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Kodal Minerals plc ("Kodal Minerals", the "Company" or the "Group")

Annual Results & Notice of AGM

Kodal Minerals, the mineral exploration and development company focused on lithium and gold assets in West Africa, is pleased to provide its final results for the year ended 31 March 2024.

The Company's Annual Report and Accounts will be made available on the Company's website www.kodalminerals.com shortly and will be posted to shareholders today. The Company's annual general meeting ("AGM") will be held at 11:00am on 26 September 2024 at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT.

Operational Highlights:

Bougouni Lithium Project, Mali ("Bougouni" or the Project")

- Kodal finalised the US 117.75 million funding package to develop the Bougouni Lithium Project Stage 1 ("Bougouni" or "the Project") with our operating partner Hainan Mining Co. Limited ("Hainan"), a subsidiary of Fosun International Ltd ("Fosun")
- Completed the transfer of the Project to Kodal Mining UK Limited ("KMUK"), , which is 51% owned by Hainan in return for US 100 million investment, with Kodal retaining a 49% stake
- Additional US 17.75m investment into Kodal Minerals plc by Hainan to fund the exploration of new investment opportunities
- Increased Bougouni's JORC compliant Mineral Resource Estimate ("MRE") by 40% to 31.9Mt at 1.06% Li_2O, following reverse circulation ("RC") drilling completed in the first half of 2023
- Construction of Bougouni Stage 1 using a dense media separation ("DMS") approach now well underway, with the 2020 feasibility study capex estimate of US 65m confirmed following a full project review
    - Appointment of Bougouni mining contractor in early 2024 - a consortium consisting of Malian mining contractor EGTF Mining SARL ("EGTF") and Auxin Mining Services Mali SARL ("Auxin"); earthwork and civil engineering works commenced and completed post period end
    - Long lead items of DMS units and dual stream crushing modules ordered and delivery to Port of Abidjan in Côte d'Ivoire received post period
    - Construction of all access roads to Bougouni site completed
- Appointed Lei ("David") Teng as Non-Executive Director to the Board as Hainan's representative
- Received approval for the updated Environmental and Social Impact Assessment ("ESIA") for Bougouni Stage 1 DMS from Mali's Department of the Environment including Kodal's Community Development Plan
- Implementation of several targeted ESG community initiatives including: funding a full-time school teacher at Kola Sokoura village; donation of tractors to support agriculture; road upgrades; and installation of solar capacity at community water well
- Project on track to becoming the first London-listed lithium producer in West Africa with maiden production expected at the end of 2024.

Gold portfolio

- Strategic review of Group gold projects completed with the Fatou and Niéllé Gold Projects prioritised as core assets
- Development of an exploration targeting assessment by Kodal's exploration geologists to finalise planning of exploration programmes at both projects
- Company is well funded to undertake the required exploration at Fatou and Niéllé prospects and advance projects towards maiden minerals resource estimates.

Financial & Corporate Highlights:

- Group operating loss of £3,344,000 after impairments and share based payments (2023: £1,461,000 loss)
- 7.9% decrease in exploration and evaluation expenditure of £2,971,000 (2023: £3,227,000)
- Sale of the Bougouni Lithium Project to KMUK reduced the carrying value of the lithium projects in Mali to £nil (2023: £11,216,000)
- 34.6% decrease in the value of gold projects in Mali and Cote d'Ivoire to £2,162,000 (2023: £3,306,000)
- 266% increase in Group net assets of £57,430,000 (2023: £15,683,000)
- Cash balance of £16,327,000 as at 31 March 2024 (2023: £545,000).

Commenting on the results, CEO Bernard Aylward said:

"The past 12 months have been truly transformational for Kodal as the Bougouni Lithium Project has advanced in Mali and transitions from developer to producer, with Stage 1 first production firmly on track for Q4 2024, which would make Bougouni the first London-listed lithium producer.

This will be no small achievement and is testament to the team's strong capital discipline maintaining capex within the US 65m estimate from the 2020 feasibility study, strong community relations in Mali thanks to KMUK's inclusive ESG programme and operational expertise onsite led by Operations Director Steve Zaninovich.

We are excited about the role Kodal lithium will play in the global EV revolution, providing feedstock to Hainan's lithium hydroxide plant in China, which, in turn, is supplying Asian markets including Japanese and Korean car battery makers.

Additionally, we would like to thank Hainan for the huge support since becoming our operating partners and largest shareholder in November, in particular the invaluable experience our new Non-Executive Director David Teng has brought to Kodal. Together, we will develop Bougouni into a truly prolific lithium project in West Africa.

We are advancing the development of Bougouni firmly on schedule with the delivery of DMS units and equipment at the Port of Abidjan expected this week. I look forward to updating shareholders on progress in the months ahead and would like to express our utmost gratitude for your unrelenting support as we embark on the next crucial stage of our lithium mining journey."

journey."

****ENDS****

For further information, please visit www.kodalminerals.com or contact the following:

Kodal Minerals plc	
Bernard Aylward, CEO	Tel: +61 418 943 345
Allenby Capital Limited, Nominated Adviser	
Jeremy Porter/Vivek Bhardwaj/Nick Harriss	Tel: 020 3328 5656
SP Angel Corporate Finance LLP, Financial Adviser & Joint Broker	
John Mackay/Adam Cowl	Tel: 020 3470 0470
Canaccord Genuity Limited, Joint Broker	
James Asensio/Gordon Hamilton	Tel: 0207 523 4680
Burson Buchanan, Financial PR	
Bobby Morse/Oonagh Reidy	Tel: +44 (0)20 7466 5000
	kodal@buchanancomms.co.uk

CHAIRMAN'S STATEMENT

I am delighted to present the Annual Report of Kodal Minerals plc for the year ended 31 March 2024.

This financial year saw our Group deliver on its near-term strategy of developing the Bougouni Lithium Project into a significant producer of spodumene concentrate, a product critical for the lithium-ion battery industry. The completion of the financing by our operating partner Hainan, a subsidiary of Fosun International, and the commencement of construction of Bougouni, are key stepping stones in our broader strategy of becoming a focused lithium explorer and developer participating in the rapidly expanding global electric vehicle and battery storage industries.

The relationship with Hainan, Fosun's industrial platform for mining and resources, is critical to the construction of Bougouni. This partnership was cemented through the completion of the milestone funding package in November 2023, providing US 100m for the construction, development and commencement of production at Bougouni, for a 51% stake in KMUK, which owns the Bougouni asset. This funding also provides capital for an extensive exploration programme across the Bougouni licence area. The transaction with Hainan gave rise to a non-cash revaluation gain in the Group of £30.5 million, recognised in the year to 31 March 2024.

As discussed in more detail in the Operational Review, significant progress was made in the financial year, and has continued to be made over the last six months, in constructing the mine and building the operational teams in Mali. We have also continued to work with and support the local community through a wide variety of local initiatives and look forward to continuing to build on this strong relationship.

The Hainan agreement also provided additional funding for continued exploration, and our ongoing drilling at the Boumou prospect continues to exceed our expectations. The extension drilling has returned wide, high-grade intersections that have allowed the Company to announce a significant 40% increase to Bougouni's mineral resource, adding 10.6Mt to bring the overall JORC compliant Mineral Resource Estimate ("MRE") to 31.9Mt at 1.06% Li_2O following 3,230 metres of reverse circulation ("RC") drilling completed in the first half of 2023.

The Board has undertaken a review of the Group's gold projects during the year and intends to focus ongoing attention on the Fatou and Niéllé gold projects, where we believe there is a reasonable prospect of advancing the projects towards mineral resource estimates.

The direct investment of US 17.75m into Kodal Minerals plc by Hainan, becoming our largest single shareholder with a stake of 14.51%, has provided a platform for the Company to seek additional investment opportunities in the lithium sector.

Kodal took the opportunity to further strengthen the Board with the appointment of Lei ("David") Teng, President and Vice Chairman of Hainan, as a Non-executive Director in March 2024. David is able to draw on over fifteen years' experience from his many roles in natural resources at the Fosun Group, from Investment Director to Co-Chairman, and is a welcome addition to our management team at a Board level as well as at project level in Mali. Dr Qingtao Zeng, retired from the board in September 2023 and I would like to thank him for his valuable contributions to the Group during his time as a director.

Kodal remains firmly committed to the highest standards of corporate governance and, as guided by the QCA Code, we are continuing to look to further improve and strengthen our team as the Company evolves from development into production.

Outlook

As Bougouni goes into production, expected by the end of 2024, the next twelve months will see KMUK take the final steps to become a fully-fledged lithium producer in West Africa. The transition from developer to producer is a significant evolution in the business and scale of operations at Bougouni, bringing with it many challenges as well as opportunities, and we remain focussed on supporting KMUK in its successful execution of this important milestone. We are confident that the successful development of the Bougouni lithium mine will be achieved and that the resource base will continue to grow in this highly prospective region which offers multiple opportunities for future expansion.

We have had enormous support from our shareholders over the years, and most recently from our operating partner, Hainan. We are grateful for the continued interest and support from our shareholders, and we look forward to providing regular updates for this exciting year ahead as Bougouni moves into production.

Robert Wooldridge

Non-executive Chairman

2 September 2024

OPERATIONAL REVIEW

The year ended 31 March 2024 was a significant year in our progress towards becoming West Africa's next lithium producer.

Despite the significant headwinds facing junior mining companies in most international capital markets in recent years, the closure of the US 117.5m financing is testament to the quality, long life and upside prospects of Bougouni and our broader strategy. The project is now fully funded for development and construction is well underway.

During the year, the Bougouni Lithium Project was transferred to KMUK and Hainan took a 51% stake in KMUK for US 100m. Kodal retains a 49% shareholding in KMUK and continues to hold significant influence over the KMUK business. Although Kodal has a non-controlling 49% stake in KMUK, both your Chief Executive Officer and your Operations Director are on the board of KMUK and we are closely involved in the day-to-day decision making surrounding the construction and development at Bougouni.

As the Bougouni Lithium Project remains the most important asset for the Group, both in terms of management attention and impact on the financial position, the main focus of this Operational Review is on the project's progress and the strategy for completion of its development.

Following completion of the Hainan investment in November 2023, the team in Bougouni were able to progress the onsite activity and construction of Stage 1 dense media separation ("DMS") processing plant at a more rapid rate, with first production planned by the end of 2024. In addition, we continued our exciting exploration and resource extension drilling that continued to highlight significant potential for expansion of the Bougouni resource. A summary of progress is provided below.

