



# **MINING, MINERALS & METALS PLC**

**Company Number: 08377465**

**ANNUAL REPORT AND ACCOUNTS**

**For the year ended**

**31 January 2022**

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**COMPANY INFORMATION**

Directors	Konosoang (“Kay”) Asare-Bediako Roy Pitchford Michael (“Mike”) Stewart Jonathan (“Johnny”) Martin Smith (appointed 15 February 2021)
Company Number	08377465
Company Secretary	Silvertree Partners LLP (appointed 15 February 2021)
Registered Office	1 King Street Office 3.05 London EC2V 8AU
Financial Advisor and Broker	Tavira Securities Limited 13 <sup>th</sup> Floor 88 Wood Street London EC2V 7DA
Auditors	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
Registrars	Neville Registrars Limited Steelpark Road Halesowen B62 8HD
Company Website	<a href="http://www.mmmplc.com">www.mmmplc.com</a>

## **CHAIRMAN'S STATEMENT**

I have pleasure in presenting the 2022 Annual Report and Accounts of Mining, Minerals & Metals Plc (the "Company").

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.

I am pleased to report that due diligence is progressing, and we are aiming to complete the Proposed Transaction and re-list in Q2 2022. I look forward to reporting our progress to you in this regard over the coming months.



**Roy Pitchford**  
*Chairman*  
30 May 2022

## **STRATEGIC REPORT**

### **Overview**

The primary objective of the strategic report is to provide information for the shareholders and help them to assess how the directors have performed their duty, under section 172 of the Companies Act 2006, to promote the success of the company and to provide context for the related financial statements.

The duty of a director, as set out in section 172 of the Act, is to act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members, and in doing so have regard (amongst other matters) to:

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

The Company is in its early stages and does not have any employees other than the board of Directors. Since listing in March 2020, the Company has sought a suitable Acquisition and in October 2021 entered a non-binding term sheet for the Proposed Transaction, further details of which are set out in the review of business section below.

The Company has had relatively little interaction with its members and internal stakeholders during and subsequent to the financial year and it should be noted that due to the early stage of the Company's development, the Board also deems the Company's impact on external stakeholders to have been minimal during the financial year.

### **Review of the Company's Business**

The Company was set up to undertake an Acquisition in the natural resource sector, that it will then look to develop.

On 6 March 2020, the Company successfully admitted its Ordinary Shares to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the Main Market of the London Stock Exchange. In conjunction with this the Company raised gross proceeds to date (including £514,000 on admission to the main market) of approximately £726,667.

As noted in the Chairman's Statement, the Company has evaluated potential Acquisition opportunities and in October 2021 entered into a non-binding term sheet with ARH to acquire the entire issued share capital of NMGH, that will hold a 95% interest in IGI, which in turn owns the LNGP exploration licences situated in the Free State Province of South Africa.

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.

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### **Financing of the Company and the Proposed Transaction**

The Directors intend to use existing cash resources to fund the due diligence and other transaction costs in respect of the Proposed Transaction. The Directors will seek to minimise costs expended on professional, advisory, and administrative fees. Additionally, the Company has considerable flexibility in how it may finance the consideration for the Proposed Transaction, although at this stage it is likely this will happen via the issue of additional shares in the Company. It is also likely that in conjunction with the Proposed Transaction further equity funds will be raised through the issue of shares in the Company.

### **Key Performance Indicators**

The Directors track the following as the Company's key performance indicators ("KPIs"):

- Administrative expenses
- Cash holdings

The Company's accounting systems track performance on a monthly basis in particular focusing on working capital needs. These KPIs will be refined and augmented as the Company's business develops. If the Acquisition is completed; the Directors expect the KPIs to focus on revenue generation and the growth of the acquisition target.

### **Principal Risks and Uncertainties**

The Directors consider the principal risks and uncertainties facing the Company and a summary of the key measures taken to mitigate those risks are as follows:

#### ***Financial risks***

The effective management of its financial exposures is central to preserving the Company's performance. The Company is exposed to financial market risks and may be impacted negatively by fluctuations in general capital market sentiment and cyclicalities. These factors may create volatility in the Company's results to the extent that they are not effectively hedged.

