



**xtract**  
RESOURCES PLC

# **Annual Report**

for the year ended 31 December 2025

# Contents

2	Highlights
3	Chairman's Statement
4	Strategic Report
19	Report of the Directors
26	Corporate Governance
38	Independent Auditor's Report
45	Consolidated Income Statement
46	Consolidated Statement of Comprehensive Income
47	Consolidated and Company Statements of Financial Position
48	Consolidated Statement of Changes in Equity
49	Company Statement of Changes in Equity
50	Consolidated and Company Cash Flow Statements
51	Notes to the Financial Statements
92	Company Information

## Highlights

**Xtract Resources Plc (AIM: XTR) announces its final results for the year ended 31 December 2025. The year marked transformative change for the company as it embarked on new antimony mining development opportunities in Morocco and rapidly advanced the Silverking Cu-Ag project. Deferred payments in relation to the proceeds from the sale of the Manica gold project in Mozambique continued throughout the reporting period, offering stable cash flow for investment in lower risk project development.**

### Corporate & Operational highlights – 2025

- The year was marked by a step change into antimony exploration and mine development in Morocco with local Moroccan project partner Wildstone
- Significant developments on the Antimony licences include the acquisition of the historical Amghas and Ighoud mines and the granting of a new mining licence at Amghas, offering rapid mine development potential
- Exploration and mine clearing at Amghas identified high-grade antimony mineralisation (including up to 15-40% Sb) amenable to preliminary gravity-processing whilst a larger flotation plant is developed
- Licence wide exploration at Amghas identified several high-priority zones, including vein systems that extend beyond the immediate historic workings, and in some places extend between other known historical workings, spanning several km of strike
- Significant progress was made towards near-term production at Amghas post year-end, including the upgrade and relocation of Wildstone’s existing gravity plant
- A first and second phase of drilling was successful in identifying significant extensions to the high-grade copper-silver mineralisation present at the historic Silverking Cu-Ag deposit in Zambia
- Consistent intervals of high-grade copper mineralisation were returned at Silverking over downhole widths of up to 25m, whilst the surface expression of mineralisation tripled to over 260m. Additional visible copper mineralisation was identified in the nearby Kopje prospect, a priority target for follow up work
- Surface exploration work and scout exploratory drilling completed at the Western Foreland project identified the presence of prospective basin architecture that hosts mineralisation elsewhere in the region, however it was concluded that advancement of the project would require substantial follow-up work
- Following a strategic review of exploration priorities and resource allocation, a decision was made post year-end to relinquish the Chilibwe and Western Foreland licences, enabling the Company to concentrate on higher-priority assets
- Total of £2 million (before expenses) raised through an equity placing

### Financial highlights

- Cash of £2.29m (2024: £2.17m)
- Net assets of £17.72m (2024: £18.37m)
- Administrative and operating expenses of £2.20m (2024: £1.38m)

### Business Model and Strategy

The board continued to pursue its investment framework to identify and invest in a portfolio of near-term resource assets that:

- Can be brought into production within 2 years
- Are near or at surface without major upfront capital expenditure
- Are on the low end of the cash cost curve and have upside growth potential
- Low entry cost and located in favourable mining jurisdictions

## Chairman's Statement

Dear Shareholder,

The year under review has been very active and to a certain degree transformational. The transformation being conversion from greenfield and brownfield project into development and production. Of considerable note is our entry into Morocco with a view to explore and mine for antimony and possibly tungsten. The entry was by way of a 50% initial shareholding for US\$0.5 million in Wildstone SARL, a Moroccan based minerals and exploration development company. Morocco is a recognised mining jurisdiction, hosting large- and small-scale multi-commodity mines and exploration projects. We have increased our initial shareholding from 50% to 80% and acquired a mine known as the Amghas mine, which has multi entries and exposures of antimony.

Post balance sheet, the Company elected to build a gravity separation plant at mine site and produce a antimony concentrate between 15-20%. A mining licence was received in June 2026 and the Company has applied for a mineral processing licence and on receipt, intend to build a full flotation facility to produce high grade antimony concentrates.

We are very pleased with our Wildstone acquisition and feel we have the potential to make significant impact on the antimony market.

We announced in early February 2026, that we would partner with Oval Mining in the Mumbwa district of Zambia to develop the Silverking mining licence. The Company elected to buy a 35% interest in the project for US\$1.5 million recognising previous expenditure by Oval Mining. The investment has been made and the mine is now at a stage with a sulphide plant is operational and ready to receive feed. We have undertaken four blasts, which are near surface and contain more oxide than sulphide. The oxide will be processed at a nearby plant on a raw ore grade basis. The next blast is expected to produce sulphides that will be processed at our own plant, with the oxides continuing to the nearby oxide plant.

Detailed planning has taken place and we have decided to develop a ramp to the 140m below surface level, leaving a crown pillar between the open pit and the underground mine. The underground mine will target the exceptionally high sulphide mineralisation, towards the expiration of the open pit mine life, thus continuing continuity of operations.

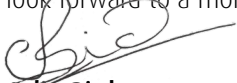
The Silverking exploration continued during the year with reconnaissance on a number of targets producing favourable results, which will be followed up on completion of geophysical evaluation.

Exploration on the Western Foreland continued with mapping, geophysical interpretation and some reconnaissance drilling, which confirmed the general Western Foreland architecture, however the Company has decided not to proceed with any further exploration and has therefore now decided to impair all costs relating to the project.

The copper price has advanced quite remarkably during the period and particularly since then in the current year. The copper price is now in the region of US\$13,000 per tonne and is forecast to go even higher, based more on shortage of supply than actually physical demand. Similarly, the investment climate has warmed slightly to smaller capitalised companies and thus companies are able to make real advances on their projects. Geo-political tension during the period has worsened to the point of two active wars and a number of threatened wars. The effect is being compounded by US policy on tariffs, which is a rapidly changing scenario, often difficult to understand and even more difficult to predict. We believe that tariffs, supply manipulation and geo-political uncertainties will not affect an overwhelming demand for copper, but may affect the supply side in terms of large company commitment to certain regions of the world and certain regions being not receptive to new investment sources.

Quite surprisingly, the world has settled down to what I believe is a more dangerous geo-political risk situation since World War II. This can either be "heads in the sand" or tolerance and expectation of better times. Either way, markets continue to reach new highs and investor confidence, particularly in the US, is at an all-time high.

In this very uncertain world, I would like to thank my fellow directors, colleagues and partners for all their efforts and I look forward to a more balanced and settled environment in which to develop our operations.



**Colin Bird**  
*Executive Chairman*

26 June 2026

# Strategic Report

## Operational Overview – Year End 31 December 2025

During the reporting period, (“Xtract”) Resources Plc continued to advance its strategy of building a diversified portfolio focused on copper and strategic metals, with key progress made across projects in Morocco and Zambia.

In Morocco, the Wildstone Antimony Project has been a major area of development. Xtract holds an 80% interest and has prioritised the reinstatement of the historic Amghas and Ighoud mines. Work undertaken to date has included geological mapping, geochemical sampling, an environmental impact assessment, and a feasibility study. Exploration has identified high-grade antimony mineralisation (15–40% Sb), and metallurgical test work supports the production of a saleable concentrate exceeding 65% Sb. Preparations for small-scale mining are well advanced, alongside ongoing exploration to expand mineralised zones and identify new targets across the licence area.

In Zambia, the Silverking Copper-Silver Project is rapidly advancing as a cornerstone asset. A first and second phase of drilling significantly expanded the known mineralisation, confirming a significant high-grade copper deposit, to support the preparation of an in-house mineral resource target for internal mine planning purposes only. Post year-end a mining agreement was secured covering adjacent small-scale mining licence 34554-HQ-SML, enabling Xtract to acquire a 35% interest in the future mining development, with infrastructure development and plant construction already underway. Drilling continues to define continuity of mineralisation as well as potential satellite mineralisation.

At the Western Foreland exploration focused on understanding the underlying geology and basin architecture of the Western Foreland domain, three scout exploratory drillholes were completed. While these identified favourable geological characteristics, following further interrogation of the horizons no significant mineralisation was encountered analogous to major regional copper deposits. It was concluded that a substantial follow-up drilling programme would be required to further test the mineral potential of the district and that Xtract’s efforts would be better focused on other projects in the Company’s portfolio.

In Mozambique, Xtract continues to benefit from the sale of its interest in the Manica Gold Project, with revised deferred payment terms providing ongoing cash flow while reducing exposure to operational risks.

In Australia, work at the Bushranger Copper-Gold Project continues to focus on metallurgical optimisation, leading towards potential future operation. Test work using advanced flotation technologies has demonstrated improved processing efficiencies and cost reductions, supporting the long-term development potential of the project.

Overall, Xtract has made significant progress in advancing key assets from exploration toward development and production. The Company remains well-positioned to deliver future growth through its focus on high-value copper and strategic metal projects, supported by a balanced portfolio of near-term production opportunities and longer-term exploration potential.

## Morocco

### Wildstone Antimony Project, Morocco

Xtract holds an 80% interest in the Wildstone Antimony Project with local partners Wildstone SARL. The project encompasses a large land holding in central Morocco and is prospective for antimony and copper mineralisation. The priority licences are located within the Fez-Meknes and Beni Mellal-Khenifra directorates of northern Morocco, and situated within the strategic “Antimony Triangle,” an area bounded by the cities of Rabat, Fez, and Khenifra.

### *Work Completed*

On 16 September 2025 Xtract announced that it’s 80% owned Moroccan subsidiary Wildstone SARL had acquired two further exploration licences in Morocco, known as the Amghas Licences. Extensive due diligence on the new licences highlighted the opportunity for the reinstatement of the former producing Amghas and Ighoud mines, which has been the focus during the reporting period. The newly acquired licences contain significant additional potential for the expansion of known areas of antimony mineralisation and the identification and extension of new mineralised veins and structures.

# Strategic Report

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The Amghas mine has so far been prioritised for ground clearing, geological mapping and geochemical sampling, and works to date have identified an extensive underground development. High-grade antimony mineralisation in the region 15-40% Sb is clearly visible at the Amghas mine, and considering historical mining relied on extracting high-grade visible mineralisation by hand, there is substantial potential for future bulk production that includes relatively lower grade, disseminated wall rock mineralisation.

## *Post Year-End Mine Development*

On 2 June 2026 it was announced that a mining licence had been granted for the historical Amghas antimony mine, marking a major step toward near-term production.

The reinstatement of the Amghas mine is progressing well and has focussed on the completion of an environmental impact assessment (EIA) and feasibility study. Exploration at Amghas has advanced in tandem and prioritised underground mine access, and clearing, mapping and sampling of underground galleries and drives.

These exploration efforts have identified sufficient immediately available antimony ore to warrant the construction of an interim gravity plant on-site to process run of mine ore, and it is intended that primary processing methodology will inform the amenability of Amghas ore to physical separation and recovery which will guide the planned development of a larger scale, centralised flotation plant that will produce a higher-grade final product.

Flotation test-work has been completed using Amghas run of mine ore and has returned excellent results, including typical concentrate grades of 65% Sb. It is the intention that the centralised flotation facility will process ores from both Company-generated mining operations, together with supply from small-scale miners. Xtract is actively building partnerships with small-scale miners operating within and nearby its licences, building on the experience and local knowledge of its Moroccan partners in the sourcing, processing, and trade of antimony ores, whilst engaging with the relevant ministries and local landowners.

An in-house JORC compliant resource estimate will be completed and published in due course, in tandem with the reinstatement of mining operations at Amghas, and several high-priority targets have been identified for follow-up work. Surface geological and underground structural mapping has identified vein systems that extend beyond the immediate historic mine workings, and in some instances higher-grade Amghas veins connect to other historical workings located several kilometres away along strike. These zones present obvious follow-up targets.

A similar clean-up, including site establishment and preparation of documentation for reactivation is underway at the neighbouring Ighoud mine.

The other licences in the joint venture have been subject to initial reconnaissance exploration focussed on prioritising areas with antimony potential and work continues to evaluate and prioritise targets.

# Strategic Report

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## Post Year-End Gravity Plant Development

The existing gravity plant located near Casablanca is being relocated to the Amghas mine site. In addition, the plant is being upgraded and throughout capacity increased with the addition of new equipment including the following:

Equipment	Output/Feed Size	Capacity
<b>Feeder, Hoppers and Conveyors</b> <ul style="list-style-type: none"> <li>Hopper bin, vibrating screen and 4 conveyor belts</li> </ul>	<ul style="list-style-type: none"> <li>Feed size: up to 400mm ROM ore</li> </ul>	Capacity: 300tpd
<b>Primary Crushing</b> <ul style="list-style-type: none"> <li>Single toggle jaw crusher and double-deck inclined screen</li> </ul>	<ul style="list-style-type: none"> <li>Toggle size: 400 – 600mm</li> <li>Output: 20 – 80mm</li> </ul>	Capacity: 300tpd
<b>Secondary Crushing</b> <ul style="list-style-type: none"> <li>Jaw crusher</li> </ul>	<ul style="list-style-type: none"> <li>Feed Size: 20 – 80mm</li> <li>Output size: 2 – 20mm</li> </ul>	Capacity: 300tpd
<b>Pre-Gravity Concentration</b> <ul style="list-style-type: none"> <li>Jigg – Density based separator using pulsating water column</li> </ul>	<ul style="list-style-type: none"> <li>Output – pre-concentrate</li> </ul>	Capacity: 300tpd
<b>Shaking Tables – Final Concentration</b> <ul style="list-style-type: none"> <li>Tables and spiral chutes – 6 units</li> </ul>	Output – High-grade Sb concentrate (15 – 26% Sb)	Capacity: 300tpd
<b>Ball Mill</b> <ul style="list-style-type: none"> <li>Ball mill, screw screen and hammer mill</li> </ul>	Power: 15kw	Capacity: 300tpd
<b>Pumps &amp; Accessories</b> <ul style="list-style-type: none"> <li>Submersible slurry pumps</li> </ul>	N/A	Capacity: 300tpd

## Wildstone Project Background

The licences are non-contiguous and Wildstone hold the rights for the exploration and extraction of copper, silver and antimony. Xtract has an 80% interest in the project and has committed an initial project spend of at least US\$1.2m to cover the minimum required licence expenditure. It is the aim of the joint venture to establish one, or more, JORC resources and rapidly advance towards near-term production.

Small-scale mine development will utilise Wildstone's contractors, and the capital funding of US\$200,000 will be provided by Xtract. Xtract will be paid 75% of the free cashflow to recover the initial capital expenditure. Xtract will be responsible for all small-scale development funding until the operation is demonstrating a surplus income over expenditures (including sustaining and maintenance capital). On full capital repayment, Xtract will be entitled to 60% of all profits.

The small-scale development will continue during the exploration phase and will be replaced or may run concurrently if the potential for a larger more sophisticated processing plant is identified (larger scale development). For the purposes of defining potential for a larger scale development, the criteria to be used is not less than 5 years mine life at a minimum annual throughput of 150,000 tonnes, with a DCF model demonstrating a payback of not more than 18 months and a return on investment not less than 20%.

Xtract will fund 100% of the larger scale development. On commencement of production, Xtract will receive 60% of cashflow for capital recovery, the remainder will be shared 70% to Xtract and 30% to the existing shareholders in Wildstone. This arrangement will continue for 18 months, or until the capital is fully repaid, whichever is the shorter. After the completion of the 18-month period, the profits will be shared 80% to Xtract and 20% to the existing shareholders.

# Strategic Report

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## Zambia

### Silverking Cu – Ag Project, Mumbwa District, Zambia

The first and second phase of drilling was completed at Silverking. Positive drilling significantly increased the footprint of the copper mineralisation, to support the preparation of an in-house copper resource target for the project for internal planning purposes only. Drilling further identified satellite mineralisation that has the potential to upgrade the project resources and exploration continues to define its prospectivity. Post year-end a mining agreement was reached with project partners Oval Mining Limited and Cooperlemon Consultancy Plc to rapidly advance the Silverking Mine towards production.

#### *Background information on the Silverking Mining Licence project:*

The project comprises exploration licence 26673-HQ-LEL which covers an area of 81.7km<sup>2</sup> in the Mumbwa District, Central Province of Zambia. The licence is considered highly prospective for copper discovery associated with the Iron Oxide Copper Gold (IOCG) model.

Established around the 1890s, the historic Silverking silver mine was known as one of the first mines in Zambia, however detailed production and operation figures are not documented. Local artisanal mining continued in the area, but strategic exploration did not recommence until 2012, when Glencore International (operating locally as Mopani Copper Mines) identified high-grade copper and silver intercepts at the main Silverking breccia pipe, however the project was not pursued.

#### *Phase 1 Drilling*

The Phase 1 drilling by Xtract aimed to assess the continuity of the main Silverking orebody at surface and at depth, as well as delineate the potential scale of lower-grade mineralised envelopes and wall-rock alteration assemblages surrounding the main Silverking breccia pipe body. Several recently discovered satellite targets were also tested to understand their potential to add to the overall mineral resource of the project.

The drilling significantly extended the target mineral resources at Silverking, establishing a significant, high-grade copper deposit. Consistent intervals of high-grade copper mineralisation were returned over downhole widths of up to 25m, and the surface expression of the high-grade copper and silver mineralisation tripled to over 260m. The best results from the Phase 1 drilling are summarised below and all results are available in Table X.

- 24.1m at **5.99% Cu and 40.2 g/t Ag** from 111.0m in SKIDD010
- 29.70m at **4.15% Cu and 42.9 g/t Ag** from 93.0m in SKIDD003
- 54.1 m at **3.18% Cu and 40.3 g/t Ag** from 56.9m in SKIDD002
- 10.1m at **4.09% Cu and 15.5 g/t Ag** from 88.9m in SKIDD012
- 9m at **4.68% Cu and 38.67 g/t Ag** from 228m in SKIDD018

The Phase 1 drilling generated an in-house, (non-JORC compliant) mineral resource estimate for the main Silverking.

A second mineralised body was identified at Kopje, sub-parallel to the main Silverking deposit which was further tested in Phase 2 drilling.

# Strategic Report

CONTINUED

Table X – Summary of mineralised intervals intersected during the Phase 1 drilling at Silverking

Hole ID	Depth From (m)	Depth To (m)	Intersection Width (m)	Grade Cu (%)	Grade Ag (g/t)
<b>SKIDD001</b>					
Hangingwall	98.0	113.0	15.0	0.30	0.65
Main Zone	113.0	136.0	23.0	0.74	8.33
Footwall	136.0	146.0	10.0	0.50	5.20
<b>SKIDD002</b>					
Hangingwall	32.0	56.9	24.9	0.42	0.28
Main Zone	56.9	111.0	54.1	3.18	40.32
Footwall	111.0	126.0	15.0	0.48	5.27
<b>SKIDD003</b>					
Main Zone	93.0	122.7	29.7	4.15	42.91
Footwall	122.7	127.0	4.3	0.32	1.77
<b>SKIDD004</b>					
Main Zone	71.8	112.0	40.2	1.50	20.25
<b>SKIDD005</b>					
Main Upper	68.0	71.7	3.7	4.73	55.08
Main Lower	107.0	134.0	27.0	0.58	2.31
<b>SKIDD006</b>					
Main Zone	69.0	72.3	3.3	0.56	10.33
<b>SKIDD010</b>					
Main Zone	111.0	135.1	24.1	5.99	40.22
<b>SKIDD012</b>					
Main Zone	88.9	99.0	10.1	4.09	15.49
<b>SKIDD013</b>					
Main Zone	128.0	151.0	23.0	1.49	18.96
<b>SKIDD014</b>					
Main Zone	17.0	33.0	16.0	0.74	2.81
<b>SKIDD018</b>					
Main Zone	228.0	237.0	9.0	4.68	38.67

## Phase 2 Drilling

A second phase of 1,483.5m of drilling infilled critical areas of the main Silverking deposit and tested potential satellite extensions to the mineralisation, focusing on the newly identified Kopje prospect. Drillhole SKIDD025 was drilled within the main Silverking orebody and intersected approximately 3m of abundant visible malachite mineralisation, consistent with the mineralisation model.

At Kopje, final assay results were awaited but visible copper mineralisation was returned in several drillholes, including an 8m interval of native copper stringers from 82m downhole in drillhole SKIDD022, and a 23m interval of mixed native copper, chalcocite and chalcopyrite, consistent with an oxide transition zone, from 102m downhole in drillhole SKIDD024.

Kopje occurs as a steep sided dolomitic hill with multiple intersecting structures. Channel sampling at surface returned 4.3m at 2.55% Cu and 30.40 g/t Ag from a prominent N-S oriented structure that extends over a strike length of 1km.