Development progress

Following a formal tender process in the first quarter of 2024, KMUK entered into contracts with the main contractors for the mine construction, all of whom have made significant progress since the year end:

- The manufacture of the DMS processing plant and crushing circuit modules was commissioned during the year and has now been completed in China. The items are currently being shipped to the port of Abidjan prior to transport to site.
- Structural steelwork fabrication is complete for the main process plant buildings and is currently being transported to Bougouni, along with spare parts, consumables and essential supplies.
- A consortium of mining contractors comprising Auxin Mining Services Mali SARL ("Auxin") and Enterprise Générale Traoré et Frères SARL ("EGTF") (the "Mining Contractors") was awarded the Mining Contract at Bougouni during the financial year under review and mobilised to site in April 2024.
- The Mining Contractors have now completed site clearing, topsoil removal and storage and have commenced the removal of overburden and waste at the Ngoualana open-pit site in order to expose the Ngoualana spodumene bearing ore in readiness for commissioning later in the year.
- Since the year end, the contract for the site civil construction has been awarded to Bambara Resources SARL ("Bambara"), a local Malian company, working together with an established and experienced Malian-based company, GZB Mali ("GZB"), part of the China-based Gezhouba Group.
- The preparation of foundations and concreting for the processing plant is continuing on schedule and is expected to be completed in advance of the arrival of the plant and crushing circuit for construction on site.
- With the absence of reticulated power in the Bougouni region, a 5MW diesel power plant was procured from Jiangsu Fukangsi in China, comprising Cummins engines. The power solution will include in its design the installation of complementary solar power, however due to the short time frame for project construction the solar circuit will be deferred into the future; likely after 12 months of operation.

The development schedule and capital budget for the Stage 1 DMS operation has been reviewed in conjunction with the Hainan team, with costs updated to reflect the awarded contracts and the finalisation of design and construction of the plant items. The confirmed capital expenditure estimate to build the Project remains at US 65 million, as per the 2020 feasibility study, a testament to the conservative nature of our approach, further emphasised by the ongoing inflationary environment within global supply chains.

Bougouni Development Activity

Registration of the KMUK's new subsidiary mining company in Mali, Le Mines de Lithium de Bougouni SA ("LMLB"), has been completed and LMLB will be the operator of the Bougouni lithium mine with the Government of Mali entitled to a 10% free carried interest and the right to purchase an additional 10% equity interest according to the 2019 Mining Code. The transfer of the Bougouni mining licence from Future Minerals SARL to LMLB is still pending formal approval of the Direction Nationale de la Geologie et des Mines ("DNGM") in Mali, however the moratorium on dealing with mining concessions imposed by the Malian Government has prevented the transfer to date. The Government announced on 9 July 2024 that the moratorium will be lifted and Kodal continues to liaise with the DNGM to secure completion of the transfers as soon as possible.

DMS Plant and crushing circuit

The manufacture of the crushing circuit and the DMS processing equipment is complete with both suppliers delivering on schedule all equipment and associated spares. The material is now in transit in two cargo shipments from China to the port of Abidjan in Côte d'Ivoire ahead of trucking to site.

The crushing modules were manufactured by Beijing HighDynamic Technology Co., Ltd. ("BHD"), and the DMS equipment manufactured by Haiwang Technology Group ("Haiwang") in Shandong Province, China. These fabrication groups are specialists in the manufacture of mining plant and have completed several projects of similar size and nature to Bougouni. The Haiwang group will send key construction specialists to site to supervise the final installation and remain for the commissioning of the plant to ensure full working order in accordance with contractual performance warranties.

Mining Contract

The mining contract has been awarded to the Mining Contractors. EGTF, a fully owned Malian company, mobilised earthworks equipment to the site in April, and immediately commenced bush clearing, topsoil stripping, and bulk earthworks.

The process plant area earthworks are completed, and assistance has been provided to the civil concrete contractor to ensure the construction of foundations and footings for the plant area continues on schedule.

In May 2024, the Mining Contractors commenced the removal of weathered overburden and waste material from the Ngoualana open pit area that will be the source of the ore to be processed at the Bougouni DMS plant.

Civil Construction - Concrete Contract

Following a tender process to four companies with local region experience and based on the designs from Haiwang, the concrete contract was awarded under budget to a Malian company, Bambara Resources SARL ("Bambara"). Bambara is a Malian company established in 2017 to provide services to the mining industry in Mali. Kodal Minerals plc worked with Bambara previously to acquire the concessions at Mafélé Ouest and Nkeméné Ouest that formed the "Bougouni West" project, further details of which were announced on 30 January 2019.

Bambara is engaged as the head contractor and will utilise under sub-contract the services of GZB, an established and experienced Malian-based company with a China parent. GZB boasts 13 years construction experience in Mali, which includes the development of several prominent roads and bridges, and most notably the supply of concrete to the third bridge over the Niger River in Bamako.

Bambara will provide all local labour and services and manage GZB, which will provide much of the equipment, engineering technicians and on-site supervision. The Project team believes this contracting arrangement will be crucial to correctly interpreting the designs and drawings during construction, since they are developed in Chinese, as part of the Haiwang package.

Offtake Agreement

In March 2024, we reached an agreement to terminate the right of first refusal granted to Suay Chin over 80% of the spodumene product produced at the Bougouni Lithium Project. Kodal and KMUK are continuing negotiations with Hainan to finalise an offtake agreement with Hainan for 100% of the spodumene product produced at the Bougouni Lithium Project. It has been agreed between Kodal and Hainan that any offtake agreement reached between KMUK and Hainan will be based on market prices for spodumene and will require express written approval from Kodal as a shareholder of KMUK. The offtake agreement with Hainan will initially relate to spodumene production from only the Stage 1 DMS processing plant.

Exploration update

On the 14 November 2023, Kodal announced a significant 40% increase to Bougouni's mineral resource, adding 10.6Mt to bring the overall JORC compliant (refer notes below) MRE to 31.9Mt at 1.06% Li_2O following 3,230 metres of reverse circulation ("RC") drilling completed in the first half of 2023.

The updated JORC compliant Mineral Resource estimate for the Bougouni Lithium Project, including the Sogola-Baoulé, Ngoualana and Boumou prospects is tabulated below:

Prospect	Indicated			Inferred			Total		
	Tonnes (Mt)	Li_2O% Grade	Contained Li_2O (kt)	Tonnes (Mt)	Li_2O% Grade	Contained Li_2O (kt)	Tonnes (Mt)	Li_2O% Grade	Contained Li_2O (kt)
Ngoualana	3.2	1.19	38.0	3.5	0.82	28.5	6.7	1.00	66.7
Sogola-Baoulé	8.4	1.09	91.9	3.8	1.13	42.8	12.2	1.10	134.8
Boumou				13.1	1.04	135.8	13.1	1.04	135.8
TOTAL	11.6	1.12	129.9	20.4	1.02	207.1	32.0	1.06	337.3

Notes:

These mineral resources are reported in accordance with the Australasian Joint Ore Reserves Committee Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 (the "JORC Code" or "the Code"). The Code sets out minimum standards, recommendations and guidelines for Public Reporting in Australasia of Exploration Results, Mineral Resources and Ore Reserves.

Sogola-Baoulé resource estimate unchanged from 2019. A 0.5% Li_2O lower cut-off applied, and resource wireframe defined by a 0.3% Li_2O selected boundary. Estimate completed utilising Surpac software.

Ngoualana resource estimate reported utilising a 0.5% Li_2O lower cut-off. All pegmatite mineralisation modelled including zones of waste material for a fully diluted model. Estimate completed using Leapfrog modelling software.

Boumou resource reported using a 0.75% Li_2O lower cut-off. All pegmatite mineralisation modelled including zones of waste material for a fully diluted model. Estimate completed using Leapfrog modelling software.

Figures in table may not sum due to rounding. The contained metal is determined by the estimate tonnage and grade.

The Boumou prospect, located centrally within the Bougouni granted mining licence area, was a key driver in this increase with the drilling completed in 2023 highlighting wide, high grade pegmatite veins that remained open along strike and at depth. Following the success of the 2023 campaign and the expansion of the MRE for the Boumou prospect to 13.1Mt at 1.04% Li_2O, the exploration drilling continued in early 2024 with a focus on the continued extension and definition to prepare for an updated mineral resource estimate and future planning of the Project development strategy.

The 2024 drilling campaign has continued to return strongly mineralised pegmatite intersections up to 66m at 1.26% Li_2O from 72m in drill hole KLRC211 and has added significantly to the strike length of the prospect. Diamond core drilling is ongoing to provide detailed geological information to support the interpretation of the mineralised zones. The initial geological logging and comparison of the diamond drill core and the logging of the RC drill holes has confirmed the continuity of the pegmatite veins and highlighted the coarse nature of the spodumene mineralisation.

Bougouni Environmental Sustainability and Community Relations

We have achieved two key milestones during the year that are of critical importance to the Project, the Company and our stakeholders; an updated Environmental, Social Impact Assessment (ESIA) and the establishment of our Community Development Programme.

Strong relations with the Malian government are key to our success at Bougouni and in early 2024, KMUK received approval for the updated ESIA for Bougouni Project Phase 1 DMS processing from Mali's Department of the Environment. Professor Tiémoko Sangaré, Minister for Environment, was welcomed to the Project site in early February 2024 and our team presented the Minister with the features and plans for the Phase 1 DMS operation, with a specific focus on the environment and our programme for future community development.

The approval of the ESIA alongside Kodal's Community Development Plan marks the completion of all outstanding permitting. Our positive engagement with the local community in Bougouni is crucial to the ongoing success of the Project, and I am delighted with our team's continued work over the past twelve months. KMUK's financing of current social initiatives has been informed by our community consultations and includes the funding of a full-time school teacher at Kola Sokoura, the village closest to Bougouni, and the donation of several tractors to local communities to support sustainable agriculture. In addition, KMUK has addressed key local infrastructure requirements with the replacement of a broken water pump in the community, upgrades to existing access roads and the installation of additional solar capacity at the local water well at Ngoualana village.

We remain committed to open dialogue and ongoing engagement with community leaders to ensure we maintain our active partnership, and to supporting the communities directly and indirectly as a part of our Community Development Programme.

Kodal Minerals 100% Controlled Assets

Kodal retains a portfolio of gold focussed exploration assets in Mali and Côte d'Ivoire. Kodal's management has continued to review the projects with a particular focus on the legal ownership, the age of concessions and prospectivity and ensures that all government compliance, reporting and fees are kept up to date and that future expenditure on the projects is in line with the Company targets and expectations.

Exploration Concession Review

The Company's gold projects have been reviewed, and the table below contains the assets on which the Company will focus future exploration activity in Mali and Côte d'Ivoire.

