This document comprises a prospectus ("**Prospectus**") for the purposes of Article 3 of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"), which is part of United Kingdom ("**UK**") domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**") relating to URA Holdings plc (the "**Company**" or "**URA**") prepared in accordance with the prospectus regulation rules (the "**Prospectus Regulation Rules**") of the UK Financial Conduct Authority (the "**FCA**") made under section 73A of the Financial Services and Markets Act 2000 ("**FSMA**") and approved on 25 February 2022 by the FCA under section 87A of FSMA as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Company and of the quality of the ordinary shares of nominal value 0.01 pence each in the capital of the Company (the "**Ordinary Shares**") that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.

This Prospectus has been filed with the FCA and will be made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

On 11 August 2021, the Company announced via a regulatory information service (an "**RIS**") that it had entered into a conditional sale and purchase agreement dated 11 August 2021 (the "**Acquisition Agreement**") with Africa Critical Metals Limited (the "**Vendor**") to acquire the entire share capital of Malaika Exploration (Ireland) Limited ("**Malaika**") and its wholly-owned subsidiary Malaika Developments Limited ("**Malaika Developments**", together with Malaika, the "**Malaika Group**"), the beneficial holder of two exploration licences in Zambia in respect of strategic or critical mineral potential (the "**Strategic Minerals Project**") (the "**Acquisition**"). Completion of the Acquisition ("**Completion**") is conditional upon Admission and will result in the issuance of 60,000,000 new Ordinary Shares (the "**Consideration Shares**") to the Vendor at Admission as consideration under the terms of the Acquisition Agreement. Further details of the Acquisition Agreement are set out in paragraph 13 of *Part XV – Additional Information* of this Prospectus.

In accordance with the listing rules published by the FCA under section 73A of FSMA (the "**Listing Rules**"), upon publication of this Prospectus, applications will be made to the FCA and to the London Stock Exchange plc (the "**London Stock** Exchange") respectively, for the Company's entire existing issued share capital ("**Existing Share Capital**") comprising 29,345,590 existing Ordinary Shares (the "**Existing Ordinary Shares**") as enlarged by: (i) 52,500,000 new Ordinary Shares (the "**Placing Shares**" and, together with the Consideration Shares, the "**New Ordinary Shares**") to be issued to certain institutional investors pursuant to a placing (the "**Placing**") at a price of 2 pence per Placing Share (the "**Placing Price**"), such Placing Shares being issued with warrants attached on the basis of one warrant for every two Placing Shares taken (the "**Placing Warrants**"); and (ii) 60,000,000 Consideration Shares, comprising 141,845,590 Ordinary Shares in aggregate (the "**Enlarged Share Capital**") to be admitted to listing on the standard segment of the Official List ("**Standard Listing**") maintained by the FCA (the "**Official List**"), in its capacity as competent authority under FSMA (under Chapter 14 of the Listing Rules) and to trading on the main market for listed securities (the "**Main Market**") of the London Stock Exchange ("**Admission**"). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8:00 a.m. on 2 March 2022. No application has been, or is currently intended to be, made for the Ordinary Shares to be admitted to listing or trading on any other stock exchnage.

The whole of the text of this Prospectus should be read by prospective investors. Your attention is specifically drawn to the discussion of certain risks and other factors that should be considered in connection with an investment in the Ordinary Shares, as set out in *Part II – Risk Factors* beginning on page 11 of this Prospectus.

The Company and the directors of the Company, whose names appear on page 32 of this Prospectus (the "**Directors**"), accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

URA Holdings plc

(Incorporated in England and Wales with company number 5329401)

Acquisition of the Malaika Group
Placing to raise £1,050,000 at 2 pence per Placing Share with warrants attached on the basis of one Placing Warrant for every two Placing Shares
and
Admission of the Enlarged Share Capital 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

Broker and Financial Adviser

Peterhouse Capital Limited

Apart from the responsibilities and liabilities, if any, which may be imposed on Peterhouse Capital Limited ("**Peterhouse Capital**" or "**Broker and Financial Adviser**"), in its capacity as broker and financial adviser to the Company, by FSMA or the regulatory regime established thereunder, Peterhouse Capital does not accept any responsibility whatsoever for, or make any representation or warranty, express or implied, as to the contents of this Prospectus or its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, or by any other person(s) in connection with the Company, the Ordinary Shares, the Placing or Admission and nothing in this Prospectus will be relied upon as a promise or representation in this respect, whether or not to the past or future. Peterhouse Capital accordingly expressly disclaims all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this Prospectus and/or any such statement(s).

None of the Copanny, the Directors, Peterhouse Capital nor any of their representatives, is making any representation to any prospective investor of the Ordinary Shares regarding the legality of an investment in the Ordinary Shares by such prospective investor under the laws applicable to such prospective investor. The contents of this Prospectus should not be construed as legal, financial or tax advice. Each prospective investor should consult their own legal, financial or tax adviser for legal, financial or tax advice.

Peterhouse Capital, which is authorised and regulated by the FCA, is acting exclusively for the Company and for no one else in connection with the production of this Prospectus, the Placing and/or Admission. Peterhouse Capital will not regard any other person as a client in relation to the production of this Prospectus, the Placing and/or Admission, and Peterhouse Capital will not be responsible to anyone (whether or not a recipient of this Prospectus) other than the Company for providing the protections afforded to its clients, or for providing advice in connection with the production of this Prospectus, the Placing and/or Admission, or any other matter, transaction or arrangement referred to in this Prospectus.

Notice to overseas inestors

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States.

No actions have been taken to allow a public offering of the Ordinary Shares under the applicable securities laws of any jurisdiction, including Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan, the Republic of South Africa or any other jurisdiction where such offer or sale would violate the relevant securities laws or regulations of such jurisdiction or would impose any unfulfilled registration, publication or approval requirements on the Company (each, a "**Restricted Jurisdiction**").

This Prospectus does not constitute an offer to sell or an invitation to purchase or subscribe for, or the solicitation of an offer or invitation to purchase or subscribe for, Ordinary Shares in any Restricted Jurisdiction.

The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**SEC**"), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merits of the Placing or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

The distribution of this Prospectus in or into jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of securities laws of any such jurisdiction.

Other than in the UK, no action has been taken or will be taken to permit the possession or distribution of this Prospectus (or any other offering or publicity materials relating to the Ordinary Shares) in any Restricted Jurisdiction. Accordingly, neither this Prospectus, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, no actions have been or will be taken to permit a public offering of the Ordinary Shares under the applicable securities laws of any Restricted Jurisdiction. For a description of these and certain further restrictions on the offer, subscription, sale and transfer of the Ordinary Shares and distribution of this Prospectus, please see *Part III— Important Information* of this Prospectus.

No incorporation of website information

A copy of this Prospectus is available at the Company's website, https://www.uraholdingsplc.co.uk.

Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website has been incorporated in, or forms part of, this Prospectus (unless specifically incorporated by reference in this Prospectus). The information on such websites has not been verified nor has it been scrutinised or approved by the FCA, and investors should not rely on such information.

General

A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with listings on the premium segment of the Official List ("**Premium Listing**"), which are subject to additional obligations under the Listing Rules.

The New Ordinary Shares will be issued fully paid and will, upon issue, rank *pari passu* in all respects with all Existing Ordinary Shares in issue on Admission, including with respect to the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after their date of issue, being the date of Admission.

Certain terms used in this Prospectus, including capitalised terms and certain technical terms and other items are defined and explained in *Part XVI – Definitions* and *Part XVII – Glossary*, respectively.

The date of this Prospectus is 25 February 2022.

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PART I

SUMMARY

This summary has been prepared in accordance with Article 7 of the UK Prospectus Rules and is made up of four sections and contains all the sections required to be included in a summary for this type of securities and issuer.

Even though a sub-section may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the sub-section. In this case, a short description of the sub-section is included in the summary with the mention of "not applicable".

INTRODUCTION AND WARNINGS	
Name and ISIN of the securities	The securities are the Ordinary Shares, which have the ISIN GB00BL979W39.
Identity and contact details of the issuer	The issuer is URA Holdings plc, and its registered address is at 6th Floor, 40 Gracechurch Street, London EC3V 0HR, United Kingdom and telephone number is +44 (0)7463 686 497. The Company's Legal Entity Indenifier ("LEI") is 213800U6Z250COBY7781.
Identity and contact details of the offeror or of the person asking for admission to trading on a regulated market	The Company is the person asking for admission to trading of the Ordinary Shares on the Main Market of the London Stock Exchange which is a regulated market.
Date of approval of the prospectus	The Prospectus was approved on 25 February 2022.
Identity and contact details of the competent authority approving the prospectus	The competent authority approving this Prospectus is the FCA. The FCA's registered address is at 12 Endeavour Square, London E20 1JN, United Kingdom and telephone number is +44 (0)20 7066 1000.
Warnings	This summary should be read as an introduction to this Prospectus. Any decision to invest in the Ordinary Shares should be based on consideration of this Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such Ordinary Shares.
KEY INFORMATION ON THE ISSUER	
Who is the issuer of the securities?	
Domicile and legal form	The Company was incorporated in England and Wales on 11 January 2005 as a public company with limited liability under the Companies Act 2006 (the "**Companies Act**") with an indefinite life, with the name Uranium Resources plc. On 20 December 2017, the Company changed its name to URA Holdings plc. The Company is domiciled in the UK and subject to the City Code on Takeovers and Mergers (the "**Takeover Code**"). The Company's LEI is 213800U6Z250COBY7781.
Principal activities	The Company was set up to pursue uranium exploration and development activities in Tanzania and was admitted to AIM, the market of that name operated by the London Stock Exchange ("**AIM**") on 18 February 2005. On 20 December 2017, the Company disposed of its interests in its uranium business, raised £840,000 and became a cash shell for the purposes of Rule 15 of the AIM Rules for Companies issued by the London Stock Exchange (the "**AIM Rules for Companies**"). On 20 December 2018, the Company announced via an RIS that, having been unable to complete a transaction constituting a reverse takeover for the purposes of Rule 15 of the AIM Rules for Companies on or before 21 December 2018, the admission to trading of the Ordinary Shares on AIM was to be cancelled, which took effect on 24 December 2018. On 24 May 2019, the Company announced via an RIS that it had made an investment in Ananda Developments plc ("**Ananda**") of £400,000. In August 2019, the Company resolved to distribute its holdings of shares and warrants in Ananda to shareholders of URA ("**Shareholders**") and, following an application to the High Court of England and Wales to effect a capital reduction, the distribution was effected on 7 May 2021. On 11 August 2021, the Company entered into Acquisition Agreement with the Vendor to acquire the entire share capital of Malaika (and its wholly-owned subsidiary Malaika Developments, the holder of the exploration licences in Zambia in respect of the Strategic Minerals Project). Completion is conditional only upon Admission. Prior to Admission, the Company has no subsidiaries. On Admission (i.e., the date of completion of the Acquisition), the Company will have one wholly-owned subsidiary, Malaika which in turn has one, wholly-owned subsidiary, Malaika Developments (together, the "**Enlarged Group**"). **Enlarged Group company name:** / **Jurisdiction of incorporation:** / **Company number:** Malaika Exploration (Ireland) Limited / Republic of Ireland / 670538 Malaika Developments Limited / Zambia / 120200003964

Major shareholders

In so far as it is known to the Company as at 24 February 2022 (being the latest practicable date prior to the publication of this Prospectus) (the "Latest Practicable Date") the following persons are as at the date of this Prospectus and are expected to be, on Admission, directly or indirectly, interested (within the meaning of the Companies Act) in 3% or more of the Company's issued share capital (being the threshold for notification of interests that will apply to Shareholders as of Admission pursuant to Chapter 5 of the disclosure guidance and transparency rules of the FCA made in accordance with section 73A of FSMA (the "**Disclosure Guidance and Transparency Rules**" or "**DTRs**")):

	As at the date of this Prospectus		**On Admission**	
Name	**Number of Ordinary Shares**	**Percentage of Existing Share Capital**	**Number of Ordinary Shares**	**Percentage of Enlarged Share Capital**
Africa Critical Metals Limited*	-	-	60,000,000	42.30%
Ed Nealon*	384,615	1.31%	35,084,615	24.73%
Sam Mulligan*	-	-	30,300,000	21.36%
TS Capital Limited	1,666,667	5.68%	12,916,667	9.11%
IG Seb Willems	-	-	5,000,000	3.52%
Steven Xerri	3,398,999	11.58%	4,398,999	3.10%
Rowanmoor Trustees Limited	3,333,333	11.36%	3,333,333	2.35%
Gledhow Investments plc	1,416,667	4.83%	2,791,667	1.97%
Flare Capital Limited	1,416,667	4.83%	2,116,667	1.49%
P3 Capital Limited	1,416,667	4.83%	2,116,667	1.49%
P4 Capital Limited	1,416,667	4.83%	2,091,667	1.47%
Melissa Sturgess	1,952,622	6.65%	1,952,622	1.38%
Colin Weinberg	1,403,115	4.78%	1,403,115	0.99%
Bank of New York Nominees Limited	1,133,888	3.86%	1,113,888	0.88%
Charles Morgan	1,106,837	3.77%	1,106,837	0.78%
Peter Redmond	1.051,281	3.58%	1,051,281	0.74%
Arkley Capital Limited	1,000,000	3.41%	1,000,000	0.70%
Anthony Balme	1,000,000	3.41%	1,000,000	0.70%
Jeremy Sturgess-Smith	940,170	3.20%	940,170	0.66%
Clariden Capital Ltd	940,170	3.20%	940,170	0.66%
David Steinpries	940,170	3.20%	940,170	0.66%

*Mr Mulligan holds 50.5% of the issued share capital of Africa Critical Minerals Limited and Mr Nealon holds 49.5% of the issued share capital of Africa Critical Minerals Limited through his family investment company, Almaretta Pty Ltd. In addition Almaretta Pty Ltd held 384,615 shares prior to Admission. Accordingly, both Mr Mulligan and Mr Nealon are considered to be interested, inter alia, in the shares held by Africa Critical Metals Limited in the proportions set out above.

Save as disclosed in this element, the Company is not aware of any person who, as at the Latest Practicable Date, directly or indirectly, has a holding which is notifiable under English law or who directly or indirectly, jointly or severally, exercises or could exercise control over the Company. There are no differences between the voting rights enjoyed by the Shareholders described above and those enjoyed by any other holder of Ordinary Shares.

Key managing directors

Bernard Olivier – Chief Executive Director
Sam Mulligan – In-Country Operations Director

Statutory auditors

Bright Grahame Murray of Emperor's Gate, 114a Cromwell Road, Kensington, London SW7 4AG, United Kingdom

What is the key financial information regarding the issuer?

Selection of historical key financial information

The Company

The tables set out the summary audited consolidated information of URA for the years ended 30 June 2018 and 30 June 2019 the 18 month period ending 31 December 2020 and the six month interim period ending 30 June 2020 and 30 June 2021 respectively. In the tables set out below summarising the historical financial information for the 12 month periods ended 30 June 2018 and 30 June 2019 have been restated in £ Sterling (using the average exchange rates over the relevant periods) from the original accounts, which were prepared in US$ as a result of the accountancy currency having originally been in US$ for those periods. No changes, other than the currency of preparation were made.

Statement of Comprehensive Income

	6 months to 30 June 20 21	**18 months ended 31 Decemb er 2020**	**6 months to 30 June 2020**	**12 months to 30 June 2019 (Restated)**	**12 months to 30 June 2018 (Restated)**
	Unaudited £'000s	**Audited £'000s**	**Unaudited £'000s**	**Audited £'000s**	**Audited £'000s**

Continuing operations					
Administrative expenses	(50)	(87)	(25)	(407)	(372)
Change in far value of investments	516	(86)	-	(141)	-
Loss/(Profit) before taxation	466	(173)	(25)	(548)	(372)
Taxation	-	-	-	-	-
Loss/(Profit) for the period from continuing operations	466	(173)	(25)	(548)	(372)
Other comprehensive income					
Exchange difference on currency translations	-	-	-	-	-
Total comprehensive loss for the period	466	(173)	(25)	(548)	(372)

Statement of Financial Position

	6 months to 30 June 2021	18 months ended 31 December 2020	6 months to 30 June 2020	12 months to 30 June 2019 (Restated)	12 months to 30 June 2018 (Restated)
	Unaudited £'000s	Audited £'000s	Unaudited £'000s	Audited £'000s	Audited £'000s
Fixed Assets					
Investments	689	173	259	259	902
	689	**173**	**259**	**259**	**902**
Current Assets					
Other receivables	46	26	8	7	9
Cash at bank and in hand	47	45	23	41	681
	93	**71**	**31**	**48**	**690**
Total Assets	**782**	**244**	**290**	**307**	**1,592**
Current Liabilities					
Trade and other payables	(40)	(18)	16)	(8)	(38)
Convertible Loan Notes	(55)				
Long Term Liabilities					
Convertible loan notes	(50)	(55)	-	-	-
Total Liabilities	**(145)**	**(73)**	**(16)**	**(8)**	**(38)**
Net Assets	**637**	**171**	**274**	**299**	**1,554**
Equity					
Share capital	1,209	1,209	1,209	1,209	1,303
Share premium	-	14,673	14,673	14,673	17,562
Other reserves	1,108	1,108	1,063	1,063	2,438
Retained earnings	(1,680)	(16,819)	(16,671)	(16,646)	(15,797)
Total Equity	**637**	**171**	**274**	**299**	**659**

Statement of Cash Flows

	6 months to 30 June 2021	18 months ended 31 December 2020	6 months to 30 June 2020	12 months to 30 June 2019 (Restated)	12 months to 30 June 2018 (Restated)
	Unaudited £'000s	Audited £'000s	Unaudited £'000s	Audited £'000s	Audited £'000s
Cash flows from operating activities					
Loss for the period	466	(173)	(25)	(548)	(427)
Change in fair value investments	(516)	86	-	141	(-)
Share based payment	-	45	-	178	(94)
(Increase)/(decrease in receivables	(20)	(19)	17	20	(9)
(Increase)/(decrease in payables	22	11	(3)	(32)	14
Net cash used in operating activities	**(48)**	**(50)**	**(11)**	**(259)**	**(254)**
Cash flow from investing activities					
Purchase of investments	-	-	-	(400)	-

Net cash used in investing activities	**-**	**-**	**-**	**(400)**	**-**
Cash flows from financing activities	**-**	**-**	**-**	3	864
Issue of shares for cash, net of costs	**50**	**55**	**-**	**-**	**112**
Convertible loan Notes					
Net cash from financing activities	**50**	**55**	**-**	**3**	**977**
Net increase in cash and cash equivalents	**2**	**5**	**11**	**(655)**	**685**
Cash and cash equivalents at the beginning of the period	**45**	**40**	**34**	**695**	**3**
Cash and cash equivalents at the end of the period	**47**	**45**	**23**	**40**	**688**
Total Equity	**637**	**171**	**274**	**299**	**659**

Malaika Group

The tables set out the summary audited consolidated information of Malaika Group for the period from incorporation to 30 June 2021:

Consolidated Profit & Loss Account for the period May 2020 to 30 June 2021	**May 2020 to 30 June 2021**
	£
Other revenue	7,093
Administrative	(1,767)
GROSS PROFIT / (LOSS)	5,326
Tax	-
TOTAL PROFIT FOR THE YEAR	**5,326**

Consolidated Statement of Financial Position for the period May 2020 to 30 June 2021	**May 2020 to 30 June 2021**
FIXED ASSETS	
Intangible	18,088
CURRENT ASSETS	
Cash at bank and in hand	-
	18,088
CREDITORS	
Trade Creditors	(12,951)
NET CURRENT ASSETS	**5,137**
TOTAL ASSETS LESS CURRENT LIABILITIES	**5,137**
CAPITAL AND RESERVES	
Called up share capital	85
Foreign currency translation	(274)
Profit & Loss Account	5,326
SHAREHOLDERS' FUNDS	**5,137**

There were no details of the significant changes in the financial position and trading performance of Malaika Group during, or subsequent to, the period ended 30 June 2021

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***Pro forma* financial information**

The unaudited consolidated *pro forma* financial information (the "***Pro Forma* Financial Information**") has been prepared on the basis described, for illustrative purposes only, to provide financial information about how the Acquisition and the Placing might affect the income, expenses and net assets presented on the basis of accounting policies adopted by the Company in preparing the audited financial information for the financial year ended 31 December 2020 as if the Acquisition and the Placing had occurred on 30 June 2021.

The *Pro Forma* Financial Information has been prepared on the basis set out therein and in accordance with the requirement of item 18.4 of Annex 1 and in accordance with Annex 20 of the Prospectus Regulation Rules to illustrate the impact of the Acquisition and the Placing as if they had taken place on 30 June 2021 and is given for the purpose of complying with that requirement and for no other purposes.

Unaudited pro forma statement of net assets as at 30 June 2021

		Adjustments				
	The Company as at 30 June 2021	Initial fund raising	Malaika as at 30 June 2021	Merger of Malaika	Net Equity Financing Proceeds and other adjustments	Pro forma net assets of the Enlarged Group

	(note 1)	(note 2)	(note 3)	(note 4)	(note 5)	
	£	£	£	£	£	£
Assets						
Non-current assets						
Intangible assets	-	-	18,088	1,194,754	-	1,212,842
Investments	689,000	-	-	-	-	689,000
	689,000	**-**	**18,088**	**1,194,754**	**-**	**1,901,842**
Current assets						
Trade and other receivables	46,000	-	-	-	-	46,000
Inter-company receivables	-	-	-	-	-	-
Cash and cash equivalents	47,000	250,000	-	-	787,580	1,284,580
	93,000	**250,000**	**-**	**-**	**787,580**	**1,113,580**
Total assets	**782,000**	**250,000**	**18,088**	**1,194,754**	**787,580**	**3,032,422**
Liabilities						
Non-current liabilities						
Convertible loan notes	(50,000)	(250,000)	-	-	-	(300,000)
	(50,000)	**(250,000)**	**-**	**-**	**-**	**(300,000)**
Current liabilities						
Trade and other payables	(40,000)	-	(12,951)	-	-	(52.951)
Convertible loan notes	(55,000)	-	-	-	-	(55,000)
	(95,000)	**-**	**(12,951)**	**-**	**-**	**(107,951)**
Total liabilities	**(145,000)**	**(250,000)**	**(12,951)**	**-**	**-**	**(407,951)**
Net assets	**637,000**	**-**	**5,137**	**1,194,754**	**787,580**	**2,624,471**

Brief description of any qualifications in the audit report

Not applicable. There are no qualifications in the accountant's reports set out as the historical financial information.