# Strategic Report

CONTINUED

## *Post Year-End Mine Development*

A copper mining Joint Venture Agreement concerning the development of copper mining operations at the Silverking small scale mining licence 34544-HQ-SML was agreed post year-end between partners Xtract Resources Plc, Oval Mining Limited (the licence holder), and Cooperlemon Consultancy Plc (project stakeholder). Under the terms of the agreement Xtract will acquire a 35% interest in the Silverking Mining Joint Venture for a cash consideration of US\$1.5 million.

Under the Mining Licence Joint Venture Agreement the mine plan is already complete, and the parties will seek to exploit the high-grade material identified in the main Silverking breccia pipe and surrounding areas. Plant infrastructure and tailings dam construction is already well underway and it is anticipated that steady state copper concentrate production will advance rapidly.

Cooperlemon has managed Oval's extensive pre-mining operations including but not limited to preparation earth works, building a plant with a targeted throughput of up to 500 tonnes per day, building of a tailings facility, establishment of connections to Government power, road preparations, and site accommodation for workers.

The mining agreement is additional to the established joint venture between the same partners concerning large scale exploration licence 26730-HQ-LEL and brings further opportunity to advance surrounding targets on both licences.

## *Regional Exploration*

Ground geochemical surveys and VTEM geophysical surveying continues to identify and expand targets on the licence. The VTEM equipment used can identify blind mineralisation beneath sand cover to depths of 400m and was crucial in the discovery of the mineralised structure intersected in drill hole SKIDD018.

Further priority targets include a second breccia pipe located just 800m from the main Silverking orebody, and the Worm prospect, where a 2km long sinuous structure is identified and could represent an extension of the regional structure that hosts the neighbouring Kitumba deposit. Kitumba reports a mineral resource of 27.9Mt @ 2.2% Cu and attracted a US\$58.5m investment from Chinese Investors Sinomine Resources Group in 2024.

## **Western Foreland Copper Project, NW Zambia**

Reconnaissance exploration work completed during the reporting period focused on understanding the underlying basin architecture of the Western Foreland geological domain and evaluating the potential for the identification of prospective lithology capable of hosting mineralisation synonymous with that found along strike in the Western Foreland by neighbouring explorers.

Work was completed across all 5 licences and included three scout exploratory drillholes, a ground magnetic survey, collection of stream sediment samples and a detailed interpretation of all available data. Three diamond drillholes were completed on licence 29123-HQ-LEL for 529.4m which identified prospective lithological units, however following further interrogation of the horizons, no significant mineralisation was encountered in the three holes.

On the adjoining licences (30458-HQ-LEL, 30459-HQ-LEL, 21850-HQ-LEL and 21851-HQ-LEL) reconnaissance surface mapping and stream sediment sampling identified a total of eight stream-sediment copper anomalies however these were not considered to represent priority targets with greater mineral potential.

It was concluded that a substantial follow-up drilling programme would be required to further test the mineral potential of the district and therefore the decision was made post year-end to relinquish the licences and focus efforts on other projects in the Company's portfolio.

# Strategic Report

CONTINUED

## Dump Material, Zambian Copperbelt

On the 6 February 2025, Xtract announced an agreement to purchase dump material from several sites situated in the Zambian Copperbelt, for a consideration of US\$300,000 to be funded from existing cash resources. It is the intention to conduct trial test work and evaluation of the material that is valued at US\$1.15 per tonne and will be recovered from the sellers' sites in Zambia by Xtract. The seller remains liable for and shall pay any statutory royalties or any other duties or charges due to the relevant authorities on the sale of any material to Xtract.

## Chilibwe Copper Joint Venture Project, Zambia

Xtract entered an exclusive collaboration agreement with Chilibwe Mining Limited in relation to large scale exploration licence 22118-HQ-LEL, known as the Chilibwe/Ngala project in the previous reporting period.

The Chilibwe licence (22118-HQ-LEL) is situated between Eurasian Resources Group's Frontier mine, and the historic Mufulira copper mine. Due to ongoing licensing disputes which restrict the development of the project a decision was made post year-end to streamline Xtract's project portfolio and cease operations at the project.

## Mozambique

### Manica Gold Project, Mozambique

The staged Manica sale continues to progress and on the 24 February 2025 an amendment to the sale agreement was agreed with the vendors MMP. Under the terms of the amendment the US\$3 million balloon payment due on, or before 1 March 2027, will be split over three payments of US\$1 million each, due on, or before, the 1 March 2027, 1 June 2027, and 1 September 2027. Further, the payment schedule for the deferred consideration of US\$3 million that becomes payable upon the buyer's decision to build a sulphide plant will now be payable over six payments on the amended basis detailed below.

- US\$0.25 million within the earlier of i) 14 days of the decision to build a sulphide plant and ii) 1 December 2026;
- US\$0.25 million within the earlier of i) 14 days of commencement of dry commissioning of the sulphide plant and ii) 1 December 2027;
- US\$0.50 million within the earlier of i) 14 days of the sulphide plant processing 30,000 tonnes in any 30-day period ("commercial production"); and ii) 1 March 2028;
- US\$0.75 million within the earlier of i) 3 months of the sulphide plant achieving commercial production; and ii) 1 June 2028;
- US\$0.75 million within the earlier of i) 6 months of the sulphide plant achieving commercial production; and ii) 1 September 2028; and
- US\$0.50 million within the earlier of i) 9 months of the sulphide plant achieving commercial production; and ii) 1 December 2028.

All other terms of the Agreement remain unchanged and can be found in the RNS released 24 January 2024.

The amendment was agreed on the grounds that mining is due to progress to the more complex ore stage, where the material will transition between oxide ore and sulphide ore, thus reducing overall recovery and profitability. During the process of designing the sulphide flow sheet the buyers acquired additional sulphide projects in the adjacent area, and the differing metallurgical characteristics of these may affect the overall design of the sulphide plant. Because of this the buyers asked that the payment schedule be amended to allow time for additional testing, and Xtract agreed on the basis that this will assist a smooth transition from oxide to sulphide mining and ensure operational continuity.

# Strategic Report

CONTINUED

## *Manica Project Sale Agreement Background*

On 24 January 2024 Xtract announced the disposal of its 23% interest in the Manica Gold project, a strategic decision that allowed the disposal of the financial risk associated with the Manica project as it progressed towards the complex ore mining phase.

The sale agreement included an initial payment of US\$3.325m, releasing Xtract and its local partner from the collaboration agreement, and a further US\$15m to be settled via staged payments to 1 December 2028 (the rescheduled date). If the staged payment schedule is missed, the exploration licence and mineral resource will be returned to Xtract.

## **Australia**

### **Bushranger Cu-Au Project, Lachlan Fold Belt, New South Wales**

Metallurgical advances continue to be evaluated and considered to advance the Bushranger Project towards operation. A recent study assessed the potential impact of ore pre-concentrate upgrade on the overall financial viability of the project. Testwork concluded positive impacts are achieved on the overall processing and operating costs with the use of advanced NovaCell™ kinetic flotation and NovaCell™ coarse particle flotation, and work continues to progress and evaluate options for any prospective mining operation at Bushranger.

## **Business Review**

The Company evaluates new exploration and appraisal opportunities continually, including businesses and projects in precious and base metals.

The Company is required by the Companies Act 2006 to include a business review in this report. The information that fulfils the requirements can be found within this Strategic Report. The Business Review contains certain forward-looking statements, which have been made by the Directors in good faith based on information available to them at the date of this report. These statements may be affected by the factors outlined in the Risks and Uncertainties section of this report.

Details of significant events since the balance sheet date are contained in note 28 to the financial statements.

## **Performance**

The key indication of the performance of the Group is the extent of its success in identifying, acquiring, progressing and divesting investments in projects in order to build shareholder value. At this stage in its development, the Group's performance is not readily measured using quantitative key performance indicators. However, a qualitative summary of performance in the period is provided in the Executive Chairman's Statement and Strategic Report.

# Strategic Report

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## Financial Review

Financial Summary Table

	Year ended 31 December 2025 (£ million)	Year ended 31 December 2024 (£ million)
<i>Consolidated income resulting from continuing operations</i>		
Other operating income	0.00	0.01
Operating and administrative expenses	(2.20)	(1.38)
Direct operating	(0.01)	(0.01)
Other operating	(0.35)	(0.23)
Administration	(1.32)	(1.14)
Impairment of other financial asset	(0.52)	—
Project costs	(0.04)	(0.03)
Other non-operating gains	0.09	0.62
Finance costs	0.25	0.37
(Loss) for the period from continuing operations	(1.90)	(0.42)
Taxation	(0.14)	(0.40)
(Loss) from continuing operations	(2.02)	(0.81)
Profit from discontinued operations	(0.00)	(0.05)
Profit/(Loss) for the year	(2.04)	(0.86)
Profit/(loss) per share from continuing operations Basic	(0.23)p	(0.09)p
<i>Consolidated balance sheet position</i>		
Intangible fixed assets	8.27	7.60
Other financial assets (current & non-current)	7.46	9.25
Cash	2.29	2.17
Total assets	18.43	19.21
Total equity	17.72	18.37
Total equity – weighted average number of shares	<b>887,425,343 shares</b>	856,375,115 shares

## Income Statement Analysis

The Group reported a net loss before tax of £1.90 million (2024: £0.42 million) and loss for the year of £2.04 million (2024: loss £0.86 million) after taxation and profit from discontinued operations from 2024. The Group's basic loss per share amounted to 0.23p versus a basic loss per share in 2024 of 0.09p. Operating and administrative expenses increased from the prior year and amounted to £2.20 million (2024: £1.38 million). The increase was primarily to additional exploration and development work carried out along with general increases in overhead costs and also includes an impairment charge of £0.52 million for all historical costs incurred to date on the date on the Western Foreland and Chilibwe projects in Zambia. Non-administrative project costs included additional costs relating to Southern African projects and amounted to £0.04 million (2024: £0.03 million). The Company continues to look at different areas of where potential savings could be achieved and continues to implement certain measures which assist in achieving a corporate overhead cost base consistent with other junior mining companies. Finance income for 2025 amounted to £0.25 million (2024: £0.37 million) which comprises foreign exchange costs and bank charges. In 2025 the Company no longer accounted for all income and expenses for the Manica project under profit/(loss) from discontinued operations which and a profit of £0.05 million in 2024.

# Strategic Report

CONTINUED

## Statement of Financial Position Analysis

In January 2024, the Company announced that it had agreed with terms for the disposal of its Mozambican project. The transaction was completed in February 2024. The disposal comprised of the termination of the Mining Collaboration Agreement entered into with MMP on 28 May 2019 and a Share Purchase Agreement.

Under the Share Purchase agreement, the Company disposed of its 23% shareholding in the Manica Gold project in Mozambique for up to US\$15 million comprising US\$9 million in quarterly payments of US\$0.75 million and a bullet payment of US\$3 million and a further US\$3 million in relation to a decision to build a sulphide plant to be received by 1 December 2028.

On 24 February 2025, the Company agreed with MMP, and parties related to MMP, the buyers of the Manica project (“Buyers”), to reschedule the US\$3 million balloon payment due on or before 1 March 2027 as well as the additional deferred payments connected with the decision to build a sulphide orebody plant both as set out in the share purchase agreement announced on January 2024 (“Share Purchase Agreement”). The rescheduling of the balloon and deferred payments does not affect the total amount due to be paid by the Buyers, which remains unchanged.

## Addendum To Share Purchase Agreement (“Agreement”)

Under the restated terms of the Agreement in relation to the payment of the Price and Deferred Consideration the parties have agreed the following amendments.

### 1. Price

The total purchase price for the sale of the Shares and the Current Subsidiaries Shares, and the assignment of the Xtract Loans payable by the Buyers to the Seller in cash in the proportions remains unchanged at US\$12 million (“Price”), to be paid as follows:

- US\$9 million to be paid in quarterly instalments of US\$0.75 million per quarter commencing on 1 March 2024 with the last payment on 1 December 2026. To date the Buyers have made 4 quarterly payments of US\$0.75 million each amounting to US\$3 million in aggregate; and
- A balloon payment of US\$3 million. Originally, this had been agreed to be a single balloon payment due on or before 1 March 2027. Xtract and the Buyers have now agreed to vary the balloon payment to three instalments of US\$1 million to be paid on or before;
  - 1 March 2027;
  - 1 June 2027; and
  - 1 September 2027.

### 2. Deferred consideration

Xtract and the Buyers further agreed that the additional deferred consideration of US\$3 million for the Shares in addition to the Price (the “**Deferred Consideration**”) which becomes due on the decision by the Buyers to build a sulphide plant, now payable on the following amended basis in six payments:

- US\$0.25 million within the earlier of i) 14 days of the decision to build Sulphide Plant and ii) 1 December 2026;
- US\$0.25 million within the earlier of i) 14 days of commencement of dry commissioning of the Sulphide Plant and ii) 1 December 2027;
- US\$0.5 million within the earlier of i) 14 days of the Sulphide Plant processing 30,000 tonnes in any 30-day period (“Commercial Production”); and ii) 1 March 2028;

## Strategic Report

CONTINUED

- US\$0.75 million within the earlier of i) 3 months of the Sulphide Plant achieving Commercial Production; and ii) 1 June 2028;
- US\$0.75 million within the earlier of i) 6 months of the Sulphide Plant achieving Commercial Production; and ii) 1 September 2028; and
- US\$0.50 million within the earlier of i) 9 months of the Sulphide Plant achieving Commercial Production; and ii) 1 December 2028.

All other terms of the Agreement remain unchanged.

During the year, the Company received quarterly payments totaling of US\$3 million (£2.34 million), which have been accounted in the Company's cash flow statements as cash generated from investing activities. The remaining deferred payments have been accounted for in other financial assets with the current assets £2.34 million for quarterly payments to be received during 2026 and £6.50 million for the quarterly payments, bullet payment and payment relating to the building of the sulphide plant all to be received till December 2028. The strategic move enabled the Company to reduce risk exposure as the Manica project progressed to the complex ore phase and reallocate capital towards other copper development initiatives.

### Wildstone Antimony Project, Morocco

In February 2025, the Company acquired a 50% interest in the Wildstone Antimony Project with local partners Wildstone SARL. In July 2025, the Company acquired a further 30% and now holds an 80% interest in the project. The project encompasses a large land holding in central Morocco and is prospective for antimony and copper mineralisation. The priority licences are located within the Fez-Meknes and Beni Mellal-Khenifra directorates of northern Morocco, and situated within the strategic "Antimony Triangle," an area bounded by the cities of Rabat, Fez, and Khenifra.

### Intangible Fixed Assets

The Group's intangible fixed assets increased from £7.60m in 2024 to £9.17m in 2025. The increase relates to the additions through the acquisition in 2025 of Wildstone SARL in Morocco and the Company's Silverking project in Zambia. In January 2024, the Company announced that it had agreed with terms for the disposal of its Mozambican project. The transaction was completed in February 2024.

The balance as at 31 December 2025, comprises of costs capitalized in relation to the Wildstone, Silverking and Bushranger projects.

### Cash Position

The Group's net cash position at 31 December 2025 was £2.29 million (2024: £2.17 million) with no outstanding borrowings (2024: Nil).

### Environmental and Social Responsibility

The Company recognises that the Group's operations require it to have regard to the potential impact these activities may have on the environment and health, safety, and environmental protection are core values.

# Strategic Report

CONTINUED

The Company is committed to high standards of corporate social responsibility and environmental, social and governance (“ESG”) matters and continues to seek to ensure open and transparent communication with all stakeholders including landowners, neighbours, communities, and regional and national authorities. The Board oversees the Company’s overall approach to sustainability and ESG matters, including:

- Ensuring the Company’s compliance with applicable laws and regulations associated with health and safety, environment, and social matters
- Ensuring the Company identifies, mitigates and monitors risks to workers (employees and contractors), the environment and communities in which it operates
- Ensuring the Company’s commitment to adopt suitable practices in exploration operations, promotion of a healthy and safe work environment and environmental sound and socially responsible resource development

Wherever possible, the Company also ensures that all related companies are encouraged to comply with the local regulatory requirements with regard to the environment.

## Risks and Uncertainties

The principal risks facing the Company are set out below. Risk assessment and evaluation is an essential part of the Company’s planning and an important aspect of the Group’s internal control system. The Board and the executive committee keep the risks inherent in an exploration business under constant review. The principal risks for an exploration and development company and the measures taken by the Company to mitigate them are detailed below:

### General and Economic Risks:

- Contractions in the world economies or increases in the rate of inflation resulting from international conditions
- Movements in the equity and share markets in the United Kingdom and throughout the world
- Movements in global equity and share markets and changes in market sentiment towards the resource industry
- Currency exchange rate fluctuations and, in particular, the relative prices of the US Dollar, Zambian Kwacha, Moroccan Dirham, Australian Dollar and the UK Pound
- Adverse changes in factors affecting the success of exploration and development and mining operations, such as increases in expenses, changes in government policy and further regulation of the industry; unforeseen major failure, breakdowns or repairs required to key items of plant and equipment resulting in significant delays, notwithstanding regular programmes of repair, maintenance and upkeep; and unforeseen adverse geological factors or prolonged weather conditions.
- The current conflict in the Middle East and the ongoing conflict between Russia and Ukraine, could have a significant impact on both the availability and cost of fuel supplied to Southern Africa and should the conflict continue there is an ongoing risk to fuel supply and costs.

### Dependence on key personnel:

- The Company is dependent upon its executive management team and various technical consultants, and the retention of their staff cannot be guaranteed. The development and success of the Company depends on its ability to recruit and retain high quality and experienced staff. The loss of the service of key personnel or the inability to attract additional qualified personnel as the Company grows could have an adverse effect on future business and financial conditions.

# Strategic Report

CONTINUED

## Pandemic risk:

- Pandemics which have the potential to cause disruption and to pose a threat on similar operations worldwide and could impact the Company's ability to operate and ultimately impact its cashflows. It remains the Group's focus to protect all personnel, site visitors and stakeholders and at the same time to ensure business continuity. The necessary changes have taken place in all the relevant jurisdictions, and the Group continues to monitor government guidance in each territory in which it operates to mitigate the above risk.

## Market perception:

- Market perception of mining and exploration companies may change which could impact on the value of investors' holdings and impact on the ability of the Company to raise further funds by issue of further shares in the Company.

## Political risk:

- Political risk is the risk that assets will be lost through expropriation and unrest or war. The Group minimises political risk by operating in countries with relatively stable political systems, established fiscal and mining codes and respect for the rule of law.

## Uninsurable risks:

- The Group may become subject to liability for accidents, pollution and other hazards, which it cannot insure or against which it may elect not to insure because of premium costs or for other reasons, such as in amounts, which exceed policy limits.

## Security of tenure:

- The Group investigates its rights to explore and extract minerals from all of its material properties and, to the best of its knowledge, those rights are expected to be in good standing. However, no assurance can be given that the Group will be able to secure the grant or the renewal of existing mineral rights and tenures on terms satisfactory to it, or that governments in the jurisdiction in which the Group operates will not revoke or significantly alter such rights or tenures or that such rights or tenures will not be challenged or impugned by third parties, including local governments or other claimants. Although the Group is not aware of any existing title uncertainties with respect to any of its material properties, there is no assurance that such uncertainties, if negative, will not result in future losses or additional expenditures, which could have an adverse impact on the Group's future cash flows, earnings, results of operations and financial condition.

## Funding Risk:

- The Company may not be able to raise, either by debt or further equity, sufficient funds to enable the completion of planned exploration, investment and/or development projects.

## Commodity Risk:

- Commodity risk is the risk that the price earned for minerals will fall to a point where it becomes uneconomic to extract them from the ground and process. Commodities are subject to high levels of volatility in price and demand. The price of commodities depends on a wide range of factors, most of which are outside the control of the Company. Production costs depend on a wide range of factors, including commodity prices, capital and operating costs in relation to any operational site. The principal metals in the Group's portfolio are copper, antimony and gold. The prices of these elements have been volatile during the year, but an uptrend is in place. The potential economics of all the Group's projects are kept under close review on a regular basis.

# Strategic Report

CONTINUED

## Exploration and Development Risks:

- Exploration and development activity is subject to numerous risks, including failure to achieve estimated mineral resource, recovery and production rates and capital and operating costs
- Success in identifying economically recoverable reserves can never be guaranteed. The Company also cannot guarantee that the companies in which it has invested will be able to obtain the necessary permits and approvals required for development of their projects
- Some of the countries in which the Company operates have native title law, which could affect exploration activities.