Table of Concessions - Kodal Gold Concessions in West Africa:

Tenements	Country	Kodal Economic Ownership	Project	Validity
Boundiali	Côte d'Ivoire	100% direct ownership (under application)	Gold Exploration	Licence application submitted and in process. Application updated during 2020 and application remains in good standing.
Niéllé	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Initial licence expired on 7 January 2017, and Renewal decree received on 28 February 2018 for a 3 year- period. Second Renewal decree received on 18 December 2020 for a 3 year-period. On 8 March 2023 the Company received a further 2 year extension of the Niéllé concession with Decree number No. 000298 MMPE/DGMG/DCM
M'Bahiakro	Côte d'Ivoire	100% direct ownership (under application)	Gold Exploration	Licence application submitted and in process. Application updated during 2020 and application remains in good standing.
Fininko	Mali	Held through option agreement giving right to acquire 100% ownership	Fatou Project Gold Exploration	Licence in good standing. First renewal granted by Arrêté number 2021-2876/MMEE-SG of 6 August 2021 for a period of 3 years.
Foutiere	Mali	Held through option agreement giving right to acquire 100% ownership	Fatou Project Gold Exploration	Licence in good standing. Arrêté number 2017-0170/MM-SG of 2 February 2017. Application for second three-year renewal has been lodged and all fees and taxes have been paid. Renewal approval pending.

The Board has undertaken a review of the Group's gold projects during the year, which has resulted in certain of the Group's gold projects being removed from the concession table.

The Dabakala and Tiebissou projects in Côte d'Ivoire have been removed from the concession table due to significant delays in receiving approval for the renewal of concession in the case of the Korhogo project, and for the Dabakala project the ongoing review of the potential forestry permit and discussions with the DGMG of Côte d'Ivoire have lowered confidence with these licences.

In Mali, the Djelibani Sud, Nangalasso, Sotian and Tiedougoubougou concessions have been removed from the table following the Company's review of the age, prospectivity and low potential for exploration expenditure relative to the focus on the Fatou project. The Company has negotiated a sale of the Djelibani Sud, Nangalasso, Sotian and Tiedougoubougou concessions to the original vendors of the concessions which is being documented and these concessions are therefore included within assets held for resale at the year end.

As a result of the review of gold projects outlined above, an impairment charge of £1,572,000 (2023: £nil) has been recognised in the year.

Gold Exploration Strategy

Following the completion of the Hainan financing transaction, Kodal is well funded to undertake the necessary exploration at the Fatou and Niéllé prospects to advance these projects towards maiden minerals resource estimates. Kodal's exploration geologists have visited both the Fatou and Niéllé sites during the year and developed an exploration targeting assessment to finalise planning of the exploration programmes.

In northern Côte d'Ivoire, the Niéllé project remains a high priority for infill and definition drilling along the 4.5km gold anomalous trend for which previous drilling has returned significant gold intersections including 26m @ 1.95 g/t Au from 32m, and 26m @1.79 g/t Au from 108m. The geological review of this project highlights the potential for resource definition drilling supported by additional geophysics and surface geochemistry to further extend the prospective gold anomalous corridor.

In southern Mali, the Fatou project is a further priority for gold exploration and geological field visits have confirmed the surface geochemical anomalies, the presence of substantial artisanal mining sites and limited effective historic drilling. Previous exploration at the Fatou project completed between 2009 and 2014 targeted limited areas of artisanal workings and concluded an historical resource estimate of approximately 350 koz Au. Kodal geologists have outlined additional extensions to the historic exploration drilling as well as identifying new priority areas. The Group has completed one exploration drilling programme that returned drill intercepts of 23m @ 1.63 g/t Au from 82m, and 6m @ 1.49 g/t Au from 40m.

Kodal retains a primary focus on the continued exploration and development of the Bougouni Project, however as development is proceeding the Company is now able to focus more attention on the priority projects of Fatou and Niéllé and expects to undertake exploration programmes over the next 12 months to include detailed geological review, geochemical sampling, geophysical surveys, and drilling campaigns.

Outlook

In summary, the year to 31 March 2024 saw a rapid acceleration of our transition from explorer to developer, whilst the next financial period will see us emerge as a leading West African producer of high quality spodumene concentrates, when Bougouni starts production as currently expected by the end of 2024.

I look forward to reporting on construction progress at Bougouni and on our exploration activities in the months ahead as we edge closer to becoming the first ever London-listed Lithium producer in West Africa.

Finally, I would like to recognise the important contributions of all our stakeholders and partners this year and thank them for their support. Along with them, I look forward to our continued progress and success.

Bernard Aylward

Chief Executive Officer

2 September 2024

FINANCE REVIEW

Results of operations

For the year ended 31 March 2024, the Group reported an operating loss of £3,344,000, including share-based payment costs of £242,000 (2023: £517,000) and impairment of exploration and evaluation assets of £1,572,000 (2023: £nil), compared to a loss of £1,461,000 in the previous year. The Group has continued to run the offices in Mali and Côte d'Ivoire and significant additional exploration activity for both gold and lithium was undertaken during the year, although lithium expenditure by the Group ceased in November 2023 following the sale of the Bougouni Lithium Project to KMUK. Further information is provided in the Operational Review above.

During the year, the Group invested £2,971,000 (2023: £3,227,000) in exploration and evaluation expenditure on its various projects. The sale of the Bougouni Lithium Project reduced the carrying value of exploration and evaluation expenditure by £13,488,000. Following a strategic review, an impairment charge of £1,572,000 was made against the Group's remaining gold assets. As a result, the carrying value of the Group's capitalised exploration and evaluation expenditure decreased from £14,522,000 to £2,162,000 after taking account of the effects of foreign exchange. At 31 March 2024, after taking account of the effects of foreign exchange, the carrying value of the gold projects in Mali and Côte d'Ivoire was £2,162,000 (2023: £3,306,000) and of the lithium projects in Mali was £nil (2023: £11,216,000).

On 15 November 2023 the Group transferred ownership of the Bougouni Lithium Project into KMUK. The company completed a funding package with Hainan in November 2023, that provided US 100m for the construction, development and commencement of production at Bougouni, for a 51% stake in KMUK.

Kodal continues to hold significant influence over KMUK and is able to participate in the financial and operating decisions of KMUK through its two appointed board members. As a result, KMUK is recognised as an associate by Kodal for the year ended 31 March 2024. The investment in KMUK is valued at Kodal's share of the net assets of KMUK and Kodal's share of the profit or loss of KMUK is shown in the consolidated statement of comprehensive income. Kodal's share of the net assets of KMUK as at 31 March 2024 was £31.3 million and of KMUK's loss for the period was £84,000.

As a results of the transaction with Hainan, Kodal has undertaken a revaluation of its remaining 49% stake in KMUK, which has given rise to a gain on sale of a subsidiary undertaking of £30.5 million, recognised in the year to 31 March 2024. Hainan also made a direct equity investment of US 17.75m into Kodal Minerals PLC.

Cash balances as at 31 March 2024 were £16,327,000, an increase of £15,782,000 on the previous year's level of £545,000. Net assets of the Group at the year-end were £57,430,000 (2023: £14,883,000).

Financing

In November 2023, the Company completed a funding transaction with the Hainan group regarding the Bougouni Lithium Project in Mali. Alongside funding for the Project, the transaction also included a US 17.75 million equity subscription by the Hainan group into Kodal.

In addition, the Company has raised £700,000 during the year from the exercise of share options, warrants and performance share rights in May 2023 and November 2023.

Going concern and funding

The Group is still in the exploration and development phase of its business and the operations of the Group are currently being financed by funds which the Company has raised from the issue of new ordinary shares.

The Directors have prepared cash flow forecasts for the period ending 31 March 2026. The forecasts include additional exploration expenditure for the Group's gold assets, as well as covering ongoing overheads and include a contingency for cash calls on the Bougouni Lithium Project during its development phase. The forecasts show that the Group has sufficient cash resources available to allow it to continue as a going concern and meet its liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements without the need for a further financing. As at 27 August 2024, the Group has cash at bank amounting to £18,477,000. Accordingly, the financial statements have been prepared on a going concern basis.

Utilising key performance indicators ("KPIs")

The following KPIs are used by the Group to assist it in monitoring its cash position and assessing costs and exploration and development activities:

KPI	31 March 2024	31 March 2023
Cash and cash equivalents (a)	£16,327,000	£545,000
Administrative expense (b)	£1,389,000	£944,000
Exploration and evaluation expenditure (c)	£2,971,000	£3,227,000

The directors have provided more information on the state of the Group's financing and operational activity above.

a. 'Cash and cash equivalents' is used to measure the Group's financial liquidity. Cash and cash equivalents have increased by £15,782,000 in the year following the equity investment by the Hainan group.

b. 'Administrative expenses' monitored as a KPI above excludes one-off legal fees relating to the Hainan funding transaction, 'Administrative expenses' is used to measure the Group's administrative costs and operating results. Administrative expenses for the year were £1.39 million, an increase of £0.4 million compared to the previous year. Group corporate activity increased this year as negotiations were concluded regarding the future of the Bougouni Lithium Project, following which the Remuneration Committee approved increases to Directors' remuneration. The Group has also continued to run the offices in Mali and Côte d'Ivoire.

c. 'Exploration and evaluation expenditure' is used to measure expenditure on the Group's gold and lithium projects. Exploration and evaluation expenditure in the year was £0.3 million lower than prior year. Investment in the Bougouni Lithium Project continued until November 2023 when the project was sold to KMUK. Expenditure after that date focussed on the Group's gold assets which has continued at a lower level.

As the Bougouni Lithium Project enters the development and production phase, additional KPIs are being developed and used by the Board to assist in tracking KMUK's operational progress, including monitoring performance against the production timetable and forecast construction spend and the level of lithium reserves.

Financial risk management objectives and policies

The Group's principal financial instruments comprise cash and trade and other payables. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken. The main risks arising from the Group's financial instruments are liquidity risk, price risk and foreign exchange risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash reserves to fund the Group's exploration and operating activities. Management prepares and monitors forecasts of the Group's cash flows and cash balances monthly and ensures that the Group maintains sufficient liquid funds to meet its expected future liabilities. The Group intends to raise funds in discrete tranches to provide sufficient cash resources to manage the activities through to revenue generation.

Price risk

The Group is exposed to fluctuating prices of commodities, including gold and lithium, and the existence and quality of these commodities within the licence and project areas. The Directors will continue to review the prices of relevant commodities as development of the projects continues and will consider how this risk can be mitigated closer to the commencement of mining.

Foreign exchange risk

The Group operates in a number of overseas jurisdictions and carries out transactions in a number of currencies including Sterling, CFA Franc, US dollars and Australian dollars. The Group does not have a policy of using hedging instruments but will continue to keep this under review. The Group operates foreign currency bank accounts to help mitigate the foreign currency risk.

