RNS Number : 4544V
Blencowe Resources PLC
31 January 2025

Blencowe Resources Plc

("Blencowe" or the "Company")

Annual Results for the year ended 30 September 2024

And Notice of Annual General Meeting

Blencowe Resources Plc, the natural resources company focused on the development of the Orom-Cross Graphite Project in Uganda, is pleased to announce its audited financial results for the year ended 30 September 2024 (the "Annual Report") and it's notice of Annual General Meeting ("Notice of AGM").

The Annual Report which includes an unqualified audit report and audited Financial Statement for the year ended 30 September 2024 & The Notice of AGM and the associated Form of Proxy will be made available on the Company's website at www.blencoweresourcesplc.com. Hard copies will be posted to the Company's shareholders.

For further information, please contact:

Blencowe Resources Sam Quinn	www.blencoweresourcesplc.com Tel: +44 (0) 1624 681 250 info@blencoweresourcesplc.com
Investor Enquiries Sasha Sethi	Tel: +44 (0) 7891 677 441 sasha@flowcomms.com
Tavira Financial Limited Jonathan Evans	Tel: +44 (0)20 7100 5100 jonathan.evans@tavirasecurities.com
First Equity Limited Jason Robertson	Tel: +44 (0)203 192 1733 jasonrobertson@firstequitylimited.com

Chief Executive Officer's Statement for the period ended 30 September 2024

Shareholders and Stakeholders,

As we continue this journey to unlock the enormous value within the Orom-Cross graphite project I am pleased to share with you some of the progress we have made over the last 12 months.

Graphite remains an integral part of the global energy transition due to its non-replaceable role within the lithium-ion battery that stores all renewable energy. There are many other commercial applications for graphite through its primary qualities, being high heat resistance and high conductivity, but it is the role within batteries that most analysts are forecasting accelerated growth ahead, as the world moves away from fossil fuels.

Whilst some analysts consider this energy transition "yesterday's news" due to a perceived slow-down in demand for electric vehicles, we do not agree. In fact, we'd suggest the transition has not even yet begun in earnest, and graphite as a critical mineral will very definitely have its day in the sun; particularly as we do not envisage most other graphite projects making it through to production status ahead. This will ultimately create a demand-supply imbalance and a huge opportunity for those projects that do ultimately mine and process graphite and sell it into voracious world markets.

We therefore remain bullish for the future, and our efforts over the past 12 months have largely been focussed on how we complete the Orom-Cross Definitive Feasibility Study (DFS) as the main requirement prior to decision to mine, project funding, and ultimately production.

The DFS has three key elements within: firstly, all mining, plant and infrastructure requirements at site, secondly securing offtaker partners to sign sales agreements, and thirdly funding - both short term (to complete the DFS itself) securing offtaker partners to sign sales agreements, and thirdly funding - both short term (to complete the DFS itself) and long term (to fund the project). All these elements carry equal weight and are critical to the successful completion of the study.

Together with our lead partner, CMC Engineering, our team has defined all requirements at site and we are significantly advanced through the process of design works, identifying plant and equipment suppliers, considering various Engineering, Procurement and Construction (EPC) and other contractors necessary to build the project, and costing everything. What is emerging is that Orom-Cross will be one of the lowest cost (both operating and capital costs) graphite projects worldwide, which will be a significant achievement and a huge boost to ultimately bring the mine into production.

The process of getting our end-products qualified in the graphite market, with resultant ability to engage and ultimately sign offtake contracts, is challenging. We had two options, to either build our own pilot testing facility on-site to showcase end-products to the Original Equipment Manufacturers (OEMs), or to use existing pilot testing facilities elsewhere (a more cost-effective route). We chose the latter and after sending 600 tonnes of raw material to China in early 2024 we delivered circa 30 tonnes of concentrate, and ultimately 7-8 tonnes of purified SPG (spheronised purified graphite) which is the end-product that goes into the lithium-ion battery. This end-product is now being tested at various OEM facilities as the final step before offtake discussions. To date all testing has been positive and we are confident we will emerge from this process with tier one partiers with whom we will sell product into ahead. This qualification has taken other graphite peers up to 4 years to complete and we can be proud of the fact we have largely completed this exercise in just 18 months.

Blencowe announced its first offtake MOU for large flake concentrate in mid-2024 and we anticipate others to follow shortly. What is emerging is that Orom-Cross can deliver some of the highest quality graphite worldwide, which bodes well for future sales relationships as quality is paramount in this industry. We will finalise all bulk sample testing shortly and move MOUs into offtake agreements in 2025.

The third key DFS activity is funding, and we continue to build strong funding relationships that are ultimately the foundation of successful implementation. As previously reported, Blencowe received a US 5 million technical assistance grant from the US Government, via their private sector lending arm the Development Finance Corporation (DFC), and to date US 3.5M of this grant has been disbursed to Blencowe. This support has been critical, and aside from the credibility our relationship with DFC provides we are confident this tier one financial institution will play a cornerstone role in the overall funding solution for Orom-Cross implementation. Other financial institutions have also engaged with us and we are building a strong base upon which we can be confident will ultimately bear fruit, and deliver the substantial capital requirement to build our mining project.

Most recently Blencowe was awarded full accreditation by the Minerals Security Partnership (MSP) which is an influential body formed by 14 of the largest economies in the world, designed to support mining projects that might address the critical minerals supply issues that the world faces. This is very prestigious as accreditation has only been awarded to a select few projects worldwide and it now puts Orom-Cross on many radars. Whilst this relationship is still in its early stage we are confident this will bring in further support for Orom-Cross ahead as the MSP grows in stature.

Blencowe is emerging as a unique, differentiated mining and processing strategy and over the past year considerable effort has been placed on building a relationship with experienced parties that can assist the Company to move into the downstream processing part of the graphite cycle. This is where the most substantial profits are made in this industry. In September 2024 Blencowe announced a partnership that has been formed with one of the most significant SPG producers in the world, which paves the way for this downstream beneficiation strategy to play out. The plan is to jointly build an SPG facility near to Orom-Cross to become an offtaker for life of mine, to beneficiate the concentrate and sell purified graphite products into world markets. This would be some of the first purified graphite produced outside of China and would likely deliver a premium as OEMs are seeking this product delivered ex-China to reduce their risk exposure. A downstream SPG facility DFS is underway to assess the full commercial outcome of this strategy and it is anticipated that this standalone DFS will be completed in parallel with the Orom-Cross DFS to assess both projects together as they are intertwined.

As can be seen this has been another busy year and the DFS continues to keep the management team occupied. Despite many challenges in the macro-market Blencowe has managed to keep the project moving forward and hopes to complete the DFS around mid-2025. Every way by which we can add further value is being considered and other exciting relationships and initiatives will emerge as progress continues.

We continue to build and deepen relationships within Uganda and we appreciate all the support given to us by parties within that country, at all levels.

I would particularly like to applaud our operational management team, led by COO Iain Wearing, and our Ugandan team, led by our Country General Manager Nabil Alam. They have been doing a fantastic job and continue to do so.

I would also like to thank our shareholders and the wider market for your support, and in particular our major shareholders who have stuck by us through what have been difficult market conditions. We offer a unique and differentiated strategy and a graphite project which is the envy of many. We hope that we can continue to justify your faith and your investment in all we do moving forward.

Mike Ralston

Chief Executive officer

30 January 2025

Strategic Report for the year ended 30 September 2024

The Directors present the Strategic Report for the year ended 30 September 2024.

Results

The results are set out in the Consolidated Statements of Comprehensive Income on page 29. The total comprehensive loss attributable to the equity holders of the Group for the year was £902,801 (2023: £1,366,685).

The Group paid no distribution or dividends during the year (2023: Nil).

Business model, review of the business and future developments

The Group's principal activity is the exploration of Orom-Cross Graphite Project in Northern Uganda, which it owns through its 100% subsidiary Consolidated African Resources Limited 'CARU'. Blencowe also has a 100% owned subsidiary, Blencowe Battery Mines Uganda- SMC Limited which is a dormant Company.

The Group's aim is to create value for shareholders through the discovery and development of economic mineral deposits. The Group's strategy is to continue to progress the development of its existing project in Uganda and to evaluate its existing and new mineral resource opportunities.

The Group's business is directed by the Board and is managed on a day-to-day basis by the Executive Chairman, Cameron Pearce. The Board monitors compliance with objectives and policies of the Group through performance reporting, budget updates and periodic operational reviews.

Key performance indicators (KPIs)

Financial KPIs

Results for the year

With no income in the year the Group continues to monitor the loss before tax to ensure the continued viability of the Group and ability to continue to develop the Orom-Cross Graphite Project. The Group has made a loss before tax of £961,941 for the year ended 30 September 2024 (2023: loss before tax of £1,397,967).

Exploration expenditure - funding and development costs

At this stage in the Group's development, the Group is focusing on financing and continued development of the Orom-Cross Graphite Project. Therefore, the funding and development costs of Orom-Cross Graphite project have been chosen as Key Performance Indicators.

The Group incurred £2,846,130 (2023: £1,450,063) of capitalised exploration costs. These exploration costs are in line with the Board expectations.

In 2024 the Group raised funds of £825,023 net of issue costs (2023: £1,313,820) from the equity markets. This amount was used to pay for the continued development of the Orom-Cross Graphite project and other working capital costs. Please see note 20 for events after the year end.

At 30 September 2024 the Group had a cash balance of £114,694 (2023: £129,853)

At 30 September 2024 the Group had a cash balance of £114,694 (2023: £129,855).

Employees

There were two employees during the year apart from the directors, the Chief Executive Officer ("CEO") and the Chief Operating Officer ("COO"), who are the key management personnel. All current members of the Board and the key management personnel are males. For more information about the Group's key management personnel see note 7.

Social, Community and Human Rights Issues

The Orom-Cross Graphite Project is still at an early stage of project development and further consideration will need to be given to social, community and human rights issues affecting the Project. Currently a key consideration is that under Ugandan law the Company is required to rehabilitate the area affected by the mining activities. Accordingly, there will be a potential cost associated with undertaking this obligation. At this time, although the Group continues to explore and test the minerals, the land has not been affected and therefore the Group has not accounted for any costs associated with the rehabilitation of the area.

On 10 September 2022 CARU signed a revised agreement with the local communal land association of Locomo village for the land surface rights and has agreed to help provide local education and sensitisation of the local communities in Akurumo parish on the opportunities and advantages of mining graphite. CARU will give employment priorities to the local capable members of Akurumo parish.

Since the acquisition of CARU the Group has donated to local causes, such as a scholarship programme. In February 2024 the group donated to the local school, supplies of notebooks, stationery supplies and sporting equipment to assist students at the start of the new school year. As a part of the activities to define the water resources required for the project, the company undertook to refurbish three (3) bores within the local community , and to install new solar power supply, off take points and pumps as well as infrastructure to install a water supply to the local school and community health clinic. The Group will continue to donate to the local communities around the region of Uganda in which the Project Licences are located.

Principal risks and uncertainties and risk management

The Group operates in an uncertain environment and is subject to a number of risk factors. The Directors have carried out a robust assessment on the principal risks facing the Group, including those that threaten its business model, future performance, solvency or liquidity.

The Group continues to monitor the principal risks and uncertainties with the help of specialists to ensure that any emerging risk are identified, managed and mitigated. There has been no significant impact to the Group from the Russia-Ukraine conflict and the Israel-Palestine conflict.

<u>Geological risks</u>
Exploration activities are speculative in nature, and involve many geological considerations. They may not be successful in identifying commercial mineral resources. Following any discovery, it can then take several years from the initial phases of drilling and identification of mineralisation until construction of the infrastructure and production is possible, during which time the economic feasibility of production may change.