What are the key risks that are specific to the issuer?

Brief description of the most material risk factors specific to the issuer contained in the prospectus

- The Enlarged Group is at a very early stage of commencing activities on its exploration licences in Zambia respect of the Strategic Minerals Project. It has limited diversification in its asset base, and has yet to discover a commercial mineral resource and reserve base.
- The Enlarged Group has yet to commence detailed exploration activity at the Strategic Minerals Project. The prospects of the discovery of commercially viable mineral resources and ore reserves on the Enlarged Group's exploratory licence area associated with the Strategic Minerals Project are based on the judgment of the Directors and historical data from the Strategic Minerals Project and adjacent areas which are anticipated to have similar geology, but the presence of mineral resources and ore reserves on the on the exploration licence area associated with the Strategic Minerals Project remains based on theoretical and limited anecdotal physical evidence and data.
- The Enlarged Group is not currently generating revenue and will not do so in the near term
- Exploration activity is a particularly high-risk business when conducted a as principal and sole business activity by a smaller company. This risk is accentuated where exploration activity is not carried on as an ancillary activity to a developed business producing operating cash flows from commercial quantities of saleable material which can be used to mitigate this risk.
- The Enlarged Group has two exploration licences in Zambia in respect of the Strategic Minerals Project. Given that the Enlarged Group only has one asset base, and it is yet to be comprehensively explored or tested, it is possible that, after expending significant sums on exploration and testing activity, the asset may fail to result in the discovery of commercially viable reserves.
- The Enlarged Group is reliant on key directors and senior management and their ability to manage its business and attract, retain and motivate other qualified employees, as well as third parties in relation to its operational activity.
- The Enlarged Group is an exploration company and will remain involved in the process of exploring and assessing its asset base for some time. The Enlarged Group is unlikely to generate revenues until such time as it has made a commercially viable discovery.
- The Enlarged Group will incur exploration costs in US Dollars and Zambian kwacha, but it has raised capital in UK Pounds Sterling. Fluctuations in exchange rates of the US Dollar and Zambian kwacha against UK Pounds Sterling may materially affect the Enlarged Group's translated results of operations.
- Whilst the Enlarged Group has sufficient financial recourses to conduct its planned exploration activities, meet its committed licence obligations and cover its general operating costs and overheads for at least 12 months from the date of this Prospectus, the Enlarged Group may, in the longer term future, need additional financial resources in the event that it wishes to commercially exploit any mineral resources and ore reserves discovered as a result of its exploration activity without the involvement of other parties or commercial partners.
- Exploration, mining and processing activities are dependent upon the grant, renewal, continuance or maintenance in force of appropriate permits, licences, concessions, leases and regulatory consents, in particular the Enlarged Group's exploration licence, are valid only for a defined time period and

	subject to limitations or other conditions related to minimal levels of activity. If the Enlarged Group fails to fulfil the specific terms of its exploration licence or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the right, concession, licence, permit or other authorisation, any of which could have a material adverse effect on the Enlarged Group's results of operations and financial condition. • The Enlarged Group is required to comply with environmental laws and the terms and conditions of any environmental permits and the failure to comply with these laws and/or permits, or any other applicable laws or permits, by the Enlarged Group or the sub-contractors that it engages, could result in fines and penalties, interruptions in operations or the need to install pollution control equipment that could be costly. The Enlarged Group may be required to make additional expenditures, which could be significant, relating to environmental matters on an ongoing basis. • The mining sector involves extractive enterprises. These endeavours often make the sector a hazardous industry. The industry is highly regulated by health, national, provincial and regional safety and environmental laws. The Enlarged Group's intended future operations may be subject to these kinds of governmental regulations in any region in which it operates. All operational activity is subject to general and specific regulations and restrictions governing mining and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and remediation requirements), workplace health and safety, social impacts and other laws.
KEY INFORMATION ON THE SECURITIES	
What are the main features of the securities?	
Type, class and ISIN	The securities for which Admission is sought are Ordinary Shares with a nominal value of 0.01 pence each in the capital of the Company which are registered with ISIN GB00BD2B4T80, SEDOL code BD2B4T8 and TIDM URA.
Currency, denomination, par value, number of securities issues and the term of the securities	The Enlarged Share Capital comprises 22,953,658 Existing Ordinary Shares and 115,500,000 New Ordinary Shares, each with a nominal value of 0.01 pence each. The Ordinary Shares are denominated in UK Pounds Sterling. The Ordinary Shares are in registered form, may be held in either certificated or uncertificated form and title to such uncertificated shares may be transferred by means of a relevant system (as defined in the Uncertificated Securities Regulations 2001 (*SI 2001 No. 3755*) (the "**CREST Regulations**")). The term of the Ordinary Shares is perpetual. There are no shares in issue that are not fully paid.
Rights attached to the securities	The New Ordinary Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares. All Ordinary Shares have the following rights attaching to them: • any resolution put to the vote of a general meeting must be decided exclusively on a poll; • on a poll, every shareholder who is present in person or by proxy or corporate representative shall have one vote for each share of which they are the holder. A shareholder, proxy or corporate representative entitled to more than one vote need not, if they vote, use all their votes or cast all the votes in the same way; • if two or more persons are joint holders of a share, then in voting on any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of holders of Ordinary Shares (the "**Register**") to be maintained by Computershare Investor Services plc, the registrar (the "**Registrar**"); • the right to receive dividends on a *pari passu* basis; and • subject to the Companies Act, if the Company is wound up, the surplus assets after payment of all creditors are to be divided amongst all holders of Ordinary Shares, in proportion to the number of Ordinary Shares held irrespective of the amount paid or credited as paid on any share. Pre-emption rights have been disapplied (in respect of future share issues whether for cash or otherwise) pursuant to a special resolution passed on 5 January 2021.
Relative seniority of the securities in the issuer's capital structure in the event of insolvency	Not applicable. The Company does not have any other securities in issue or liens over its assets and so the Ordinary Shares are not subordinated in the Company's capital structure as at the date of this Prospectus, and will not be on Admission
Restrictions on the free transferability of the securities	Not applicable. The Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer. Each Shareholder may transfer all or any of their Ordinary Shares which are in certificated form by means of an instrument of transfer in any usual form or in any other form which the Directors may approve. Each Shareholder may transfer all or any of their Ordinary Shares which are in uncertificated form by means of a ‘relevant system’ (i.e., the CREST System) in such manner provided for, and subject as provided in the CREST Regulations.
Dividend or pay-out policy	The Company’s current intention is to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends if deemed appropriate by the Company’s board of Directors (the "**Board**") and to the extent that to do so is in accordance with the Companies Act and all other applicable laws. There can be no assurance that the Company will declare or pay, or have the ability to declare and pay, any dividends in the future.
Where will the securities be traded?	
Application for admission to trading	Applications will be made for the Existing Ordinary Shares and the New Ordinary Shares to be admitted to the Official List of the FCA with a Standard Listing and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that unconditional dealings in the Existing Ordinary Shares and the New Ordinary Shares will commence at 8:00 a.m. on 25 February 2022.
Identity of other markets where the securities are or are to be traded	Not applicable. There is currently no market for the Ordinary Shares. No application has been made or is currently intended to be made for the Ordinary Shares to be admitted to trading on any other market or exchange, other than the Main Market of the London Stock Exchange.

What are the key risks specific to the securities?	
Brief description of the most material risk factors specific to the securities contained in the prospectus	• The Standard Listing of the Ordinary Shares affords investors a lower level of regulatory protection than a Premium Listing. • Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable. • The Company has never declared or paid any dividends. The Company currently intends to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends to the extent that to do so is in accordance with the Companies Act and all other applicable laws. There can be no assurance that the Company will declare and pay, or have the ability to declare and pay, any dividends in the future.
KEY INFORMATION ON THE ADMISSION TO TRADING ON THE LONDON STOCK EXCHANGE	
Under which conditions and timetable can I invest in this security?	
General terms and conditions	Peterhouse Capital agreed to use their reasonable endeavours to procure subscribers for 52,500,000 Placing Shares at the Placing Price. The 52,500,000 Placing Shares subscribed for in the Placing at the Placing Price will represent up to approximately 37.01% of the Enlarged Share Capital. Peterhouse Capital, as the Company's agent, have procured irrevocable commitments to subscribe for the full amount of Placing Shares from subscribers in the Placing, and there are no conditions attached to such irrevocable commitments other than Admission. The net proceeds of the Placing after deduction of expenses are estimated to be £787,580 (the "**Net Placing Proceeds**") on the basis that the gross proceeds of the Placing are estimated to be £1,050,000 (the "**Gross Placing Proceeds**"). The Placing Shares will, upon issue, rank *pari passu* in all respects with the Existing Ordinary Shares and the Consideration Shares. If Admission does not proceed, the Placing will not proceed and all monies paid will be refunded to subscribers. Admission is conditional upon the Placing and should the Placing Agreement be terminated prior to Admission, Admission will not take place. The Placing is not being underwritten.
Expected timetable of the offer	Publication of this Prospectus — 25 February 2022 Admission and commencement of unconditional dealings in the Ordinary Shares — 8:00 a.m. on 2 March 2022 CREST members' accounts credited in respect of Placing Shares (where applicable) — 2 March 2022 Share certificates despatched in respect of Placing Shares (where applicable) — 3 March 2022 *All references to time in this Prospectus are to London time, unless otherwise stated. Any changes to the expected timetable will be notified by the Company through an RIS.*
Details of admission to trading on a regulated market	Applications will be made for 141,845,590 Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that unconditional dealings in Ordinary Shares will commence at 8:00 a.m. on 2 March 2022.
Plan for distribution	The Placing Shares which are the subject of this Prospectus were offered by Peterhouse Capital exclusively to Relevant Persons. There will be no offer to the public of any Ordinary Shares and no intermediaries offer.
Amount and percentage of immediate dilution resulting from the offer	The holders of the Existing Ordinary Shares as at the date of this Prospectus will experience a 79.31% dilution on the issue and allotment of the New Ordinary Shares.
Estimate of total expenses of the issue and/or offer	The expenses of the Placing and Admission will be borne by the Company in full and no expenses will be charged to the investor by the Company. These expenses (including commission and expenses payable under the engagement letters with Peterhouse Capital and registration, listing and admission fees, printing, advertising and distribution costs and professional advisory fees, including legal fees, and any other applicable expenses) are estimated to be £367,580, representing approximately 24.99% of the estimated £1,050,000 in Gross Placing Proceeds. The total Net Placing Proceeds on this basis are estimated to be approximately £787,580.
Why is this Prospectus being produced?	
Reasons for the admission to trading on a regulated market	The Company is seeking Admission of the Enlarged Share Capital to a Standard Listing on the Official List and to trading on the Main Market of the London Stock Exchange to provide liquidity to Shareholders.
Use and estimated net amount of the proceeds	The Net Placing Proceeds are estimated to be £767,580, and the Company currently expects to use the Net Placing Proceeds to provide loans to its subsidiaries to fund their exploration activities. The Company currently expects the work programme for the Strategic Minerals Project to consume approximately £600,000 of the Net Placing Proceeds, comprising expenditure on soil and rock sampling, airborne magnetic geophysics studies and an initial selective drilling programme. The Company has also allocated £39,500 to meet minimum spending delegations under its exploration licence in Zambia. The balance of the Net Placing Proceeds will be used to finance general and administrative functions at its office in London, and to provide funds for the Company to evaluate and execute future acquisition opportunities.
Indication of whether the offer is subject to an underwriting agreement	Not applicable.
Indication of the most material conflicts of interests relating to the offer or admission to trading	Not applicable. None of the Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have, as at the Latest Practicable Date.

PART II

RISK FACTORS

Any investment in the Ordinary Shares is subject to a number of risks. Prior to investing in the Ordinary Shares, you should carefully consider risks associated with any investment in securities and, in particular, the Ordinary Shares, as well as the Enlarged Group's business, its industry and the macroeconomic environment in which it operates, together with all other information contained in this Prospectus including, in particular, the risk factors described below. A1.3.1 A11.2.1

The risk factors described below represent the risks that the Directors believe to be material to the Company, the Enlarged Group and/or the industry and macroeconomic environment in which the Enlarged Group operates as at the date of this Prospectus. However, these risk factors are not the only ones facing the Enlarged Group. Other risks and uncertainties relating to an investment in the Ordinary Shares and to the Enlarged Group's business, its industry and the macroeconomic environment in which it operates, that are not currently known to the Directors, or that the Directors currently deem immaterial, may individually or cumulatively also have a material adverse effect on the Enlarged Group's business, results of operations, financial condition and/or prospects. If any such risks occur, the price of the Ordinary Shares may decline, and you could lose all or part of your investment. An investment in the Ordinary Shares involves complex financial risks and is suitable only for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. You should consider carefully whether an investment in the Ordinary Shares is suitable for you in light of the information in this Prospectus and your personal circumstances.

Prospective investors should note that the risks relating to the Ordinary Shares, the Enlarged Group's business and the industry and macroeconomic environment in which it operates summarised in *Part I – Summary* of this Prospectus are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Enlarged Group faces relate to events, and depend on circumstances, that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in *Part I – Summary* of this Prospectus but also, *inter alia*, the risks and uncertainties described below.

For the avoidance of doubt, none of the statements made in the risk factors that follow in any way constitutes a qualification of the working capital statement set out in paragraph 8 of *Part XV – Additional Information* of this Prospectus.

PART A – RISK FACTORS SPECIFIC AND MATERIAL TO THE ENLARGED GROUP

RISK FACTORS SPECIFIC AND MATERIAL TO THE ENLARGED GROUP'S EARLY STAGE BUSINESS AND FINANCIAL SITUATION

The Enlarged Group is at a very early stage of commencing exploration activities on its exploration licences in Zambia in respect of the Strategic Minerals Project. It has limited diversification in its asset base, and has yet to discover a commercial mineral resource and reserve base

Mineral exploration is an inherently speculative activity, and the Enlarged Group only holds two exploration licence in Zambia in respect of the Strategic Minerals Project. The Strategic Minerals Project has been selected on the basis of a set of prevailing geological conditions in the associated exploration licence area, however the asset base has yet to be comprehensively explored or tested. In the event that the geology in the associated exploration licence areas turns out to be other than as expected and even if the geology is as anticipated, there is significant risk after spending significant sums on exploration and testing activity that no commercially viable mineral resources and ore reserves will be discovered.

The Enlarged Group has yet to commence detailed exploration activity in relation to the Strategic Minerals Project

The prospects of the discovery of commercially viable mineral resources and ore reserves on the Enlarged Group's exploratory licence area associated with the Strategic Minerals Project are based on the judgment of the Directors and historical data from the Strategic Minerals Project and adjacent areas which are anticipated to have similar geology. Whilst the Directors have engaged geologists to support and inform their decisions to acquire interests in the exploration licence area associated with the Strategic Minerals Project, no mineral resource and reserve estimate has to date been prepared in relation to it and until the Enlarged Group carries out extensive and detailed exploration studies on the licence areas the assumptions as to the presence of mineral resources and ore reserves on the exploration licence area associated with the Strategic Minerals Project remains based on theoretical and limited anecdotal physical evidence and data.

The Enlarged Group is not currently generating revenue and will not do so in the near term

The Enlarged Group is an exploration company and will remain involved in the process of exploring and assessing its asset base for some time. The Enlarged Group is unlikely to generate revenues until such time as it has made a commercially viable discovery. Given the early stage of the Enlarged Group's exploration business and even if a potentially commercially recoverable mineral resources and ore reserves were to be discovered, there is a risk that the grade of mineralisation ultimately mined may differ from that indicated by drilling results and such differences could be material. Accordingly, given the very preliminary stages of the Enlarged Group's exploration activity, it is not possible to give any assurance that the Enlarged Group will ever be capable of generating revenue at the current time.

Exploration activity is a particularly high-risk business when conducted a as principal and sole business activity by a smaller company

Exploration and development work are capital intensive, speculative and often unproductive, but is the Enlarged Group's sole business activity. This risk is accentuated where exploration activity is not carried on as an ancillary activity to a developed business producing operating cash flows from commercial quantities of saleable material which can be used to mitigate this risk.

The Enlarged Group's exploratory activities are at risk of adverse weather conditions, encountering unexpected mineral or rock formations, equipment or services failures or shortages, accidents (including vehicle accidents during equipment moves), diseases impacting the health of personnel, pollution, procurement delays or difficulties arising from conducting activities in remote areas where the prospects are located make cause delays in meeting anticipated timeframes.

Moreover, the Enlarged Group's intended future operations may be subject to national, provincial and regional health, safety and environmental laws and regulations in any region in which it operates. All operational activity is subject to general and specific laws and regulations governing mining and processing, land tenure and use, environmental requirements (including site specific licences, permits and remediation requirements), workplace health and safety, social impacts and other laws.

The Enlarged Group is reliant on key directors and senior management and their ability to manage its business and attract, retain and motivate other qualified employees, as well as third parties in relation to its operational activity

Competition in the mining industry for experienced directors and senior management personnel is intense and the Enlarged Group may not be able to retain their personnel. The loss of any key personnel would require the remaining key personnel to divert immediate and substantial attention to seeking a replacement. An inability to find suitable replacements for departing key personnel could adversely affect the ability of the Enlarged Group to grow its businesses. A shortage of such key personnel, or the inability of the Enlarged Group to retain such key personnel, could have an adverse impact on the productivity and costs of the Enlarged Group, its ability to manage the exploration and testing activity at the Strategic Minerals Project. The cost of retaining or hiring such key personnel could exceed the resources of the Enlarged Group.

Except for the Directors, the Enlarged Group has a limited operational workforce and will be reliant on third party providers and suppliers to provide the services and equipment required for the Enlarged Group's exploration activities and there can be no assurance that such third parties will be able to provide such services in the time scale and at the cost anticipated by the Company.

Whilst it is not unusual for early stage exploration companies to subcontract exploration activity to third parties, absent an operational workforce of its own the Enlarged Group will be dependent and reliant upon such third parties and may be in competition with other parties for those services, which may impact the Enlarged Group's estimates of timing and planning of its activities and, in turn, may threaten the ability of the Enlarged Group to meet minimum work requirements which are conditions attached to its license associated with the Strategic Minerals Project.

A majority of the Enlarged Group's operating costs will be incurred in US Dollars and Zambian kwacha, whilst the Enlarged Group has raised capital in UK Pounds Sterling

Fluctuations in exchange rates of the US Dollar and Zambian kwacha against UK Pounds Sterling may materially affect the Enlarged Group's translated results of operations. In addition, given the relatively small size of the Enlarged Group, it may not be able to effectively hedge against risks associated with currency exchange rates at commercially realistic rates. Accordingly, any significant adverse fluctuations in currency rates could have a material adverse effect on the Enlarged Group's business, financial condition and prospects to a much greater extent than might be expected for a larger enterprise.

The Enlarged Group may need additional financial resources if it moves into commercial exploitation of any mineral resources and ore reserves that it discovers

Whilst the Enlarged Group has sufficient financial recourses to conduct its planned exploration activities, meet its committed licence obligations and cover its general operating costs and overheads and for at least 12 months from the date of this Prospectus, the Enlarged Group may need additional financial resources if, as a result of its exploration activity, it then wishes to pursue commercial mineral resource and reserve development activity for its own account.

The Enlarged Group has budgeted for all near and short term activities and plans outlined in this Prospectus, however in the longer term the potential for further exploration, development and production plans and additional initiatives may arise, which are beyond the scope of the Company's current planned exploration activity and which may require additional financing which may not be available to the Enlarged Group when needed, on acceptable terms, or at all.

If the Enlarged Group is unable to raise additional capital when needed or on suitable terms, the Enlarged Group could be forced to delay, reduce or eliminate future plans or aspirations should the current exploration activity deliver potentially commercially recoverable amounts of graphite in the future. Any additional equity fundraising to finance opportunities arising from exploration activity may be dilutive for Shareholders. Any debt-based funding, should it be achievable, may bind the Enlarged Group to restrictive covenants and curb its operating activities and ability to pay potential future dividends even when profitable. Finally, changes in interest rates could have an adverse impact on the Enlarged Group's business by increasing the cost of capital and may negatively impact the Enlarged Group's ability to secure financing on favourable terms. Any of these events could have a material adverse effect on the Enlarged Group's business in the longer term but not for at least 12 months from the date of this Prospectus.

Even if the Enlarged Group makes a commercially viable discovery in the future in connection with the Strategic Minerals Project there are significant risks associated with the ability of such a discovery generating any operational cash flows

The economics of developing mineral properties are affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of the minerals being mined, fluctuations in exchange rates, costs of development, infrastructure and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Enlarged Group is at the early exploration stage of its business and whilst these risks are currently not directly relevant to the Enlarged Group as an exploration entity, and will not be relevant to the Enlarged Group directly in the near term (i.e., for at least 12 months following the date of this Prospectus), they may impact the longer term prospects of the Enlarged Group's business.

The Enlarged Group will be reliant on certain information technology systems to protect against damage and system interruptions, including from cyber-attacks

The Enlarged Group's business is dependent on technology and information systems are critical for the effective management of its operations. The Enlarged Group will depend upon ongoing investments in advanced information and telecommunications technology as well as upon their ability to protect their information and telecommunication technology systems against damage or system interruptions from cyber-attacks, natural disasters, technical failures and other events beyond their control. For instance, unauthorised access to the Enlarged Group's proprietary exploration data, the geographical/ geophysical analysis of the exploration licence area associated with the Strategic Minerals Project or related pricing information, may have an adverse effect on the ability for the Enlarged Group to continue its operations or maintain a competitive advantage.

To the extent the Enlarged Group operates autonomous haulage/drilling and intelligent control systems in connection with its exploration activities, the data generated from such systems will be attractive to threat actors. Cyber-attacks can compromise vital electronical infrastructure or infect critical systems with malware, which may in turn have an impact on connected plant and machinery's ability to function properly, which may affect the productivity of the exploration and mining operations. It may also lead to environmental damage, which may result in negative news coverage of and reputational damage to the Enlarged Group, and even the retraction of mining licences and permits. Employee safety may also be compromised where, for example, underground ventilation or fire detection and suppression systems are compromised.

In order for the Enlarged Group to continue its operations effectively, it must maintain its systems in good working order as well as invest in improved technology. A temporary or permanent loss of any of the systems or networks of the Enlarged Group could cause significant disruption to its business, operations, or damage to its reputation resulting in a loss of revenue and potentially higher costs in the future, which could have an adverse effect on its business, financial condition, results of operations and/or prospects.