Principal risks and uncertainties

The Group is exposed to a number of risks which it seeks to mitigate as set out in the table below:

Risk	Comment and Mitigating Actions
Operational risk The Bougouni Lithium Project is operated through KMUK, in which the Group is a minority shareholder and does not have control over matters such as costs associated with development or adherence to schedule. As the Bougouni Lithium Project enters the development phase, KMUK will be entering into a significant number of new contracts for construction, mining, transportation etc, which mean that the Project will be dependent on the performance of third parties. In addition, the Project will be employing a large workforce and its success will depend on the team's ability to recruit and retain key staff members. If the management team is unable to manage the increased operational risks, the Bougouni Lithium Project may not be delivered on schedule and/or within budget.	To help manage the operational risk and work in partnership with Hainan, our CEO and Operations Director are on the board of KMUK, the JV vehicle, and our Operations Director has been appointed Deputy General Manager of Bougouni Mining SA, the operations company building the mine and processing plant. The Operations Director spends large amounts of his time in Mali and is very involved in the day-to-day decision making. The operation of KMUK is governed by a shareholder agreement between the Hainan group and Kodal, with key decisions requiring the approval of shareholders.
Financial Risk The Bougouni Lithium Project is now entering the development phase and consequently has significant contracted financial commitments. Working capital issues may arise for KMUK in the event of project delays and/or unbudgeted overspends. Depleted cash resources in KMUK may require the shareholders, including Kodal, to invest more funds to ensure that the Bougouni Lithium Project reaches production. Aside from the interest in the Bougouni Lithium Project, the Group is an exploration company and does not generate revenue or self-sustaining funding at this stage. The Group requires funds to support ongoing exploration and future development of mineral properties. The Group's access to funding will depend on its ability to obtain financing through the raising of equity capital, joint venture projects, debt financing, farm outs or other means. There is no assurance that the Group will be successful in obtaining the necessary financing in a timely manner on acceptable terms to complete its investment strategy. The equity markets and ability to raise finance remain challenging but there are recent signs of improvement. If the Group is unable to obtain additional financing as needed, some interests may be relinquished, and / or the scope of the operations reduced.	Kodal's CEO and Operations Director are on the board of KMUK and are closely involved in the financial management of KMUK. In addition, the Board regularly reviews the progress of the Bougouni Lithium Project against budget and schedule to ensure that it is on target. The Board regularly reviews the levels of discretionary spending on capital items and exploration expenditure within the Group's projects. This includes regularly updating working capital models, reviewing actual costs against budget and assessing potential impacts on future funding requirements and performance targets. In the past, the Group has been successful in raising additional equity finance to support its ongoing activities. Following the funding received by Company as part of the Hainan financing transaction, the Company has sufficient funds to support all future plans and has no immediate plans for additional equity finance.
Exploration Risk	

The Group maintains exploration assets in Mali and Cote d'Ivoire and the future success of the Company is dependent on the discovery and/or acquisition of new Mineral Reserves and Mineral Resources and the successful development of mines therefrom. Significant risk exists within technical, legal and financial aspects of the exploration for and the development of mines, which may have an adverse effect on the Group's business.	There is no assurance that the Group's exploration and potential future development activities will be successful, and statistically few properties that are explored are ultimately developed into profitable producing mines. The Group ensures that there is regular review of projects, expenditure and exploration activity to maintain focus on targets and ensure best possible information in the decision-making process to focus resources and expenditure upon key exploration and development targets.
Reliability of Mineral Resources and Mineral Reserves The Group's associated undertaking KMUK has reported Mineral Resources for its Bougouni Lithium project in West Africa. Any estimates will be based on a range of assumptions, including geological, metallurgical and technical factors; there can be no assurance that the anticipated tonnages or grades will be achieved.	The Mineral Resource estimates are prepared by third party consultants who have considerable experience and are certified by appropriate bodies. Mineral Resources are reported as general indicators and should not be interpreted as assurances of minerals or the profitability of current or future operations.
Licensing and Title Risk The Group's exploration and future development opportunities are dependent upon maintaining clear tenure and access to licences as well as ensuring the relevant operation licences, permits and regulatory consents are valid. The licences and regulatory permits may be withdrawn or made subject to limitations. The granting of licences and permits are a practical matter subject to the discretion of the applicable government or government office. The interpretations, amendments to existing laws and regulations, or more stringent enforcement of existing laws and regulations could have a material adverse impact on the Group's results of operations and financial condition. In August 2023 a new mining code (the "2023 Mining Code") passed before the Republic of Mali Assemblie Nationale. The 2023 Mining Code has some significant changes from the previous 2019 code including the intention of the Government of Mali to increase its direct ownership of projects and changes to certain taxes and exemptions previously applicable.	The Group complies with existing laws and regulations. The Group ensures that the regulatory reporting and the government compliance requirements for each licence are met. There is a risk that negotiations with a government in relation to the grant, renewal or extension of a licence may not result in the grant, renewal or extension taking effect prior to the expiry of the previous licence period, and there can be no assurance of the terms of any extension, renewal or grant. The Group regularly monitors the good standing of its licences. The Group notes the new 2023 Mining code has been passed by the Government of Mali, with a key element being the potential for the Government to purchase up to an additional 20% interest in a project (previously 10% interest). However the Company's licences where currently valid remain under the provision of previous mining codes. The Group is maintaining regular correspondence with the Mali government. The Company retains the rights to the disposal proceeds of the NKéméné Ouest concession. The Company has agreed to sell this asset, however the completion of the transaction has been delayed due to the moratorium on the renewal and transfer of mining concessions. The Company continues to discuss with the DNGM and Government of Mali to progress this transfer and allow the completion of the NKéméné Ouest sale, however no timing of the finalisation can be provided.
Mali Mining Concessions The Government has imposed a moratorium on the official dealings with mining concessions by the DNGM. This moratorium has resulted in significant delays in the processing and approval of concession applications, concession renewals and concession transfers. The new 2023 Mining Code was approved in August 2023, however the decree of application to provide the regulations for the operation of the new mining code was passed on the 4 July 2024. At the date of this report, the moratorium on official dealings has not yet been lifted.	The Group continues discussions with the Mali Government for all mining concessions. The Group is impacted by the delay of the transfer of the Bougouni Mining concession to the newly established mining company Les Mines de Lithium de Bougouni, a 100% owned subsidiary of KMUK. This transfer is a legally required transfer to allow the Mali Government to participate in the Project. The licence was awarded to the KMUK's exploration subsidiary in Mali, Future Minerals SARL, and remains in good standing. The Group is also impacted by the delay in completing the sale of the Bougouni West concession Nkéméné Ouest as this concession is awaiting completion of the renewal process. The Group confirms that the sale agreement remains in good standing and it expects to complete the sale during 2024.

	sale during 2024. The Group has completed a review of the Mali gold exploration concessions and in particular noted the age, renewal requirements where appropriate and the requirement for new applications. The Group has determined that some concessions are no longer appropriate to be maintained.
Political Risk The Group has significant activities in Mali and Côte d'Ivoire in West Africa. The success of the Group will be influenced by the legal, political and economic situation in Mali, Côte d'Ivoire and the wider African region. Countries in the region have experienced political instability and economic uncertainty in the past. Government policy in the countries in which the Group operates can be unpredictable, and the institutions of government and market economy may be unstable and subject to rapid change, which may result in a material adverse effect on the Group's operations. The renewal of exploration and exploitation licences is an area of risk given the countries in which the Group operates. Whilst the Group has in place legal titles on the assets in its portfolio, there remains a risk to the Group that changes within regimes could put the ownership of these assets at risk. The Group is also at risk of taxation reviews that may change or apply more stringently the laws and regulations of the countries in which it operates. The Government of Mali has announced its intention to withdraw form the West African trading and single currency bloc of ECOWAS. In addition the Government has announced to form a new group with the countries of Burkina Faso and Niger. Negotiations are ongoing.	A Transition Government was installed in Mali following the military coup of 24 May 2021. Presidential elections, originally scheduled for February 2024, have been postponed and no new timetable agreed. The Company maintains communications with the Government at the national Ministry level and local levels to ensure that the Company's interests are promoted and protected where possible. The Company has maintained all regulatory compliance to ensure concessions and operations remain in good standing. The Company is monitoring the new position of the Mali Government and the withdrawal from the ECOWAS bloc and formation of a new group between Mali, Burkina Faso and Niger. The potential impact on the Bougouni lithium operation and current import and export routes, tax concessions and possible currency risk is being investigated, however the full details have not yet been finalised. The Company continues to operate under existing laws and practices. In general, the security risk in Mali remains high. The security situation in the northeast of the country and neighbouring Burkina Faso and Niger remains volatile with increased terrorist activities and civil unrest. The Company's projects located in the south of Mali remain peaceful, however the Company maintains regular security reviews and communication with Malian officials to ensure the safety of all our people. In Côte d'Ivoire, the political situation has been calm since 2011. The election in 2015 returned the government of President Ouattara with increased popular support and on 31 October 2020 President Ouattara was returned for a further 5-year mandate. The economic situation in Côte d'Ivoire is improving dramatically with significant government expenditure on infrastructure and development activity.

S172 Statement

The Directors of the Company have a duty to promote the success of the Company. A director of the Company must act in the way they consider, in good faith, to promote the success of the Company for the benefit of its members, and in doing so have regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company to maintain a reputation for high standards of business conduct; and
- the need to act fairly between members of the Company.

The Directors are committed to developing and maintaining a governance framework that is appropriate to the business and supports effective decision making coupled with robust oversight of risks and internal controls.

The Board believes that long-term success requires good relations with a range of different stakeholder groups both internal and external. The board has identified Kodal's stakeholders to include employees and consultants working for the Company, the local communities and governments in Mali and Côte d'Ivoire in which it operates, suppliers and contractors, as well as shareholders. With the Bougouni Lithium Project now fully funded in KMUK and in construction, the relationships with our capital equipment suppliers, local contractors and workforce and our operating partner Hainan are of particular importance.

In the Corporate Governance Report, we explain the regular engagement with employees, communities and local governments in West Africa where we operate; and the impact assessment we have performed on the environment and local society as part of our permitting process. We also comment on the decision-making for the long-term success of the Company, its governance and culture; as well as the nature and methods of communication with all shareholders.

The Group relies heavily on having suppliers and contractors with appropriate levels of experience and expertise of working successfully with junior miners in West Africa, as well as professional advice for AIM quoted companies in London. Accordingly, Kodal is committed to maintaining constructive relationships with all its suppliers and advisers and operating in line with its Corporate Code of Conduct.

