

31 July 2026

Total Graphite plc

('Total Graphite' or the 'Company' or the 'Group')

Annual Report & Accounts for the year ended 31 March 2026

Total Graphite plc, the specialist graphite company developing an integrated mine-to-materials supply chain for the global energy transition, is pleased to announce its audited annual results and filing of the Annual Report & Financial Statements for the year ended 31 March 2026 (the "2026 Annual Report"). The 2026 Annual Report will be made available shortly at <https://totalgraphite.com>.

ENDS

Chairman's Statement:

The year ended 31 March 2026 marked a defining period in Total Graphite's evolution.

During the year we successfully restored the Company's listing on the London Stock Exchange, strengthened the balance sheet through a significant recapitalisation, recommenced operations in Madagascar and established a clear strategic direction for the business. Whilst considerable work remains, I believe we have successfully completed the stabilisation phase of our turnaround and are now entering the next stage of the Company's development. Our focus is now shifting from rebuilding the Company to building the business. The past eighteen months required decisive action. The Board and management team inherited a business facing significant operational, financial and governance challenges. Considerable effort has therefore been directed towards restoring stability, strengthening governance, rebuilding investor confidence and creating a platform capable of supporting sustainable long-term growth. The successful restoration of trading of the Company shares in March 2026 represented an important milestone in that process. Together with the recapitalisation of the business and the conversion of significant liabilities into equity, it provided a much stronger financial platform from which management could recommence operations and begin implementing the next phase of our strategy.

The Vatomina Platform

The restart of production at Vatomina following the restoration of trading represented an important operational milestone. However, the Board has always viewed Vatomina as considerably more than simply the Group's first producing mine. Vatomina is the operational platform upon which Total Graphite intends to build a vertically integrated graphite materials business. The project provides the operational expertise, customer relationships, product qualification and, over time, the cash flow foundation from which we intend to develop the Group's broader portfolio of graphite assets and downstream value-added opportunities. This distinction is important. Our objective is not simply to maximise production from a single operation. It is to establish a reliable, efficient and scalable operating platform capable of supporting the Company's broader strategic ambitions.

From Restart to Optimisation

The recommencement of production at Vatomina was never viewed by the Board as the completion of the turnaround process. Rather, it marked the beginning of the optimisation phase. Restarting operations under production conditions has provided management with valuable operational data and practical experience that could not have been obtained during planning alone. As part of this an independent technical review has identified a number of operational and geological workstreams including drilling, mine planning, ore handling, plant configuration, processing efficiency and supporting infrastructure, designed to improve operational performance. Production has been temporarily paused whilst these workstreams are completed. The Board believes that investing time and capital in improving the operating platform today has the potential to deliver materially stronger production volumes, improved operating reliability and enhanced project economics over the longer term. While this approach requires patience, we believe it represents the most effective way of creating a sustainable and profitable business rather than pursuing short-term production targets.

Building Value Across the Graphite Value Chain

The Board has continued to refine the Company's long-term strategy throughout the year. Our ambition

The Board has continued to refine the Company's long-term strategy throughout the year. Our ambition extends beyond becoming a larger graphite producer. Our objective is to develop Total Graphite into a vertically integrated graphite materials business capable of creating value across the graphite value chain. We believe this strategy will be built upon five interconnected pillars:

- First, the continued optimisation and development of the Vatomina Platform.
- Second, the future expansion of production through the adjacent Sahamamy project, leveraging the infrastructure, operational knowledge and management capability already established in Madagascar.
- Third, the long-term development of our significant Mozambique graphite portfolio, which provides substantial resource scale and strategic optionality.
- Fourth, the continued expansion of our graphite trading business, strengthening customer relationships and broadening our commercial reach.
- Finally, the progressive development of downstream value-added graphite products, where we believe the Company can generate higher-quality earnings and participate more fully in global battery materials and industrial supply chains. Each of these initiatives is intended to support the others. They are not independent projects, but components of a single long-term strategy designed to build a stronger and more resilient business.

A Changing Market

The global graphite market continues to evolve rapidly. Natural graphite has become recognised as one of the world's most strategically important critical minerals, driven by accelerating demand from battery manufacturing, electrification and energy security initiatives. At the same time, governments and industrial consumers are increasingly seeking to diversify supply chains beyond traditional sources of supply. The Board believes these structural trends provide a favourable long-term backdrop for Total Graphite's strategy. While the Company remains at an important stage in its development, we believe our combination of producing assets, development projects, trading capability and downstream ambitions provides a differentiated platform from which to participate in these long-term market opportunities.

Looking Ahead

The Board fully recognises that investors will ultimately judge us by our ability to deliver. We therefore remain focused on executing the optimisation programme at Vatomina, improving operational performance, strengthening customer relationships and progressing the broader development of the Group's portfolio in a disciplined and financially responsible manner. Following the year end we also commenced a Portfolio Optimisation Review to ensure that each asset within the Group contributes appropriately to the Company's long-term strategy and that capital is allocated where it can generate the greatest value for shareholders. We recognise that our vision will take time to realise. However, I believe the Company today is fundamentally stronger than it was twelve months ago. We have rebuilt the Board and management team, restored our market listing, strengthened the balance sheet and established a clear strategic direction.

The past eighteen months have been about rebuilding the Company. The period ahead is about realising the potential of the platform we have created.

The Board remains confident in the long-term opportunity before us and looks forward to updating shareholders as we continue to execute our strategy with discipline, focus and a commitment to creating sustainable long-term value. On behalf of the Board, I would like to thank our employees, shareholders, customers, suppliers and business partners for their continued support throughout this important period in the Company's development.

C G St. John-Dennis
Chairman
30 July 2026

Business Review:

In the following section, the terms "we," "our," "our/your Company" "TG" and "us" may refer, as the context requires, to Total Graphite Plc (the "Company") or collectively to Total Graphite Plc and its subsidiaries (the "Group").

Overview

The Group is a specialist natural graphite producer which has developed operations in Madagascar and projects in Mozambique since formation in 2017 and following its IPO on the London Stock Exchange in December 2020. Natural flake graphite is a globally recognised and designated "critical mineral", for the role it plays in the energy transition, as a key element required for energy storage and battery technology.

In Madagascar, the Group owns the Vatomina and Sahamamy concessions, providing approximately 33 square kilometres of flake graphite mining permits.

The Group produced 2,964 Mt of graphite during the year ended 31 March 2026 (2025: 2,169 Mt). This was well below the potential of the Group's assets, due to the inefficient and intermittent operation of only the Vatomina project during the first half of the operational turnaround, started in February 2025. Operations at Vatomina were paused in September 2025 to allow for installation of additional equipment at the plant, refurbishment and replacement of a number of key plant operational items and restarted at the end of March 2026 following a fundraise. The Sahamamy project has remained on care and maintenance since April 2024.

The Group also holds two flake graphite mineral concessions in Mozambique; the Montepuez and the Balama Central projects.

- Montepuez: is a development project with a Definitive Feasibility Study ("DFS") showing a NPV of US 146 million that was completed in 2017 and permits in place to build a 100,000tpa graphite operation. Previously constructed infrastructure remains in place including a mining camp, TSF and mobile crusher; and
- Balama Central: is a large-scale potential project with a pre-feasibility study completed by the previous owner that showed a NPV of US 177 million, which now requires updates, and with most permits in place for a 58,000tpa operation.

The Mozambique projects were inactive during the year, with previous force majeure declarations continuing, due to insurgency activity in the region. However, post the year ended 31 March 2026, a site visit took place in mid May 2026, and the intention to update the feasibility studies across the Mozambique projects was announced in early May 2026.

As part of this the Group also holds a pre-feasibility study for the development of an anode material facility to be located in the United States, completed in 2017 (the "Anode PFS"). This potential facility, which envisaged the use of flake graphite supplied from the Montepuez project, represents an opportunity for the Company to move forward its ambitions to become a vertically-integrated graphite materials business, directly servicing energy transition markets. The key points from the PFS were:

- US Anode PFS provides an NPV of US 377 million at a 10% discount rate, with an IRR of 76.5% and a project payback period of approximately 1.5 years;
- US Anode PFS envisaged capital expenditure of US 48 million, with the US facility location selected as Reno, Nevada, providing proximity to major US and Asian battery manufacturers; and
- Consolidated economics of the Montepuez DFS and US Anode PFS completed in 2017 are very robust: combined NPV of US 523 million, IRR of 36.2%, and projected payback of 3 years over a 30-year project life.

Total Graphite plans to commission updated feasibility studies to reflect current market conditions and an optimised Montepuez mine plan.

Graphite markets

Natural graphite is a versatile mineral, having over 150 applications. Traditionally, graphite has been extensively used in refractories, crucibles, brakes and lubricants, however, its consumption has significantly grown in the last few decades, given its high application in areas such as lithium-ion batteries, battery energy storage systems, nuclear applications, flame retardants, and more. Given the unique properties of graphite it is an irreplaceable constituent in these applications. The long-term demand profile of graphite continues to remain highly favourable, and the total expected addressable market continues to grow. This growth is driven both by a stable growth in the traditional applications, driven primarily by steelmaking and automotive applications, as well as exponential growth driven by new applications.

Significant application growth in certain areas stem from graphite's key role in electric vehicle manufacture, as the largest material constituent of lithium ion ("Li-ion") batteries, as well as in large-scale stationary battery storage, thermal management in electronics, fire safety, metal manufacturing and forming, polymers, composites and other advanced materials.

Given the requirement for graphite in these applications, securing sources of natural graphite for these industries is not only critical for businesses, but is also essential for national security and economic growth. As a result, graphite has been classified as a 'Critical Mineral' by major international governments. This continues to impact significantly on the graphite market, as customers of graphite have a strategic incentive to secure long term supply from politically favourable geographies. Total Graphite Plc is well poised to capitalise on this market dynamic.

China still dominates the global market for advanced graphite, it currently controls 99% of spherical graphite production and about 74% to 90% of anode active material production, and has historically been the largest miner, processor and consumer of graphite. However, China has seen huge domestic graphite consumption driven by its fast growing lithium-ion battery industry. This, together with political and resilience considerations, has created a significant market opportunity for ex-China producers of flake graphite, such as Total Graphite Plc.

Additionally, China has placed significant restrictions on the export of graphite, and an outright ban on the

Additionally, China has placed significant restrictions on the export of graphite, and an outright ban on the export of purified graphite in some instances. This has posed supply chain challenges for existing and prospective international customers. As a result, the stance of governments around the world is to develop and incentivise domestic and non-China supply, and re-orient their supply chains.

Although the export restrictions by China were relaxed in November 2025 for a period of one year until 27 November 2026, these relaxations have been selective in nature and exports out of China continue to remain a fraction of what they were only a few years ago. This has increased the market adoption of African flake graphite and has been a huge positive for companies such as Total Graphite that are building an African based supply chain for flake graphite.

While the market opportunity is clear, real challenges are faced with the supply. Graphite mines are slow to develop from discovery to production and often producers then face technical and operational challenges. Indeed, the number of new mines that have come into production in the past several years is very few. Total production of graphite outside of China is estimated to have reduced China's dominance of flake graphite production by only 2% between 2018 to 2025.

As an indication of demand, Benchmark Minerals Intelligence reported in October 2024 that a total of 537 gigawatt hours (GWh) of planned battery capacity has been added to the US pipeline since the 2021 Inflation Reduction Act was passed, to reach 1,290.6 GWh of planned capacity by 2030. As sales of electric vehicles also continue to grow, demand for critical components like natural graphite is forecast to be strong over the next decade.

Flake graphite markets are therefore poised to grow as demand from the energy transition continues to grow. As an established producer of flake graphite in Madagascar, with large-scale potential development projects in Mozambique, the Group is in a strong position to serve these markets from its expanded and new production sources. In doing so, Total Graphite will seek to become a stable and reliable preferred supplier of choice for customers.

The broader market for specialised, downstream graphite is undergoing significant growth.

With the global market for expandable graphite growing at a CAGR of 8%, the total global consumption for this product is expected to cross over 100,000 tonnes per annum by 2030. While China remains the largest producer, new expandable graphite production has been commissioned in India, Japan and Germany in the last several years. These new sources are now catering to the non-China demand for expandable graphite.

The global shift towards halogen-free flame-retardant solutions is a major factor driving demand, alongside rapidly expanding applications in thermal management materials, EMI shielding, and flexible graphite foils for gaskets and sealing systems. The electronics and energy storage segment is projected to dominate the market in volume terms, fuelled by the escalating need for advanced thermal management and conductive materials in high-performance electronics, batteries, and renewable energy systems. Looking ahead, tightening building fire safety codes in Europe and Asia, the proliferation of EV battery thermal runaway protection systems, and growth in industrial sealing applications all point to sustained demand. Supply chain diversification away from China further strengthens the outlook for vertically integrated producers outside the dominant supply geography.

As newer production from Africa has been brought to the market in the last few years, we observe a trend of "premiumisation" in the graphite industry, with a number of large scale industrial users moving towards higher purity and more processed grades for better performance. This has led to a rapid growth in demand of purified graphite with carbon content above 96%. The market for purified graphite is growing rapidly due to the boom in electric vehicle (EV) batteries, semiconductors, and solar panels. The global industry is projected to reach 23.9 billion by 2033, growing at an average annual rate of 7.8%.

Purified natural flake graphite is increasingly displacing synthetic graphite in applications where it was previously the only option, thanks to advances in purification and modification techniques that yield superior crystallinity, thermal conductivity, and cost-effectiveness. Over the next 3-5 years, demand is expected to accelerate further as tightening fire safety and thermal performance standards in electronics, automotive, and industrial sectors favour high-purity natural graphite grades.

Another flake graphite derived material undergoing significant growth is micronised graphite, made up of fine-particle natural flake graphite typically below 20 microns. This segment has seen steadily growing demand across a diverse set of applications including polymer and plastics additives, high-performance coatings, lubricants, conductive inks, and friction materials. Its fine particle size enhances performance in specialised applications like plastics and coatings.

