

## **Citius Resources Plc**

("Citius" or the "Company")

### **Annual Report and Financial Statements for the year ended 30 April 2024**

The Board of Citius Resources Plc is pleased to announce its annual report and audited financial results for the year ended 30 April 2024.

The annual report, Notice of Annual General Meeting & Proxy form will be posted to shareholders and available at the Company's website <https://citiusresources.co.uk/>

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#### **Chairman Statement**

Dear Shareholders,

I am pleased to present the final report and accounts for the twelve-month period to 30 April 2024 for Citius Resources Plc.

The Company announced during the period a binding Heads of Terms for the acquisition of 100% of the issued shares in Harena Resources Pty Ltd ("Harena") the 75% owner of the Ampasindava Rare Earths Project in Madagascar (the, "Acquisition"). Harena is an Australian domiciled company preparing to develop the 75% owned Ampasindava Rare Earths Project, which will include the mining and processing of Ionic Clay material to extract Rare Earth elements to produce Mixed Rare Earth Carbonate or Mixed Rare Earth Concentrate.

The Acquisition will constitute a Reverse Take Over under the Listing Rules and accordingly, the company will apply for re-admission of its shares to the Official List and Main Market of the London Stock Exchange following an Extraordinary General Meeting.

I would like to thank all our shareholders for their patience in what can only be described as challenging market conditions. We look forward to finally applying for re-admission and moving the Ampasindava Rare Earths project forward.

Winton Willesee  
Non-Executive Chairman  
15 October 2024

#### **Strategic Report for the year ended 30 April 2024**

The Directors present the Strategic Report of Citius Resources Plc for the year ended 30 April 2024.

#### **Business of the Company**

The Company was incorporated on 15 April 2020 as a private company with limited liability under the laws of England and Wales under the Companies Act 2006 with registered number 12557958.

The Company was formed to undertake an acquisition of a target company or business. On 9 June 2022 the Company announced that it has entered into a binding Heads of Terms with regard to the possible acquisition of 100% of the share capital of AUC Mining (U) Limited ("AUC"). This agreement was terminated in October 2023. On 26 October 2023 the Company announced that it has entered into a binding Head of Terms with regards to the possible acquisition of 100% of the shares in Harena Resources Pty Ltd ("Harena"), the 75% owner of the Ampasindava Rare Earth Project in Madagascar.

## Business Strategy

The Company has identified the following criteria that it believes are important in evaluating a prospective target company or business. The Acquisition and any future acquisition will be long-term investments for the Company. It will generally use these criteria in evaluating acquisition opportunities. However, it may also decide to enter into the Acquisition with a target company or business that does not meet the below criteria.

The Directors intend to take an active approach to completing the Acquisition and to adhere to the following criteria, insofar as reasonably practicable:

- **Geographic focus:** The Company intends, but is not required to, seek to acquire an exploration or production company or business with operations in precious and base metals in Europe, Africa, and the Middle East with: (i) strong underlying fundamentals and clear broad-based growth drivers; (ii) a meaningful population and an identifiable market; (iii) established financial regulatory systems; (iv) stable political structures; and (v) strong or improving governance and anti-corruption ratings.
- **Sector focus:** The Company intends to search initially for acquisition opportunities in the precious and base metals sector, but the Company shall not be limited to such sector. The Company intends to seek opportunities which are in pre-production at an exploration and/or development stage. The Directors believe that opportunities exist to create value for Shareholders through a properly executed, acquisition-led strategy in the precious and base metals industry, however the Directors will consider other industries and sectors where they believe that value may be created for Shareholders.
- **Identifiable routes to value creation:** The Company intends, but is not required to, seek to acquire a company or business in respect of which the Company can: (i) play an active role in the optimisation of strategy and execution which for opportunities in pre-production would enable the Company to create value; (ii) enhance existing management capabilities through the Directors' proven management skills and depth of experience; (iii) affect operational changes to enhance efficiency and profitability; and (iv) provide capital to support significant, credible, growth initiatives.
- **Management of the Acquisition:** The Acquisition may be made by direct purchase of an interest in a company, partnership or joint venture, or a direct interest in a project, and can be at any stage of development. Following the completion of the Acquisition, the Directors will work in conjunction with incumbent management teams to develop and deliver a strategy for performance improvement and/or strategic and operational enhancements.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable acquisition opportunities, particularly in the precious and base metals sector, where the Directors believe that their experience will enable value creation. External advisers and professionals may be engaged as necessary to assist with sourcing and due diligence of prospective acquisition opportunities. The Directors may consider appointing additional directors with relevant experience if the need arises.

Any evaluation relating to the merits of a particular Acquisition will be based, to the extent relevant, on the above factors as well as other considerations deemed relevant to the Company's business objective by the Directors. In evaluating a prospective target company or business, the Company expects to conduct a due diligence review which will encompass, among other things, meetings with incumbent management and employees, document reviews, inspection of facilities, as well as a detailed review of financial and other information which will be made available. The time required to select and evaluate a target company or business and to structure and complete the Acquisition, and the costs associated with this process, are not currently ascertainable with any degree of certainty.

The Company expects that the Acquisition will be to acquire a controlling interest in a target company or business. The Company (or its successor) may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest in a target company or business if such opportunity is attractive; provided, the Company (or its successor) would acquire a sufficient portion of the target entity such that it could consolidate the operations of such entity for applicable financial reporting purposes. Future complementary

acquisitions may be non-controlling.