Signed on behalf of the Board

Bernard Aylward

Chief Executive Officer

2 September 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2024

	Note	Year ended 31 March 2024 £	Year ended 31 March 2023 £
CONTINUING OPERATIONS			
Impairment of exploration and evaluation assets	7	(1,572,302)	-
Administrative expenses	2	(1,530,114)	(944,473)
Share based payments	5	(241,888)	(516,581)
Operating loss		(3,344,304)	(1,461,054)
Finance income		92,693	-
Revaluation gain on sale of subsidiary undertakings	9	30,521,645	-
Share of loss of an associate	9	(83,610)	-
Profit / (loss) before tax	2	27,186,424	(1, 461,054)
Taxation	6	-	-
Profit / (loss) for the year from continuing operations		27,186,424	(1, 461,054)
Other comprehensive income			
Items that may be subsequently reclassified to profit or loss			
Currency translation gain / (loss)		3,230	331,259
Total comprehensive income for the year		27,189,654	(1,129,795)
Profit / (loss) per share from continuing operations			
Basic (pence)	4	0.1491	(0.0087)
Diluted (pence)	4	0.1431	(0.0087)

The profit / (loss) for the current and prior years and the total comprehensive income for the current and the prior years are wholly attributable to owners of the parent company.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2024

Registered number: 07220790

	Note	Group 31 March 2024 £	Group 31 March 2023 £
NON-CURRENT ASSETS			
Intangible assets	7	2,162,452	14,521,888
Property, plant and equipment	8	664	91,771
Investment in associate undertaking	9	31,260,186	-
Amounts due from associated undertaking	11	4,312,785	-
		37,736,087	14,613,659
CURRENT ASSETS			
Trade and other receivables	11	3,427,357	11,175
Cash and cash equivalents		16,326,507	544,988
Non-current assets classified as held for sale	7	79,606	513,109
		19,833,470	1,069,272
TOTAL ASSETS		57,569,557	15,682,931
CURRENT LIABILITIES			
Trade and other payables	12	(139,301)	(800,007)
TOTAL LIABILITIES		(139,301)	(800,007)
NET ASSETS		57,430,256	14,882,924
EQUITY			
Attributable to owners of the parent:			
Share capital	13	6,325,349	5,315,619
Share premium account	13	32,624,071	18,765,206
Share based payment reserve		1,147,664	1,537,779
Translation reserve		15,862	12,632
Retained surplus / (deficit)		17,317,310	(10,748,312)
TOTAL EQUITY		57,430,256	14,882,924

The Company's loss for the year ended 31 March 2024 from continuing operations was £2,949,953 (2023: £1,206,922) and total comprehensive loss for the year was £2,949,953 (2023: £1,206,922).

The financial statements were approved and authorised for issue by the board of directors on 2 September 2024 and signed on its behalf by

Charles Joseland

Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

Attributable to the owners of the Parent

	Share capital	Share premium account	Share based payment reserve	Translation reserve	Retained surplus / (deficit)	Total equity
Group	£	£	£	£	£	£
At 31 March 2022	4,947,595	15,933,071	1,150,678	(318,627)	(9,622,062)	12,090,655
Comprehensive income						
Loss for the year	-	-	-	-	(1,461,054)	(1, 461,054)
Other comprehensive income						
Currency translation gain	-	-	-	331,259	-	331,259
Total comprehensive income for the year	-	-	-	331,259	(1,461,054)	(1,129,795)
Transactions with owners						
Share based payment	-	-	721,905	-	-	721,905
Proceeds from shares issued	334,821	2,665,179	-	-	-	3,000,000
Proceeds from exercise of share options	33,203	309,171	-	-	-	342,374
Share options lapse	-	-	(334,804)	-	334,804	-
Share issue expenses	-	(142,215)	-	-	-	(142,215)
At 31 March 2023	5,315,619	18,765,206	1,537,779	12,632	(10,748,312)	14,882,924
Comprehensive income						
Profit for the year	-	-	-	-	27,186,424	27,186,424
Other comprehensive income						
Currency translation gain	-	-	-	3,230	-	3,230
Total comprehensive income for the year	-	-	-	3,230	27,186,424	27,189,654
Transactions with owners						
Share based payment	-	-	489,083	-	-	489,083
Proceeds from shares issued	918,063	13,251,199	-	-	-	14,169,262
Proceeds from exercise of share options	91,667	607,666	-	-	-	699,333
Reserves movement for exercised / lapsed options	-	-	(879,198)	-	879,198	-
At 31 March 2024	6,325,349	32,624,071	1,147,664	15,862	17,317,310	57,430,256

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2024

		Group	Group
		Year ended	Year ended
		31 March 2024	31 March 2023
	Note	£	£

	Note	£	£
Cash flows from operating activities			
Profit / (loss) before tax		27,186,424	(1,461,054)
Adjustments for non-cash items:			
Revaluation gain on sale of subsidiary undertaking		(30,521,645)	-
Impairment of exploration and evaluation assets		1,572,302	-
Share based payments		241,888	516,581
Share of loss from associate		83,610	-
Interest income		(92,694)	-
Operating cash flow before movements in working capital		(1,530,115)	(944,473)
Movement in working capital			
Increase in receivables		(343,785)	(5,406)
(Decrease) / increase in payables		(660,702)	393,666
Net movements in working capital		(1,004,487)	388,260
Net cash outflow from operating activities		(2,534,602)	(556,213)
Cash flows from investing activities			
Purchase of tangible assets	8	-	(103,633)
Purchase of intangible assets	7	(2,736,084)	(3,006,324)
Disposal of intangible assets		400,000	-
Loan repayments from associated undertakings		5,807,937	
Net cash outflow from investing activities		3,471,853	(3,109,957)
Cash flow from financing activities			
Interest income		28,258	-
Net proceeds from share issues		14,169,262	2,857,785
Net proceeds from exercise of share options		699,333	342,374
Net cash inflow from financing activities		14,896,853	3,200,159
Increase / (decrease) in cash and cash equivalents		15,834,104	(466,011)
Cash and cash equivalents at beginning of the year		544,988	1,045,515
Exchange gain / (loss) on cash		(52,585)	(34,516)
Cash and cash equivalents at end of the year		16,326,507	544,988

Cash and cash equivalents comprise cash on hand and bank balances.

FINANCIAL INFORMATION

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 March 2024 or 2023 but is derived from those accounts.

Statutory accounts for 2023 have been delivered to the registrar of companies, and those for 2024 will be delivered in due course.

The auditor's report for the 2023 accounts was (i) unqualified, (ii) contained a material uncertainty in respect of going concern to which the auditor drew attention by way of emphasis without modifying its opinion and (iii) did not contain a statement under s.498(2) or (3) of the Companies Act 2006.

The auditor's report for the 2024 accounts was (i) unqualified, (ii) did not contain any matter to which the auditor drew attention by way of emphasis without modifying its opinion and (iii) did not contain a statement under s.498(2) or (3) of the Companies Act 2006.

Basis of preparation

The consolidated financial statements of Kodal Minerals Plc are prepared in accordance with the historical cost convention and in accordance with UK-adopted International Accounting Standards. The Company's ordinary shares are quoted on AIM, a market operated by the London Stock Exchange.

In accordance with the exemption allowed by Section 408(3) of the Companies Act 2006, the Company has not presented its own income statement or statement of comprehensive income.

Going concern

The Group is still in the exploration and development phase of its business and the operation of the Group are currently being financed by funds which the Company has raised from the issue of new ordinary shares.

The Directors have prepared cash flow forecasts for the period ending 31 March 2026. The forecasts include additional exploration expenditure for the Group's gold assets, as well as covering ongoing overheads. The forecasts, which include a contingency for cash calls on the Bougouni Lithium Project during its development phase, show that the Group has sufficient cash resources available to allow it to continue as a going concern and meet its liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements without the need for a further financing. As at 27 August 2024, the Group has cash at bank amounting to £18,477,000. Accordingly, the financial statements have been prepared on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. SEGMENTAL REPORTING

The operations and assets of the Group in the year ended 31 March 2024 are focused in the United Kingdom and West Africa and comprise one class of business: the exploration and evaluation of mineral resources. Management have determined that the Group had three operating segments being the West African Gold Projects, the West African Lithium Projects and the UK administration operations. The Parent Company acts as a holding company. At 31 March 2024, the Group had not commenced commercial production from its exploration sites and therefore had no revenue for the year.

Year ended 31 March 2024	UK	West Africa Gold	West Africa Lithium	Total
	£	£	£	£
Impairment of exploration and evaluation assets	-	(1,572,302)	-	(1,572,302)
Administrative expenses	(1,407,702)	(80,926)	(41,486)	(1,530,114)
Share based payments	(241,888)	-	-	(241,888)
Finance income	92,693	-	-	92,693
Revaluation gain on sale of subsidiary undertaking	-	-	30,521,645	30,521,645
Share of loss from associate	-	-	(83,610)	(83,610)
Profit from continuing operations for the year	(1,556,897)	(1,653,228)	30,396,549	27,186,424
At 31 March 2024				
Trade and other receivables	18,605	-	7,721,537	7,740,142
Cash and cash equivalents	16,284,228	42,279		16,326,507
Non-current assets classified as held for sale	-	79,606		79,606
Trade and other payables	(139,301)			(139,301)
Intangible assets - exploration and evaluation expenditure		2,162,452		2,162,452
Investment in associate undertaking			31,260,186	31,260,186

Property, plant and equipment		664		664
Net assets at 31 March 2024	16,163,532	2,285,001	38,981,723	57,430,256

Year ended 31 March 2023	UK	West Africa Gold	West Africa Lithium	Total
	£	£	£	£
Administrative expenses	(912,390)	(4,288)	(27,795)	(944,473)
Share based payments	(516,581)	-	-	(516,581)
Loss for the year	(1,428,971)	(4,288)	(27,795)	(1,461,054)
At 31 March 2023				
Other receivables	11,175	-	-	11,175
Cash and cash equivalents	425,704	90,426	28,858	544,988
Non-current assets classified as held for sale	-	-	513,109	513,109
Trade and other payables	(129,332)	-	(670,675)	(800,007)
Intangible assets - exploration and evaluation expenditure	-	3,305,948	11,215,940	14,521,888
Property, plant and equipment	-	1,042	90,729	91,771
Net assets at 31 March 2023	307,547	3,397,416	11,177,961	14,882,924

2. PROFIT / LOSS BEFORE TAX

The profit / loss before tax from continuing activities is stated after charging:

	Group Year ended 31 March 2024	Group Year ended 31 March 2023
	£	£
Impairment of exploration and evaluation assets	1,572,302	-
Fees payable to the Company's auditor	100,000	53,000
Share based payments (note 5)	241,888	516,581
Directors' salaries and fees	471,840	182,247
Employer's National Insurance	33,476	10,598

Amounts payable to RSM UK Audit LLP and its associates in respect of audit services are as follows;

	Group Year ended 31 March 2024	Group Year ended 31 March 2023
	£	£
Audit services		
- statutory audit of parent and consolidated accounts	100,000	53,000

3. EMPLOYEES AND DIRECTORS' REMUNERATION

The average number of people employed in the Company and the Group is as follows:

	Group 31 March 2024 Number	Group 31 March 2023 Number	Company 31 March 2024 Number	Company 31 March 2023 Number
Average number of employees (including directors):	60	45	5	5

The directors are key management personnel of the Company. The remuneration expense for directors and employees is as follows:

	Group 31 March 2024	Group 31 March 2023	Company 31 March 2024	Company 31 March 2023
	£	£	£	£
Directors' remuneration	471,840	182,247	471,840	182,247
Employee wages and salaries	24,726	-	12,000	-
Social security costs	33,476	10,598	33,476	10,598
Total	530,042	192,845	517,316	192,845

In addition to the amounts included above, £273,777 (2023: £282,267) of the directors' remuneration cost and £194,032 (2023: £150,525) of employee wages and local social security costs have been treated as Exploration and Evaluation expenditure within the Group.