Over the next 3-5 years, growth is forecast by increasing adoption of micronised graphite in advanced coatings for automotive and aerospace components, rising demand for conductive fillers in polymer composites for the electronics sector, and expanding industrial lubricant applications in regions undergoing rapid manufacturing scale-up. Producers capable of delivering consistent particle size distributions and high purity levels from natural flake feedstock are well-positioned to benefit from this broadening demand base.

The growth in each of these segments will have a direct impact on the growth of flake graphite, which serves as an irreplaceable raw material for each of these products.

Madagascar Graphite Projects

The Group owns and has developed the Vatomina and Sahamamy flake graphite mining projects in Madagascar.

Annual production was 2,964 Mt for the year to 31 March 2026 from just the Vatomina mine (2025: 2,169 Mt, 2024: 7,096 Mt). In the six months between 1 April and 30 September 2025, the Vatomina operation produced 2,395 Mt (equivalent period in 2024: 915 Mt). Operations were suspended in mid September 2025 and largely remained suspended pending the planned programme of improvements, and funding to implement that, until March 2026.

Sahamamy operations and development

The 18,000tpa capacity operation at Sahamamy had been commissioned in February 2023. However, owing to poor mine planning and not being able to identify higher grade ore zones, and the unprofitable low level of operations, the Sahamamy project was placed on care and maintenance by April 2024, from which point it has remained, including during the year to 31 March 2026.

Some of the process equipment from the Sahamamy facility has now been taken for use in the Vatomina operation, to increase the throughput capacity there, as part of the implementation of the turnaround strategy implemented by the new management over the course of 2025. This included the relocation of two pre-concentration units ("PCUs") from Sahamamy to increase ore treatment and production capacity at the Vatomina project, one ball mill, a flotation cell and centrifuge, as well as a large graphite dryer unit, which will therefore all require replacement for a future Sahamamy resumption of production.

As noted in the prospectus issued in March 2026 applications for three additional licences around the Sahamamy Project have been submitted, acknowledged, and are pending review and a decision on approval with the mining ministry (BCM):

Permit no. 37407- Vohitravivona (7.03sq km)

Permit no. 37414- Sahamamy (0.78sq km)

Permit no. 37413- Sahamamy (1.17 sq km)

Preliminary reconnaissance of these permits indicates the potential for high grades in quality and resources of graphite. The Group hopes to commence re-activation and re-development works at Sahamamy in 2026, although this will likely require additional sources of finance and/or a joint venture partner to be introduced to the project to ensure that adequate funding is available.

Vatomina Operations & Development

At the start of the period the Vatomina project had production facilities with a theoretical 12,000tpa capacity. During the operational turnaround, involving the commencement of large scale re-orientation of the Vatomina project's mining areas and processing pre-concentration units, the project operated intermittently during the year to 31 March 2026. Vatomina's production capacity was significantly under-utilised as it could not be operated with a positive operating margin. Issues stemmed from poor governance for most of the period up until the end of 2024, with minimal exploration having taken place since 2020, and negligible formal mine planning practices were carried out, leading to poor identification of adequate grade ore zones for mining and poor quality ore fed into the process plant. Degraded and poorly maintained tailings storage facilities and the low operational effectiveness of plant and equipment resulted in the intermittent pumping of graphite concentrate from PCUs to the final concentration unit ("FCU"). The primary tailings facilities had to be regularly cleaned manually utilising mining equipment. Significant spare part shortages persisted throughout the period due to the financial position of the Group and long lead times in some instances. During the year, supply chains have been reconfigured to new suppliers. Additionally, the mining fleet could not be maintained at an optimal operating level and experienced frequent breakdowns because of spare parts being unavailable.

New management advanced an improvement programme during the year, including reconfiguration of the PCU setup on the project, to upgrade the mining and processing capacity of the project to 18,000tpa. Key deliverables and steps taken in 2025 and early 2026 to drive the operational improvement include:

- Mine planning drilling was initiated in order to better identify higher grade ore for mining in suitable mineralised areas.
- Grinding media and liners in ball mills were identified as inappropriate and the decision taken to change to a more efficient type to improve performance of the ball mills, increase recoveries and reduce power drawn.
- Additional articulated dump trucks ("ADTs") were leased, and added to the mining fleet to optimise the mine development through more efficient overburden stripping and transportation of ore to the PCUs.
- A new mining area, named "BK6", was developed and commissioned following the construction of a 2.5km road and removal of overburden material after March 2025. This area demonstrates shallow mineralisation and has graphite grades of around 3-4%. However, deeper zones at BK6 showed higher clay content and that will require installation of vibratory screens to enhance the separation process at the PCUs, in order to achieve desired product quality.
- Two PCUs were relocated from the Sahamamy project to the BK6 pit referred to above, and installation and commissioning of these units, PCU3, and PCU4, was completed in June and August 2025, respectively, following the construction of slurry and water pumping systems and the necessary tailings storage facilities.
- A larger 3.5tph dryer transferred from Sahamamy was installed and commissioning was completed in the last quarter of the year. This adds to the previously existing dryer at the FCU and raises drying capacity to 4.5tph.
- Changes were made in production planning, logistics and shipment scheduling.
- Procurement and supply chain management procedures were introduced to support timely availability of spare parts and consumables on site to support continuous uninterrupted

availability of spare parts and consumables on site to support continuous uninterrupted production.

Production levels varied during the period, impacted significantly by adverse weather and periods of continuous heavy rainfall with operations being suspended in September 2025 until the operation restarted post fundraise at the end of March 2026.

Key operating results from Madagascar Operations:

Particulars	Unit	2026	2025
Total production	Mt	2,964	2,169
Mining & Processing costs	£'000	1,050	693
Human resources costs	£'000	323	331
Logistics utilities & plant admin costs	£'000	797	554
(Increase)/decrease in inventory	£'000	(63)	700
Total costs of production for units sold (excluding depreciation)	£'000	2,107	2,278
Cost per Mt of production (units sold excluding depreciation) £		779	1,017
Total sales volume	Mt	2,706	2,240
Total revenues	£'000	1,665	1,575
Average selling price per Mt of production	US /£ per Mt	829/615	899/703

Key takeaways from the operating results above for the year ended 31 March 2026 can be summarised below:

- Total production during the year increased by 37%;
- Realised average selling price per tonne of graphite sold was £615 per tonne (2025: £703 per tonne).based on revenues received of £1,665 million (2025: £1.575 million).
- The operating margins for the year, even before depreciation, were negative, with high unit cost, principally due to the intermittent and low levels of production, combined with significant fixed or semi-fixed costs.

Vatomina Production ramp-up challenges and remediation

Since Vatomina mining operations restarted in February 2025, the Group witnessed a number of challenges with the mine plan, mining equipment, facilities and infrastructure available, as well as adverse weather, which impacted and delayed the planned ramp up of production during the period. Whilst this led the Company to miss its targeted production rates for 2026, the plan outlined below provides renewed support for the planned ramp up.

Adverse weather, with high rainfall levels this year, delayed relocation and installation of PCUs and the larger dryer from Sahamamy, as well as making mine roads impassable at times. A total of 48 mining days were lost to weather conditions from May to August 2025. The wet conditions demonstrated that the fleet of mining vehicles was in poor condition, leading to numerous breakdowns, but also insufficient in total capacity to sustaining ore feed at the required levels. The lack of a proper life of mine plan, supported by drilling data and an up to date geological model, has led to ore grade mined over years being below the 3% target level. The Company is seeking to address this through a phased drilling and mine planning programme.

Additionally the Company has bought in mining and geological specialist support to identify more efficient and effective mining methods.

On the processing front, unplanned downtime due to non-availability of spare parts, sub-optimal performance of ball mills, poor classifier performance due to regular shaft cracking, plus insufficient drying capacity together all reduced volumes processed and impacted the consistency of the final product grade quality.

The Group therefore embarked on a further series of remediation steps from the end of August 2025 to address each of the above issues, including:

- flattening and re-profiling of three mine haul roads with routes to be further optimised to reduce tramming distances and render the roads more usable during the rainy season;
- additional excavators leased with 60% greater capacity than the existing mine excavators;
- shipments to restock spares and equipment inventory;
- replacing slurry and water pumps with larger units;
- monitoring the efficiency of grinding media, adjusting level as necessary;
- having mineralogical and flotation tests conducted on high clay ore; and
- adjusting flotation reagent and sodium silicate dosing rates based on test work results.

Mozambique projects

The Mozambique portfolio consists of two graphite projects. The Montepuez project, consisting of two deposits, Elephant and Buffalo, is located in Cabo Delgado province in Northern Mozambique. The project has permits in place to build a 100.000tpa graphite operation and some of the required

construction has already been undertaken. The Balama Central project is a pre-feasibility study stage with most permits in place for a 58,000tpa operation.

The two graphite projects have mineral resources of over 152 million tonnes at 8.5% total graphite content ("TGC"). The Mozambique projects complement the Group's predominantly large and medium flake graphite output from its Madagascan operations by providing a large resource of anode-suitable smaller flake material for future supply to energy transition market segments.

At Montepuez, there is already a 100-person accommodation camp, a significant tailings storage facility constructed and road and culvert infrastructure in place. A mobile crusher is available at the site as well, with sufficient capacity to meet the ore feed for a 30,000-50,000 tonnes per annum processing facility that is being considered as the first stage of development for the project.

At present both projects are in force majeure due to insurgencies in the Cabo Delgado province of the country, although the insurgency-related security issues have not directly impacted the project facilities.

The security situation has showed signs of improvements following governmental and international intervention, with other certain commercial groups operating more consistently and re-committing themselves to the development of large-scale projects in the region. The situation has meant that further work on the projects have been on hold. However the Group plans to restart work through updates to the feasibility studies including site-visits and preparatory work for development, ahead of a final investment decision being taken for construction.

During May 2026 the Company's local team together with local auditors visited the site to assess the current status ahead of appointing consultants to update the DFS.

Both of the projects have potential for further exploration and resource expansion thereby increasing the life of mines and possible production levels.

Statement of Resources

The below table presents the Mineral Resources of the Total Graphite Group's Mineral Assets as of 30 September 2025, reported in accordance with the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves, the JORC Code, 2012 Edition ("JORC").

The figures are extracted from a Competent Persons' Report including updated Mineral Resources Estimates of the Group's projects with the effective date of 30 September 2025 provided by SRK Mining Services (India) Private Limited ("SRK").

Mineral Resources Statement for Total Graphite's Mineral Assets, 30 September 2025

Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Vatomina	Measured	-	-	-
	Indicated	1.6	3.8	60
	Sub-total	1.6	3.8	60
	Inferred	4.4	3.8	170
	Total resources	6.0	3.8	230

Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Sahamamy	Measured	-	-	-
	Indicated	1.2	4.0	50
	Sub-total	1.2	4.0	50
	Inferred	5.2	4.3	220
	Total resources	6.4	4.2	270

Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Elephant (Montepuez)	Measured	5.3	8.3	440
	Indicated	29.6	8.1	2,400
	Sub-total	34.9	8.1	2,840
	Inferred	33.9	6.8	2,310
	Total resources	68.8	7.5	5,150

Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Buffalo (Montepuez)	Measured	5.5	9.0	500
	Indicated	16.5	10.3	1,700
	Sub-total	22.0	10.0	2,200
	Inferred	19.7	8.9	1,750
	Total resources	41.7	9.5	3,950
Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Balama Central	Measured	-	-	-
	Indicated	50.1	7.7	3,860
	Sub-total	50.1	7.7	3,860
	Inferred	7.8	9.0	700
	Total resources	57.9	7.9	4,560
Deposit	Resource classification	Tonnes (Mt)	Grade (% TGC)	Contained Graphite (Kt)
Group Total	Measured	11.0	8.7	940
	Indicated	99.0	8.2	8,070
	Sub-total	110.0	8.2	9,010
	Inferred	71.0	7.3	5,150
	Total resources	181.0	7.8	14,160

Madagascar Resources

As of 30 September 2025, the combined Madagascar Mineral Resources of Sahamamy and Vatomina are estimated to be 12.40 Mt of material, with average grading 4.0% TGC. The net change in the Mineral Resources when compared to 31 March 2020, the effective date of the previously compiled Competent Persons Report for the projects, is a tonnage decrease of 13.1 Mt and an absolute grade decrease of 0.4% TGC. These changes are due to depletion of about 1.90 Mt of mineralised material, change in the geological model, and changed economic assumptions for the conceptual open pit to define the Mineral Resources. SRK commented that the change for the inferred category resulted in volumes being downgraded to unclassified category, owing to the failed reconciliation, data quality and non-adherence with the protocols and standards required for Public Reports, as the term is defined in the JORC Code, in recent years. This is principally due to poor quality data and reconciliation procedures in recent years under the previous leadership of the Group. We intend to professionalise the collection and analysis of geological data to follow JORC standards, as well as undertake further exploration in due course, which we anticipate may permit certain volumes to be re-classified again.

As of 30 September 2025, Vatomina Mineral Resources are estimated to be 6.0 Mt of material, grading 3.8% TGC, considering a 2% TGC cut-off grade. The net change in the Mineral Resources when compared to 31 March 2020 is a tonnage decrease of 12.2 Mt and an absolute grade decrease of 0.80% TGC. These changes are due to depletion of about 0.9 Mt of mineralised material, change in the geological model and the changed economic assumption for the conceptual open pit to define the Mineral Resources.

As of 30 September 2025, Sahamamy Mineral Resources are estimated to be 6.4 Mt of material, grading 4.2% TGC, considering a 2% TGC cut-off grade. The net change in the Mineral Resources when compared to 31 March 2020 is a tonnage decrease of 0.7 Mt and an absolute grade decrease of 0.0% TGC. These changes are due to depletion of about 1.0 Mt of mineralised material and the changed economic assumption for the conceptual open pit to define the Mineral Resources.