## Reserve and resource estimates:

- The Company's reported reserves and resources are only estimates. No assurance can be given that the estimated reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral and metal reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative.
- Mineral and metal reserve and resource estimates may require revision (either up or down) based on actual production experience or further sampling. Any future reserve and/or resource figures will be estimates and there can be no assurance that the minerals are present, will be recovered or can be brought into profitable production. Furthermore, a decline in the market price for natural resources that the Company may discover or invest in could render reserves containing relatively lower grades of these resources uneconomic to recover and may ultimately result in a restatement of reserves.

## Operational risk:

- Exploration and subsequent mining operations are subject to hazards normally encountered in exploration, development and production. Although it is intended to take adequate precautions during each stage of development to minimise risk, there is a possibility of a material adverse impact on the Group's operations and its financial results. The Group will develop and maintain policies appropriate to the stage of development of its various projects. Recruiting and retaining skilled and qualified personnel are critical to the Group's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. While the Group has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations, which may be introduced by the relevant governmental authorities. Adverse changes in such legislation may have a material adverse effect on the Group's business, results of operations and financial condition. Members of staff are encouraged to discuss with management matters of interest to the employees and subjects affecting day-to-day operations of the Group.

## Mining risk:

- There is no guarantee that the minerals contained in the various assets can be mined either practically, technically or at a cost less than the realisable value of the contained minerals. The cost of development and access may preclude the development of the mine. Should a mine be developed there is no assurance that operations can continue since operations are dependent on product prices, direct operating cost and the cost of "stay in business" capital. Mining operations are often challenged by difficult mining and/or slope stability conditions, variability of grade, excess water and small faulting. All of these factors could adversely affect mining production rate and therefore profitability. Alluvial gold is random in nature and its distribution varies in degrees of fineness and maybe insufficient in quantity and could present processing constraints with recoverability.

# Strategic Report

CONTINUED

## Environmental factors

All mining operations have some degree of environmental risk. Although the directors have made reasonable assessment, no assurance can be given that no outstanding or intended claims against disturbance of the environment exist. In addition, the Group will also be subjected to, where appropriate, clean-up costs and for any toxic or hazardous substances, which may be produced as a result of its operation. Environmental legislation and permitting are evolving in a non-mining supportive manner, which could result in onerous standards and enforcement with the risk of consequential fines, penalties and closure. As the Company develops, the directors intend to carry out the appropriate environmental base-line studies with experts outsourced from independent environmental consultancies.

## Relations with Shareholders

The Board is committed to providing effective communication with the shareholders of the Company, with significant developments disseminated through stock exchange announcements. The Board regards the annual general meeting as a forum for communication between the Company and its shareholders and encourages shareholders' participation in its agenda.

## Outlook

The period under review and up to the point of writing has been exceptionally busy and productive with the objective of gaining positions in highly prospective copper domains, consolidating and at the same time to build up strong positions in copper and instigating new business in a new country, Morocco and pursuing antimony, a new commodity.

The copper price has advanced quite remarkably and is now in the region of US\$13,000 per tonne and is forecast to go even higher, based more on shortage of supply than actually physical demand.

The investment climate has warmed slightly to smaller capitalised companies and thus allowing companies to make meaningful advances on their projects. Geo-political tension during the period has worsened due to a number of active conflicts along with the US's policy on tariffs.

We believe that tariffs, supply manipulation and geo-political uncertainties will not affect an overwhelming demand for copper, but may affect the supply side in terms of large company commitment to certain regions of the world and certain regions being not receptive to new investment sources.

We look forward to the remainder of this year with much confidence that our impressive project portfolio will yield the results that shareholders expect and deserve.



**Colin Bird**  
*Executive Chairman*

26 June 2026

# Report of the Directors

The Directors present their report on the affairs of the Group, together with the financial statements and auditor's report, for the year ended 31 December 2025. The Corporate Governance Statement is set out on page 26 and forms part of this report.

## Going Concern

These consolidated financial statements are prepared on a going concern basis, which the Directors believe appropriate as referred to in note 3 of the financial statements.

## Capital Structure

Details of the Company's share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 20. The Company has one class of ordinary share and one class of deferred share. No person has any special rights of control over the Company's share capital and all issued shares are fully paid and carry no right to fixed income.

There are no specific restrictions on the size of holding or on the transfer of ordinary shares. The Directors are not aware of any agreements between shareholders of the Company's ordinary shares that may result in restrictions on the transfer of securities or on voting rights.

The deferred shares have certain rights and are subject to certain restrictions. *Inter alia*, the deferred shares do not carry any entitlement to dividends or to participate in any way in the income or profits of the Company, do not confer on the holders thereof any entitlement to receive notice of or to attend or speak at or vote at any general meeting of the Company and shall not be capable of transfer at any time other than with the prior consent of each of the Directors.

Under its Articles of Association, the Company had authority to issue up to 2,000,000,000 ordinary shares. Pursuant to the Companies Act 2006 and with effect from 1 October 2009, the requirement for a Company to have an authorised share capital has been abolished and the new Articles which the Company adopted at the 2009 AGM reflect this. However, there are certain restrictions as to the number of shares that can be allotted in terms of the Companies Act 2006.

## Results and Dividends

The net loss for the Group for the year ended 31 December 2025 amounts to £2,016k (2024: loss £862k). No dividends were paid or proposed by the Directors in either the current or previous year.

## Directors

The Directors of the Company who held Office during the year are as follows:

- Colin Bird
- Joel Silberstein
- Alastair Ford
- Kjeld Thygesen

## Report of the Directors

CONTINUED

### **Colin Bird, Executive Chairman**

Executive Chairman Colin is a chartered mining engineer and a Fellow of the Institute of Materials, Minerals and Mining with more than 40 years' experience in resource operations management, corporate management, and finance. Colin has multi commodity mine management experience in Africa, Spain, Latin America and the Middle East. He has been the prime mover in a number of public company listings in the UK, Canada and South Africa. His most notable achievement was founding Kiwara Resources Plc and selling its prime asset, a copper property in Northern Zambia, to First Quantum Minerals for US\$260 million in November 2009.

### **Joel Silberstein, Finance Director**

Joel holds an Honours Bachelor of Accounting Science degree from the University of South Africa.

He qualified as a chartered accountant with Mazars, Cape Town in 2002, and subsequently joined Toronto-quoted European Goldfields Limited. There he held the position of Group Financial Controller and Vice President Finance, supporting the executive team in growing the company through its exploration and development phases, until it was bought by Eldorado Gold in a C\$2.5bn deal. He joined AIM-traded Xtract Resources plc in mid-2013 and was appointed finance director in February 2014. He has subsequently assisted in several corporate transactions, including those surrounding the Manica gold mining operations, and he has experience of working in multiple jurisdictions around the world. He also joined the Galileo Resources Plc board in October 2020 as Financial Director. He is a member of the Institute of Chartered Accountants of South Africa as well a Fellow of the Institute of Chartered Accountants in England and Wales.

### **Alastair Ford, Non-executive Director (member of audit and remuneration committees)**

Alastair has been involved in the mining sector for more than two decades. For many years he was the mining correspondent at The Investors' Chronicle, the UK's number one investment magazine. He also played a key role at Minesite.com, the mining investment portal that was prominent during the last mining boom and in the aftermath. He was subsequently Chief Investment Officer and Chief Executive of Mineral & Financial Investments, an AIM-listed mining and commodities investment vehicle, and is currently a non-executive director of Great Western Mining and Galileo Resources Plc.

### **Kjeld Thygesen, Non-executive Director (member of audit and remuneration committees)**

Kjeld has a wealth of natural resource industry experience having worked as an executive director of N M Rothschild International Asset Management and subsequently, as the investment manager to several natural resource funds. Between 2002 and 2010 he served as a director of Ivanhoe Mines Ltd, which discovered and developed the Oyu Tolgoi mine in the South Gobi Desert of Mongolia, which was acquired by Rio Tinto. Mr Thygesen's particular focus is in financing, valuation and corporate development.

## **Retirement by Rotation**

In compliance with the Company's Articles of Association, Joel Silberstein and Kjeld Thygesen will retire by rotation at the Company's forthcoming Annual General Meeting and will offer themselves for re-election.

## **Directors' Remuneration**

The Company aims to remunerate the Directors at a level commensurate with the size of the Company and their experience. During the year, the Remuneration Committee consisted of Alastair Ford and Kjeld Thygesen.

This report has been prepared in accordance with the requirements of Chapter 6 of Part 15 of the Companies Act 2006 and describes how the Board has applied the principles of good governance relating to Directors' remuneration set out in the QCA Corporate Governance Code.

# Report of the Directors

CONTINUED

Executive remuneration packages are prudently designed to attract, motivate and retain Directors of the necessary calibre and to reward them for enhancing value to shareholders. The performance measurement of the Executive Directors and key members of senior management and the determination of their annual remuneration packages is undertaken by the Remuneration Committee. The remuneration of Non-Executive Directors is determined by the Board.

Executive Directors are entitled to accept appointments outside the Company providing the Board's permission is sought.

Accordingly, given the development of the group's projects in Zambia and Morocco it is likely that compensation packages for Executive Directors will need to move to a level more consistent with the market. Currently, Directors' remuneration is not subject to specific performance targets. The Company is sufficiently small that the Board does not consider that it is necessary to impose such targets as a matter of principle but believes that exceptional performance can be rewarded on an ad hoc basis.

Each Director is also paid all reasonable expenses incurred wholly, necessarily and exclusively in the proper performance of his duties.

The 2024 Annual General Meeting approved the Company's incentive schemes. The primary changes relate to the Annual Incentive Schemes so as to more closely align the annual incentive awards with the interest of shareholders which is primarily increases in the Company's share price (the "**Revised Incentive Schemes**"). The Revised Incentive Schemes put in place new short-term, annual and transaction incentive awards payable in cash and/or Company shares to align the interest of directors, officers, employees and consultants with those of shareholders. These awards are not intended to replace the Company's share option scheme and shall continue until the Board of the Company have put an alternative incentive scheme to the Company's shareholders which the Company's shareholders have approved. No awards have to date been made or proposed under the Revised Incentive Scheme. Eligible participants of the Revised Incentive Schemes are Directors, officers, employees and consultants of the Xtract Resources Plc group ("**Eligible Participants**"). Eligible Participants, who are good leavers, may continue to be eligible for awards for up to 12 months from their resignation or retirement. The remuneration committee of the Company will make awards to Eligible Participants to reward, retain and recruit Eligible Participants and reward performances against performance measures determined by the Remuneration Committee. A member of the Remuneration Committee will not participate in the determining of their own award. The remuneration committee will in determining awards take into account that it is the Company's remuneration policy to, seek where possible, to remunerate and incentivize Eligible Participants on the basis of lower base fees and on the basis that they will also be remunerated by participation in the Company's Incentive Schemes and in the case of non-executive directors be mindful of the potential effect towards objectivity and director independence that may result from significant performance linked awards. The remuneration committee will in making awards determine appropriate key performance indicators for the Eligible Participant to meet ("**Award Triggers**").

The Revised Incentive Schemes included short term awards to Eligible Participants with direct involvement in meeting short term operational targets for example production, project or exploration targets and annual incentive awards: The annual incentive awards will be awarded to Eligible Participants with a minimum of 80% of their awards being related to Company performance and the balance related to individual key performance indicators determined by the remuneration committee. The foregoing percentages are so as to more closely align the annual incentive awards with the interest of shareholders which is primarily increases in the Company's share price. Eligible Participants annual incentive award based on the Company performance will be based on improvements in the Company's share price in the preceding 12-month period ("**Company Share Price Increase**"). Following shareholder approval an annual Company Share Price Increase measure was introduced with effect from 30 June 2024. The base share price for the Company Share Price Increase was 0.090037 pence per share for the initial year being the higher of i) the VWAP for June 2024 and ii) the highest calendar monthly VWAP during the 12 months to 30 June 2024 in both cases multiplied by 120% (the "**Initial Base Share Price**"). In the second and subsequent years the Company Share Price Increase will be "**high water marked**" by the Base Share Price for the relevant year being the higher of i) the Initial Base Share Price and ii) the highest Year End Share Price (as defined below) for each previous year since the Initial Year multiplied by 120%. The year end share price for each year will

## Report of the Directors

CONTINUED

be the 30 day VWAP in the last month of the 12 month period (the “**Year End Share Price**”). The participation rate in the Company Share Price Increase above the Base Share Price for the applicable year will be 5% (the “**Participation Rate**”). In the year ended 30 June 2025 there was no awards made under the Annual Incentive Awards,

Awards may, at the determination of the Board being mindful of the Company’s cash position and working capital requirements, be paid in cash and / or Company shares and if in Company shares based on the 30-day VWAP following announcement of the Company’s latest interim or final results prior to the award. Awards of Company shares to Directors and PDMRs in respect of their Annual Incentive Awards may, at the determination of the Board, be subject to a minimum holding period of up to 3 months and will in any 12 month period be in aggregate less than 5% of the issued share capital of the Company.

The Board considers the remuneration of Directors and senior staff and their employment terms and makes recommendations to the Board of Directors on the overall remuneration packages. No Director takes part in any decision directly affecting their own remuneration.

There has been no correspondence to date from shareholders relating to Directors’ remuneration matters and therefore no such matters have been considered by the Board in formulating the Company’s remuneration policy.

The emoluments for the Directors are disclosed in note 8 of the Financial Statements.

### Directors’ Interests

The Directors who held office at 31 December 2025 have the following interests in the Company:

	31 December 2025		31 December 2024	
	Ordinary shares	Options	Ordinary shares	Options
Colin Bird	22,282,781	24,000,000	16,754,149	32,000,000
Kjeld Thygesen	—	1,350,000	—	1,000,000
Alastair Ford	—	1,350,000	—	2,000,000
Joel Silberstein	718,266	10,000,000	718,266	14,000,000

No Director held any interest in any of the Company’s subsidiaries at the beginning (or, if later, the date of their appointment) or the end of the year.

Further details of the share options and warrants in the Company can be found in note 23 of the Financial Statements.

### Directors’ Indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its directors, which were made during the year and these remain in force at the date of this report.

### Directors’ Service Contracts

Directors’ contracts are continuous until terminated by either party upon six months’ notice for Executive Directors and three months’ notice for Non-Executive Directors. In accordance with the Company’s Articles, at the forthcoming annual general meeting at least one third of the Directors are required to resign by rotation.

# Report of the Directors

CONTINUED

## Major shareholders

The Directors are aware of the following substantial shareholdings of 3% or more of the share capital of 1,189,708,447 Ordinary shares as at 1 May 2026. As at the date of the report, the Company had not received any notifications of major interest in shares.

Shareholders	1 May 2026	%
Hargreaves Lansdown Asset Management	211,705,436	17.79
Interactive Investors	154,994,485	13.03
Halifax Share Dealing	80,995,476	6.81
GHC Capital Markets	80,376,105	6.76
Alex Terry	75,000,000	6.30
A J Bell Securities	72,464,706	6.09
Barclays Wealth	59,513,013	5.00

## Statement of Directors' Responsibilities

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Adopted International Accounting Standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 judgements and accounting estimates that are reasonable and prudent
- state that the financial statements comply with UK Adopted International Accounting Standards
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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.

## Environmental Responsibility

The Company recognises its role as a mining and exploration company and is aware of the potential impact that the Company may have on the environment. The Company ensures that it complies with the local regulatory requirements with regard to the environment.

## Supplier Payment Policy

The Company's policy is to settle the terms of payment with suppliers when agreeing terms of the transaction, to ensure that suppliers are aware of these terms and to abide by them.

# Report of the Directors

CONTINUED

## Financial Risk Management Objectives

The Group has disclosed the financial risk management objectives within Note 24 to these Financial Statements.

## Corporate Governance

A report on corporate governance is provided on page 26.

## Events after balance sheet date

### Silverking Mining Licence Joint Venture

On 3 February 2026, the Company announced that it had entered into an agreement with with Oval Mining Limited (“**Oval**”) the holder of Small Scale Mining Licence 34544-HQ-SML in the Mumbwa District of Zambia (the “**Mining Licence**”) and Cooperlemon Consultancy Limited (“**Cooperlemon**”) to enter into a new joint venture for the development of copper mining operations at the Mining Licence (“**Silverking Mining Joint Venture**”) to produce copper concentrate.

### Terms of the Silverking Mining Joint Venture

**Consideration:** US\$0.75 million of the US\$1.5 million consideration was paid by Xtract in February 2026 and the balance of US\$0.75 million was due by 31 March 2026 which was settled from the Company’s existing resources.

**Future Funding:** The Parties anticipate that any further funding required by the Silverking Mining Joint Venture over and above that already provided to date by Oval, and to be provided by Xtract in accordance with the JV Agreement, shall be raised by the Silverking Mining Joint Venture rather than contributed to by the joint venture Parties.

**Distribution of surplus cashflow:** Sufficient Funds shall be retained by the Silverking Mining Joint Venture to cover 3 months working capital requirements including but not limited to any taxes due (“**Working Capital Provision**”). After the Working Capital Provision there shall be a distribution of surplus cash flow on a calendar quarter basis within 30 days of the end of each calendar quarter, unless otherwise agreed by the Mining Committee (“**Quarterly Distributions**”). 35% of the Quarterly Distribution will be paid to Xtract.

### Award of Options

On 25 March 2026, the Company awarded 35,600,000 new options to Directors and a further 44,100,000 new options to employees, consultants and other officers of the Company.

The new options vest in three (3) tranches: (i) One-third vests immediately on award; (ii) one-third vests upon the commencement of production at the Silverking Mine; and (iii) one-third vests on 1 November 2026. The new options have an exercise price of 1.40p per new Ordinary Share. The options will lapse five years after the date of the award, 25 March 2031.

### Mining Licence Granted

On 2 June 2026, the Company announced that a mining licence had been granted for the Amghas antimony project in northwest Morocco, marking a major step toward near-term production. In parallel, the Company had begun relocating existing processing plant infrastructure from Casablanca to Amghas, while Wildstone SARL (“**Wildstone**”), the Company’s 80%-owned venture, finalises documentation for a processing permit to install a gravity plant on site.

## Annual General Meeting

The Company will hold the annual general meeting during the early part of the 3rd quarter of 2026 to lay the annual accounts before the shareholders and to deal with any other business for the consideration of the shareholders. The notice of the meeting with full details of the business to be considered thereat will be sent to shareholders in a separate circular.

# Report of the Directors

CONTINUED

## Auditors

### Provision of information to Auditor

Each of the persons who are a Director at the date of approval of this Annual Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company'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 Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to re-appoint MAH, Chartered Accountants as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read "Eoin Bird".

**Eoin Bird**  
*Executive Chairman*

26 June 2026

# Corporate Governance

## Corporate Governance Statement

### Introduction

Xtract Resources PLC (“**Xtract**” or the “**Company**”) and its subsidiaries are required to apply a recognised corporate governance code and demonstrate how the Group complies with such corporate governance code and where it departs from it.

The Board of Xtract has considered the principles and recommendations contained in the Quoted Companies Alliance Corporate Governance Code (2023) (the “**QCA Code**”) and have formally taken the decision to adopt the QCA Code. The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders without suppressing the entrepreneurial spirit in which small to medium sized companies, such as Xtract, have been created. Each principle is listed below together with a short explanation of how the Company applies each of the principles. The Company is committed to providing annual updates on its compliance with the QCA Code further details of which are set out below.

### QCA Corporate Governance Statement

The Company is committed to good corporate governance and has adopted the corporate governance guidelines of the Quoted Companies Alliance (QCA).

### Principle 1: Establish a purpose, strategy and business model which promotes long-term value for shareholders

The Board has and continues to pursue a strategy which can achieve long-term value to its shareholders. The investment framework has been to identify and invest in near-term resources assets that:

- Can be brought into production within 24 months
- Are near or at surface without major capital expenditure
- Are on the low end of the cash cost curve and have further upside growth potential
- A low entry cost and located in favourable mining jurisdictions

The Company’s strategy is to build a diversified portfolio of high-potential mineral assets across Northern and Southern Africa by advancing exploration and development projects in Morocco, Zambia and Australia, with a focus on copper and antimony assets, with the aim of creating long-term value through resource discovery, licensing optimisation, and project advancement toward commercial production.

We plan to achieve this through:

- **Expertise and Experience**  
Leveraging the extensive mining experience and deep local knowledge of our directors and team of seasoned professionals.
- **Uncovering Opportunities**  
Our wealth of experience enables us to identify exploration projects with significant potential. We also through the engagement of experienced mining consultants will apply appropriate mining technologies and processing techniques to our mining projects which are in the exploration and development stages, and other tools that seek to maximise returns

# Corporate Governance

CONTINUED

- ***A Commitment to Ethical Standards***

We are dedicated to establishing ourselves as trustworthy business partners for our in-country project partners, suppliers and for the communities at the Company's projects and to strictly adhere to ethical exploration and mining practices, ensuring fair treatment of workers, responsible sourcing, and minimal environmental impact. Our commitment to ethical standards is integral to every aspect of our operations.

