

30 September 2024

**Critical Mineral Resources PLC**

**('CMR' or the 'Company')**

**Interim Results**

Critical Mineral Resources plc (LON:CMRS), the exploration and development company focused on critical metals and minerals in Morocco, is pleased to announce its unaudited interim results for the six months ended 30 June 2024 ('H1 2024' or the 'Period').

**Highlights in H1 2024**

- The Company continued to pursue high quality opportunities in Morocco, ensuring alignment with its strategic priority for expansion;
- A comprehensive review of corporate costs led to a significant reduction in pre-tax losses for H1 2024, down to £279,249 from £477,328 in the same period in 2023, demonstrating the Group's commitment to financial efficiency. Net cash outflow from operations totalled £212,437 in H1 2024 (2023 H1: £343,382);
- Total funds raised during the period amounted to £253,261 (gross), which included £100,233 from shares held by the Company; and
- Appointment of Dominic Traynor as the Executive Chairman of the Company.

**Post Period**

- On July 17, 2024, the Company secured an exclusive option to acquire the Igli Project, a potentially high-grade silver and copper project in the highly prospective Saghro region. Initial prospecting has delivered impressive results, with grades reaching up to 912 g/t silver and 2.97% copper, positioning Igli as a key focus for the Company going forward; and
- The Company successfully raised £1,000,000 through the issuance of convertible loan notes, aimed at bolstering working capital and supporting key capital expenditures, including the ongoing exploration at Igli. To date, £500,000 of the proceeds has been drawn down, ensuring strong financial reserves.

**Directors' Responsibility Statement**

The Directors confirm that these condensed interim financial statements have been prepared in accordance with UK adopted International Accounting Standard 34, 'Interim Financial Reporting' and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority and that the interim management report includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8, namely:

- An indication of important events that have occurred during the first six months and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- Material related-party transactions in the first six months and any material changes in the related-party transactions described in the last annual report.

The interim report was approved by the Board of Directors and the above responsibility statement was signed on its behalf by:

**Dominic Traynor**

**Executive Chairman**

**30 September 2024**

**Dominic Traynor, Executive Chairman, commented:**

*"I am privileged to step into the role of Chairman at such a pivotal time for Critical Mineral Resources. Our activities in Morocco continue to show significant promise, underscoring the country's strategic importance as a growing supplier of metal, minerals and critical materials to Europe, the US and further afield. Our progress thus far, along with future acquisitions, convince me that the Company has a very exciting future.*

*I sincerely thank our shareholders for their continued trust and support. Together, we are building a solid foundation for long-term growth, and I am eager to lead CMR through this next phase of development".*

**Charles Long, Chief Executive, commented:**

*"The company made solid progress in the first half of 2024 with a strong focus on identifying good quality development projects in Morocco that could become mid to large-scale industrial mining operations. Copper remains a priority due to growing global demand and challenges faced by older mines in places like Peru and Chile, including deepening reserves and declining ore grades. Despite this, forecasting commodity prices very often ends in failure, which is why we assess each project with current market conditions in mind.*

*Morocco presents a wealth of mining opportunities, many of which align with both US and EU critical mineral lists. However, we remain open to developing valuable projects where the metal, for example silver, may not currently be on those lists. Our primary goal is to create value for both our shareholders and Moroccan stakeholders".*

For further information, please contact:

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**Notes To Editors**

Critical Mineral Resources (CMR) PLC is an exploration and development company focused on developing assets that produce key commodities for the global economy including those essential for electrification and the clean energy revolution. Many of these commodities are widely recognised as being at the start of a supply and demand supercycle.

CMR is building a diversified portfolio of high-quality metals exploration and development projects in Morocco, focusing on copper, manganese and potentially other critical minerals and metals. CMR identified Morocco as an ideal mining-friendly jurisdiction that meets its acquisition and operational criteria. The country is perfectly located to supply raw materials to Europe and possesses excellent prospective geology, good infrastructure and attractive permitting, tax and royalty conditions. In 2023, the Company acquired an 80% stake in leading Moroccan exploration and geological services company Atlantic Research Minerals SARL.