The following notes apply to the Mineral Resource statements:

- The statements above have been classified in accordance with the Definitions and Guidelines specified in The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition (the JORC Code) by Mr Shameek Chattopadhyay (MAusIMM), a Director and Principal Consultant Resource Geology at SRK who is a Competent Person as is defined by the JORC Code, and who has consented to the release of this data and reference to them as a Competent Person.
- Mineral Resources are reported with reasonable prospects for eventual economic extraction, by applying appropriate technical and economic assumptions.
- Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

- between tonnes, grade and contained metal content.
- Tonnages are reported in metric units, grades in percent graphitic carbon (TGC%) and grades are rounded appropriately.
- Mineral Resources are not Ore Reserves and do not have demonstrated economic viability, nor have any mining modifying factors been applied.
- The Mineral Resource Estimate was constrained by the lithological wireframes, and a conceptual pit shell defined by the following assumptions: Graphite Concentrate price of US\$950/t; overall slope angles of 30 degrees; a mining recovery of 95%; a mining dilution of 5%; a base case mining cost of US \$1.5/t of ore; dry processing cost US \$6.6/t of ore, and 5% mass yield; without considering revenues from other elements.

Madagascar Exploration Targets

At Vatovina, SRK estimates an Exploration Target of about 18-20 Mt of graphite mineralisation with an average grade ranging between 4-5% TGC. The potential quantity and grades reported as exploration targets are in addition to the already reported Mineral Resources. These exploration estimates are based on the geological models and mapping and auger drilling results, which have been provided by the Company. The potential quantity and grade are conceptual in nature; there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource. This includes about 10.5Mt of the previously reported Inferred Mineral Resources, which has not been considered for the reporting of Mineral Resources in 2025, owing to the failed reconciliation, poor data quality and non-adherence with the protocols and standards, as noted above.

At Sahamamy, as of 30 September 2025, in addition to the areas where Mineral Resources have been reported, a conceptual geological model has been prepared based on auger drilling and geological mapping. SRK has reviewed this model and based on this estimates the Exploration Target of about 3-5 Mt of graphite mineralisation with an average grade ranging between 4-5% TGC.

The potential quantity and grades reported herein, are in addition to the already reported Mineral Resources. These estimates are based on the conceptual geological models based on the geological mapping and auger drilling results, which have been furnished by Tirupati for review. The potential quantity and grade are conceptual in nature, that there has been insufficient exploration to estimate a Mineral Resource and that it is uncertain if further exploration will result in the estimation of a Mineral Resource.

Mozambique

Montepuez

As of 30 September 2025, SRK's resource estimates for the Elephant and Buffalo deposits of the Montepuez project, total 110.5 Mt at 8.3% TGC for 9.1 Mt of contained graphite, including 56.9 Mt of Measured and Indicated Mineral Resources at 8.8% TGC for 5.0 Mt of contained graphite. The Mineral Resource uses a 2.5% TGC cut-off grade, constrained by geological wireframes and an optimised pit shell based on a USD 800/t concentrate price.

The following table summarises the Mineral Resource Statement for the Buffalo deposit of the Montepuez project, as of 30 September 2025 considering 2.5% TGC cut-off grade.

Montepuez Graphite Project, Buffalo Deposit Mineral Resource, 30 September 2025

Resource classification	Material	Tonnes (Mt)	Grade (% TGC)
Measured	Primary	2.1	9.20
Measured	Weathered	3.4	8.80
Indicated	Primary	16.3	10.40
Indicated	Weathered	0.2	7.70
Inferred	Primary	19.6	8.90
Inferred	Weathered	0.1	8.30
Total mineral resources		41.7	9.50

The following table summarises the Mineral Resource Statement for the Elephant deposit of the Montepuez project, as of 30 September 2025 considering 2.5% TGC cut-off grade.

Montepuez Graphite Project, Elephant Deposit Mineral Resource, 30 September 2025

Resource classification	Material	Tonnes (Mt)	Grade (% TGC)
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Measured	Primary	2.7	8.30
Measured	Weathered	2.6	8.30
Indicated	Primary	29.3	8.20
Indicated	Weathered	0.3	5.90
Inferred	Primary	30.3	6.90
Inferred	Weathered	3.6	6.20
Total mineral resources		68.8	7.50

Balama Central

The following table summarises the Mineral Resource Statement for the Balama Central project as of 30 September 2025 considering 2.5% TGC cut-off grade.

Balama Central Deposit Mineral Resource, 30 September 2025

Resource classification	Material	Tonnes (Mt)	Grade (% TGC)
Measured	Primary	-	-
Measured	Weathered	-	-
Indicated	Primary	39.3	7.60
Indicated	Weathered	10.8	8.10
Inferred	Primary	5.9	8.90
Inferred	Weathered	1.9	9.20
Total mineral resources		57.9	7.90

Financial Statements

Consolidated Income Statement and Statement of Comprehensive Income for the Year Ended 31 March 2026

	Note	2026 £ 000	2025 £ 000
Revenue	5	1,665	1,575
Cost of sales	6	(2,107)	(2,278)
Depreciation of operating assets		(1,164)	(1,165)
Gross loss		(1,606)	(1,868)
Administrative expenses	7	(3,498)	(3,367)
Gain/(loss) on disposal of property, plant and equipment		4	(64)
Operating loss		(5,100)	(5,299)
Finance income		66	150
Finance expense		(887)	(664)
Total finance cost	10	(821)	(514)
Loss before tax		(5,921)	(5,813)
Taxation expense	11	(20)	(71)
Loss for the year attributable to the equity holders of the parent		(5,941)	(5,884)
Loss for the year		(5,941)	(5,884)
Items that may be reclassified subsequently to the income statement			
Currency translation differences arising on translations of foreign operations		(148)	107
Total comprehensive loss attributable to:			
Equity holders of the parent		(6,089)	(5,777)

Loss per ordinary share

21

Basic - pence(4.00) (4.49)**Diluted - pence**(4.00) (4.49)

The parent Company is claiming the exemption under the Companies Act 2006 s408 not to present its individual income statement. The Company made a loss of £3,226,000 in the year (2025: loss of £3,010,000).

Consolidated Statement of Financial Position as at 31 March 2026

	Note	2026 £ 000	2025 £ 000
Assets			
Non-current assets			
Intangible assets	12	3,569	3,276
Property, plant and equipment	13	17,808	18,867
Trade and other receivables	16	19	42
		<u>21,396</u>	<u>22,185</u>
Current assets			
Inventories	15	566	503
Trade and other receivables	16	3,779	2,331
Restricted cash	20	1,723	1,777
Cash and cash equivalents	20	277	172
		<u>6,345</u>	<u>4,783</u>
Total assets		<u>27,741</u>	<u>26,968</u>
Equity and liabilities			
Current liabilities			
Trade and other payables	17	(3,929)	(3,621)
Loans and borrowings	19	(2,154)	(3,049)
		<u>(6,083)</u>	<u>(6,670)</u>
Non-current liabilities			
Lease liability	17	(74)	(37)
Provisions	27	(201)	(201)
Loans and borrowings	19	-	(1,912)
		<u>(275)</u>	<u>(2,150)</u>
Total liabilities		<u>(6,358)</u>	<u>(8,820)</u>
Equity			
Share capital	23	(9,704)	(3,465)
Share premium		(29,760)	(29,489)
Merger reserve	23	(2,153)	-
Share warrant reserve	24	(777)	(116)
Foreign currency translation reserve		1,065	917
Accumulated profits/losses		<u>19,946</u>	<u>14,005</u>
Equity attributable to owners of the company		<u>(21,383)</u>	<u>(18,148)</u>
Total equity and liabilities		<u>(27,741)</u>	<u>(26,968)</u>

Approved by the Board on 30 July 2026 and signed on its behalf by:

C G St. John-Dennis
Chairman

Company Statement of Financial Position as at 31 March 2026

	Note	2026 £ 000	2025 £ 000
Assets			
Non-current assets			
Shares in group undertakings	14	9,359	9,359
Loans due from group undertakings	14	<u>15,206</u>	<u>15,516</u>

		24,565	24,875
Current assets			
Trade and other receivables	16	6,980	3,178
Cash and cash equivalents	20	22	126
		<u>7,002</u>	<u>3,304</u>
Total assets		<u>31,567</u>	<u>28,179</u>
Equity and liabilities			
Current liabilities			
Trade and other payables	17	(2,474)	(2,377)
Loans and borrowings	19	<u>(2,154)</u>	<u>(3,049)</u>
		<u>(4,628)</u>	<u>(5,426)</u>
Non-current liabilities			
Loans and borrowings	19	-	(1,912)
Total liabilities		<u>(4,628)</u>	<u>(7,338)</u>
Equity			
Share capital	23	(9,704)	(3,465)
Share premium		(29,760)	(29,489)
Merger reserve	23	(2,153)	-
Share warrant reserve	24	(777)	(116)
Accumulated losses		<u>15,455</u>	<u>12,229</u>
Total equity		<u>(26,939)</u>	<u>(20,841)</u>
Total equity and liabilities		<u>(31,567)</u>	<u>(28,179)</u>

Approved by the Board on 30 July 2026 and signed on its behalf by:

C G St. John-Dennis
Chairman

Consolidated Statement of Changes in Equity for the Year Ended 31 March 2026

	Share capital £ 000	Share premium £ 000	Merger reserve £ 000	Currency translation reserve £ 000	Share warrant reserve £ 000	Accumulated profits/losses £ 000	Total equity £ 000
At 1 April 2024	3,107	28,819	-	(1,024)	116	(8,121)	22,897
Loss for the year	-	-	-	-	-	(5,884)	(5,884)
Other comprehensive loss	-	-	-	107	-	-	107
Total comprehensive loss	-	-	-	107	-	(5,884)	(5,777)
New share capital subscribed	358	670	-	-	-	-	1,028
At 31 March 2025	<u>3,465</u>	<u>29,489</u>	<u>-</u>	<u>(917)</u>	<u>116</u>	<u>(14,005)</u>	<u>18,148</u>

	Share capital £ 000	Share premium £ 000	Merger reserve £ 000	Currency translation reserve £ 000	Share warrant reserve £ 000	Accumulated profits/losses £ 000	Total equity £ 000
At 1 April 2025	3,465	29,489	-	(917)	116	(14,005)	18,148
Loss for the year	-	-	-	-	-	(5,941)	(5,941)
Other comprehensive loss	-	-	-	(148)	-	-	(148)
Total comprehensive loss	-	-	-	(148)	-	(5,941)	(6,089)
New share capital subscribed**	6,239	271	-	-	-	-	6,510

Arising on the conversion of the convertible loan notes*

	-	-	2,153	-	661	-	2,814
At 31 March 2026	9,704	29,760	2,153	(1,065)	777	(19,946)	21,383

*The merger reserve and increase in the warrant reserve arises on the issue of shares and conversion of convertible loan notes as more fully explained in note 23 in relation to the merger reserve and note 24 in relation to the share warrant reserve.

** The increase in the share premium account of £271,000, is as a result of £799,000 arising as a result of the share issue less £528,000 costs incurred in relation to the share issue and conversion of convertible loan notes.

Company Statement of Changes in Equity for the Year Ended 31 March 2026

	Share capital £ 000	Share premium £ 000	Merger reserve £ 000	Share warrant reserve £ 000	Accumulated losses £ 000	Total £ 000
At 1 April 2024	3,107	28,819	-	116	(9,219)	22,823
Loss for the year	-	-	-	-	(3,010)	(3,010)
Total comprehensive income	-	-	-	-	(3,010)	(3,010)
New share capital subscribed	358	670	-	-	-	1,028
At 31 March 2025	3,465	29,489	-	116	(12,229)	20,841

	Share capital £ 000	Share premium £ 000	Merger reserve £ 000	Share warrant reserve £ 000	Accumulated losses £ 000	Total £ 000
At 1 April 2025	3,465	29,489	-	116	(12,229)	20,841
Loss for the year	-	-	-	-	(3,226)	(3,226)
Total comprehensive income	-	-	-	-	(3,226)	(3,226)
New share capital subscribed**	6,239	271	-	-	-	6,510
Arising on the conversion of convertible loan notes*	-	-	2,153	661	-	2,814
At 31 March 2026	9,704	29,760	2,153	777	(15,455)	26,939

*The merger reserve and increase in the warrant reserve arises on the issue of shares and conversion of convertible loan notes as more fully explained in note 23 in relation to the merger reserve and note 24 in relation to the share warrant reserve.

** The increase in the share premium account of £271,000, is as a result of £799,000 arising as a result of the share issue less £528,000 costs incurred in relation to the share issue and conversion of convertible loan notes.

Consolidated Statement of Cash Flows for the Year Ended 31 March 2026

	Note	2026 £ 000	2025 £ 000
Cash flows from operating activities			
Net cash outflow from operating activities	22	(3,126)	(1,594)
Cash flows from investing activities			
Interest received	10	66	150
Acquisitions of property plant and equipment		(213)	-
Proceeds from sale of property plant and equipment		27	118
Net cash flows from investing activities		(120)	268
Cash flows from financing activities			

Proceeds from issue of ordinary shares	238	-
Proceeds from issue of convertible debt	3,935	50
Loans received	-	1,936
Interest paid	(36)	(664)
Loan and lease repayments	(318)	(11)
Costs in relation to share and convertible loan note issues	(468)	-
Net cash flows from financing activities	3,351	1,311
Net increase/(decrease) in cash and cash equivalents	105	(15)
Cash and cash equivalents at 1 April	172	186
Effect of exchange rate fluctuations on cash held	-	1
Cash and cash equivalents at 31 March	277	172

The Company issued a total of 463,986,504 new ordinary shares on the 26 March 2026, in settlement of the liabilities of the CLNs totalling £7.454 million (including accrued interest). Further details are disclosed in notes 19 and 22 of the financial statements.