On 19 July 2022, the Group completed the pre- feasibility study for the Orom-Cross graphite project and a net present value (post tax) assessment of 482million has been estimated from the project. The pre-feasibility study indicates a robust, long-term, and profitable mining operation at Orom-Cross. The Pre-feasibility study was managed by leading graphite technical experts Battery Limits Pty Limited (Australia), who have delivered several other graphite project feasibility study in the past. The estimated production per annum will be 36,000tpa as 96-97% end products and increasing this to 147,000tpa in stages. It is estimated that 50% of the product is +100 to +50 mesh fractions. The pre-feasibility study estimated a US 1,307/t weighted average selling price for a basket of end products and US 499/t operating costs, underlining one of the lowest cost graphite projects worldwide.

On 11 January 2023 the Ugandan Government approved a landmark one-off permit for Blencowe to export bulk sample graphite from Orom-Cross for key Metallurgical final testing. 100 tonnes of bulk samples were mined, and fast track delivered to China by air freight for initial off -site testing with a Chinese experienced graphite processing specialist Jilin Huiyang New Material Technology Company Limited. Blencowe also send an additional 5kg of concentrate to Chicago-based graphite specialist AET Co, which is a recognized industry expert in SPG (spheronised purified graphite) and expandability testing.

On 23 January 2023, the group appointed a leading firm from Perth, CPC Engineering to lead, develop and sign off the Definitive Feasibility study. The Group uses other advisers with specialist knowledge in mining and related

Definitive Feasibility study. The Group uses other advisors with specialist knowledge in mining and related environmental management for reducing the impacts of environmental risk.

On 12 February 2024 the Ugandan Government approved an additional landmark one-off permit for Blencowe to export bulk sample graphite from Orom-Cross for key Metallurgical final testing. 600 tonnes of bulk samples were mined, and fast track delivered to China by sear freight for initial off -site testing with a Chinese experienced graphite processing specialist Jilin Huiyang New Material Technology Company Limited. The processing of the additional Bulk sample and the associated generation of approximately 25t of concentrate enabled Blencowe to send materials to specialized firms to generate Spheronised Purified Graphite (SPG) and test the OROM-Cross product in a commercial quantity for suitability for off-take parties. Blencowe also sent an additional 5kg of concentrate to Chicago-based graphite specialist AET Co, which is a recognized industry expert in the Graphite industry to generate and test the OROM-Cross concentrate for micronisation processes.

In July 2024 Blencowe appointed Environmental Geochemistry International (EGI) to assess the Geohydrology of the project area to ascertain the supply of water sufficient to sustain both the processing operations and the local communities. Several water bores were drilled, and modelling completed that confirmed the adequate supply of water to sustain both objectives over the life of the project.

Government regulation and political risk

The Group's operating activities are subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, labour standards, occupational health standards, toxic wastes, the protection of endangered and protected species and other matters. While the Group believes that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Group or its properties, which could have a material adverse impact on the Group's current operations or planned exploration and development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and the Group cannot assure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Group from proceeding with any future exploration or development of its properties. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

The Orom-Cross Graphite Project is located in Uganda. The Group's activities may be affected in varying degrees by political stability and governmental regulations. Any changes in regulations or shifts in political attitudes in the country or any other countries in which the Group may operate are beyond the control of the Group and may adversely affect its operations. To mitigate this risk, the Board continues to review any changes on the government regulations and the political stability in Uganda.

Pricing risk

The development and success of any project of the Group will be primarily dependent on the future prices of graphite. The graphite prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Group. Such factors include, but are not limited to exchange rates, fluctuations in the value of the United States dollar and foreign currencies, global and regional supply and demand, and political and economic conditions. The price of graphite and other commodities have fluctuated widely in recent years, and future price declines could cause any future development of and commercial production from the Group's property to be impracticable. Although the Group expects the project to operate economically, depending on the price of graphite, projected cash flow from planned mining operations may not be sufficient for future operations and the Group could be forced to discontinue any further development and may lose its interest in, or may be forced to sell, some or all of its properties. Future production from the Orom-Cross Graphite Project is dependent on the production of graphite that is adequate to make the project economically viable. The Board regularly monitors the prices of graphite and is prepared to raise further capital if it is required.

Commodity and currency risk

As the Group's potential earnings will be largely derived from the sale of graphite, the Group's future revenues and cash flows will be impacted by changes in the prices and available market of this commodity. Any substantial decline in the price of graphite or in transport or distribution costs may have a material adverse effect on the Group.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Group. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Group cost base will be in Pounds Sterling and Ugandan Shilling. Consequently, changes in the Pound Sterling and Ugandan Shilling exchange rates will impact on the earnings of the Group. The exchange rates are affected by numerous factors beyond the control of the Group, including international markets, interest rates, inflation and the general economic outlook. The Directors are confident that they have put in place a strong management team capable of dealing with the above issues as they arise.

Financing

On 27 April 2023 the Group announced that it had found a strategic funding partner for the Orom-Cross Graphite project, and this was completed on 22 September 2023. The Development Finance Corporation (DFC) engaged to fund 50% of Project Definitive Feasibility Study costs by way of a technical assistance grant. US International Development Finance Corporation is America's leading development finance institution that partners with the private sector to provide finance solutions for project development in markets deemed critical. As of 30 September 2024, the Group received 3.5 million of the 5 million technical grant funding from the Development Finance Corporation. The Group is likely to remain cash flow negative for some time and, although the Directors have confidence in the future revenue earning potential of the Group from its interests in the Orom-Cross Graphite Project, there can be no certainty that the Group will achieve or sustain profitability or positive cash flow from its operating activities. With regards to future capital expenditure on the Orom-Cross Graphite Project, the Company will need to raise additional capital during the next 12 months in order to fully fund completion of the Definitive Feasibility Study.
The Group has been approached by potential strategic partners who may eventually provide an offtake, funding or development scenario for the Orom-Cross graphite project. If this is not successful, the Board may consider stopping the project until further cash can be generated.
Future mineral prices, revenues, taxes, capital expenditures and operating expenses and geological success will all be factors which will have an impact on the amount of additional capital required. Additionally, if the Group acquires further exploration assets or is granted additional permits and/or exploration licences, this may increase its financial commitments in respect of the Group's exploration activities.

In common with many exploration entities, the Group will need to raise further funds in order to progress the Group from pre-construction phase of its business and eventually into production of revenues.

Environmental and safety
The Orom-Cross Graphite Project is still at an early stage of project development and further consideration will need to be given to environmental and social issues affecting the Orom-Cross Graphite Project. During the year the Company undertook to revise the Environmental and Social Impact Assessment (ESIA) to account for the expanded project over the scale of project outlined in the original ESIA and Environmental operating licence granted by the Ugandan Environmental Agency NEMA -National Environmental Management Agency). The updated ESIA was undertaken in consideration of future funding partners with close adherence to the guidelines issued by IFC, EU and the Equator Principles. The revised ESIA was Submitted in September 2024 and is currently being assessed by NEMA. Along with the ESIA the company's Environmental consultants have generated 10 Environmental and social Management plans in areas such as Biodiversity, waste management, Mine Closure and Community Development.

Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from both future and historic exploration or mining activities, which may be costly to remedy. Risks may include on-site sources of environmental contamination such as oil and fuel from the mining equipment and rehabilitation of the site upon expiry of the Project Licences. Under Ugandan law the Company is required to rehabilitate the area affected by the mining activities, accordingly there will be a potential cost associated with undertaking this obligation. It is currently unknown what this could be but the funding of this could have a material impact on the Group's financial position in the future.

If the Group is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Group.

The Group has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Group regards as reasonable.

Environmental management systems are in place to mitigate environmental hazard risks. The Group uses advisors with specialist knowledge in mining and related environmental management for reducing the impacts of environmental risk.

The Group commenced development of the Environmental and Social Sustainability Governance guidelines which was independently assessed by an outside agency and an initial certification provided from which the Group will now work towards upgrading the certification levels.

Task Force on Climate -related Financial Disclosures (TCFD)

The Task Force on Climate-related Financial Disclosures was convened by the Financial Stability Board to produce a common global framework for companies to report on how climate change will affect their business.

To help investors and wider stakeholders understand how companies are managing climate related financial risks, the TCFD recommends that companies make disclosures across four key areas, often referred to as the four pillars.

The directors support the initiatives of the TCFD, and has prepared disclosures to a level of detail that the directors consider to be consistent with the TCFD recommended disclosures, and as appropriate to the current position of the Group as an exploration entity.

The directors consider that several of the specific disclosures sought under TCFD recommendations will be less meaningful to users at the current stage of the Company's Orom-Cross Project and will have greater relevance at the conclusion of the DFS (due to be completed by the end of May 2025) and following the commissioning of the Orom-Cross Project.

1. Governance

The Company view climate related risks and opportunities as growing in importance. The Board is ultimately responsible for the oversight and compliance with local environmental laws at its exploration location in Uganda, together with assessment of the impact of climate change on risk to the organisation.

In advance of commissioning the project operations, the Group will establish a Sustainability Committee, comprising the Chairman, the Chief Executive Officer and a non-executive director, that will guide and support the Group's environmental approach and plans with respect to climate-related matters. The Committee will also consider and set appropriate Group policies that will govern how management assess and manage the risks and opportunities following commissioning.

Management of the group, who are involved with the ongoing DFS are responsible for assessing and managing climate - related risks and opportunities through the current study process. The DFS will incorporate these factors into assessments related to the ESIA (environmental and social impact assessment) and ESG (environmental, social and governance) components of the study.

2. Strategy

The Group's project at Orom-Cross is currently in the stage of completing its Definitive Feasibility Study, the outcome of which in 2025 will include more detail and assessment to define the Group's strategic approach to climate-related matters.

The current global movement towards clean energy and storage solutions, in which graphite forms an integral part, together with technological advances in the use of graphite are an exciting opportunity for the Group to be a significant part of sustainable energy solutions. As an example of these solutions, the Group is focussing on current developments (and ongoing improvements) in the use of electric and Hybrid vehicles in the excavation and transport in the mining operations as well as logistic solutions for both project consumables and final products.

3. Risk management

Identification and assessment of climate related risks and opportunities in relation to the Group's activities is performed by management on an ad-hoc basis. Management have not assessed there to be any significant climate-related risks that impact on the current exploration activity in Uganda.

The Group is currently completing the DFS, which will include ESIA and ESG assessments that will assist management to detail the climate related risks and opportunities relating to development of the project. Identification and mitigation of these risks will be addressed by the planned Sustainability Committee described in the Governance section of this statement.

At this time the Group operates no corporate offices either for the management team, or in Uganda, and has no operational graphite production activity. As such management have assessed that no significant greenhouse gas (GHG) emissions are currently produced.

(GHG) emissions are currently produced.

As the project progresses through the DFS, the risk management framework is somewhat fluid and will be analysed, adapted and expanded as the various study components of the DFS develop. The Group is identifying and developing a 'leave no trace' solution to development wherever possible including utilising renewable energy supply and electrification options for operations. These actions will be included in the output of the DFS.

Management have not identified any climate-related scenarios that are expected to impact the resilience of the current exploration works performed by the Group. Assessment of different climate scenarios will be included in the works performed for the DFS.

During the year the Group completed a revised ESIA to cover the enlarged project scope and the introduction of project alternatives to reduce risk in this area such as the use of dry stack tailings 100% use of grid Hydropower. The ESIA is currently under review by the relevant government authorities and is expected to be approved in the first quarter of 2025. The Group also undertook an independent assessment of its current ESG policies and procedures as a base metric at the early stage of the project and to identify gaps and shortcomings for continual risk reduction as the DFS is completed and the project moves to implementation phases.

4. Metrics and targets

The Company will define the metrics and performance targets to assess the climate-related risks and opportunities in line with its strategy and risk management processes once the Orom-Cross operation has been commissioned. Initially some of these will be outlined as part of the ESIA and ESG assessments currently being undertaken for the project DFS.