Since taking over the CMR in 2022, the current management has completed a comprehensive strategic review and restructuring of the business and implemented its clear strategy to maximise exploration and resource development opportunities for the benefit of all stakeholders. The Company is listed on the London Stock Exchange (CMRS.L). More information regarding the Company can be found at [www.cmrplc.com](http://www.cmrplc.com)

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

		Six months to 30 June 2024 (unaudited) £	Six months to 30 June 2023 (unaudited) £
	Note		
<i>Continuing operations:</i>			
Administrative expenses	4	(280,002)	(439,151)
Finance costs		(3,194)	(1,189)
Interest income		3,947	-
<b>Operating loss and loss before taxation</b>		<b>(279,249)</b>	<b>(440,340)</b>
Income tax expense		-	-
<b>Total loss from continuing operations</b>		<b>(279,249)</b>	<b>(440,340)</b>
Loss from discontinued operations		-	(36,988)
<b>Loss for the period</b>		<b>(279,249)</b>	<b>(477,328)</b>
<b>Total loss attributable to:</b>			
Owners of Critical Mineral Resources plc		<b>(274,499)</b>	<b>(476,320)</b>
Non-controlling interests		(4,750)	(1,008)
		<b>(279,249)</b>	<b>(477,328)</b>
<b>Other comprehensive income:</b>			
<i>Items that may be reclassified subsequently to profit and loss:</i>			
Exchange differences on translation of foreign operations		(565)	(13,370)
<i>Items that will not be reclassified subsequently to profit and loss:</i>			
Placing of shares previously owned by the Company	9	100,233	-
<b>Other comprehensive profit (loss) for the period</b>		<b>99,668</b>	<b>(13,370)</b>
<b>Total comprehensive loss for the period</b>		<b>(179,581)</b>	<b>(490,698)</b>
<b>Total comprehensive loss attributable to:</b>			
Owners of Critical Mineral Resources plc		<b>(175,041)</b>	<b>(489,641)</b>
Non-controlling interests		(4,540)	1,057
		<b>(179,581)</b>	<b>(490,698)</b>
<b>Total comprehensive loss attributable to Owners of Critical Mineral Resources plc:</b>			
Continuing operations		(175,041)	(440,340)
Discontinued operations		-	(49,301)
		<b>(175,041)</b>	<b>(489,641)</b>
<b>Earnings per share:</b>			
Total basic and diluted loss per share (£)	5	(0.005)	(0.009)

The above condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

## Condensed Consolidated Statement of Financial Position

		As at 30 June 2024 £	As at 31 December 2023 £
	Note		
<b>ASSETS</b>			
<i>Non-current assets</i>			
Intangible assets		2,331	2,331
Tangible assets		67,512	80,325
<b>Total non-current assets</b>		<b>69,843</b>	<b>82,656</b>
<i>Current assets</i>			
Other receivables	6	141,656	143,634
Cash and cash equivalents		43,285	24,785
<b>Total current assets</b>		<b>184,941</b>	<b>168,419</b>
<b>Total assets</b>		<b>254,784</b>	<b>251,075</b>
<b>LIABILITIES</b>			
<i>Non-current liabilities</i>			

<i>Non-current liabilities</i>			
Lease liabilities		(44,109)	(53,494)
<b>Total non-current liabilities</b>		<b>(44,109)</b>	<b>(53,494)</b>
<i>Current liabilities</i>			
Trade and other payables	7	(311,235)	(257,894)
Lease liabilities		(23,584)	(23,584)
<b>Total current liabilities</b>		<b>(334,819)</b>	<b>(281,478)</b>
<b>Total liabilities</b>		<b>(378,928)</b>	<b>(334,972)</b>
<b>Net liabilities</b>		<b>(124,144)</b>	<b>(83,897)</b>
<b>EQUITY</b>			
Share capital	8	734,536	612,113
Share premium	8	5,856,912	5,840,002
Other equity	9	100,233	-
Share-based payment reserve		34,584	34,584
Foreign exchange reserve		(719)	56
Retained earnings		(6,839,857)	(6,565,358)
<b>Capital and reserves attributable to owners of Critical Mineral Resources plc</b>		<b>(114,311)</b>	<b>(78,603)</b>
Non-controlling interests		(9,833)	(5,294)
<b>Total equity</b>		<b>(124,144)</b>	<b>(83,897)</b>

The above Condensed Consolidated Financial Statements should be read in conjunction with the accompanying notes.