Company Statement of Cash Flows for the Year Ended 31 March 2026

	Note	2026 £ 000	2025 £ 000
Cash flows from operating activities			
Net cash outflow from operating activities	22	(3,199)	(664)
Net cash flow from operating activities		(3,199)	(664)
Cash flows from investing activities			
Loans to subsidiaries		(278)	(971)
Cash flows from financing activities			
Proceeds from the issue of shares		238	-
Proceeds from issue of convertible debt		3,935	50
Costs of share and convertible loan notes issue		(468)	-
Short term borrowings raised		-	2,140
Interest repaid		(14)	(531)
Loans repaid		(318)	-
Net cash flows from financing activities		3,373	1,659
Net (decrease)/increase in cash and cash equivalents		(104)	24
Cash and cash equivalents at 1 April		126	102
Cash and cash equivalents at 31 March		22	126

The Company issued a total of 463,986,504 new ordinary shares on the 26 March 2026, in settlement of the liabilities of the CLNs totalling £7.454 million (including accrued interest). Further details are disclosed in notes 19 and 22 of the financial statements.

Notes to the Financial Statements for the Year Ended 31 March 2026

1 General information

Total Graphite Plc (the "Company"), formerly known as Tirupati Graphite Plc until the name was changed on 24 April 2026. The Company is incorporated in England and Wales under the Companies Act 2006 and is domiciled in England and Wales. The registered office address is Eastcastle House 27/28, Eastcastle Street, London, W1W 8DH. The Group's operations are based at the Vatovina mine at Savalaina in Madagascar, the Sahamamy mine in Madagascar, and the Montepuez Project and Balama Central Project in Mozambique.

The Company is a public company, limited by shares. The ordinary shares of the Company are admitted to the Equity Shares (Transition) Category of the Official List, under the UK Listing Rules and to trading on the main market of the London Stock Exchange ("LSE"). The principal activity of the Company are as a holding and management company providing marketing, trading of graphite and related products and support services for its subsidiaries (together, the "Group"). The principal activity of the subsidiaries is that of the operation and development of graphite mines in Madagascar and Mozambique.

The Consolidated Financial Statements are presented in pounds sterling (rounded to the nearest £1,000, for convenience), which is considered the currency of the primary economic environment in which the Company operates. The Group's income is denominated in US Dollars, however as the activities are predominantly at the development stage and the pound sterling is the main currency of the Group's financing, the functional currency this is deemed to be the functional currency.

2 Basis of preparation

These consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards (UK-adopted IAS) and in accordance with the requirements of the Companies Act 2006. The financial statements have been prepared on the historical cost basis. The preparation of financial statements in conformity with UK-adopted IAS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4. The principal accounting policies adopted are set out on the following pages.

Going concern

The financial statements are prepared on a going concern basis of accounting, which the Board considers reasonable taking account of key factors and uncertainties described in this report. However the Directors acknowledge that the circumstances as detailed below indicates a material uncertainty that may cast significant doubt on the Company's and Group's ability to continue as a going concern. The Directors have prepared cash flow projections for the period to 31 October 2027 which show that the Company and the Group can continue to meet their ongoing liabilities as they fall due. The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The financial position of the Group and the Company at 31 March 2026, their cash flows and liquidity positions are disclosed in the financial statements. As at 31 March 2026, the Group had available cash of £0.28 million. As at 24 July 2026 the Group had an available cash balance of £1m.

The Group reported a loss after tax for the year ended 31 March 2026 of £5.9m (2025: £5.9m). The expected evolution of the business and significant post year end events are described in this Annual Report including within the Strategic Report. In addition, the Annual Report discloses the Group's objectives, policies and processes for managing its business and capital, its financial risk management objectives; details of its financial instruments; and its exposure to liquidity risk.

Through the last few years, the Group experienced extended periods of financial distress during which production and therefore revenues were intermittent and the Group continued to be late in settling various liabilities to creditors. During the year new financing was raised, with amendments agreed to the maturity and terms of existing financing and payment plans agreed with a number of creditors, which stabilised the Company and Group. The Company's strategy and plans as set out in this Annual Report will require additional funds to be raised. The Company is in advanced discussions with a number of potential counterparties in order to raise the necessary funds to progress its plans. However there remains a risk that the Company may not be able to raise the required funds in the time required.

The Board also recognises that the amended final maturity date of the 2022 Convertible Loan Notes, of £1.92 million plus accrued interest, falls due on 31 March 2027, which will require redemption in cash unless noteholders have served notice to convert their holding to ordinary shares of the Company prior to that date. To the extent that conversion has not been elected by the noteholders, and redemption in cash at final maturity by the Company is required, the Directors may seek to re-finance such outstanding notes or, if only required in part, redeem out of forecast available cash resources. The Directors consider that re-financing that amount, to the extent required after conversion elections made, would be reasonable to assume, noting that the Company has a strong track record in raising funds.

Should the Company not be able to raise the required funding and/or make alternative arrangements with the relevant providers of finance it would likely become insolvent. Overall, taking into account all relevant factors, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. For these reasons, the Directors continue to adopt the going concern basis in preparing the financial statements.

3 Adoption of new and revised standards

The Group and Company have adopted all recognition, measurement, and disclosure requirements of UK-adopted International Accounting Standards, including any new and revised Standards and Interpretations of IFRS, in effect for annual periods commencing on or after 1 April 2025.

The following UK-adopted International Accounting Standards or IFRIC interpretations were effective for the first time for the financial year beginning 1 April 2025. Their adoption has not had a material impact on the disclosures or on the amounts reported in this financial information:

Lack of Exchangeability - Amendments to IAS 21.

The following amendments are effective for the annual reporting period beginning 1 April 2026:

Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures); and Contracts Referencing Nature - dependent Electricity (Amendments to IFRS 9 and IFRS 7).

The following standards and amendments are effective for the annual reporting period beginning 1 April 2027:

The Group is currently assessing the effect of these new accounting standards and amendments.

4 Accounting policies

Basis of consolidation

Subsidiaries are all entities over which the Group has effective control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

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. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Acquisitions are accounted for as a business combination under IFRS 3 when they meet the criteria for recognition as a business, with inputs and processes capable of creating outputs on a standalone basis. In a business combination, the acquired assets and liabilities are initially recorded at fair values based on an assessment of value in use or market value. Any excess of fair value of the consideration at the acquisition date over the aggregate fair value of the net assets acquired represents goodwill, while a negative difference represents a bargain purchase gain, which is recognised immediately in the income statement.

At 31 March 2026, the Group consists of Total Graphite Plc the parent, and its wholly owned subsidiaries, Tirupati Madagascar Ventures Sarl, Etablissements Rostaing Sarl, Suni Resources S.A, Suni Balama Central S.A, and TGF Limited which was incorporated during the year in March 2026.

In the Company financial statements, investments in subsidiaries are accounted for at cost less impairment. All financial statements are made up to 31 March. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group. All intra-group transactions, balances, and unrealised gains on transactions between Group companies are eliminated on consolidation.

Segment reporting

The Group's chief operating decision makers are considered to be the Board and senior management who have determined that the Group has only one operating segment, being graphite mining extraction activities, and one geographical segment, Madagascar and Mozambique, as all the activities are closely linked and monitored as a single segment. Its corporate activities in the UK merely support these activities and are not seen as a separate reporting segment. Therefore results, assets and liabilities of the operating segment are the same as presented in the Group's primary statements.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods or services supplied in the course of ordinary business, stated net of discounts, returns and value added taxes. The Group conducts its sale of goods either on a Free on Board (FOB) or Cost Insurance Freight (CIF) basis, under industry-standard Incoterms. Under these Incoterms as per Uniform Customs and Practices, the point of transfer of control and risk for the goods sold to the buyer is when the goods are loaded on the ship and a bill of lading supplied. Thus, the point of revenue recognised by the Group is when goods have been duly sealed in containers for transportation and charge of the containers is transferred to the shipping line who issue the relevant shipping document as the goods are loaded on the ship. In respect of sales on a CIF basis, as the obligations to pay for transportation and insurance are satisfied at the point of loading, attributable elements of revenue are also recognised on receipt of shipping documents.

The Group provides customers with a right of return under standard commercial terms. Where a contract contains a right of return, the consideration received or receivable is variable. Revenue is recognised only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. A refund liability is recognised for the consideration received or receivable that the Group expects to refund to its customers. The liability is measured at the gross transaction price of the goods expected to be returned, calculated using either the expected value method or the most likely amount method based on historical data. At the end of each reporting period, the Group updates its assessment of expected returns and adjusts the refund liability accordingly, with a corresponding adjustment to revenue. Refund liabilities are presented within current liabilities in the Statement of Financial Position and are not netted against trade receivables. A right-of-return asset is recognised for the Group's right to recover products from customers upon settling the refund liability. The asset is initially measured by reference to the former carrying amount of the product (typically inventory cost) less any expected costs to recover the products, including any potential decreases in the value of the returned products.

Following the year end, the Company established a speciality graphite trading business as noted in the Chairman's Statement and an appropriate accounting policy will be developed going forwards.

Foreign currencies

For each entity, the Group determines the functional currency, and items included in the financial statements of each entity are recorded using that functional currency. The Group's consolidated financial statements are presented in Pounds sterling, which is also the Company's functional currency, which is considered the currency of the primary economic environment in which the Company operates, since sterling is the main currency of the Group's financing and the Group's assets are predominantly at the development stage, notwithstanding that the Company's revenues are mainly in US dollars. The functional currency of the subsidiaries in Madagascar and Mozambique are the respective local currencies.

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Foreign exchange differences arising on translation are recognised in profit or loss. For the purpose of consolidation, the year-end assets and liabilities are converted at closing rate. All income statement items are converted using average rates for the year. The difference arising on such is passed through Other Comprehensive Income and the Foreign Currency Translation Reserve. Translation differences arising on inter-company loans which form part of the net investment in a subsidiary are also recorded through Other Comprehensive Income and the Foreign Currency Translation Reserve.

Intangible assets

If the Group acquires new concessions and/or rights to explore (other than in a business combination) any excess of the consideration over the capitalised assets generally represents intangible exploration asset or mine development costs, depending on the stage of activity, and including the value of rights under the applicable licence concession.

Where a concession is held on a renewable basis, is initially recorded as an intangible asset and will be transferred to mining properties on commencement of commercial production, at which point it will be amortised on the same basis as mining properties for that site.

Impairment in the value of intangible exploration assets is assessed at least annually by reference to the resource volumes evaluated and plans to progress further exploration, evaluation or development studies. When an applicable exploration and evaluation-stage asset substantially reaches the development stage, the costs are reclassified to mine development asset and subsequently assessed for impairment along with PP&E, as above. The decision to move the asset from the exploration to the development stage will be made by management based on feasibility studies, a review of the available resources and the commercial viability of the project to move to production subject to obtaining the necessary licences.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Exploration and evaluation costs

The Group carries out exploration and evaluation activities to determine if resources are present and warrant further evaluation expenditure with the potential to result in an economic development.

The amount of expenses incurred are currently not material in amount and Group currently charges such costs to the income statement and does not recognise separate assets under IFRS 6.

Property, Plant and Equipment

Property, Plant and Equipment (PP&E) is recognised at cost less accumulated depreciation and any recognised impairment loss. Cost includes borrowing costs capitalised for major assets under construction (nil for 2026 and 2025).

Depreciation of these assets commences when the assets are ready for their intended use and is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Asset description	Asset class	Depreciation rate
Processing and power equipment	Mine development assets	10% per annum
IT equipment	Plant and machinery	20-25% per annum
Furniture and fittings	Plant and machinery	10-20% per annum
Vehicles and spares	Plant and machinery	10-30% per annum
Buildings	Mine development assets	2-5% per annum

Mine developments assets, including infrastructure development, are recognised as a separate category. Depreciation of mine development costs will be on a unit of production basis once the mines are more fully developed, based on the proportion that current period production bears to reserves. However, pending full development and categorisation of reserves mine development costs including

pending full development and categorisation of reserves, mine development costs including infrastructure development costs are being depreciated on a straight-line basis at 10% per annum, which is expected to be a conservative basis for the time being.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

All expenditure on the construction, installation or completion of facilities is capitalised and depreciated once the facility is being utilised. The assets capitalised relate to projects in Mozambique relating to graphite production facilities that are not currently being utilised and will be transferred to the appropriate asset class, once production commences.

An item of PP&E is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or scrapping of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Impairment of non-current assets

At each balance sheet date, the Group reviews the carrying amounts of its capitalised PP&E and mine development assets, to determine whether there is any indication that these assets have suffered an impairment. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Provision is made for any impairment and immediately expensed in the period.

Assets are assessed for impairment within cash-generating units which typically comprise individual concession or licence areas.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method in respect of finished product and mined ore, and on a FIFO basis in respect of materials, supplies and spare parts. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax is based on taxable profit or loss for the year. Taxable profit or loss differs from net profit or loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of professionals within the Company supported in certain cases based on specialist independent tax advice.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

No tax provision is required in respect of the only items of other comprehensive income which arise only on consolidation and are not taxable and/or represent differences between book and tax bases covered by available tax losses.

Financial Instruments

Initial recognition and measurement

The Group applies IFRS 9 "Financial Instruments" and has elected to apply the simplified approach method. The classification of financial assets depends on the nature of the assets and the purpose for which the assets were acquired. Financial assets are measured upon initial recognition at fair value plus transaction costs directly attributable to the acquisition of the financial assets. The financial assets are subsequently measured at amortised cost.

Loans and receivables

The principal financial assets are loans, trade receivables, which arise principally through the provision of goods and services to customers, other receivables such as tax balances and other types of contractual monetary assets.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the balance sheet date, which are classified as non-current assets.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with maturities of three months or less. Restricted cash comprises bank deposits held as security for bank guarantees issued in Mozambique against licence work obligations. The bank deposits are available at short notice to the Group but are not included as available cash and cash equivalents because in practice they are being used as security, so do not represent available liquidity.

Investments

Investment in subsidiaries are included at cost less impairment.

Financial assets - impairment

The Group assesses, on a forward-looking basis, the expected credit losses associated with its instruments carried at amortised cost and fair value through profit and loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities and equity instruments issued by the Group

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issued costs.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental

borrowing rate as the discount rate.