The determination of the Company's post-Acquisition strategy and whether any Directors will remain with the combined company and, if so, on what terms, will be made following the identification of the target company or business but at or prior to the time of the Acquisition.

## Results for the year and distributions

The results are set out in the Statements of Comprehensive Income on page 21. The total comprehensive loss attributable to the equity holders of the Company for the year was £392,022 (2023: £444,287).

The Company paid no distribution or dividends during the year.

## Key performance indicators

At this stage in its development, the Company is focusing on the evaluation of various resources projects. As and when the Company executes its first substantial acquisition, financial, operational, health and safety and environmental KPIs may become relevant and will be measured and reported as appropriate. As such the only KPI the Company monitors is whether it can successfully identify and secure an investment opportunity.

## Social, Environmental and Governance

The Company is in an early state of acquiring a mining company. Further consideration will need to be given to the Company's Social and Environmental issues once the acquisition is completed.

### Diversity and inclusion

The Company is a shell company and therefore, it is exempt of complying with the Diversity and Inclusion rule.

## Position of Company's Business

As at 30 April 2024 the Company's statement of Financial Position shows net liabilities totalling of £99,145 (2023: net assets of £292,877). Although The Company has a positive cash position at the report date, the liabilities are greater than the assets.

## Employees

The Board of Directors (the "Board") contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environmental matters.

At present, there are no female Directors in the Company. The Company has one executive director and two non-executive directors.

## Principal risks and uncertainties

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors consider the following risk factors to be of particular relevance to the Company's activities and to any investment in the Company. It should be noted that the list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

Issue	Risk/Uncertainty	Mitigation
Unproven business model	The Company is an entity with no operating history. Although the Company announced in October 2023 that it has entered into a binding Heads of Terms with regard to the possible acquisition of 100% of the share capital of Harena, there is a risk that the acquisition might not be completed or that the acquisition might not create value for shareholders.	The management team has experience in acquiring, investing in and/or managing companies in the sector. External advisers with specific related knowledge and experience have been brought in to support the Board.
The Company relies on the experience and talent of its management and advisers	The Company is dependent on the Directors to identify potential acquisition opportunities and to execute an acquisition and the loss of the services of the Directors could materially adversely affect the Company's strategy or ability to deliver upon it in a timely manner or at all.	All members of the Board have shareholdings in the Company and the one Executive Director has a significant shareholding in the Company.
The Company is unable to complete	The Company may be unable to complete an acquisition in a timely	The Board is clear that all acquisitions and investments

any acquisitions	manner or at all or to fund the operations of the target business if it does not obtain additional funding following completion of an acquisition.	completed by the Company will provide substantial returns for shareholders which will support the funding requirements.
Raising funding	The Company may need to raise substantial additional capital in the future to fund any acquisition and future revenues, taxes, capital expenditures and operating expenses will all be factors which will have an impact on the amount of additional capital required. Any additional equity financing may be dilutive to Shareholders and debt financing, while widely available, may involve restrictions on financing and operating activities.	It is anticipated that a reverse acquisition will take place and that funds will be raised for the enlarged business in conjunction with the acquisition. The Company monitors its cash requirements carefully and the net proceeds from the share issues have been conserved as much as possible pending completion of an acquisition.
The Company may be subject to changes in regulation affecting the mining sector.	The Company may be subject to regulatory risks, in particular competition, data, and publishing regulations following an acquisition.	The Company monitors legislative and regulatory changes and alters its business practices where appropriate. In the event that the Company becomes subject to specific regulation regarding its activities either before or after an acquisition, the Company will put in place such procedures as are necessary to ensure it complies with such regulation.

### Financial risk management

The Company's principal financial instruments comprise cash balances, accounts payable and accounts receivable arising in the normal course of its operations.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As at 30 April 2024 there is no significant exposure to liquidity or price risk, the only credit risk applicable is over the cash balance which is held with a reputable bank.

### Section 172 Statement

Under section 172 of the Companies Act 2006 ("Section 172"), a director of a company must act in a way that they consider, in good faith, and would most likely promote the success of the company for the benefit of its members as a whole, taking into account the non-exhaustive list of factors set out in Section 172.

Section 172 also requires directors to take into consideration the interests of other stakeholders set out in Section 172(1) in their decision making.

The Company, as a special purpose acquisition vehicle seeking an acquisition that: has yet to complete an acquisition; has no employees; and has a Board and business which came together in conjunction with the Company's listing on the LSE Main Market in August 2021, has had relatively little interaction with its members and internal stakeholders during the period from Admission to 30 April 2022 (the "Reporting Period"). The Board believes they have acted on the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by section 172.

It should be noted that due to the early stage of the Company's development, the Board also deems the Company's impact on external stakeholders to have been minimal during the Reporting Period. Engagement with our members plays an essential role throughout our business. We are cognisant of fostering an effective and mutually beneficial relationship with our members. Our understanding of our members is factored into boardroom discussions and decisions regarding the potential long-term impacts of our strategic decisions.

Post the Reporting Period end, the Directors have continued to have regard to the interests of the Company's stakeholders, including the potential impact of its future activities and acquisition strategy on the community, the environment and the Company's reputation, when making decisions. The Directors also continue to take all necessary measures to ensure the Company is acting in good faith and fairly between members and is promoting the success of the Company for its members in the long term.

As outlined above, the Company did not retain any employees during the Reporting Period and therefore this Section

172 statement does not make reference to how we consider their interests. The Company will monitor the need to incorporate the interests of employees in its decision making as the Company grows.