As the current exploration operations of the Group have a minimal physical presence, Greenhouse Gas emissions are not currently recorded. However as part of the ESIA and ESG study works, the Group is developing the systems and reporting standards to track these in preparation for development of the project. The project reporting and management systems to provide reporting on Greenhouse and CHG are currently being finalised following assessment under the independent ESG certification and as a management plan commitment under the ESIA. The Group are seeking to test the reporting as part of the exploration drill program planned for Q1 2025. The development of the operations and processing routes is an evolving process, as we develop the DFS we are assessing and designing on processes that will improve on the GHG and carbon off-sets. As the DFS is not yet completed and the processes still in evaluation the reporting metrics for the project are being developed by the ESG team in parallel.

Taxation

In the prior financial year, following an inspection by the Ugandan Revenue Authority (URA) of the tax affairs of Consolidated African Resources Uganda ("CARU") covering the period between January 2014 and December 2022, the Group has incurred a capital gains tax charge of £392,425 as set out in Note 8 to the Financial Statements. This charge related to the acquisition by the Company of CARU in 2019. The amount was chargeable to the former owners, however this was not settled by them and under Ugandan legislation the liability is reclaimable from the acquirer if it cannot be obtained from the seller. The Group has agreed to a payment plan with URA and is currently paying the liability.

Section 172 Statement

The Board believes they have acted in a way most likely to promote the success of the Group for the benefit of its members as a whole, as required by section 172.

The requirements of section 172 are or the Board to:

- consider the likely consequences of any decision in the long term,
- act fairly between the members of the Group,
- maintain a reputation for high standards of business conduct,
- consider the interest of the Group's employees,
- foster the Group's relationship with suppliers, customers and others, and
- consider the impact of the Group's operations on the community and the environment.

The Group operates a mineral exploration business, which is inherently speculative in nature and, without regular income, is dependent upon fund-raising for its continued operation. The pre-revenue nature of the business is important to the understanding of the Group by its members, employees and suppliers, and the Directors are as transparent about the cash position and funding requirements as is allowed under LSE regulations.

The principal decisions taken by the Board during the year relate to the ongoing research and development of the Orom-Cross Graphite Project, which is still at an early stage of project development. The Board has looked to build upon the information available and the exploration activities carried out by the Subsidiary prior to its acquisition.

Through work such as Metallurgical testwork and preliminary economic assessment the board continues to gather information on the long-term viability of the project and the impact on the local community and the environment. The Board have outlined a work program for the future strategy of the Project. In order to carry out its strategy, the company has entered into a number of contracts with providers who are best placed to undertake the necessary research and review.

The Board is ultimately responsible for the direction, management, performance and long-term sustainable success of the Group. It sets the Group's strategy and objective considering the interest of all its stakeholders. A good understanding of the Company's stakeholders enables the Board to factor the potential impact of strategic decisions on each stakeholder group into a boardroom discussion. By considering the Company's purpose, vision and values together with its strategic priorities the Board aims to make sure that its decisions are fair. The Board has always taken decisions for the long term and consistently aims to uphold the highest standards of business conduct. Board resolutions are always determined with reference to the interests of the Company's employees, its business relationships with suppliers and customers. Wherever possible, local communities are engaged in the geological operations and support functions required for field operations providing much needed employment and wider economic benefits to the local communities. In addition, the Group contributes annually towards a scholarship programme for the local community in Uganda. The Board takes seriously its ethical responsibilities to the communities and environment in which it works. We abide by the local and relevant UK laws on anti-corruption and bribery.

Cameron Pearce

Director
30 January 2025

Directors' Report for the year ended 30 September 2024

The Directors submit their report with the audited Financial Statements for the year ended 30 September 2024.

General information

Blencowe Resources Plc ("the Company") is a public company incorporated in England & Wales.

Blencowe's primary focus is on exploration of the Orom-Cross Graphite Project located in Northern Uganda.

Results for the year and distributions

The Group results are set out in the Consolidated Statements of Comprehensive Income. The total consolidated comprehensive loss attributable to the equity holders of the Group for the financial year was £902,801 (2023: £1,366,685). The Group received no income, and the full amount of the loss is due to expenses incurred in capital raising (to the extent not deducted from share premium), and general corporate overheads.

The Group paid no distribution or dividends during the financial year (2023: £Nil).

The Board of Directors

The Directors who held office during the financial year and to the reporting date, together with details of their interest in the shares of the Company at the reporting date were:

	Number of Ordinary Shares	**Percentage of Ordinary Shares**
Sam Quinn	4,916,667	2.17%
Cameron Pearce	7,516,667	3.32%
Alexander Passmore	1,550,000	0.68%

The Board comprises of one Executive Director and two Non-Executive Directors as detailed below:

Cameron Pearce - Executive Chairman

Cameron Pearce was a founder of the Company and has extensive professional experience in both the Australian and United Kingdom finance industries. In recent times he has provided corporate, strategic, financial and advisory assistance to private and public companies in both Australia and the United Kingdom. Mr Pearce is a member of the Australian Institute of Chartered Accountants and has been in commerce over twenty years holding senior financial and management positions in both publicly listed and private enterprises in Australia, Europe, Asia, Africa and Central America. Mr Pearce has considerable corporate and international expertise and over the past decade has focussed on mining and exploration activities.

Sam Quinn - Non Executive Director

Sam Quinn is a corporate lawyer with over a decade's worth of experience in the natural resources sector, in both legal counsel and executive management positions. Mr Quinn was formerly the Director of Corporate Finance and Legal Counsel for the Dragon Group, a London-based natural resources venture capital firm and is currently a partner of Silvertree Partners, a natural resource focussed back office outsourcing business. Mr Quinn has in addition held several management roles for listed and unlisted natural companies and has gained significant experience in the administration, operation, financing and promotion of natural resource companies. Prior to working in the natural resources sector, Mr Quinn worked as a corporate lawyer for Jackson McDonald Barristers & Solicitors in Perth, Western Australia and for Nabarro LLP in London.

Alex Passmore - Non Executive Director

Alex Passmore is an experienced corporate executive with strong financial and technical background. Mr Passmore managed the arrangement of debt for many well-known resources companies and has a wealth of experience in project evaluation. He also managed the WA natural resources business of CBA which comprised a substantial portfolio of loan, hedge, trade finance and working capital products to ASX-listed and multi-national resource companies. Prior to this, Mr Passmore held senior roles at Patersons Securities and was director of corporate finance and head of research. Mr Passmore holds a BSc (Hons) in Geology from the University of Western Australia and a graduate diploma of Applied Finance and Investments from the Institute of Securities Australia.

Directors' indemnities

To the extent permitted by law and the Articles, the Company has made qualifying third-party indemnity provisions for the benefit of its directors during the year, which remain in force at the date of this report.

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 amendments 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

The share capital of Blencowe consist of only one class: ordinary shares. Therefore, all of the Company's shares rank pari passu and no preferential rights apply. 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 31 December 2024:

Shareholder	% of issued share capital of the Company
Pershing Nominees Limited	18.97%
Hargreaves Lansdown (Nominees) Limited	14.18%
Interactive investors services Nominees Limited	8.64%
Morgan Stanley Client Securities Nominees Limited	7.49%
JIM Nominees Limited	5.95%
Lawshare Nominees Limited	4.83%
ADT Drilling Limited	4.18%
Vidacos Nominees Limited	4.11%
The Bank of New York (Nominees) Limited	3.73%

The Directors are not aware of any changes in interests between 31 December 2024 and the date of approval of the financial statements.

Financial risk management

The Group's principal financial instruments comprise cash and cash equivalents, trade and other payables and trade and other receivables arising in the normal course of its operations.

The Group's objectives when managing capital are to safeguard the Group'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 Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and cash flow interest rate risk. See note 18.2 for more information on the financial risk management objectives and policies.

Greenhouse Gas (GHG) Emissions

The energy consumption has not been disclosed as the Group's consumption is below 40,000 kWh

Responsibility statement

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with UK adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether UK adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

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 the financial position of the Company and Group to enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. The Directors consider the Annual Report and the financial statements, taken as a whole, provide the information necessary to assess the Group's position, performance, business model and strategy and are fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

- the financial statements have been prepared in accordance with UK adopted international accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the management report includes a fair review of the development and performance of the business and the financial position of the Group, together with a description of the principal risks and uncertainties that they face.

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

The Directors are responsible for maintaining the Group'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 Group is properly monitored and reported. This process includes reviews of annual and interim accounts, results announcements, internal control systems, procedures and accounting policies.

Subsequent events

Please see note 20 for details of the Group's subsequent events.

Directors' confirmation

So far as the directors are aware, there is no relevant audit information of which the Group's auditors are unaware, and they have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

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.

By Order of the Board

Cameron Pearce

Director
30 January 2025

Corporate Governance

The Group recognises the importance of, and is committed to, high standards of Corporate Governance. Whilst the Group is not formally required to comply with the UK Corporate Governance Code 2018, the Group will try to observe, where practical, the requirements of the UK Corporate Governance Code 2018, as published by The Financial Reporting Council.

The Company intends to voluntarily observe the requirements of the UK Corporate Governance Code 2018, save as set out below. As at the date of the financial statements the Directors consider the Group to be in compliance with the UK Corporate Governance Code 2018 with the exception of the following:

- 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 Audit Committee does not have three independent non-executive directors. The Nomination & Remuneration Committees also do not include independent directors.
- Due to the current size of the company, and the early stages of the Project's life cycle, the Company has not developed a formal diversity policy, and investment in and rewarding of the workforce. Furthermore, there have been no board evaluations conducted within the year.
- All directors are not subject to annual re-election. Instead at least one third of the current directors are put forward for re-election at each annual general meeting, in accordance with the Company's Articles of Association.
- Remuneration for the non-executive directors includes share options. The awards are made in accordance with the Company's remuneration policy.
- The Board does not consider there to be a need for a formal succession plan at this stage, but this will be monitored as the size and complexity of the Company's activities develop.

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

Set below are Blencowe Resources Plc's corporate governance practices for the year ended 30 September 2024.

<u>Leadership</u>
The Company is headed by an effective Board which is collectively responsible of the long-term success of the

Company.

The role of the Board - The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risks for the future success of the business to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company. The Board has a formal schedule of matters reserved which is provided later in this report.

The Company aims to generate and preserve value over the long-term primarily through the development of its principal asset, the Orom-Cross Graphite project in the Republic of Uganda. The Company has previously completed a preliminary feasibility study on the project and is now in the process of completing a definitive feasibility study which will provide a risked and independent project valuation to international standards. The DFS process is rigorous and will result in an examination of all aspects of the project including economic viability, principal risks as well as engineering and geological matters.

Board Meetings - The core activities of the Board are carried out in scheduled meetings of the Board. These meetings are timed to link to key events in the Company's corporate calendar and regular reviews of the business are conducted. Additional meetings and conference calls are arranged to consider matters which require decisions outside the scheduled meetings. During the year, the Board met on 6 occasions. Any concerns identified that cannot be resolved in these meetings will be documented in written form to the Chairman and recorded in the formal minutes of the Company. In addition to the

Board meetings linked to corporate transactions, the directors consider on an ad hoc, non-formal basis their effectiveness and relevance, and that of management.

Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations.

Matters reserved specifically for Board - The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of:

- the Group's overall strategy;
- financial statements and dividend policy;
- management structure including succession planning, appointments and remuneration;
- material acquisitions and disposal, material contracts, major capital expenditure projects and budgets;
- capital structure, debt and equity financing and other matters;
- risk management and internal controls;
- the Group's corporate governance and compliance arrangements; and
- corporate policies

Summary of the Board's work in the financial year - During the year, the Board considered all relevant matters within its remit, but focused in particular on exploration and development of the Orom-Cross Graphite Project.

Attendance at meetings:

Member		Meeting attended
Cameron Pearce	Executive Chairman	5
Sam Quinn	Non-Executive Director	5
Alexander Passmore	Non-Executive Director	6

The Board is pleased with the level of attendance and participation of Directors at Board and committee meetings.

The Chairman, Cameron Pearce, sets the Board Agenda and ensures adequate time for discussion.

