19 May 2025

METALS EXPLORATION PLC

Final Results for the Year Ended 31 December 2024

Metals Exploration plc (AIM: MTL) (the "**Company**" or the "**Group**"), a gold production, exploration and development company with assets in the Philippines and Nicaragua, announces its final audited results for the year ended 31 December 2024.

The financial information set out in this announcement does not comprise the Group's statutory accounts for the years ended 31 December 2024 or 31 December 2023. The financial information has been extracted from the statutory accounts of the Group and the Company for the years ended 31 December 2024 and 31 December 2023. The auditors reported on those accounts; the 31 December 2024 and 31 December 2023 reports were unqualified and did not contain a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report and did not contain a statement under either Section 498 (2) or Section 498 (3) of the Companies Act 2006. The statutory accounts for the year ended 31 December 2023 have been delivered to the Registrar of Companies, whereas those for the year ended 31 December 2024 will be delivered to the Registrar of Companies following the Company's annual general meeting.

To access a full version of the 2024 annual report, please go to the Company website investor centre webpage.

ABOUT METALS EXPLORATION

Gold producer, explorer and developer
Metals Exploration plc ("Metals Exploration", "MTL", the "Company", or the "Group") is a gold production, exploration and development company with assets in the Philippines and Nicaragua. In the Philippines it operates the Runruno gold mine located 250 kilometres north of Manila in the mineral rich Nueva Viscaya province, on Luzon island. In Nicaragua, the Company is aiming to develop the La India gold project.

Group vision & mission statement
The Group's vision is to be the most admired gold producer in the Philippines and Nicaragua. Our mission is to enhance the lives of our people and local communities through the responsible management of our natural resources, to build a multi-project business and to deliver performance that stakeholders are proud of.

Well-defined values embedded into the business processes and structures along with consistent leadership actions and behaviours provide the foundation for corporate culture and its subsequent success. As a responsible mining company, we ensure that our Group's core values reverberate across all aspects of our business and represent the way we do business.

PRODUCTION AND FINANCIAL HIGHLIGHTS

FY2024	FY2023	% CHANGE
GOLD PRODUCTION (ounces)		
83,897 oz	85,194 oz	Down 1.5%
AVERAGE GOLD RECOVERY (% of head grade)		

90.5%	88.7%	Up 2.0%
LOST TIME INJURIES		
NIL	NIL	N/a
SALES REVENUE (US$ MILLIONS)		
$191.1	$166.7	Up 14.6%
OPERATING PROFIT (US$ MILLIONS)		
$53.5	$29.2	Up 83.2%
Adjusted EBITDA (US$ MILLIONS) *(EBITDA less impairments)*		
$98.7	$82.6	Up 19.5%
FREE CASH GENERATED FROM OPERATIONS (US$ MILLIONS)		
$96.7	$72.3	Up 33.7%
NET DEBT (US$ MILLIONS)		
$6.8	$23.6	Down 71.2%
TOTAL GOVERNMENT TAXES & FEES (US$ MILLIONS)		
$19.8	$18.2	Up 8.7%
TOTAL COMMUNITY PROGRAMME EXPENDITURE (US$ MILLIONS)		
$1.9	$1.4	Up 35.7%

CHAIRMAN'S STATEMENT

Dear Shareholder,

2024 was a pivotal year for Metals Exploration, which saw us deliver record performance at Runruno whilst implementing our strategy of pursuing M&A opportunities to ensure the continuation of cashflow generation once production at Runruno ceases. This was executed through the successful acquisitions of Condor Gold Plc ("Condor") and the YMC Group ("YMC").

First, we must start with the strong performance at Runruno, which produced 83,897 oz of gold in 2024, exceeding the upper end production guidance for the year. This resulted in record gold revenue of $191.1 million, and record free cashflow of $96.7 million, supported by the strong gold price seen in 2024. The Company is currently debt free, a significant milestone for us.

I am also very pleased to report to shareholders that for the year ended 31 December 2024, your Company achieved net adjusted earnings before interest, tax, depreciation, amortisation and impairment charges of

US$98.7 million (2023: US$82.6 million). The excellent financial results are a testament to the impressive work conducted by the management team, led by our CEO, Darren Bowden, and the entire workforce in the Philippines.

The continued excellent performance at Runruno has allowed us to deliver on our strategy of executing M&A opportunities to ensure continued value for our shareholders through sustained cashflow generation. The Board has a clear growth plan in place and is implementing this strategy with the longevity of the business in mind. In December 2024, the Company announced its intention to acquire Condor, owner of the La India gold project in Nicaragua. This acquisition was completed in January 2025. In August 2024 we also acquired YMC, which holds the Abra tenements in the Philippines. Metals Exploration is well placed to unlock significant value from these assets whilst aiming to replicate the operational success that we have demonstrated at Runruno.

The acquisition of Condor presents an exciting new growth opportunity, with our immediate focus on La India. We have a defined development path to near term production, and the project recently held its 'ground-breaking' ceremony. Work is underway, in accordance with the approvals that are already in place, with first gold pour targeted for the end of 2026. This target was recently reaffirmed in March 2025 when we announced an agreement to purchase a gold ore processing and concentrating plant, which will provide us with the ability to fast track the La India Project, saving considerable development time in not having to order long-lead time items. The target is to have the plant dismantled, packaged and in transit from its current location in Alaska to the La India project area in Nicaragua by the end of August 2025.

La India will provide cashflow at an opportune time, replacing that from Runruno as the Company approaches the end of mining operations there. We will be utilising existing and future cash generated from Runruno to fund the construction of the La India project, thereby reducing dilution for shareholders. Target annual production from La India for FY2027 is 145,000 oz. La India is a district scale opportunity, spanning 587km^2 with several high-priority exploration targets beyond the main La India deposit. The district provides significant upside potential, and we are targeting a 5 Moz gold district through further exploration drilling and the development of additional prospects.

The acquisition of YMC enables the team to leverage its Philippine in-country knowledge, experience and strong technical team. The Abra area is located c. 200km north of Runruno and the extensive exploration tenement holds multiple prospective targets for both gold and copper in a geological region of scale and historical production. The exploration team has identified two drill-ready targets, Manikbel and Domenglay, which will be drilled once local community agreements have been finalised. Our plan is to drill four initial holes at Manikbel as part of the objective to compile an initial resource estimate by Q4 2025.

Post period, in January 2025, we announced a further exciting potential growth opportunity, an exploration target near the Runruno mine, called Dupax, which could provide an extension to ore processing operations at Runruno beyond the life of the current Runruno mine. The Dupax prospect is a Volcanogenic Massive Sulphide ("VMS") target with rock samples indicating very high grades of up to 15.47 g/t gold and 7% copper, with minimal drilling expected to bring it into a resource-ready basis for operation. Dupax could utilise the existing Runruno process plant infrastructure and be re-purposed to accommodate a different type of ore feed.

As we have previously stated, our goal in the Philippines is to be the most admired gold producer in the country. Our achievements in-country have been recognised through the receipt of a number of national and local awards, including awards from the Philippine Government. This includes receiving the Presidential Mineral Industry Environmental Award in the Surface Mining Operation Category 2024 for the third consecutive year, as well as the Safest Surface Mining Operation Award 2024. The Presidential award is the highest Government mining award attainable in the Philippines, demonstrating the hard work that the team has been carrying out on environmental protection, health and safety management, and social/community development. This is in line with our promise of enhancing the lives of local people and the communities in which we operate.

At the beginning of April 2025, we were delighted to have released our 2024 Sustainability Report, which covers our sustainability performance in the Philippines for the year ended 31 December 2024. The report, produced by the operator of Runruno, FCF Minerals, is now in its fifth edition. The Board recently took the decision to update the report from biennial to an annual publication, in order to further enhance transparency and accountability. The Sustainability Report provides a comprehensive overview of the work that FCF Minerals is conducting to create net positive outcomes for all of our stakeholders.

2024 was a very successful year for Metals Exploration, marking the start of a new chapter for the Company. 2025 will see construction commencing at La India, continued high levels of production at Runruno, the production of an initial resource estimate for Abra and further exploration at Dupax. As we begin our operations in Nicaragua, we are keen to build and maintain relationships with the local communities within the project area, as well as at a wider regional and national scale, so that we can replicate the approach that we have taken in the Philippines. We will continue to invest in infrastructure development, education, training programmes and livelihood assistance, and promote inclusive economic growth through our policy of prioritising local procurement and employment opportunities.

We are in an excellent position to capitalise on the historic record gold price environment. This will support the Company’s desire to generate large amounts of free cashflow to fund the development of La India and exploration programmes at Abra and Dupax, whilst minimising shareholder dilution.

We have entered 2025 with a strong balance sheet, record free cash flow, and exciting exploration and development prospects, giving us confidence in our ability to deliver sustainable value. The Board and I would like to take this opportunity to thank our entire team for their hard work throughout the year. I would also like to thank you, our shareholders, for your ongoing support. We look forward to updating you with developments throughout the course of the year.

Steven Smith

Non-Executive Chairman
16 May 2025

CHIEF EXECUTIVE OFFICER’S STRATEGIC REPORT

Metals Exploration is pleased to report on another excellent year with record gold sales revenue that led the Group to become debt free in June 2024. Once again, the Group closed out the year with gold production exceeding its published, and re-stated, upper gold production guidance for the year.

Of great significance was the acquisition of 100% of Condor Gold plc and its Nicaraguan gold assets (which completed in January 2025), being the Company’s first acquisition outside of the Philippines. This acquisition is the first step in transforming the Group into a multi-project company. The Group’s continued robust business fundamentals will provide a strong platform from which to advance the development of the Nicaraguan gold assets with the aim to have the La India project in production prior to the end of gold production from the Runruno mining license area.

Most importantly, the Group continues to create a net-positive impact for its stakeholders and local communities. Our environmental, sustainability and social programmes continue to be of a very high standard, ensuring the Company continues to be accountable, transparent, and responsible in its corporate purpose.

SAFETY AND HEALTH

Safety remains at the core of the Group’s business. During the year there were no material safety and health incidents throughout all Group operations. A safe working culture is actively promoted by a dedicated occupational safety and health department and is embraced across the Group and by all departments. All staff recognise their individual responsibilities for their own safety and the safety of others.

Evidence of adhering to these values is the excellent safety record that the Group’s employees and contractors have achieved. In the period from December 2016 to March 2025 the Group achieved in excess of 25 million man-hours with no lost time incidents occurring. A lost time injury occurred on 30 March 2025, however, all staff and contractors are immensely proud of the Company’s remarkable safety achievements. All employees and contractors are to be congratulated on this outstanding performance.

CORPORATE

Financial Year 2024 ("FY2024") Overview

Operational profit was US$53.5 million (FY2023: US$29.2 million) following gold production for FY2024 of 83,897 ounces, slightly lower than FY2023's record production of 85,194 ounces, notwithstanding a lower head grade of 1.34 g/t compared to 1.42 g/t in FY2023. The gold production was achieved with average gold recovery improving to 90.5% from 88.7% in FY2023. The all-in-sustaining-cost ("AISC") for FY2024 was US$1,135 per ounce (FY2023: US$1,126 per ounce), which was slightly above the lower FY2024 AISC guidance of US$1,125 per ounce.

During FY2024 the rising gold price resulted in an average sales price of US$2,312 per ounce (FY2023: US$1,944 per ounce). Total sales for FY2024 were US$191.1 million (FY2023: US$166.7 million).

During FY2024 the cash generated from operations was US$96.7 million (FY2023: US$72.3 million). This enabled the Group to complete the repayment of the Group's external debt in June 2024.

Financial Performance

Operations during FY2024 produced a strong financial outcome for the Group with records achieved for several key metrics. A reconciliation of Operating Profit to an alternate non-IFRS compliant performance measure is set out below:

	2024 *US$'000s*	*2023* *US$'000s*
Operating profit before income tax	34,640	119,555
Addback:		
Interest	1,739	9,217
Depreciation and amortisation	53,274	51,518
EBITDA	89,653	180,290
Add Back:		
Impairment reversals, net*	9,065	(97,738)
EBITDA and Impairments	98,718	**82,552**

* Impairment reversals, net

In December 2018 the Group raised a significant impairment charge against the value of its property, plant and equipment ("PPE") based upon the then expected recoverable amount of the Runruno project's discounted value in use of the Runruno operations using cash flow projections over the remaining expected life of mine ("LOM").

In FY2023, based on the then current assumptions, including the ongoing historically high gold prices and the increased productivity of the Runruno mine, the Group, in accordance with IAS 36 -- *Impairment of Assets,* booked an impairment reversal of US$100 million. No impairment reversal has been booked in FY2024.

Group Debt

Finalisation of the Group's senior and mezzanine debt facilities was protracted due to an inability to effect the elevation of the mezzanine debt to a fully secured status due to a dispute over the applicable interest rate and several disputed debt covenant breaches. During June 2024, the Group entered into full and final settlements with the lenders, including payment of the final principal/interest and agreed appropriate lender legal fees.

During FY2024, senior and mezzanine debt payments totalled US$27.2 million (FY2023: US$35.0 million). Included in the US$27.2 million debt payments was $3.38 million loan interest.

In addition, as part of the settlement, the Revolving Credit Facility was terminated in conjunction with the Runruno Holdings Limited ("RHL") Buy Back and RHL Production fee agreements (refer note 35), with no termination fee payable to either lender.

On 28 November 2024, MTL entered into a bridging loan agreement with its second largest shareholder, Drachs Investments No. 3 Limited ("Drachs") whereby Drachs provided a £5,500,000 loan (the "Loan") to be utilised in connection with the acquisition of Condor. The Loan principal and interest was repaid in March 2025 by a transfer of 94,730,594 new ordinary shares of £0.0001 each in the capital of Metals Exploration ("Ordinary Shares") from Treasury at a price of 6p per ordinary share.

RHL 18.6% Shareholding buy-back

During FY2024, the Company completed the off-market acquisition of 100% of RHL's then 18.6% shareholding in the Company at 5p per share, being 393,513,302 Ordinary Shares for a total outlay of £19,675,665, as part of a wider full and final settlement with RHL in relation to various finance agreements and other matters. In the short-term these shares have been held in treasury.

PHILIPPINES - RUNRUNO MINE

Mining Operations

Total material moved during FY2024 was above budget at 11.3Mt (million tonnes) (FY2023: 12.4Mt).

Mining operations during FY2024 were conducted in Stages 3, 4 and 5; while in-pit backfilling of Stage 1 was completed. Backfilling operations continue in Stage 2. In-pit backfilling will reduce closure and environmental restoration costs upon the eventual closure of the mine. Based on the current mine schedule it is expected that mining of ore will be completed by December 2026.

All relevant permits for operations remain in place for the Runruno mine.

Gold Reserve Statement

Given the approaching end of mine life at Runruno there has been no calculation of an updated ore reserve statement.

The most recent gold reserve statement was issued in February 2022, based on data as at 1 August 2021, as follows**:**

Table 1 – Ore Reserve estimate – published in February 2022

Reserve	Ore	Gold	
Category	**Mt**	**g/t**	**Moz**
Proved	-	-	-
Probable	9.9	1.35	0.43
Total	**9.9**	**1.35**	**0.43**
Inferred resources included in LOM model pit			
Inferred material	**9.9**	1.11	0.02

Using a Surpac block model, the Group modelled an internal estimation of the subsequent depletion of ore due to mining that has occurred since the above model was calculated (the period 1 August 2021 to 31 December 2024). The estimated resource depletion and the resulting depleted reserve statement (note that these calculations have not been independently verified) as at 31 December 2024 are:

Table 2 – Ore depletion estimate

Reserve	Ore	Gold	
Category	**Mt**	**g/t**	**Moz**
Estimated ore mined from August 2021 to December 2024	6.7	1.37	0.29

Table 3 – December 2024 Depleted Ore Reserve estimate

Reserve	Ore	Gold	
Category	**Mt**	**g/t**	**Moz**
Proved	-	-	-

Probable	3.2	1.32	0.14
Total	**3.2**	**1.32**	**0.14**
Inferred resources included in LOM model pit			
Inferred material	0.5	1.13	0.02

Process Plant

Plant performance in FY2024 maintained high levels of gold recovery from both the flotation and BIOX® circuits. During FY2024, the Group achieved an overall gold recovery of 90.5%, an improvement upon FY2023 which was 88.7%. Total gold produced in FY2024 was 83,897 ounces compared to 85,194 ounces in FY2023, with the reduction in ounces produced reflecting the lower head grade during FY2024.

During FY2024, operational improvements focussed on improving the ability to control BIOX® temperatures. No further significant gains in production efficiencies are anticipated.

Unplanned downtime during FY2024 resulted mainly from tails line failures and repairs to the SAG mill girth gear, conveyor belts and return water line. Overall unplanned downtime has reduced through the Group's programme of proactive maintenance and improved powerline maintenance.

Notwithstanding the above, the process plant operated above design throughput with the following points of note:

- The processing plant operated above design throughput at 2.15Mt of ore (FY2023: 2.10Mt);
- The overall plant recovery increased to 90.5% (FY2023: 88.7%), attributed to:
  - The improved sulphur oxidation in the BIOX® circuit to 83.8% (FY2023: 76.1%), and consequently
  - An improved CIL recovery of 92.9% (FY2023: 91.6%); and
- The maintenance department continued to promote a proactive maintenance programme, managing power outages, the residue discharge lines and other external disturbances effectively.

As at year end, in order to comply with IAS 36 – *Impairment of Assets,* there remains a US$50 million impairment charge against the Runruno property, plant and equipment assets, giving a net book value of approximately US$94 million. No additional impairment reversal was made in 2024 due to the IAS 36 ceiling. However, the directors consider the true value of these assets to be significantly higher than this, especially if the Company's exploration efforts at Dupax are successful and the existing Runruno process plant infrastructure can be re-purposed to accommodate a different type of ore feed. This would enable the Runruno infrastructure to be utilised well beyond the impending completion of mining and processing of FTAA licence ore. Indeed, the Company's Runruno fixed assets are insured to the value of US$155 million.

Residual Storage Impoundment

The Group's tailings products are delivered to a residual storage impoundment ("RSI") structure that has been designed and is being constructed to international standards that relate to water storage dams. The standard to which the RSI is being constructed far exceeds international standards that apply to traditional mining tailings dam structures.

The final scheduled lift to the RSI has been completed, with construction of the in-rock final spill-way underway. This final in-rock spillway will ensure the RSI has the capacity to cope with a 'Probable Maximum Flood' event.

The RSI remains in compliance with local guidelines and local development requirements, although it has not reached the final design stage of being capable of successfully coping with a 'Probable Maximum Flood' event. The in-rock final spillway is expected to be completed during FY2026.

The performance of the RSI is continuously monitored by independent international consulting engineers.

Government Industry Awards
During Q4 2024, the Group was awarded the following Philippine Government awards:

- Presidential Mineral Industry Environmental Award (PMIEA) in the Surface Mining Operation Category 2024, awarded for the third consecutive year.
- Safest Surface Mining Operation Award 2024.

These awards are given to mining companies in recognition of outstanding levels of dedication, initiatives and innovations in the pursuit of excellence in environmental protection, health & safety management and social/community development. Winning the Presidential award is the highest Government mining award attainable in the Philippines.

PHILIPPINES – EXPLORATION PROJECTS

ABRA
As noted in our 2023 Annual Report, it was the Group's strategy to investigate acquiring other mining opportunities in the Philippines. A number of Philippines located projects were reviewed and in January 2024 the Company agreed to acquire a controlling interest in YMC, subject to lender and shareholder approval. Following receipt of these approvals the Company completed the acquisition of the Abra project in August 2024.

YMC holds an extensive exploration tenement in the Abra region of Luzon, Philippines. The purchase price was US$1.6 million (offset by approximately US$1.1 million cash held by the YMC group). A condition of the purchase was that options to subscribe for up to 41 million new Ordinary Shares were issued to replace YMC employee shares relinquished for no sale consideration. The continuity of employment conditions attaching to the 41 million MTL options mirror those that were attached to the YMC employee shares. Refer note 14.

The Abra tenement covers 16,200 hectares on Luzon, Philippines, approximately 200km north of the Company's Runruno mine, in the Cordillera region, which is a prolific gold belt in the Philippines, with proven mineral endowment, having produced over 40Moz of gold historically.

To date the Company has undertaken project mapping, geochemistry and geophysical surveys, while consulting extensively with the local communities. These activities have outlined two key highly prospective copper-gold porphyry targets, Manikbel and Donenglay.

The primary prospect, Manikbel, shows a strong correlation between copper (Cu) with encouraging assay results from rock samples (1% Cu from several outcrops) centered on a magnetic low. This geophysical and geochemical alignment is a significant indicator of a potential porphyry copper deposit. The presence of these anomalies, combined with mapped porphyry-type intrusives and hydrothermal alterations, underscores the high potential for a major porphyry copper system in this area. The system accounting for the geochemistry overlaying the geophysics is 2.5km by 0.8km.

Drill programmes for the Manikbel and Donenglay target areas have been designed, however, the Company has deferred the start of these programmes to late Q2 or early Q3 2025 to allow the National Commission for Indigenous Peoples to further advance their consultation activities with the impacted local communities.

DUPAX
The Dupax project is 20km trucking distance from the Runruno mine and has the potential to extend ore processing operations at Runruno after ore feed from the Runruno FTAA (Financial and Technical Assistance Agreement) tenement is exhausted. The potential ore feed from Dupax could utilise the existing Runruno process plant infrastructure and be re-purposed to accommodate a different type of ore feed.

The Dupax tenement covers approximately 3,100 hectares. The project area hosts a VMS target, at surface, with historical rock sample grades of up to 15.47 grammes per tonne (g/t) gold, and 7% Cu. Following initial mapping and geochemistry surveys, drill targets have been outlined. It is expected that the tenement will soon be issued, with drilling commencing in Q3 2025.

NICARAGUA – CONDOR GOLD PLC ACQUISITION

In January 2025 the Company completed the acquisition of 100% of Condor. Refer to Note 36 for more information on the acquisition. The Condor group of companies hold an extensive tenement package in the La India region, approximately two hours drive from the Nicaraguan capital city, Managua. Drilling of these areas have outlined a 2.2 Moz gold resource (refer Condor announcements).

Since taking control of Condor, Metals Exploration has embarked on an aggressive fast track programme of developing the La India project with the aim to achieve gold production in Q4 2026.