The table below acts as our Section 172 statement by setting out the key stakeholder groups, their interests and how the Company engages with them. Given the importance of stakeholder focus, long-term strategy and reputation to the Company, these themes are also discussed throughout this Annual Report.

Stakeholder	Their interests	How we engage
Investors	<ul style="list-style-type: none"> <li>• Comprehensive review of financials</li> <li>• Business sustainability</li> <li>• High standard of governance</li> <li>• Success of the business</li> <li>• Ethical behaviour</li> <li>• Awareness of long-term strategy and direction</li> </ul>	<ul style="list-style-type: none"> <li>• Regular reports and analysis on investors and shareholders</li> <li>• Annual Report</li> <li>• Company website</li> <li>• Shareholder circulars</li> <li>• AGM</li> <li>• RNS announcements</li> <li>• Press releases</li> </ul>
Regulatory bodies	<ul style="list-style-type: none"> <li>• Compliance with regulations</li> <li>• Company reputation</li> <li>• Insurance</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• RNS announcements</li> <li>• Annual Report</li> <li>• Direct contact with regulators</li> <li>• Compliance updates at Board Meetings</li> <li>• Consistent risk review</li> </ul>
Partners	<ul style="list-style-type: none"> <li>• Business strategy</li> <li>• Application of acquisition strategy</li> </ul>	<ul style="list-style-type: none"> <li>• Meetings and negotiations</li> <li>• Reports and proposals</li> <li>• Dialogue with third party stakeholders where appropriate</li> </ul>

The Company had no trading activity during the year ended.

The Company follows international best practice on environmental aspects of our work.

This report was approved and authorised for issue by the board and signed on its behalf by:

Cameron Pearce

Director

15 October 2024

## Directors' Report for the year ended 30 April 2024

### Cameron Pearce (Chief Executive Officer)

Cameron Pearce is an Australian citizen and has extensive professional and management experience in both the Australian and United Kingdom finance industries. Providing corporate, strategic, financial and advisory assistance to private and public companies in both Australia and the United Kingdom. With over twenty years of experience in senior financial and management positions he brings a wealth of knowledge in both publicly listed and private enterprises. Providing partnerships in Australia, Europe, Asia, Africa and Central America.

Mr Pearce is a member of the Australian Institute of Chartered Accountants. He is currently a Director at [Blencowe Resources plc](#), and [Stallion Resources plc](#). He was previously Chairman at [Emmerson plc](#) and CEB Resources plc and a Director at Magnolia Resources Limited and Polish Coal Resources plc.

### Winton Willesee (Non-Executive Chairman)

Winton Willesee is an experienced company director with particular experience with publicly listed companies.

Mr Willesee has considerable experience with publicly listed and other companies over a broad range of industries having been involved with many successful ventures from early stage through to large capital development projects.

Mr Willesee is also currently director the following ASX listed companies; Nanollose Limited, a company developing a unique and patented eco-friendly fibre for the clothing industry and other uses, and OneClick Life Limited, a fintech business,. Mr Willesee is also a director of Metals One Plc, a UK company listed on the AIM Market.

He is also a Fellow of the Financial Services Institute of Australasia, a Fellow of the Governance Institute of Australia and the Institute of Chartered Secretaries and Administrators. Also, a Graduate member of the Australian Institute of Company Directors, and a Member of CPA Australia.

Mr Willesee has a Master of Commerce, a Post-Graduate Diploma in Business (Economics and Finance)

Mr Willesee has a Master of Commerce, a Post-Graduate Diploma in Business (Economics and Finance). Additionally, Graduate Diplomas in Applied Finance and Investment, Applied Corporate Governance, Education and a Bachelor of Business.

#### **Daniel Rootes (Non-Executive Director)**

Daniel is based in Perth, Australia and has 10 years of experience working in the Finance industry. Having extensive experience with hedge funds, family offices and wealth managers and road-showing companies in Singapore and Hong Kong. This experience provides Citius Resources Plc excellent exposure into Asia corporately and to future investors.

Over the past 5 years, Daniel has spent his time marketing listed companies to investors. During this period he has built up a strong network and developed relationships with corporate advisers, wealth managers, mainstream media and marketing companies striving to get the best results. Prior to that, he worked for Colonial First State in Sydney, executing trades for some of the largest funds in Australia.

The Directors present their report with the audited financial statements for the year ended 30 April 2024. A review of the business and results of the Company for the year is contained in the strategic report, which should be read in conjunction with this report.

#### **Directors**

The Directors who held office during the year and to the date of this report, together with details of their interest in the shares of the Company at 30 April 2024 and the date of this report were:

	<b>Number of Ordinary Shares</b>	<b>Number of Share Options</b>
Cameron Pearce	6,000,000	950,000
Daniel Rootes	1,000,000	950,000
Winton Willesee	3,000,000	950,000

Details of the Directors' fees are given in note 6 to the accounts.

#### **Directors' indemnities**

As the Company has no trading at the moment, there is not a third-party indemnity policy in place at the date of this financial statements.

#### **Going Concern**

The Directors have reviewed the Company's ongoing activities, including its future intentions in respect of acquisitions. Having regard to the Company's existing working capital position and the expected capital to be raised at the time of the acquisition, the Directors are of the opinion that the Company has adequate resources to enable it to continue in existence for a period of at least 12 months from the date of these financial statements. If the acquisition was to be delayed or not to take place, the Directors believe that further capital can be raised during the year.

#### **Corporate Governance**

The Governance report forms part of the Directors' report and is disclosed on page 8.