The Financial Statements were approved and authorised for issue by the Board on 30 September 2024 and were signed on its behalf by:

Charlie Long, Director

#### Condensed Consolidated Statement of Cash Flows

	Notes	6 month period ended 30 June 2024 £	6 month period ended 30 June 2023 £
<b>Cash flow from operating activities</b>			
Loss for the period before taxation		(279,249)	(1,391,356)
<i>Adjustments for:</i>			
Interest expense		3,194	13
Interest income		(3,947)	-
Depreciation		12,813	11,926
Impairment of financial assets		-	352,885
Impairment of assets (net of tax)		-	853,989
Write back of contingent consideration		-	(186,914)
Share-based payment expense		-	116,326
Foreign exchange gain on financial assets		(567)	(44,034)
<b>Operating cash flows before movements in working capital</b>		<b>(267,756)</b>	<b>(287,165)</b>
Decrease/(increase) in trade and other receivables		1,978	(86,043)
Increase in trade and other payables		53,341	29,826
<b>Net cash flow in operating activities</b>		<b>(212,437)</b>	<b>(343,382)</b>
<b>Cash flow from investing activities</b>			
Expenditure on intangible assets		-	(730,666)
Expenditure on tangible assets		-	(24,133)
<b>Net cash flow from investing activities</b>		<b>-</b>	<b>(754,799)</b>
<b>Cash flow from financing activities</b>			
Proceeds from issuance of equity securities		253,261	-
Share issue costs		(13,695)	-

Interest paid	(3,194)	(13)
Interest received	3,947	-
Finance lease payments	(9,382)	-
<b>Net cash flow from financing activities</b>	<b>230,937</b>	<b>(13)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>18,500</b>	<b>(1,098,194)</b>
Effect of exchange rates on cash	-	(20,747)
Cash and cash equivalent at beginning of the half year	24,785	2,508,108
<b>Cash and cash equivalent at end of the half year</b>	<b>43,285</b>	<b>1,389,167</b>

The above condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

#### Condensed Consolidated Statement of Changes In Equity

	Share capital £	Share premium £	Other equity £	Share-based payment reserve £	Retained earnings £	Foreign exchange reserve £	Non-controlling interest £	Total £
<b>Balance as at 30 June 2023</b>	<b>612,113</b>	<b>5,840,002</b>	<b>-</b>	<b>32,680</b>	<b>(7,297,242)</b>	<b>197,896</b>	<b>(32,707)</b>	<b>(647,258)</b>
<i>Comprehensive income</i>								
Loss for the 6 months	-	-	-	-	731,884	-	(6,458)	725,426
Exchange differences on translation of foreign operations	-	-	-	-	-	(197,840)	107	(197,733)
Elimination of FX and NCI on disposal	-	-	-	-	-	-	33,764	33,764
<i>Total comprehensive income for the 6 months</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>731,884</i>	<i>(197,840)</i>	<i>27,413</i>	<i>561,457</i>
<i>Transactions with owners recognised directly in equity</i>								
Share-based payments	-	-	-	1,904	-	-	-	20,946
<i>Total transactions with owners recognised directly in equity</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>1,904</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>1,904</i>
<b>Balance as at 31 December 2023</b>	<b>612,113</b>	<b>5,840,002</b>	<b>-</b>	<b>34,584</b>	<b>(6,565,358)</b>	<b>56</b>	<b>(5,294)</b>	<b>(83,897)</b>
<i>Comprehensive income</i>								
Loss for the 6 months	-	-	-	-	(274,499)	-	(4,750)	(279,249)
Exchange differences on translation of foreign operations	-	-	-	-	-	(775)	211	(564)
<i>Total comprehensive income for the 6 months</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>(274,499)</i>	<i>(775)</i>	<i>(4,539)</i>	<i>(279,813)</i>
<i>Transactions with owners recognised directly in equity</i>								
Issue of shares	122,423	30,606	100,233	-	-	-	-	253,261
Cost of shares issued	-	(13,696)	-	-	-	-	-	(13,696)
<i>Total transactions with owners recognised directly in equity</i>	<i>122,423</i>	<i>16,910</i>	<i>100,233</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>239,566</i>
<b>Balance as at 30 June 2024</b>	<b>734,536</b>	<b>5,856,912</b>	<b>100,233</b>	<b>34,584</b>	<b>(6,839,857)</b>	<b>(719)</b>	<b>(9,833)</b>	<b>(124,144)</b>