	Directors' salary and fees year ended 31 March 2024	Gain on exercise of share options year ended 31 March 2024	Total year ended 31 March 2024
	£	£	£
Bernard Aylward (a)	308,442	349,125	657,567
Charles Joseland	68,332	105,000	173,332
David Teng	-	-	-
Robert Wooldridge	88,335	26,375	114,710
Steven Zaninovich (b)	269,000	89,333	358,333
Qingtao Zeng (c)	11,508	-	11,508
	745,617	569,833	1,315,450

Included within the amounts shown above for Directors' salary and fees for the year ended 31 March 2024, £43,500 has been recharged to the associated undertaking (2023: £nil).

	Directors' salary and fees year ended 31 March 2023	Gain on exercise of share options 31 March 2023	Total year ended 31 March 2023
	£	£	£
Bernard Aylward (a)	177,847	3,860	181,707
Charles Joseland	50,000	20,044	70,044
Robert Wooldridge	45,000	10,509	55,509
Steven Zaninovich (b)	166,667	4,632	171,299
Qingtao Zeng (c)	25,000	-	25,000
	464,514	39,045	503,559

a Matlock Geological Services Pty Ltd ("Matlock") a company wholly owned by Bernard Aylward, provided consultancy services to the Group during the year ended 31 March 2024 and received fees of £224,694 (2023: £139,514). These fees are included within the remuneration figure shown for Bernard Aylward.

Bernard Aylward.

b Zivvo Pty Ltd ("Zivvo") a company wholly owned by Steven Zaninovich, provided consultancy services to the Group during the year ended 31 March 2024 and received fees of £210,000 (2003: £140,000 in the period after his appointment as director on 27 July 2022). These fees are included within the remuneration figure shown for Steven Zaninovich.

c In addition to the amounts included above, Geosmart Consulting Pty Ltd, a company wholly owned by Qingtao Zeng, provided consultancy services to the Group during the prior year and received fees of £nil (2023: £24,627).

4. PROFIT / (LOSS) PER SHARE

Basic profit / (loss) per share is calculated by dividing the profit / (loss) for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The following reflects the result and share data used in the computations:

	Profit / (loss)	Weighted average number of shares	Diluted weighted average number of shares	Basic (profit) / loss per share (pence)	Diluted (profit) / loss per share (pence)
	£				
Year ended 31 March 2024	27,186,424	18,228,192,472	19,000,275,806	0.1491	0.1431
Year ended 31 March 2023	(1,461,054)	16,812,417,355	16,812,417,355	(0.0087)	(0.0087)

Diluted profit / (loss) per share is calculated by dividing the profit / (loss) attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. In previous years, options in issue were not considered diluting to the loss per share as the Group was loss making. Diluted loss per share was therefore the same as the basic loss per share.

5. SHARE BASED PAYMENTS

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

	Year ended 31 March 2024	Year ended 31 March 2023
Share options outstanding	Number	Number
Opening balance	582,500,000	250,000,000
Lapsed in the year	(43,333,333)	(77,500,000)
Issued in the year	-	470,000,000
Exercised in the year	(186,666,667)	(60,000,000)
Closing balance	352,500,000	582,500,000

	Year ended 31 March 2024	Year ended 31 March 2023
Performance share rights outstanding	Number	Number
Opening balance	240,000,000	175,000,000
Issued in the year	-	75,000,000
Exercised in the year	(80,000,000)	(10,000,000)
Closing balance	160,000,000	240,000,000

	Year ended 31 March 2024	Year ended 31 March 2023
Warrants outstanding	Number	Number

Warrants outstanding	Number	Number
Opening balance	326,250,000	205,000,000
Lapsed in the year	-	(12,500,000)
Issued in the year	-	170,000,000
Exercised in the year	(26,666,666)	(36,250,000)
Closing balance	299,583,334	326,250,000

Group profit for the year was stated after a share based payment charge of £241,888 (2023: £516,581). In addition, a share based payment charge of £247,195 (2023: £205,324) has been treated as Exploration Expenditure within the Group. The reference to 'share based payments' relates to a theoretical calculation of the non-cash cost to the Group of share options and warrants that have been awarded and have yet to vest.

Options, warrants and performance share rights outstanding for each of the directors at the year-end are outlined below:

Exercisable date	Bernard Aylward	Robert Wooldridge	Charles Joseland	Steven Zaninovich
6 November 2021	-	-	-	33,333,334
To be determined (Note 1)	-	-	-	90,000,000
To be determined (Note 1)	75,000,000	-	-	-
27 Aug 2021 - 27 Aug 2026	-	5,000,000	-	-
27 Aug 2022 - 27 Aug 2027	-	7,500,000	-	-
27 Aug 2023 - 27 Aug 2028	-	7,500,000	-	-
15 November 2023	30,000,000			72,500,000
To be determined (Note 1)	40,000,000			77,500,000
To be determined (Note 2)	60,000,000			95,000,000
18 Aug 2022 - 18 Aug 2027		23,333,334	-	-
18 Aug 2023 - 18 Aug 2028		33,333,333	-	-
18 Aug 2024 - 18 Aug 2029		33,333,333	25,000,000	-
Closing balance	205,000,000	110,000,000	25,000,000	368,333,334

1. Exercisable from date of first commercial production from the Bougouni Project
2. Exercisable from date of production of 175,000 tonnes of spodumene concentrate from the Bougouni project

Details of share options outstanding at 31 March 2024:

Date of grant	*Number of options*	*Option price*	*Exercisable between*
8 May 2017	12,500,000	0.38 pence	8 May 2019 - 8 May 2024
27 August 2021	5,000,000	0.36 pence	27 Aug 2021 - 27 Aug 2026
27 August 2021	7,500,000	0.36 pence	27 Aug 2022 - 27 Aug 2027
27 August 2021	7,500,000	0.36 pence	27 Aug 2023 - 27 Aug 2028
18 August 2022	37,500,000	0.3 pence	To be determined
18 August 2022	47,500,000	0.34 pence	To be determined
18 August 2022	70,000,000	0.38 pence	To be determined
18 August 2022	26,666,668	0.3 pence	18 Aug 2022 - 18 Aug 2027
18 August 2022	36,666,666	0.34 pence	18 Aug 2023 - 18 Aug 2028
18 August 2022	61,666,666	0.34 pence	18 Aug 2024 - 18 Aug 2029

Details of performance share rights outstanding at 31 March 2024:

Date of grant	*Number of performance share rights*	*Option price*	*Exercisable between*
27 August 2021	85,000,000	nil	To be determined
27 July 2022	25,000,000	nil	To be determined
27 July 2022	25,000,000	nil	To be determined
27 July 2022	25,000,000	nil	To be determined

Details of warrants outstanding at 31 March 2024:

Date of grant	*Number of warrants*	*Option price*	*Exercisable between*
22 May 2017	6,250,000	0.38 pence	22 May 2019 - 22 May 2024
23 November 2018	33,333,334	0.14-0.38 pence	To be determined
23 November 2018	90,000,000	0.14-0.38 pence	To be determined
27 July 2022	47,500,000	0.28 pence	To be determined
27 July 2022	52,500,000	0.325 pence	To be determined
27 July 2022	70,000,000	0.38 pence	To be determined

Additional disclosure information:

Weighted average exercise price of share options and warrants:

- outstanding at the beginning of the period 0.27 pence
- granted during the period N/A
- outstanding at the end of the period 0.28 pence
- exercisable at the end of the period 0.34 pence

Weighted average remaining contractual life of
share options outstanding at the end of the period 5.2 years

Warrants, Options and Performance Share Rights issued in the year to 31 March 2023

On 27 July 2022 the Company granted warrants over 170,000,000 ordinary shares and Performance Share Rights of up to 75,000,000 ordinary shares to Steven Zaninovich. The warrants are registered in the name of Zivvo Pty Ltd, a company wholly owned by Steven Zaninovich.

The Warrants and Performance Share Rights carry vesting conditions that are linked to achievement of milestones critical to the development of the Bougouni Project as follows:

- Securing of finance for the Bougouni mine and completion of all Mali Government Agreements, Update and Variation of Mining Licence and Environment permitting in relation to the Bougouni Project;
- Receipt of funds from first sale of spodumene concentrate from the Bougouni Project within 18 months of receipt of finance; and
- 175,000 tonnes of spodumene concentrate produced from the Bougouni Project.

Subject to the vesting conditions being satisfied, Mr Zaninovich may call for Ordinary Shares, as set out in the table below, to be issued to him at any time within five years of the vesting condition being met and upon payment by them of the nominal value for the Ordinary Shares in relation the Performance Share Rights and the exercise price in relation to the share options.

Vesting criteria	Warrants		Performance Share Rights
	Exercise Price	Number	
Securing of finance for the Bougouni mine	£0.00280p	47,500,000	25,000,000 capped at £250,000 value
Receipt of funds from first sale of spodumene concentrate from Bougouni within 18 months of receipt of finance	£0.00325p	52,500,000	25,000,000 capped at £250,000 value
Production of 175,000 tonnes of spodumene concentrate from Bougouni	£0.00380p	70,000,000	25,000,000 capped at £250,000 value

concentrate from Bougouni			at £250,000 value
Total	£0.00335p average	170,000,000	75,000,000 total capped at £750,000 value

On 18 August 2022 the Company granted options over 155,000,000 ordinary shares to Bernard Aylward and Mohamed Niare (Country Manager, Mali).