The Company's outsourced finance team provides support to the board to ensure accurate financial reporting and tracking of business performance. Reporting on financial performance is provided on a regular basis to senior management and the Board.

#### ***Operational risks***

The success of the Company's business strategy is dependent on its ability to complete Acquisition opportunities and the subsequent performance of the acquired entities.

The Directors seek to manage these risks by leveraging the experience of the executive team and complementary skill sets of the non-executive directors to prudently identify, pursue and execute on Acquisition opportunities.

The review of Acquisition targets involves an assessment of the target's business and the markets it operates in, its business plans and management capabilities. In identifying and assessing potential targets, the Board considers the risk profile of the business concerned, in particular, its financial and commercial viability and suitability for a listed company. The Board consults its Financial Advisor and Broker throughout as a means of mitigating risk and complying with the listing Rules. Performance is monitored regularly and reported to the Board.

### **Corporate Responsibility**

The Company takes its responsibilities as a corporate citizen seriously. The Board's primary goal is to create shareholder value but in a responsible manner that serves all stakeholders.

### **Governance**

The Board considers corporate governance as a critical component of the Company's success. The Company has an effective and engaged Board with a strong non-executive presence from diverse backgrounds. The Board is committed to ensuring that particularly as the Company's business develops, the Company's values are reinforced, effective risk management practices are implemented and that the Company adheres to high standards of corporate governance.

The Company has decided not to apply a Corporate Governance Code provisions given its current size and resources. The Company is a small company with modest resources. The Company has a clear mandate to optimise the allocation of limited resources to source acquisitions and support its future plans. As such the Company strives to maintain a balance between conservation of limited resources and maintaining robust corporate governance practices. As the Company evolves, the Board is committed to enhancing the Company's corporate governance policies and practices deemed appropriate to the size and maturity of the organisation.

The management report for the period is constituted by the content of the Strategic Report and Directors' Report.

### **Growth Strategy and Outlook**

The Company's near-term goals are to execute its Acquisition strategy and complete the Proposed Transaction. In the event of the completion of the Proposed Transaction, the Board expects the immediate focus to be on developing the LNGP.

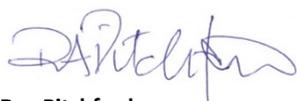
### **Going Concern**

These financial statements are prepared on the going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities and commitments in the normal course of business.

The Company has limited administrative expenses associated with its continuing operations and its liabilities are limited to trade payables associated with the administrative expenditure. The Directors have prepared budgetary forecasts for the period ended 30 June 2023, considering operating cashflows and expenditure requirements for the Company.

The Directors are of the opinion that the Company will be able to undertake its planned activities through to the period ended 30 June 2023 and have prepared the financial statements on the going concern basis. The financial statements do not include any adjustments that would result if the Group was unable to continue as a going concern.

On behalf of the Board,



**Roy Pitchford**  
*Director*

30 May 2022

## **BOARD OF DIRECTORS**

### **Roy Pitchford - Chairman**

Roy brings over 30 years' executive and managerial expertise as well as a proven track record in Southern Africa in the junior mining industry to the Company. Roy has particular responsibilities for co-ordinating and reviewing potential reverse takeover targets.

During his career in the resource development arena Roy has held the position of Chief Executive Officer for Cluff Resources Zimbabwe Ltd, Masasa Mines (Pvt) Ltd, Zimbabwe Platinum Mines Ltd, African Platinum Plc, African Minerals Ltd, and Vast Resources Plc. He is currently a Non-Executive Chairman of Contango Holdings Plc.

Roy is a qualified Chartered Accountant (CA (Z)).

### **Konosang ("Kay") Asare-Bediako – Non-Executive Director**

Kay is an experienced deal maker and business leader, with extensive experience in finance and investment banking.

Kay is a director at Absa Group within the Investment Banking Division, responsible for the origination and implementation of Investment Banking mandates. Prior to joining Absa Group, Kay was an executive director at Moshe Capital where she headed up the Corporate Finance division. Whilst at Moshe Capital, Kay grew the team from two people in 2015 to twelve in 2020; making Moshe Capital one of the most formidable black, female-owned and managed corporate finance firms in South Africa. In 2019 Moshe Capital was awarded the "Corporate Finance team of the year" by The Association of Black Securities and Investment Professionals.