#### **Policy for new appointments**

Without prejudice to the power of the Company to appoint any person to be a Director pursuant to the Articles the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors (other than alternate directors) must not be less than two and must not be more than 15 in accordance with the Articles. Any Director so appointed shall hold office only until the annual general meeting of the Company next following such appointment and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

#### **Rules for amendment of articles**

Directors cannot alter the Company's Articles unless a special resolution is approved by the shareholders. A special

resolution requires at least 75% of a company's members to vote in favour for it to pass.

## Substantial shareholders

No single person directly or indirectly, individually or collectively, exercises control over the Company. The Directors are aware of the following persons, who had an interest in 3% or more of the issued ordinary share capital of the Company as at 30 June 2024:

Shareholder	% of issued share capital of the Company
Jim Nominees Limited	29.77%
HSBC Global Custody Nominee (UK) Limited	13.87%
James Brearley Crest Nominees Limited	8.48%
Azalea Family Holdings Pty Ltd	6.94%
West End Ventures Pty Ltd	3.85%
Peel Hunt Holdings Limited	3.78%
Pershing Nominees Limited	3.58%

## Financial risk management

The Company's major financial instruments include bank balances, trade and other payables and accrued expense. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## Greenhouse Gas (GHG) Emissions

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the year under review, it has not been practical to measure its carbon footprint.

In the future, once trading has commenced following an acquisition, the Company will measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

## Statement of Directors' responsibilities

The Directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable law and regulations. In addition, the Directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards ("IFRS") and the Companies Act 2006.

The Financial Statements are required to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently.
- present information and make judgements that are reasonable, prudent and provides relevant, comparable and understandable information.
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern. Statement of Directors' responsibilities (continued)

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time its financial position of the Company to enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation governing the preparation and dissemination of financial statements may differ from one jurisdiction to another.

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with UK-adopted International Accounting Standards and the Companies Act 2006, give a true and fair view of the assets, liabilities, financial position and profit or loss

- the Companies Act 2006, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company for the period;
- the Directors' report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal risks and uncertainties that they face;
- The annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's performance, business model and strategy.

## **Dividends**

Directors do not recommend a final dividend (2023: nil).

## **Embed effective risk management, considering both opportunities and threats, throughout the organisation.**

The Directors are responsible for maintaining the Company's systems of controls and risk management in order to safeguard its assets.

Risk is monitored and assessed by the Board who meet regularly and are responsible for ensuring that the financial performance of the Company is properly monitored and reported. This process includes reviews of annual and interim accounts, regulatory market announcements, internal control systems, procedures and accounting policies.

The Board receives guidance from FIM Capital Limited, the Administration to the Company, covering updates to relevant legislation and rules to ensure they remain fully informed and able to make informed decisions.

## **Subsequent events**

Please see note 17 for details of the Company's subsequent events.

## **Auditors**

The auditors, Crowe U.K LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

## **Disclosure of Information to Auditors**

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This report was approved and authorised for issue by the Board and signed on its behalf by:

Cameron Pearce

Director

22 August 2023

## **Directors' Remuneration Report for the year ended 30 April 2024**

Dear Shareholders,

On behalf of the Board, I am pleased to present our Remuneration Report. It has been prepared in accordance with the requirements of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the Regulations) and, after this introductory letter, is split into two areas: the Remuneration Policy and the Annual Report on Remuneration.

Citius Resources Plc was incorporated on 15 April 2020 and was admitted to the Official List and to trading on the Main Market of the London Stock Exchange on 25 August 2021. Since the listing, the Company has been a cash shell seeking to make acquisitions in the mining sector.

At present the Company has three directors, one executive and two non-executives, and no employees. We outlined in our Admission prospectus that prior to completing an acquisition the directors will be paid nominal annual amounts of £36,000 for executive directors and £6,000 for non-executive directors until such time the Company completes its first acquisition. No other remuneration has been paid or will be paid during this initial period.

While the Company is a cash shell and has limited remuneration arrangements, it is required to comply with the Regulations. Given the date of the Company's incorporation and the limited nature of the Company's remuneration



arrangements, much of the Regulations are not applicable and we have stated this in the relevant sections of this report. The Remuneration Report will be put to an advisory resolution.

Until the Acquisition is made, the Company will not have a nomination committee. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company). Following the Acquisition, the Board intends to put in place a nomination committee.

I look forward to setting out a more detailed policy once we are in a position to complete our first acquisition.

Cameron Pearce

Director

15 October 2024

## Corporate Governance

The Group recognises the importance of, and is committed to, high standards of Corporate Governance. At the date of this Report, and whilst the Group is not formally required to comply with the UK Corporate Governance Code, the Group will try to observe, where practical, the requirements of the UK Corporate Governance Code, as published by The Financial Reporting Council.

In addition, the Company intends to voluntarily observe the requirements of the UK Corporate Governance Code, save as set out below. As at the date of the financial statements the Group is in compliance with the UK Corporate Governance Code with the exception of the following:

- Given the composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation), are considered by the Board to be inapplicable to the Company.
- In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent director and the Board's committees will not, at the outset, have three independent non-executive directors.
- The UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Company following the Acquisition.

Until the Acquisition is made, the Company will not have a nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company), take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance. Following the Acquisition, the Board intends to put in place nomination, remuneration, audit and risk committees.

During the year, the members of the Board attend the following Board meetings.