RISK FACTORS SPECIFIC AND MATERIAL TO THE REGULATORY ENVIRONMENT IN WHICH THE ENLARGED GROUP OPERATES AND INTENDS TO OPERATE

Risks relating to the Enlarged Group's reliance on licences to operate adequately

Exploration, mining and processing activities are dependent upon the grant, renewal, continuance or maintenance in force of appropriate permits, licences, concessions, leases and regulatory consents, in particular the Enlarged Group's exploration licence, are valid only for a defined time period and subject to limitations or other conditions related to minimal levels of activity.

The Directors are confident that the Enlarged Group will fulfil the necessary conditions to maintain the good standing of the Enlarged Group's exploration licence in respect of the Strategic Minerals Project in order to continue to be able to execute the business strategy of the Enlarged Group. If the Enlarged Group fails to fulfil the specific terms of its exploration licence in respect of the Strategic Minerals Project, or any additional mining licences or permits it may obtain in the future or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the right, concession, licence, permit or other authorisation, any of which could have a material adverse effect on the Enlarged Group's results of operations and financial condition.

The Enlarged Group is exposed to governmental regulation, political, environmental and regulatory compliance risks

The Enlarged Group's exploration activities will be subject to various governmental and national environmental laws concerning, *inter alia*, water discharges, air emissions, waste management, toxic use reduction and environmental clean-up. Environmental laws and regulations continue to evolve, and it is likely the environmental laws and standards that regulate the Enlarged Group's operations, now and in the future, will continue to be increasingly stringent in the future, particularly under air quality and water quality laws and standards related to climate change issues, such as the reporting of greenhouse gas emissions. The Enlarged Group is required to comply with environmental laws and the terms and conditions of any environmental permits and the failure to comply with these laws and/or permits, or any other applicable laws or permits, by the Enlarged Group or the sub-contractors that it engages, could result in fines and penalties, interruptions in operations or the need to install pollution control equipment that could be costly. The Enlarged Group may be required to make additional expenditures, which could be significant, relating to environmental matters on an ongoing basis.

The Enlarged Group's operating activities are subject to extensive laws and regulations governing waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production and other matters in Zambia (including the protection of Aboriginal heritage sites) under the Zambian Environmental Act, the Occupational Health and Safety Act No. 36 of 2010, the Mines and Minerals (Environmental) Regulations No. 29 of 1997 and the Environmental Protection and Pollution Control (Environmental Impact Assessment) Regulations SI No. 28 of 1997 (EIA Regulations).

While the Enlarged Group believes that its investment in the Strategic Minerals Project will comply with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Enlarged Group or its investments, which could have a material adverse impact on the Enlarged Group's exploration operations or any future development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and the Enlarged Group cannot assure that any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Enlarged Group from proceeding with exploration operations or any future development projects.

RISK FACTORS SPECIFIC AND MATERIAL TO THE MINING SECTOR AND RELEVANT TO THE ENLARGED GROUP'S BUSINESS

Recovery, mineral resource and reserve estimates may prove inaccurate

There are numerous uncertainties faced by the Enlarged Group that are inherent in estimating quantities of reserves and cash flows to be derived therefrom, including many factors that are beyond the control of the Enlarged Group. Estimation of mineral resources and ore reserves (which cannot be measured in an exact manner) is a subjective process aimed at understanding the statistical probabilities of recovery. As at the date of this Prospectus, the no mineral resource and reserve estimate has been made in relation to the Strategic Minerals Project, the Enlarged Group's sole asset.

If and when the Enlarged Group's exploration activity results in the discovery of a potential mineral resource and reserve base that may be classified as a proven or probable mineral reserves or resources it should be noted that even professional estimates of proven or probable mineral reserves or resources are often based upon volumetric estimates without the benefit of actual production history. Estimates based solely on volumetric methods are, generally, more uncertain than estimates also supported by actual production history. The Directors expect that they would commission an independent competent person to undertake such an assessment of the mineral resources and ore reserves upon discovering any such potential resource and reserve base, but it should be noted that the interpretation and estimates of the amounts of mineral resources and ore reserves are subjective and the results of drilling, testing and production subsequent to the date of any particular estimate may result in substantial revisions to the original interpretation and estimates. Moreover, different mining engineers may make different estimates of mineral reserves, resources and cash flows based on the same available data. Eventual actual production, revenues and expenditures with respect to any mineral resources and ore reserves will vary from estimates, and the variances may be material, particularly when an entity is still involved solely in exploration activity and significant uncertainties exist, and could have a material adverse effect on the Group's business, financial condition and prospects to a much greater extent than might be expected for a larger enterprise.

Global supply and demand changes due to a potential economic downturn may have a material adverse effect on the business, the fundamental viability of potential future operations and financial condition of the Enlarged Group

Many developed economies have experienced recessions over the past several years and growth has slowed in many emerging economies with serious adverse consequences for asset values, employment levels, consumer confidence and levels of economic activity.

Any further deterioration of the global economic environment could have a material adverse effect on the Enlarged Group's business, results of operations and financial condition, particularly to the extent it impacts demand for and the prices of those commodities in respect of which the Enlarged Group is conducting exploration activities.

It is the Enlarged Group's strategy ultimately to derive its revenue from the production of commodities. Accordingly, the Enlarged Group's revenues, profitability and future rate of growth will depend substantially on the prevailing price of these commodities, which can be volatile and subject to fluctuation.

It is impossible to accurately predict future commodity price movements. The Enlarged Group can give no assurance that existing prices will be maintained in the future. The economics of producing from some mines may change as a result of lower prices, which could result in a reduction in the production quantities. Any of these factors could potentially result in a material impact on the future commercial viability of the Enlarged Group.

RISKS RELATING TO THE REPUBLIC OF ZAMBIA

The Enlarged Group is subject to the risks associated in operating its business in Zambia

The Strategic Minerals Project is based in Zambia. Accordingly, the Enlarged Group is subject to risks associated in operating in Zambia which include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange controls, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. Fluctuations in any of these factors could have a material adverse effect on the Enlarged Group's results of operations and financial condition.

The Enlarged Group may also be hindered or prevented from enforcing its rights with respect to a governmental instrument, including its exploratory licence associated with the Strategic Minerals Project, because of the doctrine of sovereign immunity or nationalisation. Any future material adverse changes in government policies, legislation or court rulings in Zambia that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Enlarged Group.

The legal system operating in Zambia is less developed than more established countries

The legal system operating in Zambia is less developed than more established countries, which may result in risks such as: (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental agencies and the judiciary; (iii) the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights; (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or (v) relative inexperience of the judiciary and court in such matter.

The commitment by local businesspeople, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that the Enlarged Group's licences, license applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness of and enforcement of such arrangements cannot be assured which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

There is a risk of crime and corruption from operating in Zambia

Countries in Africa can experience higher levels of criminal activity and governmental and business corruption. Exploration and mining companies operating in certain areas of Africa may be particular targets of criminal actions, including, but not limited to, the theft of land, mined minerals, plant and equipment, as well as intimidation and extortion of personal working on site.

Criminal or corrupt action against the Enlarged Group could have a material adverse effect on the Enlarged Group's business, operations, financial performance, cash flow and future prospects. In addition, the fear of criminal or corrupt actions against the Enlarged Group could have an adverse effect on the ability of the Enlarged Group to adequately staff and/or manage its operations or could substantially increase the costs of doing so.

By doing business in Zambia, the Enlarged Group could face, directly or indirectly, corrupt demands by officials, militant groups or private entities, as well as the intimidation of local and expatriate personnel, including kidnap and ransom. The Enlarged Group faces the risk that, in the absence of the Directors' knowledge or consent, one or more of its employees, agents, intermediaries or consultants may make or receive unauthorised payments given that such persons may not always be subject to its control. Although the Enlarged Group has designed and adopted an anti-bribery and corruption policy to ensure that the Enlarged Group's employees, agents, intermediaries and consultants all comply with all applicable related legislation, there is no assurance that such policy will work effectively and be respected by all, which may not protect the Enlarged Group against liability under any such legislation for actions taken by its agents, employees, intermediaries and consultants with respect to its business. Furthermore, any remediation measures taken in response to potential or alleged violations of anti-corruption or anti-bribery laws and regulations, including any necessary changes or enhancements to the Enlarged Group's procedures, policies and controls and potential personnel changes and/or disciplinary actions, may result in increased compliance costs.

Findings of, or any alleged or actual involvement in, corrupt practices or other illegal activities by the Enlarged Group or its commercial partners or anyone with whom it conducts business could damage its reputation and its ability to do business, including by affecting its rights and title to assets or by the loss of key personnel, and together with any increased compliance costs, could adversely affect its reputation, business, operations, financial performance, cash flow and future prospects.

PART B – RISK FACTORS SPECIFIC AND MATERIAL TO THE ORDINARY SHARES

RISKS RELATING TO THE NATURE OF THE ORDINARY SHARES

The Company does not currently intend to pay dividends and its ability to pay dividends in the future may be limited

The Company has never declared or paid any dividends. The Company currently intends to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends to the extent that to do so is in accordance with the Companies Act and all other applicable laws. There can be no assurance that the Company will declare and pay, or have the ability to declare and pay, any dividends in the future.

In addition to the foregoing, the Company's ability to institute and pay dividends now or in the future may be limited by covenants contained in the agreements governing any indebtedness that the Enlarged Group may incur in the future, including the terms of any credit facilities the Enlarged Group may enter into with third party lenders. It is not uncommon that credit facilities will prevent a borrower from declaring or paying any dividends (excluding stock dividends) to any of its Shareholders or returning any capital (including by way of dividend) to any of its Shareholders. As a result of the foregoing factors, purchasers of Ordinary Shares may not receive any return on an investment in Ordinary Shares unless they sell such Ordinary Shares for a price greater than that which they paid for them.

RISKS RELATING TO THE ADMISSION OF THE ORDINARY SHARES

The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing affords investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

While the Company has a Standard Listing, it is not required to comply with the provisions of, *inter alia*:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with Admission;

- Chapter 9 of the Listing Rules relating to the ongoing obligations for companies admitted to the Premium List, which therefore does not apply to the Company;

- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted that certain acquisitions will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for such an acquisition (subject to the Company having sufficient existing authorisation from Shareholders to issue such number of Ordinary Shares in relation to such acquisition on a non-pre-emptive basis);

- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a 'related party transaction' as defined in Chapter 11 of the Listing Rules without the specific prior approval of the independent Directors;

- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2; and

- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

It should be noted that the FCA will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this Prospectus are themselves misleading, false or deceptive.

Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor may contribute both to infrequent trading in the Ordinary Shares on the Main Market of the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares.

The Company may be unable or unwilling to transition to a Premium Listing in the future

There can be no guarantee that the Company will meet the relevant eligibility criteria or that a transition to a Premium Listing would be obtained if the Company were to apply. The Company has chosen not to seek a Premium Listing and the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This would include a period of time following a further acquisition where the Company could be operating a substantial business but would not need to comply with such higher standards. In addition, an inability to obtain a Premium Listing will prohibit the Company from gaining a FTSE indexation and may have an adverse effect on the valuation of the Ordinary Shares.

Compliance costs

The costs to the Company of complying with the continuing obligations under the Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules will be financially significant due to the Company's relatively small size and these costs might prove financially onerous.

The Company's Standard Listing might be cancelled if the Company fails to comply with its continuing obligations under the Listing Rules.

RISKS RELATING TO TAXATION

Taxation of returns from assets located outside of the UK may reduce any net return to investors

To the extent that the assets, company or business which the Company acquires is or are established outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by investors from a shareholding in the Company.

Changes in tax law and practice may reduce any net returns for investors

The tax treatment of the Shareholders, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws or practices in the UK or any other relevant jurisdiction. Any change may reduce any net return derived by investors from a shareholding in the Company.

Investors should not rely on the general guide to taxation set out in this Prospectus and should seek their own specialist advice. The tax rates referred to in this Prospectus are those currently applicable and they are subject to change.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner

It is intended that the Company will structure the Enlarged Group, including any company or business or assets acquired, to maximise returns for Shareholders in as fiscally efficient a manner as is reasonably practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

PART III

IMPORTANT INFORMATION

General

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Prospectus or any other offering or publicity materials in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such country or jurisdiction.

Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions in relation to the Ordinary Shares and this Prospectus. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such country or jurisdiction.

This Prospectus has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of FSMA, and of the UK Prospectus Regulation. No arrangement has however been made with the competent authority in any member states of the European Economic Area ("**EEA**") (or any other jurisdiction) for the use of this Prospectus as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction.

For the attention of all investors

In deciding whether or not to invest in Ordinary Shares, prospective investors should rely only on the information contained in this Prospectus. This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors, Peterhouse Capital or any of their respective representatives that any recipient of this Prospectus should subscribe for any Ordinary Shares.

Without prejudice to the Company's obligations under FSMA, the Prospectus Regulation Rules, the Listing Rules and the Disclosure Guidance and Transparency Rules, neither the delivery or this Prospectus, nor any subscription made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Prospectus or that the information in this Prospectus is correct as at any time after its date.

In making an investment decision, prospective investors must rely on their own examination of the Company, this Prospectus and the terms of the Placing, including the merits and risks involved. The contents of this Prospectus are not to be construed as advice relating to legal, financial, taxation, accounting, regulatory, investment or any other matter.

Prospective investors must rely on their own representatives, including their own legal and financial advisers and accountants, as to legal, tax, financial, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective and acquisition, financing and business strategies will be achieved. It should be remembered that the price of the Ordinary Shares and any income from such Ordinary Shares can go down as well as up.

This Prospectus should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Company's articles of association (the "**Articles**"), which prospective investors should review. A summary of the Articles is set out in paragraph 4 of *Part XV – Additional Information* of this Prospectus and a copy of the Articles is available for inspection at the Company's registered office, 6th Floor, 60 Gracechurch Street, London EC3V 0HR, United Kingdom.

Peterhouse Capital and any of its affiliates may take up a portion of the Placing Shares in the Placing as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in any Ordinary Shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in this Prospectus to the Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any or issue, offer, subscription, acquisition, dealing or placing to Peterhouse Capital and any of its affiliates acting in that capacity as investors for their own accounts. Peterhouse Capital does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Recipients of this Prospectus may not reproduce or distribute this Prospectus, in whole or in part, and may not disclose any of the contents of this Prospectus or use any information herein for any purpose other than considering an investment in the Ordinary Shares. Such recipients of this Prospectus agree to the foregoing by accepting delivery of this Prospectus.

Withdrawal rights

In the event that the Company is required to publish any supplementary prospectus, applicants who have applied to subscribe for or purchase Placing Shares in the Placing will have at least two business days (i.e., any day on which the London Stock Exchange is open for business and banks are open for business in London; excluding Saturdays and Sundays (each, a "**Business Day**")) following the publication of the supplementary prospectus within which to withdraw their offer to acquire Placing Shares in the Placing in its entirety. If the application is not withdrawn within the stipulated period, any offer to apply for Placing Shares in the Placing will remain valid and binding.

Details of how to withdraw an application will be made available if a supplementary prospectus is published. Any supplementary prospectus will be published in accordance with the Prospectus Regulation Rules (and notification thereof will be made to an RIS) but will not be distributed to investors individually. Any such supplementary prospectus will be published in printed form and available free of charge at the Company's registered office, 6th Floor, 60 Gracechurch Street, London EC3V 0HR, United Kingdom and on the Company's website at https://www.uraholdingsplc.co.uk until 14 days after Admission.

Selling restrictions

This Prospectus may not be used for, or in connection with, and does not constitute an offer to sell or issue, or the solicitation of an offer to buy, subscribe or otherwise acquire, Ordinary Shares in any jurisdiction where it would be unlawful, and in particular, subject to certain limited exceptions is not for release, publication or distribution in whole or in part, directly or indirectly, to US persons (as such term is defined in Regulation S of the Securities Act) or into the United States, any of its territories or possessions, any member state of the EEA (each, a "**Relevant State**") (other than any Relevant State where the Ordinary Shares are lawfully marketed) or any other Restricted Jurisdiction. Issue or circulation of this Prospectus may be prohibited in Restricted Jurisdictions and in countries other than those in relation to which notices are given below.

United States

The Ordinary Shares have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States.

The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States.

The Company has not been and will not be registered under the US Investment Company Act of 1940, as amended, pursuant to the exemption provided by section 3(c)(7) thereof, and investors will not be entitled to the benefits thereof.

The Ordinary Shares have not been approved or disapproved by the SEC, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed comment on the adequacy of this Prospectus. Any representations to the contrary is a criminal offence in the United States.

European Economic Area

In relation to each Relevant State, no Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in that Relevant State prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the EU Prospectus Regulation, except that the Ordinary Shares may be offered to the public in that Relevant State at any time:

(a) to any legal entity which is a "qualified investor" as defined under Article 2(e) of the EU Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2(e) of the EU Prospectus Regulation), subject to obtaining the prior consent of Peterhouse Capital for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of the Ordinary Shares shall require the Company or Peterhouse Capital to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

Each person in a Relevant State who acquires any Ordinary Shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with the Company, the Directors and Peterhouse Capital that it is a qualified investor within the meaning of the EU Prospectus Regulation.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 5(1) of the EU Prospectus Regulation, each such financial intermediary will be deemed to have represented, acknowledged and agreed to and with the Company, the Directors or Peterhouse Capital that the Ordinary Shares acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in a Relevant State to qualified investors, in circumstances in which the prior consent of Peterhouse Capital has been obtained to each such proposed offer or resale.

The Company, the Directors, Peterhouse Capital and their respective affiliates will rely on the truth and accuracy of the foregoing representations, acknowledgements and agreements.

For the purposes of this provision, the expression an "offer to the public" in relation to the Ordinary Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Ordinary Shares.

United Kingdom

In relation to the UK, no Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in the UK prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the FCA, except that the Ordinary Shares may be offered to the public in the UK at any time:

(a) to any legal entity which is a "qualified investor" as defined under Article 2(e) of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2(e) of the UK Prospectus Regulation), subject to obtaining the prior consent of Peterhouse Capital for any such offer; or

(c) in any other circumstances falling within section 86 of FSMA,

provided that no such offer of the Ordinary Shares shall require the Company or Peterhouse Capital to publish a prospectus pursuant to section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

Each person in the UK who acquires any Ordinary Shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with the Company, the Directors and Peterhouse Capital that it is a qualified investor within the meaning of the UK Prospectus Regulation.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 5(1) of the UK Prospectus Regulation, each such financial intermediary will be deemed to have represented, acknowledged and agreed to and with the Company, the Directors and Peterhouse Capital that the Ordinary Shares acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in the UK to qualified investors, in circumstances in which the prior consent of Peterhouse Capital has been obtained to each such proposed offer or resale.

The Company, the Directors and Peterhouse Capital and their respective affiliates will rely on the truth and accuracy of the foregoing representations, acknowledgements and agreements.

For the purposes of this provision, the expression an "offer to the public" in relation to the Ordinary Shares in the UK means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Ordinary Shares.

Australia

This Prospectus does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("**Australian Corporations Act**") and does not purport to include the information required of a disclosure document under the Australian Corporations Act. This Prospectus has not been, and will not be, lodged with the Australian Securities and Investments Commission (whether as a disclosure document under the Australian Corporations Act or otherwise). Any offer in Australia of the Ordinary Shares under this Prospectus or otherwise may only be made to persons who are "sophisticated investors" (within the meaning of section 708(8) of the Australian Corporations Act), to "professional investors" (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act so that it is lawful to offer the Ordinary Shares in Australia without disclosure to investors under Part 6D.2 of the Australian Corporations Act.

Any offer for on-sale of the Ordinary Shares that is received in Australia within 12 months after their issue by the Company is likely to need prospectus disclosure to investors under Part 6D.2 of the Australian Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Australian Corporations Act or otherwise. Any persons acquiring Ordinary Shares should observe such Australian on-sale restrictions.

The Company is not licenced in Australia to provide financial product advice in relation to the Ordinary Shares. Any advice contained in this Prospectus is general advice only. This Prospectus has been prepared without taking account of any investor’s objectives, financial situation or needs, and before making an investment decision on the basis of this Prospectus, investors should consider the appropriateness of the information in this Prospectus, having regard to their own objectives, financial situation and needs. No cooling off period applies to an acquisition of the Ordinary Shares.

Canada

The Ordinary Shares may be offered or sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act of 1990 (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Ordinary Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable Canadian securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limits prescribed under, and subject to limitations and defences under, the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 Underwriting Conflicts (NI 33-105), Peterhouse Capital is not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with Admission.

Japan

The Ordinary Shares have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the "**FIEL**"). This Prospectus is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity organised under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEL and otherwise in compliance with such law and any other applicable laws, regulations and ministerial guidelines of Japan.

Republic of South Africa

This Prospectus will not be registered as a prospectus in terms of the Companies Act 1973 in the Republic of South Africa and as such, any offer of Ordinary Shares in the Republic of South Africa may only be made if it shall not be capable of being construed as an offer to the public as envisaged by section 144 of such Act. Furthermore, any offer or sale of the Ordinary Shares shall be subject to compliance with South African exchange control regulations.

Information to distributors

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that the Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (ii) eligible for distribution through all permitted distribution channels (the "**UK Target Market Assessment**"). Notwithstanding the UK Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The UK Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, Peterhouse Capital will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and determining appropriate distribution channels.

Data protection

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;

- carrying out the business of the Company and the administering of interests in the Company;

- meeting the legal, regulatory, reporting and/or financial obligations of the Company in the UK or elsewhere; and

- disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and

- transfer personal data to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the UK.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third-party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

Presentation of financial information

Prospective investors should consult their own professional advisers to gain an understanding of the financial information contained in this Prospectus. An overview of the basis for presentation of financial information in this Prospectus is set out below.

Historical financial information on the Company

Part X and Part XVIII of this Prospectus present audited historical financial information for the Company for the years ended 30 June 2018 and 30 June 2019 and the 18-month period ending 31 December 2020, prepared in accordance with International Financial Reporting Standards as adopted by the EU ("**IFRS**") and unaudited for the periods ended 30 June 2020 and 30 June 2021.

Historical financial information on the Malaika Group

Part XI – Accountant's Report on the Historical Financial Information of the Malaika Group presents the audited historical financial period of the Malaika for the period from incorporation on 11 May 2020 to 31 December 2020, prepared in accordance with IFRS.