Before joining Moshe Capital, Kay worked within the Investment Banking Division of Deutsche Bank as a Senior Associate. She is a former director of Malundi Coal, a mining investment company, and a former a non-executive director of Yalu Financial Services, a provider of credit life insurance.

Kay holds a Bachelor of Business Science with Finance Honours from the University of Cape Town and is a qualified chartered accountant (CA(SA)) and a recipient of the Columbia Business School Certificate in Business Excellence.

### **Michael ("Mike") Stewart - Non-Executive Director**

Mike is an experienced managing director and chief executive with a track record of delivering rapid, multimillion-pound growth and has many years of experience in business turnarounds, acquisitions, business transformations and growth.

Mike's international experience encompasses large multinational businesses such as Sasol, Mondi, Anglo American, Linpac, Mainetti and Schletter as well as the SME sector and Private Equity.

Mike currently holds the following directorships: Linkcove Ltd, VAT Reclaim Ltd, Stewart Stratco Ltd. In the past five years, Mike has held the following other directorships: Schletter Africa Ltd and VAT Recovery Ltd.

### **Jonathan ("Johnny") Martin Smith - Non-Executive Director**

Johnny is an Independent Non-Executive Director and Chairman of the Remuneration Committee of IRC. He stepped down as a partner of the specialist mining advisory firm Legacy Hill Capital to take up being Chief Executive Officer of Sumner Group Mining Plc (previously known as VI Mining Plc). He was the founder of London based Smith's Corporate Advisory, which he sold to UK stockbroker Westhouse Holdings in 2010, where he subsequently headed the mining practice. Prior to establishing his own firm, he worked at UBS, Credit Suisse and Williams de Broe. He recently served as a Temporary Independent Non-Executive Director of Petropavlovsk Plc for the months of July and August 2020.

## **DIRECTORS' REPORT**

The Directors present their report together with the audited financial statements, for the year ended 31 January 2022.

The Company was incorporated on 28 January 2013 in England and Wales, as private company, and it re-registered as a public limited company on 22 October 2018. The company was subsequently listed on the Main Market for listed securities of the London Stock Exchange on 6 March 2020.

### **Results and dividends**

The results for the period are set out in the Statement of Comprehensive Income on page 10. The Directors do not recommend the payment of a dividend on the ordinary shares.

### **Directors**

The Directors of the Company during the year were as follows, all being non-executive Directors:

Konosoang Asare-Bediako

Roy Pitchford

Michael Stewart

Andrew Monk (resigned 15 February 2021)

Matthew Bonner (resigned 15 February 2021)

Jonathan Martin Smith (appointed 15 February 2021)

### **Directors' interests**

The interest and deemed interest in the share capital of the Company by the Directors at the end of financial year are as follows:

<b>Name</b>	<b>Number of Ordinary Shares held</b>	<b>Percentage of Existing Ordinary Shares</b>
Michael Stewart	105,000	0.33%

### **Substantial shareholders**

As at the end of the financial year the total number of issued Ordinary Shares with voting rights in the Company was 32,049,999. The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of this report.

<b>Shareholder</b>	<b>Number of Ordinary Shares held</b>	<b>Percentage of Existing Ordinary Shares</b>
Robert Allen Papiri	8,098,271	25.27%
Michael Sobeck	6,229,327	19.44%
Moshe Capital	3,200,000	9.98%
Tangiers Investment Group LLC	2,339,069	7.30%
Matthew Bonner	1,100,000	3.43%
Paul Welker	1,100,000	3.43%
Eric Dyer	1,000,000	3.12%

### **Dividend policy**

The Company's current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

### **Auditors and disclosure of information**

The directors confirm that:

- there is no relevant audit information of which the Company's statutory auditor is unaware; and
- each Director has taken all the necessary steps 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 statutory auditor is aware of that information.

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

#### **Responsibility Statement**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare financial statements for the Company in accordance with UK adopted International Accounting Standards.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company 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 estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 which disclose with reasonable accuracy at any time, the financial position of the Company to enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The maintenance and integrity of the Mining, Minerals & Metals Plc website is the responsibility of the Directors.

The directors confirm, to the best of their knowledge that:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Strategic Report include a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that it faces.
- the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's performance, business model and strategy.