Member		Meetings attended
Cameron Pearce	Executive Director	3
Daniel Rootes	Non-Executive Director	3
Winton Willesee	Non-Executive Director	3

\*Daniel Rootes was represented by a non-member of the Board during one of the Board meetings.

As at the date of this Document, the Board has a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (comprising only of the Directors at the date of this Document) shall comply with the share dealing code from the date of Admission.

Following the Acquisition and subject to eligibility, the Directors may, in future, seek to transfer the Company from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. However, in addition to or in lieu of a Premium Listing, the Company may determine to seek a listing on another stock exchange. Following such a Premium Listing, the Company would comply with the continuing obligations contained within the Listing Rules and the Disclosure Guidance and Transparency Rules in the same manner as any other company with a Premium Listing.

## Voluntary compliance with Listing Rules

The Company will comply with the Listing Principles set out in Chapter 7 of the Listing Rules at Listing Rule 7.2.1 which apply to all companies with their securities admitted to the Official List. In addition, the Company will also comply with the Listing Principles at Listing Rule 7.2.1A notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. Therefore, the Company shall:

- take reasonable steps to enable its directors to understand their responsibilities and obligations as directors;
- act with integrity towards its shareholders and potential shareholders;
- ensure that each class of shares that is admitted to trading shall carry an equal number of votes on any shareholder vote. The Company currently only has one class of Shares and the Articles which are summarized in paragraph 7 of Part VIII, confirms that each Share carries the right to vote;
- ensure that it treats all holders of the same class of shares equally in respect of the rights attaching to those shares; and
- communicate information to its shareholders and potential shareholders in such a way as to avoid the creation or continuation of a false market in those shares.

#### **Independent Audit's Report to the Members of Citius Resources Plc**

##### **Qualified Opinion**

We have audited the financial statements of Citius Resources Plc (the "Company") for the year ended 30 April 2024 which comprise the Statement of comprehensive income, Statement of financial position, Statement of changes in equity, Statement of cash flow and notes to the financial statements, including accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted International Accounting Standards.

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion section of our report, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted International Accounting Standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

##### **Basis for qualified opinion**

We have been unable to obtain sufficient appropriate audit evidence to support the going concern assumption for the company.

As set out in note 2.3 in the financial statements, the Company has to date not completed the proposed RTO of Ampasindava Rare Earths Project in Madagascar. If the proposed RTO completes, further working capital will be required in order to fund the operations of the enlarged group for at least 12 months and to bring the acquired mining project into production. At the date of approval of these financial statements a prospectus setting out details of the proposed RTO transaction and details of the proposed funding therefor had not been completed.

If the proposed RTO does not complete the Directors would require further working capital in order to fund the Company's operating costs as it continues to seek a suitable acquisition, or or take other action which could include winding up the Company. At the date of approval of these financial statements the availability of additional capital is not guaranteed.

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

In auditing the financial statements, due to the limitation of scope noted in the basis for qualified opinion paragraph above, we have been unable to form a conclusion as to whether the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

##### **Conclusions relating to going concern**

Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting comprised requesting future cashflow and trading projections. As the Directors were unable, at the date of

approval of these financial statements, to provide a complete assessment of the future cash flows and committed funding position for the enlarged group following the proposed RTO we were unable to evaluate management's assessment.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Overview of our audit approach**

### *Materiality*

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £20,000 based on 5% of loss for the year before tax (2023: £8,200 based on 2% of total assets). We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined performance materiality to be £14,000 (2023: £5,700).

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Board of Directors to report all identified errors in excess of £1,000 (2023: £1,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

### *Overview of the scope of our audit*

Our audit approach was developed by obtaining an understanding of the company's activities, the key functions undertaken on behalf of the Board by management and the overall control environment. Based on this understanding we assessed those aspects of the company transactions and balances which were most likely to give rise to a material misstatement and were most susceptible to irregularities including fraud or error. Specifically, we identified what we considered to be key audit matter and planned our audit approach accordingly.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The only matter we identified as a key audit matter was going concern, which is described above.

Our audit procedures in relation to this matter was designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on this matter individually and we express no such opinion.

## **Other information**

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

As describe in the basis for qualified opinion section of our report, we were unable to satisfied ourselves concerning

the going concern basis of accounting. We have concluded that where the other information refers to the going concern basis, it may be materially misstated for the same reason.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Arising solely from the limitation on the scope of our work relating to going concern, referred to above we have not obtained all the information and explanations that we considered necessary for the purpose of our audit.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made.

#### **Responsibilities of the directors for the financial statements**

As explained more fully in the directors' responsibilities statement set out on page 10, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of

management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, corroborating balances recognised to supporting documentation on a sample basis, and ensuring accounting policies are appropriate under the relevant accounting standards and applicable law.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

Other matters which we are required to address

We were appointed by the Board on 21 June 2021 to audit the financial statements for the year ending 30 April 2021 and subsequent periods. Our total uninterrupted period of engagement is four years, covering the periods ending 30 April 2021 to 30 April 2024.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

Our audit opinion is consistent with the additional report to the board as a whole.

#### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Stephen Bullock  
Senior Statutory Auditor

For and on behalf of  
Crowe U.K. LLP  
Statutory Auditor  
55 Ludgate Hill  
London  
EC4M 7JW

15 October 2024

### Statement of Comprehensive Income for the year ended 30 April 2024

	Notes	30 April 2024 GBP	30 April 2023 GBP
Loan written off	10	(249,341)	-
Administrative fees and other expenses	5	(142,681)	(444,286)
<b>Operating loss</b>		<b>(392,022)</b>	<b>(444,286)</b>

Finance costs

Finance costs		-	-
<b>Loss before tax</b>		<b>(392,022)</b>	<b>(444,286)</b>
Income tax	8	-	-
<b>Loss for the year and total comprehensive loss for the year</b>		<b>(392,022)</b>	<b>(444,286)</b>
<b>Basic and diluted loss per share (pence)</b>	9	<b>(0.91)</b>	<b>(1.03)</b>

There was no other comprehensive income for the year ended on 30 April 2024 (2023: Nil).

## Statement of Financial Position as at 30 April 2024

	Notes	2024 GBP	2023 GBP
<b>Current assets</b>			
Other receivables	10	8,520	257,341
Cash and cash equivalents		33,971	154,759
<b>Total current assets</b>		<b>42,491</b>	<b>412,100</b>
<b>Current liabilities</b>			
Trade and other current liabilities	11	141,636	119,223
<b>Total current liabilities</b>		<b>141,636</b>	<b>119,223</b>
<b>Net (liabilities)/assets</b>		<b>(99,145)</b>	<b>292,877</b>
<b>Equity</b>			
Share capital	12	216,250	216,250
Share Premium	12	921,797	921,797
Share option reserve	13	17,422	17,422
Retained earnings		(1,254,614)	(862,592)
<b>Total equity</b>		<b>(99,145)</b>	<b>292,877</b>

The financial statements were approved and authorised for issue by the Board of Directors on 15 October 2024 and were signed on its behalf by:

Cameron Pearce  
Director

Winton Willesee  
Director

## Statement of Changes in Equity for the year ended 30 April 2024

	Share capital GBP	Share premium GBP	Share option reserve GBP	Retained earnings GBP	Total equity GBP
Balance as at 30 April 2022	216,250	921,797	17,422	(418,306)	737,163
Total comprehensive loss	-	-	-	(444,286)	(444,286)
Balance as at 30 April 2023	216,250	921,797	17,422	(862,592)	292,877
Total comprehensive loss	-	-	-	(392,022)	(392,022)
Balance as at 30 April 2024	216,250	921,797	17,422	(1,254,614)	(99,145)

## Statement of Cash Flows for the year ended 30 April 2024

	Notes	2024 GBP	2023 GBP
<b>Operating activities</b>			
Loss after tax		(392,022)	(444,287)

Issue of share options/warrants	13	-	-
Bad debt written off	10	249,341	-
<i>Changes in working capital</i>			
Decrease in trade and other receivables		(520)	(12,076)
Decrease/(increase) in trade and other payables	11	22,414	(79,208)
<b>Net cash flows from operating activities</b>		<b>(120,787)</b>	<b>(353,003)</b>
<b>Investing activities</b>			
Loan to Kamalenge Gold Project	10	-	(249,341)
<b>Net cash flows from investing activities</b>		<b>-</b>	<b>(249,341)</b>
<b>(Decrease)/Increase in cash and cash equivalents</b>		<b>(120,787)</b>	<b>(602,344)</b>
Cash and cash equivalents as at the beginning of the year		154,758	757,103
<b>Cash and cash equivalents at 30 April</b>		<b>33,971</b>	<b>154,759</b>

The accompanying notes on pages 25 to 32 form an integral part of the financial statements.

## 1. General

Citius Resources Plc (the "Company") is a public limited company limited by shares incorporated and registered in England and Wales on 15 April 2020 with registered company number 12557958 and its registered office situated in England and Wales with its registered office at 167-169 Great Portland Street, Fifth Floor, London, W1W 5PF.

## 2. Accounting Policies

### 2.1 Basis of preparation

The principal accounting policies applied in the preparation of the Company's financial statements are set out below. These policies have been consistently applied to the years presented, unless otherwise **stated**.

The Company's financial statements have been prepared in accordance with UK-adopted International Accounting Standards and the Companies Act 2006. The Company's financial statements have been prepared on a historical cost basis.

The Company's financial statements are presented in £, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise stated.

### 2.2 Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial year. New standards and amendments to IFRS effective as for the financial reporting period have been reviewed by the Company and there has been no material impact on the financial statements as a result of these standards and amendments. The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

#### **New Accounting Standards, interpretations and amendments adopted.**

The following were new standards and amendments issued or amended by the UK Endorsement Board or the IASB which are relevant to the Company and are effective for annual periods commencing on or after 1 May 2023:

- Non-current Liabilities with Covenants - Amendments to IAS 1 and Classification of Liabilities as Current or Non-current - Amendments to IAS 1
- Lease Liability in a Sale and Leaseback - Amendments to IFRS 16
- IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS

Adoption of these new and amended standards has had no material impact on the financial statements of the Company.

#### **Accounting Standards or interpretations, not yet early adopted**

A number of new standards, amendments to existing standards and interpretations which have been issued or amended by UK IAS, are not yet effective and have not been applied in preparing these financial statements. The Directors are considering the standards, however, at this time they are not expected to have a material impact on the Company.

### **2.3 Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance and positions are set out in the Strategic Report on page 3.

The Company is an investment company, and currently has no income stream until a suitable acquisition is completed. It is therefore dependent on its cash reserves to fund ongoing costs. At the reporting date the company had cash reserves of £33,971 and current liabilities of £141,636.