- ***Strategic Decision-Making***

We adopt a disciplined approach to project development, evaluating whether to proceed with further development or to divest at opportune stages to maximise shareholder value. Our decisions are guided by a commitment to enhancing returns, ensuring long term value and minimising risk.

Risk factors relating to the Group are set out in the Company's Directors' report which forms part of the Annual Report and include but are not limited to; the risk that mining operations have not yet commenced, development and operating risks, infrastructure risks, reliance on third parties, and key personnel and management, the requirement for regulatory approvals permits and government support, risks relating to health and safety, risk of loss of critical processes, geological and other risks, licencing title risks, government regulation and political risks related Morocco, Zambia and Australia , project specific infrastructure risks, environmental regulation risks, currency risk, copper price volatility, and prior to the commencement of operations financing risks. The Company's risk factors are reviewed and updated by the Finance Director and the wider board annually.

## **Principle 2: Promote a corporate culture that is based on ethical values and behaviours**

The Company aims to operate ethically and be socially responsible in its actions. The culture is set by the Board which is considered and discussed at meetings, knowing that the tone and values it instils filters into all aspects of the Company and the way that its employees behave. The Board promotes a culture of integrity, honesty, trust and respect and all employees of the Company are expected to operate in an ethical manner in all of their internal and external dealings.

The Company has established a number of policies to support this aim, including:

- Anti-bribery
- Share dealing code (in accordance with Rule 21 of the AIM Rules for Companies and UKMAR)
- Whistleblowing policy
- Social Media policy

The Company policies are regularly reviewed and updated (if applicable) to ensure they are still fit for purpose.

## **Principle 3: Seek to understand and meet shareholder needs and expectations**

The Company is committed to building and maintaining strong relationships with all of its share-holders.

The Company disseminates news on significant developments and regular operational updates in stock exchange announcements via the Regulatory News Service (RNS). These are also available on the website which also contains project information and AIM Rule 26 disclosure for existing and potential shareholders: <https://www.xtractresources.com/>.

The Company's Annual General Meeting (AGM) is the main forum for discussing matters with shareholders, addressing their queries, and understanding their needs and expectations. The Company holds its AGM (and other General Meetings) at a convenient time and location, normally in London, to ensure shareholders have every chance to attend. The Company also attends investor and sector specific in-person events, through media outreach/interviews as well as social media.

## Corporate Governance

CONTINUED

### **Principle 4: Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success**

The Company takes its corporate social responsibilities seriously and focuses on maintaining effective working relationships across a wide range of stakeholders including shareholders, employees, customers and suppliers. The Directors maintain an ongoing and collaborative dialogue with such stakeholders and take all feedback into consideration as part of the decision-making processes of the business.

The Company also shares key progress updates with Company staff and releases public announcements via the RNS service.

The Directors believe they act in the way most likely to promote the success of the Company for the benefit of its members as a whole. Including but not limited to:

- Considering the likely consequences of any decision in the long term;
- Acting fairly between members of the Company;
- Maintaining a reputation for high standards of business conduct;
- Considering the interest of the Company's employees;
- Considering the consequences of any actions taken on the Company's relationship with its partners;
- Fostering the Company's relationships with suppliers, and others;
- Considering the impact of the Company's operations on the community and the environment.

The Company seeks to act in a way that upholds these principles and the Strategic Report in the Company's Annual Reports provides a table summarising how the group engages with key stakeholders.

The Company is committed to operating its mining and exploration activities in a responsible, ethical, and sustainable manner. While the Company is still in the development stage of its mining operations, ESG considerations are incorporated into all strategic and operational decisions as part of our long-term value creation plan.

The Company acknowledges the environmental sensitivity of exploration and mining. The Company strives to:

- Monitor water and waste management at its project sites;
- Minimise environmental impact through responsible land use and rehabilitation planning;
- Ensure that future energy sourcing decisions incorporate efficiency and sustainability considerations.

### **Principle 5: Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation**

The Board has identified what it believes to be a sensible and robust approach to opportunity and risk management for a Company of our size. Risks are managed throughout the Group with reviews at functional, operational and Board level and are overseen by the Audit Committee.

Maintaining and evolving mechanisms for internal controls is a continuous process both within the Company and at Board level. Assurance activities, including external reviews are conducted on a regular basis. The Company receives feedback from our external auditors on the state of our risk management and internal controls.

## Corporate Governance

CONTINUED

The Board is responsible for establishing and maintaining the Group's system of internal control. Internal control systems manage rather than eliminate the risks to which the Group is exposed and such systems, by their nature, can provide reasonable but not absolute assurance against misstatement or loss. There is a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures which the Directors have established with a view to providing effective internal control, are as follows:

- ***Identification and control of business risks***

The Board identifies the major business risks faced by the Group and determines the appropriate course of action to manage those risks.

- ***Budgets and business plans***

Each year the Board approves the business plan and annual budget. Performance is monitored and relevant action taken throughout the year through reporting to the Board of changes to the business forecasts.

- ***Investment appraisal***

Capital expenditure is controlled by budgetary process and authorisation levels. For expenditure beyond specified levels, detailed written proposals have to be submitted to the Board. Appropriate work is carried out if a business or asset is to be acquired.

- ***Annual review and assessment***

The Board intends to carry out in the coming year, a detailed review and assessment of the effectiveness of the Group's strategy, a process that will be maintained on an ongoing basis.

### **Principle 6: Maintain the board as a well-functioning, balanced team led by the chair**

The Board comprises (for the time being) four Directors of which two are executive and two are non-executives, reflecting technical and financial experience and backgrounds. The Board considers Kjeld Thygesen and Alastair Ford to be independent non-executives in terms of the QCA guidelines notwithstanding the period they have been in office given they do not have significant shareholdings in the Company. The Company's Executive Chairman is Colin Bird.

The Board is responsible for determining policy and business strategy, setting financial and other performance objectives and monitoring achievement. It meets throughout the year and all major decisions are taken by the full Board by way of meetings and circular resolutions approved by all Board members.

The Chairman takes responsibility for the conduct of the Company and Board meetings and along with the Finance Director ensures that directors are properly briefed to enable full and constructive discussions to take place. The Group's day-to-day operations are managed by the Executive Director Colin Bird as assisted by the Finance Director in respect of corporate matters generally, compliance and company administration. All Directors have access to the Company's Solicitors, and any Director needing independent professional advice in the furtherance of his/her duties may obtain this advice at the expense of the Group. There is no agreed formal procedure in place with the Board regarding the circumstances in which individual directors may take independent professional advice.

The QCA Code Principle 6 states that the role of Executive Chair and Chief Executive Officer should be separate. Given the stage of the Company's early-stage exploration mining projects and the experience of the Executive Chair Colin Bird in managing such international exploration mining projects and his familiarity with the Company's projects the Company believes that it is appropriate for the roles of Chairman and Chief Executive Officer to be combined at this stage.

# Corporate Governance

CONTINUED

The Company will keep this under review as the Company’s projects develop with a view to splitting the roles when it is clear which projects will become the principal activities of the Company and can justify the need for and benefit from a separate Chief Executive Officer. The Company will therefore consider making further appropriate appointments to the Board as and when considered appropriate.

The Board is satisfied that it has a suitable balance between independence on the one hand, and knowledge of the Company on the other, to enable it to discharge its duties and responsibilities effectively, and that all Directors have adequate time to fulfil their roles.

Details of the current Directors, biographical details are set out in the Board of Directors section of the Annual Report and on the Company’s website at [www.xtractresources.com](http://www.xtractresources.com). The role of the Chairman is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit to maintain control of the Group. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance.

Under the Company’s Articles of Association, the appointment of all new Directors must be approved by shareholders in a general meeting. In addition, one third of Directors are required to retire and to submit themselves for re-election at each Annual General Meeting accordingly, contrary to the QCA Code principle 6 not all Directors will submit themselves for re-election at the Company’s AGM.

The Board has established two committees comprising Non-Executive Directors and Executive Directors.

The current composition of the committees is as follows:

Audit	Remuneration
Kjeld Thygesen ( <i>Chairman</i> )	Alastair Ford ( <i>Chairman</i> )
Alastair Ford	Kjeld Thygesen
Joel Silberstein	Colin Bird

### *The Audit and Compliance Committee*

This committee has primary responsibility for monitoring the Financial Reporting function and internal controls in order to ensure that the financial performance of the Company is properly measured and reported.

The committee receives the financial reports from the executive management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Company.

The Committee shall meet not less than twice in each financial year, to review the published financial information, the effectiveness of external audit and internal financial controls.

The Committee has unrestricted access to the Company’s auditors. The committee also monitors the controls which are in force and any perceived gaps in the control environment.

The Board believes that the current size of the Group does not justify the establishment of an independent internal audit department.

The Audit Committee meets twice during the year including the specific matters set out below.

### *Remuneration Committee*

The Remuneration Committee reviews the performance of the executive directors and employees and makes recommendations to the Board on matters relating to their remuneration and terms of employment.

The Remuneration Committee determines the scale and structure of the remuneration of the executive Directors and approves the granting of options to Directors and senior employees and the performance related conditions thereof.

## Corporate Governance

CONTINUED

The Remuneration Committee also recommends to the Board a framework for rewarding senior management, including Executive Directors, bearing in mind the need to attract and retain individuals of the highest calibre and with the appropriate experience to make a significant contribution to the Group and ensures that the elements of the remuneration package are competitive and help in underpinning the performance-driven culture of the Group.

The Remuneration Committee also considers and approves bonuses under the Company's Revised Incentive Scheme approved by shareholders at the 2024 annual general meeting, as well as the granting of share options pursuant to the share option plan and the award of shares in lieu of bonuses pursuant to the Company's Remuneration Policy.

### *Nominations Committee*

The Company does not currently have a separate Nominations Committee, with the entire Board involved in the identification and approval of Board members which the Board considers to be appropriate given the Company's size and nature, but it will continue to monitor the situation as it grows. The QCA Code Principle 6 states that there should be a nomination committee to deal with the appointment of both executive and non-executive Directors except in circumstances where the Board is small. The Directors consider the size of the current Board to be small and have not therefore established a separate nomination committee. The appointment of executive and non-executive Directors is currently a matter for the Board as a whole. This position will be reviewed should the number of directors increase.

The Director's report in the Annual Report includes a report on directors' remuneration and service contracts and includes details of the revised incentive schemes approved at the 2024 AGM ("**Revised Incentive Schemes**"). All the directors are eligible participants in the Revised Incentive Schemes

The Revised Incentive Scheme approval included a statement that the remuneration committee of the Company will make awards to Eligible Participants to reward, retain and recruit Eligible Participants and reward performances against performance measures determined by the remuneration committee. A member of the remuneration committee will not participate in the determining of their own award. The remuneration committee will in determining awards take into account that it is the Company's remuneration policy to, seek where possible, to remunerate and incentivise Eligible Participants on the basis of lower base fees and on the basis that they will also be remunerated by participation in the Company's Incentive Schemes and in the case of non-executive directors be mindful of the potential effect towards objectivity and director independence that may result from performance linked awards.

### **Principle 7: Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities**

All the current directors are considered to provide a diverse range of appropriate skills and experience. The Company provides, or will provide, adequate support and training to ensure that the Directors remain appropriately skilled and able to fulfil their duties to the required standard, and regularly assesses the board composition and will look to recruit in further skillsets as and when that may be required.

### **Colin Bird**

#### *Executive Chairman*

Executive Chairman Colin is a chartered mining engineer and a Fellow of the Institute of Materials, Minerals and Mining with more than 40 years' experience in resource operations management, corporate management, and finance. Colin has multi commodity mine management experience in Africa, Spain, Latin America and the Middle East. He has been the prime mover in a number of public company listings in the UK, Canada and South Africa. His most notable achievement was founding Kiwara Resources Plc and selling its prime asset, a copper property in Northern Zambia, to First Quantum Minerals for US\$260 million in November 2009.

## Corporate Governance

CONTINUED

### **Alastair Ford**

#### *Independent Non-Executive Director*

Alastair has been involved in the mining sector for more than two decades. For many years he was the mining correspondent at The Investors' Chronicle, the UK's number one investment magazine. He also played a key role at Minesite.com, the mining investment portal that was prominent during the last mining boom and in the aftermath. He was subsequently Chief Investment Officer and Chief Executive of Mineral & Financial Investments, an AIM-listed mining and commodities investment vehicle, and is currently a non-executive director of Great Western Mining and Galileo Resources Plc.

### **Kjeld Thygesen**

#### *Independent Non-Executive Director*

Kjeld has a wealth of natural resource industry experience having worked as an executive director of N M Rothschild International Asset Management and subsequently, as the investment manager to several natural resource funds. Between 2002 and 2010 he served as a director of Ivanhoe Mines Ltd, which discovered and developed the Oyu Tolgoi mine in the South Gobi Desert of Mongolia, which was acquired by Rio Tinto. Mr Thygesen's particular focus is in financing, valuation and corporate development.

### **Joel Silberstein**

#### *Finance Director*

Joel holds an Honours Bachelor of Accounting Science degree from the University of South Africa.

He qualified as a chartered accountant with Mazars, Cape Town in 2002, and subsequently joined Toronto-quoted European Goldfields Limited. There he held the position of Group Financial Controller and Vice President Finance, supporting the executive team in growing the company through its exploration and development phases, until it was bought by Eldorado Gold in a C\$2.5bn deal. He joined AIM-traded Xtract Resources plc in mid-2013 and was appointed finance director in February 2014. He has subsequently assisted in several corporate transactions, including those surrounding the Manica gold mining operations, and he has experience of working in multiple jurisdictions around the world. He also joined the Galileo Resources Plc board in October 2020 as Financial Director. He is a member of the Institute of Chartered Accountants of South Africa as well a Fellow of the Institute of Chartered Accountants in England and Wales.

The appropriateness of the Board's structures and processes will, when appropriate, be reviewed through a formal Board evaluation and effectiveness process led by the Chairman together with other Directors, and these will evolve in parallel with the Company's objectives, strategy, business model and our governance framework.

The Board is also supported by the Audit Committee and the Remuneration Committee, further details of which are set out above in Principle 7.

### **Principle 8: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement**

The Board considers that the corporate governance policies it has currently in place for Board performance reviews are commensurate with the Company's size and development stage.

Given the current size and nature of the Company, the Board does not have a formal performance evaluation procedure in place, as described and recommended in QCA Code Principle 7 but will closely monitor this situation as the Company's operations develop and grow in size and complexity.

## Corporate Governance

CONTINUED

### **Principle 9: Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture**

The Company believes that its remuneration structure for executives and senior managers is appropriate for a company of its size and current development stage. The Company encourages employees' interests to be aligned with all Shareholders through the awarding of options, which board members and senior management participate in.

The Annual Report outlines the approach of our Remuneration Committee and policies.

### **Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders**

The Company communicates with shareholders and other stakeholders through its Annual and Interim Reports, regulatory and non-regulatory announcements, its website, Annual General Meetings and face-to-face meetings. More detail has been provided in Principle 1 above.

## Corporate Governance

CONTINUED

### Directors' s172 Statement

The Directors continue to act in a way that they consider, in good faith, to be most likely to promote the success of the Company for the benefit of the members as a whole.

The following disclosure describes how the Directors have had regard to the matters set out in section 172 and forms the Directors' statement required under section 414CZA of The Companies Act 2006. This reporting requirement is made in accordance with the new corporate governance requirements identified in The Companies (Miscellaneous Reporting) Regulations 2018, which apply to company reporting on financial years starting on or after 1 January 2019.

The matters set out in section 172(1) (a) to (f) are that a Director must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to

- the likely consequences of any decision in the long term
- the interests of the Company's employees
- the need to foster the company's business relationships with suppliers, customers and others
- the impact of the company's operations on the community as well as the environment
- the need to act fairly as between members of the Company, and
- the desirability of the company maintaining a reputation for high standards of business conduct.

As with smaller size companies, day-to-day management, execution of the business strategy and related policies of the Company is delegated to senior executives however the Board reviews compliance and legal matters at along with the Company's key financial and operational data, diversity, corporate responsibility, environmental and stakeholder-related matters over the course of the financial year.

The analysis is divided into two sections, the first to address Stakeholder engagement, which provides information on stakeholders, issues and methods of engagement. The second section addresses principal decisions made by the Board and focuses on how the regard for stakeholders influenced decision-making.

### Section 1: Stakeholder mapping and engagement activities within the reporting period

The Company continuously interacts with a variety of stakeholders important to its success, such as equity investors, employees, government bodies, local community and professional service providers. The Company works within the limitations of what can be disclosed to the various stakeholders with regards to maintaining confidentiality of market and/or commercially sensitive information.

# Corporate Governance

CONTINUED

Who are the key stakeholder groups	Why is it important to engage this group of stakeholders	How the Company engage with the stakeholder group	What resulted from the engagement
<p><b>Equity investors</b> Currently, no revenue is generated from the Company's projects as the Company is an exploration and development stage. As such, existing equity investors and potential investment partners are important stakeholders. All significant shareholders that own more than 3 per cent. of the Company's shares are listed in the Directors' Report.</p>	<p>As an exploration and development company without a revenue generating project access to capital is of vital importance to the long-term success of our business to be able to continue developing projects and cover corporate overheads. Through our engagement activities, we strive to obtain investor buy-in into our strategic objectives. We are seeking to promote an investor base that is interested in a long term holding in the Company and will support the Company in achieving its strategic objectives.</p>	<p>The key mechanisms of engagement include.</p> <ul style="list-style-type: none"> <li>• Regular news and project updates.</li> <li>• The AGM and Annual and Interim Reports.</li> <li>• Investor roadshows and presentations.</li> <li>• Access to the Company's brokers and advisers.</li> </ul>	<p>The Company engaged with investors on topics of strategy, governance, project updates and performance.</p>
<p><b>Employees</b> The Company has 4 directors 4 of whom 2 are resident in the U.K. with 2 resident outside the U.K.</p>	<p>The number of and location of future employees will be dependent upon the development of its exploration projects which at the date of this report are situated in Zambia, Morocco and Australia. The Directors consider workforce issues holistically for the Group as a whole and the Company's long-term success in developing its projects will be predicated on the development of a local workforce in the countries of its projects.</p>	<ul style="list-style-type: none"> <li>• The Executive Chairman reported regularly to the Board, including the provision of board information.</li> <li>• There is a formalised director induction into the Company's corporate governance policies and procedures.</li> <li>• The Company maintains an open line of communication between its, professional service providers and Board of Directors.</li> </ul>	<p>The Board meet to discuss long term remuneration strategy. Directors trained in aspects of corporate policies and procedures to engender positive corporate culture aligned with the Company code of conduct. Meetings were held with directors to provide project updates and ongoing business objectives.</p>

# Corporate Governance

CONTINUED

Who are the key stakeholder groups	Why is it important to engage this group of stakeholders	How the Company engage with the stakeholder group	What resulted from the engagement
<p><b>Community</b>            The local community at the Company's projects which as at the date of this report were in Zambia and Morocco, and the surrounding area.</p>	<p>The community provides social licence to operate. We need to engage with the local community to build trust. Having the community's trust will mean it is more likely that any fears the community has can be assuaged and our plans and strategies are more likely to be accepted. Community engagement will inform better decision making.</p> <p>The Company will in due course have a social and economic impact on the local community and surrounding area. The Company is committed to ensuring sustainable growth minimising adverse impacts. The Company will engage these stakeholders as appropriate.</p>	<ul style="list-style-type: none"> <li>• The Company identifies key stakeholders within the local community based on work programs within the reporting period.</li> <li>• The Company's modus operandi is to have open dialogue with the local government and community leaders regarding project development.</li> <li>• The Company has existing CSR policies and management structure at corporate level. The Company will expand on these policies and structures at a local project level as the Company moves into further exploration activities and ultimately into construction and then production.</li> </ul>	<p>The Company has systems in place to engage with the local community as part its sustainability initiatives. Stakeholder identification enables the Company to identify representatives of stakeholder groups and community groups to engage with as it develops its projects.</p>
<p><b>Governmental bodies</b>            The Company is impacted by national, regional and local governmental organisations in the UK where it is incorporated and in countries in which it has interests in projects or investments which at the date of this report includes, Zambia and Morocco.</p>	<p>The Company will only be able to develop its exploration projects once it receives relevant licences and permits from local governments to explore, mine and undertake mineral processing.</p>	<p>The Company maintained its good relations with the respective government bodies and frequently communicates progress.</p> <ul style="list-style-type: none"> <li>• The Company engages with the relevant departments of the relevant government in order to progress the operational licences it will require.</li> <li>• The Company engages local in-country experts to advise it on regulatory matters.</li> </ul>	<p>The Group has given general corporate presentations to senior federal government officials.</p> <p>To date, the Group has received its requisite environmental and land use permits to enable its exploration activities.</p>

# Corporate Governance

CONTINUED

Who are the key stakeholder groups	Why is it important to engage this group of stakeholders	How the Company engage with the stakeholder group	What resulted from the engagement
<p><b>Professional service providers</b> During the exploration and development phase of projects, we will be using key professional service providers who provide drilling, geochemical, geological analysis, assaying and other services under commercial contracts. At a local level, we also partner with a variety of smaller companies / providers, some of whom are independent, or family run businesses.</p>	<p>Our professional service providers are fundamental to ensuring that the Company can complete projects on time and budget. Using quality professional service providers ensures that as a business we meet the high standards of performance that we expect of ourselves and those we work with.</p>	<ul style="list-style-type: none"> <li>• The Company continues to work closely with professional service providers to meet deliverables.</li> <li>• One on one meetings and regular project and work assignment updates with professional service providers.</li> </ul>	<p>The use of third-party i) exploration services for analysis and field operations and ii) engineer and mine design services for mine licence applications and mine planning as required rather than the Company maintaining its own full time in-house exploration and mine development department. The use of third-party drilling contractors rather than conducting its own exploration activities in multiple countries with an in-house team provides very significant cost savings to the Company whilst enabling the Company to diversify its project and jurisdiction risks.</p>

## Section 2: Principal decisions by the board post year end

Principal decisions are defined as both those that have long-term strategic impact and are material to the Group, but also those that are significant to key stakeholder groups. In making the following principal decisions, the Board considered the outcome from its stakeholder engagement, the need to maintain a reputation for high standards of business conduct and the need to act fairly between the members of the Company. The Company makes regular announcements of decisions that strategically impact the Company with decisions during the year being reported in the Chairman’s Statement and Directors’ report. Decisions post the year end are referred to in note 28 to the financial statements which is a summary of post balance sheet events.