Pro forma wording

In this Prospectus, any reference to "*pro forma*" financial information is to information which has been extracted without material adjustment from the unaudited *Pro Forma* Financial Information contained in *Part XII – Pro Forma Financial Information* of this Prospectus.

The unaudited *pro forma* statement of net assets and the unaudited *pro forma* income statement of the Enlarged Group have been prepared for illustrative purposes only in accordance with Annex 20 of the Prospectus Regulation Rules and should be read in conjunction with the notes set out in *Part XII – Pro Forma Financial Information* of this Prospectus.

The unaudited *Pro Forma* Financial Information has been prepared to illustrate the effect of the Acquisition as if it had taken place on 30 June 2021. By its nature, the unaudited *Pro Forma* Financial Information addresses a hypothetical situation and, therefore, does not represent the Enlarged Group's actual financial position nor is it indicative of the results that may or may not be expected to be achieved in the future.

Rounding

The financial and volume information in this Prospectus, including in a number of tables, has been rounded to the nearest whole number or the nearest decimal place. The sum of the numbers in a column in a table may not conform exactly to the total figure given for that column. In addition, certain percentages presented in this Prospectus reflect calculations based on the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers. As a result of this rounding, the totals of data presented in this Prospectus may vary slightly from the actual arithmetic totals of such data.

Market data

Where information contained in this Prospectus has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST System. The Ordinary Shares are admitted to CREST and accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST System if any investor so wishes.

CREST is a voluntary system and Shareholders who wish to receive and retain certificates for their Ordinary Shares will be able to do so. Shareholders may elect to receive Ordinary Shares in uncertificated form if such Shareholder is a system-member (as defined in the CREST Regulations) in relation to CREST.

Information not contained in this Prospectus

No person has been authorised to give any information or make any representation other than those contained in this Prospectus and, if given or made, such information or representation must not be relied on as having been so authorised.

Supplements

If a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which is capable of affecting the assessment of the Ordinary Shares arises or is noted between the date of this Prospectus and Admission, a supplement to this Prospectus will be published in accordance with the relevant provisions under the UK Prospectus Regulation. Such a supplement will be subject to approval by the FCA in accordance with Article 23 of the UK Prospectus Regulation and will be published in accordance with the relevant provisions under the UK Prospectus Regulation. The summary shall also be supplemented, if necessary, to take into account the new information included in the supplement. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus (or contained in any document incorporated by reference in this Prospectus). Any supplement shall specify which statement is so modified or superseded and shall specify that such statement shall, except as so modified or superseded, no longer constitute a part of this Prospectus.

Transferability

The Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer.

International Financial Reporting Standards

As required by the Companies Act and Article 4 of the European Union ("**EU**") International Accounting Standards Regulation, the financial statements of the Enlarged Group are prepared in accordance with IFRS issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU.

Incorporation of information by reference

The contents of the Company's website (https://www.uraholdingsplc.co.uk), unless specifically incorporated by reference, any website mentioned in this Prospectus or any website directly or indirectly linked to these websites have not been verified and do not form part of this Prospectus, and prospective investors should not rely on them.

Forward-looking statements

This Prospectus includes statements that are, or may be deemed to be, 'forward-looking statements'. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms 'targets', 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'should' or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this Prospectus and include statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, *inter alia*, the Company's objectives, exploration, development, financing and business strategies, operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends, fluctuations in prices of metals including gold, and in foreign currency exchange rates; increases in market prices of mining consumables, possible variations in mineral estimates and reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in the completion of exploration or development activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Group operates; and future deal flow and implementation of active management strategies. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies may differ materially from the forward- looking statements contained in this Prospectus. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Prospective investors should carefully review Part II – *Risk Factors* of this Prospectus for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing appearing under the heading "Forward-looking statements" constitutes a qualification of the working capital statement set out in paragraph 7 of *Part XV – Additional Information* of this Prospectus.

Forward-looking statements contained in this Prospectus apply only as at the date of this Prospectus. Subject to any obligations under applicable law, the Listing Rules, the EU Market Abuse Regulation (596/2014) which is part of UK domestic law by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019 (SI 2019/310) (the "**UK MAR**"), the Disclosure Guidance and Transparency Rules and the Prospectus Regulation Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

No profit forecast or profit estimate

No statement in this Prospectus or incorporated by reference into this Prospectus is intended to constitute a profit forecast or profit estimate for any period.

Currency

Unless otherwise indicated, all references in this Prospectus to:

- "**UK Pounds Sterling**", "**pound**", "**pence**", "**GBP**", "**£**" or "**p**" is to the lawful currency of the UK;
- "**US Dollars**", "**USD**", "**US$**", "**cents**" or "**$**" is to the lawful currency of the US; and
- "**Zambian kwacha**" is to the lawful currency of Zambia.

Governing law

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales and are subject to the changes in such laws.

Competent Person's Report

Al Maynard & Associates Pty Limited ("**AM&A**") has prepared a competent person's report in relation to the Strategic Minerals Project, which is set out in *Part XIX – Competent Person's Report* of this Prospectus (the "**Competent Person's Report**" or "**CPR**").

Presentation of mineral resources

There are (i) details of mineral resources and reserves (where applicable) and exploration results/prospects, (ii) details of anticipated mine life and exploration potential or similar duration of commercial activity in extracting reserves, (iii) indications of the duration and main terms of licences and concessions and the legal, economic and environmental conditions for exploring and developing those licences or concessions, (iv) indications of the current and anticipated progress of mineral exploration and/or extraction and processing and (v) explanation of exceptional factors that have influenced any of the items listed in (i) to (iv) in this paragraph, in respect of the Strategic Minerals Project (included in this Prospectus at paragraph 4 of *Part VII – Information on the Enlarged Group* and in the CPR.

Conversion and units

All units of measurement set out in this Prospectus and the CPR are metric, unless otherwise stated.

The following table sets forth certain standard conversions between Standard Imperial Units and the International System of Units (or metric units).

To convert from	*To*	*Multiply by*
feet	metres	0.305
metres	feet	3.281
miles	kilometres	1.609
kilometres	miles	0.621

PART IV

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Prospectus	25 February 2022
Admission and commencement of unconditional dealings in Ordinary Shares	8:00 a.m. on 2 March 2022
CREST members' accounts credited in respect of New Ordinary Shares (where applicable)	2 March 2022
Share certificates despatched in respect of New Ordinary Shares (where applicable)	by 3 March 2022

All references to time in this Prospectus are to London time, unless otherwise stated. Any changes to the expected timetable will be notified by the Company through an RIS.

PART V

PLACING AND ADMISSION STATISTICS

Number of Existing Ordinary Shares in issue as at the date of this Prospectus and prior to Admission	29,345,590
Number of Consideration Shares to be issued conditional upon Admission	60,000,000
Number of Placing Shares to be issued conditional upon Admission	52,500,000
Enlarged Share Capital on Admission	141,845,590
Placing Price	2 pence
Market capitalisation at the Placing Price[1]	approximately £2.82m
Placing Shares as a percentage of Enlarged Share Capital	37.01%
Consideration Shares as a percentage of Enlarged Share Capital	42.30%
Number of options outstanding on Admission	20,000,00
Number of warrants outstanding on Admission	28,875,000
Warrants and options as a percentage of the fully diluted share capital	15.14%

(1) The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time There can be no assurance that the market price of an Ordinary Share will equal or exceed the Placing Price.

The dealing codes for the Ordinary Shares will be as follows:

ISIN	GB00BL979W39
SEDOL code	BL979W3
TIDM	URAH
LEI	213800U6Z25OCOBY7781

PART VI

DIRECTORS, SENIOR MANAGER, COMPANY SECRETARY, REGISTERED OFFICE,WEBSITE, ADVISERS AND SERVICE PROVIDERS

Directors	Edward Nealon	*Non-Executive Chairman*
	Bernard Olivier	*Chief Executive Officer*
	Sam Mulligan	*In-Country Operations Director*
	John Michael Treacy	*Independent Non-Executive Director*
	Peter Redmond	*Non-Executive Director*
Senior Manager	Jeremy Sturgess-Smith	
Company Secretary	Michael Langoulant	
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR United Kingdom	
Website	https://www.uraholdingsplc.co.uk	
Financial Adviser and Broker	Peterhouse Capital Limited 80 Cheapside London EC2V 6DZ United Kingdom	
Solicitors to the Company	Orrick, Herrington & Sutcliffe (UK) LLP 107 Cheapside London EC2V 6DN United Kingdom	
CPR Provider	Al Maynard & Associates Pty Limited 2A Marian Street Leederville WA 6009 Australia	
Legal Adviser as to Zambian Law	Chibesakunda & Co (a member of DLA Piper Africa) CCO House Stand No. 2374 Kelvin Siwale Road PO Box 30279 Lusaka Zambia	
Auditors and Reporting Accountants to the Company	Bright Grahame Murray Emperor’s Gate 114a Cromwell Road Kensington London SW7 4AG United Kingdom	
Registrar	Computershare Investor Services plc PO Box 82 The Pavillions Bridgewater Road Bristol BS99 7NH United Kingdom	

PART VII

INFORMATION ON THE ENLARGED GROUP

1 ABOUT URA

The Company was set up to pursue uranium exploration and development activities in Tanzania and was admitted to AIM on 18 February 2005. On 20 December 2017, the Company disposed of its interests in its uranium business, raised £840,000 and became a cash shell for the purposes of Rule 15 of the AIM Rules for Companies. On 20 December 2018, the Company announced via an RIS that, having been unable to complete a transaction constituting a reverse takeover for the purposes of Rule 15 of the AIM Rules for Companies on or before 21 December 2018, the admission to trading of the Ordinary Shares on AIM was to be cancelled, which took effect on 24 December 2018.

On 24 May 2019, the Company announced via an RIS that it had made an investment in Ananda of £400,000. In August 2019, the Company resolved to distribute its holdings of shares and warrants in Ananda to its Shareholders and, following an application to the High Court of England and Wales to effect a capital reduction, the distribution was effected on 7 May 2021.

On 11 August 2021, the Company entered into Acquisition Agreement with the Vendor to acquire the entire share capital of Malaika (and its wholly-owned subsidiary Malaika Developments, the holder of an exploration licence in Zambia in respect of the Strategic Minerals Project). The Acquisition Agreement is conditional only on Admission.

2 ABOUT THE MALAIKA GROUP

Malaika Developments Ltd currently holds a large-scale exploration licence in respect of the Strategic Minerals Project over 965 km^2 (Tenement No. 26880-HQ-LEL) and permits the holder to explore for graphite, coltan, lithium and 14 other strategic minerals. Malaika Development also has the beneficial rights to Tenement No. 23239-HQ-LEL which is currently in the process of being transferred by African Prospect Development Zambia Limited to Malaika Developments Ltd. The large-scale exploration licence covers an area of 319 km^2 and borders Tenement No. 26880-HQ0LEL on the south-eastern side.

In addition to graphite the two licences also contains multiple rare-element enriched pegmatites. The main strategic minerals of interest on Malaika's tenements are niobium, tantalum, lithium, beryllium (beryl), caesium, rare earth elements, rubidium, scandium and graphite, all of which have been classified as strategic or critical minerals by Unites States in its "Final list of critical minerals 2018" issued by the Interior Department. With the exception of graphite all the other strategic minerals of interest are located within the rare-element pegmatites distributed over both tenements namely, 26880-HQ-LEL and 23239-HQ-LEL. Graphite mineralisation is confined to tenement 26880-HQ-LEL and is also sometimes referred to as the Njoka graphite deposit.

Malaika Developments is a wholly owned subsidiary of Malaika Exploration.

3 THE ACQUISITION

Completion of the Acquisition is conditional only on Admission. The Malaika Group will be acquired on a debt-free cash-free basis for a consideration of £1,200,000 to be satisfied by the issue 60,000,000 new Ordinary Shares issued credited as fully paid, pursuant to the terms of the Acquisition Agreement. Further details of the Acquisition Agreement between URA and the Vendor are set out in paragraph 14 of *Part XV – Additional Information* of this Prospectus.

4 STRATEGIC MINERALS PROJECT

4.1 Competent Person's Report

AM&A have prepared a CPR in relation to the Strategic Minerals Project, which is set out in *Part XIX – Competent Person's Report* of this Prospectus.

4.2 Location

The Strategic Minerals Project is located approximately 10 km west of Lundazi town in eastern Zambia (*Figures 1 and 2*) and consists of two exploration licence.

Access to the tenements is via a dirt track between Mnkwinda and Kaitondi towns which passes through the southern half of the tenements. Access to the project is via a network of bush tracks or along the Lundazi River.

Tenement 23239-HQ-LEL is located close to the city of Lundazi in an area that does not contain any restricted game management, forestry or other protected areas in which exploration activities are curtailed or closely managed by the state.

Tenement 26880-HQ-LEL, represented in the figure 3, is located in game management areas and forest reserve zones. Game management areas are designed to protect indigenous wildlife from poaching and hunting. The forestry reserve areas are designed to reduce widespread deforestation.

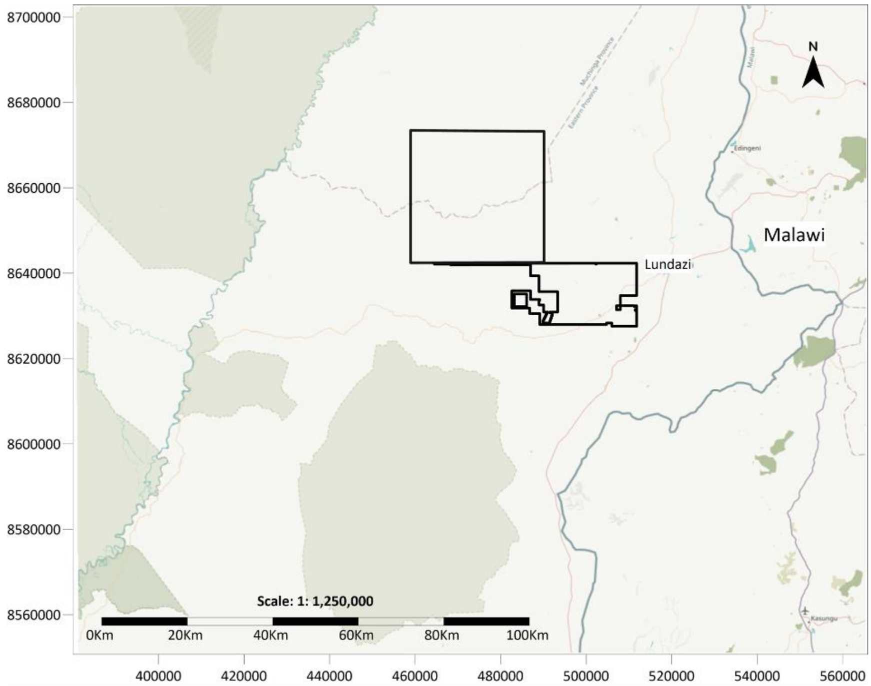
Consent to conduct exploration is required from the Department of National Parks and Wildlife, the Ministry of Tourism and Arts, the Ministry of Tourism and Arts as well as the Ministry of Lands and Natural Resources is required. All of these consents have been attained. A small portion of the western part of the tenement is a conservation limited use zone. The permission to explore and mine within the game management area has been granted to Malaika by ZAWA.

Figure 1: Project Location

Source: CPR, page 3

Figure 2: Location of the Strategic Minerals Project and tenements

Source: CPR, page 9



Source: CPR, page 8.

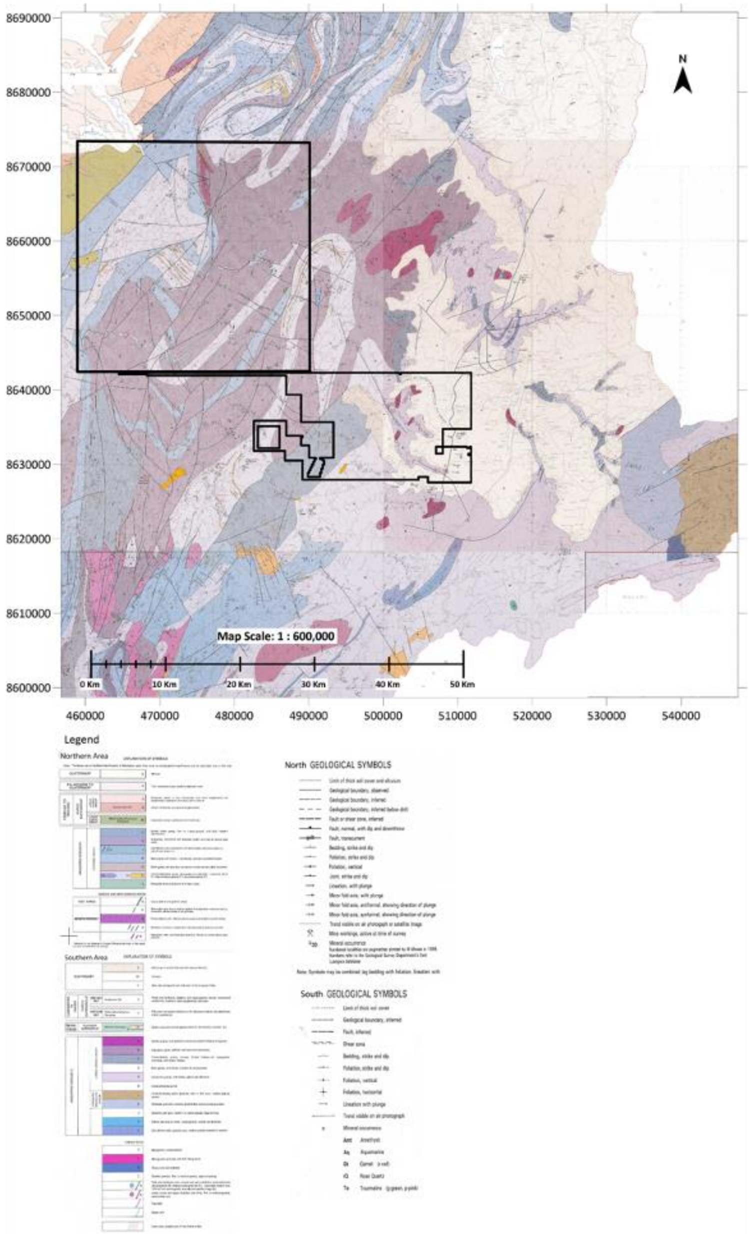
Figure 3: Malaika tenements Summary
Source: CPR, page 12.

Tenement No.	**Holder**	**Grant Date**	**End Date**	**Area (Km^2)**	**Status**
26880-HQ-LEL	Malaika Developments Ltd	16-Jul-20	15-Jul-24	965	Granted
23239-HQ-LEL	African Prospect Development Zambia Limited (Transfer in progress to Malaika Development Ltd)	31-Jan-19	30-Jan-23	319	Granted

The Project area (*Figure 4*) lies within a Mesoproterozoic metamorphic sequence called the Lumezi Gneiss Group which is composed of gneisses and gneissic migmatites as well as metabasic and metasedimentary resistant bands. The gneisses and gneissic migmatites were intruded by numerous pegmatites, known as the Lundazi pegmatite belt (LPB) and is one of the major pegmatite fields in Zambia. A semi-regional geological map showing the location of the project tenements is shown in Figure 4.

Figure 4: Semi-regional geological map showing the location of the tenements

Source: CPR, page 13.



The pegmatite fields of the Lundazi district covers an area of approximately 10,000 square kilometres and contains historical mining operations for mica and beryl (Nash, 1962), more recently selected pegmatites within the Lundazi pegmatite field have been the focus of rare-element exploration and mining activities. The rare-elements bearing complex-type pegmatites appears to belong to a mixture of the strategically important LCT (lithium-caesium-tantalum) and NYF (niobium- yttrium – fluorine) families and contains high concentrations of Rb, Cs, Be, Ta and Nb as well as elevated levels of Li. Samples from the pegmatites have returned assay values of up to 14,300ppm Li, 2,460ppm Cs, 8,450ppm Rb as well as 3,720ppm Be, 425,338ppm Nb and 372,159ppm Ta. These values contrast with the bulk continental crust, which contains 16pp Li, 2 ppm Cs, 49ppm Rb, 1.9ppm Be, 8ppm Nb and 0.7pp Ta (Rudnick and Gao 2004) The graphite mineralisation is in the form of disseminated graphite flakes in lenses of graphite gneiss. The lenses form a mineralised zone approximately 2400 metres long by 180 metres wide. The average grade is estimated at 11.7% TGC.

There are no JORC Code (2012) resources reported for this deposit.

Any estimate of potential quantity and grade of the both the rare-element and graphite exploration targets would only be conceptual in nature as there has been insufficient exploration to estimate a mineral resource in this area. However, historical work has returned significant results and AM&A are of the opinion that further exploration will result in the location of a mineral resource.

The prospectivity of strategic minerals in the tenement package is identified through the geology of the project itself.

4.3 Rare-element Pegmatites Project

(a) *Mineralisation*

The rare-element pegmatites of the Lundazi district in Eastern Province of Zambia are famous for their historical production of beryl. The Lundazi Pegmatite field contains a large concentration of pegmatites, including examples of the Lithium Caesium Tantalum ("**LCT**") family as well as potentially the Niobium Yttrium Fluorine ("**NYF**") family of pegmatites. In addition to Lithium Caesium Tantalum the LCT pegmatites are usually elevated in B, Be, F, P, Rb and Sn with NYF pegmatites usually showing elevated concentrations of Be, REE, Sc, Th, Ti, U and Zr. During the 1950's to 1960's a total of 77 tonnes of beryl was mined from these pegmatites. (Nash, 1962) In addition to beryl the pegmatites were also explored and mined for sheet mica, gemstones, including aquamarine and tourmaline as well as a variety of rare element minerals such as tantalum, niobium and lithium. The pegmatites are also known to contain the highly sought after 'coltan', a hybrid mineral that is a major source of both tantalum and niobium, both metals having similar properties.

The Lundazi pegmatite belt is estimated to extend over a distance of approximately 200km and cover numerous pegmatite bodies (Ondrus, 2002). The pegmatites appears to exhibit zoning and are predominantly potash-rich (K-Na). The pegmatites are commonly narrow with central bodies of clear quartz. Significant beryl and sometimes coltan margins the quartz cores. The pegmatites are mainly flat and covered by a thick layer of soil that makes the visual identification of the pegmatites difficult. It is also not know whether the pegmatites form part of larger pegmatite bodies and only systematic exploration of the LGB will help to discover more pegmatites of economic potential.