#### **Financial risk management and future development**

An indication of the likely future developments in the business of the Company are included in the Strategic Report.

An explanation of the Company's financial risk management objectives, policies and strategies is set out in note 10.

#### **Auditors**

The auditors, Crowe U.K. LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

#### **Events after the reporting date**

There have been no material events subsequent to the year end.

The Directors' Report was approved by the Board of Directors on 26 May 2022 and is signed on its behalf by:



**Roy Pitchford**  
Director  
30 May 2022

## **Independent auditor's report to the members of Mining, Minerals & Metals Plc**

### **Opinion**

We have audited the financial statements of Mining, Minerals & Metals Plc (the "Company") for the year ended 31 January 2022 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statement of Cash Flow and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK adopted International Accounting Standards; and
- 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Material uncertainty relating to going concern**

We draw attention to note 2 to the financial statements which explains that the Company's ability to continue as a going concern is dependent on the continued support of the shareholders and that such support is not guaranteed. These conditions indicate the existence of a material uncertainty relating to going concern which may cast significant doubt over the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

As part of our evaluation of the directors' use of the going concern basis of accounting we confirmed the current cash balance, reviewed the forecasted costs for the period until 30 June 2023, compared these to the spend in the 2021 financial year and evaluated the business' ability to continue, based on this expected burn rate of expenses. We also considered the indications of support available to the company from significant shareholders noting that this could not be guaranteed.

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

### **Overview of our audit approach**

#### *Materiality*

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both

focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £5,000 (2021: £10,500), based on 3% of the net assets.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. Performance materiality was set at £3,500 (2021: £7,350).

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £150 (2021: £350). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

#### *Overview of the scope of our audit*

Mining, Minerals & Metals Plc is the only component included in the scope of the audit. Its location is London, United Kingdom.

#### *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.

Going concern was considered to be the only key audit matter. Our work in this area is included within 'Material uncertainty relating to going concern' above.

#### **Other information**

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

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

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

### **Responsibilities of the directors for the financial statements**

As explained more fully in the directors' responsibilities statement set out on page 7 and 8, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

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

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

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulation we considered in this context were the Companies Act 2006 and the Listing Rules.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls and the misstatement of cash balances. Our audit procedures to respond to those risks included direct confirmation of cash balances with the company's bankers, reviewing journal entries and ensuring accounting policies are appropriate under the relevant accounting standards and applicable law.

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

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

#### **Other matters which we are required to address**

We were appointed by management in April 2020 to audit the financial statements for the period ended 31 January 2020 and subsequent periods. Our total uninterrupted period of engagement is three years, covering the periods ending 31 January 2020 to 31 January 2022.

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

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

#### **Use of our report**

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

M Stallabrass

Matthew Stallabrass

Senior Statutory Auditor

For and on behalf of

Crowe U.K. LLP

Statutory Auditor

London

30 May 2022

**STATEMENT OF COMPREHENSIVE INCOME**  
for the year ended 31 January 2022

		Year ended 31 January 2022 £	Year ended 31 January 2021 £
	<b>Note</b>		
Revenue		-	-
Administrative expenses		(172,468)	(207,637)
<b>Operating profit</b>		(172,468)	(207,637)
Finance income		-	25
Finance costs		(292)	-
<b>Loss before taxation</b>		(172,760)	(207,612)
		<hr/>	<hr/>
Income tax	<b>4</b>	-	-
<b>Total comprehensive loss for the year</b>		(172,760)	(207,612)
		<hr/>	<hr/>
Loss per share			
<b>Basic and diluted (pence per share)</b>		<b>(0.54)</b>	<b>(0.69)</b>

STATEMENT OF FINANCIAL POSITION  
as at 31 January 2022

	Note	31 January 2022 £	31 January 2021 £
<b>ASSETS</b>			
<i>Current assets</i>			
Trade and other receivables	5	8,269	25,191
Cash and cash equivalents		200,354	363,652
<b>Total assets</b>		<b>208,623</b>	<b>388,843</b>
<b>EQUITY</b>			
<i>Equity Attributable to Owners of the company</i>			
Share capital	6	320,500	320,500
Share premium		406,167	406,167
Retained earnings		(556,067)	(383,307)
<b>Total equity</b>		<b>170,600</b>	<b>343,360</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	7	27,554	35,014
Borrowings	8	10,469	10,469
<b>Total current liabilities</b>		<b>38,023</b>	<b>45,483</b>
<b>Total liabilities</b>		<b>38,023</b>	<b>45,483</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>208,623</b>	<b>388,843</b>

The notes to the financial statements form an integral part of these financial statements.