Activities that have taken place in the post year end period include:

- The recruitment of key Spanish speaking executives to join the Nicaraguan in-country management team, including the General Manager, VP Sustainability and Project Manager - Construction;
- Establishing relationships with key government and community representatives;
- Agreeing the process and compensation to relocate all local artisanal miners from the La India project area;
- Ongoing review of the current gold reserve and resource statements;
- Designing a gold resource extension and verification drill programme and issuing tenders to undertake the proposed drill programme, which commenced in Q2 2025;
- Purchasing a fit for purpose second hand gold ore processing and concentrating plant (including crushers, conveyors, grinding ball mill, gravity circuit, elution, smelting equipment and laboratory), including all component and construction drawings. This plant is being shipped to site from North America and is scheduled to land in Nicaragua in Q3 2025;
- Designing and finalising the process facility flowsheet;
- Appointing GRES Engineering of Brisbane, Australia as the La India project engineers who have commenced the detailed design for construction of the La India project;
- Appointing Tierra Group to design and construct the La India tailings facility; and
- Issuing in-country contracts for the La India earthworks, concrete and fuel supply.

OUTLOOK

Annual production guidance for FY2025 for the Runruno mine has been set at 70,000 – 75,000 ounces at an AISC of between US$1,225 – US$1,325 per ounce. FY2025 operations are expected to maintain the general operational results produced during FY2024, such that free cash flow is maintained from a stable consistent level of mining and gold production.

The Group intends to actively pursue development of the La India project in Nicaragua with the aim to commence commercial production there by the end of FY2026.

Exploration activities will be conducted in both the Philippines and Nicaragua with the objective of defining new resources.

Finally, the Group will continue to pursue acquisition of additional exploration and development opportunities, particularly in the Philippines.

Darren Bowden, *Chief Executive Officer*
16 May 2025

Competent Persons' Statement

The information contained in this report that relates to the Runruno Gold Reserves Estimate, issued in February 2022, was compiled by Paola Tuyor of Metals Exploration and reviewed and verified by Grant Walker of Xenith Consulting. Mr Walker is a Member of The Australasian Institute of Mining and Metallurgy and is a Competent Person as defined by the JORC Code, 2012 Edition, having five years' experience that is relevant to the style of mineralisation and type of deposit described in the Report.

Mr Darren Bowden, a director of the Company, a Member of the Australasian Institute of Mining and Metallurgy and who has been involved in the mining industry for more than 25 years, has compiled, read and approved the technical disclosure in this regulatory announcement in relation to the Philippines projects in accordance with the AIM Rules – Note for Mining and Oil & Gas Companies.

The technical and scientific information in this report in relation to the Nicaraguan projects was reviewed, verified and approved by Andrew Cheatle, B.Geo., a former director of Condor Gold plc, and Gerald D. Crawford, B.E., the previous Chief Technical Officer of Condor Gold plc, each of whom is a competent person in accordance with the AIM Rules – Note for Mining and Oil & Gas Companies.

Forward Looking Statements

Certain statements relating to the estimated or expected future production, operating results, cash flows and costs and financial condition of Metals Exploration plc and the Group, planned work at the Company's projects and the expected results of such work contained herein are forward-looking statements which are based on current expectations, estimates and projections about the potential returns of the Group, industry and markets in which the Group operates in, the Directors' beliefs and assumptions made by the Directors. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words such as the following: "expects", "plans", "anticipates", "forecasts", "believes", "intends", "estimates", "projects", "assumes", "potential" or variations of such words and similar expressions. Forward-looking statements also include reference to events or conditions that will, would, may, could or should occur. Information concerning exploration results and mineral reserve and resource estimates may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when a project is actually developed.

These statements are not guarantees of future performance or the ability to identify and consummate investments and involve certain risks, uncertainties and assumptions that are difficult to predict, qualify or quantify. Among the factors that could cause actual results or projections to differ materially include, without limitation: uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from logistical, technical or other factors; the possibility that results of work will not fulfil projections/expectations and realise the perceived potential of the Company's projects; uncertainties involved in the interpretation of drilling results and other tests and the estimation of gold reserves and resources; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of environmental issues at the Company's projects; the possibility of cost overruns or unanticipated expenses in work programs; the need to obtain permits and comply with environmental laws and regulations and other government requirements; fluctuations in the price of gold and other risks and uncertainties.

The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

AUDIT COMMITTEE REPORT

Dear Shareholders,

I am pleased to report to you on behalf of the Audit Committee.

The Group's established financial reporting structures have continued to perform effectively in the year, and the Committee has continued to oversee the proper maintenance of these structures. The Group's robust framework of internal controls facilitated a smooth external audit process, helping to ensure the integrity of the 2024 Annual Report.

Aims of the Audit Committee

The overall aim of the Audit Committee is to assist the Board in discharging its duties regarding the financial statements, to ensure that a robust framework of accounting policies is in place and enacted, and to oversee the maintenance of proper internal financial controls and risk management. The Committee monitors the integrity of the Financial Statements of the Interim and Annual Reports and formal announcements relating to the Group's financial performance, including advising the Board that the Annual Report taken as a whole is fair, balanced and understandable.

The Committee reviews, in conjunction with the Group's auditors, significant financial reporting issues, key judgements and accounting policies and disclosures in financial reports, reviews the effectiveness of the Group's internal control procedures and risk management systems and considers how the Group's internal audit requirements shall be satisfied, making recommendations to the Board. It reviews the independent auditor's audit strategy and implementation plan and its findings in relation to the Annual Report and Interim Financial Statements. It monitors the relationship with the Group's independent auditor including the consideration of audit fees and independence.

Membership and attendance
The Audit Committee consisted of myself, Andrew Chubb, as the Chair, together with two other Non-Executive Directors.

The Committee aims to formally meet at least twice each year. The external audit team and the Chief Financial Officer are invited to attend meetings of the Committee, and I am satisfied that we were presented with papers of good quality, and in a timely manner. Attendances at committee meetings during the year were:

Audit committee member/qualifications	*Eligible to attend*	*Attended*
Andrew Chubb (B.Law (Hons)) – Chair	2	2
Tim Livesey (B.Sc (Hons) Geology)	2	2
Robert Marshall (B.Maths, FCA) (appointed 20 November 2024)	-	-
Nick von Schirnding (B.A-LLPB) (appointed 18 March 2024, resigned 21 March 2025)	2	2

The external auditors attended all committee meetings held during the year.

Key responsibilities
The main responsibilities of the Audit Committee are contained within its terms of reference that have been approved by the Board and are available on our website. The terms of reference and the key responsibilities of the Audit Committee are set out below:

- Maintain the integrity of the annual and interim financial statements of the Company and review any significant reporting matters they contain;
- Review the Annual Report and Accounts and other financial reports;
- Maintain the accuracy and fairness of the Company's financial statements, including through ensuring compliance with applicable accounting standards and the AIM Rules;
- Review the adequacy and effectiveness of the Company's internal control environment and risk management systems;
- Review the adequacy and effectiveness of the Company's Whistleblowing policies;
- To consider the need for, and to oversee, internal audit activities; and
- Oversee the relationship with, and the remuneration of, the external auditor, reviewing their performance and advising the Board members on their appointment.

Activities of the Audit Committee during the year
On behalf of the Board, the Audit Committee has closely monitored the maintenance of internal controls and risk management during the year. Key financial risks are reported during each Audit Committee meeting, including developments and progress made towards mitigating these risks.

The Committee received regular reports from the Chief Financial Officer throughout the year and was satisfied with the effectiveness of internal controls and risk mitigation. The Committee also received and considered reports from the external auditor, PKF Littlejohn LLP ("PKF"), which included control findings relevant to their audit.

Significant reporting matters

The Audit Committee has reviewed management's assessment of critical accounting judgements and key sources of estimating uncertainty disclosed in note 2.

As part of the review, the Committee considered whether:

- There are any material or sensitive omissions from the Annual Report narrative;
- The Annual Report narrative is a true and balanced reflection of events and performance in the year;
- There is consistency throughout the Annual Report and Financial Statements; and
- There is a clear explanation of key performance indicators, their link to performance and strategy and equal prominence of statutory performance measures.

The Committee is satisfied that management have considered these matters appropriately and that a reasonable conclusion has been reached, and appropriate disclosure made, based on the information available to the Group. The Committee is not aware of any significant failings or weaknesses in the Company's existing system of internal controls. The Committee has determined that an internal audit function is not an appropriate mechanism for the Company in the context of the Company's current level of complexity of its operations.

Going concern

The Directors consider the continuing strong operating and financial performance of the Group provides ample evidence that there currently is no material uncertainty surrounding the Company and the Group's ability to continue as a going concern.

Accordingly, the Company and Group financial statements are prepared on a going concern basis. Further detail regarding the reasoning behind this conclusion can be found in the Directors' Report on page 33.

External audit

The Audit Committee considers various matters when reviewing the appointment of an external auditor including their performance in conducting the audit and its scope, terms of engagement including remuneration and their independence and objectivity. Details of auditor's fees are included in the notes to the financial statements.

PKF were re-appointed as Group and Company auditor at the Company AGM in June 2024. The Audit Committee has confirmed it is satisfied with PKF's industry experience, knowledge of the Company and its effectiveness as external auditor. PKF does not provide any non-audit services to the Group or the Company. As such the Audit Committee has recommended the reappointment of PKF at the forthcoming annual general meeting.

The year ahead

In light of the Group's expansion into a new jurisdiction, Nicaragua, post the period end, the Audit Committee's focus is to ensure that a robust framework of internal controls and risk management exists throughout the Group. As the Group will be embarking on a significant construction project in a new sphere of operations and taking over an existing listed company, proper reporting procedures, monitoring, controls and risk management in relation to Nicaragua will be a key focus of both the Audit Committee and the executive management of the Company as we seek to move La India into construction and ultimately production. Financial risk management will continue to be closely monitored, and any potential risks mitigated where appropriate.

The Audit Committee will also continue its close dialogue with the Company's external auditors, highlighting any emerging financial risks or matters facing the Company throughout the coming year and ensuring that the Company's financial reporting mechanisms continue to be constantly updated in line with best practice and subjected to scrutiny and challenge.

Andrew Chubb, Chair of the Audit Committee

16 May 2025

REMUNERATION COMMITTEE REPORT

Dear Shareholders,

It is my pleasure to report to you on behalf of the Remuneration Committee.

Throughout 2024 the Committee has continued to focus on aligning reward with performance and providing appropriate incentives. The full and final settlement of all debt issues in June 2024 confirmed the debt free status of the Company. Achieving this outcome removed operational covenants within the Group's debt documents that required lender approvals of any equity incentive schemes. Thus, the Company, in August 2024, finally established a long-term incentive programme (LTIP) to align directors and senior management with shareholders' interests, while providing operational flexibility to pursue strategic opportunities to grow the Group's activities. Due to restrictions on issuing these options arising from ongoing corporate matters, the LTIP options were finally issued in February 2025.

Aims of the Remuneration Committee

The Committee's overall aim is to align employee remuneration with the successful delivery of long-term shareholder value. Our core principles that enable us to achieve this goal are:

1. To offer competitive remuneration to executive management that attracts, retains and motivates highly skilled individuals;
2. To align remuneration packages with performance-related metrics that mirror our short and long-term business strategies; and,
3. To encourage accountability in the workplace and link reward with success.

The Group currently operates the following remuneration framework:

- Annual salary and associated benefits;
- Annual discretionary bonuses that are granted following the Committee's assessment of performance against certain key business indicators; and
- Long-term incentive equity awards.

Membership and attendance

The Remuneration Committee consisted of myself, Tim Livesey, as the Chair, together with two other Non-Executive Directors.

The Committee aims to formally meet at least twice each year. Attendances at Committee meetings during the year were:

Remuneration committee member	Eligible to attend	Attended
Tim Livesey – Chair	2	2
Andrew Chubb	2	2
David Cather (appointed 1 November 2024)	-	-
Nick von Schirnding (appointed 18 March 2024 – resigned 21 March 2025)	1	1

No Director is involved in any decisions relating to their own remuneration. None of the Committee has any personal financial interest, conflicts of interests arising from cross-directorships, or day-to-day involvement in running the business.

Terms of reference

The terms of reference of the Remuneration Committee, that have been approved by the Board and are available on our website, are set out below:

- Determine and propose to the Board the Company's overall remuneration policy and monitor the efficacy of the policy on an ongoing basis;
- Determine and propose to the Board the remuneration of the Executive Directors and senior management;
- Determine the objectives and headline targets for any performance-related bonus or incentive schemes;
- Monitor, review and approve the remuneration framework for other senior employees; and,
- Review and approve any termination payment, such that these are appropriate for both the individual and the Company.

Executive remuneration package and service contracts

There was no change to the CEO's base remuneration and no material changes to other executive remuneration packages during the year. The Group's remuneration framework includes payment of an annual salary and short term bonus and, as noted above, as from February 2025 a long-term incentive option issue. Executives are provided with life assurance cover equivalent to two times their base salary (capped at £500,000). There are no pension/superannuation schemes in place for executives or non-executive directors. Termination of executive contracts are subject to a three month notice period or an in lieu base salary termination payment.

Management Incentive Programme ("MIP") – 2024 Performance

The CEO and other senior executives are eligible to participate in a MIP. The MIP awards an annual short-term bonus based on performance achieved against pre-determined key performance indicators ("KPIs"). Given the Group priority on being cash generative to reduce external debt, the FY2024 KPIs were focused on operations and productivity performance.

The following table details the KPIs adopted by the Committee in its assessment of the Group's performance and the quantum of the MIP bonus, which were applied to FY2024.

Performance indicator	Standard target weighting	2024 Rating	2024 Performance
Environmental/Safety/Health and compliance	25%	Exceptional	Zero LTIs recorded; TRIFR < 0.95, no material FTAA/RSI/Environmental incidents
Free cash generated before debt principal/interest/fees	35%	Maximum target achieved	Free cash generated 182% of budget.
Gold Recovery v budget	25%	Maximum target achieved	Average gold recovery 107.0% of budget
Total Expenditure v budget	5%	Standard target threshold exceeded	Actual spend 96% of budget
Total Material Movements v budget	5%	Target threshold achieved	Actual mined material 95.2% of budget
Mill Throughput v plant design	5%	Maximum target achieved	Actual throughput 122.9% of design

<u>Glossary:</u>

KPI – Key performance indicator; LTI – Lost time injury; TRIFR – Total reportable injury frequency rate
FTAA – Financial and Technical Assistance Agreement; RSI – Residual storage impoundment

Of the total MIP bonus, 15% is satisfied by an issue of new Ordinary Shares, at an issue price equal to the 14-day VWAP market value following the date the MIP bonus was recommended by the Remuneration Committee.

In February 2025, the Company issued 4,350,077 new Ordinary Shares to executives as part of the 2024 MIP bonus award. Also in February 2025, a further 9,213,853 new Ordinary Shares were issued to the CEO, Darren Bowden, in relation to the 2022 and 2023 MIP awards.

Non-executive director remuneration

All non-executive directors are appointed under a letter of engagement that sets out the terms, responsibilities and remuneration attaching to their appointment. The remuneration of non-executive directors is determined by the full board.

Director remuneration

The Directors' remuneration for the year was as follows:

Year ended 31 December 2024	**Fees/salary US$**	**Short-term performance bonus US$**	**Share- based payments US$**	**Total US$**
Darren Bowden[1] *Executive director/CEO*	800,917	751,703	-	1,552,620
Nick von Schrinding Independent Chairman	91,565	-	121.703	213,268
Steven Smith[2] *Interim Chairman & Non-executive director*	394,771	-	-	394,771
Tim Livesey[1] *Independent non-executive director*	95,257	-	5,371	100,628
Andrew Chubb *Non-executive director*	70,324	-	-	70,324
David Cather *Independent non-executive director (appointed 1 November 2024)*	12,786	-	-	12,786
Rob Marshall *Independent non-executive director (appointed 1 November 2024)*	12,786	-	-	12,786
Guy Walker *Non-executive director (resigned 3 September 2024)*	47,857	-	-	47,857
Total	**1,526,263**	**751,703**	**127,075**	**2,405,041**

Year ended 31 December 2023	**Fees/salary US$**	**Short-term performance bonus US$**	**Share based payments US$**	**Total US$**
Darren Bowden[1] *Executive director/CEO*	805,610	-	-	805,610
Steven Smith[2] *Interim Chairman & Non-executive director*	70,117	-	-	70,117
Tim Livesey *Independent non-executive director*	84,764	-	20,947	105,710
Andrew Chubb	62,326	-	5,210	67,537

Non-executive director				
Guy Walker *Non-executive director*	73,545	-	-	73,545
David Cather[1] *Independent Chairman (resigned 18 September 2023)*	70,117	-	5,210	75,327
Total	1,166,479	-	31,367	1,197,846

Notes:
[1] Includes consulting fees paid to private consulting companies.
[2] Fees paid in accordance with a Services Agreement between the Company and MTL (Luxembourg) Sarl.

No element of the Directors' remuneration (other than the share options and shares issued as part of the MIP bonus) is currently related to the Company's future share price.

Director interests in shares
As at FY2024 year end, directors' interests in Ordinary Shares in the Company were:

Director	Opening balance	Acquired during year	Disposed during the year	Closing balance
Darren Bowden	8,257,355	-	-	8,257,355
David Cather	6,600,000*	_	-	6,600,000
Andrew Chubb	-	6,600,000	2,500,000	4,100,000
Tim Livesey	-	6,600,000	-	6,600,000
Rob Marshall	7,820,928*	-	-	7,820,928

* Shares held at date of appointment

Director interests in options
Directors' beneficial interests in unissued ordinary shares granted by the Company under share options as at FY2024 year-end are as follows:

Director	Option expiry date and exercise price	Opening balance	Issued during year	Exercised during the year	Options held at year end
Andrew Chubb *Non-executive director*	On or before 28 October 2024 at nominal share value	6,600,000	-	(6,600,000)	-
Tim Livesey *Independent non-executive director*	On or before 17 June 2025 at nominal share value	6,600,000	-	6,600,000	-
Nick von Schirnding Independent Chairman	On or before 28 June 2029 at nominal share value	-	6,600,000[a]	-	6,600,000 (2,200,000 fully vested)
Darren Bowden CEO	On or before 27 August 2031 at nominal share value	-	9,500,000[b]	-	9,500,000

Vesting/exercise conditions

a) Upon Mr von Schirnding's resignation as a director on 21 March 2025, the Board used its discretion to fully vest the remaining 4,400,000 options held by Mr von Schirnding.
b) These options were issued as a condition to the purchase of YMC and provided the option-holder remains an employee of a Group company these options will vest on 31 December 2025.

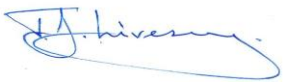
The relevant Non-Executive Directors' independence is not considered to be compromised due to holding these options as the level of share options are deemed to be sufficiently immaterial.

The year ahead/Long-term incentive programme

As noted in previous Remuneration Reports, under the Group's debt finance agreements material changes to the Group's remuneration policies and the level of executive and senior management remuneration required the approval of both of the Group's two lenders. Despite this, the lenders recognised the need to introduce a LTIP. The vesting hurdles applicable to an initial LTIP had been formulated and agreed with the major lender in December 2022. Unfortunately, the Company was unable to propose the establishment of an LTIP to shareholders until the full repayment of all debt had been confirmed.

Thus, at the general meeting of shareholders in August 2024, the establishment of an LTIP and an initial issue of options under this LTIP was approved by shareholders. The issue of 318 million options under the LTIP occurred in February 2025. Further annual LTIP awards may be made in the future as is common within AIM quoted mining companies.

The annual discretionary bonus KPIs for FY2025 will be adjusted to take into account the Group's operational footprint expansion into Nicaragua, combined with the need to advance the Philippine exploration targets as an integral element of planning for the potential closure of the Runruno mine as it heads towards the end of mining activities.



Tim Livesey, Chair of the Remuneration Committee
16 May 2025

SUSTAINABILITY REPORT

Notwithstanding Philippine Government requirements that the Group issue a biennial in-depth sustainability report, the Group recently took the decision to move from biennial to an annual publication. In April 2025, a sustainability report covering the activities and outcomes for the 2024 calendar year, titled 'Green and Gold: Prosperity and Sustainability in Harmony' was issued. Shareholders are recommended to access this report, and the last biennial sustainability report, titled 'Charting a Legacy', issued in May 2024, covering the 2022 and 2023 calendar years, from the Company website at www.metalsexploration.com/esg.

The reports are prepared in accordance with the Global Reporting Initiative (GRI) Standards and provides stakeholders with a transparent account and comprehensive information on our sustainability performance and governance and climate-risk related disclosures.

RISK MANAGEMENT

The Group's Code of Conduct enumerates its ethics. Operational procedural standards, aligned with legal requirements, have been established for all activities we undertake. Operations are certified with ISO 14001:2015 compliance and the Group is a member of the Chamber of Mines of the Philippines "Towards Sustainable Mining" initiative. The reporting of any infractions, particularly on safety concerns and potential environmental non-compliance, is participatory and cuts across all employees regardless of position.

COMMUNITY AND SOCIAL DEVELOPMENT

As part of our commitment to enriching the lives of local communities, the Group allocates 1.5% of direct mining and processing costs to be applied in its Social Development and Management Program (“SDMP”). Through the SDMP the Group partners with local communities to identify and implement impactful socio-economic programmes that drive sustainable development in our host and neighbouring areas. Implementation of the SDMP passes through a series of community consultations to identify appropriate socio-economic programmes. The Group’s SDMP programmes are focused on:

- Health;
- Education;
- Capacity building;
- Community development and empowerment;
- Enterprise development, improvement and networking;
- Infrastructure development; and
- Preservation and respect of socio-cultural values.

Total community programme expenditure for FY2024 was US$1.9 million, up from US$1.4 million for FY2023 programmes. The reach of the programmes extends to assist the residents of the Barangay of Runruno and surrounding Barangays, the Municipality of Quezon and the Province of Nueva Vizcaya. The Company expects to provide similar support to local communities once the LA India project in Nicaragua is in production.

The Community Relations Department, the community interface arm of the Group, maintains strong partnerships with various national agencies and local governments from Barangay to Provincial level. They are primarily engaged in managing the implementation of identified and prioritised projects within the mandated SDMP and other programmes under them as a component of the Group’s commitment to its Corporate Social Responsibility (“CSR”).