The Group determines its incremental borrowing rate based on the rate at which it has secured borrowing and makes certain adjustments to reflect the terms of the lease and type of the asset leased. The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Borrowings

Financial liabilities are recognised at amortised cost and include the transaction costs directly related to the issuance. The transaction costs are amortised using the effective interest rate method over the life of the liability.

Convertible Loan Notes ("CLNs") are recorded at their issue price. Any interest due on these CLNs is recorded on an accruals basis. On conversion/redemption the face value of converted CLNs is reduced from the total carried value. For CLN issues to date, the convertibility offering within the instrument has not been assessed as a separate derivative component in exchange of a lesser coupon as it has not been considered to be material to the financial statements.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, as set out above, with interest expense recognised on an effective yield basis.

Share based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value. Cancellations or settlements are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

Share capital and reserves

Share capital represents the nominal value of the issued share capital.

Share premium account represents amounts received in excess of the nominal value on the issue of share capital less any costs associated with the issue of shares.

Retained losses represents accumulated comprehensive income for the year and prior years excluding currency translation.

Foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign subsidiaries and the retranslation of monetary items forming part of the net investment in those subsidiaries.

Share warrant reserve represents the reserve for the equity component of warrants issued as per IFRS 2 share-based payments.

Merger reserve represents the merger of a subsidiary on a share exchange basis, acquiring greater than 90% of the entire issued share capital of the target company.

Restoration provision

The Group takes note of the regulations set out by the government requirements and the environmental conditions within the mining permits in the countries in which it operates in respect of site restoration and rehabilitating end-of-life production sites. Some work, such as construction of anti-erosion infrastructures, dam cleaning, soil restoration and some reforestation of areas, is undertaken on an ongoing basis. Provision for future mine restoration and related costs in Madagascar of £0.2 million (2025: £0.2 million) has been recognised in 2026 based on initial estimates of the existing obligations for remediation of tailings facilities, re-planting at the mine sites and similar, the timing of which will depend on future life of mine plans.

The new Board expects to undertake a more extensive review and quantification of potential restoration obligations in respect of its Madagascar and Mozambique mine sites.

Accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with UK-adopted IAS requires the use of estimates and judgements. These are continually evaluated and are based on historical experience and other factors, including expectations of future events that are considered to be reasonable under the circumstances.

Estimates

Estimates and assumptions may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Key estimates include the useful economic lives of PP&E; the recoverable amount of assets, including intangible assets in respect of exploration and exploitation rights; resource volumes and cost to extract resource used in assessments of impairment and recoverability; and fair values of assets and liabilities used in business combination accounting.

Estimates and assumptions concern the future; the resulting accounting estimates will, by definition, therefore seldom equal the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are described below.

Depreciation and Amortisation

Depreciation and amortisation rates for mine development costs normally depend on estimates of reserves to be produced, and the portion of those totals represented by current period production. At present, the Group recognises only resources and no reserves at its Madagascar mines. The Group has therefore adopted a flat 10% annual rate of amortisation for the Mine Development Assets to date and until reserves are established as a basis for depreciation. This was considered conservative in view of the low production levels in 31 March 2026.

Estimates in impairment models

Impairment testing requires an estimation of the value in use of the cash-generating units to which the assets have been allocated and of the fair value. These valuations in use calculation requires estimates of the future cash flows expected to arise from the cash-generating unit and a suitable discount rate to calculate the present value. The cash flow models incorporate estimates of future production, graphite prices and costs. Estimates of future production are informed by graphite resources estimates made under JORC standards, internally and using external experts. Future graphite prices are management estimates and depend on global produced quantities and qualities, demand and supply, innovation and development of the energy transition globally and geopolitical factors affecting trade and tariffs, among other factors. Future costs levels may vary according to the market factors such as fuel prices, ore qualities and yields as well as inflation. Subsequent changes to the quantum or to the timing of cash flows could impact on the carrying value of the respective assets.

Intangible exploration assets relate to consideration for the licence or concession on acquisition of the assets. Such assets currently have an indefinite useful life as the Group has a right to renew exploration licences. Management tests for impairment annually whether exploration projects have future economic value in accordance with this accounting policy.

Fair valuations in respect of business combinations

In a business combination, the Group is required to value the consideration provided and the fair valuation of the assets and liabilities acquired. Asset valuations will depend on similar estimates for the future and models of future cash generating potential as described under Estimates in impairment models above.

Judgements

As well as relying on estimates and assumptions, the Directors make judgements to define appropriate accounting policies and to apply to certain transactions and evaluations, including when the effective UK-adopted IAS and interpretations do not specifically deal with the related accounting issues. Key areas of judgements are described in more detail below.

Business combinations

The determination of whether an acquisition of new licences, assets and related attributes represents a business combination under IFRS 3 (required to be accounted for at the fair value of the assets and liabilities acquired) or a series of asset purchases to be accounted for at the allocated cost of acquisition of the separable assets plus the liabilities assumed, is a judgement as to whether the component parts represent an inter-related set of processes forming a business, or not.

Impairment of assets

As well as the use of estimates, the process of determining whether there is an indication of impairment or calculating any impairment requires critical judgement, including the Group's intention to proceed with future work programmes, the likelihood of licence, concession and permit renewal or extensions, whether sufficient data exists to indicate that the carrying amount of an asset is unlikely to be recovered in full and the success or otherwise of future mine development strategies. There was no impairment identified in 2026 or 2025.

Resources

Estimates of reserves and resources under JORC 2012 standards requires the exercise of technical judgements, including ore volumes, recovery factors, plant efficiency, all of which may affect estimates of future cash flows. Details in relation to the latest JORC reserves are given in the business review section of the report.

Receivables

The recoverability of receivables, including VAT recoverable and intragroup receivables, in both the Company and Group these are assessed at each reporting date. The recoverability of VAT requires

judgement on the extent of any potential disallowances and or non payment by the relevant authorities when claims are reviewed, though the Group's experience is that while delay in payment is common, disallowances are ultimately not material and accordingly no impairment of the receivables has been recognised. The non UK VAT in the Group amounted to £1.02 million (2025: £1.8 million).

In relation to intragroup balances as disclosed in note 14 of £4.669 million (2025: £3.104 million) due to the Parent Company, these are assessed for recovery under IFRS9. Based on a review of recoverability the expected credit loss (ECL) was assessed at £2.8 million in 2024, based on a reassessment of the recoverability no additional provision was required in 2025 or 2026.

Provision for restoration costs

The Group takes note of the regulations set out by the government requirements and the environmental conditions within the mining permits in the countries in which it operates in respect of site restoration and rehabilitating end-of-life production sites. Some work, such as construction of anti-erosion infrastructures, dam cleaning, soil restoration and some reforestation of areas, is undertaken on an ongoing basis. Provision for future mine restoration and related costs in Madagascar of £201,000 (2025: £201,000) has been recognised at 31 March 2026 based on initial estimates of the existing obligations for remediation of tailings facilities, re-planting at the mine sites and similar, the timing of which will depend on future life of mine plans. The new Board expects to undertake a more extensive review and quantification of potential restoration obligations in respect of its Madagascar and Mozambique mine sites.

Estimation of credit losses and impairment of investments

Management make judgements in relation to the future recoverability of receivables, In relation to the parent Company there are substantial loans outstanding and investments made into the subsidiaries as detailed in note 14. The management has used the guidance as noted in IFRS9 to make judgements in relation to the future risk of default, the ability of the Company to achieve its production targets and achieve a sufficient level of profits to repay the loans, inherent in this model are a number of judgements. The management estimated that no additional provision was required in the current year to that already provided

A provision of £2.8 million has been carried forward from earlier years.. (2025 £2.8 million).

Classification of amounts due from group undertakings from the Company's subsidiary Tirupati Madagascar Ventures Sarl ("TMV") which operates the Vatomina mine

The receivable from the Company's subsidiary TMV is included within current assets at 31 March 2026, on the basis that it is repayable on demand and as at that date, was expected to be recovered within 12 months. Post year end events including the decision to pause Vatomina's production, which was taken in June 2026, indicate that the receivable will not be fully recovered within 12 months of the year end, which may potentially impact the future classification of the balance.

5 Revenue

The Group and the Company derive revenue from customers in the following geographical regions:

	2026	2025
	£000	£000
USA	29	135
Europe	426	31
Asia	1,201	1,370
Africa	9	39
	1,665	1,575

Three customers constituted more than 10% of the revenue, their respective share of revenue is as follows:

	2026	2025
	£000	£000
Customer A	548	439
Customer B	363	288
Customer C	232	252
	1,143	979

6 Cost of sales

Cost of sales comprises:

2026	2025
£000	£000

Mining & Processing Costs	1,050	693
Human Resource Costs	323	331
Logistics, Utilities & Plant Admin Costs	797	554
(Increase) / decrease in inventory	(63)	700
	<u>2,107</u>	<u>2,278</u>

7 Administrative expenses

Administrative expenses comprises:	2026	2025
	£000	£000
Depreciation on other assets	100	95
Net foreign exchange loss	48	55
Professional fees and service providers	1,035	448
Insurance	99	68
Director emoluments	402	694
Management salaries	966	691
Brokerage	-	83
Bank charges	65	70
Travel expenses	77	14
Guest house & camp	37	43
Security expenses	80	70
Rents & land expenses	52	96
Office expenses	351	185
Provisions*	-	499
Other admin expenses	186	256
	<u>3,498</u>	<u>3,367</u>

*Provisions principally represent amounts provided against unresolved claims received from certain suppliers and provisions against certain receivables not yet collected. There was no movement in provisions in the year (see contingent liabilities note 26 for further details).

8 Auditors' remuneration

Fees payable to the Company's auditor and their associates for the audit of the Company and consolidated financial statements:	2026	2025
	£000	£000
Current years audit	145	145
Prior year's audit	140	62
Fees payable to local auditors for statutory audits of subsidiaries	6	3
	<u>291</u>	<u>210</u>

9 Staff number and costs

Group

The aggregate remuneration comprised:	2026	2025
	£000	£000
Directors' emoluments (including payments in lieu of pensions)	402	694
Employee wages and salaries (including management salaries)	1,242	1,610

Employee wages and salaries (including management salaries)	1,242	1,010
Employer social tax and national insurance	33	19
Contributions to UK defined contribution pension schemes	7	2
	<u>1,684</u>	<u>2,325</u>

	2026	2025
The average number of employees (including Directors) was:	<u>281</u>	<u>343</u>

	2026	2025
	£000	£000
Remuneration of the highest paid director:		
Emoluments and fees	124	266
Payment in lieu of retirement benefits	8	25
	<u>132</u>	<u>291</u>

Further details in relation to Directors remuneration and wages and salaries is given in the Remuneration Report.

10 Finance Income and costs

	2026	2025
	£ 000	£ 000
Finance income		
Interest income	66	150
Finance costs		
Interest expense	<u>(887)</u>	<u>(664)</u>
Net finance costs	<u>(821)</u>	<u>(514)</u>

Finance income includes interest earned on bank deposits which secure guarantees of licence obligations in Mozambique.

11 Income tax

Tax charged in the income statement

	2026	2025
	£ 000	£ 000
Current taxation		
Income tax	<u>20</u>	<u>71</u>

The tax on loss before tax for the year is higher than the standard rate of tax in United Kingdom of 25% (2025 - higher than the standard rate of tax in United Kingdom of 19% at the small companies rate). The differences are reconciled below:

	2026	2025
	£ 000	£ 000
Loss before tax	<u>(5,921)</u>	<u>(5,813)</u>
Corporation tax at standard rate - 25% (2025: smaller companies rate - 19%)	(1,480)	(1,104)
Effect of expenses not deductible in determining taxable profit	47	104
Tax losses carried forward (deferred tax not recognised)	1,330	1,779
Unrealised gains eliminated on consolidation	-	(770)
Increase from effect of foreign tax rates	103	-
Fixed tax liability arising in subsidiaries	<u>20</u>	<u>62</u>
Total tax charge	<u>20</u>	<u>71</u>

Deferred tax

Unutilised taxation losses arising in the Group of £21.8 million (2025: £21.1 million). Unutilised tax losses arising in the UK amount to £10.8 million (2025: £8 million).

Unrecognised deferred taxation assets	2026	2025
	£000	£000
Taxation losses - Group	4,937	7,655
Taxation losses - Parent	2,723	1,500

The unrecognised taxable losses have been carried forward as the Directors are uncertain if there will be sufficient taxable profits in the foreseeable future to offset the losses incurred.

12 Intangible assets

Group

	Sahamamy licence concession £ 000	Total £ 000
Cost or valuation		
At 1 April 2024	3,569	3,569
Currency translation	(293)	(293)
At 31 March 2025	3,276	3,276
At 1 April 2025	3,276	3,276
Currency translation	293	293
At 31 March 2026	3,569	3,569
Amortisation		
At 1 April 2024	-	-
At 31 March 2025	-	-
At 1 April 2025	-	-
At 31 March 2026	-	-
Carrying amount		
At 31 March 2026	3,569	3,569
At 31 March 2025	3,276	3,276
At 31 March 2024	3,569	3,569

Intangible assets comprise allocations of purchase consideration to rights under mining concessions and licences, including rights to explore. The licence relates to the Sahamamy project located in Madagascar, further information in relation to the licence is given in the Business Review.

Currently Sahamamy is not operational and the Company is actively considering ways to accelerate development and restart production. The carrying value of these intangible assets together with the relevant property, plant and equipment of £3.5m (2025: £3.8m) which together comprise the Sahamamy project, were assessed for impairment as at 31 March 2026 through a consideration of the FVLCD of these assets.

The key assumptions used include a long term estimated graphite price of 900 per tonne, a discount factor of 15% (based on a combination of the risk free rate, country risk premium and the stage of the project) and forecast cost structure (based on experience at both Sahamamy and Vatomina). The cash flow projections used to consider the FVLCD cover a period of 12 years, which is considered appropriate as mining projects are long term, capital intensive projects.