(b) *Exploration*

From 2018 to 2021 Malaika Development Limited conducted an extensive rare-element pegmatite exploration programme over the project area that covered both 26880-HQ-LEL and 23239-HQ-LEL.

A total of 35 trenches were dug with a total combined length of 429m. The width of the trenches varies between 0.85m and 9m wide, with a maximum depth of 7.5m. The trenches were logged and sampled. The aim of the trenches was to identify, uncover, map and sample the pegmatites as well as testing the weathering and drainages located within the project area. During the exploration programme, over 100 historical mining pits were identified, inspected and sampled. The pits are predominantly located on the pegmatites or on the drainage of the pegmatites and were predominantly mined for gemstones, beryl, mica and quartz.

7 open pits were also developed with a total combined excavation area of over 7,000m2.

During the exploration programme a total of 583 samples were collected. The samples were analysed by ALS Geochemistry in Loughrea, Galway, Ireland.

Highlights of the sampling program include:

- 16 grab samples reported an average grade of 26.7% Nb, 14.2% Ta
- High concentration of U (for example in sample M1545 with 26.1% Nb, 6% Ta and 2.5% U) in selected samples suggest that pyrochlore, a Nb-Ta-U mineral, could indicate that the high grade zones in the certain pegmatites are associated with pyrochlore-rich pegmatite segregation zones and veins.
- The highest-grade Nb grab sample reported values of 42.5% Nb and 4.6.% Ta
- Niobium and tantalum are believed to be present both as columbite-tantalite (coltan) and pyrochlore ore within the project's zoned pegmatites

- 15 grab samples reported average Li concentrations of over 5000ppm with an average Li of 9194ppm and a maximum of 14,300 ppm Li
- 7 grab samples reported average REE concentrations of over 10,000ppm with an average of 50,365ppm and a maximum of 166,067ppm REE

Table 1. Selected critical minerals assay results for the Project
Source: CPR, page 17.

Sample No.	UTM - X	UTM - Y	Nb	Ta	Total REE	Rb	Cs	Li	Ce	Nd	Sn	U	W	Y
M 1155	510356	8627789	5180	3440	333	42.9	2.2	18	96.3	6.89	429	30	52.6	151
m1166 B	510356	8627798	4.9	3.18	32	11.6	5.9	2970	11.5	5.54	37	0.8	1.3	3.9
L5518	505362	8627832	216932.2	372159	124	3.3	0.7	5	17.4	4.85	164	3750	9300	64.3
M 1726	510607	8627894	110	5.2	1 425	4	0.5	14	630	224	7	3.7	1.3	144.5
I5576	509271	8631250	403924	155000	0	0	0	0	0	0	0	0	0	0
L5514	504685	8627923	12500	5280	22	2.2	0.2	23	5.8	1.89	63	46.6	380	6.4
M 1794	504549	8627938	350	28.3	20	1405	49.2	420	4.5	2.2	98	1.3	108.5	3.4
M 1800	504549	8627938	121	14.2	48	1265	57.9	220	10.8	6.15	30	2	36.8	9.8
M 1790	504817	8627962	418	51.3	28	1320	54.6	390	8.5	3.77	41	1	89.9	1.2
L5301	509227	8628116	366	28.4	80	2790	571	1320	14.5	15.55	134	2.2	8.4	13.5
M 1402	505523	8628128	7	5.33	16	657	204	4190	4.2	2.38	4	0.4	2.9	1.7
M1420	505523	8628128	4360	2970	1 804	16.8	1.9	54	516	12.45	356	55.7	43.7	845
S17	505465	8628139	32.9	11.25	353	296	182.5	5000	14	7	8	5	13	192
DPit01	509724	8628644	168000	99000	48 526	42.3	4.8	6	1325	3280	11850	24700	19700	25000
M 1153	509758	8628647	6.6	1.58	28	9.1	4.1	2200	12.5	4.22	45	0.5	0.4	1.4
IS Village	507775	8628887	210000	35300	15 700	50	0	0	600	0	2170	50000	6960	15000
M 1044	509813	8628973	66.4	44.6	46	1180	141	1600	14.5	6.08	18	3.9	8.4	7.4
L5536	510260	8629410	170000	108500	234	0.7	1	4	102.5	30.8	6650	1325	4690	30.9
M 1143	509736	8629559	74.1	38.2	27	7360	740	10800	0.8	0.32	124	0.2	23.5	0.4
M 1608	509736	8629559	24.7	11.15	28	5170	433	2570	0.2	0.24	27	0.2	7.3	0.7
M 1145	509736	8629559	61.9	45.7	51	8220	1640	3920	2.4	1.82	21	1.9	8.2	2.6
M 1039	509736	8629563	36.1	25.1	61	7060	1520	2670	5.5	3.96	11	3.3	8.8	5.4
M 1023	509713	8629573	164	29.8	163	1230	289	1530	36.7	18.7	25	4.3	25.5	46.6
M 1018	509713	8629574	30.5	7.76	147	773	183	1240	44.1	22.2	7	2.4	13.7	24.7
M 1024	509725	8629575	31.1	18.4	40	8380	1470	2940	1.2	0.5	17	1	5.3	5.1
M 1149	509598	8629577	65.6	31	30	7070	597	8500	0.4	0.85	125	1.7	20.9	5.9
M 1105	509708	8629578	42.3	32.1	13	3460	430	5220	0.8	0.53	40	4.7	12.5	0.4
M1413	509708	8629578	241	35.8	22	5640	285	4890	1.1	0.13	423	0.2	21.7	0.5
M 1106	509708	8629578	50	27.6	16	4490	533	7050	0.5	0.9	51	0.5	17.3	0.9
M1409	509708	8629578	72.2	38.4	26	6440	658	8560	0.8	0.13	119	3.7	17.9	0.9
M 1103	509708	8629578	46.4	27.4	43	4550	540	7390	13.3	4.48	49	0.2	19.8	2.2
M1410	509708	8629578	70.5	34.5	24	5540	520	6390	2	0.72	99	1.2	15.2	2.9
M 1107	509708	8629578	47.3	21.1	28	5660	644	11500	2.9	0.73	81	1	14.6	5.8
M 1104	509708	8629578	87.1	42.8	47	5520	440	5910	6.8	4.69	123	5.3	19.2	12.1
M 1102	509708	8629578	96.6	32.8	282	6730	743	9990	66.4	43.9	89	2.2	42.3	58.7
M 1178	509717	8629579	66.6	34.4	58	5530	726	9040	22.7	5.18	74	0.3	24.9	2
D1286	509722	8629581	101.5	51.1	27	3110	500	14000	0	0	163	0	30	0
D1285	509722	8629581	94	48.8	26	4100	500	13500	0	0	152	0	28	0
ISACC01	509722	8629581	108.5	48.7	30	8450	858	14300	1	0	159	1	33	2
M 1118	509708	8629586	29.7	15.95	42	7930	1735	3150	2.5	1.37	12	0.5	6.3	0.7
M 1649	509821	8629586	188.5	29.7	23	5730	341	5460	2	0.82	346	0.5	19	1.2
M 1123	509708	8629591	14.1	0.81	136	5360	1180	6910	38.4	21.2	12	0.7	26.3	18.4
m 1543	509708	8629591	161500	105000	479	2	0.6	6	199.5	79.3	6990	1330	4470	38.9
M 1651	510270	8630805	238	93.1	53	4920	1600	3030	5.8	6.77	43	5.9	31.7	4.2
M 1162	510270	8630805	260	87.4	105	4590	2460	3670	4	7.61	45	4.4	32.8	42.5
M 1781	510270	8630805	202	87.7	493	5420	1850	3300	36.5	52.3	37	4.9	32.4	177
M 1780	510218	8630841	346	93	12	3380	293	1100	0.7	0.22	73	0.3	49.9	0.2
I5552 A	509139	8631387	260000	165000	0	0	0	0	0	0	0	0	0	0
I5552 B	509139	8631387	285000	178000	0	0	0	0	0	0	0	0	0	0
L5509	508610	8632716	117500	177221	244	10.5	2.9	9	62.7	24.1	808	1445	14000	48.7
L5510	508402	8632751	353140.7	197585.6	227	4.2	2.3	5	25.6	9.16	91	1395	17350	95.5
I5064	510800	8633670	390000	147000	250	50	0	0	100	0	640	1580	13300	50
M 1771	510800	8633670	378927	127855	470	5.6	1.2	3	45.1	3.94	562	1485	11450	247
L5507	510651	8633784	337670.3	136752	463	32.5	4.6	28	81.4	15.2	536	1300	11550	210
m 1570	499638	8642299	31700	18250	3 506	5.2	0.9	12	1520	552	422	297	3010	197
m 1552	499638	8642299	140500	160418	11 836	7.4	0.7	5	5060	1860	1210	1990	9160	625
m 1561	499638	8642299	425338	46000	2 303	218	38.7	35	369	95.3	277	2410	19900	935
m 1545	499638	8642299	261000	60400	13 934	57	3	6	1525	727	671	25000	9840	6100
m 1600	499638	8642299	33.3	5.91	166 067	10	0.1	15	25000	25000	4	9040	4.6	17100
m 1544	499638	8642299	652	296	45 824	82	2	11	299	310	3	13900	136.5	25000
m 1510	499638	8642299	4110	945	50 668	117	4.3	17	372	394	14	12700	224	25000

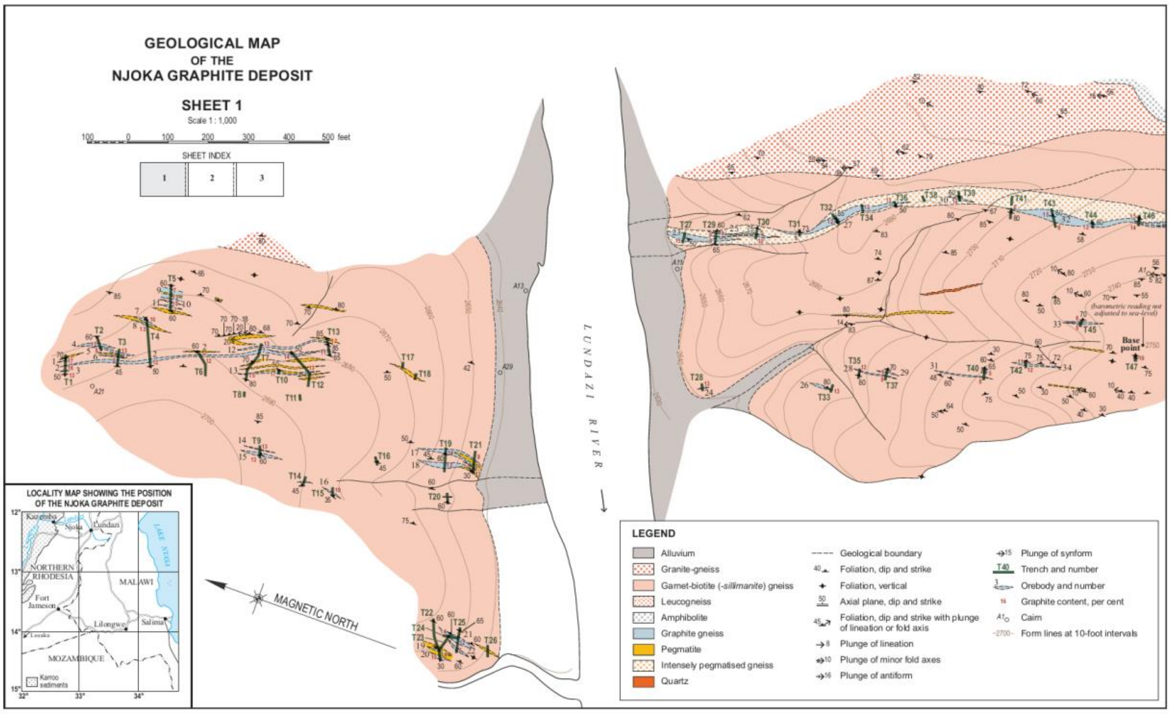
4.4 Nkoja Graphite Project

(a) *Mineralisation*

The mineralisation is in the form of disseminated graphite flakes in lenses of banded graphite gneiss, though there has been some redistribution and recrystallisation adjacent to granite and pegmatite veins. The deposit was originally prospected in 1933 by Loangwa Concessions (N.R.) Ltd who dug more than 200 trenches. The deposit was then revisited in 1963 by the Zambian Geological Survey. By that time the area was overgrown and had to be re-mapped, with 76 of the original trenches being re-opened for testing (see Figures 5, 7 and 7). The graphite has been in continual use by the local inhabitants for pot-polishing.

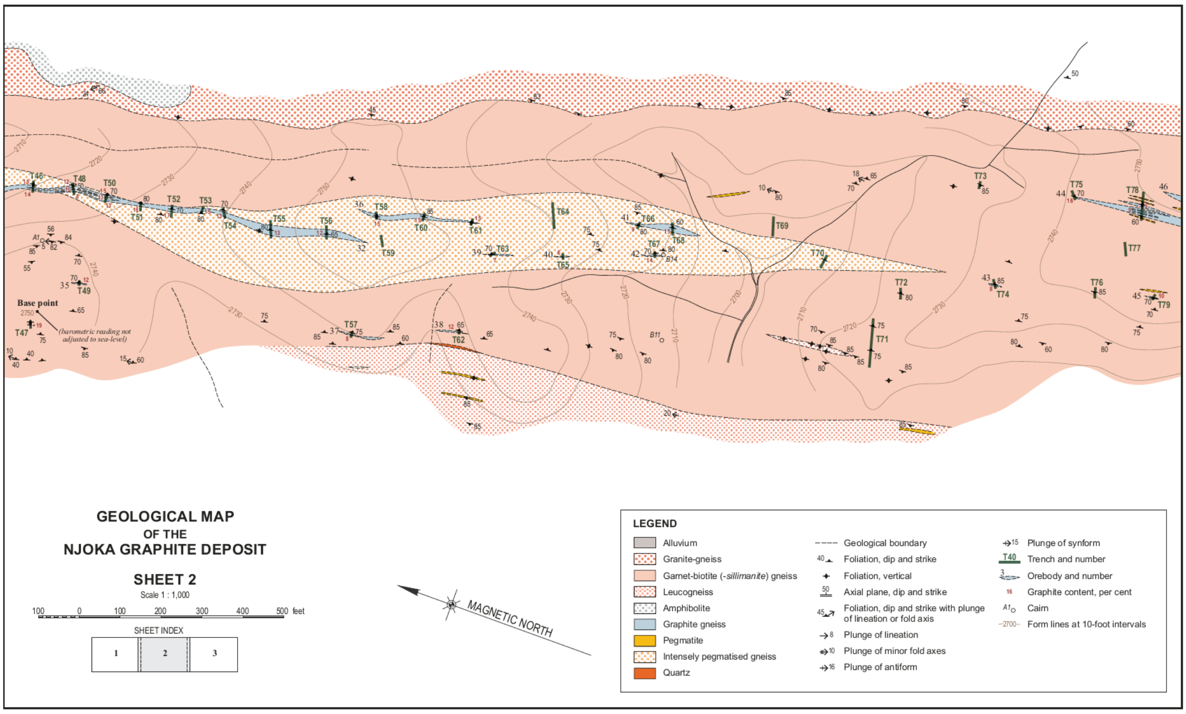
The lenses are grouped to form a mineralised zone parallel to the regional strike, over 11/2 miles (2.4 km) long and averaging 200 yards (180 m) wide. The total number of graphitic lenses mapped by Simpson & Drysdall in 1963 was 76.

Figure 5: Simpson & Drysdall (1965) geology map (digitized) showing graphite lenses and trenches – Sheet 1.



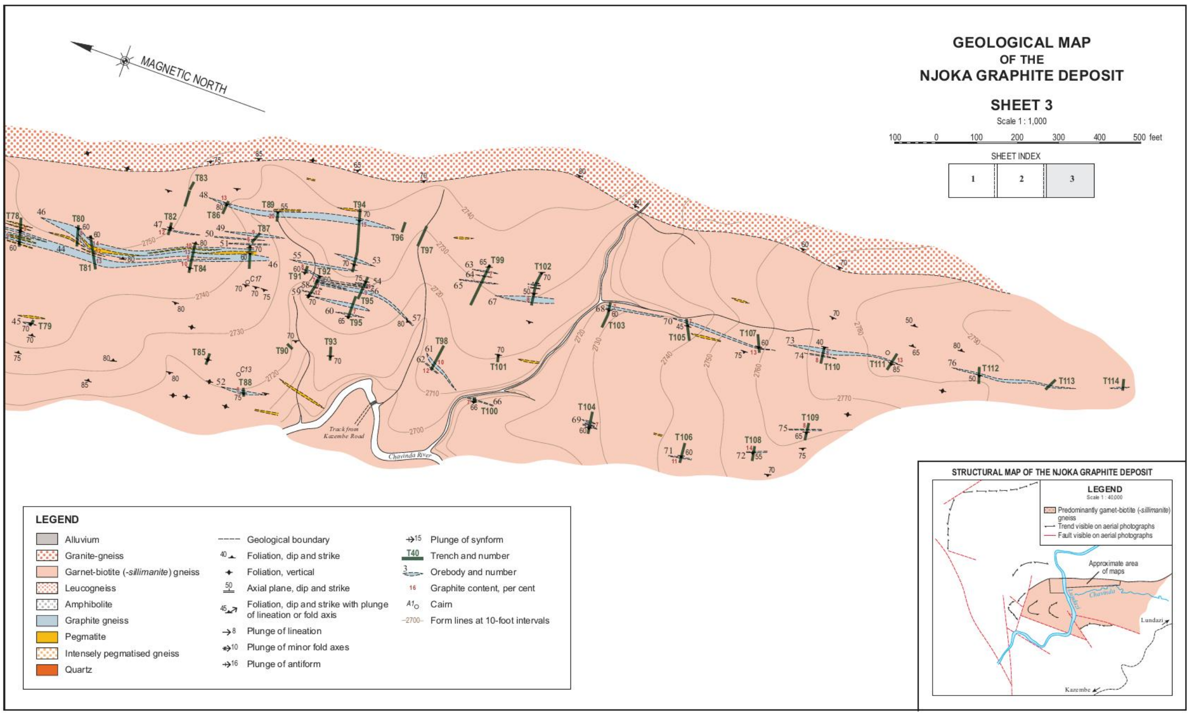
Source: CPR, page 21.

Figure 6: Simpson & Drysdall (1965) geology map showing graphite lenses and trenches – Sheet 2.



Source: CPR, page 21.

Figure 7: Simpson & Drysdall (1965) geology map showing graphite lenses and trenches – Sheet 3.



Source: CPR, page 22.

(b) ***Exploration***

Loangwa Concessions (N.R.) Ltd. explored for graphite at Njoka in the 1930s. This work included the digging, mapping and sampling of more than 200 trenches. This work was described in an unpublished report by Guernsey (1934) and later summarised by Bancroft (1934).

Bancroft records three important orebodies - one 2,000 feet (600 m) long, 10 feet (3 m) wide and averages some 13% graphitic carbon, the second extended over 1,200 feet (365 m) and consists of a number of parallel lenses containing up to 15% graphite, the third comprises two parallel lens; one over 1,500 feet (450 m) long and 6.5 feet (2 m) wide, with 11 percent graphite, and the other 25 feet wide (7.6 m) with 5% graphite. He also notes the presence of several smaller orebodies and concludes that the deposits are "of sufficient importance to warrant further investigation, especially as regards their continuity in depth and costs of treatment and transport".

As far as is known no further work was done until the investigation in August and September of 1963 and published by Simpson & Drysdall in 1965, when the earlier mapping had to be repeated as the original maps were lost.

The old trenches which intersected graphite gneiss were cleaned out and many were extended and deepened. These trenches were mapped and logged and as far as possible the orebodies were traced between the trenches by outcrops and graphite in the soil. All the ore bodies intersected were channel-sampled and these samples were analysed in the laboratories of the Geological Survey, Lusaka. Closely spaced thin lenses were treated as single composites, and channel-samples were taken to include both the graphite gneiss and the intervening barren rock.

Before any of the trenches were deepened, they ranged from 2 feet (0.6 m) to 6 feet (1.8 m) deep. The channel-samples were taken along a horizontal or near-horizontal line at an average depth of 2 feet (0.6 m), that is as near to the surface as possible while avoiding all rubble and soil. Difficulty was experienced with loose material which tended to "rain down" into the sample, and with the graphite itself which was so light and flaky that the slightest breeze tended to "winnow" the sample as it was taken from the channel.

In addition to the near-surface samples some were taken at greater depth. Three trenches - T43, T52 and T56 - across ore body No. 32 were deepened (Map 2). The "first, T43, was dug to 12 feet, trench T52 could only be dug to 6 feet (1.8 m) before comparatively fresh rock was encountered; and trench T56 could not be deepened beyond 9 feet (2.7 m), here the ore body contains a high proportion of granite-pegmatite. Bulk samples for experimental work in the metallurgical laboratory were also taken from these deepened trenches. They were dug from the lower part of each trench and were chosen to represent the various types of orebody and degrees of weathering. Further bulk 'composite samples representing the shallower parts of the orebodies were made up from the near-surface channel samples. Samples of fresh rock were collected from outcrops immediately north of trench T33.

(c) ***Metallurgy***

Metallurgical testing of samples from Njoka was first carried out by Simpson & Drysdall (1965) for the Zambian Geological Survey (ZGS). A limited amount of follow up test work was carried out by the British Geological Survey (BGS), Mitchell (1992).

The metallurgical work by the ZGS in 1965, showed an excellent response to grinding and flotation. Overall graphite recovery to concentrate was very satisfactory. However, there is scope for small improvements by grinding slightly finer prior to flotation. Recent experience with flotation of flake graphite ores in Chinese and Australian laboratories has shown that graphite recovery falls off for particles of over 650 microns.

The rougher concentrate grade and recovery achieved in the 1965 testwork compares well with other flake graphite ores. However, modern graphite flotation flowsheets have evolved to meet the demand for higher concentrate grades. Concentrates with better than 95% total graphitic carbon are achieved by sending rougher concentrates through several stages of regrinding and cleaner flotation. Relatively gentle regrinding in bead mills is used to liberate gangue minerals that are layered between the graphite flakes. This minimises degradation of the graphite flake size whilst allowing cleaner flotation to improve the concentrate grade. It is common practice for the rougher concentrate to be subjected to five stages of regrinding and cleaner flotation, followed by a final cleaner flotation with no regrind.