ANTI-SLAVERY AND HUMAN TRAFFICKING

Our anti-slavery policy reflects our commitment to acting ethically and with integrity in all our business relationships and to implementing and enforcing effective systems and controls to ensure slavery and human trafficking are not taking place anywhere in our supply chains. Our Company abides by various legislation and frameworks, including the UK Modern Slavery Act 2015, the Philippine Anti-discrimination Act of 2011, Republic Act 7877, the Philippine Anti-Sexual Harassment Act of 1995, and the United Nations Guiding Principles on Business and Human Rights.

SAFETY AND HEALTH

A safety and health programme is created each year to establish a robust foundation for the implementation of measures that prioritise the well-being and protection of workers. This ensures that workers are provided with a just, safe, and humane working environment. It is updated annually to ensure that the programme remains up-to-date and sufficiently addresses the evolving hazards and risks of the operations.

In FY2024 there were no material safety and health incidents throughout the project site. A safe working culture is actively promoted by a dedicated occupational safety and health department. The Group suffered its first lost time injury on 30 March 2025, however prior to that it had accumulated in excess of 25 million man-hours with no lost time incidents.

HUMAN CAPITAL

Employees are the lifeblood of our operations. Without their dedication to exemplary performance, and a work ethic that aligns with the values of our Company, the growth and development that the Group has achieved through the years will not be attained. It is therefore crucial for our Company to invest in our people to be able to power the business and continue operations, as well as support them in their journey towards a rewarding career and achievement of success that ripples through their lives and their communities.

Our policy is to recruit and retain the most talented and high-performing people who share the Group’s commitment to sustainable development. Great care is taken in every step of the employment process with an emphasis on equality, diversity, work-place safety and employee welfare.

ENVIRONMENT

The Group is active in promoting and implementing “responsible mining” practices. It is a leader in the Philippine mining industry in its environmental and environmental rehabilitation practices, having received numerous government/industry awards in this area over a number of years. The Group implements innovative technologies to enhance the efficiency and effectiveness of existing programmes across all operational facets, including our environment-related projects. Use of technologies like low-cost hydroseeding technology combined with a zero waste initiative, and maintaining a tree nursery and a clonal tree nursery research facility, are essential for the sustainability of our environmental restoration efforts.

WASTE MANAGEMENT

Safe management of tailings and other waste products are crucial to the safety of our communities and longevity of our operations. All tailings are sent to the residual storage impoundment facility (RSI) which has been constructed to international standards applicable to water storage dams, which are much higher than international standards applicable to mining tailings.

While the Group has a strong waste management record to date, it understands the risks associated with tailings management are a particular concern to our stakeholders and the Group is determined to maintain high levels of safe tailings management.

WATER MANAGEMENT

Mining activities require a large and constant supply of water, and the Group recognises that access to safe water is a fundamental right for local communities. We continue to prioritise effective water and wastewater management as part of our environmental initiatives. Our commitment to environmental stewardship reflects our dedication to balancing economic success with environmental responsibility.

The Group operates a dynamic water management programme to avoid possible impacts on the downstream water quantity, quality and aquatic environment. The ASTER technology contained in the final segment of the process plant destroys all cyanide species from tailings before the tailings are pumped into the RSI.

The Group aims to reduce its monthly average water consumption by at least 2% per annum. This target was achieved during FY2024.

REFORESTATION AND REHABILITATION

The Group acts positively to reduce the potential environmental impacts of its operations. It undertakes this obligation through immediate and continuous rehabilitation activities, by the re-greening of disturbed areas, the establishment of protection forests and the provision of habitat for wildlife within the FTAA area.

These programmes demonstrably improve the environment within and surrounding the Group’s operations and are designed for beautification, stabilisation and to off-set green-house gas emissions and the impacts of the Group’s operations. Through its various programmes, the Group has been responsible for planting over 2 million endemic and cash crop trees.

A total of 6.62 hectares within the FTAA area were rehabilitated during FY2024 (FY2023: 5.21 hectares) to bring the total area rehabilitated since commencement of mining to 56.56 hectares.

In addition, the Group participates in the National Forest Programme and the National Greening Programme. During FY2024, the Group was responsible for a further 155 hectares of reforestation (FY2023: 195 hectares).

As a manifestation of our unwavering and exemplary commitment, the Group has received the Presidential Mineral Industry Environmental Award (PMIEA) in the Surface Mining Operation Category for the third consecutive year.

CLIMATE-RELATED REPORTING

Climate change adaptation and mitigation encompass our approach to managing the impacts, risks, and opportunities associated with climate change, as well as the integration of these strategies into our business operations. This is particularly relevant as mining activities can be substantial contributors to climate change. The Group is committed to taking responsibility for its actions and strives to minimise, if not eliminate, any negative environmental impacts. Climate change commitments and initiatives are fully aligned with the Group's Environmental Policy statements and it adheres to the Guidelines on Resource Conservation and sets clear objectives, targets, and programmes aimed at reducing GHG emissions, thereby supporting the effective implementation of ISO 14001 Standards.

Task Force on Climate-related Financial Disclosures (TCFD)

The Group is committed to managing the impact of its operations on the planet and the impact of climate change on its operations, particularly to ensure continued operational and financial resilience in a changing world and marketplace. The Group understands the importance of these matters to its investors, partners, and regulatory authorities and considers the 4 TCFD pillars of disclosure in the below.

TCFD PILLAR – Governance

Board Oversight

The Group recognises the threats and impacts posed by climate change and its role in the transition to a low-carbon economy. The Group aims to align our efforts to contribute to global climate goals and targets. One of the ambitious goals of the Company is to become the first carbon neutral mining operator in the Philippines. Development in Nicaragua will utilise modern methods and equipment to minimise the Company's climate impact.

Management Oversight

Management is involved in identifying and evaluating risks that may affect the operations. These risks are constantly assessed to prevent potential environmental, economic and sociocultural impacts to our stakeholders. Within the Group's operations the use of renewable energy is supported by purchasing our power from a hydroelectric power company. In addition, the Group has adopted methods and technologies that increase the efficiency of its operations without causing significant harm to the environment. The Group initiates efforts to include stakeholders in its programs and initiatives in mitigating and addressing the impacts of climate change.

TCFD PILLAR – Strategy

Identified climate-related risks and opportunities

The identified key climate-related threats include increased risk of potential emergencies such as earthquakes, floods, typhoons and dam failures. In response to these identified threats, the Group has developed an emergency control plan (ECP) to ensure preparedness for these potential emergency situations. The ECP is shared with local communities to facilitate a planned effective and timely response, aiming to mitigate threats and minimise consequences to life, environment, and property.

Impact of climate-related risks and opportunities on strategy and planning

The Group has integrated climate scenarios into its strategic operational planning and review process. Climate scenarios are identified based on reliable publications such as Philippine Atmospheric, Geophysical, and Astronomical Services Administration (PAGASA)'s Climate Change in the Philippines study, MGB's Landslide and Flood Susceptibility Map, and the University of the Philippines' Project Nationwide Operational Assessment of Hazards. The Board strongly encourages senior management to regularly assess principal and emerging climate-related risks. Any changes in risks and newly identified opportunities are reported to and discussed at the Board level, and subsequently incorporated into the overall strategy and planning. Development in Nicaragua will be undertaken utilising the best and most relevant information available to help minimise climate impacts.

Resilience of strategy

Management has incorporated climate scenarios into the Group's strategic operational planning and review process. The Board encourages senior management to assess principal and emerging climate-related risks on a regular basis. Any changes in risks identified are to be reported to and discussed at Board level and incorporated into the strategy and planning of the Group.

TCFD Pillar – Risk Management

Processes for identifying and assessing climate-related risks

The Group's efforts to mitigate GHG emissions and identify climate-related risks are fully embedded in its corporate policy, project and procurement evaluation criteria, and overall risk management. This ensures consistent application and management throughout our value chain.

Processes for managing climate-related risks
The Board and senior management co-ordinate the Group's analysis and planning of the effects of climate change on our business. The Board regularly discusses the impact of any risks identified through the organisation. The mitigation of GHG emissions and identification of climate related risks has been integrated into our corporate policies to ensure it is consistently applied and managed. The Group continuously monitors and reports key performance indications relating to environmental matters.

Process for integrating climate-related risks into the overall risk management
New or evolving climate change risks identified by both senior and local management are reported to and discussed at Board level and incorporated into the strategy, planning and climate policy of the Group. Where possible, plans to mitigate the effect of climate change on our operations and our local communities will be integrated into the Group's environmental management and social and labour plans.

TCFD Pillar – Metrics and Targets
Metrics used by the Group
The Group annually sets targets to move forward towards its net-zero ambition. Targets are set for the reduction of water, diesel, and electricity consumption, and waste generation. Further, a target to increase reforestation and restoration is also set.

Greenhouse Gas Emissions
The Group is committed to measuring and reporting our scope 1 and 2 greenhouse gas emissions as noted below. Scope 3 emissions are not currently measured given the size and life of Group's mine.

Targets used by the Group
At year end the Group has only the single Philippine located operation, with a remaining life of mine of approximately two/three years. Annual targets are set to reduce the Group's impacts to support the net-zero ambition for this project. These targets are monitored and reviewed monthly and are being set based on the previous year's effort and performance. In 2024, we achieved positive results, with above target reductions in water, electricity and diesel consumption, residual and hazardous waste generation, and GHG emissions. There was an above target increase in the flora diversity species index covering the FTAA area. Targets will be set for the LA India project as this Nicaraguan project develops.

GREENHOUSE GAS EMISSIONS
Scope 1 GHG emissions from operations refers to direct activities that are owned or controlled by the Group; primarily emissions from fuel consumed by haul trucks, other vehicles and stationary plant at the Runruno project.

The calculation of GHG emissions is based on activity data, i.e. monitoring of fuel consumption rates, fuel composition, etc multiplied by industry produced conversion factors.

Scope 2 GHG emissions are indirect emissions from the generation of purchased electricity consumed by operations that are owned or controlled by the Group. Group Scope 2 emissions have been calculated using Philippine government recorded supplier-specific emission factors. Within our operations we support the use of renewable energy by purchasing our electricity from a hydroelectric company.

These Scope 1 and 2 GHG emissions are regularly reported to the Philippines mines department. Scope 3 emissions are not measured.

The Group's total carbon footprint (generated outside of the UK) was measured as follows:

	2024 CO_2e Tonnes	2023 CO_2e Tonnes
Scope 1 GHG emissions	16,983	21,429
Scope 2 GHG emissions	64,663	74,737
Operational GHG emissions Total	81,646	96,166

	Total CO_2e Tonnes per ounces gold produces	Total CO_2e Tonnes per ounces gold produced

Operational GHG Emissions Intensity	0.97	1.13

The Company has successfully reduced its energy consumption by 100.79 TJ, leading to a corresponding decrease in our overall greenhouse gas (GHG) emissions. This achievement is attributed to our enhanced operational practices, which include the use of energy efficient motors and the implementation of scheduled preventive maintenance services.

ENVIRONMENTAL MONITORING

The Group maintains very high compliance standards and employs industry leading initiatives to ensure the highest environmental performance. The Group conducts regular internal comprehensive environmental monitoring to ensure compliance with its licence provisions, Philippine Regulations and any appropriate contemporary standards. This monitoring extends to reference sites outside the immediate operational area. The Government undertakes quarterly monitoring by an independent, community based Multipartite Monitoring Team; while an independent third-party consultant group specialising in environment monitoring services is also engaged to independently monitor the Group's environmental performance.

LEGAL COMPLIANCE

High compliance standards are practiced across the Group. A large site-based team is dedicated to managing the high levels of compliance mandated within the Philippines. The site is regularly audited with upwards of 60 audits, verifications or reviews of its operations undertaken annually by the various regulators. The wide range of permits to operate in the Philippines are secured from more than a dozen Government agencies and regulators.

CORPORATE GOVERNANCE STATEMENT

The Board has chosen to adopt the Quoted Companies Alliance's Corporate Governance Code for small and mid-size quoted companies (the 'QCA Code').

The QCA Code identifies ten principles that focus on the pursuit of medium to long-term value for shareholders without stifling the entrepreneurial spirit in which the Company was created. The principles of the QCA Code are embedded into the Company's internal reporting and governance structures to the extent expected of a company of Metals Exploration's size, stage of development and resources.

The Company's governance structures are further governed by the Company's Articles of Association ('Articles') together with relationship agreements (the 'Relationship Agreements') with the Company's two largest shareholder groups, Candy Investments S.à r.l, Candy Venntures S.à r.l and MTL (Luxembourg) S.à r.l. ('MTL Lux') (together the 'Candy Group') and Drachs Investments No3 Limited ('Drachs').

The Relationship Agreements regulate the relationship between the Company and its largest shareholders to ensure, amongst other things, that the Company and its business shall be managed for the benefit of the shareholders of the Company as a whole. The Relationship Agreements grant each shareholder group the right to appoint one director, for so long as it (together with its successors or assignees) continues to hold more than 15% of the voting rights of the Company.

During the year a revolving credit facility (the 'RCF') with the Company's lenders, MTL Lux and Runruno Holdings Limited ('RHL') terminated upon settlement of all debt matters. Previously, the RCF required the prior consent of both these lenders (together with its successors or assignees) for the Company to undertake a number of operational decisions. Consequently, the termination of the RCF has removed a number of corporate and operational restrictions that previously existed.

The Company's current compliance, or otherwise, with each of the ten principles of the QCA Code are detailed below.

	Principle	Disclosure
1	**Establish a strategy and business model**	The Board's strategy and corporate plan is to: - Provide shareholders with capital growth potential, delivered by developing mineral projects into profitable mines.

	which promotes long-term value for shareholders	- Undertake cost-effective and precise exploration on those targets considered most likely to deliver future positive shareholder returns. - Respect the indigenous culture of the exploration and development areas and to promote social and economic development for the traditional custodians. - Manage the inherent value of its mining properties portfolio by delivering an efficient mining operation. - Conduct operations in a safe and environmentally responsible manner to industry best practice standards. - Offer employment opportunities to those who live in the project area. - Reward loyal and dedicated employees who drive the Company's objectives. - Consider acquisition opportunities to foster additional long-term capital growth potential. This Annual Report sets out key risks and uncertainties that may represent challenges to the successful execution of the Company's strategy and business model, and how such risks and uncertainties are managed by the Company. These risks are set out in the Directors Report and notes 33 and 34 to the financial statements.

2	**Seek to understand and meet shareholder needs and expectations**	The Company engages openly with its shareholders via announcements made via a regulatory information service, its corporate website and other social media platforms and investor webinars. The Board encourages investors to participate, if possible, at its Annual General Meeting and General Meetings. The Board believes that the Annual Report and Accounts, and the Interim Results published at the half-year stage, play an important part in presenting all shareholders with an assessment of the Company's position and prospects. The Company's website contains information on the Company's business, corporate information and specific disclosures required under the AIM Rules and the QCA Code. Management will also conduct periodic meetings either in person or electronically to shareholders, private client brokers and investment analysts.
3	**Consider stakeholder and social responsibilities and their implications for long term-success**	The Company's long-term success relies upon good relations with all its stakeholder groups, both internal and external. The Board affords highest priority to ensuring that it maintains a strong understanding of the needs and expectations of all stakeholders, monitoring feedback from them and considers such feedback in developing future policy. The Company undertakes its exploration and mining activities in a manner that seeks to minimise or eliminate negative environmental impacts and to maximise positive impacts of an environmental nature. The Company operates a comprehensive safety and health programme to ensure the wellness and security of its employees. The control and eventual elimination of all work-related hazards requires a dedicated team effort involving the active participation of all employees. A comprehensive safety and health programme is the primary means for delivering best practices in safety and health management. Employment opportunities and regular training are offered to local community members, while gender diversity policies are actively followed. Employee involvement is fundamental in recognising and reporting unsafe conditions and avoiding events that may result in injuries and accidents. The Company has a dedicated community relations division that is active in developing and assisting with various community social programs with special focus on health, education and infrastructure projects.
4	**Embed effective risk management, considering both opportunities and threats, throughout the organisation**	The Board is responsible for the Company's system of internal controls and for reviewing its effectiveness. The system is designed to manage, rather than eliminate, the risk of failure to achieve the execution of the Company's strategic objectives and business model. The Board reviews this internal reporting on a regular basis. The Board monitors financial controls through the setting and approval of an annual budget and a formal delegation of authority matrix combined with the regular review of key risk areas and monthly management accounts. The management accounts contain a number of indicators that are designed to reduce the possibility of misstatement in the financial statements.

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Each year, on behalf of the Board, the Audit Committee reviews the effectiveness of the Company's system of internal controls. This is achieved primarily via a comprehensive review of risks which cover both financial and non-financial issues potentially affecting the Company and from discussions with the external auditor. Details of the key risks, and their management, are contained in the following Directors' Report and notes 33 and 34 to the financial statements. The Board is not aware of any significant failings or weaknesses in the Company's existing system of internal controls.
Operational risk management is a driver for how the Company does business and dictates requirements to design, plan and adequately respond to internal and external events. This ensures that proper incident response, and effective monitoring can be implemented to minimise anticipated risks and reduce harm and disruption to people, the environment, and the Company's operations.
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<td>Maintain the Board as a well-functioning, balanced team led by the Chair</td>
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The purpose of the Board is to ensure that the business is managed for the long-term benefit of all shareholders, whilst at the same time having regard for employees, customers, suppliers and our impact on the environment and the communities in which we operate. The full Board is responsible and accountable to shareholders for the management and success of the Company and for providing effective controls to assess and manage the risks that the Company faces.
The Company's business is directed by the Board and is managed on a day-to-day basis by the Chief Executive Officer ("CEO"). The Board monitors compliance with the objectives and policies of the Company through monthly performance reporting, budget updates and periodic operational reviews. The Board has formal meetings at least four times a year, while restricted agenda meetings are held on an ad hoc basis when required. Minutes of the meetings of the Directors are circulated to the Board for approval.
On appointment, Non-Executive Directors commit to set aside sufficient time on the business of the Company to maintain a full understanding of the business which will include at least one annual visit to the Company's operations in both the Philippines and Nicaragua.
Board membership and attendance:
<table>
<tr><th>Board member/role</th><th>Meetings eligible to attend</th><th>Meetings attended</th></tr>
<tr><td>Steven Smith – Non-Executive Chair</td><td>8</td><td>8</td></tr>
<tr><td>Darren Bowden – CEO & Executive Director</td><td>8</td><td>8</td></tr>
<tr><td>Tim Livesey – Independent Non-Executive Director</td><td>8</td><td>8</td></tr>
<tr><td>Andrew Chubb – Non-Executive Director</td><td>8</td><td>5</td></tr>
<tr><td>David Cather –Independent Non-Executive Director (appointed 1 November 2024)</td><td>4</td><td>3</td></tr>
<tr><td>Rob Marshall –Independent Non-Executive Director (appointed 1 November 2024)</td><td>4</td><td>4</td></tr>
<tr><td>Nick von Schirnding – Independent Non-Executive Chair (appointed 18 March 2024 – resigned 21 March 2025)</td><td>8</td><td>8</td></tr>
<tr><td>Guy Walker – Non-Executive Director (resigned 3 September 2024)</td><td>3</td><td>3</td></tr>
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Steven Smith has been nominated to the Board by the Candy Group, while Rob Marshall was nominated to the Board by Drachs. These two directors are not independent but have relevant experience from which the Company can benefit. Andrew Chubb is not independent, as he is a partner of the Company's corporate broker and advises the Company in this role.
The members of the Board, as a whole, have suitable knowledge of the Company and expertise to discharge their duties and responsibilities effectively. All Directors are encouraged to use their independent judgement and to challenge all matters, whether strategic or operational. Any Director must declare a conflict of interest in relation to a particular item of business before commencement of discussion on the topic.
The Board has delegated some of its responsibilities to various Committees, which operate within specific terms of reference which can be found on the Company's website. In the event of a proposal to appoint a new Director, each Director is given the opportunity to meet the candidate prior to any formal decision being taken. Due to the small size of the Company, no Nomination Committee has been established.
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		The Company has established an Audit committee – refer to page 12 for the Audit Committee Report. In addition, the Company has established a Remuneration Committee – refer to page 15 for the Remuneration Committee Report. The remuneration and terms and conditions of appointment of Non-Executive Directors are set by the Board and are governed by the Articles.
6	**Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities**	The skills and experience of the Board are set out in their biographical details on the Company's website. The experience and knowledge of each of the Directors gives them the ability to constructively challenge strategy and to scrutinise performance. MSP Corporate Services Limited, a professional company secretarial services provider, acts as Company Secretary.
7	**Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement**	The collective performance of the Board is reflected in the success of the business. Evaluation of the performance of the Board, its committees and individual members has historically been implemented on an on-going and ad hoc basis given the stage of the Company's development. The Company does not therefore currently comply with Principle 7 in that it has no formal board evaluation process. Succession planning is currently the responsibility of the Board as a whole and the establishment of a Nomination Committee is not considered necessary.
8	**Promote a corporate culture that is based on ethical values and behaviours**	The Board recognises that its decisions will impact the corporate culture of the Group as a whole and that this will affect the performance of the business. The Board is also very conscious that the tone and culture that it sets will greatly impact all aspects of the Group and the way that employees behave and operate. The importance of maintaining sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Company seeks to ensure that responsible business practice is fully integrated into the management of all its operations and into the culture of all parts of the Company's business. It believes that the consistent adoption of responsible business practice is essential for operational excellence, which in turn is expected to ensure the delivery of its core objectives of, *inter alia*, sustained real growth in future profitability. In addition, employee involvement is recognised as fundamental in recognising and reporting unsafe conditions and avoiding events that may result in injuries and accidents, which, in turn, as a mining company, the Board considers, to be a fundamental part of recognising and establishing ethical values and behaviours throughout the Company's operations.
9	**Maintain governance structures and processes that are fit for purpose and support good decision making by the Board**	The Company maintains appropriate governance structures and processes according to its current size and complexity, and its stage of development and level of resources. There is a clear division of responsibility between the Non-Executive Chairman and the CEO. The Chairman is responsible for running the business of the Board and for ensuring appropriate strategic focus and direction. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance. The CEO is responsible for proposing the strategic focus to the Board, implementing it once it has been approved and overseeing the management of the Company's operations. The role of Non-Executive Directors includes questioning and challenging the CEO and assisting where possible in developing strategic proposals; reviewing and commenting on the integrity of the Company's financial reporting systems and the information they provide; recommending appropriate standards of corporate governance; reviewing internal control systems; ensuring that risk management systems are robust; and reviewing corporate performance and ensuring that performance is appropriately reported to shareholders.
10	**Communicate how the Company is governed and**	The Company recognises that meaningful engagement with its shareholders is integral to the continued success of the Group. The Company engages with its shareholders through meetings, webinars, presentations and roadshows when appropriate.

	is performing by maintaining a dialogue with shareholders and other relevant stakeholders	The Board believes that the Annual Report and Accounts, and the Interim Results published at the half-year stage, play an important part in presenting all shareholders with an assessment of the Company's position and prospects. All regulatory announcements are published on the Company's website. The Annual General Meeting and General Meetings are an opportunity for shareholders to discuss the Company's business with the Directors. The Board is supported by the Audit and Remuneration Committees, each of which has access to such information, resources and advice that it deems necessary, at the Company's cost, to enable the committees to discharge their duties as are set out in the Terms of Reference of each committee. Further the Board is supported in its dialogue with shareholders by its corporate broker and an investor relations consultancy group.