This Corporate Governance Statement is approved by the Board.



**Colin Bird**  
Executive Chairman

26 June 2026

# Independent Auditor's Report

TO THE MEMBERS OF XTRACT RESOURCES PLC

## Opinion

We have audited the Group financial statements of Xtract Resources Plc (the 'Group') for the year ended 31 December 2025 which comprise the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, company statement of changes in equity, consolidated statement of financial position, company statement of financial position, consolidated statement of cash flows, company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and UK adopted International Accounting Standards.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2025 and of the Group's loss for the year that 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
- 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 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 director's 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 entity's ability to continue to adopt the going concern basis of accounting included a detailed review of the Group's forecasts in comparison to available management accounts at the date of these financials to assess the reasonability of the estimates made. We have further performed a sensitivity analysis to conclude on the degree to which current cash reserves will be able to sustain the Group for at least a further twelve months from the date of these financials.

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 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.

# Independent Auditor’s Report

CONTINUED

## Our audit approach

### Overview

#### 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. This is not a complete list of all risks identified by our audit.

- Carrying value and classification of intangible exploration and evaluation assets

These are explained in more detail below

#### Audit scope

We performed audits of the complete financial information of the Group reporting units, which were individually financially significant and accounted for 100% of the Group’s absolute profit before tax (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units). We also performed specified audit procedures over certain account balances and transaction classes that we regarded as material to the Group at the reporting units.

### Key Audit Matters

### How our scope addressed this matter

#### Carrying value and classification of intangible exploration and evaluation assets

The Group and company hold material intangible assets relating to capitalised costs in respect of mineral exploration projects.

There is a risk that impairment indicators exist which would result in an impairment of the year end and intangible assets balance.

There is also a risk that the classification and accounting of the mining properties could be misstated due to the timing of projects being moved from the exploration to the production stage.

The directors consider each category of asset to assess whether there are indicators of impairment by considering the potential resources available from exploration and evaluation work undertaken, together with the availability of finance to further evaluate the exploration projects.

Our audit work in this area included:

- Reviewing of costs capitalised during the year, including the considerations made by the directors in respect of their appropriateness for capitalisation in accordance with discounted cash flow value in use and IFRS 6’s recognition and impairment indicators;
- Confirming that the Group has a good title to the applicable exploration licences, including new licences obtained during the year;
- Evaluating and coordinating the status of the projects during the year, and subsequent to the year-end, to identify and evidence any impairment indicators in accordance with IFRS 6;

# Independent Auditor's Report

CONTINUED

## Key Audit Matters

Careful consideration has been given to the point at which the mining properties should be transferred out of intangible assets and amortised accordingly. Criteria used to identify the production start date are as follows:

- Level of capital expenditure incurred compared with the original construction cost estimate
- Level of EBITDA achieved
- Level of recovery rate of mineral resources
- Level of production of mineral resources

As a result of the evaluation, no impairment has been recognised by the directors during the year.

After careful consideration, the directors believe the Group was still at the exploration stage at the year end. Therefore, nil amount of the intangibles have been transferred to mining properties.

## How our scope addressed this matter

- Assessing management's impairment reviews, including challenge to all key assumptions and consideration of sensitivity to reasonably possible changes;
- Reviewing and challenging management's assessment of when the project reaches the production stage, and consequently the mining properties should be transferred out of intangible assets and be depreciated; and
- Ensuring disclosures made in the financial statements in relation to critical accounting judgements are adequate and in line with our understanding of the Group and its activities.

Based on the audit work performed, we do not consider exploration assets as at 31 December 2025 to be materially misstated.

# Independent Auditor’s Report

CONTINUED

## Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Company
<b>Overall materiality</b>	£184,000	£183,000
<b>How we determined it</b>	Based on 1% of gross assets	Based on 1% of gross assets
<b>Rationale for benchmark applied</b>	We believe the most adequate basis is for materiality to be based on gross assets, as it is from these assets that the Group seeks to deliver returns for shareholders, in particular the value of exploration and development projects that the Group is interested in.	We believe the most adequate basis is for materiality to be based on gross assets, as it is from these assets that the Group seeks to deliver returns for shareholders.

## An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

## How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which they operate.

The Group financial statements are a consolidation reporting units, comprising the Group’s operating businesses and holding companies.

We performed full scope audits of the financial information of the components within the Group which were individually financially significant and material. We also performed specified audit procedures over certain account balances and transaction classes that we regarded as material to the Group, as well as analytical procedures, for components which were not significant and not material. The audit work and specified audit procedures accounted for 100% of the Group’s revenue and 100% of the Group’s absolute profit before tax (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units).

# Independent Auditor's Report

CONTINUED

## Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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 financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and 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.

# Independent Auditor's Report

CONTINUED

## 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:

### The extent to which the audit was considered capable of detecting irregularities including fraud

Our approach to identifying and assessing the risks of material misstatement with respect to irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including taxation legislation, data protection, anti-bribery, employment, environmental, health and safety legislation and anti-money laundering regulations.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence.
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit; and
- we assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:
  - making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
  - considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in note 2 of the Group financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.

## Independent Auditor's Report

CONTINUED

- In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:
  - agreeing financial statement disclosures to underlying supporting documentation;
  - reading the minutes of meetings of those charged with governance;
  - enquiring of management as to actual and potential litigation and claims;
  - reviewing correspondence with HMRC and the Group's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

### Other matters that we are required to address

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the parent company and we remain independent of the Group and the parent company in conducting our audit. Our audit opinion is consistent with the additional report to the audit committee.

### Use of this 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.



**Mohammed Haque**  
Senior Statutory Auditor

For and on behalf of  
**MAH, Chartered Accountants (Statutory Auditors)**  
2nd Floor, 154 Bishopsgate,  
London, EC2M 4LN

26 June 2026

# Consolidated Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2025

Registered number: 5267047

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Continuing operations</b>			
Other operating income		—	4
Operating and administrative expenses			
Direct operating		(6)	(2)
Other operating		(351)	(237)
Administration		(1,317)	(1,141)
Impairment of other financial assets		(524)	—
		<b>(2,198)</b>	<b>(1,380)</b>
Project expenses		<b>(36)</b>	<b>(30)</b>
<b>Operating loss</b>		<b>(2,234)</b>	<b>(1,406)</b>
Other non-operating gains	5	82	620
Finance income/(cost)	9	252	367
<b>(Loss) before tax</b>	5	<b>(1,900)</b>	<b>(419)</b>
Taxation	10	<b>(139)</b>	<b>(395)</b>
<b>(Loss) from continuing operations</b>		<b>(2,039)</b>	<b>(814)</b>
Discontinued operations			
Profit/(loss) from discontinued operations	12	—	(48)
<b>Profit/(loss) for the year</b>		<b>(2,039)</b>	<b>(862)</b>
Attributable to:			
Owners of the Company		<b>(2,016)</b>	<b>(862)</b>
Non-Controlling Interest		<b>(23)</b>	—
<b>Net (loss) per share</b>			
<b>Basic and diluted earnings/(loss) per share from continuing operations attributable to owners of the Company (pence)</b>	11	<b>(0.23)</b>	<b>(0.09)</b>
<b>Basic and diluted earnings/(loss) per share from discontinued operations attributable to owners of the Company (pence)</b>	11	<b>(0.00)</b>	<b>(0.01)</b>

The notes on pages 51-91 form an integral part of these financial statements

# Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2025

	Group	
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Profit/(Loss) for the year</b>	<b>(2,016)</b>	(862)
Other comprehensive income:		
Items that may be reclassified subsequently to profit and loss	—	—
Exchange differences on translation of foreign operations	<b>(669)</b>	(651)
<b>Other comprehensive (loss)/income for the year</b>	<b>(2,685)</b>	(1,513)
<b>Total comprehensive (loss)/income for the year</b>	<b>(2,685)</b>	(1,513)
Attributable to:		
Equity holders of the parent	<b>(2,685)</b>	(1,513)

The notes on pages 51-91 form an integral part of these financial statements

# Consolidated and Company Statements of Financial Position

AS AT 31 DECEMBER 2025

	Note	Group		Company	
		As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
<b>Non-current assets</b>					
Intangible assets	13	9,174	7,596	951	12
Property, plant & equipment	14	191	40	17	—
Loans to group companies		—	—	8,252	7,647
Investment in subsidiary	15	—	—	1,754	1,291
Other financial assets	16	4,129	6,910	4,129	6,910
		<b>13,494</b>	<b>14,546</b>	<b>15,103</b>	<b>15,860</b>
<b>Current assets</b>					
Trade and other receivables	17	213	148	148	135
Other financial assets	16	2,431	2,341	2,431	2,341
Loans to group companies		—	—	—	—
Cash and cash equivalents		2,293	2,170	2,229	2,157
		<b>4,937</b>	<b>4,659</b>	<b>4,808</b>	<b>4,633</b>
<b>Non-current assets held for sale and assets of disposal groups</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total assets</b>		<b>18,431</b>	<b>19,205</b>	<b>19,911</b>	<b>20,493</b>
<b>Current liabilities</b>					
Trade and other payables	19	386	437	151	197
Other loans	19	—	—	—	—
Current tax payable	19	321	395	314	395
		<b>707</b>	<b>832</b>	<b>465</b>	<b>592</b>
<b>Liabilities of disposal groups</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Net current assets/(liabilities)</b>		<b>4,230</b>	<b>3,827</b>	<b>4,343</b>	<b>4,041</b>
<b>Non-current liabilities</b>					
Environmental rehabilitation provision		—	—	—	—
Loans from group companies	19	—	—	11,628	11,630
<b>Total liabilities</b>		<b>707</b>	<b>832</b>	<b>12,093</b>	<b>12,222</b>
<b>Net assets</b>		<b>17,724</b>	<b>18,373</b>	<b>7,818</b>	<b>8,271</b>
<b>Equity</b>					
Share capital	20	5,042	4,975	5,042	4,975
Share premium account		73,730	71,978	73,730	71,978
Warrant reserve	23	65	—	65	—
Share-based payments reserve	23	2,010	2,007	2,010	2,007
Fair Value reserve	21	—	—	—	—
Non-Controlling Interest		(30)	—	—	—
Foreign currency translation reserve	21	(1,100)	(431)	—	—
Accumulated losses		(61,993)	(60,156)	(73,029)	(70,689)
<b>Equity attributable to equity holders of the parent</b>		<b>17,724</b>	<b>18,373</b>	<b>7,818</b>	<b>8,271</b>
<b>Total equity</b>		<b>17,724</b>	<b>18,373</b>	<b>7,818</b>	<b>8,271</b>

The financial statements of Xtract Resources Plc, registered number 5267047, were approved by the Board of Directors and authorised for issue. As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year is disclosed in Note 3. It was signed on behalf of the Company by:

Joel Silberstein  
Director 

26 June 2026

The notes on pages 51-91 form an integral part of these financial statements

## Consolidated Statement of Changes in Equity

### Group

	Note	Share Capital £'000	Share premium account £'000	Warrant reserve £'000	Share based payments reserve £'000	Non- controlling interest £'000	Foreign currency translation reserve £'000	Accumulated losses £'000	Total Equity £'000
<b>As at 1 January 2024</b>		<b>4,975</b>	<b>71,978</b>	<b>—</b>	<b>2,106</b>	<b>—</b>	<b>220</b>	<b>(59,393)</b>	<b>19,886</b>
<i>Comprehensive income</i>									
Profit for the year		—	—	—	—	—	—	(862)	(862)
Forex currency translation differences		—	—	—	—	—	(651)	—	(651)
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(651)</b>	<b>(862)</b>	<b>(1,513)</b>
<i>Transactions with owners</i>									
Issue of shares	20	—	—	—	—	—	—	—	—
Share issue costs		—	—	—	—	—	—	—	—
Expiry of share options	23	—	—	—	(99)	—	—	99	—
Expiry of warrants	23	—	—	—	—	—	—	—	—
Exercise of warrants	23	—	—	—	—	—	—	—	—
<b>As at 31 December 2024</b>		<b>4,975</b>	<b>71,978</b>	<b>—</b>	<b>2,007</b>	<b>—</b>	<b>(431)</b>	<b>(60,156)</b>	<b>18,373</b>
<i>Comprehensive income</i>									
Loss for the year		—	—	—	—	—	—	(2,016)	(2,016)
Forex currency translation difference		—	—	—	—	—	(669)	—	(669)
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(669)</b>	<b>(2,016)</b>	<b>(2,685)</b>
<i>Transactions with owners</i>									
Issue of shares	20	67	1,933	—	—	—	—	—	2,000
Share issue costs		—	(116)	—	—	—	—	—	(116)
Issue of share options	23	—	—	—	182	—	—	—	182
Expiry of share options	23	—	—	—	(179)	—	—	179	—
Issue of warrants		—	(65)	65	—	—	—	—	—
Non-controlling interest		—	—	—	—	(30)	—	—	(30)
<b>As at 31 December 2025</b>		<b>5,042</b>	<b>73,730</b>	<b>65</b>	<b>2,010</b>	<b>(30)</b>	<b>(1,100)</b>	<b>(61,993)</b>	<b>17,724</b>

The notes on pages 51-91 form an integral part of these financial statements

## Statement of Changes in Equity

### Company

	Note	Share Capital £'000	Share premium account £'000	Warrant reserve £'000	Share based payments reserve £'000	Fair value reserve £'000	Foreign currency translation reserve £'000	Accumulated losses £'000	Total Equity £'000
<b>As at 1 January 2024</b>		<b>4,975</b>	<b>71,978</b>	<b>—</b>	<b>2,106</b>	<b>—</b>	<b>—</b>	<b>(69,821)</b>	<b>9,238</b>
<i>Other Comprehensive income</i>									
Loss for the period		—	—	—	—	—	—	(967)	(967)
Other comprehensive income		—	—	—	—	—	—	—	—
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(967)</b>	<b>(967)</b>
Issue of shares	20	—	—	—	—	—	—	—	—
Share issue costs		—	—	—	—	—	—	—	—
Expiry of share options	23	—	—	—	(99)	—	—	99	—
Expiry of warrants	23	—	—	—	—	—	—	—	—
Exercise of warrants	23	—	—	—	—	—	—	—	—
<b>As at 31 December 2024</b>		<b>4,975</b>	<b>71,978</b>	<b>—</b>	<b>2,007</b>	<b>—</b>	<b>—</b>	<b>(70,689)</b>	<b>8,271</b>
<i>Other Comprehensive income</i>									
Loss for the period		—	—	—	—	—	—	(2,519)	(2,519)
Other comprehensive income		—	—	—	—	—	—	—	—
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(2,519)</b>	<b>(2,519)</b>
Issue of shares	20	67	1,933	—	—	—	—	—	2,000
Share issue costs		—	(116)	—	—	—	—	—	(116)
Issue of share options	23	—	—	—	182	—	—	—	182
Expiry of share options	23	—	—	—	(179)	—	—	179	—
Issue of warrants		—	(65)	65	—	—	—	—	—
<b>As at 31 December 2025</b>		<b>5,042</b>	<b>73,730</b>	<b>65</b>	<b>2,010</b>	<b>—</b>	<b>—</b>	<b>(73,029)</b>	<b>7,818</b>

The notes on pages 51-91 form an integral part of these financial statements

## Consolidated and Company Cash Flow Statements

	Note	Group		Company	
		Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Net cash generated from/(used in) operating activities</b>	22	<b>(1,597)</b>	(413)	<b>(1,688)</b>	(737)
Receipts from Manica		—	2,344	—	2,344
Purchase of financial assets		<b>1,906</b>	(411)	<b>1,906</b>	(411)
Movement in investments		<b>(336)</b>	—	<b>(463)</b>	—
Acquisition of intangible fixed assets		<b>(982)</b>	—	<b>(939)</b>	—
Acquisition of tangible fixed assets		<b>(53)</b>	—	<b>(22)</b>	—
Loans advanced to group companies		—	—	<b>(607)</b>	363
<b>Net cash used in investing activities</b>		<b>535</b>	1,933	<b>(125)</b>	2,296
<b>Financing activities</b>					
Proceeds on issue of shares		<b>1,884</b>	—	<b>1,884</b>	—
Repayment of loans from group companies		—	—	—	40
Proceeds from borrowings		—	(50)	—	(50)
<b>Net cash from financing activities</b>		<b>1,884</b>	(50)	<b>1,884</b>	(10)
<b>Net Increase/(decrease) in cash and cash equivalents</b>		<b>822</b>	1,470	<b>71</b>	1,549
<b>Cash and cash equivalents at beginning of year</b>		<b>2,170</b>	630	<b>2,158</b>	608
Effect of foreign exchange rate changes		<b>(699)</b>	70	—	—
<b>Cash and cash equivalents at end of year</b>		<b>2,293</b>	2,170	<b>2,229</b>	2,157

The notes on pages 51-91 form an integral part of these financial statements

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2025

## 1. General information

Xtract Resources Plc is a Public Company limited by shares incorporated in England and Wales under the Companies Act 2006. The address of the registered office is 1<sup>st</sup> Floor, 24 Ives Street, London, SW3 2ND. The nature of the Group's operations and its principal activities are set out in the Strategic Report on pages 4 to 18.

The financial statements are presented in pounds sterling (£) which is the functional currency of the Company. Foreign operations are included in accordance with the policies set out in note 3. These annual financial statements were approved by the board of directors on 26 June 2026.

## 2. Adoption of new and revised Standards

### Basis of accounting

The consolidated annual financial statements have been prepared in accordance with UK-adopted international accounting standards and in conformity with the Companies Act 2006. The consolidated annual financial statements have been prepared on the historical cost basis, as modified by financial assets measured at fair value through other comprehensive income. The principal accounting policies are set out below.

On 31 December 2020 IFRS as adopted by the European Union were brought into UK law and became UK-adopted international accounting standards with future changes being subject to endorsement by the UK Endorsement Board.

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101") and the requirements of the Companies Act 2006. The Company will continue to prepare its financial statements in accordance with FRS 101 on an ongoing basis until such time as it notifies shareholders of any change to its chosen accounting framework.

In accordance with FRS 101, the Company has taken advantage of the following exemptions:

- Requirements of IAS 24, 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

# Notes to the Financial Statements

CONTINUED

## 2. Adoption of new and revised Standards (continued)

### New and amended standards adopted by the Group

The most significant new standards and interpretations adopted, none of which are considered material to the Group, are as follows:

### Amended standards applicable for annual periods beginning in 2025

Title	Key effects	Mandatory application date
1. Amendments to IFRS 21 – <i>Lack of Exchangeability</i>	Requires a consistent approach to assessing whether a currency is exchangeable and, when it is not, to determining the exchange rate to use and the disclosures to provide.	Annual periods beginning on or after 1 January 2025.
2. <i>Amendments to the SASB standards to enhance their international applicability</i>	Remove and replace jurisdiction-specific references and definitions in the SASB standards, without substantially altering industries, topics or metrics.	Annual periods beginning on or after 1 January 2025.

