



Mining, Minerals & Metals plc

Interim Results for the Six Months Ended 31 July 2022

Mining, Minerals & Metals plc (“MMM” or the “Company”) is pleased to present its unaudited financial statements for the for the 6 months ended 31 July 2022 (“Financial Statements”).

Chairman's Statement

I have pleasure in presenting the Financial Statements of MMM.

The Company was formed to undertake the acquisition of a controlling interest in a business (either shares or assets) that has operations in the natural resources sector (an “Acquisition”), reflecting the experience of the Company’s board of directors.

Since the Company’s IPO on the Main Market of the London Stock Exchange in March 2020, the Company has seen a steady flow of potential Acquisition opportunities and has actively reviewed many projects covering all stages of development from exploration through to producing assets over a range of commodities across multiple jurisdictions.

In October 2021 the Company announced that it had entered into a non-binding term sheet with Africa Resources Holdings, LLC (“ARH”) to acquire the entire issued share capital of Narnia Mauritius Gas Holdings Limited (“NMGH”), that will hold a 95% interest in Inert Gas Industries (Proprietary) Limited (“IGI”), which in turn owns the Lindley Natural Gas Project (“LNGP”) exploration licences situated in the Free State Province of South Africa (the “Proposed Transaction”).

ARH have indicated that the LNGP exploration licences cover an area of over 20,000 hectares with a portion of the LNGP licence area being previously operated by the Anglo-American Corporation of South Africa Limited for approximately ten years producing both Methane and Helium gas. The Methane gas was flared whilst the Helium gas was sold locally in South Africa. Subject to compliance with all the requirements of the regulatory authorities in South Africa, following completion of the Proposed Transaction, the Company intends to secure production permits to facilitate the production and distribution of Methane, Helium and any other marketable products from LNGP.

As the Proposed Transaction, if completed, would constitute a reverse takeover under the Listing Rules the Company has suspended trading of its shares on the London Stock Exchange pending the publication of a prospectus providing further detail on NMGH, IGI and LNGP and the Company as enlarged by the Proposed Transaction.

The Proposed Transaction is conditional on (i) satisfactory due diligence, (ii) entering into a definitive legal agreement, (iii) raising further funds for the Proposed Transaction, (iv) approval by shareholders at a General Meeting to be convened, (v) obtaining all necessary approvals (if required), and (vi) granting of eligibility for the readmission of the Company to the Official List by the FCA.

The Company has been made aware through the due diligence process that the project licence has not been renewed and that the project vendors are currently appealing the refusal to renew. The Company does not know whether the appeal will succeed or how long it will take to be decided.

Given the above, there can be no certainty that the Proposed Transaction will take place and the Company intends to update the market in the near term as to whether it will proceed or resolve to pursue another course of action.

Roy Pitchford
Chairman

STATEMENT OF COMPREHENSIVE INCOME
for the period ended 31 July 2022

	For six months ended 31 July 2022 (unaudited)	For six months ended 31 July 2021 (unaudited)	For year ended 31 January 2022 (audited)
	£	£	£
	Note		
Revenue	-	-	
Administrative expenses	(68,260)	(91,720)	(172,468)
Operating profit	(68,260)	(91,120)	(172,468)
Finance income	48	-	-
Finance costs	(340)	(120)	(292)
Profit before taxation	(68,553)	(91,840)	(172,760)
Income tax	-	-	
Total comprehensive loss for the year	(68,553)	(91,840)	(172,760)
Earnings per share	7		
Basic and diluted (pence per share)	(0.21)	(0.29)	(0.54)

The accompanying notes form an integral part of the financial information.

STATEMENT OF FINANCIAL POSITION
As at 31 July 2022

	Note	At 31 July 2022 (unaudited) £	At 31 July 2021 (audited) £	At 31 January 2022 (audited) £
ASSETS				
<i>Current assets</i>				
Cash and cash equivalents		114,174	281,383	200,354
Trade and other receivables		13,076	16,238	8,269
Total assets		127,250	297,621	208,623
EQUITY				
<i>Equity Attributable to Owners of the company</i>				
Share capital	8	320,500	320,500	320,500
Share premium		406,167	406,167	406,167
Retained earnings		(624,620)	(475,147)	(556,067)
Total equity		102,047	251,520	170,600
LIABILITIES				
Non-current liabilities				
Long-term borrowings		10,469	10,469	10,469
Total non-current liabilities		10,469	10,469	10,469
Current liabilities				
Trade and other payables		14,734	35,632	27,554
Total current liabilities		14,734	35,632	27,554
Total liabilities		25,203	46,101	38,023
TOTAL EQUITY AND LIABILITIES		127,250	297,621	208,623

The accompanying notes form an integral part of the financial information.

This report was approved by the board and authorised for issue on 27 October 2022 and signed on its behalf by:

Roy Pitchford
Non-Executive Chairman

STATEMENT OF CHANGES IN EQUITY
for the period ended 31 July 2022

	Share capital £	Share premium £	Retained earnings £	Total equity £
Balance at 31 January 2021 (audited)	320,500	406,167	(383,307)	343,360
Shares issued				
Total comprehensive loss for the year	-	-	(91,840)	(91,840)
Balance at 31 July 2021 (unaudited)	320,500	406,167	(475,147)	251,520
Balance at 31 January 2021 (audited)	320,500	406,167	(383,307)	343,360
Total comprehensive loss for the year	-	-	(172,760)	(172,760)
Balance at 31 January 2022 (audited)	320,500	406,167	(556,067)	170,600
Total comprehensive loss for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(68,553)	(68,553)
Balance at 31 July 2022 (unaudited)	320,500	406,167	(624,620)	102,047

The accompanying notes form an integral part of the financial information.