The initial results from the Njoka ore are regarded as very promising. Additional test work to investigate the response of the ore to multistage regrind cleaning is highly recommended.

The work by the BGS in 1992 was much less rigorous than the work of the ZGS, in terms of both sample selection and representation. The relatively low flotation recoveries achieved by the BGS are possibly explained by poor selection of test work parameters, such as grind and flotation reagents. However, the mineralogical commentary is useful.

All in all, the sum of the test work supports the contention that the Njoka ore will respond well to a modern graphite processing flowsheet. Processing would commence with a primary grind to achieve well liberated graphite particles that are appropriately sized for efficient flotation. The milled product would then go to rougher flotation and the concentrate would be subject to several stages of regrinding and cleaning. Intercalated mica fragments would be liberated from the graphite flakes during regrinding and a high-grade concentrate would be produced.

Besides being prospective for graphite, the tenement area covers geology that presents several pegmatites. These pegmatites have been historically and successfully prospected for gemstones, particularly aquamarine and tourmaline, the pegmatites are also known to contain the highly sought after 'coltan', a hybrid mineral that is a major source of both tantalum and niobium, both metals having similar properties. The unique properties of tantalum and niobium make them vital components in a diverse range of products and applications, both metals are superconductive, corrosion-resistant, have high melting points, high coefficients of capacitance, and are bio-compatible. The modern electronics industry needs tantalum for the production of many electronic components necessary to manufacture mobile phones, motion detectors, and touchscreen technologies, to name but a few. Niobium has a major use in the production of high strength low alloy steels used to manufacture vehicle bodies, aircraft engine turbine blades, ships hulls, railway tracks, and oil and gas pipelines.

4.5 Mineral resource and ore reserve estimates for the Strategic Minerals Project

There are no JORC Code (2012) resource estimates for this project. However, through the exploration work done by Malaika Development Limited the Lundazi pegmatite belt (LPB) has been significantly further defined. A total of 35 trenches were dug with a total combined length of 429m as part of the rare-element pegmatite exploration programme. 7 open pits were also developed with a total combined excavation area of over 7,000m2. Given the significant exploration work already conducted and the results obtained to date it is possible that a rare-element resource can be established through further exploration on the pegmatite belt.

With regards to graphite, it is pointed out that the 76 graphitic lenses mapped by Simpson & Drysdall (1965) sporadically outcrop over some 2400 metres and cover a width of some 180 metres. The work was carried out by the ZGS to find a project for local artisanal miners to be able to exploit the graphite, as such the mineralisation was only really tested to a depth some 2 metres as this was considered the depth that could be mined by the local workers utilising their hand held picks and shovels.

A small resource was calculated by the ZGS for the top 2 metres but no parameters for the calculation are given, neither is it identified which outcrops were considered in the calculation. However, the metallurgical testing and surface assaying suggests an average grade of 11.7% graphite might be returned at the project.

The presence of a multitude of robust graphitic pods over an area of 2,400m x 180m, augurs well for locating a significant graphite ore-body. As already mentioned, the graphitic lenses at Njoka have only been tested to a depth of 2.0m, and it would be naïve to assume that the graphite stops at or near that depth. The graphitic bodies will extend deeper and could, in fact, extend to depths of several hundred metres. Neither is there a recognised constraint on the strike extension of the graphite lenses.

Given the foregoing, there is no reason to think other than that a significant strategic minerals ore-body comprising amongst others Nb, Ta, REE and / or graphite may be found in the project area.

AM&A can state that the project is highly prospective for the locating of a significant strategic mineral resource including Nb, Ta, REE and or graphite. The graphite furthermore exhibits good metallurgy and a grade of approximating 11.7% TGC. The value of Malaika's strategic mineral project is identified through the geology of the project itself.

5 TANTALUM AND NIOBIUM FROM RARE ELEMENT PEGMATITES

Tantalum and Niobium are both classified as critical materials for the world's largest economies (US, China, EU, UK and Japan) due to their essential applications in the major growth sectors of their economies, such as the electronics, energy, construction and manufacturing sectors. The largest end-use market for Niobium is HSLA (high strength, low alloy) Steel. Tantalum and niobium have unique mechanical, electrical and chemical properties which make them indispensable in may industrial applications. In addition to the properties listed above, they also have nearly zero electric resistance at low temperatures, high corrosion resistance, shape memory properties and high capacitance (i.e., ability to store electric change). The unique properties of tantalum and niobium make them vital components in a diverse range of products and applications, both metals are superconductive, corrosion-resistant, have high melting points, high coefficients of capacitance, and are bio-compatible. The modern electronics industry needs tantalum for the production of many electronic components necessary to manufacture mobile phones, motion detectors, and touchscreen technologies, to name but a few. Niobium has a major use in the production of high strength low alloy steels used to manufacture vehicle bodies, aircraft engine turbine blades, ships hulls, railway tracks, and oil and gas pipelines.

When tantalum and niobium are equally weighted it may be referred to as coltan. When tantalum outweighs niobium, the mineral is called tantalite and when niobium outweighs tantalum the mineral is called columbite. In addition to tantalum and columbite, wodginite is also an important source of tantalum, while pyrochlore is also an important source of niobium. Tantalum and niobium deposits are often associated with igneous rocks like pegmatites and granites. Carbonatites and alkaline igneous rocks are usually enriched in a variety of elements, including rare earths (REE), zirconium and niobium, but usually have lower tantalum content. The main niobium-bearing minerals in these deposits usually include perovskite and pyrochlore. Pyrochlore also occurs in pegmatites associated with nepheline syenites and other alkalic rocks and is also found in granite pegmatites and greisens.

Pegmatites and granites enriched with lithium and caesium, as well as tantalum and niobium, are the main sources of tantalum in the world and usually contain lower levels of niobium. Columbite-tantalite and wodginite are usually the main tantalum- bearing minerals in these deposits (Moreno, 2011)

6 GRAPHITE

Graphite is a naturally occurring form of crystalline carbon that has extreme properties and many uses. There are only two forms of naturally occurring carbon, they are graphite and diamond. Although graphite is not a metal, it displays many properties similar to metals. Graphite is a great conductor of heat and electricity and also displays the highest strength of any material. Graphite is very resistant to corrosion and maintains its chemical stability and strength to temperatures exceeding 3600 degrees Celsius, it is also very resistant to chemical attack. In addition, graphite is light in weight and acts as an excellent lubricant due to its platelike physical character.

Graphite is formed naturally by the metamorphism of carbon rich constituents in rocks leading to the formation of either crystalline flake graphite, or fine-grained amorphous graphite, or crystalline vein-lump graphite.

China is the world's dominant producer of graphite and because of supply concerns relating to the market dominance of China (60 to 80% of world's production and 100% of battery grade material), the European Union has included graphite as one of 14 critical raw materials that are at supply risk. The government of the USA has also put graphite on a list of mineral resources whose loss they consider could affect the national and homeland security of the USA. The USA does not have any domestic production of graphite, nor does it have a stockpile (*Olsen 2020*). Graphite is the new "strategic mineral".

The major use of graphite is in the steel industry, where it is used in refractory bricks and crucibles, and where it is also used in the steel itself. Graphite can be found in the brake linings of motor vehicles, in gaskets, in clutch materials, and in many other components including electric motors. It can be used as a lubricant, as a fire retarder, and as an insulator. Other markets are expandable graphite, vanadium redox batteries, and pebble bed nuclear reactors. However, the major new growth areas for graphite are in the manufacture of lithium-ion batteries ("**LIOB**"), fire retardants, and in the use of graphite to manufacture graphene.

The anode of an LIOB is made from graphite, and there is no known substitute. Anode material uses spherical graphite, which is manufactured using flake graphite, only flake graphite which can be economically rounded and upgraded to 99.5% purity can be used. Currently the LIOB market is showing an annual increase of 20%. Interestingly, it takes up to 30 times more graphite than lithium to make an LIOB. There is up to 70kgs of graphite in an electric car. If 1% of the annual car market becomes electric vehicles (equaling one million vehicles) this will require some 70,000 tonnes of natural graphite annually. This requires flake graphite production to double by 2025. China dominates world production of battery anode material from small flake graphite, the larger flake size becomes then the more the graphite is worth. Currently the signs are that Njoka will be a large flake to jumbo flake deposit.

Besides LIOB's requiring graphite, a large new market has developed for graphite in fire retardants, using 'expandable graphite'. When treated with acid and applying heat, graphite flakes split apart and increase in volume by up to 300%. This 'expandable graphite' can be pressed into sheets and used for heat and fire protection in applications ranging from building materials to consumer electronics and fuel cells. Following the Grenfell Tower fire in London, fire safety has become a global issue. The cladding on the Grenfell Tower is believed to have contributed to the spread of the fire that killed 71 people and gutted a 24-storey building in West London. Similar fires have occurred in Australia and in the United Arab Emirates. New legislation in Britain, China, the European Union, Japan, and Korea requires fire retardants in building codes. Australia has also placed restrictions on the use of non-flame-retardant materials in aluminium cladding on buildings. China alone requires 2 million tonnes of expandable graphite each year in their construction industry.

The physical strength of graphite is now being used for another new development called graphene, this is an atom thin sheet of carbon noted for its incredible strength and conductivity. Graphene is 200 times stronger than steel while remaining lightweight and flexible. The material is already being used in electronics, sensors, green tech solutions, industrial robotics and sporting equipment. Graphene has also been found to have 10 times the stopping power of steel and is twice as effective as Kevlar at stopping bullets. The extremely lightweight nature of graphene is now being used to create fabrics from woven graphene nanotubes, especially for military grade and high-performance combat and sports clothing. The graphene industry was estimated to be US$78.7m in 2019 and is predicted to have a compound growth rate of 38.7% through 2027.

7 FLAKE GRAPHITE

Njoka is dominantly a flake graphite deposit.

Flake graphite has a layered, planar structure with a hexagonal lattice. In each layer, the carbon atoms are covalently bonded to three other carbon atoms, forming a two dimensional (2D) planar layer commonly known as "Graphene". These 2D planes are stacked like a book weakly bonded to each other making flake graphite. Each carbon atom in flake graphite has a free electron which can migrate within the planar layer to impart the conductivity properties of graphite[1]; as the electrons are free to move, electricity moves through the plane of the layers (*Figure 8*). It is an extremely soft material and has a high regular stiffness and strength[2] [3] [4]. Graphite is a good conductor of heat and electricity. In a

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[1] Source: Kharisov, B. and Kharissova, O. (n.d.). *Carbon Allotropes: Metal-Complex Chemistry, Properties and Applications.*

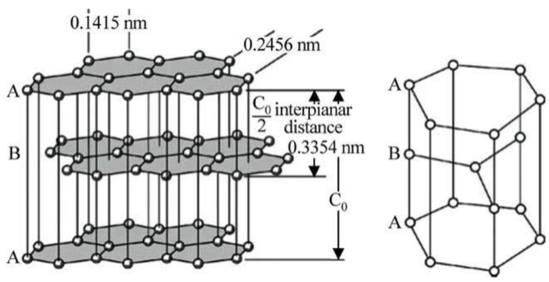
[2] Source: Pierson HO. Handbook of carbon, graphite, diamonds and fullerenes: properties, processing and applications. Park Ridge (New Jersey): Noyes Publications; 2012.

[3] Source: Deprez N, McLachlan D. The analysis of the electrical conductivity of graphite conductivity of graphite powders during compaction. J Phys D 1988;21(1):101

[4] Source: Zheng W, Wong SC. Electrical conductivity and dielectric properties of PMMA/expanded graphite composites. Compos Sci Technol 2003;63 (2):225–35.

reducing atmosphere, it can sustain temperatures greater than 3600°C. It is a highly lubricating material with chemical inertness and corrosion resistance[5] [6].

Figure 8: Systematic illustration of the crystal structure (hexagonal) of flake graphite



Source: A.D. Jara et al. / International Journal of Mining Science and Technology 29 (2019) 671–689

The following properties exhibited by flake graphite make it ideal for a host of industrial applications:

- A solid-state, high temperature dry lubricant.
- The only high-performance non-metallic conductor of heat and electricity.
- Reflector as a single particle.
- Excellent refractory properties.
- Thermal resistance (negligible thermal expansion).
- High temperature stability in reducing atmosphere.
- Low absorption of X-rays and neutrons.
- Expansion on intercalation – up to 500 times.
- Shining luster – leaves a streak in rubbing.
- Mostly inert to other materials and various chemicals.

Graphite is therefore an important industrial mineral which finds applications in almost every facet of manufacturing including energy storage, electronics, atomic energy, hot metal processing, friction, coatings, aerospace, powder metallurgy, lubrication, thermal management, composite materials etc.

Flake graphite is found in the form of mineral deposits in mother Earth. For commercial use, this is mined and processed into the required grades. It has deposits across the globe having been mined in China, India, South America, Canada, Madagascar, Germany, Ukraine and Russia. Flake graphite has been classified as a critical resource for industry and national security by the USA and European Union[7].

The monetary value and extent of these properties vary with the following three parameters in flake graphite:[8]

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[5] Source: Bolz F. Advanced materials in catalysis. Cambrige (Massachusetts): Academic Press; 2013.
[6] Source: Kelly BT. Physics of graphite. London (Englewood, N.J.): Applied Science Publishers; 1981.

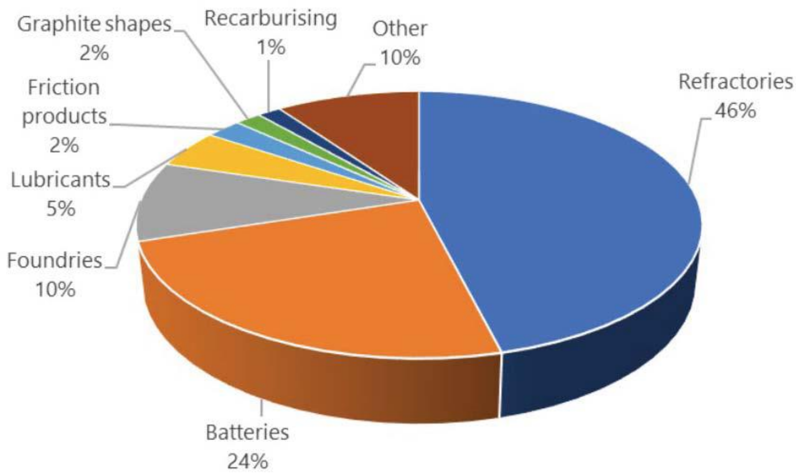
[7] Source: Wenk H-R, Bulakh A. Minerals: their constitution and origin. Cambridge: Cambridge University Press; 2016.
[8] 1. https://courses.lumenlearning.com/introchem/chapter/allotropes-of-carbon/
2. Critical raw materials – Internal Market, Industry, Entrepreneurship and SMEs – European Commission. [online] Available at: https:// ec.europa.eu/growth/sectors/raw-materials/specific-interest/critical en

- Particle Size
- Purity (Carbon %)
- Downstream Process (if any)

Applications and Markets

In 2017, the total flake graphite production in the world was about 895,000 metric tons according to Roskill. It has a wide range of uses in over 150 applications that are diversified, across various industry sectors. These applications range from conventional applications in metal manufacturing processes to green technologies and high-tech applications in areas such as energy storage, flame retardants, conductive polymers, fuel cells, composite materials and the production of graphene. The consumption pattern of flake graphite across these applications is broadly estimated in Figure 9.

Figure 9: Flake graphite consumption chart:



Source: Roskill (2019); Consumption Pattern of Flake Graphite across applications

The Directors view the market demand more from an applications perspective which it broadly divides into two parts:

- Industrial graphite uses/applications, produced in primary mining & beneficiation that generally have graphitic carbon purity ranging from 85% up to 97% and graded by particle size (i.e., jumbo, large and small). These types of flake graphite products are generally consumed in more conventional industrial applications (e.g., refractories, hot metal flow control, dry cells etc.) and are also used as the precursor material for further downstream processed for specialty process applications; and

- Specialty graphite applications, which are primary flake graphite products having undergone one or more of downstream processes of purification typically above 98% up to 99.95%, intercalation, micronisation and spherodization to yield specialty graphite for high-tech application products like:

    - intercalated flake graphite which is used in flame retardants, thermal management and gaskets;

    - micronised flake graphite which is used for polymers and composites, lubricants and electronics applications; and

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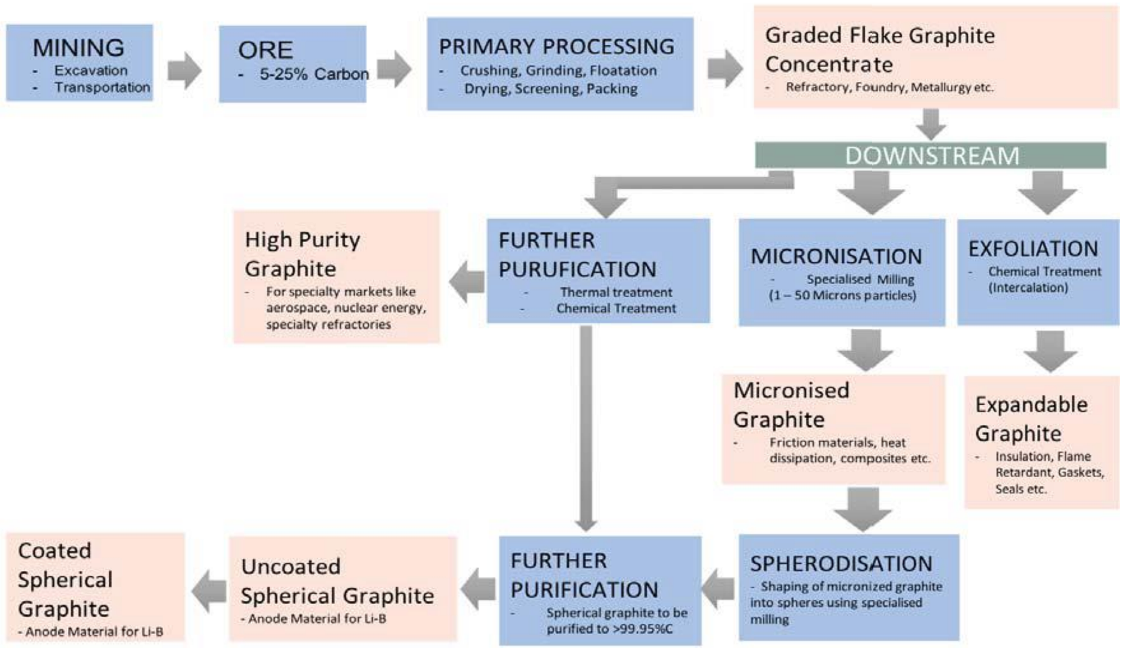
3. Fast Markets (2019). *Prospects for Natural Graphite Flake Markets*.

- spherical graphite which is the key component of the anode material for lithium-ion batteries and are widely used in grid-attached residential and industrial energy storage solutions, electric vehicles (EVs) as well as portable consumer electronic devices such as mobile phones.

The value chain of flake graphite starts at primary processing (mining, purifying up to 97%C and particle size grading) and further extends downstream to host a variety of specialised graphite products, as illustrated in Figure 10.

Figure 10: Flake graphite value chain

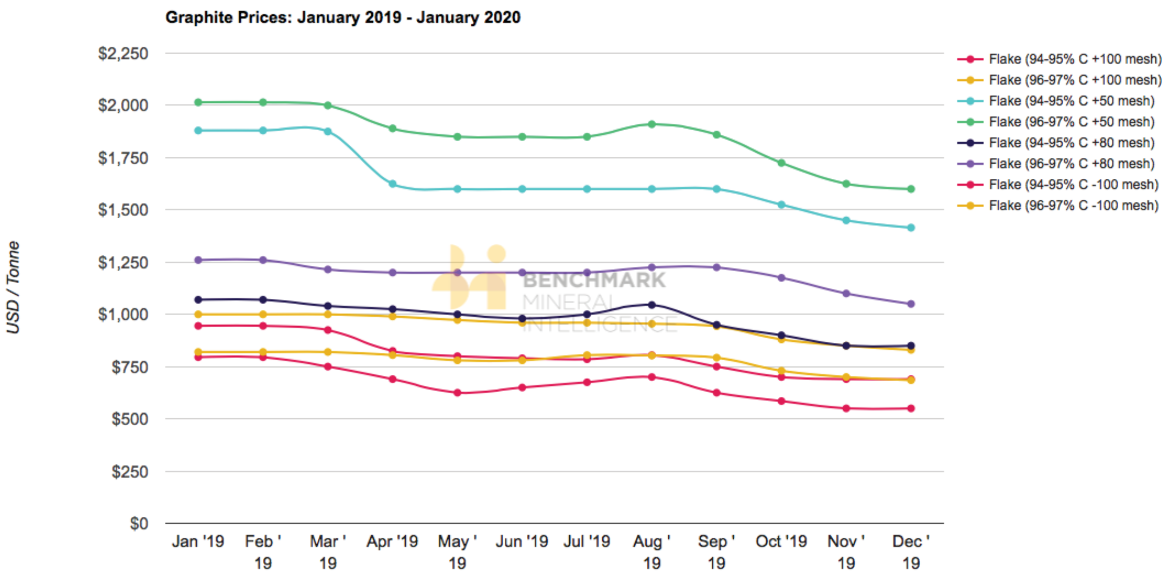


Source: Fast Markets (2019); Prospects for Natural Graphite Flake Markets.

For primary and specialty flake graphite, flake size and purity are the determinant factors for price.

Particle size is broadly classified as jumbo (300-500 μm), large flake (180-300 μm) and small flakes (<180 μm); however, the market demand can be of standard as well as customised grades. Being a niche and critical material, customers may demand highly customised and specialised grades. The pricing trend with variation of carbon content and flake size are depicted in Figure 11.

Figure 11: Flake Graphite Prices for Various Grades (Jan 2019 – Jan 2020)



Source: Benchmark Minerals Intelligence Graphite Prices

Supply dynamics

Over the last few decades, China has dominated the supply of flake graphite to the rest of the world. Flake graphite is mined and produced in three regions of China namely Shandong, Heilongjiang and Inner Mongolia. The Shandong region has been the main source of large flake graphite from China. Over the past few years, mining and primary processing of natural graphite has become extremely challenging in China due to multiple reasons:

- Limited availability of larger flakes
- Increasing production costs
- Quality of remaining resources
- Environmental restrictions
- Over-exploitation of existing resources
- Policy concerns as government continues closures of graphite mines and factories due to environment factors.