The fair values for Sahamamy is estimated based on indicated and inferred resources.

As part of the assessment a range of sensitivities were considered including a 10% reduction in forecast sales price, a 10% reduction in forecast production volumes, a 10% increase in forecast costs, and a 10% increase in the discount factor none of which indicated an impairment.

The estimated breakeven (i.e. no impairment indicated) graphite sales price assumption the impairment test based on internal conservative models for Sahamamy 785 per tonne. This model do not take into account, potential upsides from potential plant expansions, increased mine life from existing resources

and/or exploration potential, efficient gains, cost saving initiatives (including the potential use of renewable energy sources such as hydropower and solar) or the expected demand driven increases in graphite prices from the global energy transition.

The estimated breakeven (i.e. no impairment indicated) discount factor assumption the impairment test based on internal conservative models for is Sahamamy 27%.

Following their assessment, on the basis that the Company considers the Sahamamy project to have significant potential, has three licences to grow the footprint under application, is actively seeking ways to accelerate development and the estimated value is above the carrying value, the Directors concluded that no impairment charge was required for the year ended 31 March 2026.

13 Property, plant and equipment

Group

	Mine development assets £ 000	Plant and machinery £ 000	Assets not utilised in production £ 000	Total £ 000
Cost or valuation				
At 1 April 2024	6,489	9,143	8,692	24,324
Additions	64	41	-	105
Disposals	-	(487)	-	(487)
Currency translation	(242)	(464)	71	(635)
At 31 March 2025	6,311	8,233	8,763	23,307
At 1 April 2025	6,311	8,233	8,763	23,307
Additions	95	72	46	213
Disposals	-	(23)	-	(23)
Currency translation	99	126	197	422
At 31 March 2026	6,505	8,408	9,006	23,919
Depreciation				
At 1 April 2024	758	3,668	-	4,426
Charge for year	300	960	-	1,260
Eliminated on disposal	-	(332)	-	(332)
Currency translation	(202)	(712)	-	(914)
At 31 March 2025	856	3,584	-	4,440
At 1 April 2025	856	3,584	-	4,440
Charge for the year	308	956	-	1,264
Currency translation	66	341	-	407
At 31 March 2026	1,230	4,881	-	6,111
Carrying amount				
At 31 March 2026	5,275	3,527	9,006	17,808
At 31 March 2025	5,455	4,649	8,763	18,867
At 31 March 2024	5,731	5,475	8,692	19,898

Mine development assets include a Right of Use Asset with a carrying value of £94,000 (2025: £54,000) including accumulated depreciation of £21,000 (2025: £13,000) at 31 March 2026.

At each balance sheet date the Directors are required to consider whether the property, plant and equipment, comprising, mining development assets, plant and machinery and assets not utilised in production have suffered any impairment. Assets not utilised in production principally relate to the Montepuez project in Mozambique. The Company is actively considering ways to accelerate development of each project. These carrying values of property plant and equipment were assessed for impairment as at 31 March 2026 through a consideration of the fair value less costs to sell of the relevant assets. The key assumptions used include a long term estimated graphite price of 900 per tonne, a discount factor (based on a combination of the risk free rate, country risk premium and the stage of the project, of 12% for Vatomina and, 15% for Montepuez and Balama Central) and forecast cost structures (based on experience at Vatomina for Montepuez and Balama Central based on feasibility studies). The cash flow projections used to consider the fair value less costs to sell cover a period of 12 years for Vatomina, and 25 years for Montepuez, which are considered appropriate as mining projects are long term, capital intensive projects.

The fair values for Vatomina and Sahamamy are estimated based on indicated and inferred resources, whilst Montepuez is based on measured and indicated resources and Balama Central is based in indicated resources only

As part of the assessment a range of sensitivities were considered including a 10% reduction in forecast sales price, a 10% reduction in forecast production volumes, a 10% increase in forecast costs, and a

10% increase in the discount factor none of which indicated an impairment.

The estimated breakeven (i.e. no impairment indicated) graphite sales price assumption the impairment test based on internal conservative models for Vatomina is 695 per tonne, Montepuez (phase 1 only of a potential 3 phases) 800 per tonne and for Balama Central 700 per tonne. These models do not take into account, potential upsides from potential plant expansions, increased mine life from existing resources and/or exploration potential, efficient gains, cost saving initiatives (including the potential use of renewable energy sources such as hydropower and solar) or the expected demand driven increases in graphite prices from the global energy transition.

The estimated breakeven (i.e. no impairment indicated) discount factor assumption the impairment test based on internal conservative models for Vatomina is 36%, Montepuez (phase 1 only of a potential 3 phases) 20% and for Balama Central 27%.

Following the assessment, on the basis that the Company considers each project to have significant potential, that the Company is actively seeking ways to accelerate development of each asset and that the estimated values are above the relevant carrying values, the Directors concluded that no impairment charges were required for the year ended 31 March 2026.

14 Investments

Company	Registered location	Business activity	Class of share	Shareholding %
Tirupati Madagascar Ventures Sarl	Lot II N 95 SB BIS E, Ambatobe, Antananarivo 103, Madagascar	Graphite mining	Ordinary shares	98% Note (a)
Etablisements Rostaing Sarl	Lot II N 95 SB BIS E, Ambatobe, Antananarivo 103, Madagascar	Graphite mining	Ordinary shares	95% Note (b)
Suni Resources, S.A.	Av. Julius Nyrere, n.º 4000, Edifício Solar das Acácias, n.º 5 e 6, Cidade de Maputo, Mozambique	Graphite mining	Ordinary shares	99.99% Note (c)
Suni Balama Central, S.A.	Av. Julius Nyrere, n.º 4000, Edifício Solar das Acácias, n.º 5 e 6, Cidade de Maputo, Mozambique	Graphite mining	Ordinary shares	99.98% Note (d)
TGF Limited	PO Box 451, Market Building, Fountain Street, St Peter Port, Guernsey, GY1 3GX.	Dormant	Ordinary shares	100% Note (e)

a) Balance 1% each is held by Mr. S. Poddar & Mr. H. Poddar respectively on behalf of the Company.

b) Balance 5% is held by Mr. S. Poddar on behalf of the Company.

c) Balance 0.0003% is held by Mr. S. Poddar on behalf of the Company.

d) Balance 0.022% is held by Mr. S. Poddar and Ms P. Poddar on behalf of the Company.

e) The Company was incorporated on 20 May 2025.

Investments and amounts due from subsidiaries

	Shares in group undertakings	Loans due from group undertakings	Total
Cost	£'000	£'000	£'000
1 April 2024	9,359	17,346	26,705
Addition	-	971	971
31 March 2025	9,359	18,317	27,676
Addition	-	278	278
Currency retranslation	-	(588)	(588)
31 March 2026	9,359	18,007	27,366
Impairment provision			
1 April 2024 and 1 April 2025	-	2,801	2,801
Impairment provision	-	-	-
31 March 2025 and 31 March 2026	-	2,801	2,801
31 March 2026	9,359	15,206	24,565

31 March 2025	9,359	15,516	24,875
31 March 2024	9,359	14,545	23,904

The investments together with the loans represent the investments into the subsidiaries and in the opinion of the Directors the aggregate value of the investments in the subsidiaries is not less than the amount shown in these financial statements. The Directors review the intercompany borrowings on a regular basis, together with the associated cash flow forecasts of each company, and assess under the expected credit loss (ECL) model as required by IFRS 9.

The Company has applied IFRS 9 in the current period and estimates that there is charge to the ECL calculated of £Nil (2025: £Nil) on the receivables from the subsidiaries. The total ECL as at 31 March 2026 is £2,801,000 (2025: £2,801,000).

15 Inventories

	Group	Group	Company	Company
	2026	2025	2026	2025
	£ 000	£ 000	£ 000	£ 000
Raw materials and consumables	399	392	-	-
Finished and semi finished goods	167	111	-	-
	566	503	-	-

No provisions have been made against the cost of inventories (2025: £nil).

The movement in inventories recognised as a credit in the income statement £63,000 (2025: expense £700,000) see note 6.

16 Trade and other receivables

	Group	Group	Company	Company
	2026	2025	2026	2025
	£000	£000	£000	£000
Non-current				
Deposits	19	42	-	-
	19	42	-	-
	Group	Group	Company	Company
	2026	2025	2026	2025
	£ 000	£ 000	£ 000	£ 000
Current				
Trade receivables	185	89	56	12
Amounts due from group undertakings	-	-	4,669	3,104
Other receivables	3,594	2,242	2,255	62
	3,779	2,331	6,980	3,178

Other receivables includes:

(a) VAT receivables of £0.6 million (2025: £1.2 million) in respect of Madagascar VAT which is considered to be fully recoverable, due to the track record of VAT recovery.

(b) VAT receivables of £0.67 million (2025: £0.85 million) in respect of Mozambique VAT, which represents a gross amount of £1.3m (2025: £1.5m) net of provisions against uncertainty of timing and recovery. The Directors consider that no further provision is required as at 31 March 2026.

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. They are generally due for settlement within 15-45 days and therefore are all classified as current. Trade

They are generally easier to collect than receivables and therefore are an essential to current cash flows. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. All sales of the Company are in US Dollars.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on the days past due.

Trade receivables are provided for when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due. As explained in Note 18, a related party receivable balance due from Haritmay Ventures LLP of £287,000 was fully provided against in 2024. See Note 18 regarding disputed balances with Pranagraf, formerly a related company, in respect of both payable and receivable balances, which includes a receivable balance of £88,000 fully provided against in the prior year.

17 Trade and other payables

	Group	Group	Company	Company
	2026	2025	2026	2025
	£ 000	£ 000	£ 000	£ 000
Current				
Trade payables	1,949	1,753	1,085	956
Accrued expenses	1,775	1,478	1,389	1,186
Other taxes payable	205	186	-	31
Advance payments from customers	-	204	-	204
	<u>3,929</u>	<u>3,621</u>	<u>2,474</u>	<u>2,377</u>
	Group	Group	Company	Company
	2026	2025	2026	2025
	£000	£000	£000	£000
Non-current				
Lease liability	74	37	-	-
	<u>74</u>	<u>37</u>	<u>-</u>	<u>-</u>

The lease liability relates to leases over land in relation to the Vatomina project for 18 years hence.

The Directors consider that the carrying amount of trade payables approximates to their fair value.

18 Related party transactions

Remuneration of key management personnel

The total amount remaining unpaid with respect to remuneration of key management personnel amounted to £682,756 in the current year (2025: £349,598). Further information about the remuneration of the individual Directors is set out in the audited section of the report on directors' remuneration on pages 37-39.

In addition to the Directors other key management personnel are Arun Somani appointed as CEO in October 2025, Thomas Hill who was appointed as Group CFO on the 1 April 2026 and subsequently as a Finance Director on 3 June 2026, and Andrew Wright who was appointed as a non-executive Director on 3 June 2026.

Related party transactions

a) The transactions between the Parent Company and the subsidiaries comprised the following:

- Purchases of graphite £1,162,000 (2025: £1,100,000).
- Procurement of goods recharged to subsidiaries £32,000 (2025: £500,000).
- Funding provided to subsidiaries £245,000 (2025: £318,000).

The balances due from the subsidiaries are disclosed in notes 14 and 16.

b) During the year the following transactions were carried out with company in which Mr Christian St. John Dennis is a Director.

Optiva Securities Limited ("Optiva") is a United Kingdom stock brokerage firm that has provided broking services to the Company. For the year ended 31 March 2026 Optiva charged £317,000 (2025: £93,205) in respect of retainers, commissions and advisory fees. Optiva also holds certain interests in Ordinary shares and convertible loan notes of the Company, as disclosed in the Directors' Report.

c) Certain directors have holdings or an interest in ordinary shares and convertible loan notes of the Company, as disclosed in the Directors' Report, in addition certain current and former directors have

provided loans to the Company as disclosed in note 19.

d) PranaGraf Materials and Technologies Private Limited ("Pranagraf") is an entity incorporated in India. Pranagraf was previously connected to the Company in that both Shishir Poddar and Hemant Poddar were directors and shareholders of Pranagraf, Shishir Poddar was formerly the Company's CEO and director and Hemant Poddar was also a former non executive director of the Company. Ms P Poddar is also understood to be a director of Pranagraf and is a former Director of the Company. Pranagraf was formerly used by Mr S Poddar as a channel for provision of services and procurement, including accountancy and IT services, and materials to the Group. Mr S Poddar and Pranagraf have, since January 2025, denied access to the Group to its previous accounting systems and data which were administered by Mr Poddar and Pranagraf, following the termination of Mr S Poddar's employment with the Company. they withheld access, and continue to do so. Due to the inability to access the prior period records the Company reconstructed its accounting records.

See Note 26 regarding claims from PranaGraf.

There were no purchases or sales between the Group and Pranagraf during the current year (2025: purchase invoices and claims of £0.5m; sales of £0.4million).

Haritmay Ventures LLP ("Haritmay") is an entity incorporated in India which was engaged in manufacturing graphite processing machinery and equipment, some of which the Group used in its projects. The Company was formerly connected to Haritmay in that former CEO and significant shareholder Shishir Poddar is a controlling shareholder of Haritmay and Ms P Poddar is also a shareholder. As at 31 March 2026 and 31 March 2025, a net amount of £287,039 was receivable from Haritmay. In view of the uncertainty around recovery of that amount, the receivable balance was fully provided against in the year ended 31 March 2024. In January 2025, the Company issued a legal notice to Haritmay for the repayment of the £287,039. Haritmay has formally denied liability, asserting that the balance represents advances for machinery ordered by the Group between December 2022 and February 2023 which was partially manufactured and that production was halted at the Company's instruction owing to financial constraints. No contract or purchase order has been provided to support these claims. Haritmay claims to maintain possession of the unfinished machinery and reports ongoing storage costs. The Group has no requirement for any machinery which Haritmay purports was ordered and partly manufactured.

e) Advance Graphite Materials Private Limited ("AGM") is an Indian company involved in graphite trading and processing. AGM is majority-owned and controlled by Mr. Hemant Poddar, a former non-executive director and a significant shareholder of the Company. During the year ended 31 March 2026 AGM purchased £nil of flake graphite from the Group (2025: £62,500) on an arm's length term.