(1) This amendment was originally issued with an effective date of 1 January 2025. This was subsequently amended to 1 January 2025. The original amendment was then updated and its mandatory date deferred until 1 January 2025 by the Amendments to IAS 1 – Non-current Liabilities with Covenants.

# Notes to the Financial Statements

CONTINUED

## 2. Adoption of new and revised Standards (continued)

### New standards and interpretations not yet adopted

Unless material the Group does not adopt new accounting, standards and interpretations which have been published and that are not mandatory for 31 December 2025 reporting periods.

No new standards or interpretations issued by the International Accounting Standards Board ('IASB') or the IFRS Interpretations Committee ('IFRIC') have led to any material changes in the Company's accounting policies or disclosures during each reporting period.

The most significant new standards and interpretations to be adopted in the future are as follows:

### New and amended standards applicable for annual periods beginning on 1 January 2025 and beyond

Title	Key effects	Mandatory application date
3. Amendments to IFRS 9 and IFRS 7 – <i>Amendments to the Classification and Measurement of Financial Instruments</i>	Clarifies how contractual cash flows on financial assets with environmental, social and governance (ESG) and similar features should be assessed when determining if they are consistent with a basic lending arrangement and, hence, whether they are measured at amortised cost or fair value. Clarifies the date on which a financial asset or financial liability can be derecognised when settlement is via an electronic cash transfer. Requires additional disclosures for certain equity investments and financial investments with contingent features.	Annual periods beginning on or after 1 January 2026.
4. Annual Improvements to IFRS Accounting Standards – <i>Volume 114</i>	Minor amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial Instruments: Disclosures, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statement of Cash Flows.	Annual periods beginning on or after 1 January 2026.
5. IFRS 18 <i>Presentation and Disclosure in Financial Statements</i> <sup>4</sup>	Introduces new requirements for classification of income and expenses in specified categories and presentation of defined subtotals in the statement of profit or loss, enhanced guidance and requirements for more useful aggregation and disaggregation of information in the primary financial statements and in the notes; and additional disclosures about management-defined performance measures related to the statement of profit or loss. Supersedes IAS 1 Presentation of Financial Statements.	Annual periods beginning on or after 1 January 2027.
6. IFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i> <sup>4</sup>	Permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosure requirements in their consolidated, separate or individual financial statements.	Effective date (use of standard is optional): annual periods beginning on or after 1 January 2027.

# Notes to the Financial Statements

CONTINUED

## 2. Adoption of new and revised Standards (continued)

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

The directors are evaluating the impact that these standards will have on the financial statements of the Group.

## 3. Significant accounting policies

### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company (its subsidiaries). These consolidated financial statements are made up for the year ended 31 December 2025.

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

The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

### Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquire and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquire on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRSs. Contingent consideration is classified either as equity or as a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are re-measured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 as amended, are recognised at their fair value at the acquisition date.

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year.

### Going concern

The operations of the Group have been financed through operating cash flows as well as through funds which have previously been raised from shareholders. As at 31 December 2025, the Group held cash balances of £2.29 million, and an operating profit has been reported.

On 24 January 2024, the Company announced that it had agreed terms for the disposal of the Manica Gold Project with its Mozambique partner, MMP. The Share Purchase Agreement in relation to the sale by the Company of its entire interests in the project for a consideration of up to US\$15 million in cash in regular staged payments by the Buyers over the period to 1 March 2027. On 24 February 2025, the Company announced that they had agreed with MMP, and parties related to MMP, to reschedule the US\$3 million balloon payment due on or before 1 March 2027 as well as the additional deferred payments connected with the decision to build a sulphide orebody plant both as set out in the share purchase agreement. The rescheduling of the balloon and deferred payments does not affect the total amount due to be paid by the Buyers, which remains unchanged. To date, the Company has received all of the consideration due to be paid by the Buyers amounting to US\$7.50 million in aggregate.

The Directors anticipate net operating cash inflows for the Group for the next twelve months from the date of signing these financial statements.

The Directors have assessed the working capital requirements for the forthcoming twelve months and have undertaken assessments which have considered different scenarios based on exploration spend on its exploration projects in Zambia, Australia and Morocco until June 2027.

Upon reviewing those cash flow projections for the forthcoming twelve months, the directors consider that the Company is not likely to require additional financial resources in the twelve-month period from the date of approval of these financial statements to enable the Company to fund its current operations and to meet its commitments. The Group will continue to monitor corporate overhead costs on an ongoing basis.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### Parent-only income statement

Xtract Resources Plc has not presented its own income statement as permitted by section 408 of the Companies Act 2006. The loss for the year ended 31 December 2025 was £2,519k (2024: loss £967k).

### Foreign currencies

The individual financial statements of each Group Company are maintained in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group Company are expressed in Pound Sterling, which is the functional currency of the Company, and the presentational currency for the consolidated financial statements.

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) 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. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign currency differences arising on retranslation into an entity's functional currency are recognised in profit and loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a jointly controlled entity that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. The Group has elected to treat goodwill and fair value adjustments arising on acquisitions before the date of transition to IFRSs as Sterling denominated assets and liabilities.

### Taxation

The tax expense comprises current and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled, or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### Intangible assets

#### *Land acquisition rights and mine development costs*

The costs of land acquisition rights in respect of mining projects and mine development are capitalised as intangible assets. These costs are amortised over the expected life of mine to their residual values using the units-of-production method using estimated proven and probable mineral reserves.

#### *Intangible exploration and evaluation expenditure assets*

The costs of exploration properties and leases, which include the cost of acquiring prospective properties and exploration rights, are capitalised as intangible assets. Exploration and evaluation expenditure is capitalised within exploration and evaluation properties until such time that the activities have reached a stage which permits a reasonable assessment of the existence of commercially exploitable reserves. Once the Company has determined the existence of commercially exploitable reserves and the Company decides to proceed with the project, the full carrying value is transferred from exploration and development costs to mining development. Capitalised exploration and evaluation expenditure is assessed for impairment in accordance with the indicators of impairment as set out in IFRS 6 Exploration for and Evaluation of Mineral Reserves. In circumstances where a property is abandoned, the cumulative capitalised costs relating to the property are written off in the year. Capitalised exploration costs are not amortised.

#### *Property, plant and equipment*

Tangible fixed assets represent mining plant and equipment, office and computer equipment and are recorded at cost, net of accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation of each asset on a straight-line basis over its expected useful life, which is calculated on either a fixed period or the expected life of mine using the unit of production method, as appropriate.

The average life in years is estimated as follows:

Office and computer equipment	3-10
Plant and machinery	7-15

Until they are brought into use, fixed assets and equipment to be installed are included within assets under construction and are not depreciated.

The cost of maintenance, repairs and replacement of minor items of tangible fixed assets are charged to the income statement as incurred. Renewals and asset improvements are capitalised. Upon sale or retirement of tangible fixed assets, the cost and related accumulated depreciation are eliminated from the financial statements. Any resulting gains or losses are included in the income statement.

## Notes to the Financial Statements

CONTINUED

### 3. Significant accounting policies (continued)

#### Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

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

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalue amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Financial instruments

##### *Classification*

The Group classifies its financial assets in the following categories: at amortised cost including trade receivables and other financial assets at amortised cost, at fair value through other comprehensive income. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

##### *Trade receivables*

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and are therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, in which case they are recognised at fair value. The group holds the trade receivables with the objective of collecting the contractual cash flows, and so it measures them subsequently at amortised cost using the effective interest method.

##### *Fair values of trade receivables*

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

### Other financial assets at amortised cost

#### *Classification of financial assets at amortised cost*

The group and parent company classify its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principle and interest.

### Other receivables

These amounts generally arise from transactions outside the usual operating activities of the group. Interest could be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained. The non-current other receivables are due and repayable within three years from the end of the reporting period.

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at fair value.

### Financial assets at fair value through other comprehensive income

#### *Classification of financial assets at fair value through other comprehensive income*

Financial assets at fair value through other comprehensive income (FVOCI) comprise an investment held. These are carried in the statement of financial position at fair value. Subsequent to initial recognition, changes in fair value are recognised in the statement of other comprehensive income.

### Financial liabilities

#### *Trade and other payables*

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

### Loans to/(from) Group companies

These include loans to and from subsidiaries are recognised initially at fair value plus direct transaction costs.

Loans to Group companies are classified as financial assets at amortised cost. Loans from Group companies are classified as financial liabilities measured at amortised cost.

Inter-company loans are interest bearing.

### Cash and Cash Equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less.

### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

## Notes to the Financial Statements

CONTINUED

### 3. Significant accounting policies (continued)

#### Inventory

All inventories are valued at the lower cost of operations and net realisable value. Net Realisable value is the estimated future sales price of the product the Company is expected to realise after the product is processed and sold less costs to bring the product to sale. Where inventories have been written down to net realisable value, a new assessment is made in the following period. In instances where there has been change in circumstances which demonstrates an increase in the net realisable value, the amount written down will be reversed.

#### Share-based payments

Goods or services received or acquired in a share-based payment transaction are recognised when the goods or as the services are received. A corresponding increase in equity is recognised if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

For equity-settled share-based payment transactions the goods or services received and the corresponding increase in equity are measured, directly, at the fair value of the goods or services received provided that the fair value can be estimated reliably.

If the fair value of the goods or services received cannot be estimated reliably, or if the services received are employee services, their value and the corresponding increase in equity, are measured, indirectly, by reference to the fair value of the equity instruments granted.

Vesting conditions, which are not market, related (i.e. service conditions and non-market related performance conditions) are not taken into consideration when determining the fair value of the equity instruments granted. Instead, vesting conditions which are not market related shall be taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. Market conditions, such as a target share price, are taken into account when estimating the fair value of the equity instruments granted. The number of equity instruments are not adjusted to reflect equity instruments which are not expected to vest or do not vest because the market condition is not achieved.

If the share-based payments granted do not vest until the counterparty completes a specified period of service, Group accounts for those services as they are rendered by the counterparty during the vesting period, (or on a straight-line basis over the vesting period).

If the share-based payments vest immediately the services received are recognised in full.

#### Employee benefits

##### *Short-term employee benefits*

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

### Share-capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### Share Capital

Share capital represents the amount subscribed for shares at nominal value.

### Share Premium

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

### Share-Based Payment Reserve

The share-based payment reserve represents the cumulative amount which has been expensed in the statement of comprehensive income in connection with share-based payments, less any amounts transferred to retained earnings on the exercise of share options.

### Warrant Reserve

The warrant reserve presents the proceeds from the issuance of warrants, net of issue costs. The warrant reserve is non-distributable and will be transferred to the share premium account upon exercise of the warrants.

### Finance Income

Finance income comprises interest income. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

### *Revenue recognition*

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates and sales tax or duty. A receivable is recognised when the goods are delivered, since this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

### *Segment reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Chairman who is responsible for allocating resources and assessing performance of the operating segments.

# Notes to the Financial Statements

CONTINUED

## 3. Significant accounting policies (continued)

### Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations;  
or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is represented as if the operation had been discontinued from the start of the comparative year.

## 4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements

### *Financial Assets Fair Value through Comprehensive Income*

The Group reviews the fair value of its unquoted equity instruments at each statement of financial position date. This requires management to make an estimate of the fair value of the unquoted securities in the absence of an active market, which has mainly been established by use of recent arm's length transactions, as adjusted by a discount, where required. Uncertainty also exists due to the early stage of development of corporate level investments in subsidiaries.

### *Impairment of intangible assets*

The assessment of intangible assets for any indications involves judgement. Such assets have an indefinite useful life as the Company has a right to renew exploration licences and the asset is only amortised once extraction of the resource commences. Management tests for impairment annually whether exploration projects have future economic value in accordance with the accounting policy stated in Note 13. Each exploration project is subject to an annual review by either a consultant or a geologist to determine if the exploration results returned during the period warrant further exploration expenditure and have the potential to result in an economic discovery. This review takes into consideration long term metal prices, anticipated resource volumes and supply and demand outlook. In the event that a project does not represent an economic exploration target and results indicate there is no additional upside a decision will be made to discontinue exploration; an impairment charge will then be recognised in the Income Statement.

# Notes to the Financial Statements

CONTINUED

## 4. Critical accounting judgements and key sources of estimation uncertainty (continued)

### Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Group has made estimates as to the volatility of its own shares, the probable life of options granted and the time of exercise of those options. The model used by the Group is the Black-Scholes model.

## 5. Segmental Analysis

The divisions on which the Group reports its primary segment information are reported to its Executive Chairman, who is the Chief Operating Decision maker of the Group. The Executive Chairman and the Chief Operating Officer are responsible for allocating resources to the segments and assessing their performance.

Principal activities are as follows:

- Investment and other
- Exploration

### Segment results

Year ended 31 December 2025

	Exploration (Continuing) £'000	Investment and Other (Continuing) £'000	Total £'000
Other operating income	—	—	—
Operating and administrative expenses	(166)	(1,508)	(1,674)
Impairment of other financial assets		(524)	(524)
Project costs	—	(36)	(36)
<b>Segment results</b>	<b>(166)</b>	<b>(2,068)</b>	<b>(2,234)</b>
Other gains and losses	—	82	82
Finance income/(costs)	—	252	252
<b>(Loss)/profit before tax</b>	<b>(166)</b>	<b>(1,734)</b>	<b>(1,900)</b>
Taxation	—	(139)	(139)
<b>(Loss)/profit for the year</b>	<b>(166)</b>	<b>(1,873)</b>	<b>(2,039)</b>

# Notes to the Financial Statements

CONTINUED

## 5. Segmental Analysis (continued)

Year ended 31 December 2024

	Exploration (Continuing) £'000	Investment and Other (Continuing) £'000	Total £'000
Other operating income	—	4	4
Operating and administrative expenses	—	(1,380)	(1,380)
Project costs	—	(30)	(30)
<b>Segment results</b>	<b>—</b>	<b>(1,406)</b>	<b>(1,406)</b>
Other gains and losses	—	620	620
Finance (costs)	—	367	367
<b>(Loss)/profit before tax</b>	<b>—</b>	<b>(419)</b>	<b>(419)</b>
Taxation	—	(395)	(395)
<b>(Loss)/profit for the year</b>	<b>—</b>	<b>(814)</b>	<b>(814)</b>

	2025 £'000	2024 £'000
<b>Balance sheet</b>		
<b>Total assets</b>		
Investment & other	<b>10,367</b>	7,685
Exploration	<b>8,064</b>	11,520
Total segment assets	<b>18,431</b>	19,205
Consolidated total assets	<b>18,431</b>	19,205
<b>Liabilities</b>		
Investment & other	<b>(512)</b>	(637)
Exploration	<b>(195)</b>	(195)
Total segment liabilities	<b>(707)</b>	(832)
Consolidated total liabilities	<b>(707)</b>	(832)

# Notes to the Financial Statements

CONTINUED

## 5. Segmental Analysis (continued)

### Geographical information

The following table provides information about the Group's segment assets by geographical location:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Australia	7,635	7,656
United Kingdom	10,367	11,479
Morocco	363	—
Zambia	66	70
Total segment assets by geographical location	<b>18,431</b>	19,205
	<b>18,431</b>	19,205

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit earned by each segment without allocation of central administration costs including directors' salaries, investment revenue and finance costs, and income tax expense. This is the measure reported to the Group's Board for the purposes of resource allocation and assessment of segment performance.

## 6. Expenses by nature

Profit/(loss) from continuing operations and discontinued operations for the year has been arrived at after charging the following under operating and administrative expenses:

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Depreciation of property, plant and equipment	14	24	—
Amortisation of intangible fixed assets	13	—	—
Inventory		—	—
Auditors remuneration	7	25	25
Directors remuneration	8	368	276
Share-based payments expense (non-directors)		81	—

# Notes to the Financial Statements

CONTINUED

## 7. Auditors' remuneration

The analysis of auditors' remuneration is as follows:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Fees payable to the Company's auditors and their associates for the audit the Group's annual accounts	25	25
Under/(overprovision) of prior year fees	—	—
Fees payable to the Company's auditors and their associates for the audit	—	—
<b>Total audit fees</b>	<b>25</b>	<b>25</b>
Fees payable to the Group's auditors and its associates for other services: – other assurance services relating to interim reporting	—	—
<b>Total non-audit fees</b>	<b>—</b>	<b>—</b>
<b>Total auditors' remuneration</b>	<b>25</b>	<b>25</b>

## 8. Staff costs

	Year ended 31 December 2025 No.	Year ended 31 December 2024 No.
The average monthly number of employees (including directors) was:		
Directors	3	3
Employees	4	4
	<b>7</b>	<b>7</b>
	<b>£'000</b>	<b>£'000</b>
The aggregate employee (including directors) remuneration comprised:		
Salaries and fees	390	508
Social security cost	5	3
Total salaries and fees	<b>395</b>	<b>511</b>
Share based payments	<b>181</b>	<b>—</b>
	<b>576</b>	<b>511</b>

# Notes to the Financial Statements

CONTINUED

## 8. Staff costs (continued)

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
The aggregate directors' remuneration comprised:		
Salaries and fees	268	276
Share based payments	100	—
	<b>368</b>	<b>276</b>

Total remuneration for the highest paid Director in the year was £210k (2024: £148k).

### Year ended 31 December 2025

	Salary £'000	Bonus £'000	Share Options £'000	Total £'000
Colin Bird	128	17	65	210
Alastair Ford	36	3	3	42
Joel Silberstein	45	19	29	93
Kjeld Thygesen	18	2	3	23
	<b>227</b>	<b>41</b>	<b>100</b>	<b>368</b>

### Year ended 31 December 2024

	Salary £'000	Bonus £'000	Share Options £'000	Total £'000
Colin Bird	125	23	—	148
Alastair Ford	36	4	—	40
Joel Silberstein	45	21	—	66
Kjeld Thygesen	18	4	—	22
	<b>224</b>	<b>52</b>	<b>—</b>	<b>276</b>

As at 31 December 2025 directors' remuneration included a share-based payment charges of which £100k (2024: £Nil).

As at 31 December 2025 directors' fees of £3k (2024: £23k) relating to current and prior year fees remain outstanding, of which £nil (2024: £11k) relates to Colin Bird, £nil (2024: £7k) relates to Joel Silberstein, £3k (2024: £3k) relates to Alastair Ford and £nil (2024: £2k) relates to Kjeld Thygesen.

# Notes to the Financial Statements

CONTINUED

## 9. Finance income/(cost)

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Foreign exchange (gains)/losses	35	137
Bank Charges	(9)	(8)
Investment income	226	238
Finance charges	—	—
	<b>252</b>	<b>367</b>

## 10. Tax

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Corporation tax:		
Current year	—	—
Capital gains tax – Mozambique	139	395
Adjustments in respect of prior years	—	—
Total current tax	<b>139</b>	<b>395</b>
Deferred tax	—	—
Of which relating to:		
Continuing operations	<b>139</b>	<b>395</b>
Discontinued operations	—	—

UK corporation tax is calculated at 25.00% (2024:25.00%) of the estimated assessable loss for the year. The UK corporation tax rate was 19.00% until April 2024 when it increased to 25% for groups with taxable profits of over £250,000. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The Group tax credit for the year can be reconciled to the loss per the income statement as follows:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Loss before tax from continuing operations	<b>(1,900)</b>	(419)
Loss before tax	<b>(1,900)</b>	(419)
Tax at the UK corporation tax rate of 25.00% (2024: 25.00%)	<b>(475)</b>	(105)
Tax effect of expenses that are not deductible in determining taxable profit	—	—
Impairment loss	<b>131</b>	—
Tax effect of unrecognised tax losses carried forward	<b>344</b>	105
Difference in overseas tax rates & taxes	<b>139</b>	395
Tax loss utilised	—	—
Tax charge/(credit) for the year	<b>139</b>	<b>395</b>

# Notes to the Financial Statements

CONTINUED

## 11. (Loss) per share

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

	Year ended 31 December 2025 Pence	Year ended 31 December 2024 Pence
Earning/(Loss) per share	<b>(0.23)</b>	(0.10)
– From continuing operations	<b>(0.23)</b>	(0.09)
– From discontinued operations	—	(0.01)
Total	<b>(0.23)</b>	(0.10)

### Profit/(Loss) for the purposes of basic and diluted earnings per share (EPS) being:

	£'000	£'000
Net Profit/(loss) for the year attributable to equity holders of the parent		
– From continuing operations	<b>(2,016)</b>	(814)
– From discontinued operations	—	(48)
Total	<b>(2,016)</b>	(862)

	2025 Number of shares	2024 Number of shares
Weighted average number of ordinary shares for purposes of basic EPS	<b>887,425,343</b>	856,375,115
Effect of dilutive potential ordinary shares-options and warrants	—	—
Weighted average number of ordinary shares for purposes of diluted EPS	<b>887,425,343</b>	856,375,115

In accordance with IAS 33, the share options and warrants do not have a dilutive impact on earnings per share, which are set out in the consolidated income statement.