DIRECTORS' REPORT

The Directors present their Annual Report together with the audited financial statements of Metals Exploration plc (the 'Company') and its subsidiary undertakings (the 'Group'), for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES
The principal activity of the Group is to identify, acquire, explore and develop mining and processing projects, mining companies, businesses or opportunities with particular emphasis on precious and base metals mining opportunities in the Philippines, and subsequent to year-end in Nicaragua.

The Company was incorporated on 8 April 2004 under the Companies Act 1985 (now Companies Act 2006) and is registered in England and Wales with registered number 05098945. The Company was admitted to trading on AIM in October 2004.

The principal activity of the Company is that of a holding company for its subsidiary undertakings, which are set out in note 15 of the financial statements.

FINANCIAL RESULTS
For the year ended 31 December 2024 the profit before tax of the Group for the year was US$34.6 million (2023: US$119.6 million). This result included a net impairment of assets charge of US$9.1 million (2023: impairment reversal of US$97.7 million).

DIVIDENDS
A dividend payment is not recommended for the year ended 31 December 2024 (2023: US$nil).

BUSINESS REVIEW AND FUTURE DEVELOPMENTS
A review of the current and future development of the Group's business is given in the Chairman's Statement on page 3 and the Chief Executive Officer's Strategic Report on page 5.

NOMINATED ADVISER & CORPORATE BROKER
The Company's nominated adviser is Strand Hanson Limited. The Company's corporate broker is Hannam & Partners ('H&P Advisory Limited').

AUDITOR
PKF Littlejohn LLP were re-appointed as auditor of the Company at the Annual General Meeting held in 2024 and it is proposed that they be re-appointed as auditor of the Company at the Company's forthcoming Annual General Meeting.

DIRECTORS & DIRECTORS' INTERESTS
The Directors of the Company during the year and since the year end were:

Steven Smith	(Chairman and Non-Executive Director)
Darren Bowden	(Chief Executive Officer and Executive Director)
Tim Livesey	(Independent Non-Executive Director)
Andrew Chubb	(Non-Executive Director)
David Cather	(Independent Non-Executive Director), appointed 1 November 2024
Rob Marshall	(Non-Executive Director), appointed 1 November 2024
Nick Von Schirnding	(Independent Non-Executive Chairman), appointed 18 March 2024 – resigned 21 March 2025
Guy Walker	(Non-Executive Director); resigned 3 September 2024

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During FY2024 the Company issued to directors:

- 6,600,000 options to acquire new Ordinary Shares to Mr von Schirnding.
- 9,500,000 options to acquire new Ordinary Shares to Mr Bowden in relation to the acquisition of the YMC group.

These options are subject to vesting conditions as noted in the Remuneration Report.

There was no issue of securities to directors during FY2023.

Apart from outstanding share options, a full summary of which is disclosed in the Remuneration Report, there are no other arrangements entered into to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate; except that pursuant to the terms of the Metals Exploration plc 2022 and 2023 Management Incentive Plans, in February 2025, Mr Bowden was awarded additional 9,213,853 Ordinary Shares.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company, or any of its subsidiary companies was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the year; other than:

- Steven Smith is a 10% shareholder in MTL Guernsey Limited ('MTLG'), previously a Senior Debt lender.
- Andrew Chubb is a director of H&P Advisory Limited trading as Hannam & Partners, the Company's broker and financial adviser.
- Darren Bowden held a 37.5% interest in Yamang Mineral Corporation acquired by the Group.
- Robert Marshall is the nominee director of Drachs which in November 2024 provided the Company with a short-term £5.5 million loan. The principal and interest of this loan was repaid in March 2025 by the transfer of 94,127,854 Ordinary Shares held in treasury to Drachs at an issue price of £0.06 per Ordinary Share.

PRINCIPAL RISKS AND UNCERTAINTIES FACING THE GROUP

The Board of Directors review the principal risks and uncertainties facing the Group on an ongoing and regular basis. Assessments are made as to how to manage these and mitigate as much risk as possible through various controls. Many of these risks and uncertainties are common to all mining projects. The principal risks and uncertainties facing the Group are identified as follows:

Market risk

The profitability of the Group's projects is impacted by the risks associated with the gold market. Profitability can be affected by factors beyond the Group's control, such as a prolonged decline in world gold prices. The Group regularly tracks gold prices and regularly refines its models on financial profitability in order to have available for the Board at all times, a current view on the future financial viability of its active projects. The Group has attempted to mitigate this risk by entering into limited hedge arrangements in relation to future gold prices. Refer note 21.

The Group is exposed to currency risks in its operations; particularly in relation to Philippine domestic peso currency exposure from costs associated with mining and gold recovery. Currency exposures are carefully monitored, and USD:PHP forward contracts are in place to insure against major adverse currency movement risk. Refer note 21.

Nature of mining, resource estimation and mineral processing
Mineral resource and reserves estimation provides no assurance that the potential tonnage and grades will be achieved. The exploration of mineral rights is speculative in nature and any published results are expressions of judgement developed using industry tested measuring techniques, none of which can be relied upon with complete certainty. Each set of published results builds upon the previous published information and includes any new and reliable information from systematic drill results, mining, and recovery and reconciliation activities and is independently verified by qualified persons. However, this still involves experience, judgement, skill and estimation, all of which are imprecise, interpretative and open to challenge. The actual results of mining may differ upwards or downwards from the published reserves upon which the Group relies in its business projections.

The size of the deposit, its grade, depth and type of orebody, are only some of the particular attributes which determine the costs and recovery methods required to be employed. There is also the length of haul to the processing plant, age and maintenance programmes for plant and equipment, land access, environmental protection and community relations, capital costs, reclamation and closure costs and labour and host community relations. The quantities, costs and assumptions used to identify and interpret these variables can be modelled to the lowest level of detail possible, but they do not provide absolute certainty that the expected cost of mining will be achieved.

The metallurgy of the Group’s ore requires a complex set of processes to extract economic levels of gold doré. Maintaining efficient processing operations requires specialised equipment and consumables, combined with an experienced and motivated processing team. It is also subject to numerous factors some of which are within the Group’s ability to control, and some that are external factors outside the control of the Group.

Reserves and viable mining operations
Based upon the Group’s current delineated gold reserves and planned mining schedule it is predicted that the Runruno project’s remaining life of mine is approximately until Q4 2026 or Q1 2027.

To maintain or increase production levels in the long term, the Group must replace its gold reserves that are depleted by its mining activities. To replace its reserves, the Group must engage in an exploration and development programme, which is speculative by nature, to acquire or discover and develop new mineral deposits.

The exploration and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and technical knowledge may not eliminate. The economics of exploration and the eventual development of mineral properties are affected by many factors, including the cost of future operations, availability of capital, assumptions about the price of gold, the grade and recoverability of minerals, the ratio of waste to ore, sufficiency of water, resettlement costs and other factors, such as government regulations. As a result, there can be no assurances that the Group’s exploration or development activities will result in profitable commercial mining operations. Exploration and development of mineral deposits involve a wide range of significant risks and require a significant investment over an extended period. These risks are seldom constant with new types invariably arising and adding to the industry’s and Group’s challenges.

Mining regulatory risk
Mining investors are exposed to a high level of regulatory risk, and a wide array of ‘rules and regulations’ (‘Rules’) imposed by the governing bodies responsible for the mining sectors in the countries the Group operates in. The Rules are created and enforced by several layers of government and government agencies

nationally, provincially and locally. The mining industry is subject to frequent audit and review activity by regulatory agencies.

Failure to receive, extend or amend any Regulatory Approval, or delays in receiving, extending or amending any Regulatory Approval may adversely affect the properties, business or operations of the Group including, but not limited to, increasing the costs of the Group's activities; limiting the Group's capacity to produce gold; delaying the implementation of any planned changes to the Group's activities; or requiring the full or partial suspension of the Group's operations.

In the Philippines the Group annually has almost 500 approvals, licences and permits to conduct mining, processing and related activities at its Runruno Gold Project in the Philippines (collectively "Regulatory Approvals") and is routinely required to obtain new permits and Regulatory Approvals or to amend, renew or extend its existing permits and Regulatory Approvals.

As at the date of this Report, neither the Group nor its any of its projects are subject to any suspension or closure order. The Group has applied for, or is in the process of, applying for the issue, extension or renewal of a number of Regulatory Approvals and cannot be certain that they will be issued, extended or renewed on acceptable terms or within the required timeframes.

Key personnel
The Group depends on its Directors, senior managers, employees and third-party contractors with relevant experience to explore for mineral reserves and resources, develop projects and operate mines. As a result of the limited life of mine of the Runruno Mine, the Group may experience difficulty in retaining existing employees or third-party contractors, or in replacing them with appropriate staff.

The Group's success depends, to a large degree, upon the continued service and skills of its existing management team. The Group's management team has significant experience and has been intimately involved in the turn-around of the Group's gold recovery and financial condition. If the Group loses the services of any key member of its management team and is unable to find a suitable replacement in a timely manner, the Group may be unable to effectively manage its business and execute its strategy. In addition, the Group depends on skilled employees to carry out its operations, in particular with regard the BIOX process. The loss of these people or the Group's inability to attract and retain additional highly skilled employees required for the implementation of its business plan and ongoing development and expansion of operating assets may have a material adverse effect on the Group's business or future operations.

Environmental risk
Mining operations are by nature environmentally risky ventures. As a responsible miner the Group takes its environmental responsibilities very seriously and is subject to stringent rules and regulations before, during and after its period of exploration and mining development. Open pit mining is mining on a large-scale and has the potential to become entangled in environmental disputes. The Group employs every effort to avoid and mitigate even the most minor of damage to the environment, but it is aware it will always be exposed to these risks for as long as it is present at Runruno.

Any breach of its environmental code or obligations to the environment as dictated in its Financial or Technical Assistance Agreement ('FTAA') or its Environmental Compliance Certificate may result in a temporary suspension of operations, fines, and even the possibility of closure of mining operations at Runruno. The Group is aware there may be further environmental standards imposed throughout the life of its mining operations which will involve further costs, time and compromises to be compliant.

Political and country risk
The Group has mining and exploration projects in both the Philippines and Nicaragua. These are challenging jurisdictions for foreign mining companies to succeed. Philippine and Nicaraguan political and country

perceived risk issues may have hindered the development of the mining industry in these countries. The Group has no control or influence in these matters and these risks are a constant.

In the Philippines, to reduce these risks, the Group applied for and was granted a FTAA, a contract in law with the government. The 1995 Mining Act allows 100% foreign ownership of mining entities where there is a US$50 million investment or higher, through the ownership of a FTAA. Mines operating under a FTAA have recourse for disputes to be arbitrated offshore. Despite opposition to the 1995 Mining Act successive Presidents have supported the framework.

In Nicaragua all necessary permits are in place for the Group to commence development of the La India gold project.

Access to tenement areas
The Group's social licence to operate is not guaranteed and every effort is made to ensure the local communities near our areas of operation are supportive of the Group's endeavours.

RSI integrity
The Group's Runruno mine tailings waste is directed to a residual storage impoundment ('RSI') facility. The RSI is being constructed to standards applicable to international water dam construction, which has significantly higher standards than normal mine tailings facilities. However, the failure of the RSI would be catastrophic, and as such the continued integrity of this structure is of the utmost importance.

Third party audits of the design and construction integrity of the RSI are conducted, and the RSI remains in compliance with local guidelines and local development requirements. Construction of the final in-rock spillway commenced in Q1 2023 and is expected to be completed during FY2026. This final in-rock spillway will ensure the RSI has the capacity to cope with a 'Probable Maximum Flood' event.

The performance of the RSI is continuously monitored by an independent international consulting group.

GOING CONCERN
The consolidated financial statements of the Group have been prepared on a going concern basis, which contemplates the continuity of business activities and the realisation of assets and the settlement of liabilities in the normal course of business.

The Board of Directors believe that the Runruno mine will continue to operate successfully and produce positive cash flows ensuring the continuing viability of the Group and its ability to operate as a going concern, meeting its commitments as and when they fall due.

Continued free cash generated from Runruno is more than sufficient to fund the mine development and plant acquisitions required to bring the Nicaraguan La India project into production by Q4 2026.

As a result, the Directors believe there is no material uncertainty over the Group's going concern and that it is appropriate that the financial statements should be prepared on a going concern basis.

KEY PERFORMANCE INDICATORS
The Directors monitor the performance of the Group through the following key performance indicators:

- Safety – Safety is at the core of the Group's business. The Group aspires to a world class TRIFR target of <0.95, which was achieved both in FY2024 and FY2023. Indeed, the focus on safety has been successful with over 25 million work-hours being recorded without a lost-time-injury ('LTI') in the period up to 30 March 2025. Unfortunately, on 30 March 2025, the Group suffered its first LTI since December 2016, when an employee suffered burns that required hospital treatment. This employee is expected to make a full recovery and return to work in Q2 2025. Maintaining a safe working environment at all times, for all employees and contractors, is of paramount importance to the Group. Safety is the lead item for consideration at all management meetings, with safety briefings and safety protocol reviews regularly undertaken. Management remains determined to minimise and where possible eliminate potential safety risks.

- Environment/permit compliance – The Group aims to have no major environmental/permitting incidents and <3 minor reportable environmental/permitting incidents per annum. This target was achieved during both FY2024 and FY2023. Operations are subject to numerous environmental and permit obligations and regulations. A dedicated department monitors the Group's performance in this regard. Regular reporting of compliance with these obligations and regulations is strictly adhered to. The Group is confident of its satisfaction of the compliance obligations imposed on its operations and its ability to maintain and renew permits as required.
- Gold recovery – Overall gold recovery measured against budget reflects the outcome of ongoing technical work undertaken to maintain/improve operational performance. The average gold recovery in FY2024 was 90.5% (FY2023: 88.7%) surpassing the average gold recovery target. Gold recoveries are continuously monitored providing detailed information on day-to-day performance.
- Free cash flow – Given the Group's historical high debt level the amount of free cash flow produced to pay down Group debt has been of paramount importance; and performance is determined by comparison of actual results against budget. The cost efficiencies of operations are measured against budgets and forecasts on a weekly and monthly basis. Detailed annual budgets are approved by the Board. Free cash generated from operations of US$96.7 million (FY2023: US$72.3 million) exceeded budget.
- Total expenditure – Total operating cost and CAPEX expenditure is measured against budget on a weekly, monthly and annual basis. Projected costs are re-forecast at regular intervals. Total operating cost and CAPEX expenditure, excluding debt interest/fees, taxes and corporate event expenses, for FY2024 of US$83.1 million (FY2023: US$87.6 million) was slightly lower than budget.
- Total movement of material – Actual physical mining performance, both ore and waste, compared to budget is a key driver to ongoing mining operations. Mine schedules are constantly being reviewed to ensure sufficient ore is delivered to the process plant on a timely basis at an economic grade. Actual tonnes mined during the year was slightly below budget at 11.3Mt (FY2023: 12.4Mt).
- Mill throughput – Actual tonnes milled of 2.1Mt (FY2023: 2.1Mt) compared to the 1.75Mt name-plant design of the process plant indicates the degree of success plant modifications have made on the Group's ability to increase production rates above original design expectations.

EVENTS AFTER THE BALANCE SHEET DATE

Details of significant events occurring after the balance sheet date are set out in note 36 to the financial statements.

FINANCIAL RISK MANAGEMENT

Details of the Group's policies with respect to financial risk management are given in note 34 to the financial statements.

Although monitoring financial risk falls within the terms of reference of the audit committee, this matter is a standard agenda item at all board meetings. The Group's finance departments implement policies set by the Board of Directors.

CORPORATE RESPONSIBILITY AND ENVIRONMENTAL POLICY

The Group's policy is to conduct operations in a safe and environmentally responsible manner to industry best practice standards, to respect the indigenous culture of the mining project areas, to promote social and economic development and to offer employment and training opportunities to those who live in the mining project areas.

POLITICAL CONTRIBUTIONS AND CHARITABLE CONTRIBUTIONS

During FY2024, the Group did not make any political expenditures or charitable donations (FY2023: $nil).

ANNUAL GENERAL MEETING

This report and the financial statements will be presented to shareholders for their approval at the Annual General Meeting ('AGM').

The Company's AGM is expected to be held on 16 June 2025 at the offices of Squire Patton Boggs in London. The Notice of the AGM will be issued shortly.

In accordance with the Company's Articles of Association, all directors, will retire and will offer themselves for re-election at the AGM.

SHARE CAPITAL
On 31 December 2024, there were 1,728,216,415 ordinary shares of £0.0001 each with voting rights in the capital of the Company in issue. A further 393,513,302 non-voting ordinary shares of £0.0001 each were held in Treasury.

SIGNIFICANT SHAREHOLDINGS

As at 31 December 2024, the Company is either aware of or has been notified of the following shareholders who hold disclosable interests of 3% or more of the nominal value of the Company's Ordinary Shares:

Significant Shareholders	**Shares held as of 31 December 2024**	***Voting %***	**Shares held as of 31 December 2023**	***Voting %***
Nick Candy	651,000,000	37.7	969,532,143	46.6%
Drachs Investments No3 Limited	317,532,143	18.4	-	-
Hargreaves Lansdown[2]	137,654,787	7.97	85,083,121	4.1%
Interactive Investor[2]	91,263,780	5.28	87,747,000	4.2%
Baker Steel Capital Managers LLP[1]	63,438,429	3.67	113,488,429	5.4%

[1] Baker Steel Capital Managers LLP acting on behalf of various funds for which it acts as full discretionary Investment Manager.

[2] Acting on behalf of its clients.

BOARD ENGAGEMENT WITH STAKEHOLDERS – SECTION 172 STATEMENT
Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, and would be most likely to promote the success of the company for the benefit of its members as a whole. The Directors use the Board meetings as a mechanism for giving careful consideration to the factors set out above in discharging their duties under section 172.

Stakeholder engagement
Key stakeholder groups we engage with are listed below, together with an explanation of why we focus on them and how we engage them.

Employees
The success of the Group is dependent upon the hard work and dedication of all our employees. The Board ensures a continuing investment in existing employees who are supported through professional, technical and on-the-job training relevant to their functional areas. The Board directs executives and senior managers to keep staff informed of the progress and development of the Group on a regular basis through formal and informal operational updates, meetings and other regular communications. In addition, the Board ensures funds are provided for regular events to encourage employee participation in local community initiatives.

The Group strives to create an equal opportunity work environment where employees can be safe and healthy at all times, while feeling valued and supported. Employees are encouraged to speak out about anything that impacts their performance and/or safety.

The Board is conscious of its social obligation to impart skills and knowledge onto local employees. Accordingly, in the Philippines over 98% of the Group's workforce is Philippine; while in Nicaragua approximately 95% of the workforce are Nicaraguan. Workforce gender diversity policies are actively followed with approximately 28% of the Group workforce being female.

Government Agencies & Local Communities
The Group operates in the highly regulated mining business. The Board ensures the Group adopts a positive focus on maintaining productive relations with local communities and all levels of government. As a result, the Chief Executive Officer and senior managers regularly conduct consultations with multi-levels of government agencies to ensure that all regulatory approvals and permits remain in good order. Development of local community improvement programmes are undertaken with consultation of local government and community representatives.

Contractors & Suppliers
Our contractors and suppliers are key business partners, and the quality of goods and services we receive are essential to supporting operations and to provide the Group with the opportunity to produce positive cash flows.

As directed by the Board, management collaborates and continually works with our contractors and the full supply chain, sharing best practice and seeking out synergies to improve performance.

Lenders
For the entire reporting period, the CEO and the CFO, on behalf of the Board, were in regular contact with its lenders regarding the Group's performance in an endeavour to manage expectations.

Customers
The Group's business in mining and selling gold doré means it only deals with a small number of end customers, being refiners of doré and/or gold concentrate. The Board ensures a close relationship is maintained with senior personnel at each customer group.

Investors
Investors are considered key stakeholders, and consequently investor relations are a focus area for Directors. Where possible the Board engages investors on Group performance following trading updates and results announcements.

DISCLOSURE OF INFORMATION TO THE AUDITORS
The Directors at the date of approval of this Annual Report individually confirm that:

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

This confirmation is given and should be interpreted in accordance with the provision of Section 418 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board

Darren Bowden, Chief Executive Officer
16 May 2025

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Corporate Governance Report, Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

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

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

The Directors are responsible for:

- keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities;
- ensuring that they meet their responsibilities under the AIM Rules; and
- the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METALS EXPLORATION PLC

Opinion

We have audited the financial statements of Metals Exploration Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Total Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2024 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and

- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Testing the integrity of management's forecast model for a period of 12 months from the date of approval of the financial statements and further, checking the mathematical accuracy of the model, including challenging the appropriateness of key assumptions and inputs with reference to empirical data and external evidence with specific focus on the following key assumptions: gold price, production, costs, gold grade, recoveries and assessed their consistency with approved budgets and the mine development plan, as applicable;
- Comparing budgets to actual figures achieved to assess the reliability of management's forecasts;
- Evaluating management's sensitivity analysis and performing our own sensitivity analysis in respect of the key assumptions and inputs underpinning the forecasts. We assessed the validity of any mitigating actions identified by management;
- Confirming the terms of all borrowing facilities in place and that the terms are not breached and reviewing the repayments of loans and ensuring that they were reflected in the cash flow forecast; and
- Assessing if the going concern disclosures in the financial statements are appropriate and in accordance with the revised ISA UK 570 going concern standard.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures.