19 Loans and borrowings

	Group and Company	Group and Company
	2026	2025
	£000	£000
Current loans and borrowings		
2019 CLN	-	909
2022 CLN	1,917	25
2025 CLN series 1	-	1,560
2024 CLN	50	-
Promissory note	-	318
Other loans	187	237
Total current loans and borrowings	2,154	3,049
Due one - two years	Group and Company	Group and Company
	2026	2025
	£000	£'000
2022 CLN	-	1,862
2024 CLN	-	50
Total non-current loans and borrowings	-	1,912
Total borrowings	2,154	4,961

Movements in Company and Group borrowings	Group and Company	Group and Company
	2026	2025
	£000	£000
Balance at 1 April	4,961	2,975
CLN's issued	3,935	50
Other loans	-	262*
Promissory note	(318)	318
Advances for CLN	-	1,560
CLNs converted into equity (including interest)	(7,454)	-
Interest accrued converted into equity included above	1,030	-
Loan repayments	-	(204)
Balance at 31 March	2,154	4,961

*£50,000 of the loans brought forward were converted into a CLN during 2026.

All of the borrowings described above are unsecured and rank pari passu as unsecured obligations of the Company. The Company issued a total of 463,986,504 new ordinary shares on the 26 March 2026, in settlement of the liabilities of the CLNs totalling £7.454 million (including accrued interest) as follows:

- The Company issued new ordinary shares of 44,525,890 for the existing 2019 CLN, series in aggregate converting £1.161million of liabilities, including accrued interest, to equity.
- In addition to the 2025 Series 1 CLNs outstanding at the start of the year further funds of £2.94 million were received during the year for 2025 Series 1 CLNs. The Company issued new ordinary shares of 334,526,791 for the 2025 Series 1 in aggregate converting £5.02 million of liabilities, including accrued interest, to equity.
- Funds of £0.26 million were received during the year for 2025 Series 2 CLNs. The Company issued new ordinary shares of 18,400,674 for the 2025 Series 2 CLNs in aggregate converting £0.276 million of liabilities, including accrued interest, to equity.
- Funds of £0.735 million were received during the year for bridge CLNs. The Company issued new ordinary shares of 66,533,149 for the bridge CLNs in aggregate converting £0.997 million of liabilities, including accrued interest, to equity.

The terms of the convertible loan notes have been amended during the year as follows:

Term	2019 CLN terms as at 1 April 2025	Changes to the 2019 CLN terms during the year and as at 31 March 2026
Coupon	12% payable half yearly	Interest amended to 16% per annum with backdated effect from 1 July 2024. Interest to be rolled up in the principal amount due at conversion or redemption. At the election of the Company, that interest could be paid in Ordinary Shares at conversion or redemption, calculated at 3.75p per ordinary share to 30 June 2025 and 2.5 pence thereafter
Maturity	31 December 2024, as previously amended from original 3 years from issue date	31 March 2026
Conversion	At the holders' option	Additionally at the Company's option as soon as the resulting shares could be admitted to trading
Conversion price	45p per ordinary share	2.5p per ordinary share

	2022 CLN terms as at 1	Changes to the 2022 CLN
--	------------------------	-------------------------

Term	April 2025	terms during the year and as at 31 March 2026
Coupon	12% payable half yearly.	Interest amended to 16% per annum with backdated effect from July 2024 to 26 July 2025 and to 15% per annum from 27 July 2025 onwards
Maturity	3 years from date of issue	31 March 2027
Conversion	At the holders' option	At the holders' option
Conversion price	60p per Ordinary Share year, 75 pence year, 2 and 90 pence year 3	3.75 pence per ordinary share

Term	2024 CLN terms as at 1 April 2025	Changes to the 2024 CLN terms during the year and as at 31 March 2026
Coupon	12% payable half yearly. The Company may elect to pay interest or principal amount due in ordinary shares at a 10% discount to the recent trading price	No changes
Maturity	3 years from date of issue	
Conversion	At the holders' option	
Conversion price	3.75p per share	

Term	2025 Series 1 CLN terms as at 1 April 2025 and on issue during the year prior to changes	Changes to the 2025 Series 1 CLN terms during the year and as at 31 March 2026
Coupon	12% payable half yearly.	12% payable half yearly
Maturity	31 December 2025	31 March 2026
Conversion	At the holders' option	Additionally at the Company's option as soon as the resulting shares could be admitted to trading
Conversion price	3.75p per ordinary share	1.5p per ordinary share
Warrants	1 warrant exercisable at 3.75p per ordinary share issued on conversion	2 warrants exercisable at 3.75p for every 5 shares issued on conversion

Term	2025 Series 2 CLN terms on issue during the year	Changes to the 2025 Series 2 CLN terms during the year and as at 31 March 2026
Coupon	12% payable half yearly	12% payable half yearly
Maturity	31 December 2025	31 March 2026
Conversion	At the holders' option	Additionally at the Company's option as soon as the resulting shares could be admitted to trading
Conversion price	3.75p per ordinary share	1.5p per ordinary share
Warrants	1 warrant exercisable at 3.75p per ordinary share issued on conversion	2 warrants exercisable at 3.75p for every 5 shares issued on conversion

Term	2025 Series 3 CLN / Bridge CLN terms on issue during the year	2025 Series 3 CLN / Bridge CLN terms as at 31 March 2026
Coupon	10% per month payable in	No changes

	ordinary shares on conversion
Maturity	31 March 2026
Conversion	At the holders' option. Additionally at the Company's option as soon as the resulting shares could be admitted to trading
Conversion price	1.5p per ordinary share
Warrants	1 warrant exercisable at 3.75p per ordinary share issued on conversion

The balance of the promissory note was repaid at maturity in May 2025.

Other loans were received which carry interest at 12%. The amounts concerned are as follows:

Group and Company	Maturity	Group and Company	Group and Company
		2026	2025
		£	£
M Lynch-Bell (former director)	See below*	-	50,000
M Lynch-Bell (former director)	On demand	8,000	8,000
A Bath (former director)	On demand	130,000	130,000
P Poddar (former director)	On demand	49,800	49,800
		<u>187,800</u>	<u>237,800</u>

*This loan due to M Lynch-Bell was converted into a Convertible Loan Note during the year.

20 Cash and cash equivalents

	Group 2026 £ 000	Group 2025 £ 000	Company 2026 £ 000	Company 2025 £ 000
Cash at bank	277	172	22	126
Cash and cash equivalents in statement of cash flows	277	172	22	126
Restricted cash	1,723	1,777	-	-

Restricted cash comprises bank deposits held as security for bank guarantees issued in Mozambique against licence work obligations. The bank deposits are available at short notice to the Group but are not included as available cash equivalents because in practice they are being used as security, so do not represent available liquidity.

21 Loss per ordinary share

	2026	2025
Loss attributable to equity holders of the Company (£'000)	(5,941)	(5,884)
Weighted average number of ordinary shares in issue	148,379,006	131,159,881
Loss per share (pence)	<u>(4.00)</u>	<u>(4.49)</u>

The calculation of basic and diluted loss per share from continuing operations is based upon the loss from continuing operations for the financial year of £5,941,000 (2025: £5,884,000), divided by the weighted average number of ordinary shares in issue in the period. The dilutive instruments comprising all the warrants and convertible loan notes issued by the Company have an anti-dilutive effect on loss per share. The weighted average number of ordinary shares for calculating the basic loss per share in 2026 and 2025 is shown below.

Full details of warrants and share options issued after the year end are detailed in the events after the reporting period in note 29. In total 54,483,333 warrants and 26,000,000 share options were agreed to be issued. This subsequent issuance introduces potential future dilution, which could alter future earnings per share calculations but does not impact the current period's reporting.

22 Notes to the cash flow statement

	Group 2026	Group 2025	Company 2026	Company 2025
	£'000	£'000	£'000	£'000
Loss for the year	(5,941)		(3,226)	(3,010)
Adjusted for:				
Finance income	(66)	(150)	-	-
Finance expenses	887	664	865	531
Directors remuneration settled by issue of equity	-	323	-	323
Increase in restricted cash	54	32	-	-
Depreciation and amortisation of fixed assets	1,264	1,206	-	-
Increase in provisions	-	201	-	-
(Increase)/decrease in inventories	(63)	707	-	-
Decrease/(increase) in receivables	484	336	(1,642)	459
Gain/(loss) on disposal	(4)	64	-	-
Increase in trade and other payables	236	865	216	1,033
(Decrease)/increase in deposits	23	(12)	-	-
Foreign Exchange - loans subsidiary	-	-	588	-
Cash outflow from operations	(3,126)	(1,594)	(3,199)	(664)

23 Share capital

Issue and fully paid

	Number	£000
At 31 March 2026 - Ordinary shares of 1p each	762,447,924	7,625
At 31 March 2026 - Deferred shares of 1.5p each	138,561,420	2,709
		9,704
At 31 March 2025 - Ordinary shares of 2.5p each	138,561,420	3,465

On 6 January 2026 after a successful passing of a resolution at a General Meeting, the existing shares with a nominal value of 2.5p were sub-divided with each existing ordinary share of 2.5p divided into one new ordinary share of 1p a total of 136,561,420 shares ("New Ordinary Shares") and one deferred share of 1.5p a total of 138,561,420 shares ("Deferred Shares") each such Deferred Share having no voting or dividend rights. Each ordinary share carries the right to vote at general meetings of the Company, dividends and capital distribution (including on winding up) rights, but do not confer any rights of redemption.

The New Ordinary Shares became effective on the 14 January 2026.

During the year a total of 623,886,504 new ordinary shares (of 1 pence each) were issued on 27 March 2026 as follows:

(a) The Company issued 159,900,000 shares by successfully completing a placing at a price of 1.5p

(a) The Company issued 100,000 shares by successfully completing a placing at a price of 1p resulting in proceeds of £2,398,500. For every two shares issued the Company issued 1 warrant to subscribe for an ordinary share at an exercise price of 3.75 pence with a two year life.

(b) The Company issued 463,986,504 shares satisfied by the conversion of Company debt amounting to £7,453,000 at an average share price of 1.6p a share as set out below. Additionally 207,704,135 warrants were issued to CLN holders as set out in note 24, at an exercise price of 3.75 pence with a two year life:

(i) The Company issued new ordinary shares of 44,525,890 for the existing 2019 CLN, series in aggregate converting £1.161 million of liabilities, including accrued interest, to equity.

(ii) In addition to the 2025 series 1 CLNs outstanding at the start of the year further funds of £2.94 million were received during the year for 2025 Series 1 CLNs. The Company issued new ordinary shares of 334,526,791 for the existing 2025 Series 1 in aggregate converting £5.02 million of liabilities, including accrued interest, to equity.

(iii) Funds of £0.26 million were received during the year for 2025 Series 2 CLNs. The Company issued new ordinary shares of 18,400,674 for the 2025 Series 2 CLNs in aggregate converting £0.276 million of liabilities, including accrued interest, to equity.

(iv) Funds of £0.735 million were received during the year for bridge CLNs. The Company issued new ordinary shares of 66,533,149 for the bridge CLNs in aggregate converting £0.998 million of liabilities, including accrued interest, to equity.

The above share issues were implemented through a cash box structure, whereby the Company incorporated a new subsidiary (TGF Limited) in the year, which issued redeemable preference shares to both the subscribers for the placing and the relevant CLN holders. These redeemable preference shares were then acquired by the Company for shares, which were then distributed to the subscribers and CLN holders. The redeemable preference shares were then redeemed by TGF Limited resulting in the Company receiving the proceeds of the placing and extinguishing the liabilities as noted above.

As part of the cash box structure, prior to the issue of the preference shares, 11% of the share capital of TGF Limited was issued for consideration of £11 to Optiva Securities Limited. This 11% was acquired by the Company for £11 as part of the agreement to acquire the redeemable preference shares.

As the Company issued shares as part of a transaction to increase its ownership of TGF Limited from 89% to 100%, under the Companies Act, merger relief should be applied and accordingly the difference between the net proceeds and the nominal value of the shares has been accounted for as a Merger Reserve.

The rights attaching to the shares are detailed in the Directors report on page 31.

24 Options and Warrants over Ordinary Shares

On 27 March 2026, a total of 207,704,135 warrants were issued as part of the conversion of Convertible Loan Notes ("CLN warrants") into equity as follows:

2025 S1 Conversion 133,810,716 warrants
2025 S2 Conversion 7,360,270 warrants
2025 S3 Conversion 66,533,149 warrants

The CLN warrants have an exercise price of 3.75p and expire on 27 March 2028.

The warrants issued to the investors in relation to the placing that raised £2,398,500 amounted to 79,950,000 warrants ("the placing warrants") at 3.75p and expire on 27 March 2028.

The weighted average remaining contractual life of options and warrants outstanding as at 31 March 2026 was therefore twenty four months.

All warrants and share options are equity-settled. The fair value of these awards has been calculated at the date of grant of the award. The fair value of the warrants granted was calculated using a Black-Scholes model.

Changes in the assumptions can affect the fair value estimate of a Black-Scholes model.

The following were the key assumptions used to estimate the fair value of the warrants issued in the year:

- Expected volatility: 70%
- Contractual life of the warrant: 24 months
- Risk free interest rate: 3.75% p.a.
- The share price at the date of grant was 1.52p
- Expected dividend yield is nil during the contractual life of the warrant.

The fair value was calculated as £661,000. As this was part of a transaction that involved the issue of shares as well as the conversion of CLN's, the fair value has been shown as an apportionment of the

merger reserve completed as further explained in the share capital note 23.

The Company had obligations arising from the financing transactions completed during the year ended 31 March 2026 to issue warrants to advisors in connection with the various fundraises completed during the year. This obligation was satisfied by the issue of warrants on 13 May 2026 as detailed in note 29.