#### Notes to the condensed interim financial statements

##### 1. GENERAL INFORMATION

The principal activity of the Company and its subsidiaries (the Group) is in mineral exploration and the development of appropriate exploration projects. The Company's registered office is at Eccleston Yards, 25 Eccleston Place, London, SW1W 9NF. Its shares are listed on the Main Market of the London Stock Exchange under the ticker "LSE:CMRS", in the "Equity Shares - Transition" category. On 17 August 2023 the Company changed its name from Caerus Mineral Resources PLC to Critical Mineral Resources PLC.

## **2. BASIS OF PREPARATION**

These condensed interim financial statements are for the six months ended 30 June 2024 and have been prepared in accordance with the accounting policies adopted in the Group's most recent annual financial statements for the year ended 31 December 2023.

The Group have chosen to adopt IAS 34 "Interim Financial Reporting" in preparing this interim financial information. They do not include all the information required in annual financial statements, and they should be read in conjunction with the consolidated financial statements for the year ended 31 December 2023 and any public announcements made by Critical Mineral Resources Plc ("CMR") during the interim reporting period.

The business is not considered to be seasonal in nature.

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. The functional currency of the parent company CMR is Pounds Sterling (£) as this is the currency that finance is raised in. The functional currency of its subsidiary is the Moroccan Dirham as this is the currency that mainly influences labour, material and other costs of providing services. The Group has chosen to present its consolidated financial statements in Pounds Sterling (£), as the Directors believe it is a more convenient presentational currency for users of the consolidated financial statements. Foreign operations are included in accordance with the policies set out in the Annual Report and Accounts.

The condensed interim financial statements have been approved for issue by the Board of Directors on 30 September 2024.

### **New standards, amendments and interpretations adopted by the Group**

During the current period the Group adopted all the new and revised standards, amendments and interpretations that are relevant to its operations and are effective for accounting periods beginning on 1 January 2024. This adoption did not have a material effect on the accounting policies of the Group.

### **New standards, amendments and interpretations not yet adopted by the Group**

The standards and interpretations that are relevant to the Group, issued, but not yet effective, up to the date of these interim Financial Statements have been evaluated by the Directors and they do not consider that there will be a material impact of transition on the financial statements.

### **Going concern**

The condensed interim financial statements have been prepared on the assumption that the Group will continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. In assessing whether the going concern assumption is appropriate, the Directors take into account all available information for the foreseeable future, in particular for the twelve months from the date of approval of the condensed interim financial statements.

The Group's assets are not currently generating revenues, an operating loss has been reported and an operating loss is expected in the 12 months subsequent to the date of these financial statements. The Company raised funds of £1,000,000 through the issue of convertible loan notes on 16 July 2024 and 11 September 2024, of which £500,000 has been drawn down to date, and will be looking to raise further funds as and when needed. It also has the ability to place the approximately 2.7 million Ordinary Shares held by itself, to raise the additional finance required to fund the building of its exploration portfolio.