We determined materiality for the group and parent financial statements to be:

	Group ($)			Parent ($)		
	2024	2023	Basis	2024	2023	Basis
Overall materiality	1,915,000	1,689,000	1% of revenue	1,574,000	1,654,000	1.5% of net assets (2023: 5% of profit before tax

Performance materiality	1,149,000	1,013,400	60% of materiality	944,000	992,400	60% of materiality
Triviality	95,000	84,450	5% of materiality	78,000	82,700	5% of materiality

In determining group materiality, we consider revenue to be the primary measure used by the shareholders in assessing the performance of the group, driving profitability within the group and revenue is expected to provide a more stable measure year on year. The percentage applied to this benchmark of 1% has been selected to bring into scope all significant classes of transactions, account balances and disclosures relevant for the shareholders, and also to ensure that matters that would have a significant impact on the reported profit were appropriately considered.

In determining parent materiality, we consider profit before tax to be the primary measure used by the shareholders in assessing the performance of the company. The parent is generating consultancy revenue from its subsidiaries, and holds little fixed assets for these reasons. The percentage applied to this benchmark of 5% has been selected to bring into scope all significant classes of transactions, account balances and disclosures relevant for the shareholders, and also to ensure that matters that would have a significant impact on the reported profit were appropriately considered.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures. We set the performance materiality at 60% of materiality.

In determining performance materiality, we considered the following factors:

- Our knowledge of the group and parent and its environment, including industry specific trends;
- Significant transactions during the year; and
- The level of judgement required in respect of the key accounting estimates.

We agreed with the audit committee that we would report all individual audit differences identified for the group during the course of our audit in excess of $84,450 ($82,700 for the parent) together with any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

We determined materiality for the significant component to be:

	2024 ($)	2023 ($)	Basis
Overall materiality	1,149,000	1,500,000	Based on a factor of overall group materiality
Performance materiality	1,000,000	900,000	60% of materiality
Triviality	83,000	75,000	5% of materiality

We applied the concept of materiality in planning and performing our audit and in evaluating the effects of misstatement.

Our approach to the audit

Our audit is risk based and is designed to focus our efforts on the areas at greatest risk of material misstatement, aspects subject to significant management judgement as well as greatest complexity, risk and size.

As part of designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgement by the directors and considered future events that are inherently uncertain. These areas of estimation and judgement included:

- Valuation of property, plant and equipment as outlined in the Key audit matters section above
- Recoverability of investments in subsidiaries and receivables from subsidiaries
- Valuation of inventory
- Accuracy and completeness of rehabilitation provision
- Valuation of the purchase price allocation of YMC group

We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Of the group's 10 components, including the parent company, 2 were considered (including the parent company – audited by PKF-Littlejohn) financially significant and subject to full scope audit for group purposes. The remaining components were not considered material and we performed a limited scope analytical review together with substantive testing, as appropriate.

A full scope audit was performed for the one significant component in the Philippines. In establishing our overall approach to the Group audit, we determined the scope, direction of the audit process, and the type of work that needed to be undertaken by the component team. The component team is one of the largest professional services networks in the world. We determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole. We monitored their work through regular collaborative meetings, review progress and evaluating adherence to timeliness and accuracy of deliverables. We carried out a site visit to the Philippines in April 2025 and performed an on-site file review of the work performed by the component auditor.

The key audit matters and how these were addressed are outlined below.

Key audit matters

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

Key Audit Matter	**How our scope addressed this matter**
Carrying value and impairment of property, plant and equipment (Valuation)	
The group holds a significant balance of tangible non-current assets of $94m which are key to the Group's mining operations. Management assess the recoverable amounts of these balances on a cash generating unit (CGU) based on the value-in use of the Runruno operations using cash flow projections over the remaining expected life of the mine (LOM) which is ending in December 2026 and at appropriate discount rates. Given the significant judgements and estimates used by management in determining the value in use of these assets, there is the risk that the	Our work in this area included: • Considering any potential impairment indicators through discussion with management and the onsite visit to the mine site during the audit fieldwork, as well as reviewing of announcements to the market and board minutes for evidence of impairment. • Obtaining and reviewing management's discounted cash flow model; • Assessing and reviewing indicators of impairment as per IAS 36;

carrying value is not fully recoverable, taking into consideration all applicable factors including current and future mined ore grades, production quantities, revenues, direct costs and discount rates, which all feed into the value in use calculations. The accounting policy for determining impairment charges or reversals for the carrying amount of the property, plant and equipment may not be in line with IAS 36, 'Impairment of Assets', which requires companies to determine a single estimate of the recoverable amount. Further, the classification of the basis on which the impairment reversal (if any) allocated to the individual assets within the CGU may not be in accordance with paragraphs 122 and 123 of IAS 36. The disclosure is provided in the financial statements under Note 8.	• Ensuring the basis of preparation of the model is in line with applicable accounting standards; • Assessing the appropriateness of estimates and inputs including ore grade, commodity price, production, operating costs, capital costs, discount rates, foreign exchange rates; • Ensuring inputs into the model are in line with third party expert's opinion of total mineral resources; and • Considering whether an impairment reversal should be recorded and challenging management thereon.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or

- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- We obtained an understanding of the group and company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and our expertise of the sector.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from Companies Act 2006, UK-adopted international accounting standards, the AIM Rules for Companies, as well as local laws and regulations in the jurisdiction in which the group and parent company operate.
- Compliance with laws and regulations at the subsidiary level was ensured through enquiry of management, communication with component auditors and review of correspondence for any instances of non-compliance.
- We designed our audit procedures to ensure the audit team and component auditors considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
    - conducting enquiries of management regarding potential instances of non-compliance;
    - reviewing RNS announcements;
    - reviewing legal and professional fees for evidence of any litigation or claims against the company; and
    - reviewing board minutes and other correspondence from management.

- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, whether key management judgements could include management bias in relation to:
  - Valuation of property, plant and equipment as outlined in the Key audit matters section above
  - Recoverability of investments in subsidiaries and receivables from subsidiaries
  - Valuation of inventory
  - Accuracy and completeness of rehabilitation provision
  - Valuation of the purchase price allocation of YMC group

- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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

Joseph Archer

Joseph Archer (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor
16 May 2025

15 Westferry Circus
Canary Wharf
London E14 4HD

CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

		2024	***2023***
	Notes	***US$***	***US$***
Continuing Operations			

Revenue	3	191,149,615	166,682,876
Cost of sales		(128,630,976)	(129,422,805)
Gross profit		62,518,639	37,260,071
Administrative expenses		(8,984,213)	(8,086,753)
Operating profit	4	**53,534,426**	**29,173,318**
Impairment (loss)/gain	8	(9,065,277)	97,737,620
Other income/expenses	8	(3,319,103)	(7,341,829)
Provision for (loss) on derivatives	21	(6,521,465)	(29,759)
Share of profit of associates	16	12,030	15,970
Profit before tax		**34,640,611**	**119,555,320**
Tax (expense)	9/10	(9,064,743)	(306,582)
Profit for the period		**25,575,868**	119,248,738
Non-controlling interest		10,211	-
Profit for the period attributable to equity holders of the parent		**25,586,079**	**119,248,738**
Other comprehensive income:			
Items that may be re-classified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(1,545,017)	(3,479,370)
Items that will not be re-classified subsequently to profit or loss:			
Re-measurement of pension liabilities		(320,892)	222,909
Total comprehensive profit for the period attributable to equity holders of the parent		**23,720,170**	**115,992,277**
Total comprehensive profit for the period attributable to equity holders of the parent and non-controlling interests		23,709,959	115,992,277
		Cents per voting share	Cents per voting share
Earnings per voting share:			
Basic cents per voting share	11	**1.29**	**5.70**
Diluted cents per voting share	11	**1.28**	**5.64**

CONSOLIDATED BALANCE SHEET

AS AT 31 DECEMBER 2024

	Notes	***2024*** *US$*	***2023*** *US$*
Non-current assets			
Property, plant and equipment	12	93,544,640	140,597,506
Intangible assets	13	620,331	7,664
Investment in associate companies	16	133,411	121,381
Trade and other receivables	17	19,750,486	16,720,701
		114,048,868	**157,447,252**
Current assets			
Inventories	18	18,122,391	18,695,048
Trade and other receivables	17	10,891,450	5,000,515
Cash and cash equivalents	19	31,224,696	339,997

	Note		
		60,238,537	**24,035,560**
Non-current liabilities			
Trade and other payables	23	(70,850)	(70,850)
Retirement benefits obligations	22	(3,154,594)	(2,471,289)
Deferred tax liabilities	10	(557,047)	(544,697)
Provision for mine rehabilitation	25	(4,270,571)	(4,145,567)
		(8,053,062)	**(7,232,403)**
Current liabilities			
Trade and other payables	23	(18,924,024)	(16,063,666)
Loans - current portion	24	(6,890,400)	(23,896,298)
Derivative liabilities	21	(6,869,769)	(357,546)
		(32,684,193)	**(40,317,510)**
Net assets		**133,550,150**	**133,932,899**
Equity			
Share capital	26	235,366	282,783
Share premium account	26	313,458	144,350
Capital redemption reserve		50,401	-
Treasury shares	26	(25,345,845)	-
Acquisition of non-controlling interest reserve		(5,107,515)	(5,107,515)
Translation reserve		9,396,614	10,941,631
Re-measurement reserve		(570,632)	(249,740)
Other reserves	28	818,281	144,351
Profit and loss account	27	153,363,118	127,777,039
Non-controlling interests	14	396,904	-
Equity attributable to equity holders of the parent		**133,550,150**	**133,932,899**

The financial statements were approved by the Board of Directors on 16 May 2025 and were signed on its behalf by:

Darren Bowden, *Chief Executive Officer*
16 May 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	*Share capital*	*Share premium account*	*Capital redemption reserve*	*Treasury shares*	*Acquisition of non-controlling interest reserve*	*Translation reserve*	*Re-measurement reserve*	*Other reserves*	*Minority interests*	*Profit and loss account*	*Total equity*
		US$	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*
Balance at 1 January 2024		282,783	144,350	-	-	(5,107,515)	10,941,631	(249,740)	144,351	-	127,777,039	133,932,899
Exchange differences on translating foreign operations		-	-	-	-	-	(1,545,017)	-	-	-		(1,545,017)
Change in pension liability		-	-	-	-	-	-	(320,892)	-	-	-	(320,892)
Profit for the year		-	-	-	-	-	-	-	-	(10,211)	25,586,079	25,575,868
Total comprehensive income/(loss) for the year		-	-	-	-	-	(1,545,017)	(320,892)	-	(10,211)	25,586,079	23,709,959
Share buy back		(50,401)	-	50,401	(25,345,845)	-	-	-	-	-	-	(25,345,845)
Share-based payment	28	-	-	-	-	-		-	673,930	-	-	673,930
Share issue	26	2,984	169,108	-	-	-	-	-		-	-	172,092
Subsidiary acquisition		-	-	-	-	-	-	-	-	407,115	-	407,115
Balance at 31 December 2024		**235,366**	**313,458**	**50,401**	(25,345,845)	**(5,107,515)**	**9,396,614**	**(570,632)**	**818,281**	**396,904**	**153,363,118**	**133,550,150**

Equity is the aggregate of the following:

- Share capital; being the nominal value of shares issued
- Share premium account; being the excess received over the nominal value of shares issued less direct issue costs
- Capital redemption reserve; being the share capital of ordinary shares held in Treasury
- Acquisition of non-controlling interest reserve; being the amounts recognised on acquiring additional equity in a controlled subsidiary
- Translation reserve; being the foreign exchange differences on the translation of foreign subsidiaries
- Re-measurement reserve; being the cumulative actuarial gains and losses, return on plan assets and changes in the effect of the asset ceiling (excluding net interest on defined benefit liability) that relate to the Philippine pension obligations, recognised in other comprehensive income
- Other reserves; being the share-based payments expense
- Non-controlling interest; being the share of equity owned by minority parties
- Profit and loss account; being the cumulative profit attributable to equity shareholders

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	Share capital	Share premium account	Acquisition of non-controlling interest reserve	Translation reserve	Re-measurement reserve	Other reserves	Profit and loss account	Total equity
		US$	US$	US$	US$	US$	US$	US$	US$
Balance at 1 January 2023		281,638	-	(5,107,515)	14,421,001	(472,649)	1,639,920	7,001,364	17,763,759
Exchange differences on translating foreign operations		-	-	-	(3,479,370)	-	-	-	(3,479,370)
Change in pension liability		-	-	-	-	222,909	-	-	222,909
Profit for the year		-	-	-	-	-	-	119,248,738	119,248,738
Total comprehensive income/(loss) for the year		-	-	-	(3,479,370)	222,909	-	119,248,738	115,992,277
Share-based payment	28	-	-	-	-	-	31,368	-	31,368
Share issued	26	1,145	144,350	-	-	-	-	-	145,495
Transfer of other reserve to profit and loss account	27	-	-	-	-	-	(1,526,937)	1,526,937	-
Balance at 31 December 2023		282,783	144,350	(5,107,515)	10,941,631	(249,740)	144,351	127,777,039	133,932,899

Equity is the aggregate of the following:

- Share capital; being the nominal value of shares issued
- Share premium account; being the excess received over the nominal value of shares issued less direct issue costs
- Acquisition of non-controlling interest reserve; being the amounts recognised on acquiring additional equity in a controlled subsidiary
- Translation reserve; being the foreign exchange differences on the translation of foreign subsidiaries
- Re-measurement reserve: being the cumulative actuarial gains and losses, return on plan assets and changes in the effect of the asset ceiling (excluding net interest on defined benefit liability) that relate to the Philippine pension obligations, recognised in other comprehensive income
- Other reserves: being the cumulative fair value of warrants associated with certain mezzanine debt facilities and share-based payments expense. Upon the expiry of the relevant warrants the cumulative fair value of warrants was transferred to profit and loss account
- Profit and loss account; being the cumulative profit attributable to equity shareholders

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	*2024* *US$*	*2023* *US$*
Net cash generated from operating activities	29	**85,470,242**	**74,561,005**
Investing activities			
Purchase of subsidiaries, net cash acquired	14	(497,306)	-
Interest income		148,751	374
Loan to Condor	17	(2,500,000)	-
Purchase of property, plant and equipment		(6,053,563)	(10,250,030)
Net cash used in investing activities		**(8,902,118)**	**(10,249,656)**
Financing activities			
Repayment of borrowing principal		(23,896,298)	(61,430,747)
Repayment of borrowing interest		(3,338,575)	(3,369,253)
Borrowings	24	6,890,400	-
Share issue		2,503	280
Off-market share buy back	26	(25,345,845)	-
Net cash used in financing activities		**(45,687,815)**	(64,799,720)
Net increase/(decrease) in cash and cash equivalents		30,880,309	(488,371)
Cash and cash equivalents at beginning of year		339,997	861,069
Foreign exchange difference		4,390	(32,701)
Cash and cash equivalents at end of year		**31,224,696**	**339,997**

COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2024

	Notes	2024 US$	2023 US$
Non-current assets			
Trade and other receivables	20	12,500,000	101,370,146
		12,500,000	101,370,146
Current assets			
Trade and other receivables	20	98,984,589	65,568,651
Cash and cash equivalents	19	27,281,596	51,034
		126,266,185	**65,619,685**
Non-current liabilities			
Trade and other payables	23	(170,940)	(70,850)
		(170,940)	**(70,850)**
Current liabilities			
Loans	24	(6,890,400)	(23,893,712)
Trade and other payables	23	(1,548,304)	(4,037,934)
Derivative liabilities	21	(519,589)	(357,546)
		(8,958,293)	**(28,289,192)**
Net assets		**129,636,952**	**138,629,789**
Equity			
Share capital	26	235,366	282,783
Share premium account	26	313,458	144,350
Capital redemption reserve		50,401	-
Treasury shares	26	(25,345,845)	-
Translation reserve		(4,135,798)	(2,354,705)
Other reserves	28	818,281	144,351
Profit and loss account	27	157,701,089	140,413,010
Equity attributable to equity holders of the parent		**129,636,952**	**138,629,789**

The Company has taken advantage of the exemption provided under section 408 of Companies Act 2006 not to publish an income statement or a statement of total comprehensive income. The total comprehensive income for the year ended 31 December 2024 dealt with in the financial statements of the Company was US$15,506,986 (2023: US$120,642,670).

The financial statements were approved by the Board of Directors on16 May 2025 and were signed on its behalf by:

Darren Bowden; *Chief Executive Officer*

16 May 2025

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEARS ENDED 31 DECEMBER 2024 & 31 DECEMBER 2023

	Note	*Share capital*	*Share premium account*	*Capital redemption reserve*	*Treasury shares*	*Translation reserve*	*Other reserves*	*Profit and loss account*	*Total equity*
		US$	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*
Balance at 31 December 2022		**281,638**	**-**	-		**(1,090,923)**	**1,639,920**	**16,979,621**	**17,810,256**
Exchange differences on translating foreign currencies		-	-	-		(1,263,782)	-	-	(1,263,782)
Profit for the year		-	-	-	-	-	-	121,906,452	121,906,452
Total comprehensive income for the year		-	-	-	-	(1,263,782)	-	121,906,452	120,642,670
Share-based payment	28	-	-	-	-	-	31,368	-	31,368
Shares issued		1,145	144,350	-	-	-	-	-	145,495
Transfer of other reserve to profit and loss account		-	-	-	-	-	(1,526,937)	1,526,937	-
Balance at 31 December 2023		**282,783**	**144,350**	**-**	**-**	**(2,354,705)**	**144,351**	**140,413,010**	**138,629,789**
Exchange differences on translating foreign currencies		-	-	-	-	(1,781,093)	-	-	(1,781,093)
Profit for the year		-	-	-	-	-	-	17,288,079	17,288,079
Total comprehensive income for the year		-	-	-	-	(1,781,093)	-	17,288,079	15,506,986
Share buy-back		(50,401)	-	50,401	(25,345,845)	-	-	-	(25,345,845)
Share-based payment	28	-	-	-	-	-	673,930	-	673,930
Shares issued		2,984	169,108	-		-	-	-	172,092
Balance at 31 December 2024		**235,366**	**313,458**	**50,401**	**(25,345,845)**	**(4,135,798)**	**818,281**	**157,701,089**	**129,636,952**

Equity is the aggregate of the following:

- Share capital; being the nominal value of shares issued
- Share premium account; being the excess received over the nominal value of shares issued less direct issue costs
- Capital redemption reserve; being the share capital of ordinary shares held in Treasury
- Translation reserve; being the foreign exchange differences arising on the change of presentational currency and upon on the translation of foreign currencies
- Other reserves: being the cumulative fair value of warrants associated with certain mezzanine debt facilities and the share-based payments expense. Upon the expiry of the relevant warrants the cumulative fair value of warrants was transferred to profit and loss account
- Profit and loss account; being the cumulative profit attributable to equity shareholders

COMPANY CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 US$	2023 US$
Net cash used in operating activities	29	**(2,020,715)**	**(112,740)**
Investing activities			
Interest income		147,809	-
Loan to Condor	20	(2,500,000)	-
Net cash used in investing activities		**(2,352,191)**	**-**
Financing activities			
Repayment of borrowing principal		(23,893,712)	(61,430,747)
Repayment of borrowing interest		(3,338,575)	(3,369,253)
Advances from subsidiaries		77,288,038	64,800,000
Borrowings	24	6,890,400	-
Shares issued		2,503	280
Off-market share buy back	26	(25,345,845)	-
Net cash provided by financing activities		31,602,809	280
Net increase/(decrease) in cash and cash equivalents		27,229,903	(112,460)
Cash and cash equivalents at beginning of year		51,034	168,614
Foreign exchange difference		659	(5,120)
Cash and cash equivalents at end of year		**27,281,596**	**51,034**

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

1. Accounting policies

The principal accounting policies are summarised below. Except as elsewhere disclosed, the accounting policies have all been applied consistently throughout the period covered by these financial statements.

Basis of preparation

The financial information has been prepared on a historical cost basis, except for derivative financial instruments, which are measured at fair value, and in accordance with UK-adopted international accounting standards.

For the Group and its subsidiaries, US Dollars is both the functional and presentational currency. Although the Company's functional currency is pounds sterling, it uses US Dollars as its presentational currency, to better reflect the underlying performance of that entity.

Going concern

The consolidated financial statements of the Group have been prepared on a going concern basis, which contemplates the continuity of business activities and the realisation of assets and the settlement of liabilities in the normal course of business.

The Board of Directors believe that the Runruno Project will continue to operate successfully and produce positive cash flows ensuring the continuing viability of the Group and its ability to operate as a going concern, meeting its commitments as and when they fall due.

Continued free cash generated from Runruno is more than sufficient to fund the mine development and plant acquisitions required to bring the Nicaraguan La India project into production by Q4 2026.

As a result, the Directors believe there is no material uncertainty over the Group's going concern and that it is appropriate that the financial statements should be prepared on a going concern basis.

Changes in accounting policies and disclosures
The accounting policies and disclosures applied in the preparation of these financial statements are consistent with the accounting policies and disclosures applied in the preparation of the prior period financial statements.

New standards and interpretations
The financial statements have been drawn up on the basis of accounting standards, interpretations and amendments effective from the beginning of the accounting period on 1 January 2024. The new standards, interpretations and amendments effective from 1 January 2024 had no significant impact on the Group.

There are a number of international accounting standards, amendments to standards, and interpretations which have been issued that are effective in future accounting periods and which have not been adopted early. None of these standards, amendments to standards or interpretations are expected to have a significant effect on the Group.

Basis of consolidation
The Group's financial statements incorporate the financial statements of the Company and its subsidiary undertakings for the year ended 31 December 2024. A subsidiary is an entity controlled, directly or indirectly, by the Group. Control exists when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The financial statements of the subsidiary companies have been included in the Group's financial statements from the date of acquisition when control was passed to the Group using the acquisition method of accounting. The Group financial statements include the results of the Company and its subsidiaries as if they were a single reporting entity. On consolidation, intra-Group transactions and balances are eliminated.

Asset Acquisition
During the year, the Group acquired the entire share capital of Yamang Mineral Corp Pte Ltd and 72.5% of the share capital of Yamang Mineral Corporation. In assessing the acquisition, the Group determined that the activities and assets acquired did not have the required inputs, processes and outputs to constitute as a business under IFRS 3 and hence considered it to be an asset acquisition.

Foreign currency
The financial statements are presented in United States Dollar ("US$"). All Group revenue, significant expenses and major sources of financing are transacted in US$. Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). Individual companies in the Group have different functional currencies,

Transactions in currencies different to the company's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Exchange gains and losses on the settlement of monetary items are recognised in the statement of total comprehensive income.

