	-		
	-	110,241	54,975	-	-	-		
			2021					
	AUD	ARS	CAD	EUR	GBP	KES		
Cash and cash equivalents Accounts receivable	-	-	351,026 37,084	- -	-	17,448 -		
Accounts payable and accrued liabilities	(7,971)	-	(86,927)	(530)	(1,093)	(12,881)		
	(7,971)	-	301,183	(530)	(1,093)	4,567		

9. Commitments

The Foundation is committed to disbursements of project costs in the form of service agreements totaling \$381,408 (2021 - \$220,240). The Foundation is committed to payments of \$121,725 in 2023 for its office lease with Namdo Management Services Ltd., a related party of the Foundation.

10. Update on COVID-19 pandemic

COVID-19, which has been recognized by the World Health Organization as a pandemic, has spread rapidly and extensively across the globe. Efforts by governments to control the further spread of COVID-19 have disrupted normal economic activity both domestically and globally. Uncertainty related to the extent, duration and severity of the pandemic could have a material impact on the Foundation's future operations and financial results.

Management continues to monitor the impact of the pandemic. The extent to which the Foundation's financial position, results of operations and cash flows will be impacted by the COVID-19 pandemic is uncertain and will depend on future developments, which are unpredictable and subject to rapid change.

Schedule of general and administrative expenses (Amounts expressed in United States dollars unless otherwise noted)

For the year ended December 31, 2022

General and administrative expenses, net of expense recoveries of \$209,317 (2021 - \$415,822) are as follows:

			2022		2021
	note				
Amortization of property and equipment	4	\$	4,420	\$	8,348
Audit and tax			45,303		36,210
Bank charges and interest			11,074		18,716
Conferences and travel			39,121		5,759
Legal fees			34,364		13,568
Memberships			-		2,450
Office supplies and services			87,823		11,967
Rent and utilities	6(d)		107,238		102,842
Salaries, benefits and staffing services			479,857		536,678
Telephone and internet			6,210		6,346
Website and communication			57,861		43,169
		\$	873,271	\$	786,053

FS-2022 12 31 - Lundin Foundation

Final Audit Report 2023-05-30

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By: Julia Itkin (julia@lundinfoundation.org)

Status: Signed

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- Signer pkconibear@gmail.com entered name at signing as Paul Conibear 2023-05-30 6:03:12 PM GMT
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