Non-executive Directors - The non-executive Directors bring a broad range of business and commercial experience to the Company and have a particular responsibility to challenge independently and constructively the performance of the Executive management (where appointed) and to monitor the performance of the management team in the delivery of the agreed objectives and targets.

Non-executive Directors - Are initially appointed for a term of three years, which may, subject to satisfactory performance and re-election by shareholders, be extended by mutual agreement.

Other governance matters - All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board committee has access to the advice of the Company Secretary.

The Company Secretary - The Company Secretary is FIM Secretaries IOM Limited which was appointed on 1 November 2024.

FIM Secretaries IOM Limited is available to Directors and advises the Board on UK compliance matters.

Effectiveness

For the period under review the Board comprised of an Executive Chairman and two non-executive Directors.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively.

The Board believes it has the correct balance of skills, reflecting a broad range of commercial and professional skills across geographies and relevant industries that is necessary to ensure the Company is equipped to deliver its investment objective. Additionally, each Director has experience in public markets.

The Directors and their roles and key personnel are displayed on the Company's website: Management & Directors - Blencowe Resources (blencoweresourcesplc.com)

Independence - None of the Directors are considered to be independent, as they have shareholdings in the Company as noted on page 11. It is intended that additional Directors will be appointed in future and that independence will be one of the key factors considered at that time. As at the date of this Report no prospective Directors have been identified and no arrangements exist (formal or informal) for the appointment of any other Director.

Appointments - The Board is responsible for reviewing the structure, size and composition of the Board and making recommendations to the Board with regards to any required changes. The non-executive directors informally scrutinise and hold to account the performance of management and the Executive Chairman, there are no other Executives on the Board. The Board are satisfied with the current size and composition of the Board and management.

Commitments - All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

Induction - All new Directors received an induction as soon as practical on joining the Board.

Conflict of interest - A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

Accountability

The Board is committed to provide shareholders with a clear assessment of the Group's position and prospects. This is achieved through this report and as required other periodic financial and trading statements.

Going concern - As part of their going concern assessment set out in note 2.3, the Board of Directors have reviewed cash flow forecasts for the 12 months from the date these financial statements were signed and considered the medium-term outlook through to December 2027 as described in the Viability Statement. The Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to December 2027, provided further funding can be raised as required. Due to the requirement to raise additional funding, a material uncertainty with regard to going concern has been disclosed at note 2.3.

Risk is monitored and assessed by the Board as a whole 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, results announcements, internal control systems, procedures and accounting policies. Risk management is carried out by the Board of Directors. The Board identifies and evaluates financial risks, and the key risk factors for the Company are contained in the Financial Statements for the year ended 30 September 2024.

Internal controls - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliance and risk management. Key controls consist of segregation of duties, authorisation and approval policies and accounting controls such as monthly reconciliations. The Directors consider the Company has appropriate and effective internal controls in place for the year under review and up to the date of approval of the Annual Report and Financial Statements. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. Risk is monitored, assessed and managed by the Board as a whole who 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, results announcements, internal control systems, procedures and accounting policies. The finance function is outsourced to FIM Capital Limited and details of the duties performed are in a formal agreement finance function is outsourced to FIM Capital Limited and details of the duties performed are in a formal agreement. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments.

The Audit Committee

The Audit Committee consists of Cameron Pearce, Chair of the Committee, and Alex Passmore. It aims to meet at least twice a year and is responsible for ensuring that the Group's financial performance is properly monitored, controlled, and reported to the Board. During the review year, the Audit Committee met twice.

The Committee oversees the scope and effectiveness of the external audit and ensures the Group complies with statutory and other regulatory requirements. Given the size of the Group and the relative simplicity of its systems, the Board has determined that there is currently no need for an internal audit function. The existing procedures for internal financial control, including expenditure controls, regular reconciliations, and management accounts, are deemed appropriate for a Group of this size. The need for an internal audit function will remain under review as the Group's operations evolve and become more complex, particularly with the planned development of the project.

In line with the UK Corporate Governance Code, the Audit Committee's work during the year included:

- Reviewing significant issues relating to the financial statements, such as the assessment of impairment of intangible assets, and ensuring these were appropriately addressed.
- Assessing the independence and effectiveness of the external audit process, which included considering the approach to the appointment or reappointment of the external auditor. The Committee reviewed the length of tenure of the current audit firm, discussed when a tender was last conducted, and provided advance notice of any retendering plans, where applicable.
- Evaluating how auditor independence and objectivity are safeguarded, particularly when non-audit services are provided by the external auditor.

The Audit Committee monitors in discussion with the auditors:

- The integrity of the Group's financial statements and significant financial reporting judgements, such as the assessment of impairment of intangible assets.
- Any formal announcements relating to the Group's financial performance.
- The Group's internal financial controls and risk management systems.
- The external auditor's independence and objectivity and the effectiveness of the audit process, taking into account relevant UK professional and regulatory requirements.

The Directors are responsible for taking all reasonably available steps to safeguard the Company's assets and to prevent and detect fraud and other irregularities

External auditor's independence

Since the last tender which was conducted in 2018, Crowe U.K LLP has acted as independent auditor for seven years. The Audit Committee have held discussions with the external auditors to confirm there are no non-audit services provided, and no other independence considerations they should be aware of.

Remuneration and Nominations Committee

A Remuneration and Nominations Committee was established during 2020 and is made up of the two non-executive directors. The Committee comprises Sam Quinn, chairman of the committee, and Alex Passmore. They are not considered to be independent directors. The Board considers the committee composition of two directors to be sufficient due to the size of the company at this time. The Remuneration and Nomination Committee meets at least annually and is responsible for setting the remuneration policy for all executive directors and the Company's chairman, including any compensation payments; recommends and monitors the level and structure of remuneration for senior management; evaluates the board of directors and examines the skills and characteristics required of board candidates. During the year of review, the Remuneration and Nomination Committee met once.

Remuneration paid to Directors in the period under review is disclosed in the Directors' Remuneration Report.

The Committee is dedicated to implementing a remuneration policy that promotes long-term incentives and aligns the interests of directors with those of shareholders. Share and option awards should be phased, contain performance milestones where appropriate and encourage long term participation.

The Committee considers in defining the remuneration policy that arrangements should be clear and transparent, should avoid undue complexity, and should be proportional to the services provided in delivering the Company's strategy and purpose.

The Remuneration Committee to date has focused on share options and bonus payments as the main incentives for executives, given the stage of development of the Company and to further align senior management with shareholder interests. Typically share options are subject to vesting conditions, such as completion of feasibility studies or the introduction of strategic partners. In addition, share price hurdles have been used to provide further shareholder alignment. Given the nature of the Company as the developer of a mining project and the potential for rerating of the Company's value as the project advances, having a direct equity exposure is deemed to be the most desirable form of management incentive. In addition, cash bonus payments are generally kept to a minimum to preserve the Company's capital. Share options will typically expire three months following the cessation of employment.

In accordance with the Company's Articles of Association, at every annual general meeting at least one third of the current directors who are subject to retirement by rotation will be put forward to retire.

Shareholder relations

Communication and dialogue - Open and transparent communication with shareholders is given high priority and there is regular dialogue with institutional investors, as well as general presentations made at the time of the release of the annual and interim financial results. All Directors are kept aware of changes in major shareholdings in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly to the market via RNS and also publishes them on the Company's website: www.blencoweresourcesplc.com. Regular market news updates are made in relation to the Company including the status of its exploration and development programme which is also included on the Company's website. Shareholders and other interested parties can subscribe to receive news updates by email by registering online on the website free of charge.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance. Meetings are also held with the corporate governance representatives of institutional investors when requested.

Annual General Meeting - At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

Viability statement

In accordance with provision 31 of the UK Corporate Governance Code (2018), the Board has assessed the prospects of the Group over a three-year period, taking account of the Group's current position and principal risks. For information regarding Group's going concern position and funding requirements over the next twelve months, please see note 2.3.

Time frame

The Board believes that three years is currently the most appropriate time frame over which the Board should assess the long-term viability of the Group. The Group's current activities do not generate any revenues or positive operating cash flow, and the completion of the Definitive Feasibility Study for the Orom-Cross Graphite Project will require further capital expenditures.

Assessing viability

The main assumption in the Board making its viability assessment is the ability of the Group to raise further funds in order to progress from the exploration phase into feasibility and eventually into production of revenues. The Group may not be able to obtain additional financing as and when needed which could result in a delay or indefinite postponement of exploration and development activities. The main development activities that the company will be focused on in the next 3years, dependent upon raising the funds required, will be the construction of the 5,000t/yr plant and commencement of production in quarter 2 2026, the commencement of construction of the 50,000t/yr processing plant in 2026 and production in 2027. The construction and operation of the SPG plant is expected to run in parallel with the 50,000t plant. The company will assess the commercial operations and costs in further detail with the DFS and ongoing assessment of the operations and costs during tendering and construction.

Principal risk

The Directors have conducted a robust assessment of the principal risks facing the Group as described on the preceding pages including those that threaten its business model, future performance, solvency or liquidity. The Directors are confident that they have put in place a strong management team with wide-ranging expertise in mineral exploration and development who are capable of dealing with the risk management in order to safeguard the Group's assets. The directors are aware that the risks that could have the most adverse effect are funding and capital markets, potential other risks include the political risk in the country of business.

Based on the financial impact of the analysis outlined above and the associated risks, management actions and controls that are either in place or could be implemented, the Board expects that the Company will be able to deliver the Orom-Cross Graphite Project.

Confirmation of viability

Taking account of these matters, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to December 2027, assuming that the financing referred to above is completed as described. The Company's going concern statement is detailed in note 2.3.

By Order of the Board

Cameron Pearce

Director

30 January 2025

Directors Remuneration Report

Statement of Blencowe Plc's policy on Directors' Remuneration

The Directors' Remuneration Report sets out the Company's policy on the remuneration of Directors together with the details of Directors' remuneration packages and services contracts for the year ended 30 September 2024.

As set out in the Company's Prospectuses dated 30 March 2020 and 26 November 2024, each of the Directors may be paid a fee at such rate as may from time to time be determined by the Board. All the Directors are entitled to be reimbursed by the Company for travel, hotel and other expenses incurred by them in the course of their directors' duties relating to the Company.

There have been no changes to the Directors' remuneration or remuneration policy since the publication of the Company's Prospectus dated 30 March 2020 with the exception of those mentioned below. The terms and conditions of appointment for all the members of the Board are available for inspection at our registered office.

Terms of employment

Cameron Pearce was appointed on 8 June 2018 by the Company to act as a Non-Executive Director and Chairman of the Company and from 1 July 2024 is paid fees of £120,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Pearce will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Pearce chooses to terminate his appointment within 12 months following a change of control.

Sam Quinn was appointed on 8 June 2018 by the Company to act as a Non-Executive Director and from 1 July 2024 is paid fees of £60,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Quinn will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Quinn chooses to terminate his appointment within 12 months following a change of control.

Alex Passmore was appointed on 8 June 2018 by the Company to act as a Non-Executive Director and is from 1 July 2024 is paid fees of £24,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Passmore will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Passmore chooses to terminate his appointment within 12 months following a change of control.

Remuneration policy

Base salary levels will take into account market data for the relevant role, internal relativities, the individual's experience and their current base salary. Where an individual is recruited below market norms, they may be re-aligned over time (e.g. two to three years), subject to performance in the role. Benefits will generally be in accordance with the approved policy. Currently, there are no benefits in place.

The appointment of each Director may be terminated by either party on six months' notice, which the Company considers to be an appropriate notice period to retain key personnel.

The Remuneration and Nomination Committee comprises Sam Quinn, who acts as chairman of the committee and Alex Passmore, and meets at least annually. The Remuneration Committee reviews the scale and structure of the Directors' fees, considering the interests of the shareholders and the performance of the Company and Directors. Bonuses, pay rises and the grant of long term incentives such as share options are linked to the achievement of key funding and project milestones that are set from time to time by the Committee.

The items included in this report are unaudited unless otherwise stated.