On consolidation, the assets and liabilities are translated to US Dollars at the rates prevailing at the balance sheet date. Income and expenses are translated at the average exchange rates for the period. Exchange differences are recognised within other comprehensive income in the consolidated statement of total comprehensive income.

Share-based payments

The Company may enter into equity-settled share-based transactions with its Directors, employees of its subsidiaries, its contractors or its lenders in which the counterparty provides services/goods to the Company in exchange for remuneration in the form of certain equity instruments of the Company. The equity instruments can comprise of shares, warrants and share options.

The services/goods received by the Company in these share-based transactions are measured by reference to the fair value of the equity instruments at the date of grant and are recognised as an expense in the statement of total comprehensive income with a corresponding increase other reserves in equity.

Inventories

Inventories of finished goods (bullion), gold in circuit and stockpiles of processed ore are brought to account and stated at the lower of costs and estimated net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated based on normal operating capacity. Costs are assigned to ore stockpiles and gold in circuit items of inventory based on weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business (excluding derivatives) less the estimated costs of completion and the estimated costs necessary to make the sale.

Consumables have been valued at cost less an appropriate provision for obsolescence. Cost is determined on a first-in-first-out basis.

Taxation and deferred tax

Current tax is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the statement of total comprehensive income 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 Company's liability for current tax is calculated using tax rates that have been substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base 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 only to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited, as applicable, as a taxation debit/credit to the statement of total comprehensive income, except when it relates to items charged or credited directly to other comprehensive income in which case, the deferred tax is recognised in the other comprehensive income section within the statement of total comprehensive income.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority, on either the same taxable Group Company or different Group entities, which intend to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Intangible assets

Exploration costs and mineral properties

Costs relating to acquiring mineral properties and the exploration of precious and base metal properties are capitalised as intangible assets in the balance sheet once the Group has obtained the legal right to explore an area.

Capitalised exploration costs are reclassified to tangible assets once technical feasibility and commercial viability of extracting a mineral resource are demonstrable. The capitalised exploration costs are tested for impairment annually.

Where exploration costs have been incurred and capitalised for a specific tenement and the commercial and technical requirements to demonstrate positive economic returns using approved mining techniques has not been established, the Company recognises these costs as an intangible asset and tests these costs annually for impairment. These costs are considered fully impaired unless the results of exploration indicate the presence of mineral resources that have the potential to be defined as an inferred resource in accordance with industry standards.

Other intangible assets

Other intangible assets relate to the excess consideration paid over net asset value when making an asset acquisition.

Investments

Investments in subsidiaries are recognised at cost less any impairment losses in the Company accounts.

Equity accounting is applied to investments in associates on a Group basis. Investments in associates are recognised at the cost of investment as adjusted for post-acquisition changes in the Group's share of net assets of the associate. Losses of an associate in excess of the Group's interest in that associate are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Property, plant and equipment

Property, plant and equipment are initially recognised at cost plus directly attributable expenses and are subsequently carried at cost less accumulated depreciation and impairment losses. Property, plant and equipment are depreciated over their expected useful lives, using the straight-line method.

The classes of depreciable assets, their expected useful lives and their depreciation methods are:

Buildings & leasehold improvements	10 years	Straight-line
Drilling equipment	5 years	Straight-line
Motor vehicles	3-5 years	Straight-line
Fixtures, fittings and equipment	3 years	Straight-line
Process plant	applying the units of production over the useful life of the mine.	
Residual Storage Impoundment	applying the units of production over the useful life of the mine.	
Mining properties	applying the units of production over the useful life of the mine.	

Mining properties costs have arisen entirely because of a reclassification of the intangible assets deferred exploration costs, mine development costs, advances to surface occupants, and mining licenses. As of 20 October 2011, the extraction of gold from the Runruno site was assessed as being both technically feasible and commercially viable. Further costs since this date have been capitalised directly to mining properties.

Construction in progress costs are allocated to a property, plant and equipment tangible asset category, once the relevant asset has been assessed as being available for use as intended by management. The costs will be treated as being reclassified and will be depreciated according to the adopted method of the appropriate asset category.

Provision for mine rehabilitation and decommissioning

Provision is made for close down, restoration and environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) at the end of the reporting period when the related environmental disturbance occurs, based on the estimated future costs using information available at the end of the reporting period. The provision is discounted using a current market-based pre-tax discount rate and the unwinding of the discount is classified as net finance and other costs in the statement of total comprehensive income. At the time of establishing the provision, a corresponding asset is capitalised and depreciated over future production from the operations to which it relates.

The provision is reviewed on an annual basis for changes to obligations or legislation or discount rates that affect change in cost estimates or life of operations. The cost of the related asset is adjusted for changes in the provision resulting from changes in the estimated cash flows or discount rate, and the adjusted cost of the asset is depreciated prospectively.

Where rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, provision is made for the estimated outstanding continuous rehabilitation work at each end of the reporting period and the cost is charged to the statement of total comprehensive income.

Revenue recognition

Gold sales

The Group is principally engaged in the business of producing gold. Revenue is recognised when the Group transfers control of its gold to a customer at the amount at which payment is expected. Sales revenue represents the gross proceeds receivable from the customer.

For gold sales, the enforceable contract is each purchase order, which is an individual, short-term contract, while the performance obligation is the delivery of the metals.

Recognition of sales revenue for the gold is based on determined metal in concentrate and the London Bullion Market Association (LBMA) quoted prices, net of smelting and related charges.

Revenue is recognised when control passes to the customer, which occurs at a point in time when the metal concentrate is credited to the buyer's account and provisionally paid by the buyer. Under the terms of offtake agreements with the customer, the Company issues a provisional invoice for the entire volume of concentrate loaded to the customer's vessel. A final invoice is made thereafter upon customer's outturn of concentrates delivered and submission of their final assay report. Adjustment is accordingly made against the final invoice with respect to provisional collections received by the Company within two days to determine amounts still owing from/to customers.

As the enforceable contract for the arrangements is the purchase order, the transaction price is determined at the date of each sale (i.e., for each separate contract) and, therefore, there is minimal future variability within scope of IFRS 15 and no further remaining performance obligations under those contracts.

Revenue from the immaterial sale of by-products such as silver is accounted for as a credit to the cost of sales.

Financial instruments

Financial Assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income and fair value through profit or loss.

Financial assets at amortized cost (debt instruments)

The Company measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the statement of comprehensive income when the asset is derecognised, modified or impaired.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as economic, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other financial liabilities, net of directly attributable transaction costs. The Company's financial liabilities include payables, loans and borrowings and derivative forward contracts.

Subsequent measurement

Payables

This category pertains to financial liabilities that are not held for trading or not designated as at fair value through profit or loss upon the inception of the liability. These include liabilities arising from operations (e.g., accounts payable and accrued liabilities).

Payables, which include trade and other payables, are recognised initially at fair value and are subsequently carried at amortised cost, taking into account the impact of applying the EIR method of amortisation (or accretion) for any related premium, discount and any directly attributable transaction cost.

Cash and cash equivalents

Cash consists of cash on hand, cash in banks and cash held in an escrow account. Cash on hand is intended for small payments not covered by cheques or direct transfers. Cash in banks are savings and current accounts in major banks of high-quality credit standing, which earn interest at respective bank rates. Cash held in escrow was cash held, in a high-quality bank, to satisfy the cash consideration conditions pertaining to the offer to acquire Condor.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statements of total comprehensive income.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statements of total comprehensive income.

Derivative assets and liabilities

Derivative financial instruments (e.g. commodity derivatives such as forwards and options to economically hedge exposure to fluctuations in gold prices and foreign exchange rates) are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Derivatives are accounted for at fair value through profit or loss, where any gains or losses arising from changes in fair value on derivatives are taken directly to profit or loss for the year. As at 31 December 2024, the derivative instruments held by the Group were gold price put/call option contracts and USD:PHP exchange rate forward contracts.

Both the Group and the Company have recognised derivative liabilities as at 31 December 2024 arising from both gold price hedges and currency exchange rate forward contracts.

Treasury shares
Shares held in Treasury are presented in other equity at the consideration paid for them. No gain or loss on the purchase, sale, issue or cancellation is recognised. Where such shares are subsequently reissued any consideration received, net of directly attributable transaction costs and related income tax effects, is included in equity attributable to the owners of the Company.

2. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates, assumptions and judgements that affect the application of policies, and reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from reported amounts in the financial statements.

The key sources of estimation uncertainty and judgements which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are:

Judgements
Impairment and impairment reversals of asset values
The Group assesses at each reporting date whether there are any indicators that its assets and cash generating units (CGUs) may be impaired or require previous impairment provisions to be reversed. Operating and economic assumptions which could affect the valuation of assets using discounted cash flow models are regularly reviewed and updated as part of the Group’s monitoring of operational and financial performance and forecasting processes. Judgement is required in determining the level at which these assessments are made, be that at the asset or CGU level. Further judgment of whether operating and economic changes are significant and impact the performance potential of an asset or CGU is required. These judgements determine whether there is an indication of impairment or an impairment reversal is required. Such assets are recorded in the consolidated balance sheet at their recoverable amount at the date of the last impairment assessment (less annual depreciation/amortisation); therefore a change in operational plans, assumptions or economic conditions could result in further impairment or an impairment reversal if an indicator is identified. Refer note 8.

Business combination
The acquisition of the majority of the Yamang Mineral Corp group (‘YMC’) required that an assessment be made on whether the purchase involved identifiable assets, such as cash, specific equipment and intellectual property rights, without the concurrent acquisition of processes, workforce or other essential inputs required for a going concern under IFRS 3. Additionally, verification of whether the acquired set of activities does not constitute a business as defined by IFRS 3, which includes inputs, processes applied to these inputs and outputs , resulting in returns to investors. The Group determined that the purchase did not have the required characteristics above and the purchase was classified as an asset purchase. Refer note 14.

Estimates

Impairment and impairment reversals of asset values

An annual review is made of the carrying amount of an asset which may not be recoverable, or has previously been subject to an impairment charge. An asset's carrying value is written down, or conversely written up, to its estimated recoverable amount (being the higher of the fair value less costs to sell and value in use). To determine value in use the Group reviews future operations using the latest life of mine (LOM) model detailing future cash flows that the Runruno operation is expected to produce. The key assumptions for these value-in-use calculations are those regarding risk discount rates, the price of gold, gold recovery levels, plant availability levels, changes in the resource statements and forecast changes in operational and CAPEX costs, and the ability to renew its mining permit(s).

The net present value of these expected future cash flows is used, in accordance with the requirements and limitations of IAS 36 - *Impairment of Assets,* to determine if an impairment, or impairment reversal, is required.

Recovery of intercompany receivable accounts

Receivables due from group companies are assessed under the expected credit losses model. In each case, the most appropriate assessment is for the Company to consider the output from the impairment tests and value-in-use calculations carried out in respect of the Group's mining properties, plant and equipment assets.

In both FY2024 and FY2023 the Company booked a partial reversal of previous impairments made against loans receivable from its subsidiaries. These impairment reversals recognise the improved trading outcomes of operating subsidiaries such that it is estimated that the Company will receive a larger than previously estimated recovery of loans made to subsidiaries. The timing of the repayment of these loans is unknown hence the split between current and non-current receivables continues to be estimated.

Determination of mineral resources and ore reserves

The determination of mineral resources and ore reserves impacts the accounting for asset carrying values, depreciation and amortisation rates, deferred stripping costs and provisions for pensions and for decommissioning and restoration.

There are numerous uncertainties inherent in estimating mineral resources and ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available. These estimates are based upon the mineral resources and ore reserves estimate publicised in February 2022, adjusted for mining depletion since that calculation was performed. Refer page 7.

Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated which may impact asset carrying values, depreciation and amortisation rates, deferred stripping costs and relevant provisions.

Estimating gold-in-circuit and gold stockpile inventories

Gold-in-circuit is measured by the Company's metallurgists based on the gold grade/recovery across different structures of the process plant. Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number of contained concentrates in dry metric tonnes is based on assay data, and the estimated recovery percentage is based on the expected processing outcomes. Stockpile tonnages are verified by periodic surveys. Refer to note 18.

Although regular assay data is collected, and production recoveries closely monitored, these estimates that are valid at the time of estimation may be significantly different to the final gold recovered once processing of the gold inventories is completed.

3. Revenue

	2024	2023
	US$	*US$*
Sale of gold doré	189,889,686	165,612,180
Sale of gold concentrate	1,259,929	1,070,696
	191,149,615	166,682,876

All gold doré sales are made to a single refinery customer with 95% of sales proceeds received within 3-5 days of the gold doré having been shipped from the Runruno operation. Gold concentrate is sold with 50% received upon export and the balance received following further assaying and final processing.

4. Operating profit for the year is stated after charging:

	2024	2023
	US$	*US$*
Depreciation of property, plant and equipment (note 12)	53,266,786	51,492,601
Amortisation (note 13)	7,664	25,385
Foreign exchange losses/(gains)	99,867	(2,642,249)
Staff costs (note 7)	12,314,666	12,154,186
Auditor's remuneration (note 5)	171,944	234,282

5. Auditor's remuneration

	2024	2023
	US$	*US$*
Fees payable to the Group and Company's auditor for the audit of the Group and Company's accounts		
Current auditor	168,108	167,134
Previous auditor*	-	11,447
Fees payable to the auditor for other services	3,836	-
Fees payable to the previous auditor for other services*	-	13,660
Fees payable to the previous auditor for taxation compliance services*	-	42,041
	171,944	234,282

* fees paid to CLA Evelyn Partners Limited who served as the Group's external auditor until December 2023

6. Segmental analysis

Operating segments have been identified based on the Group's internal reporting to the Chief Operating Decision Maker ('CODM'). The CODM has been determined to be the Board of Directors as it is primarily responsible for the allocation of resources to segments and the assessment of performance of the segments. The primary segments have been identified into two geographic areas of the UK and Philippines (which includes Singapore holding companies). The CODM uses 'profit/(loss) before tax', 'cash & cash equivalents' and 'total liabilities' as the key measures of the segments' results and these measures reflect the segments' underlying performance for the period under evaluation.

The segment results for FY2024 and FY2023 and the reconciliation of the segment measures to the respective statutory items in the consolidated financial information are as follows:

Year ended 31 December 2024	**UK**	**Philippines**	**Total**
	US$	**US$**	**US$**
Segment results			
Sales revenue	-	191,149,615	191,149,615
Group operating (loss)/profit	(2,566,383)	56,100,809	53,534,426
Other income and expenses	(959,350)	(2,359,753)	(3,319,103)

Impairment charges	-	(9,065,277)	(9,065,277)
Provision for derivative loss	-	(6,521,465)	(6,521,465)
Share of profits of associates	-	12,030	12,030
(Loss)/profit before tax	**(3,525,733)**	**38,166,344**	**36,640,611**
Segment assets			
Segment tangibles & intangibles	-	94,164,971	94,164,971
Segment receivables & inventories	350,579	48,416,748	48,767,327
Segment cash	27,279,647	3,945,049	31,224,696
Equity-accounted investees	-	133,411	133,411
Total segment assets	**27,630,226**	**146,660,179**	**174,290,405**
Segment liabilities			
Segment loans	(6,890,400)	-	(6,890,400)
Segment trade & other payables	(1,313,509)	(17,681,365)	(18,994,874)
Segment provisions and retirement benefits obligations	-	(7,425,165)	(7,425,165)
Segment derivative liabilities	(519,589)	(6,350,180)	(6,869,769)
Segment deferred tax	-	(557,047)	(557,047)
Total segment liabilities	(8,723,498)	(32,013,757)	(40,737,255)
Total segment net assets	**18,906,728**	**114,646,422**	**133,553,150**
Segment other information			
Income tax expense	-	9,064,743	9,064,743
Amortisation of intangible assets	-	7,664	7,664
Depreciation of property, plant and equipment	-	53,266,786	70,475,909
Additions to property, plant and equipment	-	6,178,568	6,178,568

Segment net assets are analysed net of intercompany transactions.

The results of each segment have been prepared using accounting policies consistent with those of the Group as a whole.

Year ended 31 December 2023	UK	Philippines	Total
	US$	US$	US$
Segment results			
Sales revenue	-	166,682,876	166,682,876
Group operating (loss)/profit	(1,809,503)	30,982,821	29,173,318
Other income & charges	(61,127)	-	(61,127)
Impairment reversal	-	97,737,620	97,737,620
Finance costs	(5,834,144)	(1,476,317)	(7,310,461)
Share of profits of associates	-	15,970	15,970
(Loss)/profit before tax	(7,704,774)	127,260,094	119,555,320
Segment assets			
Segment tangibles & intangibles	-	140,605,170	140,605,170
Segment receivables & inventories	192,001	40,224,263	40,416,264
Segment cash	49,074	290,923	339,997

Equity-accounted investees	-	121,381	121,381
Total segment assets	241,075	181,241,737	181,482,812
Segment liabilities			
Segment loans	(23,893,712)	(2,586)	(23,896,298)
Segment trade & other payables	(3,814,786)	(12,319,730)	(16,134,516)
Segment provisions and retirement benefits obligations	-	(6,616,856)	(6,616,856)
Segment derivative liabilities	(357,546)	-	(357,546)
Segment deferred tax	-	(544,697)	(544,697)
Total segment liabilities	(28,066,044)	(19,483,869)	(47,549,913)
Total segment net (liabilities)/assets	(27,824,969)	161,757,868	133,932,899
Segment other information			
Income tax (benefit)	-	(306,582)	(306,582)
Amortisation of intangible assets	-	25,385	25,385
Depreciation of property, plant and equipment	-	51,492,601	51,492,601
Additions to property, plant and equipment	-	10,630,889	10,630,889

7. Staff numbers and costs - Group

	2024	*2023*
The average number of persons, including Directors, was:	*Number*	*Number*
Administration	13	22
Development & operations	846	764
	859	**786**

	2024	***2024***
Staff costs of the above persons were:	*US$*	*US$*
Wages and salaries	11,758,799	11,317,760
Social security costs	533,905	497,361
Retirement and pension costs	21,962	339,065
	12,314,666	**12,154,186**

Refer to the Remuneration Report on pages 15-19 that includes details of the components of Directors' emoluments and forms part of these financial statements. The Directors are considered to be the key management personnel.

[1] Includes consulting fees paid to private consulting companies.
[2] Includes fees that were paid to his appointee, MTL Luxembourg Sarl in accordance with a Relationship Agreement dated 23 October 2020.

Share options held by Directors:

As at 31 December 2024, the following share options, held by directors, were outstanding:

Date of grant	Exercise price	Expiry date	Number of Options 31 December 2023	Issued during year	Options exercised during year	Number of Options 31 December 2024

28 October 2022	£0.0001	28 October 2025	6,600,000	-	(6,600,000)	-
17 June 2023	£0.0001	17 June 2025	6,600,000	-	(6,600,000)	-
28 June 2024	£0.0001	28 June 2027	-	6,600,000	-	6,600,000
27 August 2024	£0.0001	27 August 2031	-	9,500,000	-	9,500,000

8. Other charges and income applied against profit and loss

8(a). Impairment reversal and impairment charge - Group

The FY2024 impairment charge of US$9.1 million consists of:

- PPE - US$nil impairment reversal (2023: US$100 million reversal),
- Receivables - US$5.9 million impairment expense (2023: US$0.9 million expense),
- Exploration expenditure - US$0.9 million impairment expense (2023: US$0.4 million expense), and
- Inventory - US$2.3 million impairment expense (2023: US$1.7 million expense).

Property, plant and equipment (PPE)
Under IAS 36 - *Impairment of Assets*, each asset that forms a cash generating unit (CGU) should be tested at least annually for impairment. The Group considers that the entire Runruno project (encompassing capitalised property, plant and equipment, mining property costs and the provision for mine rehabilitation and decommissioning) comprises a single cash generating unit as the separate assets do not have the capacity to generate separate and distinct cash flow streams. Accordingly, the annual recoverable value assessment made in accordance with IAS 36 is made on a whole of project basis.

The Group assesses the recoverable amount of the Runruno project CGU based on the value in use of the Runruno operations using cash flow projections over the remaining expected LOM and at appropriate discount rates. Based on assumptions current as at 31 December 2024 the Group reviewed its recent operational performance and its future expectations based on the current planned mining schedule to estimate the recoverable amount the Runruno project could deliver.

The recoverable amount estimate was based on the following key assumptions and source information:

- gold resources to be mined based on current estimated reserves and resources and LOM mining schedule, adjusted for forecast mine and grade dilution (refer to page 7 for the current estimate of gold resources);
- estimated average gold recoveries forecast to be achieved over the remaining LOM based on average gold recoveries expected over the remaining LOM, being 88.5%;
- estimated ongoing capital expenditure required for the remaining LOM of US$10.1 million;
- estimated operating and administration costs for the remaining LOM including a 3% inflation factor;
- future gold revenues based upon December 2024 the industry consensus gold price predictions; and
- risk discount rate of 14.1% (2023: 13.3%).

Although the year ended December 2024 estimated recoverable value of the Runruno project calculated in accordance with IAS 36 exceeded the book value of the Group’s property, plant and equipment (PPE), less the provision for mine rehabilitation and decommissioning, no impairment reversal was made to the Group’s PPE book value during FY 2024 (2023: US$100 million impairment reversal). Under IAS 36, the reversal of an impairment loss for an asset (excluding goodwill) is limited to the extent that it does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised for the asset in prior periods. This ensures that the asset's carrying amount does not surpass its original value before impairment. Therefore, the remaining US$50 million impairment shown in Note 12 has not been reversed due to this limitation.

The Company considered sensitivities of the carrying amount to changes in key assumptions. This exercise confirmed that the range of reasonably possible outcomes of the recoverable amount estimate was consistent with the Company’s valuation of these assets. Of the above key assumptions, the future price of gold is considered the most important, and least certain, input in that fluctuations as this variable has the greatest impact on future cash flows. Additional commentary on the market risk and sensitivity analysis of gold prices is contained on page 93 of the annual report.

Receivables due
Impairment charges have been raised against trade and other receivables due in relation to VAT on importations and other goods and services. Under the fiscal terms incorporated into the FTAA, the Group considers that these taxes and duties were not payable up to June 2021. However, the Group continues to have no success in securing appropriate refunds of these taxes up to the period ended 30 June 2021. VAT refunds have been received in relation to periods from the September 2021 quarter. However, the Group has not received 100% of its VAT claims for various reasons. It is expected that the future recovery of VAT will continue in a similar basis. Accordingly, an impairment charge was raised during the year in relation to VAT the Group does not expect to fully recover. (Refer note 17).