The Directors have reviewed the Company's ongoing activities including its future intentions in respect of acquisitions. At the date of approval of these financial statements the proposed transaction to acquire 75% of the Ampasindava Rare Earths Project in Madagascar has not completed. If the proposed RTO transaction does complete further working capital will be required in order to fund the operations of the enlarged group and, once the proposed transaction has completed, to bring the acquired mining project into production. The Directors expect such funding to be raised on completion of the proposed RTO transaction. At the date of approval of these financial statements the completion of the proposed RTO transaction, and the availability of additional capital, are not guaranteed and this represents a material uncertainty in relation to the Company's funding arrangements.

The Directors have also considered a severe but plausible downside scenario in which the proposed RTO transaction does not complete. In that scenario the Directors would require further working capital in order to fund the Company's operating costs as it continues to seek a suitable acquisition, or or take other action which could include winding up the Company. The Directors believe that, in the event that the proposed RTO transaction does not complete, additional capital could be raised to enable the Company to continue in existence for a period of at least 12 months at the date of approval of these financial statements. However, the availability of additional capital in these circumstances is not guaranteed. This represents a further material uncertainty in relation to the Company's funding arrangements and, in these circumstances, may result in the Company not being a going concern.

The financial statements do not reflect any adjustments if the Company is unable to raise further capital and is not able to continue operations.

## **3. Material accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below:

### **3.1 Foreign currency**

Transactions in foreign currencies are translated to the functional currency at the exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Exchange differences arising on translation are recognised in profit or loss.

### **3.2 Income tax**

Income tax expense comprises current tax and deferred tax.

#### ***Current income tax***

Current tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

#### ***Deferred income tax***

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply to the year when the related asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.



substantively enacted at the date of the statement of financial position.

### **3.3 Cash and cash equivalents**

Cash and cash equivalents comprise of cash on hand.

### **3.4 Financial instruments**

#### ***Financial assets***

Financial assets are classified at initial recognition. The classification of financial assets at initial recognition that are debt instruments depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Classification and measurement is based on both whether contractual cash flows are solely payments of principal and interest; and whether the debt instrument is held to collect those cash flows. In the case of the Group, all financial assets meet this criteria and they are held at amortised cost.

The Company's financial assets consist of other receivables and cash and cash equivalents. Other receivables are recognised initially at fair value and subsequently measured at amortised cost. Cash and cash equivalents include cash in hand. The Company assesses on a forward-looking basis the expected credit losses, defined as the difference between the contractual cash flows and the cash flows that are expected to be received.

#### ***Financial liabilities and equity***

Liabilities are classified as financial liabilities at fair value through profit or loss or other liabilities, as appropriate. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Financial liabilities included in trade and other payables are recognised initially at fair value and subsequently at amortised cost. The fair value of a non-interest bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### **3.5 Share capital**

#### ***Ordinary shares***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects. Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the year in which the dividends are approved.

### **3.6 Share based payments**

Equity-settled share awards are recognised as an expense based on their fair value at date of grant. The fair value of equity-settled share options is estimated through the use of option valuation models - which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life - and is expensed over the vesting period. Please see note 12 for further information regarding share based assumptions.

## **4. Critical accounting estimates and judgments**

In preparing the Company financial statements, the Directors have to make judgments on how to apply the Company's accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments that have been made in arriving at the amounts recognised in the Company financial statements.

### **Going concern**

In their assessment of going concern The Directors have reviewed the Company's ongoing activities including its future intentions in respect of acquisitions. The Directors were required to make estimated and judgements over future cash flows and funding. For further information about the Group's going concern, please see note 2.3.

## **5. Administrative fees and other expenses**

### 5. Administrative fee and other expenses

	30 April 2024 GBP	30 April 2023 GBP
Project cost expenditure	-	216,112
Directors' remuneration (note 6)	48,000	48,000
Professional fees	48,870	115,785
Audit fees	30,000	36,000
Audit fees - 2023 fee overstated	(4,734)	-
Administration fees	18,000	18,000
Miscellaneous fees	2,545	10,390
<b>Total</b>	<b>142,681</b>	<b>444,287</b>

The company did not employ any staff during the year other than Directors. The Directors are the only members of key management and their remuneration related solely to short term employee benefits.

### 6. Directors remuneration

	30 April 2024 GBP	30 April 2023 GBP
Directors fees	48,000	48,000

### 7. Employees

#### Number of employees

The average monthly number of employees (including Directors) during the year was:

	30 April 2024 Number	30 April 2023 Number
Directors	3	3
	3	3

#### Employment costs

	30 April 2024 GBP	30 April 2023 GBP
Remuneration for qualifying services	48,000	48,000

### 8. Taxation

	30 April 2024 GBP	30 April 2023 GBP
Analysis of charge in the year		
<b>Current tax:</b>		
UK Corporation tax on loss for the year	-	-
Deferred tax	-	-
<b>Tax on loss on ordinary activities</b>	<b>-</b>	<b>--</b>
<b>Loss on ordinary activities before tax</b>	<b>(392,022)</b>	<b>(444,287)</b>
Less non-deductible expenditure	7,200	66,698
<b>Total taxable loss</b>	<b>(384,822)</b>	<b>(377,589)</b>
Loss on ordinary activities multiplied by rate of corporation tax in the UK of 19%	(73,116)	(71,742)
Tax losses carried forward	(73,116)	(71,742)
<b>Current tax charged</b>	<b>-</b>	<b>-</b>

Total tax losses available to be carried forward is £1,009,170 (2023: £624,348). No deferred tax assets have been recognised due to the uncertainty of future profits.