The Company maintains contact with its shareholders about remuneration in the same way as other matters and, as required by Section 439 of the Companies Act 2006, this remuneration report will be put to an advisory vote of the Company's shareholders at the forthcoming Annual General Meeting.

Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors:

	Cameron Pearce	Sam Quinn	Alexander Passmore	Total
30 September 2023				
Base fee	96,000	24,000	18,000	138,000
Share Based Payments	5,239	5,239	2,619	13,097
Total 30 September 2023	**101,239**	**29,239**	**20,619**	**151,097**
30 September 2024				
Base fee	102,000	30,000	19,500	151,500
Share based payments	-	-	-	-
Total 30 September 2024	**102,000**	**30,000**	**19,500**	**151,500**

The percentage of directors' emoluments of the total administrative costs for the year is 19% (2023: 12%). The directors' base fees increased by £13,500, reflecting the fee increases applicable from 1 July 2024 (2023: Nil increase) while the base salary costs of the key management employees did not increase (2023: Nil increase).

Statement of Directors' shareholding and share interest (audited)

The Directors who served during the year ended 30 September 2024, and their interests at that date, are disclosed on page 11.

Issue of options

As at the reporting date, the number of shares options that the Company has issued to the Board and Senior Management are as follow;

Cameron Pearce (Chairman)	5,000,000
Mike Ralston (CEO)	5,500,000
Lionshead Consultants Ltd (Sam Quinn) (Non Exec Director)	3,750,000
Alexander Passmore (Non Exec Director)	1,750,000
Iain Wearing (COO)	5,000,000

For further information, please see note 17.

Other matters

The Company does not currently have any annual or long-term incentive schemes (other than the one stated above) in place for any of the Directors and as such there are no disclosures in this respect.

The Company does not have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

The Company has not paid out any excess retirement benefits to any Directors or past Directors. The Company has not paid any compensation to past Directors.

By Order of the Board

Sam Quinn

Director

Director

30 January 2025

Independent Auditor's Report to the Members of Blencowe Resources Plc

Opinion

We have audited the financial statements of Blencowe Resources Plc (the "Company") and its subsidiaries (the 'Group') for the year ended 30 September 2024 which comprise the Consolidated statement of comprehensive income, Consolidated statement of financial position, Parent statement of financial position, Consolidated statement of changes in equity, Parent statement of changes in equity, Consolidated statement of cash flows, Parent statement of cash flows and notes to the financial statements, including accounting policies. The financial reporting framework that has been applied in the preparation of the Group and Company financial statements is applicable law and UK-adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Company's affairs as at 30 September 2024 and of the Group's loss for the year then ended;
- the Group and the Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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 Group and 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 opinion.

Material uncertainty in relation to going concern

We draw attention to note 2.3 to the financial statements, which explains that the Group and Company's ability to continue as a going concern is dependent on the availability on further fundraising to complete the Definitive Feasibility Study and meet its obligations as they fall due. These conditions indicate the existence of a material uncertainty which may cast significant doubt over the Group's and Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. We have highlighted going concern as a key audit matter due to the estimates and judgements the Directors are required to make in their going concern assessment, and their effect on our audit strategy. Our audit work in response to this key audit matter included:

- We obtained the going concern assessment prepared by the directors, and performed a detailed review of the supporting cash flow forecasts.
- We assessed the systems and controls in place for the preparation of management's going concern projections.
- We reviewed the prior year going concern projections against the actual performance in the current financial year, in order to assess management's ability to forecast accurately.
- We checked the mathematical accuracy of the projections and agreed the opening cash position to bank statements. We ensured that the period of going concern assessment covered at least twelve months from the date of approval of the financial statements, and enquired regarding any matters shortly after this date that would impact the going concern consideration.
- We challenged the key assumptions based on expected activity within the going concern period, and comparison to historical actual monthly expenditure.
- We considered other potential indicators of matters impacting going concern, including title to the Group's principal mineral license ML1959.

- We reviewed the requirements of the remaining tranches of the grant awarded by the US Development Funding Council and discussed with the directors how these were factored into budgets and exploration plans during the going concern assessment period.

- We held discussions with the directors on how they plan to raise the additional funding required by the cash flow forecasts. This was considered against their previous success in fundraising for the project.

- We reviewed the completeness of disclosures made in the financial statements in relation to going concern, and that these are in line with the going concern assessment provided to us by the directors.

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 £150,000 (2023 £155,000), based on approximately 2% of total assets. Materiality for the Company financial statements as a whole was set at £137,000 (2023: £140,000) based on approximately 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. Performance materiality was set at 70% of materiality for the financial statements as a whole, which equates to £105,000 (2023: £108,500) for the Group and £95,900 (2023: £98,000) for the Company.

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 Audit Committee to report to it all identified errors in excess of £7,500 (2023: £7,700). 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 Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

The Group operates through the Company based in the United Kingdom which performs administrative functions and provides funding to its exploration subsidiary in Uganda Consolidated Africa Resources Ltd- ("CARU"). The Company, and its Ugandan subsidiary CARU, were considered to be significant components.

In establishing our overall approach to the group audit, we determined the type of work that needed to be performed in respect of each component. As significant components, full scope audit were performed for both the Company and CARU. Risk assessment analytical procedures were performed over the results of Blencowe Battery Mines Uganda - SMC Ltd. All audit work was carried out by the group audit team.

Given CARU is in the exploration stage of its work, we did not consider it necessary to visit Uganda. Documentation and explanations from Uganda were obtained by email and through telephone calls.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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) we identified, including 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.

We set out below, together with the material uncertainty in relation to going concern above, those matters we considered to be key audit matters.

Key audit matter	How our scope addressed the key audit matter
1. Carrying value of intangible assets - (note 9) The Group holds intangible assets totalling £7.6m (2023: £7.9m) in relation to the Orom-Cross project in Uganda. These costs are capitalised in accordance with the requirements of IFRS 6. At each reporting date, the directors are required to assess whether there are any indicators of impairment, that would require an impairment assessment to be carried out. The directors concluded there were no indicators of impairment. The directors' consideration of the impairment indicators requires them to make certain judgements, and may include certain estimates. These matters are considered to make this a key audit matter.	We performed the following procedures as part of our audit of management's assessment of the carrying value of intangible assets: • We obtained and reviewed the directors' assessment of the indicators of impairment, as set out in IFRS 6 "Exploration for and evaluation of mineral resources". • We assessed the design and implementation of controls over the impairment assessment process. • We obtained copies of all licenses held by the Group, and performed procedures to confirm the Group's control of the licenses, that they remain valid. • Where the term of certain exploration licenses had expired, we assessed if these are expected to be renewed in the normal course of business. • We made specific enquiries of the directors and key staff involved in the exploration work, and reviewed budgets and forecasts to support the Group continuing with further exploration work in each of its license areas. • We considered the results of the bulk sampling works completed during the period, for any matters that may indicate impairment. • We considered other matters detailed within IFRS 6 that may give rise to an indication of impairment. • We reviewed the adequacy of disclosures in the financial statements in relation to the impairment consideration and the impairment charge recognised. Based on our work performed, management recorded an impairment charge of £103,279 relating to exploration license EL00104. After recording this impairment charge we consider the directors' final position on impairment, and the financial statements disclosures to be appropriate.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters 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.

We have nothing to report in this regard.

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 directors' report and strategic 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 Group and the Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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 Company 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; or
- we have not received all the information and explanations we require for our audit.

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's voluntary compliance with the provisions of the UK Corporate Governance Statement specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 17;
- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why they period is appropriate set out on page 19.
- Directors' statement on whether they have a reasonable expectation that the Group will be able to continue in operation and meets its liabilities set out on page 17;
- Directors' statement on fair, balanced and understandable set out on page 13;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 5;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 17; and
- Section describing the work of the audit committee set out on page 18.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 13, 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 Group's and 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 Group or 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 that are applicable to the Group, and the procedures in place for ensuring compliance. The most significant regulations identified were the Companies Act 2006, listing rules of the London Stock Exchange and the requirements of the Group's mining and exploration licenses. Our work included direct enquiry of the directors, who oversee all legal proceedings, reviewing Board minutes and inspection of correspondence.

- We made enquiries of management, the Audit Committee and the Group's external legal counsel in Uganda about any litigations and claims and compliance with local legislation in Uganda.

- We reviewed management's correspondence with the mining authorities in Uganda for any instances of non-compliance with laws and regulations.

- We reviewed legal expenditure accounts to understand the nature of expenditure incurred, and to consider any undisclosed instances of non-compliance.

- We reviewed board minutes and RNS announcements for any indication of non-compliance with laws and regulations.

- We communicated the relevant laws and regulations identified to all members of the engagement team, and remained alert to any indication of non-compliance with laws and regulations, or potential fraud, throughout our audit work.

- As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas that involve significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimation or judgement, this included risk-based testing of journal transactions using data analytic software, both at the year end and throughout the year.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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. This description forms part of our auditor's report.

Other matters which we are required to address

We were appointed by the Board of Directors on 14 December 2018 to audit the financial statements for the period ending 30 September 2018. Our total uninterrupted period of engagement is seven years, covering the periods ending 30 September 2018 to 30 September 2024.

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

Our audit opinion is consistent with the additional report to the audit committee.

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.

Nick Jones

Senior Statutory Auditor

For and on behalf of

Crowe U.K. LLP

Statutory Auditor

London, U.K.

Date: 30 January 2025

Consolidated Statement of Comprehensive Income for the year ended 30 September 2024

	Notes	30 Sep 2024 GBP	30 Sep 2023 GBP
Exploration costs		(23,668)	(53,347)
Impairment of intangible assets		(103,279)	-
Administrative fees and other expenses	5	(789,707)	(1,298,872)
Operating loss		**(916,654)**	**(1,352,219)**
Finance costs	15	(44,987)	(45,748)
Loss before tax		**(961,641)**	**(1,397,967)**
Taxation	8	**-**	**-**
Loss for the year attributable to owners of the parent		**(961,641)**	**(1,397,967)**
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operation:		**58,840**	**31,282**
Other comprehensive income, net of tax		**58,840**	**31,282**
Total comprehensive loss attributable to owners of the parent		**(902,801)**	**(1,366,685)**
Basic and diluted loss per share (pence)	10	**(0.45)**	**(0.70)**

Consolidated Statement of Financial Position as at 30 September 2024

	Notes	30 Sep 2024 GBP	Restated 30 Sep 2023 GBP
Non-current assets			
Intangible assets	9	7,603,793	7,863,650
Current assets			
Trade and other receivables	13	24,442	31,863
Cash and cash equivalents		114,694	129,853
Total current assets		**139,136**	**161,716**
Total assets		**7,742,929**	**8,025,366**
Current liabilities			
Creditors: Amounts falling due within one year	14	(1,020,375)	(1,335,255)
Surface liabilities	15	(134,953)	-
Total current liabilities		**(1,155,328)**	**(1,335,255)**

	Notes		
Non-current liabilities			
Surface liabilities	15	(794,183)	(818,915)
Total liabilities		**(1,949,511)**	**(2,154,170)**
Net assets		**5,793,418**	**5,871,196**
Equity			
Share capital	16	1,423,759	1,338,566
Share premium	16	9,377,229	8,637,399
Share options reserve		428,342	428,342
Translation reserve	2.9ii	89,579	30,739
Accumulated losses		(5,525,491)	(4,563,850)
Total equity		**5,793,418**	**5,871,196**

These financial statements were approved by the Board of Directors and authorised for issue on 30 January 2025 and signed on its behalf by:

Cameron Pearce
Director

Sam Quinn
Director

Parent Statement of Financial Position as at 30 September 2024

	Notes	**30 Sep 24**	**Restated 30 Sep 23**
		GBP	**GBP**
Fixed assets			
Investment in subsidiaries	11	6,287,027	6,287,027
Other fixed assets	12	676,950	671,905
Total fixed assets		**6,963,977**	**6,958,932**
Current assets			
Trade and other receivables	13	415,525	342,197
Cash and cash equivalents		114,694	129,853
Total current assets		**530,219**	**472,050**
Total assets		**7,494,196**	**7,430,982**
Current liabilities			
Creditors: Amounts falling due within one year	14	(588,873)	(826,954)
Total current liabilities		**(588,873)**	**(826,954)**
Net assets		**6,905,323**	**6,604,028**
Equity			
Share capital	16	**1,423,759**	**1,338,566**
Share premium	16	**9,377,229**	**8,637,399**
Share options reserve		**428,342**	**428,342**
Accumulated losses		**(4,324,007)**	**(3,800,279)**
Total equity		**6,905,323**	**6,604,028**

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent company for the year was £523,728 (2023: loss of statements. The loss after tax of the parent company for the year was £523,728 (2023: loss of £653,348).