This has led to limited availability and growth scope from China, especially for the large flakes. Heilongjiang experiences extreme weather conditions in the winter season and Inner Mongolia has logistics challenges due to its locational disadvantages. All these factors make it difficult for China to expand its production capabilities of mining and processing primary flake graphite. There is further expectation of closures due to environmental concerns.

Further, larger quantities of flake graphite were also mined and produced in India, Brazil and Russia. USA and EU define graphite as a critical resource. The world bank estimates that 500% increase in flake graphite production may be required by 2050. With further increasing demand for the material from multiple growing new applications, ex-China sources are required. Over the last 5 years, projects have been identified in Canada and Africa with high quality graphite resources. But most of these projects are still at a very initial stage while the demand for graphite is expected to be 2 million tpa by 2025 from current 1.2 million tpa and their fruition to production depends on multiple factors. Canada has higher costs and longer development timelines compared to Africa which is a low-cost jurisdiction (although costs are rising), has relatively easy access for shipping due to its location in the globe and is developing its infrastructure and economies. Madagascar is known for its large size flake and high carbon grade.

For the downstream hi-tech processing technologies which include high purity graphite, expandable graphite, micronized and spherical graphite, the main raw material is primary processed flake graphite of which 50-70% is currently produced in China. Further >90% of global production is located in China. These products serve consumers in hi-tech green applications like thermal management, lithium ion batteries etc. as described in Part B. Thus, diversification of source of these critical materials is also essential. For example, graphite used in lithium ion batteries follows the following chain:

Mined Ore → Primary Processed graphite → High purity treatment → micronisation & spherodization

50-70% in China	**>90% in China**

8 THE MARKET AND MARKET TRENDS

Critical Minerals

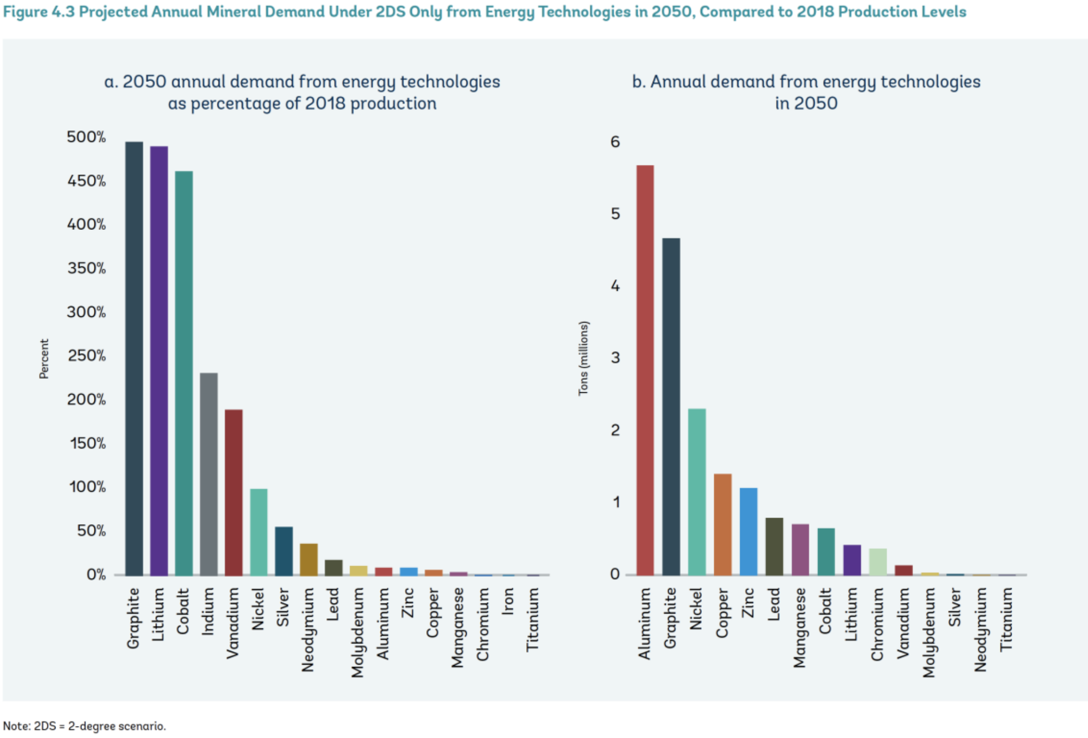
Critical minerals are those that are the most important economically and are also the most vulnerable to issues of supply. Critical minerals are most often those minerals with high importance to industries which are crucial to the way humanity now lives. For example, tungsten is a crucial mineral in mobile phone manufacture, gallium and indium are used to manufacture Light Emitting Diodes (LEDs) and hydrogen fuel cells and electrolysers require platinum group metals.

2020 Critical Raw Materials (new as compared to 2017 in bold)		
Antimony	Hafnium	Phosphorus
Baryte	Heavy Rare Earth Elements	Scandium
Beryllium	Light Rare Earth Elements	Silicon metal
Bismuth	Indium	Tantalum
Borate	Magnesium	Tungsten
Cobalt	Natural Graphite	Vanadium
Coking Coal	Natural Rubber	**Bauxite**
Fluorspar	Niobium	**Lithium**
Gallium	Platinum Group Metals	**Titanium**
Germanium	Phosphate rock	**Strontium**

Source: Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions - Critical Raw Materials Resilience: Charting a Path towards greater Security and Sustainability, Brussels, 3.9.2020, COM(2020) 474 final

As a result of growing consumer and government mandated demand for battery powered transport, cultivating critical mineral supplies outside of China will become more and more of a priority in the coming years, China currently accounts for over 90% of the world's rare earths production. Maroš Šefčovič, Vice-President for Interinstitutional Relations and Foresight for the European Union said: "A secure and sustainable supply of raw materials is a prerequisite for a resilient economy. For e-car batteries and energy storage alone, Europe will for instance need up to 18 times more lithium by 2030 and up to 60 times more by 2050."[9]

[9] Source: Commission announces actions to make Europe's raw materials supply more secure and sustainable, 3 September 2020, https://ec.europa.eu/commission/presscorner/detail/en/ip_20_1542



Source: World Bank Group - Minerals for Climate Action: The Mineral Intensity of the Clean Energy Transition

At the Indaba February 2021 Green Metals, PGMs and Global Decarbonisation roundtable, Dr Kwasi Mpofo, Lead Metals Analyst at BloombergNEF, predicted the sale of at least 23 million new electric vehicles by 2030. The World Bank predicted in 2020 a 500% increase in the production of critical minerals such as graphite, lithium and cobalt by 2050.[10] Furthermore, the global lithium-ion battery market was valued at USD 38.31 Billion in 2019 and is projected to reach USD 121.42 Billion by 2027, growing at a compound annual growth rate of 15.5%.[11]

It is the Company's opinion that the above macroeconomic conditions will only serve to increase demand for all critical minerals and it is our belief that the current company strategy will optimise the Company's shareholder value.

The market

Flake graphite is a processed mineral with diverse applications. Most of its applications are consumptive in nature resulting in relatively consistent demand. The graphite markets consist of over 150 applications in diverse arenas of industrial and consumer goods. Being a material with diverse properties, it is the preferred choice in many hi-tech applications as well. The diversity of applications provides insulation to sectoral dependence. Certain applications for flake graphite such as energy storage, flame retardants and composites are expected by leading market forecasters to be entering a period of high growth over the next decade. Some significant trends in different segments of flake graphite consumption segments are as follows:

Energy storage (batteries): Flake graphite is a key material in the energy storage sector. The development of Lithium ion batteries has transformed the energy storage industry with substantially improved energy density in batteries, paving the way for viability of increased adaptability for electric vehicles and grid storage applications. The anode of the lithium ion battery uses flake graphite as its primary ingredient. The global capacity for manufacture of lithium ion batteries is estimated to grow over

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[10] Source: Climate-Smart Mining: Minerals for Climate Action, The World Bank, https://www.worldbank.org/en/topic/extractiveindustries/brief/climate-smart-mining-minerals-for-climate-action#:~:text=A%20new%20World%20Bank%20Group,demand%20for%20clean%20energy%20technologies.

[11] Source: https://www.verifiedmarketresearch.com/product/lithium-ion-battery-market/

5 times over the next 7-10 years. This application is a major driver for accelerating the consumption of flake graphite which would support the high growth rates often reported by all the leading market forecasters.

Steel & Refractory: Flake graphite is used in various applications and products used in primary and secondary steel making processes. These include basic and specialised refractory, flow control systems, crucibles, coatings and recaborisers. The increasing transformation to the continuous casting route in steel making has resulted in increased growth of consumption of flake graphite in flow control systems. As a recarboriser, flake graphite pellets are being preferred over other conventional carbon forms which are increasing consumption in this application. Owing to similar transformations, the growth rate of flake graphite consumption in steel and refractory sector is estimated to be higher than the growth is steel output itself.

Expandable Graphite: By a process of intercalation, flake graphite attains the property of expanding hundreds of times its volume upon heating to a threshold temperature which is commonly referred to as expandable graphite and is used to manufacture flame retardants for various applications. It is also used in the manufacture of sheets and gaskets, thermal management foils and other applications. Currently, the majority of flame-retardant applications made without graphite are using various other materials which are often toxic. Graphite based flame retardant products presently only accounts for few percentage points of the total market size. However, more recently the use of flake graphite-based flame retardants has been gaining ground due to its superior performance over non-graphite flame retardant-based products. Thus, of all the applications for expandable graphite the markets for graphite-based flame retardants is estimated to exhibit the strongest growth rates over the next decade.

Composites: Various composites are manufactured using flake graphite as a component. These include friction materials such as brake pads and linings, insulation sheets and conductive polymers, with new applications continually being developed. The arena of composites provides the flake graphite markets with consistent and stable demand with surge demand as a new application is developed.

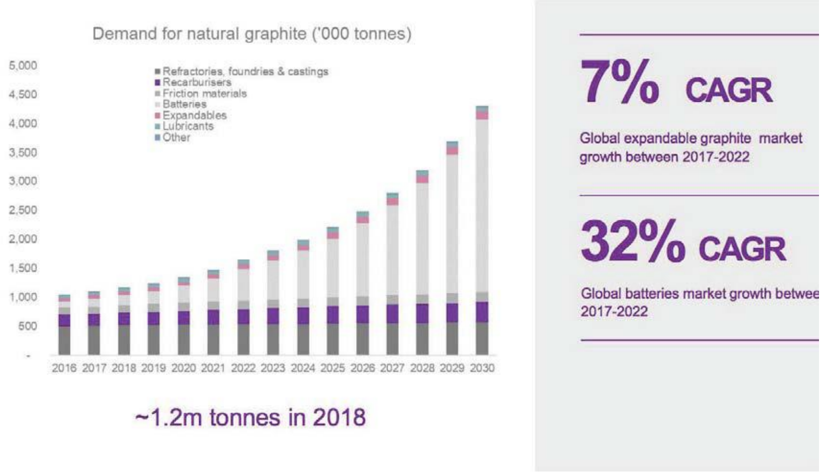
Lubricants: Flake graphite is one of the only solid-state lubricants with stability at high temperatures. While the applications provide flake graphite with consistent and stable demand, its growth is expected to be relatively moderate but, can also be subjected to surge growth similar to the composites.

Other applications: Flake graphite has application in various other products and processes such as powder metallurgy, pencils, paints, catalysts and fuel cells.

Graphene: The top down method of graphene manufacture using flake graphite as the precursor has been developing over the years with various applications in diverse areas reaching commercialization stage. Any bulk application of graphene can be expected to result in surge growth in demand of flake graphite, particularly higher quality flake graphite which produces a similarly higher quality graphene.

With such diverse areas of applications, some of which are exhibiting signs of exceptional high growth with others at more moderate to normal growth expectations, the total market-size for flake graphite is estimated to grow from 1.2 million per annum in 2018 to more than 4 million tons per annum by 2030 (as shown in Figure 12).

Figure 12: Growth forecast for flake graphite markets



Source: Fast Markets Report

Trends in graphite exploration

Up until the latter part of the first decade of this century, exploration for graphite was at a miniscule level outside of China, owing to Chinese production substantially exceeding global demand. However, with the development of larger scale applications in energy storage catalysing the electric vehicle development and with many other applications depicting significant growth potential, exploration and development of flake graphite projects gained momentum in different parts of the world, most significantly in the African continent and Canada. Over the past five to seven years, various projects have been conceived and are listed mostly in the Canadian and Australian Stock Exchanges and are at different stages of exploration. This activity has led to a significant rise in the resource inventory for flake graphite.

It has been reported that over the past few years there have been increasing levels of stringency in the implementation of environment regulations by the Chinese Government which has led to significant disruptions to graphite output from historical operations in China. Despite increasing growth in graphite consumption which has fuelled increased exploration activities over recent years, there have not been significant additional output of flake graphite from outside China apart from a new project in Mozambique, which finally declared commercial production in earlier 2019 after a protracted period of commissioning of the plant which continues to struggle to achieve nameplate capacity due to ongoing technical issues. However, more relevantly, the graphite product reported by this project demonstrates that it is producing some 85% of its production in the small flake graphite category (i.e., lowest value graphite).

The European Union and the United States of America have both classified flake graphite as a critical resource, signifying recognition of the supply side threat given that the material is an input into various advanced technology and vital applications and are promoting the development of resources of graphite.

Economic trends

The following macro-economic trends are expected to have an impact on the economics of flake graphite:

- the growth in electric vehicles markets and other energy storage applications using lithium ion batteries;
- the growth in global steel output;
- the growth in consumption of various composite materials using flake graphite as an ingredient;

- the growth in use of flake graphite in flame retardant applications; and
- the overall global economic growth.

With a diverse set of applications, flake graphite market demand is, to a large extent, relatively insulated to sectoral performance. Therefore, even in adverse market conditions in one sector, there are other sectors and other market opportunities for flake graphite.

9 LEGAL AND REGULATORY ENVIRONMENT

Zambia has a long history of mining. Since independence in 1964, the mining industry has provided the traditional base for the country's foreign exchange earnings and continues to be the major contributor to export receipts, accounting for more than 70% of Zambia's export earnings by 2017. The mining sector and its support industries provide major employment and the infrastructure backbone to areas that would otherwise lack the impetus for sustained development.

Legal system

The Zambian legal system is based on the common law tradition. Most of its private and public law has followed the English legal system or has been heavily influenced by it. Zambian civil procedure is influenced by English law and is reliant upon many of the English civil procedures and practices.

Zambian mineral legislation

Mining and exploration in Zambia is governed primarily by the *Mines and Minerals Development Act* No. 11 of 2015, as amended by the *Mines and Minerals Development (Amendment) Act* No. 14 of 2016 ("**MMDA**") and other supporting legislation.

The Zambian mining industry is administered by the Ministry of Mines and Minerals Development (the "**Ministry**") (previously called the Ministry of Mines, Energy and Water Development), specifically by the office of the Director of Mines.

The MMDA gives primary power to the Director of Mines, Director of Mines Safety, Director of Mining Cadastre, and Director of Geological Survey. Additionally, the Minister of Mines and Minerals Development (the "**Minister**") has an appellate and supervisory role over the Directors' actions. Some of the powers and duties of the Ministry include:

- inspecting the area of mining activity, premises, or workings;
- examining the exploration, mining, or mineral processing operations or the treatment of minerals at the area. working, or premises;
- ascertaining whether the provisions of the MMDA or the conditions of a mining right or non-mining right are being complied with;
- ascertaining whether any nuisance exists upon the area, land, mine, or in the premises or workings;
- giving directions and taking steps to enforce any provision of the MMDA or abating or removing any nuisance;
- taking soil samples or specimens of rocks, ore concentrates, tailings, minerals or any other material from the area, premises, or workings for the purpose of examination or assay;
- examining books, accounts, vouchers, documents, maps, drilling logs, or records of any kind; and
- obtaining any information necessary for the purposes of the MMDA

A person is required to make an application to the Director of Mining Cadastre in order to conduct reconnaissance or exploration activities, acquire prospecting rights, conduct mining activities, or dispose of or sell minerals.

Under the MMDA, two types of mining rights may be granted: (i) an exploration licence; and (ii) a mining licence.

The MMDA additionally provides for restrictions on the ability to transfer reconnaissance, exploration, and mining rights. The transfer of these rights requires the prior consent of the Minister of Mines and the production of a tax clearance certificate.

Exploration licences

To acquire prospecting rights, the applicant must apply for an exploration licence with the Director of the Mining Cadastre and pay a prescribed fee. The Mining Licence Committee (the "**Committee**") of the Ministry, which includes all the directors mentioned earlier, will grant the applicant an exploration licence within 60 days of the receipt of an application if the application complies with the provisions of the MMDA. An exploration licence confers on the holder exclusive rights to carry on exploration in the exploration area for the minerals specified in the licence and to do all such other acts and things as are necessary for, or incidental to, the carrying on of those operations.

An exploration licence grants the holder exclusive rights to carry out exploration for the minerals listed in the licence, and the relevant permissions required to undertake exploration (e.g., drilling rights). Licences may be a minimum of two cadastral units, and up to a maximum of 120 units. One cadastral unit is equivalent to a square of 60 arc seconds by 60 arc seconds, based on the Clarke 1880 ellipsoid. Units must be contiguous.

Licences are granted for a period of four years, renewable twice for a period not exceeding three years each time. At each renewal, 50% of the licence holding must be relinquished. Small-scale exploration licences and licences for gemstones other than diamonds are not renewable.

No exploration activities may be undertaken by a licence holder until activities are approved by the Zambian Environmental Management Agency. A pegging certificate must be submitted with 180 days of licence approval. A minimum exploration expenditure is also dictated in the licence terms.

The holder of an exploration licence may apply for a mining licence up to six months before expiry of the licence. Three licence types are available, each with a different prescribed land holding and validity:

- Artisanal mining - 1 to 2 cadastral units - 2 years
- Small-scale mining - 3 to 120 cadastral units - 10 years
- Large-scale mining - 120 to 7,485 cadastral units - 25 years

An annual fee (determined in Fee Units) is payable on all mining rights, based on the licence type, land holding area and the number of years the licence has been held. The monetary value of a Fee Unit is set by the State.

Figure 13: Schedule of Zambia annual fee units by licence type

Licence Type		Fee Units Payable			
		Yeas 1 - 4	Year 5 - 7	Year 8 - 10	Year 11 or later
Exploration Licence (per hectare per year)	Small Scale	2	5	-	
	Large Scale	4	12	16	
Mining Licence (per hectare per year)	Artisanal Mining	14	14	14	14
	Small Scale Mining	28	28	28	28
	Large Scale Mining	56	56	56	56
Mineral Processing Licence (per hectare per year)		56	56	56	56
Excess Exploration Ground		22	22	22	22

Source: The Mines and Minerals Development (General) Regulations, 2016

Mining rights

Section 12 of the MMDA prohibits any person from undertaking any reconnaissance activity without a mining right, a mineral processing licence, or a gold panning certificate. Section 18(2) of the MMDA provides that a holder of a mining right or a mineral processing licence shall survey and demarcate the area covered by the licence and register a pegging certificate at the Mining Cadastre Office within 180 days of the granting of the licence.

A person wishing to conduct mining and dispose of minerals is required to first acquire a mining right or a mining licence granted under the MMDA. In order to acquire mining rights, the applicant is required to apply for a mining right by addressing the application to the Mining Cadastre Office. The Director of Mining Cadastre may, before issuing a mining right or mining licence, require that the land over which the mining right or mining licence is to be issued be properly surveyed in accordance with the provisions of the MMDA.

The MMDA distinguishes between mining rights and surface rights. The holder of a right to conduct reconnaissance, exploration, or mining does not automatically have the right to use the surface of land. However, the holder may have the following rights in relation to the surface of land:

- to enter the mining area and take reasonable measures on or under the surface for the purpose of mining operations;
- to carry on mining operations and to do all such other acts and things as are necessary for carrying on of those operations;
- to dispose of any mineral products recovered;
- to stack or dump any mineral or waste product; and
- to erect the necessary equipment and buildings for the purpose of mining, transporting, dressing, or treating the minerals recovered in the course of the mining operations.

The holder of a reconnaissance, exploration, or mining right has an obligation to the landowner or the lawful occupier, subject to the mining right, to pay fair and reasonable compensation for any disturbance of the rights of the occupier, including any damage done to the surface of the land by the operations.

Where the holder requires exclusive or other use of the whole or any portion of the prospecting or mining area, the holder has an obligation to acquire a lease to use the same as agreed between such holder and the landowner or lawful occupier. This is referred to as an access agreement. Section 57 of the MMDA, however, provides for exceptions to the above. Any dispute with respect to compensation between the surface rights holder and the holder of a mining right may be resolved by the Director of

Mining Cadastre with the consent of the parties. The Director of the Mining Cadastre may also require the parties to submit to arbitration in accordance with the provisions of the Arbitration Act.

Foreign ownership and indigenous ownership requirements and restrictions

It is important to note that prospecting permits, small-scale mining licences, and small-scale gemstone licences, cannot be granted to a person who is not a citizen of Zambia or a company that is not citizen-owned as defined by the MMDA. Under the MMDA, a citizen-owned company is a company where at least 50.1% of its equity is owned by Zambian citizens and in which the Zambian citizens have significant control over the management of the company. There are no restrictions with respect to foreign ownership for holders of large-scale mining licences.

Small-scale mining relates to mining over an area covering a minimum of three cadastre units and not exceeding 120 cadastre units. Large-scale mining on the other hand relates to mining over an area of a minimum of 121 cadastre units and not exceeding 7,485 cadastre units.

Additionally, under the MMDA, artisanal mining rights, mineral trading permits and gold-panning certificates cannot be granted to a person who is not a citizen of Zambia or a company that is not a citizen-owned company. Artisanal mining shall only be undertaken by a citizen or a co-operative wholly composed of citizens.

There are no ownership restrictions with respect to exploration, large-scale mining, mineral processing, and mineral import and export permits.

Health regulations and the impact of COVID-19 on the mining industry

The outbreak of the COVID-19 pandemic has negatively affected the mining industry in Zambia. The Minister of Health issued the Public Health Act (Laws, Volume 17, Cap. 295) and the Public Health (Infected Areas) (Coronavirus Disease 2019) Regulations Statutory Instrument No. 22 of 2020 which established punitive measures on companies that fail to comply with health regulations. Additionally, the mining sector is China’s topmost interest for investing in Zambia and travel restrictions, shutdowns, and port closures have resulted in decreased demand for minerals. Some mines have threatened to go under care and maintenance, but it is difficult to ascertain if any mines actually undertook such a decision.