The Board, whilst acknowledging this material uncertainty, remains confident of raising finance and therefore have concluded that there is a reasonable expectation that the Company has access to adequate

resources to continue in operational existence for the foreseeable future. In the event of lack of funds, the Directors would implement temporary reductions in salaries. For this reason, the Directors have adopted the going concern basis in preparing the condensed interim financial statements.

#### Risks and uncertainties

The Directors continuously assess and monitor the key risks of the business. The key risks that could affect the Group's medium-term performance and the factors that mitigate those risks have not substantially changed from those set out in the Group's most recent annual financial statements for the year ended 31 December 2023.

#### Critical accounting estimates

The preparation of condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period. Significant items subject to such estimates are set out in Group's most recent annual financial statements for the year ended 31 December 2023. The nature and amounts of such estimates have not changed during the interim period.

### 3. SEGMENTAL REPORTING

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of directors. The Directors are of the opinion that the business of the Group focused on two reportable segments as follows:

- Head office, corporate and administrative, including parent company activities of raising finance and seeking new investment opportunities, all based in the UK and
- Mineral exploration, all based in Morocco

The geographical information is the same as the operational segmental information shown below. Prior period information can be seen directly on the face of the profit or loss account for the Cypriot subsidiaries disposed of in the prior period.

Period ending 30 June 2024	Corporate and Administrative (UK) £	Mineral exploration (MOROCCO) £	TOTAL £
Operating loss from total operations before and after taxation	(255,499)	(23,750)	(279,249)
Segment total assets - (net of investments in subsidiaries)	245,570	9,214	254,784
Segment liabilities	(377,047)	(1,881)	(378,928)

### 4. ADMINISTRATIVE EXPENSES

	6 months to 30 June 2024 £	6 months to 30 June 2023 £
Wages and salaries	141,239	207,186
Regulatory fees	39,656	21,729
Depreciation	12,813	29,170
Legal and professional fees	61,026	137,134
Other	25,268	43,932
	<u>280,002</u>	<u>439,151</u>

### 5. EARNINGS PER SHARE

The calculation for earnings per Ordinary Share (basic and diluted) is based on the consolidated loss attributable to the equity shareholders of the Company as follows:

attributable to the equity shareholders of the Company is as follows:

	6 months to 30 June 2024	6 months to 30 June 2023
<i>Continuing operations:</i>		
Total loss for the period (£)	(279,249)	(440,340)
Weighted average number of Ordinary* shares*	61,213,012	50,252,945
<b>Total Loss per Ordinary share (£)</b>	<b>(0.005)</b>	<b>(0.009)</b>
<i>Continuing and discontinued operations:</i>		
Total loss for the period (£)	(279,249)	(477,328)
Weighted average number of Ordinary* shares	61,213,012	50,252,945
<b>Total Loss per Ordinary share (£)</b>	<b>(0.005)</b>	<b>(0.009)</b>

Earnings and diluted earnings per Ordinary share are calculated using the weighted average number of Ordinary shares in issue during the period. There were no dilutive potential Ordinary shares outstanding during the period.

\* shares held by the Company at period end of 2,666,666 (2023: 10,685,313) have been excluded from the weighted average number of Ordinary shares calculation from the date of gift.

## 6. OTHER RECEIVABLES

Other receivables at period end includes a balance of £181,524 which is due from the sale of the Cypriot assets. An ECL provision of £79,256 has been provided against this receivable.