The Financial Statements were approved and authorised for issue by the Board of Directors on 30 January 2025 and were signed on its behalf by:

Cameron Pearce Sam Quinn

Director Director

Consolidated Statement of Changes in Equity for the year ended 30 September 2024

	Share capital GBP	Share premium GBP	Share options reserve GBP	Translation reserve GBP	Accumulated losses GBP	Total equity GBP
Balance as at 30 Sep 2022	**1,181,316**	**7,480,829**	**402,148**	**(543)**	**(3,165,883)**	**5,897,867**
Loss for the year	-	-	-	-	(1,397,967)	(1,397,967)
Exchange differences on translation of foreign operations	-	-	-	31,282	-	31,282
Total comprehensive loss	**-**	**-**	**-**	**31,282**	**(1,397,967)**	**(1,366,685)**
Transactions with owners						
New shares issued (note 16)	157,250	1,227,750	-	-	-	1,385,000
Share issue costs (note 16)	-	(71,180)	-	-	-	(71,180)
Share based payment charge		-	26,194	-	-	26,194
Total transactions with owners	**157,250**	**1,156,570**	**26,194**	**-**	**-**	**1,340,014**
Balance as at 30 Sep 2023	**1,338,566**	**8,637,399**	**428,342**	**30,739**	**(4,563,850)**	**5,871,196**
Loss for the year	-	-	-	-	(961,641)	**(961,641)**
Exchange differences on translation of foreign operations	-	-	-	58,840	-	58,840
Total comprehensive loss	**-**	**-**	**-**	**58,840**	**(961,641)**	**(902,801)**
Transactions with owners						
New shares issued (note 16)	85,193	766,733	-	-	-	851,926
Share issue costs (note 16)	-	(26,903)	-	-	-	(26,903)
Total transactions with owners	**85,193**	**739,830**	**-**	**-**	**-**	**825,023**
Balance as at 30 Sep 2024	**1,423,759**	**9,377,229**	**428,342**	**89,579**	**(5,525,491)**	**5,793,418**

Parent Statement of Changes in Equity for the year ended 30 September 2024

	Share capital GBP	Share premium GBP	Share option reserve GBP	Accumulated losses GBP	Total equity GBP
Balance as at 30 Sep 2022	**1,181,316**	**7,480,829**	**402,148**	**(3,146,931)**	**5,917,362**

Loss for the year	-	-	-	(653,348)	(653,348)
Total comprehensive loss	**-**	**-**	**-**	**(653,348)**	**(653,348)**
Total transactions with owners					
New shares issued (note 16)	157,250	1,227,750	-	-	1,385,000
Share issue costs (note 16)	-	(71,180)	-	-	(71,180)
Share based payment charge	-	-	26,194	-	26,194
Total transactions with owners	**157,250**	**1,156,570**	**26,194**	**-**	**1,340,014**
Balance as at 30 Sep 2023	**1,338,566**	**8,637,399**	**428,342**	**(3,800,279)**	**6,604,028**
Loss for the year	-	-	-	(523,728)	(523,728)
Total comprehensive loss	**-**	**-**	**-**	**(523,728)**	**(523,728)**
Total transactions with owners					
New shares issued (note 16)	85,193	766,733	-	-	851,926
Share issues costs (note 16)	-	(26,903)	-	-	(26,903)
Total transactions with owners	**85,193**	**739,830**	**-**	**-**	**825,023**
Balance as at 30 Sep 2024	**1,423,759**	**9,377,229**	**428,342**	**(4,324,007)**	**6,905,323**

Consolidated Statement of Cash Flows for the year ended 30 September 2024

	Notes	30 Sep 2024 GBP	30 Sep 2023 GBP
Operating activities			
Loss after tax		(961,641)	(1,397,967)
Finance costs		44,987	45,748
Impairment		103,279	-
Share based payment	17	-	26,194
Unrealised currency translation		204,739	182,264
Changes in working capital			
Decrease in trade and other receivables		7,422	53,984
(Decrease)/increase in trade and other payables		(139,893)	272,664
Net cash flows utilised by operating activities		**(741,107)**	**(817,113)**
Cash flows from investing activities			
Government grant	9	2,787,090	-
Investment in exploration assets	9	(2,846,130)	(713,848)
Net cash flows utilised by investing activities		**(59,040)**	**(713,848)**
Cash flows from financing activities			
Shares issued (net of issue cost)	16	784,988	1,313,820
Net cash flows from financing activities		**784,988**	**1,313,820**
Decrease in cash and cash equivalents		**(15,159)**	**(217,141)**
Cash and cash equivalents at the beginning of the year		129,853	346,994
Cash and cash equivalents at the end of the year		**114,694**	**129,853**

Net debt note

	Cash at bank and in hand GBP	Surface Liability GBP	Total GBP
At 1 October 2022	346,994	(978,255)	**(631,261)**
Cash flows	(217,141)	-	**(217,141)**
Other non-cash changes	-	159,340	**159,340**
As 30 September 2023	129,853	(818,915)	**(689,062)**

As 30 September 2023	129,853	(818,915)	**(689,062)**
As 1 October 2023	129,853	(818,915)	**(689,062)**
Cash flows	(15,159)	-	**(15,159)**
Other non-cash changes	-	(110,221)	**(110,221)**
As 30 September 2024	114,694	(929,136)	**(814,442)**

Parent Statement of Cash Flows for the year ended 30 September 2024

	Notes	30 Sep 2024 GBP	30 Sep 2023 GBP
Operating activities			
Loss after tax		(523,728)	(653,348)
Less finance income		(79,881)	(55,873)
Increase in bad debt provision	12,13	31,289	11,742
Share based payment	17	-	26,194
Changes in working capital			
Increase in trade and other receivables		(73,328)	(27,167)
Decrease in trade and other payables		(198,046)	(58,641)
Net cash flows from operating activities		**(843,694)**	**(757,093)**
Cash flows from investing activities			
Loan advanced to subsidiary		(472,553)	(105,828)
Government grant		2,787,090	-
Investment in subsidiary, relating to exploration costs paid	11	(2,270,990)	(668,040)
Net cash flows used in investing activities		**43,547**	**(773,868)**
Cash flows from financing activities			
Shares issued (net of issue cost)	16	784,988	1,313,820
Net cash flows from financing activities		**784,988**	**1,313,820**
Decrease in cash and cash equivalents		**(15,159)**	**(217,141)**
Cash and cash equivalents at the beginning of the year		129,853	346,994
Cash and cash equivalents at the end of the year		**114,694**	**129,853**

Notes to the Financial Statements for the year ended 30 September 2024

1. General

Blencowe Resources Plc (the "Company") is a public limited company incorporated and registered in England and Wales with registered company number 10966847. Its registered office is situated at 167-169 Great Portland Street, Fifth Floor London, W1W 5PF.

The Group did not earn any trading income during the year under review but incurred expenditure associated with financing and operation of the Group and developing its principal assets.

2. Accounting policies

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the Company and Group's Financial Statements are set out below. These policies have been consistently applied to the periods presented, unless otherwise stated.

The Company and Group's Financial Statements have been prepared in accordance with UK adopted international accounting standards ("IFRS").

The Group's Financial Statements are presented in GBP, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise stated.

<u>Prior year adjustment</u>

The Consolidated and Parent statements of financial position have been restated to recognise exploration expenditure in relation to a material invoice of £259,086 that was received several months after the prior year end, relating to works done in the year ended 30 September 2023. This resulted in an increase of this amount to intangible assets and trade payables in the Group accounting records, and in the Parent, accounting records an increase to investment in subsidiary and trade payables of this amount (Note 9,11 and 14). There is no impact to the statement of comprehensive income. As the invoice does not affect the opening position at 1 October 2022, a second comparative comprehensive income. As the invoice does not affect the opening position at 1 October 2022, a second comparative statement of financial position has not been presented.

2.2 Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Company and its subsidiaries Consolidated African Resources Limited ("CARU") and Blencowe Battery Mines Uganda - SMC Limited.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the Group Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions that are recognised, are eliminated in full.

2.3 Going concern

At 30 September 2024, the Group had £7,742,929 of total assets (2023: £8,025,366), of which £114,694 are held as cash and cash equivalents (2023: £129,853).

In making an assessment of going concern for the Group and Company, the Board of Directors have reviewed cash flow forecasts covering a period of 12 months from the date these financial statements were approved, and have concluded that it is appropriate to prepare the financial statements on a going concern basis.

The Company has successfully agreed a US 5 million grant through the US Development Finance Corporation (DFC). This funding is being provided in a number of tranches aligned to completion of works related to the Definitive Feasibility Study, with 3.5m of this funding having been advanced as of 30 September 2024. As the DFC grant does not cover the entirety of the Definitive Feasibility Study costs, further funding in addition to the amounts already raised after the year end will be required during the going concern assessment period. Management will pursue options for this funding including share placements and other potential sources. Details on the funds raised from equity transactions subsequent to the year end are detailed in note 20.

These conditions indicate the existence of a material uncertainty, which may cast doubt over the Group's and Company's ability to continue as a going concern. The financial statements do not include adjustments that would arise in the event of the Group and Company not being able to continue as a going concern.

2.4 Changes in material accounting policies

The Group and Company have adopted all new IFRS and amendments to IFRS applicable for this period. There has been no change to the Group's accounting policies as a result, and no other material impact to the financial statements.

2.5 Standards, amendments and interpretations to published standards not yet effective

The Directors have reviewed the IFRS standards in issue but not in effect as of the period end. In their view, none of these standards would have a material impact on the financial statements of the Group.

2.6 Intangible assets

Exploration and evaluation assets

The Group recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral resources. Expenditure included in the initial measurements of exploration and evaluation assets and which are classified as intangible assets relate to the acquisition of rights to explore, exploratory drilling, sampling and activities to evaluate the technical feasibility and commercial viability of extracting a mineral resource. Capitalisation of pre-production expenditure ceases when the mining property is capable of commercial production.

Impairment

Exploration and evaluation assets are not subject to amortisation until production commences but are assessed for impairment when an event or trigger requires an assessment to be carried out. The assessment is carried out by impairment when an event or trigger requires an assessment to be carried out. The assessment is carried out by allocating exploration and evaluation assets to cash generating units ("CGU's"), which are based on specific projects or license areas. Currently there is one minng license relating to the Orom-Cross Project, with a number of nearby exploration licenses. Whenever the exploration for and evaluation of mineral resources in cash generating units does not lead to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities of that unit, the associated expenditures are written off to the Statement of Comprehensive Income.

2.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another.

(i) *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.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses - the ECL model.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a '12-month ECL'). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a 'lifetime ECL').

For the Company's receivables from its subsidiary, management have assessed a 12 month ECL at 5% to be appropriate for the current year.

(ii) Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost. The Group's financial liabilities include trade and other payables and surface liabilities.

Subsequent measurements

Surface liabilities and trade and other payables.
After initial recognition, surface liabilities and trade and other payables are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised, as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in the statement of profit or loss.

2.8 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

Warrants
Warrant options have classified as equity since they meet the definition of IAS 32 as equity.. The fair value of the warrants has been calculated using the Black-Scholes option pricing model. For more information, please see note

warrants has been calculated using the Black-Scholes option pricing model. For more information, please see note 17.