## Notes to the Financial Statements

CONTINUED

### 12. Discontinued operations

Through a 100% owned subsidiary, incorporated in Mozambique, Xtract held a 100% interest in Mistral (BVI). Mistral (BVI) held a 98% interest in Explorata Limitada, with the remaining 2% held directly by Xtract. Explorata Limitada, in turn, held a 98% interest in Chinghamapere Mining Services Limited, with the remaining 2% also held directly by Xtract. Finally, Chinghamapere Mining Services Limited held a 98% interest in Mistral (BVI), with the remaining 2% held directly by Xtract.

In 2023, the Group decided to discontinue its operations in Mozambique. The Mozambique operations were disclosed as discontinued operations in the prior year financial statements.

Subsequently, on 29 Feb 2024, Xtract disposed of a 23% net profit share interest in the Manica Gold Project through the sale of the entire issued share capital of Mistral (BVI) to the Buyers. The consideration for the sale is up to US\$15 million, payable in scheduled installments in cash by the Buyers over the period ending 1 March 2027 (which has now been extended to 2028). The total consideration amounts to US\$15 million, resulting in a profit on disposal as detailed below:

#### Group: (Profit share Manica)

	<b>2024</b> <b>£'000</b>
Proceeds (US\$15 million)	11,050
Less: Carrying value of assets held for sale	(9,974)
Less: asset held for sale on group level to the profit and loss	(297)
	<hr/> 779
Fair value loss in deferred consideration	(159)
Net profit	<hr/> 620

As at 31 December 2025, US\$6 million has been received from the Buyer. See Note 16 for the classification and treatment of the receivable arising from the disposal.

## Notes to the Financial Statements

CONTINUED

### 12. Discontinued operations (continued)

The assets and liabilities of the disposal group as at the date of disposal are summarised below:

	Group		Company	
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Profit &amp; loss</b>				
Revenue	—	441	—	—
Other income	—	—	—	—
Expenses	—	(489)	—	—
Net Profit/(loss) before tax	—	(48)	—	—
Tax	—	—	—	—
	—	(48)	—	—
<b>Assets and liabilities</b>				
Non-current assets held for Other assets	—	—	—	—
<b>Assets of disposal groups</b>				
Property, plant and equipment	—	—	—	—
Intangible assets	—	—	—	—
Trade and other receivables	—	—	—	—
Cash and cash equivalents	—	—	—	—
Inventories	—	—	—	—
	—	—	—	—
<b>Liabilities of disposal groups</b>				
Trade payables	—	—	—	—
Tax payable and provisions	—	—	—	—
Trade and other Payables	—	—	—	—

# Notes to the Financial Statements

CONTINUED

## 13. Intangible assets

### Group

	Mineral exploration assets £'000	Total £'000
At 1 January 2024	9,491	9,491
Additions - at fair value (Bushranger)	—	—
Additions - at cost (Bushranger)	—	—
Foreign exchange (Bushranger)	(595)	(595)
<b>As at 31 December 2024</b>	<b>8,896</b>	<b>8,896</b>
Additions - at fair value (Wildstone)	576	576
Additions - at cost (Wildstone)	64	64
Foreign exchange (Wildstone)	2	2
Additions - at cost (Silverking)	903	903
Additions - at cost (Bushranger)	7	7
Foreign exchange (Bushranger)	26	26
<b>As at 31 December 2025</b>	<b>10,474</b>	<b>10,474</b>
<b>Impairment</b>		
At 1 January 2024	(1,300)	(1,300)
Charge for the year	—	—
As at 31 December 2024	(1,300)	(1,300)
Charge for the year	—	—
<b>As at 31 December 2025</b>	<b>(1,300)</b>	<b>(1,300)</b>
<b>Amortisation</b>		
At 1 January 2024	—	—
Charge for the year	—	—
As at 31 December 2024	—	—
Charge for the year	8	8
As at 31 December 2025	—	—
<b>Net Book value at 31 December 2024</b>	<b>7,596</b>	<b>7,596</b>
<b>Net book value at 31 December 2025</b>	<b>9,174</b>	<b>9,174</b>

# Notes to the Financial Statements

CONTINUED

## 13. Intangible assets (continued)

Company	Mineral exploration assets £'000	Total £'000
At 1 January 2024	1,312	1,312
Additions - Manica	—	—
<b>As at 31 December 2024</b>	<b>1,312</b>	<b>1,312</b>
Additions - at cost (Wildstone)	36	36
Additions - at cost (Silverking)	903	903
<b>As at 31 December 2025</b>	<b>2,251</b>	<b>2,251</b>
<b>Impairment</b>		
At 1 January 2024	1,300	1,300
Charge for the year	—	—
As at 31 December 2024	(1,300)	(1,300)
Charge for the year	—	—
<b>As at 31 December 2025</b>	<b>(1,300)</b>	<b>(1,300)</b>
<b>Amortisation</b>		
At 1 January 2024	—	—
Charge for the year	—	—
As at 31 December 2024	—	—
Charge for the year	—	—
As at 31 December 2025	—	—
<b>Net Book value at 31 December 2024</b>	<b>12</b>	<b>12</b>
<b>Net book value at 31 December 2025</b>	<b>951</b>	<b>951</b>

### Morocco - Wildstone Antimony Project

The Company holds an 80% interest in the Wildstone Antimony Project with local partners Wildstone SARL. The project encompasses a large land holding in central Morocco and is prospective for antimony and copper mineralisation. The priority licences are located within the Fez-Meknes and Beni Mellal-Khenifra directorates of northern Morocco, and situated within the strategic "Antimony Triangle," an area bounded by the cities of Rabat, Fez, and Khenifra.

## Notes to the Financial Statements

CONTINUED

### 13. Intangible assets (continued)

#### Zambia – Silverking Project

The project comprises exploration licence 26673-HQ-LEL which covers an area of 81.7km<sup>2</sup> in the Mumbwa District, Central Province of Zambia. The licence is considered highly prospective for copper discovery associated with the Iron Oxide Copper Gold (IOCG) model.

Established around the 1890s, the historic Silverking silver mine was known as one of the first mines in Zambia, however detailed production and operation figures are not documented. Local artisanal mining continued in the area, but strategic exploration did not recommence until 2012, when high-grade copper and silver intercepts were identified at the main Silverking breccia pipe.

#### Australia

In November 2020, the Company acquired the Bushranger copper-gold project (“Bushranger Project”) which comprises of four exploration licences totalling 501km<sup>2</sup>, located in eastern central New South Wales, Australia. The Bushranger Project hosts the Racecourse deposit, a JORC (2012) compliant inferred resource estimated at 71Mt @ 0.44% Cu and 0.064g/t Au using a 0.3% Cu cut-off.

### 14. Property, plant and equipment

#### Cost or fair value on acquisition of subsidiary

	Motor Vehicles & equipment £'000	Land & Buildings £'000	Furniture & Fittings £'000	Total £'000
At 1 January 2024	82	—	—	82
Additions – at cost	—	—	—	—
Transfers	—	—	—	—
Foreign Exchange	(6)	—	—	(6)
<b>As at 31 December 2024</b>	<b>76</b>	<b>—</b>	<b>—</b>	<b>76</b>
Additions – at cost	33	137	1	171
Transfers	—	—	—	—
Foreign Exchange	2	2	—	4
<b>At 31 December 2025</b>	<b>111</b>	<b>139</b>	<b>1</b>	<b>251</b>
<b>Depreciation</b>				
At 1 January 2024	36	—	—	36
Charge for period	—	—	—	—
<b>At 31 December 2024</b>	<b>36</b>	<b>—</b>	<b>—</b>	<b>36</b>
Charge for period	7	17	—	24
<b>At 31 December 2025</b>	<b>43</b>	<b>17</b>	<b>—</b>	<b>60</b>
<b>Net Book Value</b>				
At 31 December 2024	40	—	—	40
<b>At 31 December 2025</b>	<b>68</b>	<b>122</b>	<b>1</b>	<b>191</b>

# Notes to the Financial Statements

CONTINUED

## 15. Subsidiaries

### Investments in subsidiaries

	2025 £'000	2024 £'000
At 1 January – Cost	20,977	29,509
Additions	463	—
Transfer to held for sale asset	—	(8,532)
	<b>21,440</b>	20,977
At 1 January – Impairment	19,686	19,686
Impairment during the year	—	—
At 31 December – Impairment	19,686	19,686
At 31 December – Net Book Value	<b>1,754</b>	1,291

Details of the Company's subsidiaries at 31 December 2025 are as follows:

Name	Place of Incorporation and Operation	Date controlling interest acquired	Proportion of ownership & voting power held		Principal Activity
			Group %	Parent %	
Xtract International Limited	England and Wales	15/11/2006	100	100	Dormant
Xtract Energy Spain SL	Spain	10/09/2009	100	100	Process of deregistering
Xtract Energy Holdings Limited	England and Wales	03/12/2007	100	100	Dormant
Elko Energy Inc.	Canada	11/01/2010	100	—	Not Trading
Elko Energy A/S	Denmark	11/01/2010	100	—	Not Trading
RPK Finance & Holdings BV	The Netherlands	11/01/2010	100	100	Holding Company
Elko Energy BV	The Netherlands	11/01/2010	100	—	Not Trading
Elko Exploration BV	The Netherlands	11/01/2010	100	—	Not Trading
Polar Mining (Barbados) Limited	Barbados	03/03/2014	100	100	Holding Company
Minera Polar Limitada	Chile	03/03/2014	100	1	Not Trading
ProspectOre Ltd	Australia	10/11/2020	100	100	Operating Company
Ascott Mining Zambia Ltd	Zambia	15/03/2022	100	99	Operating Company
Sandown Holdings	Mauritius	31/10/2017	100	100	Trading
Wildstone SARL	Morocco	15/07/2025	80	80	Trading

### Wildstone Acquisition

On 24 February 2025, the Company entered into an exclusive collaboration agreement (“The Agreement”) with Wildstone SARL (“Wildstone”) in relation to the acquisition of Wildstone in Morocco, pursuant to which Wildstone agreed to issue up to 80% of its issued equity on a fully diluted basis to the Company in a phased basis.

The Agreement comprised of phased payments to acquire an initial interest of 50%. As the Company had completed its site visit and due diligence in respect of the project, the Company elected to accelerate all such phased payments and therefore acquired an interest of 50% of the fully diluted equity of Wildstone for a cash consideration of US\$500K.

The Company had the option to increase its interest in Wildstone by the following further phased payments of up to US\$900K in aggregate over a period of 3 years which will make up the minimum spend on the licenses (which, at the Company's sole election, it may accelerate). On 15 July 2025, the Company announced that as provided for in the Agreement, it had increased its interest in Wildstone to 80%.

## Notes to the Financial Statements

CONTINUED

### 16. Other Financial Assets

Fair value through other comprehensive income

	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
<b>Non-Current Assets</b>				
Cemos	—	—	—	—
Silverking Project	—	57	—	57
Chilibwe	—	138	—	138
Western Foreland – Zambia	—	215	—	215
Manica disposal – receivable	<b>4,129</b>	6,500	<b>4,129</b>	6,500
	<b>4,129</b>	6,910	<b>4,129</b>	6,910
<b>Current Assets</b>				
Manica disposal – receivable	<b>2,208</b>	2,341	<b>2,208</b>	2,341
Copperbelt Dump Material	<b>223</b>	—	<b>223</b>	—
	<b>2,431</b>	2,341	<b>2,431</b>	2,341

#### Non-Current Assets

Group 31 December 2025	Carrying amount £'000	Additions £'000	Transfers £'000	Impairments £'000	Closing Amount £'000
Cemos	—	—	—	—	—
Silverking Project – Zambia	57	845	(902)	—	—
Chilibwe – Zambia	138	97	—	(235)	—
Western Foreland – Zambia	215	73	—	(288)	—
Manica disposal – receivable	6,500	—	(2,371)	—	4,129
<b>Total</b>	<b>6,910</b>	<b>1,015</b>	<b>(3,273)</b>	<b>(523)</b>	<b>4,129</b>

Company 31 December 2025	Carrying amount £'000	Additions £'000	Transfers £'000	Impairments £'000	Closing Amount £'000
Cemos	—	—	—	—	—
Silverking Project – Zambia	57	845	(902)	—	—
Chilibwe – Zambia	138	97	—	(235)	—
Western Foreland – Zambia	215	73	—	(288)	—
Manica disposal – receivable	6,500	—	(2,371)	—	4,129
<b>Total</b>	<b>6,910</b>	<b>1,015</b>	<b>(3,273)</b>	<b>(523)</b>	<b>4,129</b>

## Notes to the Financial Statements

CONTINUED

### 16. Other Financial Assets (continued)

Group 31 December 2024	Opening Amount £'000	Additions £'000	Transfers £'000	Impairments £'000	Closing Amount £'000
Cemos	—	—	—	—	—
Silverking Project – Zambia	—	57	—	—	57
Chilibwe – Zambia	—	138	—	—	138
Western Foreland – Zambia	—	215	—	—	215
Manica disposal – receivable	—	6,500	—	—	6,500
<b>Total</b>	<b>—</b>	<b>6,910</b>	<b>—</b>	<b>—</b>	<b>6,910</b>

Company 31 December 2024	Opening Amount £'000	Additions £'000	Transfers £'000	Impairments £'000	Closing Amount £'000
Cemos	—	—	—	—	—
Silverking Project – Zambia	—	57	—	—	57
Chilibwe – Zambia	—	138	—	—	138
Western Foreland – Zambia	—	215	—	—	215
Manica disposal – receivable	—	6,500	—	—	6,500
<b>Total</b>	<b>—</b>	<b>6,910</b>	<b>—</b>	<b>—</b>	<b>6,910</b>

#### Current Assets

Group & Company 31 December 2025	Opening amount £'000	Additions £'000	Transfers £'000	Payments £'000	Closing Amount £'000
Manica disposal – receivable	2,341	—	2,310	(2,443)	2,208
Copperbelt Dump Material	—	233	—	—	233
<b>Total</b>	<b>2,341</b>	<b>233</b>	<b>2,310</b>	<b>(2,443)</b>	<b>2,441</b>

Group & Company 31 December 2024	Opening amount £'000	Additions £'000	Transfers £'000	Payments £'000	Closing Amount £'000
Manica disposal – receivable	—	2,341	—	—	2,341
<b>Total</b>	<b>—</b>	<b>2,341</b>	<b>—</b>	<b>—</b>	<b>2,341</b>

# Notes to the Financial Statements

CONTINUED

## 16. Other Financial Assets (continued)

### Cemos Group Plc

The Company holds 2,371,365 shares in the above non-listed entity which management have valued at £Nil (2024: £Nil). An additional 1.5 million shares would be issued to the Company if, the entity listed on any Stock Exchange or other market shares in a non-listed entity. Management assessed financial and other information available to them decided to impair their investment in December 2015. There is no active share market on which the shares can be traded management feel that it is unlikely that the entity will achieve a listing which would enable the Company to realise value from their investment.

### Silverking Project

In April 2024, the Company entered into a joint venture agreement with Cooperlemon in relation to the Silverking Project and Licence. Under the joint venture agreement the Company agreed the following key terms:

The Company has an option period of 18 months to earn an initial 51% in the Licence provided it spends US\$0.5 million in exploration over the period. The joint venture will then be formally established between the Company and Cooperlemon. The Company may withdraw at any time during the option period but will lose its right to earn 51% in the Licence. On completion of the earn in period, or as such other time as the Company has spent US\$0.5 million, and the Company may then advise Cooperlemon of its intention to increase its interest in the Licence to 70% by agreeing to spend a further US\$1 million over two years on exploration and development of the Licence, subject to Cooperlemon's right to maintain its interest in the Licence through an option to earn back up to 70% by participating in such ongoing expenditure.

### Chilibwe Project

In October 2024 the Company entered into an exclusive collaboration agreement with Chilibwe Mining Limited ("Chilibwe") in relation to large scale exploration licence 22118-HQ-LEL in Zambia (the "Licence"). The Company will earn a 25% shareholding in Chilibwe Mining and/or 25% interest in the Project by preparing a work programme and budget for the exploration and development of the Licence and assisting in obtaining funding for the Project. As at 31 December 2025, the Company impaired £235K of costs incurred on the Chilibwe licence.

### Western Forland – Zambia

In August 2023, the Company entered into a joint venture with Cooperlemon Consultancy to explore two large-scale exploration licences; 29123-HQ-LEL and 30459-HQ-LEL. In May 2024, three additional licences, 21850-HQ-LEL, 21851-HQ-LEL & 30458-HQ-LEL, were added to the agreement, bringing the total to five licences. As part of the agreement, the Company committed an initial investment of US\$3.5 million to fund the first phase of exploration across all 5 licences. This investment aimed to earn the Company a 65% interest in the project.

The project comprises five large scale exploration licences totalling 173,586 Ha across the prospective Western Foreland and Fold & Thrust Belt geological districts of Northwestern Zambia, collectively known as the Western Foreland.

In June 2026, the Directors undertook an assessment of the following areas and circumstances that could indicate the existence of impairment:

- The Group's right to explore in an area has expired, or will expire in the near future without renewal;
- No further exploration or evaluation is planned or budgeted for;
- A decision has been taken by the Board to discontinue exploration and evaluation in an area due to the absence of a commercial level of reserves; or
- Sufficient data exists to indicate that the book value will not be fully recovered from future development and production.

# Notes to the Financial Statements

CONTINUED

## 16. Other Financial Assets (continued)

The Company considered the above assessment of impairment. As the 31 December 2025, the Company decided to impair £287K of cost incurred on the Western Foreland to date.

### Copperbelt Dump Material

In February 2025, the Company announced that it had agreed to purchase dump material and to conduct trial work testing and evaluation of the material from sites in Zambia. The Company had agreed to pay the seller US\$300,000 in cash to for the material valued at US\$1.15 per tonne, to be sourced from the seller's sites in Zambia and to be removed from the site by the Company. The seller remains liable for and shall pay any statutory royalties or any other duties or charges due to the relevant authorities on the sale of any material to the Company.

### Manica Gold Project

In January 2024, the Company announced that it had agreed with its Mozambique partner, MMP, and parties related to MMP terms for the disposal of the Manica Gold Project. The terms agreed were as follows:

#### The Share Purchase Agreement

The Company agreed to sell its 23% net profit share interest in the Manica Gold Project (by way of a sale of the entire issued share capital of Mistral) to the Buyers for a consideration of up to US\$15 million in cash in regular staged payments by the Buyers over the period to 1 March 2027.

On 24 February 2024, the Company announced that it had completed the disposal of the Manica Gold Project.

In February 2025 the Company announced that they had agreed with MMP, and parties related to MMP, to reschedule the US\$3 million balloon payment due on or before 1 March 2027 as well as the additional deferred payments connected with the decision to build a sulphide orebody plant both as set out in the share purchase agreement. The rescheduling of the balloon and deferred payments to 2027 and 2028, does not affect the total amount due to be paid by the Buyers, which remains unchanged.

Fair value hierarchy of financial assets at fair value through other comprehensive income.

For financial assets recognised at fair value, disclosure is required of a fair value hierarchy, which reflects the significance of the inputs used to make the measurements.

- Level 1** represents those assets, which are measured using unadjusted quoted prices for identical assets.
- Level 2** applies inputs other than quoted prices that are observable for the assets either directly (as prices) or indirectly (derived from prices).
- Level 3** applies inputs, which are not based on observable market data.

## Notes to the Financial Statements

CONTINUED

### 17. Trade and other receivables

	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
Other debtors	167	109	29	26
Trade debtors	19	19	93	89
Prepayments	27	20	26	20
Loan to group companies	—	—	—	—
	<b>213</b>	<b>148</b>	<b>148</b>	<b>135</b>

Company trade debtors comprise primarily of intercompany management charges, The amounts are due in accordance with group policy although collection is determined by group cash requirement.

Loan to group companies bear interest between 1.25% and 5% per annum, unsecured and repayable by mutual agreement.