The total impairment charges raised against VAT receivables was US$5.7 million (2022: US$0.9 million).

8(b). Impairment charge and impairment reversal – Company

Receivables due
To a large extent the Runruno project has been funded by loans from the parent Company and these together with the Company's investment in its subsidiaries and associates is represented by the value of the Runruno project CGU. Previously the value of the Runruno project CGU resulted in these loans and investments being fully impaired.

Subsequent reviews of the future estimated cash flows that the Runruno project may produce have estimated that the Company's subsidiaries should be able to repay a significant portion of these past parent Company advances. During FY2024 the subsidiary loan receivable was reduced by US$77.2 million by repayments to the parent Company.

The Company's estimates that its operations will produce future cash flows of an order that will enable the full repayment of the parent Company loan to some of its subsidiaries. As a result, the Company has booked an impairment reversal in FY2024 of US$16.0 million in relation to loans due from both Metals Exploration Pte Ltd and FCF Minerals Corporation.

8(c). Other income and expenses

	2024	*2023*
	US$	*US$*
Condor Gold takeover direct costs (note 36)	(1,252,312)	-
Exchange (loss)/gain	(744,371)	3,421,672
Interest income	148,751	374
Loan interest and fees (note 24)	(2,332,796)	(10,732,507)
Share based payment expense (note 28)	(673,930)	(31,368)
Sundry income	46,813	-
Other income and expenses	**(3,319,103)**	**(7,341,829)**

9. Taxation

The taxation expense comprises the following

	2024	*2023*
	US$	*US$*
Current year corporation tax payable	8,945,430	410,227
Current year deferred tax expense/(benefit)	119,313	(103,645)

Total tax expense for the year	**9,064,743**	**306,582**

The total tax expense for the year can be reconciled to profit for the year as follows:

Profit before tax	34,640,611	119,555,320
Tax on profit at UK corporation tax rate of 25% (2023: 19%)	8,660,153	22,715,511
Effects of:		
Overseas income/(expenses) not taxable	116,123	(7,575)
Differing tax rates in different jurisdictions*	-	7,854,159
Tax losses (utilised)/carried over not previously recognised	4,652,264	(7,470,974)
Non-taxable and non-allowable items**	(3,980,627)	(22,784,539)
Credit for tax paid in prior periods	(383,170)	-
Total taxation expense for the year	**9,064,743**	**306,582**

* No difference in tax rates between jurisdictions in FY2024.
** The main reason for the reduction is the tax impact of the US$100 million PPE impairment reversal in FY2023.

10. Deferred tax liabilities

	2024	2023
	US$	US$
Undepleted asset retirement obligation	457,539	338,754
Capitalised expenses	131,638	131,638
Other	(32,662)	74,303
	556,515	**544,695**

The differences between the deferred tax expense through the Consolidated Statement of Total Comprehensive Income and the deferred tax liability on the Consolidated Balance Sheet has occurred from translation differences arising on consolidation. Liabilities are translated using the closing foreign exchange rate prevailing at 31 December 2024 whereas the foreign currency composition of the statement of total comprehensive income is translated using the average rate for the whole of the year.

Deferred tax asset
For the year ended 31 December 2024 the Group has net unused tax losses of US$63.1 million (2023: US$64.4 million) available for offset against future profits. However, due to the restricted ability to apply UK losses against Group income, the deferred asset has not been recognised on the Consolidated Balance Sheet due to uncertainty over its future reversal.

For the year ended 31 December 2024 the Group has net unused tax losses available for offset against future profits as follows:

	2024	*2023*
	US$	*US$*
UK	63,122,755	64,419,462
Group unused tax losses available	**63,122,755**	**64,419,462**

11. Earnings per voting share

	2024	*2023*

	US$	US$
Earnings		
Net profit attributable to equity shareholders for the purpose of basic and diluted earnings per voting share	**25,586,079**	**119,248,738**
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per voting share	**1,988,200,730**	2,092,720,603
Number of dilutive shares under option	17,302,732	19,800,000
Weighted average number of ordinary shares for the purpose of diluted earnings per voting share	**2,005,503,462**	**2,112,520,603**
Earnings per voting share	**Cents per voting share**	**Cents per voting share**
Basic earnings	**1.29**	**5.70**
Diluted earnings	**1.28**	**5.64**

The earnings per voting share was calculated on the basis of net profit attributable to equity shareholders divided by the weighted average number of Ordinary Shares in issue, excluding Ordinary Shares held in Treasury.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

12. Property, plant and equipment - Group

	Motor vehicles	Office furniture & equipment	Buildings & leasehold improvements	Drilling, mining & milling equipment	Construction in progress (CIP)	Process plant	Residual Storage Impoundment (RSI)	Mining properties	*Total*
	US$	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*
Cost									
As at 1 January 2023	1,639,405	1,652,492	4,157,855	29,715,394	5,885,725	117,605,739	32,486,689	141,275,685	334,418,984
Additions	171,429	-	11,506	3,341,583	4,632,862	1,018,440	406,096	1,048,973	10,630,889
Re-classification	-	-	-	-	(6,674,810)	-	6,674,810	-	-
As at 31 December 2023	**1,810,834**	**1,652,492**	**4,169,361**	**33,056,977**	**3,843,777**	**118,624,179**	**39,567,595**	**142,324,658**	**345,049,873**
Additions	27,148	26,441	-	2,188,224	3,312,584	534,313	61,117	28,741	6,178,568
Acquired on subsidiary purchase	-	-	-	35,352	-	-	-	-	35,352
As at 31 December 2024	**1,837,982**	**1,678,933**	**4,169,361**	**35,280,553**	**7,156,361**	**119,158,492**	**39,628,712**	**142,353,399**	**351,263,793**
Impairment									
As at 1 January 2023	-	-	-	-	-	(34,738,122)	-	(115,261,878)	(150,000,000)
Reversal (refer note 8(a))	-	-	-	-	-	34,738,122	-	65,261,878	100,000,000
31 December 2023	-	-	-	-	-	-	-	(50,000,000)	(50,000,000)
As at 31 December 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(50,000,000)**	**(50,000,000)**

	Motor vehicles	Office furniture & equipment	Buildings & leasehold improvements	Drilling, mining & milling equipment	Construction in progress (CIP)	Process plant	Residual Storage Impoundment (RSI)	Mining properties	*Total*
	US$	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*	*US$*
Depreciation									
As at 1 January 2023	(1,136,567)	(1,601,008)	(2,858,713)	(19,292,413)	-	(45,223,819)	(16,324,038)	(16,523,208)	(102,959,766)
Charge for the period	(193,827)	(26,532)	(423,380)	(4,278,287)	-	(20,852,988)	(6,257,812)	(19,459,774)	(51,492,601)
As at 31 December 2023	**(1,330,394)**	**(1,627,540)**	**(3,282,093)**	**(23,570,700)**	**-**	**(66,076,807)**	**(22,581,850)**	**(35,982,982)**	**(154,452,367)**
Charge for the period	(217,253)	(22,605)	(424,937)	(5,106,631)	-	(21,249,111)	(6,850,577)	(19,395,672)	(53,266,786)
As at 31 December 2024	**(1,547,647)**	**(1,650,145)**	**(3,707,030)**	**(28,677,331)**	**-**	**(87,325,918)**	**(29,432,427)**	**(55,378,654)**	**(207,719,153)**
Net book value									
As at 31 December 2024	**290,334**	**28,788**	**462,331**	**6,603,222**	**7,156,361**	**31,832,574**	**10,196,285**	**36,974,745**	**93,544,640**
As at 31 December 2023	480,440	24,952	887,268	9,486,277	3,843,777	52,547,372	16,985,745	56,341,676	140,597,506

Refer note 8(a) for impairment charge/reversal consideration of these assets.

There are no security charges held over the Group’s property, plant and equipment.

13. Intangible assets

Group	Evaluation and exploration assets US$	Other intangibles	*Software* US$	*Total* US$
Cost				
As at 1 January 2023	418,804	-	-	1,126,192
Additions	631,019	-	-	631,019
Written off in period	(1,049,823)	-	-	(1,049,823)
As at 31 December 2023	-	-	707,388	707,388
Additions	-	122,041	-	122,041
Intangibles arising from acquisition	237,019	261,271	-	498,290
As at 31 December 2024	237,019	**383,312**	**707,388**	**1,327,719**
Amortisation and impairment				
As at 1 January 2023	(418,804)	-	(674,339)	(1,093,143)
Written off in period	418,804	-	-	418,804
Impairment charge for the period	-	-	(25,385)	(25,385)
As at 31 December 2023	-	-	(699,724)	(699,724)
Amortisation charge for the period	-	-	(7,664)	(7,664)
As at 31 December 2024	**-**	**-**	**(707,388)**	**(707,388)**
Net Book Value				
As at 31 December 2024	**237,019**	**383,312**	**-**	**620,331**
As at 31 December 2023	-	-	7,664	7,664

Other intangibles of US$261,271 relate to the excess consideration paid in acquiring the YMC group together with the impact of the non-controlling interests in the YMC Group. Refer Note 14.

14. Acquisition of Yamang Mineral Corp ("YMC") group

On 27 August 2024, the Group completed the acquisition of 100% of Yamang Mineral Corp Pte Ltd, a Singaporean incorporated company and 72.5% of Yamang Mineral Corporation, a Philippine incorporated company; for cash consideration of US$1.6 million. Further, a condition of the sale was the issue of options to subscribe for up to 41 million new Ordinary Shares, in exchange for receiving no sale consideration upon YMC 'employee' shares that had been issued with continuity of employment conditions. The Company issued options mirror the employment conditions that were attached to the YMC employee shares. The share-based payment expense relating to these options will be expensed through profit and loss over the FY2024 and FY2025 periods.

Also, on 27 August 2024 the Group transferred 2.5% of Yamang Mineral Corporation to the FCF Minerals Senior Staff Annuity Corporation.

The assets of the YMC companies included cash, ore processing rights, a purpose built drill rig and drill consumables, and mineral title rights. YMC had no significant direct workforce or infrastructure and a very early stage exploration tenement that could not produce outputs and as a result the transaction was treated as an asset acquisition rather than a business combination.

Details of the YMC acquisition are as follows:

	27 August 2024
Net YMC assets acquired	*US$*
Cash	1,102,694
Other receivables	6,746
Evaluation and exploration assets	237,019
Intangibles arising from acquisition	261,271
Other liabilities	(7,730)
Net assets acquired	**1,600,000**
Consideration paid	
Cash	1,600,000
Total purchase price	**1,600,000**

15. Investments in subsidiaries - Company

	2024	2023
	US$	US$
Cost	8,783,629	8,783,629
Impairment brought forward	(8,783,629)	(8,783,629)
At 31 December	-	-

The Group subsidiaries are:

Company	***Registered office and country of incorporation***	***Percentage holding***	***Nature of business***
Metals Exploration Pte Ltd	1 Harbourfront Avenue #14-08 Keppel Bay Tower 098632 Singapore	100%	Holding and investment company
FCF Minerals Corporation	Unit 1407, Pacific Star Building, Sen. Gil Puyat Avenue cor. Makati Avenue, Makati City, 1200 Philippines	100%	FTAA licensee, holder of mining rights and gold production
MTL Philippines Ltd	Unit 1407, Pacific Star Building, Sen. Gil Puyat Avenue cor. Makati Avenue, Makati City, 1200 Philippines	100%	To hold exploration rights
Faratuk Exploration and Mining Corporation	Unit 1407, Pacific Star Building, Sen. Gil Puyat Avenue cor. Makati Avenue, Makati City, 1200 Philippines	100%	To hold exploration rights
Yamang Mineral Corporation Pte Ltd	1 Marina Boulevard, #21-01 One Marina Boulevard 0189891 Singapore	100%	Holding and investment company
Yamang Mineral Corporation	Unit 1407, Pacific Star Building, Sen. Gil Puyat Avenue cor. Makati Avenue, Makati City, 1200 Philippines	70.0%	To hold exploration rights
Yamang Mineral Abra Corporation	Unit 1407, Pacific Star Building, Sen. Gil Puyat Avenue cor. Makati Avenue, Makati City, 1200 Philippines	79.0%	To hold exploration rights

The principal place of business of the subsidiary companies listed above is the same as their country of registration.

16. Investments in associates - Group

	2024	2023
	US$	*US$*
At 1 January	121,381	105,411
Share of profits of associates	12,030	15,970
At 31 December	**133,411**	**121,381**

Associate company	**Domicile**	**Assets** *US$*	**Liabilities** *US$*	**Equity at 31 Dec 2024** *US$*	**Sales** *US$*	**Gains/(losses)** *US$*	**Ownership of ordinary shares on issue** **%**
Cupati Holdings Corporation	Philippines	2,616,645	2,283,783	332,862	87,131	45,781	39.99%
Woggle Corporation	Philippines	268,132	428,051	(159,919)	-	(15,707)	39.99%

The investments in associates are held indirectly by Metals Exploration Plc through its investment in Metals Exploration Pte Ltd.

17. Trade and other receivables - Group

Group – Due after one year	**2024**	2023
	US$	*US$*
Loan to Condor	2,500,000	-
Other receivables	17,250,486	16,720,701
	19,750,486	**16,720,701**

Other receivables include VAT on importations and other goods and services. Notwithstanding that until July 2021 the Group operated under an exemption from paying these taxes, the Group has been unable to recover these past government imposts that were paid prior to July 2021. Further, for periods since then VAT recoveries have not been 100% of the VAT paid. As a result, an impairment charge of US$5.7 million has been raised in FY2024 (FY2023: US$0.9 million).

As part of the Scheme of Arrangement to acquire Condor the Company had provided Condor with an unsecured US$2,500,000 loan at an annual interest rate of 10%. Upon the Company completing the takeover of Condor in January 2015 this loan has been classified as non-current.

Group – Due within one year	**2024**	2023
	US$	*US$*
Receivables from gold sales	7,983,137	3,039,560
Other receivables	2,079,280	1,737,431
Prepayments	828,977	223,524
	10,891,394	**5,000,515**

95% of receivables from gold doré sales are received within 3-5 days of the gold doré having been shipped from the Runruno operation. The Group's trade receivables are derived through sales of gold doré to a sole refinery customer whose credit quality is assessed by considering the customers financial position, past performance and other factors. The Group also sells small amounts of gold concentrate to other refiners. Terms of trade for these sales are 50% upon export with the balance received following further assaying and final processing. Within 5 days of year end, the Group had collected 95% (2023: 95%) of the trade receivables outstanding as at 31 December 2024. The Group believes the credit risk is limited as the customers pay within a short period of time and no provision for impairment of receivables has been made (2023: Nil).

18. Inventories - Group

	2024	*2023*
	US$	*US$*
Gold doré on hand	2,499,509	1,850,797
Gold in circuit	1,302,836	1,249,891
Gold in ore stockpiles	4,459,003	4,578,999
Consumable inventories	12,891,526	13,265,361
Provision for obsolete consumable inventories	(3,030,483)	(2,250,000)
	18,122,391	**18,695,048**

Gold inventories are recorded at the lower of cost and net realisable value. During FY2024, consumable inventories recognised as an expense in cost of sales was US$30.52 million (2023: US$31.04 million).

19. Cash and cash equivalents

Group	***2024***	*2023*
	US$	*US$*
Cash on hand	7,438	8,193
Current accounts	4,039,076	331,804
Cash held in escrow account	27,178,182	-
	31,224,696	**339,997**

Company	***2024***	*2023*
	US$	*US$*
Current accounts	103,414	51,034
Cash held in escrow account	27,178,182	-
	27,281,596	**51,034**

The Directors consider that the carrying amount of these assets is a reasonable approximation of their fair value. The credit risk on liquid funds is limited because the counter-parties are banks with a high credit rating. At year end cash was held in an escrow account to satisfy the cash consideration conditions pertaining to the offer to acquire Condor.

20. Trade and other receivables - Company

Company - Due after one year	***2024***	*2023*
	US$	*US$*
Loan to Condor	2,500,000	-
Receivables from subsidiaries	10,000,000	101,370,146
	12,500,000	**101,370,146**

Company - Due within one year	***2024***	*2023*
	US$	*US$*
Receivables from subsidiaries	98,634,010	65,376,650

Other receivables	282,167	101,695
Prepayments	68,412	90,306
	98,984,589	**65,568,651**

A provision for impairment of receivables from subsidiaries was raised in FY2018 using an expected credit loss model, as the recovery of amounts from the subsidiaries was uncertain. Based upon the expected future cash flows to be generated from the Runruno mining operations the loans due from both FCF Minerals Corporation and Metals Exploration Pte Ltd are no longer considered impaired. Accordingly, in FY2024, an impairment reversal of US$16.0 million has been booked against the FY2018 impairment. Refer to note 8(b).

The split between current and non-current receivables from subsidiaries has been estimated based upon the expected loan repayments to be made to the parent Company by the subsidiaries during FY2025.

21. Derivative instruments

Gold option contracts
During the period the Group's gold price hedge policy was extended, at the request of its lenders, to cover a 24 month period rather than a 12 month period, with the aim of ensuring the full debt repayment irrespective of a significant drop in the gold price. The Group did this by contracting zero cost gold price collar contracts that consist of buying put options, offset by selling call options.

During FY2024 hedge contract price protection covered 49,200 ounces of gold production. During FY2024, gold price increases resulted in several prior sold call options being exercised such that gold production was delivered at prices lower than spot prices at the time of delivery. The total gold sales revenue forgone, in FY2024, due to the exercise of these prior sold call options was US$5.9 million (2023: US$Nil).

During FY2023 hedge contract price protection covered 36,000 ounces of gold production. These contracts settled at no profit or loss to the Group.

As at 31 December 2024, the Group had outstanding hedge contracts in place over 15,800 ounces of gold production; with put options at US$1,850 offset by sold call options ranging from US$2,0179 – US$2,275 per ounce (FY2023: 34,500 ounces with put options ranging from US$1,745 to US$1,850 offset by sold call options ranging from US$2,053 – US$2,435 per ounce).

The Group and the Company have recognised a current liability as at 31 December 2024 of US$6.35 million (2023: US$Nil) being the estimated future sales revenue forgone arising from the exercise of prior sold call options based upon the spot price of gold as at 31 December 2024.

Philippine Peso forward contracts
The Group incurs significant costs in Philippine Peso and acquires forward USD:Peso exchange contracts as insurance against adverse foreign exchange movements.

As at year-end, the Group has forward contracts to purchase Philippine Peso during FY2025 and FY2026 totalling US$39 million at an average FOREX rate of 57.11 (FY2024: US$22.5 million at 54.26).

The Group and the Company have recognised a current liability as at 31 December 2024 of US$0.5 million (2023: US$0.4 million) being the change in the fair value of the forward contract value based on the same USD:PHP exchange rate.

22. Retirement benefits obligations - Group

The Group has an unfunded, non-contributory defined benefit retirement plan covering substantially all regular employees who have rendered at least six months of continuous service. Benefits are dependent on the years of service and the respective employee's compensation. The valuation of the retirement plan obligation is determined using the projected unit credit actuarial cost method. There was no planned termination, curtailment or settlement in either 2024 or 2023.

The relevant Philippine regulatory framework, RA 7641, known as the 'Retirement Pay Law', requires a provision for retirement pay to qualified private sector employees in the absence of any retirement benefits under any collective bargaining and other agreements being not less than those provided under the law.

The amounts of retirement benefits costs recognised in the statements of comprehensive income are determined as follows:

	2024	*2023*
	US$	*US$*
Current service costs	289,178	348,957
Interest costs	130,406	136,307
	419,584	**485,264**

The amounts were distributed as follows:

	2024	*2023*
	US$	*US$*
Cost of sales	275,098	333,782
Administration costs	14,080	15,175
Interest costs	130,406	136,307
	419,584	**485,264**

Changes in the present value of the unfunded retirement benefits liability are determined as follows:

	2024	*2023*
	US$	*US$*
Balance at beginning of year	2,471,289	2,463,112
Current service costs	289,178	348,957
Interest costs	130,406	136,307
Benefits paid	(164,134)	(179,876)
Actuarial loss/(gain) due to:		
Changes in financial assumptions	75,666	13,924
Experience adjustments	352,189	(311,135)
Balance at year end	**3,154,594**	**2,471,289**

22. Retirement benefits obligations – Group (continued)

The principal assumptions used in determining the defined benefit retirement plan obligations are as follows:

	2024	*2023*
Discount rate	6.18%	5.99%
Salary increase rate	3.50%	2.00%
Expected remaining working lives of employees	2 years	2 years
Turnover rate	14% at age 18 decreasing to 0% at age 60	14% at age 18 decreasing to 0% at age 60
Mortality rate	2017 Philippine Intercompany Mortality Table	2017 Philippine Intercompany Mortality Table
Disability rate	1952 Disability Study, Period 2, Benefit 5	1952 Disability Study, Period 2, Benefit 5

The sensitivity analyses below has been determined based on reasonably possible changes of each significant assumption on the defined benefits retirement liability as at the end of the reporting period, assuming all other assumptions were held constant:

	Increase/ (decrease)	**2024** US$	2023 US$
Discount rates	+1%	2,879,677	2,241,045
	-1%	2,960,928	2,346,926
Salary pay increases	+1%	2,975,966	2,360,103

Shown below is the maturity analysis of the undiscounted benefit payments:

	2024 US$	2023 US$
Less than one year	57,122	24,205
More than one year to five years	3,820,264	3,355,889
	3,877,386	**3,380,094**

23. Trade and other payables

Due within one year

Group	***2024***	*2023*
	US$	*US$*
Trade payables	8,141,209	8,864,315
Other payables	208,076	1,083,842
Income tax payable	8,184,977	-
Other tax and social security payable	332,661	222,174
Accruals	2,057,101	2,413,573
Provisions	-	3,479,762
	18,924,024	**16,063,666**

Company	***2024***	*2023*
	US$	*US$*
Trade payables	1,202,458	282,873
Other tax and social security payable	113,109	116,622
Accruals	232,737	158,677
Provisions	-	3,479,762
	1,548,304	**4,037,934**

Due after one year

Group	***2024***	*2023*
	US$	*US$*
Amount owing to associate	70,850	70,850
	70,850	**70,850**

Company	***2024***	*2023*
	US$	*US$*
Amount owing to associate	70,850	70,850
Amount owing to subsidiary	100,090	-

	170,940	**70,850**

Trade payables comprise amounts outstanding for trade purchases and on-going costs, and together with other payables and accruals are measured at amortised cost. FY2023 provisions included accruals related to potential extra mezzanine loan interest and associated legal fees.