Share options

The Group accounts for the equity-settled share options it has issued in accordance with IFRS 2. The share options are recognised at their fair value at the date of grant. The total share based payment charge expensed is recognised over the vesting period, which is the period over which performance conditions are to be satisfied. The fair value is calculated using the Black-Scholes option pricing model, adjusted for the probability of meeting market based vesting conditions where these are included. The inputs used in the model are based on management's best estimate.

No expense is recognised for options that do not ultimately vest, except for awards where vesting is conditional on a market condition or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided all other performance or service conditions are satisfied.

2.9 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Great British Pounds currency (GBP).

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates 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. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss.

Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on the consolidation of the Group's companies are accumulated in the translation reserve. The Company's subsidiaries Consolidated African Resources Limited and Blencowe Battery Mines Uganda SMC Limited, whose functional currency is USD.

2.10 Earnings per share

The Company presents basic and, when appropriate, diluted earnings per share ("EPS") data for its Ordinary Shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of Ordinary Shares outstanding during the year. Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive potential Ordinary Shares.

2.11 Income tax

Income tax expense comprises current tax and deferred tax.

Current income tax

A 19% rate of corporate income tax applies to the Company. From 1 April 2023 the main corporation tax increased from 19% to 25%, and a new 19% small profits rate of corporation tax was introduced for companies whose profits do not exceed £50,000.

Deferred income tax

Deferred 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 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 period 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 Consolidated Statement of Financial Position.

2.12 Investment in subsidiary

Investments in subsidiary are measured at cost less impairment. The investment in subsidiary balance includes any exploration costs paid on behalf of the subsidiary. The balance also includes the impact of the government grant received from the US Government. Refer to Note 2.14.

2.13 Cash and cash equivalents

Cash and cash equivalents in the Company and Group statements of financial position comprise bank balances only.

2.14 Government grants

Government grants are recognised once the entity has complied with conditions attaching to the government grant and the grant funds have been received. Government grants are accounted for using the capital approach. Under this approach, the grant funds are recognised outside the statement of comprehensive income. Government grants related to intangible assets, shall be presented in the statement of financial position by deducting the grant funds from the intangible asset in arriving at the carrying amount of the intangible asset. The grant funds are recognised in the statement of comprehensive income over the life of a depreciable asset as a reduced depreciation expense.

3. Critical accounting estimates and judgements

In preparing the Company and Group Financial Statements, the Directors are required to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Accounting estimates and assumptions are made concerning the future and, by their nature, may not
accurately reflect the related actual outcome. There are no key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Critical accounting estimates

Interest charge on amounts falling after one year

At year end, the NPV of the liability for surface rights to the owners of the land was £929,136 (2023: £818,915). Interest is charged on the liabilities at a rate of 5%, if the discount rate used to calculate the present value of the liabilities was to increase by 1%, the carrying value of the surface rights liability would increase by around £36,685 (2023: £34,506). The interest charged during the year was for the surface rights was £61,687 (2023: £45,748), if the rate was increased by 1% then the interest charge would increase by approximately £6,168 (2023: £6,235). For further information on the lease, please see note 15.

Critical accounting judgements

Impairment of intangible assets - exploration and evaluation costs

IFRS 6 requires entities recognising exploration and evaluation assets to perform an impairment test on those assets when specific facts and circumstances indicate an impairment test is required. The assessment involves judgement as to the status of licenses and the likelihood of renewal of exploration licenses which expire in the near future. The directors also make a judgement on the ability to meet license obligations, budgets and plans for future exploration activity, the results of that exploration activity, and to assess the recoverability of the capitalised exploration and evaluation costs on development of the project.

Surface liability

Management are required to make judgements on when the terms of certain instalment payments under the surface rights agreement are met. The value of the surface liability is measured at the present value of the estimated payments due to the Landowner's Association over the lease term. If the payments for which judgement is required were made one year later the difference in the liability to the Landowners would decrease by £3,161.

Going concern

In their assessment of going concern, the Directors have prepared cash flow forecast showing the Groups' expected future expenditure. The Directors were required to make estimates and judgements over future cash flows and funding. For further information about the Group's going concern, please see note 2.3.

4. Operating segment activities

The Group is engaged in the business of mining. At this stage in the Group's development, the Group is focusing on financing and continued development of the Orom-Cross Graphite Project in Uganda. This is considered to be the only operating segment.

5. Administrative fees and other expenses

	30 Sep 2024	30 Sep 2023
	GBP	GBP
Directors' remuneration (see note 6)	153,556	140,051
Professional fees	129,617	226,471
Salaries (see note 7)	150,000	150,000
Listing fees	43,238	41,123
Audit fees	42,000	35,000
Share option/warrant cost (see note 17)	-	26,194
Administration fees	47,000	47,000
Broker fees	33,241	41,000
Travelling expenses	16,395	16,852
Ugandan taxes (note 8)	-	392,425
Miscellaneous fees	42,884	72,625
Foreign currency loss	131,776	110,131
Total	**789,707**	**1,298,872**

Key management remuneration, together with any share-based payments, are disclosed in note 7.

6. Directors' remuneration

	30 Sep 2024	30 Sep 2023
	GBP	GBP
Base fees	151,500	138,000
Employer NI	2,056	2,051
Share based payments	-	13,097
Total	**153,556**	**153,148**

7. Key management personnel

The number of key management (excluding members the Board) employees throughout the year was as follows;

	30 Sep 2024	30 Sep 2023
By the Company	2	2
By the Group	2	2

The key management employees who served during the year, together with details of their interest in the shares of the Company as at the reporting date were:

	Number of shares	Value of the shares 30 Sep 2024
Michael Ralston - CEO	3,225,000	£177,375
Iain Wearing - COO	408,333	£22,458

	Number of shares	Value of the shares 30 Sep 2023
Michael Ralston - CEO	3,225,000	£188,950
Iain Wearing - COO	408,333	£22,500

The total base salary costs recognised as an expense for the year was £150,000 (2023: £150,000). A further £90,000 (2023: £90,000) was capitalised as they are related to the Orom-Cross Graphite Project. Total share-based payments for the year were nil (2023: £13,097). There was no other component of compensation.

8. Taxation

Analysis of charge in the year	**30 Sep 2024**	**30 Sep 2023**
	GBP	GBP
Current tax:		
UK Corporation tax on loss for the year	-	-
Deferred tax	-	-
Tax on loss	-	-

	30 Sep 2024	**30 Sep 2023**
	GBP	GBP
Loss before tax	(961,641)	(1,397,967)
Tax credit at 19%	(182,711)	(265,614)
Tax effect of expenses not deductible for tax	22,914	24,993
Tax losses for which no deferred tax asset is recognised	159,797	240,621
Taxation charge for the year	-	-

The Parent Company has accumulated tax losses arising in the UK of £3,405,762 (2023: £3,002,632) that are

The Parent Company has accumulated tax losses arising in the UK of £3,405,782 (2023: £3,002,832) that are available, under current legislation, to be carried forward against future profits.

Following an inspection by the Ugandan tax authorities of the tax affairs of CARU covering the period between January 2014 and December 2022, the Group incurred a capital gains tax charge of £392,425. This related to the acquisition by the Company of CARU in 2019. The amount was chargeable to the former owners, however this was not settled by them and under Ugandan legislation the liability is reclaimable from the acquirer if it cannot be obtained from the seller. This amount was included within administrative expenses in the financial year 2023, as it does not relate to the profits or gains made by the Group. Please refer to note 5.

9. Intangible and other assets

For the year ended 30 September 2024 intangible assets represent only capitalised costs associated with the Group's exploration, evaluation and development of mineral resources.

Group	**Exploration assets**	**Government Grant**	**Total**
	GBP	GBP	GBP
Balance at 30 September 2022	6,615,253	-	6,615,253
Additions - during the year	1,450,063	-	1,450,063
Exchange differences	(201,666)	-	(201,666)
Balance at 30 September 2023 (Restated)	7,863,650	-	7,863,650
Additions - during the year	2,846,130	-	2,846,130
Impairment	(103,279)		(103,279)
Government grant	-	(2,787,090)	(2,787,090)
Exchange differences	(215,618)	-	(215,618)
Balance at 30 September 2024	10,390,883	(2,787,090)	7,603,793

Intangible assets have been restated due to an invoice that was received post year end for £259,086 and this is above the materiality level.

Additions during the year represent exploration costs at Orom-Cross Graphite Project.

Management performed a review for indications of impairment as at 30 September 2024 and concluded impairment was required for exploration license EL00104 which had expired and could not be renewed further. Management have applied for a new exploration license covering a similar area to EL00104 and this is currently being assessed by the licensing authorities.

The company signed a US 5 million agreement with the U.S. International Development Finance Corporation ("DFC") in order to provide substantial funding for the Orom Cross Definitive Feasibility Study programme, via a Technical Assistance Grant ("TAG"). The DFC is a proxy for the US Government which funds the organisation and ultimately sets its vision, parameters and funding distribution. DFC payments will be made upon as agreed feasibility study milestones are achieved. As part of the US 5 million Technical Assistance Grant ("TAG") the DFC has a right of first refusal on commercial terms to arrange project financing for the Orom-Cross project, which may deliver Blencowe with a full funded solution to bring Orom-Cross into production with support from a major financial institution. The agreement is subject to various events of default.

10. Loss per share

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

	30 Sep 2024	**30 Sep 2023**
Earnings		
Loss from continuing operations for the year attributable to the equity holders of the Company (£)	(961,641)	(1,397,967)
Number of shares		
Weighted average number of Ordinary Shares for the purpose of basic and diluted earnings per share	216,036,425	200,041,594
Basic and diluted loss per share (pence)	**(0.45)**	**(0.70)**

11. Investment in subsidiaries

Details of the Company's subsidiary at 30 September 2024 are as follows:

Name of the subsidiary	**Place of incorporation**	**Portion of ordinary shares held**	**Principal activity**
	Uganda	100%	Exploration

Consolidated African Resources Limited			
Blencowe Battery Mines Uganda - SMC Limited	Uganda	100%	Mining Extraction

	30 Sep 2024 GBP	Restated 30 Sep 2023 GBP
Investments in subsidiary		
Investments at the beginning of the year as previously stated	6,287,027	4,892,924
Additions during the year	2,270,990	1,394,103
Government grant	(2,270,990)	-
Total investment in subsidiary	**6,287,027**	**6,287,027**

The investment in subsidiary at 30 September 2023 have been restated because of an investment amount of £259,086 paid by the Parent on behalf of the Subsidiary for project costs.

The Group's new subsidiary Blencowe Battery Mines Uganda - SMC Limited had no significant transactions during the year.

As described in note 9, the Company received amounts totalling £2,787,090 as a grant from the U.S. International Development Finance Corporation ("DFC") relating to expenditure incurred on the Orom Cross Definitive Feasibility Study programme. Of the total expenditure, £2,279,990 was incurred by the parent company and recognised as an increase in its investment in the subsidiary Consolidated Africa Resources Limited ("CARU"). The remaining amount was incurred by CARU and recognised as an increase to the intercompany loan with the parent company (note 12). The grant receipts have accordingly been recorded in the parent company accounts to offset the relevant Feasibility Study costs included in the investment value and the intercompany loan.

12. Other fixed assets

	30 Sep 2024		Restated 30 Sep 2023	
	Group GBP	Company GBP	Group GBP	Company GBP
Loan to subsidiaries (see below)	-	739,352	-	707,268
Less: ECL provision	-	(62,402)	-	(35,363)
Total	**-**	**676,950**	**-**	**671,905**

On 18 December 2020 the Company and its subsidiary entered into a loan agreement. The facility is for an amount up to £5,000,000 and carries a base interest of 5% plus Bank of England interest rate per annum chargeable at year end. The loan is considered to be a long-term asset.