STATEMENT OF CASHFLOWS
for the period ended 31 July 2022

	Six months ended 31 July 2022 (unaudited) £	Six months ended 31 July 2021 (unaudited) £	Year ended 31 January 2022 (audited) £
Loss before tax	(68,533)	(91,840)	(172,760)
<i>Adjusted for:</i>			
(Increase)/Decrease in trade and other receivables	(4,807)	8,953	16,922
(Decrease)/Increase in trade creditors	(12,820)	618	(7,460)
Net cash used in operating activities	<u>(86,181)</u>	<u>(82,269)</u>	<u>(163,298)</u>
Net (decrease)/increase in cash and cash equivalents	<u>(86,181)</u>	<u>(82,269)</u>	<u>(163,298)</u>
Cash and cash equivalents at beginning of the year	200,354	363,652	363,652
Cash and cash equivalents at end of the year	<u>114,174</u>	<u>281,383</u>	<u>200,354</u>

The accompanying notes form an integral part of the financial information.

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated on 28 January 2013 in England and Wales as a limited company, limited by shares and with Registered Number 08377465 under the Companies Act 2006. The Company's registered office address is 1 King Street, Office 3.05, London EC2V 8AU. The Company has not yet commenced business. The company re-registered as a public limited company on 22 October 2018.

The Company's objective is to undertake an acquisition of a target company or business in the natural resources sector.

Other than the Directors the company did not have any staff.

2. ACCOUNTING POLICIES

Basis of preparation

The principal accounting policies adopted by the Company in the preparation of the Company Financial Information are set out below.

The financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations as endorsed by the EU ("IFRS") and the requirements of the Companies Act applicable to companies reporting under IFRS.

The Company Financial Information has been presented in Pounds Sterling, being the functional currency of the Company.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Directors to exercise their judgment in the process of applying the Company's accounting policies. The Company's accounting policies as well as the areas involving a higher degree of judgment and complexity, or areas where assumptions and estimates are significant to the Company financial statements are disclosed in the audited annual report for the year ended 31 January 2021 and are available on the Company's website.

In the opinion of the management, the interim unaudited financial information includes all adjustments considered necessary for fair and consistent presentation of this financial information. The interim unaudited financial information should be read in conjunction with the Company's audited financial statements and notes for the year ended 31 January 2022.

Going Concern

These financial statements have been prepared on a going concern basis as the Directors have reasonable expectation that the Company has adequate resources to continue in operational existence. The Company is a start-up company and does not currently have any service offering or customer base, however, it has successfully been admitted to the London Stock Exchange – Main Market where it has already raised £726,667 to fund its business plans.

The Directors consider there to be uncertainty over the timing and occurrence of a potential acquisition, however given the proceeds raised to the date of this report and having regard to forecast operating costs there is sufficient headroom to remain in operational existence for a period of at least 12 months from the date the financial statements were approved.

The warrant holders have indicated their intention to exercise their warrants. This would provide the company with circa £686 667 before costs of converting the warrants.

3. DIRECTORS' EMOLUMENTS

No amount was paid or become payable to any of the Directors of the Company and there were no staff costs as no staff was employed by the Company during the period ended 31 July 2022 (2021: NIL).

4. FINANCIAL RISK MANAGEMENT

The Company uses a limited number of financial instruments, comprising cash and various items such as trade payables, which arise directly from operations. The Company does not trade in financial instruments.

Financial risk factors

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

(a) Credit risk

The Company does not have any major concentrations of credit risk related to any individual customer or counterparty.

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the Company ensures it has adequate resource to discharge all its liabilities. The directors have considered the liquidity risk as part of their going concern assessment.

Fair values

Management assessed that the fair values of cash trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

5. CAPITAL MANAGEMENT POLICY

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

6. FINANCIAL INSTRUMENTS

The Company's principal financial instruments comprise cash and cash equivalents and other payable. The Company does not use financial instruments for speculative purposes.

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

	31 July 2022 £	31 July 2021 £	31 January 2022 £
Financial assets			
Cash and cash equivalents	114,174	281,383	200,354
Total financial assets	<u>114,174</u>	<u>281,383</u>	<u>200,354</u>
Financial liabilities measured at amortised cost			
Trade and other payables	14,734	35,652	27,554
Borrowings	10,469	10,469	10,469
Total financial liabilities	<u>25,203</u>	<u>46,121</u>	<u>38,023</u>

There are no financial assets that are either past due or impaired. The financial liabilities are due for payment in 1 to 3 months.

7. EARNINGS PER SHARE

The loss per share has been calculated using the loss for the year and the weighted average number of ordinary shares entitled to dividend rights which were outstanding during the year. There were no potentially dilutive ordinary shares at the year end.

	31 July 2022 £	31 July 2021 £	31 January 2022 £
Loss for the period attributable to equity holders of the Company	(68,553)	(91,840)	(172,760)
Weighted average number of ordinary shares (number of shares)	32,049,999	32,049,999	32,049,999
Loss per share (pence per share)	(0.21)	(0.29)	(0.54)

8. SHARE CAPITAL

Ordinary shares of £0.01 each

	Number of shares	Amount £
Issued, called up and paid	32,049,999	320,500
	<u>32,049,999</u>	<u>320,500</u>

As at 31 July 2022, the Company had 17,166,667 warrants in issue exercisable at £0.04 per share and expiring on 6 September 2022. The Board has resolved that these warrants should be extended a year until 6 September 2023.

9. RELATED PARTY TRANSACTIONS

Key management are considered to be the directors and the key management personnel compensation has been disclosed in note 3.

10. POST BALANCE SHEET EVENT

There have been no material post interim balance sheet events.

11. ULTIMATE CONTROLLING PARTY

At 31 July 2022, there was no ultimate controlling party.