Vancouver, BC

NON-CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2023 (Amounts expressed in United States Dollars)



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INDEPENDENT AUDITOR'S REPORT

To the Directors of Lundin Foundation:

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, 2023, 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 non-consolidated financial position of the Foundation as at December 31, 2023, and the non-consolidated results of its operations and its non-consolidated 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 Nonconsolidated 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 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 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 10, 2024

NON-CONSOLIDATED STATEMENT OF OPERATIONS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

	2023 \$	2022 \$
Revenue		
Contributions (Note 9)	5,169,313	5,552,559
Project costs	4,215,771	3,378,426
Excess of revenue over expenses before general and administrative expenses	953,542	2,174,133
General and administrative expenses (Note 9 and 13)		
Amortization of property and equipment	5,665	4,420
Audit and tax	28,598	45,303
Bank charges and interest	5,918	11,074
Conferences and travel	188,010	39,121
Legal fees (Note 9)	20,341	36,808
Office supplies and services	101,329	87,823
Rent and utilities (Note 9)	114,549	118,946
Salaries, benefits and staffing services	581,853	675,022
Telephone and internet	6,022	6,210
Website and communications	39,935	57,861
	1,092,220	1,082,588
Expense recovery (Notes 9 and 13)	(205,951)	(209,317)
	886,269	873,271
Excess of revenue over expenses before other items	67,273	1,300,862
Other items		
Interest income	51,668	43,179
Donations (Note 9)	(68,726)	(440,714)
Foreign exchange loss	(130,070)	(126,784)
	(147,128)	(524,319)
Excess (deficiency) of revenue over expenses for the year	(79,855)	776,543

NON-CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

	2023 \$	2022 \$
Balance, beginning	2,806,075	2,029,532
Excess (deficiency) of revenue over expenses for the year	(79,855)	776,543
Balance, ending	2,726,220	2,806,075

NON-CONSOLIDATED STATEMENT OF FINANCIAL POSITION

December 31, 2023 (Amounts expressed in United States Dollars)

	2023 \$	2022 \$
Assets		
Current Cash Accounts receivable (Note 9) Prepaid expenses and deposits Short-term investments (Note 4)	1,003,082 160,042 61,684 2,030,726	2,545,950 94,864 31,385
Restricted cash (Note 5) Restricted investments (Note 6) Property and equipment (Note 7)	3,255,534 178,220 91,822 39,661	2,672,199 189,092 42,150 45,327
	3,565,237	2,948,768
Liabilities		
Current Accounts payable and accrued liabilities (Note 9) Deferred revenue (Notes 8 and 9)	151,429 687,588	142,693
	839,017	142,693
Unrestricted net assets	2,726,220	2,806,075
	3,565,237	2,948,768

Commitments (Note 12)

Approved by the Board:

Erin Johnston



NON-CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

	2023 \$	2022 \$
Cook flows related to operating activities		
Cash flows related to operating activities Excess (deficiency) of revenue over expenses for the year Adjustments for items which do not affect cash:	(79,855)	776,543
Amortization of property and equipment	5,665	4,420
Interest income on restricted cash-guarantees	-	(377)
Loss on loan guarantee	10,873	-
Foreign exchange loss	130,070	126,784
	66,753	907,370
Changes in non-cash working capital: Accounts receivable	(65,178)	526,838
Prepaid expenses and deposits	(30,299)	(19,881)
Accounts payable and accrued liabilities	8,736	17,179
Deferred revenue	687,588	(28,000)
	667,600	1,403,506
Cash flows related to investing activities		
Purchase of short-term investments	(2,030,726)	-
Purchase of restricted investments	(49,672)	(42,150)
Purchase of software	-	(14,027)
	(2,080,398)	(56,177)
Net increase (decrease) in cash	(1,412,798)	1,347,329
Cash, beginning	2,545,950	1,325,565
Effect of foreign exchange on cash	(130,070)	(126,944)
Cash, ending	1,003,082	2,545,950

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

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

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. Significant accounting policies

Property and equipment

Property and equipment are recorded at cost, less accumulated amortization. Amortization is calculated using the straight-line method at the following annual rates:

Software

10 years

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.

Interest income

Interest income on cash and interest-bearing investments are accrued when earned.

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.

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

3. Significant accounting policies (continued)

Revenue recognition (continued)

From time to time, individuals contribute time and expertise to the Foundation's operations. Due to 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.

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 non-consolidated 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 date

Foreign exchange gains and losses are included in the non-consolidated 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 nonconsolidated 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 whether the instrument has repayment terms. The 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.

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

3. Significant accounting policies (continued)

Financial instruments (continued)

When the related party financial instrument has no repayment terms, the cost of the instruments 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.

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.

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

4. Short-term investments

5.

As at December 31, the Foundation holds the following short-term investments:

National Bank 1 Year GIC, 5.4% interest - Matures July 31, 2024	2023 \$	2022 \$
	1,029,003	-
National Bank 1 Year GIC, 4.85% interest - Matures December 18, 2024	1,001,723	
	2,030,726	-
Restricted cash		
Northern Initiatives ("CDFI")	2023 \$ 178,220	2022 \$ 189,092

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 collateralizing 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, 2023, CDFI has disbursed an aggregate of \$2,702,368 (2022 – \$2,453,369) in business loans. To date, CDFI has drawn down \$78,423 (2022 - \$67,123) from the loan guarantee balance.