During the year, the Company agreed to cover some expenses for Consolidated African Resources Limited (CARU) for the value of £575,140 (2023: £96,051). The amount borrowed at the year end was £736,760 (2023: £589,062). The total interest charged for the year ended 30 September 2024 is £79,448 (2023: £55,873). The interest payable at the year end was £197,655 (2023: £118,206).

The value of the loan is subject to 12 months ECL of 5%, representing the possible default events over the next 12 months of the financial instrument. Due to the increase of expenses paid by the Company on behalf of CARU, the loan and its interest has increased, this has led to an increase in the provision during the year.

	30 Sep 2024		30 Sep 2023	
	Group GBP	Company GBP	Group GBP	Company GBP
Brought forward ECL provision	-	35,363	-	27,471
Provision expense	-	27,039	-	7,892
Carried forward ECL provision	**-**	**62,402**	**-**	**35,363**

13. Trade and other receivables

	30 Sep 2024		30 Sep 2023	
	Group GBP	Company GBP	Group GBP	Company GBP
Other receivables	8,948	8,948	9,421	9,421
Amounts due from subsidiary	-	391,084	-	310,334
Prepayments	15,494	15,493	22,442	22,442
Total	**24,442**	**415,525**	**31,863**	**342,197**

Included within other receivables is amounts receivable from CARU.

	30 Sep 2024		30 Sep 2023	
	Group	Company	Group	Company
	GBP	GBP	GBP	GBP
Amount receivable from CARU (formerly BRUL)	-	411,667	-	326,667
Less: ECL provision	-	(20,583)	-	(16,333)
Total	**-**	**391,084**	**-**	**310,334**

In the current year the value of the receivable was subject to 12 months ECL of 5%. The increase in the provision expense is due to the charge of management fees from the Company to its subsidiary CARU. As of the year end, the amount that CARU owes the Company on management services was £411,667 (2023: £326,667).

	30 Sep 2024		30 Sep 2023	
	Group	Company	Group	Company
	GBP	GBP	GBP	GBP
Brought forward ECL provision	-	16,333	-	12,083
Provision expense	-	4,250	-	4,250
Carried forward ECL provision	**-**	**20,583**	**-**	**16,333**

14. Creditors: Amounts falling due within one year

	30 Sep 2024		30 Sep 2023	
			Restated	Restated
	Group	Company	Group	Company
	GBP	GBP	GBP	GBP
Trade payables	634,918	512,825	903,671	787,794
Ugandan taxes (note 8)	309,409	-	392,425	-
Accruals	76,048	76,048	39,159	39,159
Total	**1,020,375**	**588,873**	**1,335,255**	**826,953**

Trade payables have been restated in the prior year to recognise a creditor balance relating to exploration expenditure costs for the period of £259,086 (note 2.1).

15. Creditors: Amounts falling after one year

The Ugandan Mining Act 2003 requires an applicant for a mining lease to obtain surface rights from landowners in the mineral area before the respective mining lease can be granted. Accordingly, when the Group acquired its subsidiary, it obtained surface rights by way of 49 years lease over the area. The liability to the landowners is to be paid in 10 instalments on a section basis as the project progresses. The progress on each section is not limited to any time frames and is at the Group's discretion.

On 10 September 2022 the surface rights agreement was revised and signed between the Locomo Communal Land Association and Consolidated African Resources Limited, the surface rights remain at 49 years. The liability to the land owners will be paid in 8 instalments at defined dates, which are subject to certain conditions being achieved with the final payment due in 2035.

	30 Sep 2024	30 Sep 2023
	GBP	GBP
Balance as at 1 October	818,915	978,255
Change in estimate	148,468	-
Utilisation	-	(148,468)
Interest charged during the period	44,987	45,748
Exchange gain	(83,234)	(56,620)
Total payable as at 30 September	**929,136**	**818,915**
Analysis between current and non-current liability		
Payable within 12 months	134,953	-
Payable after 12 months	794,183	818,915
	929,136	**818,915**

The value of the liability is measured at the present value of the contractual payments due to the Land Owners' Association over the lease term, with the discount rate of 5%.

At the statement of financial position date, the Group undiscounted amount payable to the Land Owners is;

	2024 GBP	2023 GBP
Payable within 1 years	134,953	-
Payable within 2-5 years	269,907	290,388
Payable after 5 years	809,720	871,164
	1,214,580	1,161,552

16. Share capital

	Number of shares issued	Nominal value per share GBP	Share capital GBP	Share premium GBP	Total share capital GBP
At 30 Sep 2022	**177,929,950**		**1,181,316**	**7,480,829**	**8,662,145**
Issue of Ordinary shares	18,750,000	0.005	93,750	656,250	750,000
Issue of Ordinary shares	12,700,000	0.005	63,500	571,500	635,000
Share issue costs	-	-	-	(71,180)	(71,180)
At 30 Sep 2023	**209,379,950**	**0.005**	**1,338,566**	**8,637,399**	**9,975,965**
Issue of Ordinary shares	17,038,520	0.005	85,193	766,733	851,926
Share issue costs	-	-	-	(26,903)	(26,903)
At 30 Sep 2024	**226,418,470**	**0.005**	**1,423,759**	**9,377,229**	**10,800,988**

During the year ended 30 September 2024, the Company issued the following shares;

Date	Number of Ordinary shares issued	Nominal share value GBP	Share price GBP
06 February 2024	7,847,000	0.005	0.0500
30 July 2024	9,191,520	0.005	0.0500

All of the shares issued are classed as ordinary and have similar rights attached to them. No warrants were issued in the current financial year.

As at 30 September 2024 the number of shares issued and fully paid were 225,158,174 (2023: 209,344,950), 1,260,296 shares are unpaid at 30 September 2024 (2023: unpaid shares 35,000).

17. Share based payments

Warrants

The following warrants were issued in exchange for a good or service:

Warrants	30 Sep 2024 Number warrants	30 Sep 2024 Weighted average exercise price	30 Sep 2023 Number warrants	30 Sep 2023 Weighted average exercise price
Outstanding on 1 Oct	-	-	1,250,000	6.00p
Cancelled/ exercised	-	-	(1,250,000)	6.00p
Outstanding on 30 Sep	**-**	**-**	-	-
Weighted average remaining contractual Life		**-**		0.57 years

The warrants have no vesting period 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:

Warrants	**30 Sep 2022**

Weighted Average Share Price	6.00p
Weighted Average Exercise Price	6.00p
Expected Volatility	56%
Expected Life	3 years
Risk-free Rate	0.23%
Expected Dividend	Nil
Weighted Average Fair Value (GBP)	**32,603**

Options

The following options were issued in exchange for a good or service:

	30 Sep 2024		**30 Sep 2023**	
Options	Number of options	Weighted average exercise price	Number Options	Weighted average exercise price
Outstanding on 01 Oct	21,000,000	5.76p	16,000,000	6.00p
Issued during the year	-	-	5,000,000	5.00p
Outstanding on 30 Sept	**21,000,000**	**5.76p**	**21,000,000**	**5.76p**
Weighted average remaining contractual Life		**2.17 years**		3.23 years

The options issued prior to 1 October 2021 have no vesting periods and have been recognised upon issue. If the options remain unexercised after a period of five years from the date of grant, they will expire. The share options cannot be exercised if the holder has ceased employment.

The options issued in the prior year include a market based vesting condition, the share options would only vest if the share price of the Company trades in excess of 10p per share for 10 consecutive days.

The above options were valued using the Black Scholes valuation method, adjusted for the probability of meeting the market-based vesting condition. The assumptions used for the options granted in the prior period are detailed below. The expected future volatility has been determined by reference to the average volatility of similar entities during the year:

Options	**30 Sep 2023**
Share Price	4.6p
Exercise Price	5.00p
Expected Volatility	67%
Expected Life	5 years
Risk-free Rate	3.47%
Expected Dividend	Nil
Fair Value (GBP)	**26,194**

Deferred tax

No deferred tax asset has been recognised in respect of share options and warrants due to the uncertainty of the future trading profits.

18. Financial instruments

18.1 Categories of financial instruments

	30 Sep 2024		**30 Sep 2023**	
	Group	**Company**	**Group**	**Company**
	GBP	GBP	GBP	GBP
Financial assets at amortised cost				
Trade and other receivables	8,948	400,032	9,421	319,755
Cash and cash equivalents	114,694	114,694	129,853	129,853
Financial liabilities at amortised cost				
Trade and other payables	944,327	588,873	1,296,096	787,794
Surface liability	929,136	-	818,915	-

18.2 Financial risk management objectives and policies

The Company's major financial instruments include cash and cash equivalents, trade and other payables and other receivables. The fair value of the Group's financial instruments are equal to their carrying value. 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. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States Dollar ("USD") Ugandan shilling ("UGX") and Australian Dollar ("AUD"). Foreign exchange risk arises from recognised monetary assets and liabilities. The Group also exposes to currency exposure, BRUL expenses are paid in both USD, UGX and AUD, with the amount payable to the land owners denominated in UGX.

The table below summaries the financial assets and liabilities denominated in foreign currencies.

	30 Sep 2024			**30 Sep 2023**		
	USD	UGX	AUD	USD	UGX	AUD
Financial assets	133	-	-	891	-	-
Financial liabilities	46,483	1,238,545	435,741	41,827	818,915	35,001

With all other variables held constant, the effect on profit and loss had the GBP weakened or strengthened against USD/UGX/AUD by 5% at the year end results in a (£17,796) (2023: £27,782) change in value.

Credit risk

Credit risk arises on cash balances. The amount of credit risk is equal to the amounts stated in the statements of financial position for each of the assets (notes 12 & 13).

The Group's policy to manage this risk is to deal with banks that are regulated entities. The Group's principal banker, Barclays Bank PLC, is regulated by the United Kingdom Financial Services Authority, and has a credit rating of A2 (2023: A1).

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit. The Company aims to maintain flexibility in funding.

The maturity of the Company's financial liabilities at the statement of financial position date, based on the contracted undiscounted payments are disclosed in note 14 and surface liability included in note 15, falls within one year and payable on demand.

Capital risk

The Company defines capital as the total equity of the Company. 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.

19. Related party transactions

Details of Directors 'remuneration are disclosed in note 6.

Sam Quinn is a director and shareholder of the Company and a Director of Lionshead Consultants Limited. During the year, Lionshead Consultants Limited charged consultancy fees of £42,000 (2023: £36,000).

20. Events after the year end

On 6 November 2024, the Group successfully raised a total of £1,500,000 through the issue of 37,500,000 new ordinary shares at 4 pence per share ("Fundraise"). The Fundraise comprises a £1 million placing of 25,000,000 new ordinary shares ("Firm Placing") arranged through its broker Tavira Financial ("Tavira") and a conditional £500,000 subscription for 12,500,000 new ordinary shares from senior management ("Conditional Subscription"). The Conditional Subscription was subject to FCA approval of a Prospectus by the Company. Investors in the Fundraise will be issued 1 warrant per 1 Placing Share ("Investor Warrants"), exercisable at 6p for a 3-year period from Admission. Therefore, the Company will issue an aggregate of 37,500,000 warrants, which if fully exercised, would result in gross proceeds of £2.25 million in additional funding. On 7 November the Board announced that the retail offer for the issue of 2,946,890 new shares had closed and raised £117,876.

On 26 November 2024, the Company published a Prospectus for the issue of 37,711,260 New Ordinary Shares in connection with the July and November Subscription and the issue of Fee Shares to strategic partners of the Definitive Feasibility Study. The Company made an application for the 37,711,260 New Ordinary Shares to be admitted to trading on the Equity Shares on 2 December 2024 resulting in a total share capital and total voting rights of 292,076,620. 10,700,000 new share options were issued to the Directors.

On 9 December 2024, the Directors and Senior Management gave notice that they had exercised 3,150,000 warrants at 4 pence and raised £126,000. The Company made an application for 3,150,000 new ordinary shares resulting in a total issued share capital and total voting rights of 295,226,620.

END

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