The Share Options carry vesting conditions that are linked to achievement of milestones critical to the development of the Bougouni Project as follows:

- Securing of finance for the Bougouni mine and completion of all Mali Government Agreements, Update and Variation of Mining Licence and Environment permitting in relation to the Bougouni Project;
- Receipt of funds from first sale of spodumene concentrate from the Bougouni Project within 18 months of receipt of finance; and
- 175,000 tonnes of spodumene concentrate produced from the Bougouni Project.

Subject to the vesting conditions being satisfied, the holders of the Share Options may call for Ordinary Shares, as set out in the table below, to be issued to them at any time within five years of the vesting condition being met.

	Exercise price	Share Options	
Vesting criteria		Bernard Aylward	Mohamed Niare
Securing of finance for the Bougouni mine	0.3 pence	Up to 30 million ordinary shares	Up to 7.5 million ordinary shares
Receipt of funds from first sale of spodumene concentrate	0.34 pence	Up to 40 million ordinary shares	Up to 7.5 million ordinary shares
175,000 tonnes of spodumene concentrate produced	0.38 pence	Up to 60 million ordinary shares	Up to 10 million ordinary shares
Total		Up to 130 million ordinary shares	Up to 25 million ordinary shares

On 18 August 2022, the Company granted options over 315,000,000 Ordinary Shares to members of the management team, of which those granted to Non-Executive Directors were as set out in the table below. The options will vest in equal tranches with the first one third vesting immediately and exercisable at 0.3 pence per share, and the remaining two thirds vesting in two equal tranches on the first and second anniversaries of the grant and exercisable at 0.34 pence per share.

Director	Number of Options granted
Charles Joseland	75,000,000
Robert Wooldridge	100,000,000
Qingtao Zeng	130,000,000

The fair values of the options and warrants granted were calculated using the Black-Scholes valuation model. The inputs to the model were:

	27 July 2022	18 August 2022
Strike price	0.00p - 0.38p	0.30p - 0.38p
Share price	0.11p - 0.25p	0.11p - 0.26p
Volatility	75%	75%
Expiry date	15/3/28 - 15/12/30	15/3/28 - 15/12/30
Risk free rate	0.24% - 0.26%	0.23% - 0.30%
Dividend yield	0.0%	0.0%

6. TAXATION

	Group	Group
	Year ended	Year ended
	31 March 2024	31 March 2023
	£	£

Taxation charge for the year	-	-
Factors affecting the tax charge for the year		
Profit / (loss) from continuing operations before income tax	27,186,424	(1,461,054)
Revaluation gain on sale of subsidiary undertakings	(30,521,645)	-
Profits subject to corporation tax	(3,335,221)	
Tax at 25% (2023: 19%)	(833,805)	(277,600)
Expenses not deductible	354	636
Losses carried forward not deductible	772,979	178,814
Deferred tax differences	60,472	98,150
Income tax expense	-	-

During the year the UK corporation tax rate was increased from 19% to 25%.

The Group has tax losses and other potential deferred tax assets (including in relation to share options) totalling £3,993,000 (2023: £3,759,000) which will be able to be offset against future income. No deferred tax asset has been recognised in respect of these losses as their utilisation is uncertain at this stage.

7. INTANGIBLE ASSETS

GROUP	Exploration and evaluation £
COST	
At 1 April 2022	11,442,403
Additions in the year	3,226,956
Classified as held for sale	(513,109)
Effects of foreign exchange	365,638
At 1 April 2023	14,521,888
Additions in the year	2,971,083
Disposals in the year	(13,488,010)
Classified as held for sale	(79,606)
Licences written off in the year	(1,572,302)
Effects of foreign exchange	(190,601)
At 31 March 2024	2,162,452
NET BOOK VALUES	
At 31 March 2024	2,162,453
At 31 March 2023	14,521,888
At 31 March 2022	11,442,403

The Company did not have any Intangible Assets as at 31 March 2022, 2023 and 2024.

	Group 31 March 2024 £	Group 31 March 2023 £
Non-current assets classified as	79,606	513,109

Non-current assets classified as held for sale	79,606	513,109
	79,606	513,109

During the year the Group received an offer of US 100,000 to purchase the gold projects at Djelibani Sud, Nangalasso, Sotian and Tiedougoubougou. The carrying value of these projects was impaired by £877,422 and the projects transferred to current held as assets for sale at 31 March 2024. The assets relating to the Bougouni West project were held as assets held for sale at 31 March 2023. These assets were transferred to Kodal Mining UK Limited in November 2023 as part of the Hainan financing transaction. However, Kodal remains entitled to receive the sale proceeds (see note 18).

8. PROPERTY, PLANT AND EQUIPMENT

	Plant and machinery
GROUP	£
COST	
At 1 April 2022	27,633
Additions in the year	103,633
Effects of foreign exchange	137
At 1 April 2023	131,403
Disposals in the year	(101,148)
Effects of foreign exchange	(2,702)
At 31 March 2024	27,555
DEPRECIATION	
At 1 April 2022	24,324
Depreciation charge	15,308
At 1 April 2023	39,632
Disposals in the year	(25,883)
Depreciation charge	13,140
At 31 March 2024	26,889
NET BOOK VALUES	
At 31 March 2024	664
At 31 March 2023	91,771
At 31 March 2022	3,309

All tangible assets are wholly associated with exploration and development projects and therefore the amounts charged in respect of depreciation are capitalised as evaluation and exploration assets within intangible assets.

The Company did not have any Property, Plant and Equipment as at 31 March 2022, 2023 and 2024.

9. ASSOCIATED UNDERTAKING

On 15 November 2023, the Group's interest in Kodal Mining UK Limited ("KMUK") reduced to 49% as a result of Hainan's subscription for 51% of the newly issued share capital of KMUK. Prior to the transaction with Hainan, KMUK was accounted for as a subsidiary undertaking of the Group. With the reduction to a 49% interest and loss of control but retention of significant interest, KMUK has been accounted for as an associated undertaking from that date.

As a result of the transaction with Hainan, Kodal has revalued its remaining 49% stake in KMUK to fair value, reflecting the price paid by Hainan for its 51% stake, and the payment for the termination of the Suay Chin offtake agreement. This has given rise to a non-cash gain on partial disposal of a subsidiary undertaking of £30.5 million. The fair value has been used as the cost for the initial recognition of KMUK as an associate.

The assets and liabilities of KMUK at 15 November 2023 and at 31 March 2024 were:

	15 November 2023	31 March 2024
	£	£

Assets		
Cash and cash equivalents	71,113,968	70,813,016
Other debtors	-	43,003
Property, plant and equipment	107,179	357,588
Intangible assets - Exploration and Evaluation	14,659,493	18,937,151
Accounts receivable	8,557,667	-
Liabilities		
Trade and other payables	(30,525,750)	(26,408,836)
Net Assets	63,912,557	63,741,922
Group's share in equity - 49%	31,317,153	31,233,543
Goodwill	26,643	26,643
Group's carrying value of the investment	31,343,796	31,260,186

Trade and other payables includes an amount of £11,144,868 payable to Suay Chin for the termination of their off-take agreement.
From the date of acquisition, KMUK contributed a loss of £83,610 to the profit before tax from continuing operations of the Group:

	Period to 31 March 2024
Financing income	443,225
Administrative expenses	(482,451)
Financing costs	(131,407)
Loss before tax	(170,633)
Group's share of loss for the year	(83,610)

The associate had no contingent liabilities or capital commitments at 15 November 2023 and 31 March 2024.

10. SUBSIDIARY UNDERTAKINGS

The consolidated financial statements include the following subsidiary companies:

Company	Subsidiary of	Country of incorporation	Registered office	Equity holding	Nature of business
Kodal Norway (UK) Ltd	Kodal Minerals Plc	United Kingdom	Prince Frederick House, 35-39 Maddox Street, London W1S 2PP	100%	Operating company
International Goldfields (Bermuda) Limited	Kodal Minerals Plc	Bermuda	MQ Services Ltd Victoria Place, 31 Victoria Street, Hamilton HM 10 Bermuda	100%	Holding company
International Goldfields Côte d'Ivoire SARL	International Goldfields (Bermuda) Limited	Côte d'Ivoire	Abidjan Cocody Les Deux Plateaux 7eme Tranche BP Abidjan Côte d'Ivoire	100%	Mining exploration
International Goldfields Mali SARL	International Goldfields (Bermuda) Limited	Mali	Bamako, Faladi, Mali Univers, Rue 886 B, Porte 487 Mali	100%	Mining exploration
Jigsaw Resources	International	Bermuda	MQ Services Ltd	100%	Holding

Jigsaw Resources CIV Ltd	International Goldfields (Bermuda) Limited	Bermuda	MQ Services Ltd Victoria Place, 31 Victoria Street, Hamilton HM 10 Bermuda	100%	Holding company
Corvette CIV SARL	Jigsaw Resources CIV Ltd	Côte d'Ivoire	Abidjan Cocody Les Deux Plateaux 7eme Tranche BP Abidjan Côte d'Ivoire	100%	Mining exploration

11. CURRENT AND NON-CURRENT RECEIVABLES

	Group 31 March 2024 £	Group 31 March 2023 £
Non-current receivables		
Receivable from the associate	4,312,785	-
	4,312,785	-
Current receivables		
Trade receivables	336,355	-
Receivable from the associate	3,072,398	-
Other receivables	18,604	11,175
	3,427,357	11,175

No receivables are past due. The Directors consider that the carrying amount of all receivables, both current and non-current, approximates their fair value and there are no expected credit losses.

Amounts receivable from the associate relate to amounts advanced to KMUK and its subsidiary undertakings, all of which is repayable on demand. £4.3 million of this balance, shown as a non-current receivable, was advanced under the terms of a facility agreement and accrues interest at a rate of 4% per annum.

12. TRADE AND OTHER PAYABLES

	Group 31 March 2024 £	Group 31 March 2023 £
Trade payables	37,369	616,877
Other payables	101,932	183,130
	139,301	800,007

All trade and other payables at each reporting date are current. The Directors consider that the carrying amount of the trade and other payables approximates their fair value.