The financial statements of Mining, Minerals & Metals plc (registered number 08377465) were approved by the Board of Directors and authorised for issue on 30 May 2022.

They were signed on its behalf by:



**Roy Pitchford**  
Director

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended 31 January 2022

	Share capital £	Share premium £	Retained earnings £	Total equity £
<b>Balance at 31 January 2020</b>	<b>145,500</b>	<b>54,500</b>	<b>(175,695)</b>	<b>24,305</b>
Shares issued	175,000	351,667	-	526,667
Total comprehensive loss for the year	-	-	(207,612)	<b>(207,612)</b>
<b>Balance at 31 January 2021</b>	<b>320,500</b>	<b>406,167</b>	<b>(383,307)</b>	<b>343,360</b>
Total comprehensive loss for the year	-	-	(172,760)	(172,760)
<b>Balance at 31 January 2022</b>	<b>320,500</b>	<b>406,167</b>	<b>(556,067)</b>	<b>170,600</b>

STATEMENT OF CASHFLOWS  
for the year ended 31 January 2022

	Year ended 31 January 2022 £	Year ended 31 January 2021 £
<b>Loss before tax</b>	(172,760)	(207,612)
<i>Adjusted for:</i>		
(Increase)/Decrease in trade and other receivables	16,922	(25,191)
(Decrease)/Increase in trade creditors	(7,460)	(3,254)
Net cash used in operating activities	<u>(163,298)</u>	<u>(236,057)</u>
<b>Financing activities</b>		
Proceeds of new borrowings	-	10,469
Issue of share capital	-	526,667
Net cash from financing activities	-	537,136
<b>Net (decrease)/increase in cash and cash equivalents</b>	<u>(163,298)</u>	<u>301,079</u>
<b>Cash and cash equivalents at beginning of the year</b>	363,652	62,573
<b>Cash and cash equivalents at end of the year</b>	<u>200,354</u>	<u>363,652</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 January 2022**

**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 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.

The Company does not have a defined life as it has no fixed time limit to conduct the Acquisition.

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 Statements are set out below.

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

The Company Financial Statements has been prepared in accordance with UK adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

***Standards and interpretations issued but not yet applied***

A number of new standards and amendments to standards and interpretations have been issued but are not yet effective and, in some cases, have not yet been adopted by the UK. The Directors do not expect that the adoption of these standards will have a material impact on the Company Financial Statements.

***Going concern***

These financial statements are prepared on the going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities and commitments in the normal course of business.

The Company has limited administrative expenses associated with its continuing operations and its liabilities are limited to trade payables associated with the administrative expenditure. The Directors have prepared budgetary forecasts for the period ended 30 June 2023, considering operating cashflows and expenditure requirements for the Company. The Company has also received indications of support from its three largest shareholders (and warrant holders) who have indicated that they will provide additional funding to the Company should this be required to facilitate meetings its ongoing cash requirements.

The Directors are of the opinion that the Company will be able to undertake its planned activities through to the period ended 31 March 2022 and have prepared the financial statements on the going concern basis however the Company will require further funding from the shareholders and as this cannot be guaranteed there exists a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments that would result if the Group was unable to continue as a going concern.

***Share capital***

Proceeds from issuance of ordinary shares are classified as equity. Amounts in excess of the nominal value of the shares issued is recognised as share premium. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against share capital.

***Financial assets and liabilities***

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis.

*Financial assets*

Financial assets which are measured at amortised cost, are measured using the Effective Interest Rate Method (EIR) and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

*Financial liabilities*

The company does not currently have any financial liabilities measured at fair value through profit or loss, therefore all the financial liabilities are initially measured at fair value net of transaction costs and are subsequently measured at amortised cost.