6. Restricted investments

HSBC GIC USD HSBC GIC CAD	2023 \$ 52,168 39,654	2022 \$ 20,000 22,150
	91,822	42,150

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

6. Restricted investments (continued)

The HSBC GIC USD and HSBC GIC CAD have been used as a security interest for a Commercial Credit Card Account with HSBC.

7. Property and equipment

Cost \$ Software 52,688	Accumulated amortization \$ 13,027	2023 Net carrying amount \$ 39,661	2022 Net carrying amount \$ 45,327
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8. Deferred revenue

Deferred revenue consists of the following:

Project costs	Beginning balance \$ -	Restricted contributions \$ 5,051,074	Revenue recognized \$ 4,363,486	Ending balance \$ 687,588

9. 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, 2023, the Foundation incurred \$13,165 of rent and legal expenses (2022 - \$14,152) on behalf of Lundin Global Initiatives Foundation ("LGIF"), which is controlled by the Foundation (Note 10). As at December 31, 2023, the Foundation had a receivable balance due from LGIF of \$Nil (2022 - \$18,787).
- (b) During the year ended December 31, 2023, the Foundation donated \$68,726 (2022 \$440,714) to LGIF.

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

9. Related party transactions (continued)

- (c) During the year ended December 31, 2023, the Foundation received total contributions of \$5,856,902 (2022 - \$5,345,469) 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, \$105,036 (2022 - \$19,692) is recorded in accounts receivable and \$687,588 (2022 - \$Nil) is recorded in deferred revenue as at December 31, 2023. The receivable balance is non-interest bearing and unsecured with payment due on demand.
- (d) Included in rent and utilities is \$114,548 (2022 \$118,787) to a private corporation ("Namdo Management Services Ltd.") owned by a member of the Board of Directors. Namdo Management Services Ltd. charges the Foundation 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, 2023, \$5,911 (2022 \$1,229) is included in accounts payable and accrued liabilities.

10. 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.

Financial summaries of this unconsolidated entity as at December 31, 2023 and 2022 and for the years then ended are as follows:

Financial position	2023	2022
Total assets	3,936,494	4,059,612
Total liabilities Total unrestricted net assets	20,441 	38,024 4,021,588
	3,936,494	4,059,612

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

10. Financial summaries of controlled entity (continued)

Results of operations

Total revenue Total expenses	68,726 (174,261)	440,714 (61,439)
Excess (deficiency) of revenue over expenditures for the year	(105,535)	379,275
Cash flows Cash provided by operating activities Cash from (used in) investing activities Cash (used in) financing activities	30,176 22,530 (18,620)	326,914 (284,434) (17,896)
Increase (decrease) in cash during the year	34,086	24,584
Financial instruments		

11. Financial instruments

Items that meet the definition of a financial instrument include cash, accounts receivable, shortterm investments, restricted cash, restricted investments, and accounts payable and accrued liabilities.

Financial instrument transactions, such as purchasing and receiving foreign currency, collecting receivables, and settling payables may result in exposure to significant financial risks and concentrations of risk. The nature and extent of significant risks as at December 31, 2023 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 amounts 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 or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Foundation undertakes transactions in foreign currencies and, consequently, certain of its financial instruments are exposed to foreign currency fluctuations. Financial instruments include the following amounts, presented in U.S dollars, and which are denominated in Argentinian Peso (ARS) and Canadian dollars (CAD):

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

11. Financial instruments (continued)

	2023	
Cash and cash equivalents Accounts receivable	ARS 42,136	CAD 66,011
Restricted investments Accounts payable and accrued liabilities	(54,604)	39,654 (59,952)
	(12,468)	45,713
	2022	
Cash and cash equivalents Accounts receivable Restricted investments Accounts payable and accrued liabilities	ARS 142,199 - - (31,958)	CAD 82,056 18,788 22,150 (68,019)
	110,241	54,975

12. Commitments

The Foundation is committed to disbursements of project costs in the form of service agreements totaling \$351,626 (2022 - \$381,408). Subsequent to year end, the Foundation signed a lease agreement with a commitment to payments of \$190,534 per year for a term of 15 years and two months, expiring February 28, 2039, for its office lease with Namdo Management Services Ltd., a related party of the Foundation.

	\$
2024	190,534
2025	190,534
2026	190,534
2027	190,534
2028	190,534
Thereafter	1,937,093
	2,889,763

NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023 (Amounts expressed in United States Dollars)

13. General and administrative expenses

General and administrative expenses, net of expense recoveries of \$205,951 (2022 - \$209,317) are as follows:

	2023 \$	2022 \$
Amortization of property and equipment	5,665	4,420
Audit and tax	28,598	45,303
Bank charges and interest	5,918	11,074
Conferences and travel	167,724	39,121
Legal fees	18,631	34,364
Office supplies and services	101,329	87,823
Rent and utilities	103,094	107,238
Salaries, benefits, and staffing services	409,353	479,857
Telephone and internet	6,022	6,210
Website and communications	39,935	57,861
	886,269	873,271

14. Comparative figures

Certain 2022 comparative figures have been reclassified to conform with the financial statement presentation adopted for 2023.

FS-2023 12 31 - Lundin Foundation

Final Audit Report

2024-06-03

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