13. SHARE CAPITAL

GROUP AND COMPANY

Allotted, issued and fully paid:

	Note	Nominal Value	Number of Ordinary Shares	Share Capital £	Share Premium £

					£
At 31 March 2022			15,832,302,387	4,947,595	15,933,071
May 2022	a	£0.0003125	1,071,428,569	334,821	2,522,964
March 2023	b	£0.0003125	106,250,000	33,203	309,171
At 31 March 2023			17,009,980,956	5,315,619	18,765,206
May 2023	c	£0.0003125	12,500,000	3,906	43,594
November 2023	d	£0.0003125	2,937,801,971	918,064	13,251,198
November 2023	e	£0.0003125	280,833,333	87,760	564,073
At 31 March 2023			20,241,116,260	6,325,349	32,624,071

a) On 10 May 2022, a total of 1,071,428,569 shares were issued via a placing and subscription at a price of 0.28 pence per share.

b) On 20 March 2023, a total of 106,250,000 shares were issued pursuant to the exercise of options, warrants and Performance Share Rights from certain directors, senior management and consultants of the Company. The shares were issued at between 0.14 and 0.38 pence per share.

c) On 12 May 2023, a total of 12,500,000 shares were issued pursuant to the exercise of options by a former director of the Company. The shares were issued at 0.38 pence per share.

d) On 14 November 2023, 2,937,801,971 share were issued via a subscription to Xinmao Investment Co. Limited for gross proceeds of US 17.75 million.

e) On 16 November 2023, 280,833,333 shares were issued pursuant to the exercise of options, warrants and Performance Share Rights from certain directors, senior management and consultants of the Company. The shares were issued at between par and 0.38 pence per share.

14. RESERVES

Reserve	Description and purpose
Share premium	Amount subscribed for share capital in excess of nominal value.
Share based payment reserve	Cumulative fair value of options and share rights recognised as an expense. Upon exercise of options or share rights, any proceeds received are credited to share capital. The share-based payment reserve remains as a separate component of equity.
Translation reserve	Gains/losses arising on re-translating the net assets of overseas operations into sterling.
Retained earnings	Cumulative net gains and losses recognised in the consolidated statement of financial position, including both distributable and non-distributable earnings

15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise cash and cash equivalents, other receivables and trade and other payables.

The main purpose of cash and cash equivalents is to finance the Group's operations. The Group's other financial assets and liabilities such as other receivables and trade and other payables, arise directly from its operations.

It has been the Group's policy, throughout the periods presented in the consolidated financial statements, that no trading in financial instruments was to be undertaken, and no such instruments were entered in to.

The main risk arising from the Group's financial instruments is market risk. The Directors consider other risks to be more minor, and these are summarised below. The Board reviews and agrees policies for managing each of these risks.

Market risk

Market risk is the risk that changes in market prices, and market factors such as foreign exchange rates and interest rates will affect the Group's results or the value of its assets and liabilities.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Interest rate risk

The Group does not have any borrowings and does not pay interest.

The Group's exposure to the risks of changes in market interest rates relates primarily to the Group's cash and cash equivalents with a floating interest rate. These financial assets with variable rates expose the Group to interest rate risk. All other financial assets and liabilities in the form of receivables and payables are non-interest bearing.

In regard to its interest rate risk, the Group periodically analyses its exposure. Within this analysis consideration is given to alternative investments and the mix of fixed and variable interest rates. The Group does not engage in any hedging or derivative transactions to manage interest rate risk.

The Group in the year to 31 March 2024 earned interest of £92,694 (2022: £nil).

Credit risk

Credit risk refers to the risk that a counterparty could default on its contractual obligations resulting in financial loss to the Group. The Group's principal financial assets are cash balances and other receivables, including receivables from the associated undertaking. The Company's financial assets also include amounts receivable from subsidiary undertakings.

The Group has adopted a policy of only dealing with what it believes to be creditworthy counterparties and would consider obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure to and the credit ratings of its counterparties are continuously monitored. An allowance for impairment is made where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables concerned.

Other receivables consist primarily of prepayments and other sundry receivables and none of the amounts included therein are past due or impaired.

Financial instruments by category - Group

	Financial assets at amortised cost	Other financial liabilities at amortised cost	Total
31 March 2024			
Assets			
Amounts due from associated undertaking	4,312,785	-	4,312,785
Trade and other receivables	3,427,357	-	3,427,357S
Cash and cash equivalents	16,326,507	-	16,326,507
Total	24,066,649	-	24,066,649
Liabilities			
Trade and other payables	-	(139,301)	(139,301)
Total	-	(139,301)	(139,301)

31 March 2023			
Assets			
Other receivables	11,175	-	11,175
Cash and cash equivalents	544,988	-	544,988
Total	556,163	-	556,163
Liabilities			
Trade and other payables	-	(800,007)	(800,007)
Total	-	(800,007)	(800,007)

Foreign exchange risk

Throughout the periods presented in the consolidated financial statements, the functional currency for the Group's West African subsidiaries has been the CFA Franc.

The Group incurs certain exploration costs in the CFA Franc, US Dollars, Australian Dollars and South African Rand and has exposure to foreign exchange rates prevailing at the dates when Sterling funds are translated into other currencies. The CFA Franc has a fixed exchange rate to the Euro and the Group therefore has exposure to movements in the Sterling : Euro exchange rate. The Group has not hedged against this foreign exchange risk as the Directors do not consider that the level of exposure poses a significant risk.

The Group continues to keep the matter under review as further exploration and evaluation work is performed in West Africa and other countries and will develop currency risk mitigation procedures if the significance of this risk materially increases.

The Group's consolidated financial statements have a low sensitivity to changes in exchange due to the low value of assets and liabilities (principally cash balances) maintained in foreign currencies. Once any project moves into the development phase a greater proportion of expenditure is expected to be denominated in foreign currencies which may increase the foreign exchange risk.

Financial instruments by currency - Group

	GBP	USD	ZAR	AUD	XOF	EUR	Total
31 March 2024							
Assets							
Amounts due from associated undertaking	-	4,312,785	-	-	-	-	4,312,785
Trade and other receivables	3,354,961	72,396	-	-	-		3,427,357
Cash and cash equivalents	12,477,576	3,799,067	-	-	42,282	7,582	16,326,507
Total	15,832,537	8,184,248			42,282	7,582	24,066,649
Liabilities							
Trade and other payables	(139,301)	-	-	-	-	-	(139,301)

	GBP	USD	ZAR	AUD	XOF	EUR	Total
31 March 2023							
Assets							
Other receivables	11,175	-	-	-	-	-	11,175
Cash and cash equivalents	425,704	-	-	-	119,284	-	544,988
Total	436,879	-	-	-	119,284	-	556,163
Liabilities							
Trade and other payables	(122,278)	(446,098)	(98,621)	(65,094)	(67,916)	-	(800,007)

Liquidity risk

Liquidity risk is the risk that the entity will not be able to meet its financial obligations as they fall due.

The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

The Group has established policies and processes to manage liquidity risk. These include:

- Monitoring the maturity profiles of financial assets and liabilities in order to match inflows and outflows;
- Monitoring liquidity ratios (working capital); and
- Capital management procedures, as defined below.

Capital management

The Group's objective when managing capital is to ensure that adequate funding and resources are obtained to enable it to develop its projects through to profitable production, whilst in the meantime safeguarding the Group's ability to continue as a going concern. This is to enable the Group, once projects become commercially and technically viable, to provide appropriate returns for shareholders and benefits for other stakeholders.

The Group has historically relied on equity to finance its growth and exploration activity, raised through the issue of shares. In the future, the Board will utilise financing sources, be that debt or equity, that best suits the Group's working capital requirements and taking into account the prevailing market conditions.

Fair value

The fair value of the financial assets and financial liabilities of the Group, at each reporting date, approximates to their carrying amount as disclosed in the Statement of Financial Position and in the related notes.

The fair values of the financial assets and liabilities are included at the amounts at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The cash and cash equivalents, other receivables, trade payables and other current liabilities approximate their carrying value amounts largely due to the short-term maturities of these instruments.

Disclosure of financial instruments and financial risk management for the Company has not been performed as they are not significantly different from the Group's position described above.

16. RELATED PARTY TRANSACTIONS

During the year ended 31 March 2024, the associated undertaking repaid to the Group expenses paid on its behalf of £336,355 (2023: £nil). The balance due to the Group at 31 March 2024 was £7,385,182 (2023: £nil). Further information on the balance is shown in note 11.

The Directors represent the key management personnel of the Group and details of their remuneration are provided in note 3.

Robert Wooldridge, a director, is a member of SP Angel Corporate Finance LLP ("SP Angel") which acts as financial adviser and broker to the Company. During the year ended 31 March 2024, the Company paid fees to SP Angel of £32,500 (2023: £173,605). The balance due to SP Angel at 31 March 2024 was £nil (2023: £nil).

Matlock Geological Services Pty Ltd ("Matlock") a company wholly owned by Bernard Aylward, a director, provided consultancy services to the Group during the year ended 31 March 2024 and received fees of £224,694 (2023: £139,514). These fees are included within the remuneration figure shown for Bernard Aylward in note 3. The balance due to Matlock at 31 March 2024 was £nil (2023: £nil).

Geosmart Consulting Pty Ltd ("Geosmart"), a company wholly owned by Qingtao Zeng, a director, provided consultancy services to the Group during the year ended 31 March 2024 and received fees of £nil (2023: £24,627). The balance due to Geosmart at 31 March 2024 was £nil (2023: £nil).

Zivvo Pty Ltd ("Zivvo"), a company wholly owned by Steven Zaninovich, a Director, provided consultancy services to the Group during the year ended 31 March 2024 and received fees of £210,000 (2023: £140,000). These fees are included within the remuneration figure shown for Steven Zaninovich in note 3. The balance due to Zivvo at 31 March 2024 was £nil (2023: £nil).

17. CONTROL

No one party is identified as controlling the Group.

18. CAPITAL COMMITMENTS AND CONTINGENCIES

The Group had capital commitments to exploration and evaluation expenditure of £nil (2022: £nil).

With respect to the sale of Bougouni West as agreed with Leo Lithium in April 2023, one of the licences, N'kemene Ouest, has not yet been renewed by the Mali mining authorities (a sale condition), pending the completion of the new mining code and related regulations, and the moratorium on the renewal and transfer of mining concessions. Accordingly, the Company has not yet recognised the income from the sale proceeds of £1.5 million. The licence is considered to be of good standing and the renewal is expected to occur but no timing of finalisation can be provided

The Company and KMUK have continued to be in discussion with the Ministry of Mines and the Ministry of Economy and Finance in Mali in the context of the mining licence transfer from Future Minerals to Les Mines de Lithium de Bougouni (a subsidiary undertaking of KMUK). In recent communications the ministries have sought information on various aspects of the Hainan funding transaction and the development and future operation of the Bougouni Lithium Project. There has been no challenge to the validity of the licence or to its transfer to LMLB.

At the current time, the Company cannot determine the outcome of the discussions, and hence the nature and amount of any payments or concessions which may be required, if any, and which may result in an economic outflow from the Company. The Company and KMUK will continue to work with the authorities to provide the information and explanations requested.

19. EVENTS AFTER THE REPORTING PERIOD

On 12 May 2024, the Company received notice for the exercise of warrants from an adviser to the Company to subscribe for a total of 6,250,000 ordinary shares at an exercise price of 0.38 pence per share. The exercise of the warrants generated proceeds of £23,750 for the Company.

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