## 7. TRADE AND OTHER PAYABLES

	30 June 2024	30 June 2023
	£	£
Trade creditors	138,590	51,599
Accruals and other payables	167,004	23,933
Taxes and social security	5,641	19,569
Advanced payment	-	88,002
	<u>311,235</u>	<u>183,103</u>

## 8. SHARE CAPITAL AND SHARE PREMIUM

	Number of shares - Ordinary	Share Capital	Share Premium	Total
		£	£	£
<b>As at 30 June 2023</b>	<b>61,211,258</b>	<b>612,113</b>	<b>5,840,002</b>	<b>6,452,115</b>
<b>As at 31 December 2023</b>	<b>61,211,258</b>	<b>612,113</b>	<b>5,840,002</b>	<b>6,452,115</b>
Issue 26 March 2024	12,242,251	122,243	30,606	152,849
Share issue costs	-	-	(13,696)	(13,696)
<b>As at 30 June 2024</b>	<b>73,453,509</b>	<b>734,356</b>	<b>5,856,912</b>	<b>6,591,268</b>

## 9. OTHER EQUITY

Other equity consists of "Treasury Shares" in Critical Mineral Resources Plc that are held by the Company. These have accounted for as Treasury shares, though they are not legally considered to be Treasury Shares as they were not "purchased" by the Company.

These were gifted back to the Company for nil consideration and were therefore initially recognised in other equity at nil value. During the period, 8,018,647 of these shares were placed at a price of £0.0125 per ordinary shares creating an income of £100,233. This amount has been recognised in other comprehensive income as 'Items that will not be reclassified subsequently to profit and loss' and in 'other equity'.

The number of shares gifted back to the Company held at period end is 2,666,666 (2023: 10,685,313) Ordinary shares.

## 10. WARRANTS AND OPTIONS



The following table sets out the movement of warrants during the period, no warrants were exercised during either period:

	Number of warrants	Exercise price (pence)
<b>As at 30 June 2023</b>	<b>4,482,000</b>	<b>5.0p to 30.0p</b>
Expired in the period	4,050,000	12.5p to 30.0p
<b>As at 30 June 2024</b>	<b>432,000</b>	<b>20.0p</b>

The Group has issued the following warrants, which are still in force at the balance sheet date.

Date of Issue	Reason for issue	No. of warrants	Exercise price pence per share	Life in years
05/10/2021	Broker warrants B - Cost of Services	432,000	20.0p	0.16

## SHARE OPTIONS

On 25 November 2022, the Company granted options over a total of 4,400,000 Ordinary shares of 1 pence each in the capital of the Company with an exercise price of 7.5 pence per Ordinary share. 2,000,000 options were cancelled in the year, resulting in 2,400,000 options being outstanding at year end. None of these options has vested at period end.

The Options will vest in three instalments and will have an exercise period of five years. The first tranche will vest when the closing mid-market share price reaches 7.5 pence or above for three consecutive trading days. The second tranche will vest when the share price reaches 12.5 pence. The third tranche will vest when the share price reaches 17.5 pence.

## 11. SUBSEQUENT EVENTS AND RELATED PARTIES

On 17 July 2024, the Company announced it had signed an exclusive option to acquire the Igli Project (or 'Igli'), a high grade silver and copper project in the Anti-Atlas. Concurrently, the Company also announced it had raised £750,000 (increased to £900,000 on 18 July 2024, and £1,000,000 on 11 September 2024) through the issue of convertible loan notes ('CLNs').

The main terms of the CLNs are as follows:

- Maturity Date: 16 July 2025
- Conversion Price: 1.1p
- Interest: 5% coupon
- Stock warrants: attached to the CLNs and issued on the Issue Date, with a ratio of one warrant for every two shares representing the principal amount of the CLNs - 45,454,546 warrants in total with an exercise price of 1.30p and expiry date of 3 years
- Broker warrants: 1,090,909 warrants with an exercise price of 1.1p and expiry date of 3 years

A significant proportion of this investment came from Prism Group AG, a Swiss and UAE based private investment office. Dominic Traynor, the Company's Executive Chairman, is a director of Prism Group AG. As such, the Prism CLN investment is considered to be a related party transaction. The independent directors of CMR confirm that having exercised reasonable care, skill and diligence, the related party transaction is fair and reasonable insofar as the shareholders of Critical Mineral Resources are concerned and was entered into on arms' length terms.

£500,000 of the CLN proceeds has been received to date with the Company expecting to draw down the remainder of the monies before the end of the year.

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