### 18. Deferred tax

The Group currently has unused tax losses which could possibly be utilised for future tax relief and losses in excess of £10 million relates to the United Kingdom. No deferred tax asset is recognised on the above losses as there is insufficient evidence that taxable profits will arise in the foreseeable future.

### 19. Trade and other payables

#### Current

	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
Trade creditors and accruals	386	437	151	197
Other loans	—	—	—	—
Current tax payable	321	395	314	395
	<b>707</b>	<b>832</b>	<b>465</b>	<b>592</b>

#### Non-Current

	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
Loans from group companies	—	—	11,628	11,630
	<b>—</b>	<b>—</b>	<b>11,628</b>	<b>11,630</b>

# Notes to the Financial Statements

CONTINUED

## 20. Share capital

	2025		2024	
	Number of shares	£'000	Number of Shares	£'000
Deferred shares of 0.09p each				
At 1 January	5,338,221,169	4,804	5,338,221,169	4,804
Subdivision				
Issued during the period	—	—	—	—
At 31 December	5,338,221,169	4,804	5,338,221,169	4,804
Ordinary shares of 0.02p each				
At 1 January	856,375,115	171	856,375,115	171
Share Consolidation	—	—	—	—
Issued during the period	333,333,332	67	—	—
Outstanding as at 31 December	1,189,708,447	238	856,375,115	171

The following Ordinary share were issued during the year:

- Issued 27 November 2025 – 333,333,332 at 0.60p per share

The following Share Options issued during the year:

- Issued 8 May 2025 – 25,560,000 exercisable at 1.35p per share

The following Share Options expired during the year:

- Issued 3 July 2020 – 9,625,00 exercisable at 1.40p per share
- Issued 3 July 2020 – 9,625,000 exercisable at 2.00p per share

All of the above share options and warrants entitle the holder to one fully paid share in the Company upon payment of the exercise price per share.

## 21. Reserves

### Share-based payments reserve

The share-based payments reserve is used to recognise the costs relating to share-based payments issued to employees and officers of the group.

### Warrant reserve

The warrant reserve is used to represent the costs relating to share warrants issued to the Company's brokers and lenders.

### Fair value reserve

A fair value reserve captures the cumulative net change in the fair value of an asset as long as it is still recognised on the financial statements of an entity.

### Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

# Notes to the Financial Statements

CONTINUED

## 22. Notes to the cash flow statement

	Group		Company	
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Loss for the year before tax	<b>(1,900)</b>	(419)	<b>(2,381)</b>	(572)
Profit/(loss) before tax -disposal group	—	(48)	—	—
Adjustments for:				
Finance income (costs)	<b>(252)</b>	—	<b>(218)</b>	41
Depreciation	<b>31</b>	—	<b>4</b>	—
Foreign exchange differences	<b>570</b>	(56)	<b>570</b>	(105)
Interest income	—	(238)	—	(241)
Profit on disposal group	—	(779)	—	(1,076)
Fair value losses	<b>(83)</b>	160	<b>(83)</b>	160
Impairments other financial assets	<b>524</b>	—	<b>524</b>	—
Share-based payments expenses	<b>182</b>	—	<b>182</b>	—
Operating cash flows before movements in working capital	<b>(928)</b>	(1,380)	<b>(1,402)</b>	(1,793)
(Increase)/decrease in inventories	—	—	—	—
(Increase)/decrease in receivables	<b>(32)</b>	1,014	<b>(13)</b>	1,078
Increase/(decrease) in payables	<b>(450)</b>	(47)	<b>(46)</b>	(22)
Cash generated from/(used in) operations	<b>(1,410)</b>	(413)	<b>(1,461)</b>	(737)
Tax paid	<b>(214)</b>	—	<b>(139)</b>	—
Net finance costs	<b>27</b>	—	<b>(88)</b>	—
Net cash generated from/(used in) operating activities	<b>(1,597)</b>	(413)	<b>(1,688)</b>	(737)

### Cash and cash equivalents

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with a maturity of three months or less. The carrying amount of these assets approximates to their fair value.

## 23. Share-based payments

### Options/Warrants

The Company has issued share options to certain employees and officers of the Group, along with external third parties and warrants to the Company's brokers for costs directly associated with share issuance. All share options/warrants vest immediately or within three years of the issue date. If the share options/warrants remain unexercised after the relevant time period from the date of grant the share options/warrants expire.

# Notes to the Financial Statements

CONTINUED

## 23. Share-based payments (continued)

Details of the Company's share options/warrants outstanding during the year are as follows:

	Year ended 31 December 2025		Year ended 31 December 2024	
	Number of share options/warrants	Weighted average exercise price p	Number of share options/warrants	Weighted average exercise price p
Outstanding at beginning of year	60,926,189	6.00	84,376,189	4.76
Granted during the year	377,193,332	1.12	—	—
Exercised during the year	—	—	—	—
Expired during the year	(19,250,000)	1.70	(23,450,000)	1.50
Outstanding at the end of the year	418,869,521	2.21	60,926,189	6.00
Exercisable at the end of the year	418,869,521	2.21	60,926,189	6.00

The share options outstanding at 31 December 2025 had a weighted average exercise price of 1.90p (2024: 6.00p) and a weighted average remaining contractual life of 2.90 years (2024: 1.60 years).

On 8 May 2025, the Company issued 25,560,000 options of which 13,700,000 have been awarded to Directors and a further 11,860,000 options have been awarded to employees, consultants and officers of the Company. The options vest and are exercisable immediately on award, with an exercise price of 1.35p. All share options issued to directors and employees are recognised as an expense in the income statement over the vesting period of the options.

No options were exercised during the year.

A total of 19,250,000 (2024: 23,450,000) share options expired during the year. The options which expired during the year, 50% of the options expired an exercise price of 1.40p and the rest at 2p per ordinary share, (2024: 10.00p) per ordinary share.

On 13 November 2025, the Company issued a total of 333,333,332 (2024: nil) warrants associated with the fundraising were issued to placees, one warrant for every share. The warrants are exercisable at 1.20p (2024: nil) per ordinary share and are to be exercised within 3 years of being issued.

On 13 November 2025, the Company issued a total of 18,300,000 (2024: nil) warrants associated with the fundraising were issued to brokers directly. The warrants are exercisable at 1.20p (2024: nil) per ordinary share and are to be exercised within 3 years of being issued.

No warrants were exercised during the year.

No warrants expired during the year.

New options and warrants granted are valued using the Black Scholes model, a commonly used option-pricing model. The calculation of volatility used in the model is based upon the share price and equity instrument movements during the financial period. The following factors are all taken into consideration when the options are valued:

- Weighted average share price
- Expected volatility
- Expected dividends
- Stock price
- Exercise price
- Option life
- Risk free interest rate

## Notes to the Financial Statements

CONTINUED

### 23. Share-based payments (continued)

The inputs used to value new warrants issued during the period under review are as follows:

Fair value was determined by using the Black-Scholes Valuation Model.

The following inputs were used for new options issued:

	2025 (Warrants)	2025 (Options)
Average spot at grant date (pence)	0.70	1.00
Expected volatility	95.85%	99.43%
Expected option life	3	5
Expected dividends	—	—
The risk-free interest rate	3.87%	4.03%

Share options have been valued using the Black-Scholes model.

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous year.

The expected life used in the model has been adjusted; based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

The total charge in the year to the income statement was £181k (2024: £Nil). The total amount recognised in equity by the Group relating to share-based payments at the Balance Sheet date is £2,010k (2024: £2,007k) in the share-based payments reserve after the reversal of expired and lapsed share options, and £179k (2024: £98k) in the warrants reserve.

### 24. Financial instruments

#### Finance Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Capital
- Market
- Interest rate
- Foreign currency
- Credit
- Liquidity

This information included relates to the exposure to each risks, the objectives, policies and processes for measuring and managing risk. Management determines, as required, the degree to which it is appropriate to use financial instruments to mitigate risk. Currently the Company's principal financial instruments comprise cash and cash equivalents and equity capital. The Company does not enter into complex derivatives to manage risk. There is no material difference between the book value and fair value of the Group cash balances, trade and other receivables, trade payables.

#### Significant accounting policies

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the basis of measurement and the basis for recognition of income and expenses) for each class of financial asset, financial liability and equity instrument are disclosed in note 3.

# Notes to the Financial Statements

CONTINUED

## 24. Financial instruments (continued)

### Categories of financial instruments

The Group calculates the fair value of assets and liabilities by reference to amounts considered to be receivable or payable at the balance sheet date.

The Group's financial assets and liabilities, which book value approximate their fair value.

Trade payables are non-interest bearing and are normally settled within 30 days. Other payables are to be settled within the next 12 months, as and when they become due.

### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern. The Group is not subject to externally imposed capital requirements. The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

On 24 January 2024, the Company announced that it had agreed terms for the disposal of the Manica Gold Project with its Mozambique partner, MMP. The Share Purchase Agreement in relation to the sale by the Company of its entire interests in the project for a consideration of up to US\$15 million in cash in regular staged payments by the Buyers over the period to 1 March 2027. On 24 February 2025, the Company announced that they had agreed with MMP, and parties related to MMP, to reschedule the US\$3 million balloon payment due on or before 1 March 2027 as well as the additional deferred payments connected with the decision to build a sulphide orebody plant both as set out in the share purchase agreement. To date, the Company has received all of the consideration due to be paid by the Buyers amounting to US\$7.50 million in aggregate.

The group continues to utilise cash received from the sale of the Manica Gold Project and will also consider project funding along with capital raisings where necessary.

### Market risk management

The Group's activities expose it primarily to the financial risks of foreign currency exchange rates. The Group applies a continuous review process to manage its exposure to foreign currency and equity price risk:

- The respective exchange rates of the currencies for which the Group holds significant balances are monitored on a daily basis
- known cash requirements in the respective currencies in which the Group transacts are matched against cash reserves and any shortfalls are addressed through transfers throughout the longest practical timeframes in order to minimise as best as possible foreign currency risk; and
- strategies are updated on a regular basis to reflect actual market data and the changing needs of the business.

### Interest rate risk management

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in interest rates. Currently, the Company has no borrowings and therefore no risk of significant fluctuations. The Company's exposure to interest rate risk is limited to its cash and cash equivalents held and are not considered material.

## Notes to the Financial Statements

CONTINUED

### 24. Financial instruments (continued)

#### Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies and consequently exposures to year end and average exchange rate fluctuations arise.

The Group is mainly exposed to the US Dollar, Australian Dollar, Euro and Danish Krone currency risk. In 2024, the Group disposed of the Manica Gold Project in Mozambique and no longer has an exposure to the Mozambican Metical.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (including tax liabilities) at the reporting date are as follows:

Group	Liabilities		Assets	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
US dollar	195	212	595	2,207
Australian Dollar	3	3	25	33
Euro	9	6	6	7
Moroccan Dirham	—	—	99	—
Danish Krone	2	7	—	—
<b>Total</b>	<b>209</b>	<b>228</b>	<b>725</b>	<b>2,247</b>

Company	Liabilities		Assets	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
US dollar	875	877	633	2,237
Australian Dollar	—	—	6,849	6,773
Euro	—	—	1	3
Moroccan Dirham	—	—	—	—
Danish Krone	—	—	203	192
<b>Total</b>	<b>875</b>	<b>877</b>	<b>7,686</b>	<b>9,205</b>

#### Sensitivity analysis

A 10% strengthening of the British pound against the respective currencies at 31 December 2025 would have increased/ (decreased) profit and loss by the amounts shown below:

	Group		Company	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
US dollar	79	242	(24)	136
Australian Dollar	2	3	685	677
Euro	—	—	—	—
Moroccan Dirham	10	—	—	—
Danish Krone	—	(1)	20	19
<b>Total</b>	<b>91</b>	<b>244</b>	<b>681</b>	<b>832</b>

# Notes to the Financial Statements

CONTINUED

## 24. Financial instruments (continued)

### Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's principal financial assets are cash deposits and the credit risk on these liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

An allowance for impairment is made where there is an identified loss event, which is evidence of a reduction in the recoverable cashflows.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

	Group		Company	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Trade and other receivables	213	148	148	135
Loan receivables	—	—	—	—
Loans to group companies	—	—	8,252	7,647
Cash and cash equivalents	2,293	2,170	2,229	2,157
Manica disposable receiveable	6,337	8,841	6,337	8,841
<b>Total</b>	<b>8,843</b>	<b>11,159</b>	<b>16,966</b>	<b>18,780</b>

### Liquidity risk management

Liquidity risk is the risk is the possibility that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses. The following are contractual maturities of financial liabilities at the balance sheet date:

	Group		Company	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Trade and other payables	386	437	151	197
Tax payable	321	—	314	—
Other loans	—	395	—	395
<b>Total</b>	<b>707</b>	<b>832</b>	<b>465</b>	<b>592</b>

## Notes to the Financial Statements

CONTINUED

### 24. Financial instruments (continued)

Group 31 December 2025	Carrying amount £'000	2 months or less £'000	2 to 12 months £'000	More than 12 months £'000
Trade and other payables	386	340	46	—
Tax payable	—	—	—	—
Other loans	—	—	—	—
<b>Total</b>	<b>386</b>	<b>340</b>	<b>46</b>	<b>—</b>

Company 31 December 2025	Carrying amount £'000	2 months or less £'000	2 to 12 months £'000	More than 12 months £'000
Trade and other payables	151	117	34	—
Other loans	—	—	—	—
<b>Total</b>	<b>151</b>	<b>117</b>	<b>34</b>	<b>—</b>

Group 31 December 2024	Carrying amount £'000	2 months or less £'000	2 to 12 months £'000	More than 12 months £'000
Trade and other payables	437	437	—	—
Tax payable	—	—	—	—
Other loans	—	—	—	—
<b>Total</b>	<b>437</b>	<b>437</b>	<b>—</b>	<b>—</b>

Company 31 December 2024	Carrying amount £'000	2 months or less £'000	2 to 12 months £'000	More than 12 months £'000
Trade and other payables	197	197	—	—
Other loans	—	—	—	—
<b>Total</b>	<b>197</b>	<b>197</b>	<b>—</b>	<b>—</b>

# Notes to the Financial Statements

CONTINUED

## 25. Related party transactions

### Group

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation. During the year the Company invoiced fees to subsidiaries within the group amounting to a total of £nil (2024: £nil).

### Transactions with directors

Lion Mining Finance Limited, a Company incorporated in England and Wales, in which Colin Bird is a Director and shareholder has provided and continues to provide essential administrative services to the Company to carry out its operations in a cost-efficient manner. The total for services provided during the year amounted to £36k plus VAT. An amount of £nil was outstanding as at 31 December 2025 (2024 : £4k).

A total £25k (2024: £26k) of Alastair Ford's fee was invoiced by Sofabar Consulting Ltd, a company controlled by him.

As at 31 December 2025 directors' fees of 3k (2024: £23k) relating to current and prior year fees remain outstanding, of which £nil (2024: £11k) relates to Colin Bird, £nil (2024: £7k) relates to Joel Silberstein, £3k (2024: £3k) relates to Alastair Ford and £nilk (2024: £2k) relates to Kjeld Thygesen.

The emoluments of the Directors are disclosed in note 8 on page 67.

The Directors' shareholding and options are disclosed in the Report of the Directors.

### Remuneration of key management personnel

The remuneration of the Directors and other staff members, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures. Further information about the remuneration of individual directors is provided in note 8 on page 67.

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Salaries and other short-term employee benefits	268	304
Share-based payments	100	—
	<b>368</b>	304

## Notes to the Financial Statements

CONTINUED

### 26. Contingent liability

#### Nexus Collaboration Agreement

On 10 December 2019, the Company announced that the Collaboration Agreement for the exploitation of the Manica alluvials had been terminated by Nexus Capital Holdings PTE Limited (“Nexus”) with an effective date of 2 December 2019. Prior to termination, Nexus had disputed the receipts in respect of alluvial gold production and pending resolution of this and as provided for under the Collaboration agreement, Nexus had submitted a claim to South African arbitration on 21 June 2019 for payment of US\$347K, being the gross proceeds from alluvial gold sales due to Nexus as at the end of April 2019.

On 3 October 2019, Nexus amended its claim to US\$110K plus interest which was submitted by Nexus to the arbitrators. On 14 November 2019, a South African “arbitral tribunal” determined that Nexus’ claim could be heard in South Africa, but no ruling was made on the quantum of Nexus’ claim. Explorator challenged whether a South African arbitration tribunal had jurisdiction and appealed on this basis to the South African High Court.

The appeal process requires Nexus to have delivered an answering affidavit by the middle of February 2020. Instead of doing this Nexus attorneys’ withdrew as such. New attorneys came on record in December 2020, but the answering affidavit, which was even by then grossly overdue, has still not been delivered. Having regard to the extent that it is overdue, it is probable that the appeal will succeed on an unopposed basis. In any event, it is the Board’s view that, even if Nexus does now deliver an answering affidavit and the appeal fails, the Arbitration Tribunal will not make an award in favour of Nexus.

### 27. Ultimate controlling party

The Directors believe there is no ultimate controlling party.

### 28. Events after balance sheet date

#### Silverking Mining Licence Joint Venture

On 3 February 2026, the Company announced that it had entered into an agreement with with Oval Mining Limited (“**Oval**”) the holder of Small Scale Mining Licence 34544-HQ-SML in the Mumbwa District of Zambia (the “**Mining Licence**”) and Cooperlemon Consultancy Limited (“**Cooperlemon**”) to enter into a new joint venture for the development of copper mining operations at the Mining Licence (“**Silverking Mining Joint Venture**”) to produce copper concentrate.

#### Terms of the Silverking Mining Joint Venture

**Consideration:** US\$0.75 million of the US\$1.5 million consideration was paid by Xtract in February 2026 and the balance of US\$0.75 million was due by 31 March 2026 which was settled from the Company’s existing resources.

**Future Funding:** The Parties anticipate that any further funding required by the Silverking Mining Joint Venture over and above that already provided to date by Oval, and to be provided by Xtract in accordance with the JV Agreement, shall be raised by the Silverking Mining Joint Venture rather than contributed to by the joint venture Parties.

**Distribution of surplus cashflow:** Sufficient Funds shall be retained by the Silverking Mining Joint Venture to cover 3 months working capital requirements including but not limited to any taxes due (“**Working Capital Provision**”). After the Working Capital Provision there shall be a distribution of surplus cash flow on a calendar quarter basis within 30 days of the end of each calendar quarter, unless otherwise agreed by the Mining Committee (“**Quarterly Distributions**”). 35% of the Quarterly Distribution will be paid to Xtract.

# Notes to the Financial Statements

CONTINUED

## 28. Events after balance sheet date (continued)

### Award of Options

On 25 March 2026, the Company awarded 35,600,000 new options to Directors and a further 44,100,000 new options to employees, consultants and other officers of the Company.

The new options vest in three (3) tranches: (i) One-third vests immediately on award; (ii) one-third vests upon the commencement of production at the Silverking Mine; and (iii) one-third vests on 1 November 2026. The new options have an exercise price of 1.40p per new Ordinary Share. The options will lapse five years after the date of the award, 25 March 2031.

### Mining Licence Granted

On 2 June 2026 the Company announced that a mining licence had been granted for the Amghas antimony project in northwest Morocco, marking a major step toward near-term production. In parallel, the Company had begun relocating existing processing plant infrastructure from Casablanca to Amghas, while Wildstone SARL ("Wildstone"), the Company's 80%-owned venture, finalises documentation for a processing permit to install a gravity plant on site.

## Company Information

### Directors

Colin Bird, Executive Chairman  
Joel Silberstein, Finance Director  
Alastair Ford, Non-Executive Director  
Kjeld Thygesen, Non-Executive Director

### Company Secretary

Lion Mining Finance Limited  
1st Floor, 24 Ives Street  
London SW3 2ND

### Nominated Advisor and Joint Broker

Beaumont Cornish Limited  
5-10 Bolton Steet  
London W1J 8BA

### Joint Brokers

AlbR Capital Limited  
2nd Floor  
7-10 Chandos Street  
London W1G 9DQ

Shard Capital Partners LLP  
The Willis Building  
51 Lime Street  
London EC3M 7DQ

### Company Registered Number

05267047

### Bankers

NatWest  
2nd Floor  
180 Brompton Road  
London SW3 1HL

### Solicitors

Druces LLP  
6th Floor  
99 Gresham Street  
London EC2V 7NG

### Auditors

MAH, Chartered Accountants  
2nd Floor  
154 Bishopsgate  
London EC2M 4LN

### Registrars

MUFG Corporate Markets  
10th Floor  
Central Square  
29 Wellington Street  
Leeds LS1 4DL

### Registered address

1st Floor  
24 Ives Street  
London SW3 2ND