In addition, as at 31 March 2025, advisors had rights to a total of 857,757 warrants which had not been issued, but of those, rights to 817,757 warrants have since expired, leaving as at 31 March 2026 an outstanding right created in August 2024 to 40,000 warrants to be granted, with an exercise price of 3.75 pence per share and an expiry date of August 2027. This obligation was satisfied by the issue of warrants on 13 May 2026 as detailed in note 29.

	2026 Number	2026 Number
1 April	4,140,000	5,162,222
Expired	(4,100,000)	(1,022,222)
Granted	287,654,135	-
31 March	287,694,135	4,140,000

25 Financial instruments

Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Market risk
- Credit risk
- Liquidity risk
- Currency risk

This note presents information about the Group's exposure to each of the above risks, the Group's management of capital, and the Group's objectives, policies and procedures for measuring and managing risk.

Market Risk

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables, and borrowings are all stated at book value. All have the same fair value as nominal value due to their short-term nature.

Capital Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders as well as sustaining the future development of the business. In order to maintain or adjust the capital structure, the Group may adjust dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of net debt, which includes loans, convertible loan notes, cash and cash equivalents, and equity attributable to equity holders of the company, comprising issued capital and retained earnings.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. The Group's primary currency exposure is to US Dollar, which is the currency of all intra-group transactions as well as denomination of selling price of the products. The Group also has some exposure to Malagasy Ariary (MGA) and Mozambican Meticals (MZN) due to its operating subsidiaries in those countries as some costs are based in local currency.

Exchange conversion rates for one pound on 31 March 2026 and 31 March 2025 were as follows:

MGA to GBP: 5,637 (2025: 6,006)

MZN to GBP: 84,636 (2025: 82,462)

USD to GBP: 1.317 (2025: 1.294)

The Group currently does not hedge currency risk. The Group's and Company's exposure to foreign currency risk at the end of the reporting period is summarised below. All amounts are presented in GBP equivalent.

Group

	2026	2026	2026	2025	2025	2025
	US 000	MGA000	MZN000	US 000	MGA000	MZN000
Cash and cash equivalents	6	261	-	120	33	2
Trade and other receivables	56	966	36	100	1,362	620
Restricted cash	-	-	1,723	-	-	1,777
Trade and other payables	(718)	(1,023)	(134)	(521)	(1,421)	(71)
Net exposure in GBP equivalent	(656)	204	1,625	(301)	(26)	2,328

Company

	2026	2025
	US 000	US 000
Cash and cash equivalents	12	109
Trade and other receivables	56	55
Loans to subsidiaries (current)	4,669	3,104
Loans to subsidiaries (non-current)	15,206	15,516
Trade and other payables	(718)	(1,056)
Net exposure in GBP equivalent	19,225	17,728

Sensitivity Analysis

As shown in the table above, the Group is primarily exposed to changes in the GBP:USD and GBP:MGA exchange rates. The table below shows the impact in GBP on pre-tax loss/ profit of a 10% increase/decrease in the GBP to USD exchange rate, holding all other variables constant. Also shown is the impact of a 10% increase/decrease in the GBP to MGA exchange rate, being the other primary currency exposure.

Sensitivity analysis	Group	Group	Company	Company
	2026	2025	2026	2025
	£'000	£'000	£'000	£'000
GBP:USD exchange rate increases by 10%	66	368	401	35
GBP:USD exchange rate decreases by 10%	(66)	(368)	(401)	(35)
GBP:MGA exchange rate increases by 10%	20	423	-	-
GBP:MGA exchange rate decreases by 10%	(20)	(389)	-	-

Credit risk

Credit risk is the risk that counterparties to financial instruments do not perform their obligations according to the terms of the contract or instrument. The Group is exposed to counterparty credit risk when dealing with its customers and certain financing activities.

The immediate credit exposure of financial instruments is represented by those financial instruments that have a net positive fair value by counterparty at 31 March 2026.

The Group and Company considers its maximum exposure to be:

Financial assets	Group	Group	Company	Company
	2026	2025	2026	2025
	£000	£000	£000	£000
Cash and cash equivalents	277	172	22	126
Amounts owed by group undertakings	-	-	4,669	3,104
Loans, and receivables net of impairments	3,798	2,079	2,311	74

Restricted cash	1,723	1,777	-	-
	<u>5,798</u>	<u>4,028</u>	<u>7,002</u>	<u>3,304</u>

All cash balances are held with investment grade banks. Although the Group has seen no direct evidence of changes to the credit risk of its counterparties, it continues to monitor the changes to its counterparties' credit risk.

Liquidity risk

Liquidity risk is the risk the Group will encounter difficulty in meeting its obligations associated with financial liabilities as they fall due. The Board is responsible for monitoring and managing liquidity and ensures that the Group has sufficient liquid resources to meet requirements.

Available liquid resources and cash requirements are monitored using detailed cash flow forecasts. The Directors decision to prepare these accounts on a going concern basis is based on assumptions which are discussed in the Note 2.

In the event that the Group became aware of a situation in which it could exceed its available liquid resources, it would apply mitigating actions potentially involving new financing, working capital management and reduction of its cost base.

The following are the contractual maturities of financial liabilities for the Group and Company:

Group liabilities	Financial	2026	2026	2026	2026	2025	2025	2025	2025
		£000	£000	£000	£000	£000	£000	£000	£000
		Carrying	Within	One to	Two to	Carrying	Within	One to	Two to
		value	one year	two	five	value	one year	two	five
				years	years			years	years
Trade and payables		3,929	3,929	-	-	3,621	3,621	-	-
Borrowings		2,154	2,154	-	-	4,961	3,049	-	1,912
Lease liability		74	-	74	-	37	-	37	-
		<u>6,157</u>	<u>6,083</u>	<u>74</u>	<u>-</u>	<u>8,619</u>	<u>6,670</u>	<u>37</u>	<u>1,912</u>

Company Financial liabilities

		2026	2026	2026	2026	2025	2025	2025	2025
		£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
		Carrying	Within	One to	Two to	Carrying	Within	One to	Two to
		value	one year	two	five	value	one year	two	five
				years	years			years	years
Trade payables	and	2,474	2,474	-	-	2,377	2,377	-	-
Borrowings		2,154	2,154	-	-	4,961	3,049	-	1,912
		<u>4,628</u>	<u>4,628</u>	<u>-</u>	<u>-</u>	<u>7,338</u>	<u>5,426</u>	<u>-</u>	<u>1,912</u>

26 Contingent liabilities

a) Prior director claims

The Company has received correspondence in late 2025 seeking to recover sums totalling £923,843 plus interest in respect of alleged monies due in respect of unpaid directors' fees and remuneration from Mr S Poddar and Ms P Poddar. The Company has not accepted those claims and has responded accordingly. The Company may also have counter claims. The Company has provided in the financial statements as at 31 March 2026 and 31 March 2025 for a best estimate of an amount which may ultimately be settled in respect of such claim.

(b) Pranagraf claims

PranaGraf Materials and Technologies Private Limited ("Pranagraf") is an entity incorporated in India. Pranagraf was previously connected to the Company in that both Shishir Poddar and Hemant Poddar were directors and shareholders of Pranagraf, Shishir Poddar was formerly the Company's CEO and director and Hemant Poddar was also a former non executive director of the Company. Ms P Poddar is

Director and Pranamraf's CEO was also a former non-executive director of the Company. Mr S Poddar is also understood to be a director of Pranagraf and is a former Director of the Company. Pranagraf was formerly used by Mr S Poddar as a channel for provision of services and procurement, including accountancy and IT services, and materials to the Group. Mr S Poddar and Pranagraf have, since January 2025, denied access to the Group to its previous accounting systems and data which were administered by Mr Poddar and Pranagraf, following the termination of Mr S Poddar's employment with the Company, they withheld access, and continue to do so. Due to the inability to access the prior period records the Company reconstructed its accounting records.

Pranagraf linked the systems access to outstanding payments which the Company disputes and are also subject to verification due to conflicts of interest involving the former common directors. Pranagraf has denied all allegations and claimed that the Company owes it US 662,090 for services rendered, goods supplied, and business expenses. The Company has counter-claimed that (i) Pranagraf owes monies in respect of unpaid graphite sales; (ii) a significant component of the services purportedly provided during 2024 were not, in fact, provided by Pranagraf and (iii) Pranagraf is in breach of the service agreement by withholding data and systems access belonging to the Company. The parties have exchanged legal notices and replies, and the dispute remains ongoing, with potential proceedings under consideration.

(b) Pranagraf claims (continued)

At 31 March 2026 and 31 March 2025, the Company has made provision for certain claims invoiced by Pranagraf representing an estimate of those amounts it expects could ultimately be payable. The position takes into account a receivable for graphite sales in 2024 which forms part of the disputed overall balance with Pranagraf. The precise net amounts owing as at 31 March 2026 and 31 March 2025, are disputed, and/or require further investigation as to the validity of charges invoiced, including further assessment of whether certain services were actually performed or may have been provided at inflated prices.

27 Provisions

Group

Abandonment and restoration costs

The Group takes note of the regulations set out by the government requirements and the environmental conditions within the mining permits in the countries in which it operates in respect of the Group's obligations for restoration and rehabilitation.

A provision of £201,000 (2025: £201,000) has been recognised for restoration at Madagascar based on initial estimates of the existing obligations for remediation of tailings facilities, and re-planting and restoration at the mine site. The timing of the restoration will depend on future life of mine plans which are being finalised.

The Board plans to undertake a more extensive review and quantification of potential restoration obligations in respect of the Madagascar and Mozambique mine sites.

28 Commitments

The Group and Company had no significant capital commitments as at 31 March 2026 or 31 March 2025.

29 Events are the reporting period

(a) Issue of warrants to advisors

On 13 May 2026 as part of remuneration for their services, the Company has issued to Optiva Securities Limited, AlbR Capital Limited, and MUSST Investments LLP, a total of 20,483,333 warrants to subscribe for new Ordinary Shares in connection with the Company's fundraisings completed prior to 31 March 2026 (the "Advisor Warrants").

Advisor	Number of warrants	Exercise price (pence)	Expiry
MUSST Investments LLP	40,000	3.75	10 August 2027
AlbR Capital Limited	1,112,000	1.5	12 May 2028
Optiva Securities Limited	5,464,000	1.5	12 May 2028
Optiva Securities Limited*	1,333,333	1.5	12 May 2028
AlbR Capital Limited	400,000	1.5	27 March 2029
Optiva Securities Limited	2,540,000	1.5	27 March 2029
AlbR Capital Limited	1,240,000	1.5	27 March 2029
Optiva Securities Limited	8,354,000	1.5	27 March 2029

At the request of AlbR Capital Limited, warrants totalling 2,752,000 will be issued to certain employees of AlbR Capital Limited.

* The warrants will vest at 50% if the share price trades on a 10-day volume weighted average price ("VWAP") at 3.0p, and 50% if it trades on the same terms at 4.5p.

C G St. John Dennis is a Director of Optiva Securities Limited, (see related party note).

(b) Issue of Restructuring Warrants

In lieu of any cash bonuses for the period from late 2024 to 31 March 2026, on 24 April 2026 the Company announced that it intended to award warrants on a one-off basis in recognition of the exceptional contribution made by key leadership figures involved in the significantly advanced turnaround, and process for the relisting of the Company (the "Restructuring Warrants"). This one-off award of warrants would be fully-conditional on positive share price performance, as set out below:

Name	Title	Number of warrants
Christian Dennis	Non-Executive Director - Chairman	8,000,000
James Nieuwenhuys	Former Non-Executive Director	8,000,000
Mark Rollins	Former Non-Executive Chairman	8,000,000
Peter Thomas	Former interim Chief Financial Officer	8,000,000
Michael Lynch-Bell	Former Non-Executive Director	2,000,000
Total		34,000,000

These warrants have an exercise price of 1.5p, vest as to 50% if the share price trades above 200% of exercise price on a 10 day VWAP basis, with the balance vesting if the shares trade above 300% of the exercise price on a 10 day VWAP basis. These warrants will expire 3 years after grant.

The issue and exercise of the restructuring warrants are subject to the Company having the necessary approvals and authorities in place.

(c) Issue of share options to employees

To assist with the motivation, retention and alignment of key employees with shareholders, under the Company's Employee Share Option Plan ("CSOP") rules adopted by shareholder resolution at the Company's August 2026 AGM, the Company has granted non-tax advantaged options over 26,000,000 shares, conditional on positive share price performance, to employees including Person Discharging Managerial Responsibilities (PDMRs) on 24 April 2026 as set out below:

Name	Title	Number of warrants
Arun Somani (CEO)	Chief Executive Officer	5,000,000
Thomas Hill (CFO)	Chief Financial Officer	5,000,000
Other group employees		16,000,000
Total		26,000,000

These share options have an exercise price of £0.015, vest as to 50% if the share price trades above 200% of the exercise price on a 10 day VWAP basis, with the balance vesting if the shares trade above 300% of the exercise price on a 10 day VWAP basis. Should the options vest the holder will normally have 90 days to exercise the options. These options are subject to continual employment and will expire 5 years after grant.

(d) Issue of shares in relation to conversion of CLNs and to advisors

On the 23 July 2026 the Company announced the issue of 5,958,863 new ordinary shares ("Shares") in respect of the conversion of 2022 CLNs and to an advisor. The shares were subsequently admitted to trading on 28 July 2026.

The shares issued comprised:

- 4,397,000 Shares issued at 1.5p to Optiva Securities Limited in lieu of commissions owed for fundraising activity. C. G. St. John-Dennis is a director of Optiva Securities Limited (see related party

fundraising activity of CCL. Christian Dennis is a director of Optiva Securities Limited (see related party transactions note).

- 1,561,863 ordinary shares issued at 3.75p for conversion of £50,000 CLN 2022 Notes and related accrued interest following receipt of a noteholder's conversion notice.

The total issued share capital after the issue is 768,406,787 ordinary shares.

ENDS

Enquiries:

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