***Use of assumptions and estimates***

In preparing the financial statements judgement was used in considering whether or not a material uncertainty exists in relation to going concern. The directors considered the indications of support received from significant shareholders who have agreed to exercise their warrants in order to provide the company with sufficient cash if required. As this support could not be guaranteed the directors concluded that a material uncertainty exists.

**3. AUDITORS' REMUNERATION**

The loss before income tax is stated after charging:

	2022	2021
	£	£
Auditors' remuneration:		
Fees payable to the Company's auditor for the audit of the Company's annual accounts	18,300	18,300
Fees payable to the Company's auditor for other services:		
Corporate finance services	-	1,500

**4. INCOME TAX EXPENSE**

The corporation tax in the UK applied during the year was 19%.

The charge for the period can be reconciled to the loss in the Statement of Comprehensive income as follow:

	2022	2021
	£	£
Loss before tax on continuing operations	(172,760)	(207,612)
Tax at the UK corporation tax rate of 19%	(32,824)	(39,446)
Unutilised tax loss carry forward	32,824	39,446
Tax charge for the period	-	-

The Company has accumulated tax losses of £348,456. No deferred tax asset has been recognised in respect of the losses carried forward, due to the uncertainty as to whether the Company will generate sufficient future profits in the foreseeable future to prudently justify this.

**5. TRADE AND OTHER RECEIVABLES**

	2022	2021
	£	£
Prepayments	8,269	25,191
	8,269	25,191

**6. SHARE CAPITAL**

**Ordinary shares of £0.01 each**

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

As at 31 January 2022, the Company had 32,049,999 ordinary shares of £0.01 par value in issue.

As at 31 January 2022, the Company had 17,166,667 warrants in issue exercisable at £0.04 per share and expiring on 6 September 2022.

In the Prior year, the Company issued 17,333,333 new ordinary shares of £0.01 par value for £0.03 each and 166,666 new ordinary shares of £0.01 par value for £0.04 each.

**7. TRADE AND OTHER PAYABLES**

	2022	2021
	£	£
Trade payables	8,554	16,714
Accruals	19,000	18,300
	27,554	35,014

**8. BORROWINGS**

On 23 September 2020 the Company entered into a loan agreement in the amount of £10,469. The loan payable is non-interest bearing and repayable in whole on demand.

**9. 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 January 2022 (2021: £nil).

**10. 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**

Credit risk is the risk of an unexpected loss if a counter party to a financial instrument fails to meet its commercial obligations. The Company's maximum credit risk exposure is limited to the carrying amount of cash of £200,354. Funds are deposited with financial institutions with a credit rating equivalent to, or above, the main UK clearing banks.

**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. (See note 2).

**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.

**11. 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.

**12. FINANCIAL INSTRUMENTS**

The Company's principal financial instruments comprise cash and cash equivalents and other payable. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in Note 2. The Company do not use financial instruments for speculative purposes.

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

	2022	2021
	£	£
<b>Financial assets</b>		
Cash and cash equivalents	200,354	363,652
<b>Total financial assets</b>	<u>200,354</u>	<u>363,652</u>
<b>Financial liabilities measured at amortised cost</b>		
Trade and other payables	27,554	35,014
Borrowings	10,469	10,469
<b>Total financial liabilities</b>	<u>38,023</u>	<u>45,483</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.

**13. LOSS 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.

	2022	2021
	£	£
<b>Loss for the period attributable to equity holders of the Company</b>	(172,760)	(207,612)
<b>Weighted average number of ordinary shares (number of shares)</b>	32,049,999	30,284,972
<b>Loss per share (pence per share)</b>	(0.54)	(0.69)

#### **14. RELATED PARTY TRANSACTIONS**

Key management are considered to be the directors and the key management personnel compensation has been disclosed in note 9.

Silvertree Partners LLP, a company providing accounting and advisory services to the Company acts as the Company Secretary and is therefore considered by the Directors to be a related party. Fees totalling £37,980 were paid to Silvertree partners LLP during the year in compensation for services received. No amounts remained outstanding and payable to Silvertree Partners LLP at the reporting date.

#### **15. EVENTS SUBSEQUENT TO YEAR END**

There have been no material events subsequent to the year end.

#### **16. ULTIMATE CONTROLLING PARTY**

As at 31 January 2022 there was no ultimate controlling party.