24. Loans

In October 2020 the Group completed a debt restructuring of its senior and mezzanine debt together with the creation of a £100,000 revolving credit facility ('RCF'). Under the debt restructure the Group was not required to meet any fixed interest and principal repayment schedule.

Finalisation of the Group's senior and mezzanine debt facilities was protracted due to an inability to effect the elevation of the mezzanine debt to a fully secured status due to a dispute over the applicable interest rate and several disputed debt covenant breaches. However, in June 2024, the Group entered into full and final settlements with the lenders, including payment of the final principal/interest and agreed appropriate lender legal fees.

During FY2024, total senior debt payments of US$2,817 (FY2023: US$ Nil) were made. During FY2024, total mezzanine debt payments of US$27.2 million were made (FY2023: US$35.0 million). Included in the US$27.2 million debt payments was $3.4 million loan interest.

In addition, as part of the settlement, the Revolving Credit Facility was terminated as part of the RHL Buy Back (refer note 26) and RHL Production fee agreements (refer note 35), with no termination fee payable to either lender.

On 28 November 2024, MTL entered into a bridging loan agreement with its second largest shareholder, Drachs whereby Drachs provided a £5,500,000 short-term loan to be utilised in connection with the acquisition of Condor. The Drachs loan was fully repaid in March 2025.

As at 31 December 2024 the outstanding loan position was:

Group	***2024***	*2023*
	US$	*US$*
Senior loans due within one year	-	2,586
Mezzanine loans due within one year	-	23,893,712
Short-term bridging loan	6,890,400	-
Total loans due within one year	**6,890,400**	**23,896,298**

Company

	2024	*2023*
	US$	*US$*
Mezzanine loans due within one year	**-**	23,893,712
Short-term bridging loan	6,890,400	-
	6,890,400	**23,893,712**

25. Provision for mine rehabilitation and decommissioning

	2024	*2023*
	US$	*US$*
At 1 January	4,145,567	3,764,708

Unwinding of discount and effect of change in estimate	125,004	380,859
At 31 December	**4,270,571**	**4,145,567**

The Group makes provision for the future cost of rehabilitation of the process plant on a discounted basis. Provision for mine rehabilitation and decommissioning represents the present value of future rehabilitation and decommissioning costs. These provisions have been created based on the Group's internal estimates, updated on a periodic basis. These estimated costs were reviewed in December 2024 and include labour, equipment hire, consumables and transportation for disposal, with the provision being unwound for inflation and interest charges for FY2024. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. However, actual costs will ultimately depend upon future market prices for the necessary works required which will reflect market conditions at the relevant time. Furthermore, the timing of the rehabilitation and expenditure of other costs is likely to depend on when the mine ceases to produce at economically viable rates, and the timing that the event for which the other provisions provided for will occur.

26. Called up share capital and share premium

During August and September 2024, the Company completed the off-market buy back of the RHL's then 18.6% interest in the ordinary shares in issue. As at 31 December 2024 these 393,513,302 shares were held in Treasury and have no voting rights.

In April and June 2024, following the exercise of options, the Company issued 19,800,000 new Ordinary Shares. In August 2024, the Company issued 3,785,446 new Ordinary Shares in lieu of a cash bonus to management.

In June 2023, the Company issued 7,147,850 new Ordinary Shares in lieu of a cash bonus to management. In December 2023, following the exercise of options, the Company issued 2,200,000 new Ordinary Shares.

The issued capital of the Company is:

	December 2024	*December 2023*	***December 2024***	*December 2023*
	Number of shares	*Number of shares*	*US$*	*US$*
Ordinary shares of £0.0001 par value				
Opening balance	2,098,144,271	2,088,796,421	282,783	281,638
Shares issued	23,585,446	9,347,850	2,984	1,145
Treasury shares	(393,513,302)	-	(50,401)	-
Closing balance – voting shares	1,728,216,415	2,098,144,271	**235,366**	282,783
Share premium				
Opening balance			144,350	-
Shares issued			169,108	144,350
Closing balance			**313,458**	**144,350**

Share rights
Ordinary Shares confer the right to vote and to participate in dividends, capital, and other distributions including on winding up. Ordinary Shares are not redeemable. Shares held in Treasury do not have voting rights.

27. Profit and loss

During August and September 2024, the Company completed the off-market buy back of 393,513,302 shares at an acquisition price of 5p per share. The premium in excess of the share capital applicable to these shares has been offset against accumulated profits. In FY2023 the warrant fair value reserve was transferred from other reserves to profit and loss following the expiry of the relevant warrants.

The movement in the profit and loss account is:

	2024	*2023*
	US$	*US$*
Group		
Opening balance	127,777,039	7,001,364
Profit for the year attributable to equity holders of the parent	25,586,079	119,248,738
Transfer from other reserves	-	1,526,937
At 31 December	**153,363,118**	**127,777,039**
Company		
Opening balance	140,413,010	16,979,621
Profit for the year	17,288,079	121,906,452
Transfer from other reserves	-	1,526,937
At 31 December	**157,701,089**	**140,413,010**

28. Share-based payments

Directors' share options

During FY2024 the Company issued 6,600,000 options, exercisable at nominal par value, on or before 28 June 2029. No share options were issued during FY2023. Total director options on hand as at 31 December were:

	2024	***2023***
FY2021 tranche	*Number of options*	*Number of options*
Options on issue at 1 January	13,200,000	19,800,000
Options exercised	(13,20,000)	-
Options lapsed	-	(4,400,000)
Options on issue at 31 December	**-**	**15,400,000**
Options that have vested as at 31 December	**-**	**11,000,000**
FY2023 tranche		
Opening balance	6,600,000	-
Options exercised	(6,600,000)	6,600,000
Options on issue at 31 December	**-**	**6,600,000**
Options that have vested as at 31 December	**-**	2,200,000
FY2024 tranche[1]		
Opening balance	-	-
Options issued	6,600,000	-
Options on issue at 31 December	**6,600,000**	**-**
Options that have vested as at 31 December	**2,200,000**	-

[1] These options are subject to the following vesting conditions:

- Provided the option holder remains a director then, one third vest upon issue, one third vest on the first anniversary of issue and one third vest upon the second anniversary of issue;
- The FY2024 issued options has a vesting hurdle that the Company's 30 day volume weighted average price of each Company share traded on AIM has to exceed £0.04862 during the life of the option. This vesting hurdle has been satisfied as at year end.

The share-based payment expense, based upon a fair value measurement of the options, recognised in FY2024 was US$124,560 (2023: US$31,368).

The fair value measurement of the FY2024 options, using a Black-Scholes option valuation model, was £0.0247 per option, based upon the following:

- Share price at the date of option issue of £0.037,
- Option exercise price of £0.0001,
- Estimated share volatility of 110%,
- Option life of 3 years,
- Nil dividends during the life of the options,
- Risk-free interest rate of 4.6%,
- Discount to factor the market price exercise hurdle – 33%.

The fair value measurement, using a Black-Scholes option valuation model, of the FY2023 options was £0.0076 per option, based upon the following:

- Share price at the date of option issue of £0.0115,
- Option exercise price of £0.0001,
- Estimated share volatility of 105%,
- Option life of 3 years,
- Nil dividends during the life of the options,
- Risk-free interest rate of 2.3%,
- Discount to factor the market price exercise hurdle – 33%

YMC purchase Tranche B options[2]
In August 2024, the Company issued 41 million Tranche B options, as a condition to the purchase of the YMC group (refer note 14). The Tranche B options are exercisable at nominal par value, on or before 27 August 2031.

	2024	***2023***
Tranche B options[2]	*Number of options*	*Number of options*
Options on issue at 1 January	-	-
Options issued	41,000,000	-
Options lapsed	(2,500,000)	-
Options on issue at 31 December	**38,500,000**	-
Options that have vested as at 31 December	**-**	-

[2] These options are subject to the holder continuing to be an employee/consultant to the Group until 31 December 2025.

The share-based payment expense in relation to the Tranche B options, based upon a fair value measurement of the options, recognised in FY2024 was US$549,370 (2023: US$nil).

The fair value measurement of the Tranche B options, using a Black-Scholes option valuation model, was £0.0534 per option, based upon the following:

- Share price at the date of issue of £0.0535,
- Option exercise price of £0.0001,
- Estimated share volatility of 50-65%,
- Option life of 3 years,
- Nil dividends during the life of the options,
- Risk-free interest rate of 4.23%,

29. Net cash generated from/(used in) operating activities

Group	***2024***	*2023*
	US$	*US$*
Profit after tax	25,575,868	119,248,738
Depreciation and amortisation	53,274,450	51,517,985
Provisions	6,521,465	29,759
Impairment (reversal net)	9,065,277	(97,318,816)
Share of (profits) of associates	(12,030)	(15,970)
Share based payment expense	673,930	31,368
Shares issued in lieu of cash bonus	169,589	145,215
Interest income	(148,751)	(374)
Finance expenses	1,588,425	10,732,133
Foreign exchange loss/(gain)	2,977,540	(2,642,249)
(Increase) in receivables	(14,152,125)	(10,048,701)
(Increase)/Decrease in inventories	(1,710,092)	820,441
Increase in payables	1,646,696	2,061,476
Net cash generated from operating activities	**85,470,242**	**74,561,005**

Company	***2024***	*2023*
	US$	*US$*
Profit after tax	17,288,079	121,906,452
Impairment (reversal)	(16,340,839)	(127,385,827)
Provisions	171,285	29,759
Share based expense	673,930	31,368
Shares issued in lieu of cash bonus	169,589	145,215
Finance expenses	714,451	10,433,567
Interest income	(147,809)	-
Foreign exchange loss/(gain)	2,162,346	(4,599,498)
Increase in receivables	(4,222,115)	(3,606,499)
(Decrease)/increase in payables	(2,489,632)	2,932,723
Net cash used in operating activities	**(2,020,715)**	**(112,740)**

30. Reconciliation of liabilities from financing activities

Group	***1 January 2024 US$***	***Cash flow US$***	***Non-cash movements US$***	***31 December 2024 US$***
Loans (current)	23,896,298	(17,005,898)	-	6,890,400
	23,896,298	(17,005,898)	-	6,890,400
Company				
Loans (current)	23,893,712	(17,003,312)	-	6,890,400
	23,893,712	(17,003,312)	-	6,890,400

31. Capital commitments

As at 31 December 2024 the Group had US$nil outstanding capital commitments (2023: US$nil).

32. Related party transactions

Only members of the Board of Directors of Metals Exploration plc are deemed to be key management personnel. The Board has responsibility for planning, controlling and directing the activities of the Group. Key management compensation is disclosed in the Remuneration Committee report, Directors' emoluments section and note 28, Share-based payments. At period end the following amounts were due in relation to Directors' emoluments:

Amounts owing to Directors	***2024***	*2023*
	US$	*US$*
G Walker	-	5,194

Fees in relation to corporate broking and research services were paid to Hannam & Partners, of which Non-Executive Director Mr A Chubb is a partner. In FY2024, the total fees paid to Hannam & Partners were US$250,653 (2023: US$70,000).

Refer to note 24 for loans payable to related parties.

During the year, the Company received US$77.2 million in loan repayments from a subsidiary (2023: US$64.8 million). At the year end, the Company had loans due by its subsidiaries totalling US$97.8 million (2023: US$171 million). As at 31 December 2024 loans owed by subsidiaries were impaired to a net recoverable amount of US$95.8 million (2023: US$155 million). (Refer note 8(b)).

At the year end, the Group owed US$70,850 (2023: US$70,850) to its associates and the Group was owed US$2.72 million (2023: US$2.27 million) from its associates. This amount owing has been fully written off.

33. Financial instruments

The Group's financial instruments comprise cash and cash equivalents, borrowings, derivative gold price and currency contracts, and items such as trade payables and trade receivables which arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Group's operations.

The carrying values of financial assets at the year-end are as follows:

Group	***Cash and cash equivalents***	***Trade and other receivables***	***Total***
	US$	*US$*	*US$*
As at 31 December 2024	31,224,696	14,006,970	45,231,666
As at 31 December 2023	339,997	5,861,738	6,201,735
Company			
As at 31 December 2024	27,281,596	111,206,628	138,488,224
As at 31 December 2023	51,034	166,837,102	166,888,136

Cash and cash equivalents and trade and other receivables are held at amortised cost. Trade and other receivable financial assets excludes VAT and other government receivables.

The carrying values of financial liabilities at the year-end are as follows:

Group	***Trade payables***	***Accruals and other payables***	***Derivative liabilities***	***Loans***	***Total***
	US$	*US$*	*US$*	*US$*	*US$*

As at 31 December 2024	8,141,641	2,336,027	6,869,769	6,890,400	24,237,837
As at 31 December 2023	8,864,315	7,048,027	357,546	23,896,298	40,166,186
Company					
As at 31 December 2024	1,202,458	403,675	519,589	6,890,400	9,016,122
As at 31 December 2023	282,873	3,709,289	357,546	23,893,712	28,243,420

Trade payables, accruals and other payables and loans are held at amortised cost.

The Group's operations expose it to a variety of financial risks including liquidity risk, foreign currency exchange rate risk, commodity price risk and credit risk. The policies set by the Board of Directors are implemented by the Group's finance departments and senior management.

Liquidity risk
The Group actively monitors its cash resources to ensure it has sufficient available funds for operations and planned expansions. The Group was cash flow positive in both FY2023 and FY2024 and surplus funds have been applied, in the main, to reduce the Group's borrowings.

The contractual maturities of the financial liabilities at the year-end are as follows:

Group	*Trade and other payables*	*Derivative liabilities*	*Loans*	*Total**
	US$	*US$*	*US$*	*US$*
As at 31 December 2024				
1 – 6 months	10,739,047	4,441,097	6,890,400	22,070,976
6 – 12 months	-	2,428,672	-	2,428,672
1 – 2 years	-	-	-	-
2 – 5 years	70,850	-	-	70,850
Total contractual cash flows	10,810,329	6,869,769	6,890,400	24,570,498
As at 31 December 2023				
1 – 6 months	16,063,666	211,804	23,896,298	40,171,768
6 – 12 months	-	145,742	-	145,742
1 – 2 years	-	-	-	-
2 – 5 years	70,850	-	-	70,850
Total contractual cash flows	16,134,516	357,546	23,896,298	40,388,360

Company	*Trade and other payables*	*Derivative liabilities*	*Loans*	*Total**
	US$	*US$*	*US$*	*US$*
As at 31 December 2024				
1 – 6 months	1,548,302	181,137	6,890,400	8,619,839
6 – 12 months	-	338,452	-	338,452
1 – 2 years	-	-	-	-
2 – 5 years	170,940	-	-	170,940
Total contractual cash flows	1,719,242	519,589	6,890,400	9,129,231
As at 31 December 2023				
1 – 6 months	4,037,934	211,804	23,893,712	28,143,450
6 – 12 months	-	145,742	-	145,742
1 – 2 years	-	-	-	-
2 – 5 years	70,850	-	-	70,850
Total contractual cash flows	4,108,784	357,546	23,893,712	28,360,042

Credit risk

Credit risk is the risk of financial loss to the Group or Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Group and Company are exposed to credit risk attributable to its cash balances; however, this risk is limited because the counterparties are large international banks.

The Group is exposed to credit risk for trade receivables due from third parties. This risk is limited because the counterparties to the gold sales are internationally recognised substantial organisations. Further, the Group receives significant payment for the gold upon the presentation of transportation documents. Based on the above, the Group considers the expected credit loss to be immaterial and no provision for expected credit loss has been required (2023: US$nil).

Other receivables include VAT on importations and other goods and services paid by the Group. An impairment charge has been raised on the basis that the Group does not expect to fully recover these amounts. As at 31 December 2024 an accumulated impairment charge of US$13.0 million (2023: US$7.3 million) has been recognised.

The Company is exposed to credit risk to the extent that amounts owed by its subsidiaries and associates may not be recoverable in the future. An impairment reversal has been raised in relation amounts owed by its subsidiaries to partly reverse a FY2018 expected credit loss.

The maximum exposure to credit risk at the year-end is best represented by the carrying amounts of trade and other receivables, and cash and cash equivalents.

Market risk and sensitivity analysis

Commodity price risk

The market price of gold is one of the most significant factors in determining the profitability of the Group's operations. The price of gold is subject to volatile price movements over short periods of time and is affected by numerous industry and macro-economic factors that are beyond the Group's control. In 2024 the gold price ranged from US$1,990 to US$2,790 per ounce, and the Group received an average gold selling price of US$2,312 per ounce (2023: US$1,944 per ounce).

Refer to note 21 for details of the Group's financial instruments with exposure to gold prices beyond December 2024.

The impact of a 10% increase/decrease in the Group's average gold sale price achieved during the financial year would have resulted in the Group's profit before tax being decreased/increased by US$19.1 million (2023: US$16.7 million). The impact is expressed on the assumption that the market price changes by 10% with all other variables held constant.

Interest rate risk

The Group has interest bearing assets comprising cash and cash equivalents which earn interest at a variable rate. Interest income is not material to the Group.

At year-end the Group had a short-term any interest-bearing liability that was fully repaid in March 2025. During FY2024 the Group recorded an interest expense of US$1,739,059 (2023: US$9,216,477).

Foreign currency exchange rate risk

The Group and Company are exposed to foreign currency exchange rate risk having cashflows predominantly in US Dollars, Philippine Pesos and Pounds Sterling. The Group monitors exchange rates actively and converts funds raised to other currencies when deemed appropriate in order to meet expected future foreign currency commitments.

The Group's major currency risk is the USD:PHP exchange rate. During 2024, the Group converted US$77.9 million into Philippine Peso (2023: US$80.6 million). A 10% increase/decrease in the US Dollar during the year, with all other variables held constant, would have resulted in the profit before tax being US$7.1 million higher or US$8.7 million lower (2023: US$7.3 million higher or US$9.0 million lower).

As at 31 December 2024 the Group had Philippine Pesos denominated assets and liabilities including cash of US$296,000 and current liabilities of US$15,154,000 (2023: cash of US$188,000 and current liabilities of US$8,824,000). The currency risk exposure from these assets and liabilities is covered by the Philippine currency forward contracts in place as at 31 December 2024.

Refer to note 21 for details of the Group's hedging instruments to protect against currency risk.

34. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to provide returns for shareholders and maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of net debt, which includes borrowings (note 24), cash and cash equivalents (note 19) and equity (note 26).

The Group is not subject to any externally imposed capital requirements.

35. Contingent liabilities

The Group has no contingent liabilities identified as at 31 December 2024 (2023: US$nil) other than;

- As part of the acquisition of Condor Gold plc the Company has committed to pay deferred consideration of:
  a) US$14.4 million to Condor contingent value right ('CVR') holders should gold production commence at the Condor within 5 years from 23 April 2025; and
  b) US$18 per ounce to Condor CVR holders should total gold resources be identified on the Condor tenements, within 5 years from 23 April 2025, in excess of 3,198k ounces, capped at an additional 800,000 ounces (US$14.4 million); and
- In June 2024, the Company entered into a Production Fee agreement with RHL as part of the settlement of all debt related issues. Under this agreement the Company will pay RHL production fee of US$164 per ounce of gold produced from the Runruno contract area on any production from 1 May 2024 that exceeds 204,269 ounces (being equal to approximately 105 per cent. of the then current forecast for production from such date on the basis of the Group's life of mine plan for the Runruno mine). It is not currently possible to determine whether any Production Fee payments will be made.

36. Post balance sheet events

Acquisition of Condor Gold plc
On 15 January 2025, the Company completed the acquisition of 100% of Condor via a court approved Scheme of Arrangement. Condor holds significant gold exploration licences in Nicaragua.

The initial consideration paid to Condor shareholders was satisfied as follows:

- Cash payment of £20.27 million (US$24.73 million);
- The issue of 830,145,141 new Ordinary Shares at an issue price of £0.057 per share;
- The issue of 31,671,104 warrants to acquire new Ordinary Shares on or before 21 January 2028 at an exercise price of £0.0605 per share; and
- The issue of 108,192,284 options to acquire new Ordinary Shares at various expiry dates up to 29 May 2029, at various exercise prices ranging from £0.0397 to £0.0829 per share.

In addition, each Condor shareholder received one CVR that provides for potential future consideration, to be earned within 5 years from 23 April 2025, as follows:

- Cash payment of US$14.4 million upon the first gold doré pour from a fully commissioned process plant processing ore mined from Condor tenement areas; and
- Up to a maximum of a further US$14.4 million, paid in either cash or MTL shares, on the basis of US$18 per ounce of additional contained gold JORC Mineral Resource discovered on the Condor tenement areas in excess of a total 3.158million ounces (‘**Moz**’) of gold, subject to a cap of 800,000 ounces above 3.158 Moz.

The initial estimate of the fair value of Condor’s assets acquired and liabilities assumed, at the date of acquisition based upon an unaudited Condor consolidated balance sheet as at 15 January 2015 are:

Net Condor assets acquired	***US$’000s***
Cash	1,543
Other receivables	815
Plant and equipment	9,727
Mineral properties	44,739
Other liabilities	(4,479)
Total identifiable net assets	52,345
Excess consideration paid	34,184
Net assets acquired	**86,529**
Consideration paid*	
Cash	24,726
Direct acquisition costs	1,327
Shares issued	57,722
Share-based payment expense re warrants and options	2,754
Total consideration	**86,529**

* A further maximum US$28.8 million may be payable to Condor shareholders subject to achieving certain hurdles over the next 5-year period – refer note 35.

The initial accounting for the acquisition of Condor is incomplete as at the date of these financial statements given the short time since the acquisition was completed.

Equity issues

- On 5 February 2025, the Company issued 318 million options to acquire new Ordinary Shares in accordance with the Company’s long-term incentive programme;
- On 12 February 2025, the Company issued 13,563,930 Ordinary Shares at an average issue price of £0.03439 per share in accordance with the Company’s 2022, 2023 and 2024 short-term management incentive programmes; and
- On 7 March 2025, the Company repaid its bridging loan by the transfer from Treasury of 94,127,854 Ordinary Shares at a price of 6p per Ordinary Share.

Other than noted above there has not been any matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

37. Ultimate controlling parties

Although the Company has no ultimate controlling party, as at the date of this report, companies associated with the Candy Group owns 24.5% and Drachs owns 16.1% of the Company's voting shares. These groups are considered to be parties holding significant influence. Under separate relationship agreements with the Company both Candy and Drachs have the right to appoint a director to the Company's board while they own more than 15% of the Company's voting shares.