### 9. Loss per share

The calculation of the basic and diluted loss per share is based on the following data:

30 April 2024      30 April 2023

<b>Earnings</b>		
Loss from continuing operations for the year attributable to the equity holders of the Company	(392,022)	(444,287)
<b>Number of shares</b>		
Weighted average number of Ordinary Shares for the purpose of basic and diluted earnings per share	43,250,000	43,250,000
<b>Basic and diluted loss per share (pence)</b>	<b>(0.91)</b>	<b>(1.03)</b>

There are no potentially dilutive shares in issue.

## 10. Other receivables

	30 April 2024 GBP	30 April 2023 GBP
Loan to Kamalenge Gold Project	-	249,341
Prepayments	8,520	8,000
<b>Total</b>	<b>8,520</b>	<b>257,341</b>

Following the Company's announcement on 26 October 2023 that it had terminated its previous agreement with AUC Mining (U) Limited for the acquisition of the Kamalenge Gold Project, the loan has been written off.

## 11. Creditors: Amounts falling due within one year

	30 April 2024 GBP	30 April 2023 GBP
Trade payables	27,219	722
Cash received in advanced	80,000	80,000
Accruals	34,417	38,500
<b>Total</b>	<b>141,636</b>	<b>119,222</b>

In March 2023, the Company received £80,000 funds in advance from a shareholder which is intended to be converted into ordinary shares following the next Capital Raised.

## 12. Share capital

	Number of shares issued	Share capital GBP	Share premium GBP	Total share capital GBP
<b>At 30 April 2022</b>	<b>43,250,000</b>	<b>216,250</b>	<b>921,797</b>	<b>1,138,047</b>
<b>At 30 April 2023</b>	<b>43,250,000</b>	<b>216,250</b>	<b>921,797</b>	<b>1,138,047</b>
<b>At 30 April 2024</b>	<b>43,250,000</b>	<b>216,250</b>	<b>921,797</b>	<b>1,138,047</b>

All the shares issued, with same nominal values, are classed as Ordinary Shares and have same rights attached to them.

## 13. Share based payments

### Warrants

No warrants were issued in exchange for a good or service during 2024 (2023: None). The number of warrants issued in exchange for goods or services during as at 30 April 2024 is a follow:

	30 April 2024 Number of warrants	Weighted Average exercise price
Outstanding on 1 May	1,333,333	3.62p
Issued during the year	-	-
<b>Outstanding on 30 April</b>	<b>1,333,333</b>	<b>3.62p</b>
<b>Weighted average remaining contractual life</b>		<b>0.32 years</b>

The warrants have vested on grant and have been recognised in full upon issue. If the warrants remain unexercised after a period of three years from the date of grant, they will expire. The holder may exercise the subscription right at any time within the subscription period.

The above warrants were valued using the Black Scholes valuation method. The assumptions used are detailed below. The expected future volatility has been determined by reference to the average volatility of similar entities:

<i>Warrants</i>	<b>30 April 2024</b>
Weighted Average Share Price	4p
Weighted Average Exercise Price	3.62p
Expected Volatility	51%
Expected Life	3 years
Risk-free Rate	0.59%
Expected Dividend	Nil
<b>Weighted Average Fair Value (GBP)</b>	<b>17,422</b>

In addition to the above, the Company has issued warrants to subscribe for ordinary shares as part of equity fundraising transactions. On 16 August 2021 the Company granted 13,500,000 warrants to subscribe for ordinary shares at 4p per share to pre-IPO investors. On Admission on 25 August 2021, the Company granted a further 7,000,000 warrants to subscribe for ordinary shares at 6p per share to places. The following investor warrants were issued which fall outside the scope of IFRS 2:

	<b>Number of warrants</b>	<b>Weighted Average exercise price</b>
Outstanding on 1 May 2022	20,500,000	4.68p
<b>Outstanding on 30 April 2023</b>	<b>20,500,000</b>	<b>4.68p</b>
<b>Outstanding on 30 April 2024</b>	<b>20,500,000</b>	<b>4.68p</b>
<b>Weighted average remaining contractual life</b>		<b>0.32 years</b>

### 13. Share based payments (continued)

The warrants have vested on grant and have been recognised in full upon issue. If the warrants remain unexercised after a period of three years from the date of grant, they will expire. The holder may exercise the subscription right at any time within the subscription period.

#### *Deferred Tax*

No deferred tax asset has been recognised in respect of warrants.

### 14. Financial instruments

#### 14.1 Categories of financial instruments

	<b>30 April 2024 GBP</b>	<b>30 April 2023 GBP</b>
<b>Financial assets</b>		
Trade and other receivables	8,520	257,341
Cash and cash equivalents	33,971	154,759
<b>Financial liabilities</b>		
Trade and other payables	141,636	119,223

#### 14.2 Financial risk management objectives and policies

The Company's major financial instruments include bank balances, trade and other payables and accrued expense. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### **Currency risk**

As all monetary assets and liabilities and all transaction of Company are denominated in its functional currency,

the director considers the Company is not exposed to significant foreign currency risk.

**Liquidity risk**

Liquidity risk is the risk of the Company being unable to meet its liabilities as they fall due. The Company manages liquidity risk by maintaining enough cash reserves and holding banking facilities, and by continuously monitoring forecast and actual cash flows.

**15. Related party transactions**

There are no related party transactions during the year except for the Director's remuneration, which has been disclosed in note 6.

**16. Ultimate controlling party**

The Directors do not consider there to be an ultimate controlling party.

**17. Subsequent events**

There are no post year events.

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