Protection of investment in Zambia

Zambia has laws in place designed to promote foreign investment and to protect and guarantee such investments through agreements with investors and other countries. Any compulsory expropriation of an investment may only be done under customary international law and is subject to the Constitution of Zambia.

Additionally, Zambia has entered into a number of multilateral and bilateral treaties, which include the Convention on the Settlement of Investment Disputes between States and Nationals of other States, the SADC Protocol, the COMESA Treaty, and the COMESA Common Investment Area (CCIA) Agreement.

Zambia also has bilateral investment treaties with the United Kingdom (2009), Mauritius (2015), the Netherlands (2003), the Belgium-Luxembourg Economic Union (2001), China (1996), France (2002), Germany (1996), Egypt (2000), Cuba (2000), and Switzerland (1994).

Taxes

Under Zambia’s Income Tax Act, the corporate income tax rate applicable to companies carrying out mining operations is 30%. The variable profits tax of up to 15% no longer applies. However, there is a limit on the deduction of losses to 50% of taxable income. Withholding tax on dividends declared by a company carrying out mining operations is charged at a rate of 0%.

Royalties

The Zambian Mines and Minerals Development (Amendment) Act 2018 sets the rate at which royalties must be paid which, as of 1 January 2019, are paid at a rate of:

- 5% of the norm value of base metals, except where the metal is copper, cobalt or vanadium;
- 5% of the gross value of energy and industrial minerals produced;
- 6% of the gross value of gemstones produced; and
- 6% of the norm value of precious metals produced.

Where the base metal produced or recoverable under the licence is cobalt or vanadium, the mineral royalty payable is at the rate of 8% of the norm value of the cobalt or vanadium produced or recoverable.

The "gross value" is defined as the realised price for a sale, free on board, at the point of export from Zambia or point of delivery within Zambia; and the "norm value" is defined as:

- the monthly average London Metal Exchange cash price per tonne multiplied by the quantity of the metal or recoverable metal sold;
- the monthly average Metal Bulletin cash price per tonne multiplied by the quantity of the metal sold or recoverable metal sold to the extent that the metal price is not quoted on the London Metal Exchange; or
- the monthly average cash price per tonne, at any other exchange market approved by the Commissioner-General, multiplied by the quantity of the metal sold or recoverable metal sold to the extent that the metal price is not quoted on the London Metal Exchange or in the Metal Bulletin.

Environmental and HSE Regulatory Regime

The principal environmental health and safety laws applicable to the mining industry are:

- the Environmental Act;
- the Occupational Health and Safety Act No. 36 of 2010;
- the Mines and Minerals (Environmental) Regulations No. 29 of 1997; and
- the Environmental Protection and Pollution Control (Environmental Impact Assessment) Regulations SI No. 28 of 1997 (EIA Regulations).

The principal regulatory bodies responsible for administration of the environmental, health and safety protection regulatory framework are:

- ZEMA;
- the Ministry (Mines Safety Department); and
- the Occupational Health and Safety Institute.

The EIA Regulations specify that any person who, or entity that, proposes to undertake a new project which under the EIA Regulations requires an environmental impact assessment (EIA) to be undertaken must have an EIA conducted before the commencement of the project. The EIA Regulations provide that mining operations require an EIA to be undertaken. The nature of the project will determine whether the developer should prepare an environmental project brief (EPB) or an environmental impact statement. The EPB should set out the objectives and nature of the project, the main activities to be undertaken before, during and after the commencement of the project, the socio-economic impact of the project on the people that will be affected, and also the perceived socio-economic impact of the particular project on the environment, following the procedures set out in the EIA Regulations.

Where an EPB is submitted, it is considered by the ZEMA, which determines whether the project is likely to have a significant impact on the environment, and shall, within 40 days of receiving the EPB, approve it if satisfied that there will be no significant impact on the environment or that the EPB discloses sufficient mitigation measures to ensure the acceptability of the anticipated impact. If ZEMA determines that the project is likely to have a significant impact on the environment, it will require the developer to prepare an EIS. ZEMA shall assess the EIS in accordance with the procedures in the EIA Regulations and eventually issue a decision stating that the project is approved, rejected or approved subject to the developer meeting certain conditions.

The process of obtaining the approval of the mining project can take between six weeks and several months owing to the time required for public hearings and the relevant notifications and waiting periods related to it.

The closure procedure of a mining project is fully set out in the Mines and Minerals (Environmental) Regulations, 1997 (the "**Regulations**"). Under the Regulations, closure of a mine can only occur where the applicant has applied to the Director of Mines safety for a partial or complete closure of a mine. The application must include an audit report on the environment surrounding the mine site prepared by an independent person.

A mine site should stand closed within 60 days of an application. Once all the conditions of closure under the Regulations have been met, the Director of Mines safety is required to issue a closure certificate for any mine closed and the mining right or permit or part thereof is to be cancelled by the Minister.

The Mines and Minerals (Environmental Protection Fund) Regulations provide for refunds to holders of licences, on application, when a mine site is closed. In accordance with the Regulations, this amount would be less any monies owing. The Director of Mines Safety may use any part of the contribution to the fund of a licence holder for the purposes of rehabilitating the site.

A licence from ZEMA is required as provided under the Environmental Management (Licensing Regulations) 2013 before building tailings or waste dams. The site upon which a dam is constructed should be solid ground. In the case of tailings, the Department of Mines Safety under the Ministry of Mines would not approve construction near wetlands to avoid contamination of surface and underground water bodies in an area. There are no specific professional qualifications required for the professionals in charge and management of the dam waste. The facilities are routinely inspected by the Department of Mine Safety. The installation of an alarm is mandatory to prevent unauthorised entry to the dam site. Dams are supposed to be constructed away from human settlement. In case of an emergency, there are drills; however, these are mainly for staff members. There are also mandatory reporting obligations in the case of an accident. Moreover, there are no expressly stated responsibilities to rescue people in case of a dam failure.

Rules and regulations related to the management of waste are provided for by the Environmental Management Act No. 12 of 2011. The Act imposes the following obligations in relation to waste management:

- a person shall not collect, transport, sort, recover, treat, store, dispose of, or otherwise manage waste in a manner that results in an adverse effect, or creates a significant risk of an adverse effect occurring;

- a person who produces, collects, recovers, transports, keeps, treats or disposes of waste shall take all reasonable measures to prevent any other person from using waste in a manner that causes an adverse effect on the environment; and

- a person shall not dispose of waste in such a manner that it causes litter.

- ZEMA may, upon application, issue a waste management licence that permits the holder to conduct the following activities:

- reclaim, re-use, recover or recycle waste;

- collect and dispose of waste from industrial, commercial, domestic or community activities;

- transport waste to a disposal site;

- own, construct or operate a waste disposal site or other facility for the permanent disposal or storage of waste; and

- transit, trade in or export waste.

The holder of such a licence therefore has the right to explore and exploit waste products.

Further, under the MMDA the term 'mineral' is defined to include 'any substance occurring in tailing dams, slag dumps, waste rock dumps, residue waste rock dumps, residue stockpiles or residue deposit'. A person who wishes to explore and exploit minerals from tailing dams and other waste piles for commercial purposes is required to obtain a mining licence or a mineral processing licence from the Ministry of Mines.

The MMDA further provides that a holder of a mining licence is required to undertake the management of the environment in the mining area for which a licence has been granted, which includes waste management. The holder of a mining licence therefore has the right to explore and exploit mining waste that is produced as a result of the mining activities carried out pursuant to the licence granted.

Cancellation, abandonment and relinquishment of exploration or mining rights

The MMDA allows the holder of a right to abandon the right either totally or partially, subject to the licence or permit, upon application to the Director of Mining Cadastre for a certificate of abandonment. An application for abandonment must be made no later than 90 days before the date on which the holder wishes the abandonment to have effect.

Moreover, there are obligations placed upon the holder of an exploration right or a mining right to relinquish a part of the right after a certain period of time. An exploration licence is valid for a period of four years and it may be renewed for two further periods not exceeding three years each. The maximum period from the initial granting of the licence shall not exceed 10 years. A holder of an exploration licence shall relinquish 50% of the exploration at each renewal. However, an exploration licence for small-scale exploration and gemstones, other than diamonds, is not renewable.

Power of the government to cancel an exploration or mining right

It is important to note that under the MMDA, the Government of Zambia has the power to cancel an exploration or mining right if the holder fails to comply with the conditions relating to mining rights or non-mining rights.

A mining right may be cancelled if the holder:

- contravenes a condition of the mining right or non-mining right;

- fails to comply with any requirement of the MMDA relating to the mining right or non-mining right;

- fails to comply with a direction lawfully given under the MMDA;

- fails to comply with a condition on which any certificate of abandonment is issued or on which any exemption or consent is given under the MMDA;

- is convicted on account of safety, health, or environmental matters;

- in the case of a large-scale mining licence or large-scale gemstone licence, has failed to carry on mining operations in accordance with the proposed plan of mining operations, and the gross proceeds of sale of mineral from an area subject to such licence in each of any three successive years is less than half of the deemed turnover application to that licence in each of those years; and

- is convicted for giving false information on recovery of ores and mineral products, production costs, or sale.

Legal recourse

Disputes under the MMDA may arise from issues concerning the application for a mining licence, the validity of permits and licences issued or deemed to be issued by the Ministry, and the constraints of the rights conferred upon holders of the respective licences or permits.

Whenever the Minister, the Committee, any of the Directors, or an authorized officer makes a decision against the holder of a right under the MMDA, the holder or applicant affected by the decision shall be informed of the decision and the reasons for the decision by through written notice and the notice shall inform the applicant of their right of appeal.

A decision of the Director of Mining Cadastre, Director of Mines Safety, Director of Mines, Director of Geological Survey, or the Committee under the MMDA may be appealed to the Minister within 30 days of receipt of the decision. A decision of the Minister may be appealed to the court within 30 days of receipt of the Minister’s decision.

Within 14 days of determining an appeal, the court informs the appellant and the Minister of its decision and provides written reasons. If a party is still unsatisfied with the outcome of its matter from the court, they may appeal to the High Court of Zambia within 30 days of receiving the court’s decision. The appellate procedure may advance all the way to the Supreme Court of Zambia subject to the rules of the Court that may become applicable at each appellate stage.

10 DETAILS OF THE PLACING

Pursuant to the Placing, Peterhouse Capital has conditionally raised £1.05 million (before expenses) for the Company, through the placing of the 52,500,000 Placing Shares with investors at the Placing Price.

The Placing, which is not underwritten, is conditional upon, *inter alia*, Admission becoming effective by not later than 8.00 a.m. on 28 February 2022 (or such date as the Company and Peterhouse Capital may agree, being not later than 8.00 a.m. on 31 March 2022).

Further details of the engagement letter with Performance Capital are set out in paragraph 14 of *Part XV – Additional Information* of this Prospectus.

Following Admission, the Placing Shares will collectively represent approximately 37.01% of the Enlarged Share Capital.

The Placing Shares will be issued as fully paid and will, upon issue, rank *pari passu* with the Existing Ordinary Shares and the Consideration Shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after their date of issue, being the date of Admission.

Following Admission, the Directors and Senior Manager will, between them, have direct and indirect interests in 67,376,066 Ordinary Shares, representing 47.49% of the Enlarged Share Capital, as referred to in paragraph 6 of *Part XV – Additional Information* of this Prospectus. Following Admission, certain other significant Shareholders, as referred to in paragraph 6 of *Part XV – Additional Information* of this Prospectus, will each hold 3% or more of the Enlarged Share Capital.

11 DIRECTORS AND MANAGEMENT

The Directors

The Board, collectively, has significant experience in the news publishing and digital media sector, and in associated complementary technologies, and significant experience of managing public companies and risks associated with such ventures both operationally and financially.

Details of the Directors are listed below.

Edward (Ed) Nealon (age 71) – *Non-Executive Chairman*

Edward Nealon is a geologist with 47 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation, before moving to Australia in 1980 where he spent two years in exploration with Rio Tinto. He founded his own consulting company in 1983 and has practiced in most of the world's major mining centres. Mr Nealon was co-founder and former Chairman of Aquarius Platinum Ltd dual listed on AIM and ASX, co-founder of Sylvania Platinum Ltd (AIM and ASX), co-founder of Tanzanite One (AIM). He holds a Masters degree in Geology and is a member of the Australian Institute of Mining and Metallurgy. Mr Nealon currently also serves as the Non-Executive Chairman for Lexington Gold Ltd.

Bernard Olivier (age 46) – *Chief Executive Officer*

Dr Bernard Olivier is a qualified geologist and has been involved with the mining and exploration industry for the past 23 years. Dr Olivier has over 14 years' experience as a public company director of ASX-listed and AIM-quoted mining and exploration companies. Dr Olivier was previously the CEO of Richland (formerly Tanzanite One Limited) and was credited with restructuring and returning the group to profitability in 2010. As CEO he also led the team which established a maiden JORC Resource estimate of 3.9 million gold ounces for Bezant Resources plc's Mankayan project and achieved an 8 pence per share return of capital to its shareholders. Dr Olivier is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Dr Olivier currently serves as a Director and Chief Executive Officer of Lexington Gold Ltd.

Sam Mulligan (age 51) – *In-Country Operations Director*

Sam Mulligan, founder of Malaika Exploration (Zambia) Limited, has developed several successful businesses across China and Asia. He now resides in Zambia. Based in Lusaka, Mr. Sam Mulligan is the managing director and founder of Africa Prospect Development Zambia (APDZ).

APDZ focusses on identifying potential new sources of critical metals. These metals are in short supply and will fuel the fourth industrial revolution. The company commenced operations in Zambia in 2016. Prior to APDZ, Sam Mulligan spent 25 years working in the market intelligence sector across Asia.

During his time in Asia, Sam has worked across Japan, Korea, Australia, Singapore and China. In 2001, Sam founded a strategic market research company called Data Driven Marketing Asia (DDMA). DDMA specialized in market entry and opportunity appraisal for large scale multinationals to the China market and worked directly with many leading companies including Brown Forman, Anheuser Busch, Walmart, The Australian Wool Board, The Chinese Sports Lottery, Standard Chartered Bank, The Norwegian Seafood Council as well as a selection of other government and foreign investment groups.

John Michael Treacy (age 40) – Senior *Independent Non-Executive Director*

John Treacy is an experienced London-based financier who specialises in working with growing companies. He qualified as a solicitor in the London office of a major international law firm where he specialised in Capital Markets and Mergers & Acquisitions. From there he moved on to practice corporate finance in the advisory teams of several prominent UK brokerages where he acted as an adviser to a number of AIM companies and advised on numerous initial public offerrings, acquisitions, debt restructurings and placings.

Peter Redmond (age 74) – *Non-Executive Director*

Peter Redmond is a corporate financier with over 35 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years on the Unlisted Securities Market, the Main Market of the London Stock Exchange and AIM, whether by IPO or in many cases via reverse takeovers, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. He was a founder director of Cleeve Capital plc (now BigBlu Operations Limited) and Mithril Capital plc (now Be Heard Group Limited), both formerly listed on AIM prior to takeovers, and took a leading role in the reconstruction and refinancing of AIM-quoted 3Legs Resources plc (now SalvaRx Group plc). He is also a director of Hemogenyx plc (where he was involved in creating the precursor vehicle) and was formerly a director of Ananda Developments plc.

Senior Manager

Jeremy Sturgess-Smith (age 26) – *Chief Operations Officer*

Having studied at Harrow School and Imperial College London, reading chemistry, Jeremy Sturgess-Smith led the initial public offerring of the UK's second publicly quoted medical cannabis investing company, Ananda Developments plc on the Acquis market. He has played a key role in Ananda's first three investments and is responsible for corporate finance, investor relations and strategy.

Mr Sturgess-Smith is also the Chief Operations Officer of Montana Global Limited, a science led CBD wellness company.

12 MANAGEMENT INCENTIVES

The Company has established a remuneration committee of the Board (the "**Remuneration Committee**") which will meet to set appropriate compensation packages for the executive Directors.

On 1 September 2021, the Company adopted an unapproved share option plan (the "**Option Plan**") details of which are set out below.

(a) Eligibility

All executive directors and employees of the Company and any of its subsidiaries are eligible to participate in the Option Plan. The Company's remuneration committee selects the individuals to whom share options are to be granted from time to time.

(b) Grant of options

Options may be granted at such time or times as the Remuneration Committee (or the Board, excluding any interested Director, until a Remuneration Committee is formally established) determines.

(c) Exercise price and adjustments to options

While the Ordinary Shares are admitted to trading on the London Stock Exchange, the exercise price per Ordinary Share may not be less than the average of the middle market quotations for an Ordinary Share for the five dealing days immediately prior to the date of grant. While the Ordinary Shares are not admitted to trading on the London Stock Exchange, the exercise price will be the amount specified by the Remuneration Committee. If the Ordinary Shares are newly issued the exercise price may not, in any event, be less than the nominal value of an Ordinary Share. In the event of any variation in the share capital of the Company the exercise price and/or the number of Ordinary Shares comprised in each option may be adjusted as the Remuneration Committee determines. No adjustment may be made which will reduce the exercise price below the nominal value of an Ordinary Share.

(d) Rights and restrictions

An option granted under the Option Plan is not transferable. The option certificate will specify when the option will lapse and such date may not be later than the tenth anniversary of its date of grant. Except in the circumstances referred to below, an option will only be exercisable on or after the date which is three years after the date of grant.

If the participant ceases to be employed by the Company by reason of injury, disability, ill-health or redundancy; or because the business or company that employs him is transferred out of the ultimate ownership of the Company, his option may be exercised within six months after such cessation or transfer provided that this limit may be further extended by the Remuneration Committee in the event that any exercise of the options would trigger any requirement upon the holder to make a general offer to shareholders under Rule 9 of the Takeover Code. In the event of the death of a participant, the personal representatives of a participant may exercise his option within six months after the date of death. The extent to which an option may be exercised in these circumstances will be determined by reference to any exercise conditions and time vesting provisions set out in the option certificate unless the Remuneration Committee decides otherwise and is satisfied that any waiver of such provisions does not constitute a reward for failure.

On cessation of employment for any other reason (or when a participant serves or has been served with, notice of termination of such employment), the option will lapse unless the Remuneration Committee exercises its discretion to allow the exercise of the option for a period not exceeding 6 months from the date of such cessation or notice. In such circumstances and where exercise is permitted, the extent to which an option may be exercised will be determined by reference to any exercise conditions and time vesting provisions set out in the option certificate unless the Remuneration Committee decides otherwise and is satisfied that any waiver of such provisions does not constitute a reward for failure.

(e) Corporate events

Options, to the extent not already exercisable, will become exercisable immediately prior to a change in control of the Company, in the event of a takeover of the Company, in the event that an offeror becomes entitled or bound to acquire Ordinary Shares or in the event that the court sanctions a compromise or arrangement for the reconstruction of the Company or its amalgamation with any other company. In such event, all share options may be exercised for a limited period and will lapse to the extent not exercised. Options, to the extent not already exercisable, will become exercisable in the event that the Company is proposed to be voluntarily wound up and all share options may be exercised within a limited period in connection with the winding up, failing which they will lapse. In such circumstances and where exercise is permitted, the extent to which an option may be exercised will be determined by reference to any exercise conditions set out in the option certificate unless the Remuneration Committee decides otherwise and is satisfied that any waiver of such provisions does not constitute a reward for failure.

(f) Performance conditions

The exercise of share options may be subject to the satisfaction of such performance conditions, if any, as may be specified and subsequently varied and/or waived by the Remuneration Committee.

(g) Issuance of Ordinary Shares

The Ordinary Shares issued upon the exercise of share options granted under the Option Plan will rank pari passu with the Company's issued Ordinary Shares on the date of exercise, save as regards any rights arising by reference to a record date prior to the date of such exercise.

(h) Plan limit

Options may not be granted under the Option Plan if such grant would result in the total number of "Dilutive Shares" exceeding 15% of the Company's issued share capital from time to time. "Dilutive Shares" means, on any date, all shares of the Company which (a) have been issued, or transferred out of treasury, on the exercise of share options granted, or in satisfaction of any other awards made, under any share incentive scheme (including the Option Plan) in the shorter of the five years ending on (and including) that date and the period since Admission; and (b) remain capable of issue, or transfer out of treasury, under any subsisting share options granted by the Company.

(i) Alternative settlement on exercise

Instead of delivering the number of Ordinary Shares specified in the exercise notice, the Remuneration Committee may make a cash payment with the option holder's consent or deliver Ordinary Shares equal to the value of the Ordinary Shares over which the option is exercised less the relevant exercise price, or may deliver a combination of the two.

(j) Alteration

The Remuneration Committee may alter the Option Plan except that (apart from minor amendments to benefit the administration of the Share Option Plan, to correct typographical or other errors, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company) no alteration to the advantage of participants or to the Option Plan limit described above can be made without the prior approval of Shareholders in general meeting.

No amendment may have a materially adverse effect on share options granted before the amendment without the relevant option holder's consent.

(k) Termination and Plan period

The Remuneration Committee may terminate or suspend the operation of the Option Plan at any time, whereupon no further share options shall be granted but in all other respects the provisions of the Option Plan shall remain in force. In any event, no share options may be granted after the date which is five years after the date the Option Plan is adopted.

The following awards have been made under the Share Plan:

Name	**Number of Options:**	**Exercise Price:**	**Date of Grant:**	**Expiry Date:**
Bernard Oliver	8,000,000	1st Tranche – 2p per share; 2nd tranche – 2.5p per share; and 3rd tranche 2.7p per share.	1 September 2021	1 September 2031
Peter Redmond	4,000,000	1st Tranche – 2p per share; 2nd tranche – 2.5p per share; and 3rd tranche 2.7p per share.	1 September 2021	1 September 2031
Jeremy Sturgess-Smith	8,000,000	1st Tranche – 2p per share; 2nd tranche – 2.5p per share; and 3rd tranche 2.7p per share.	1 September 2021	1 September 2031

In all cases the options vest in three equal tranches. The initial tranche, equal to 25% of the total award, vests upon Admission with an exercise price equal to the Placing Price of 2p per share; the second tranche, equal to 37.5% of the total award, vests on the first anniversary of Admission at an exercise price equal to 2.5p per share (being a 25% premium to the Placing Price; and the third tranche, equal to 37.5% of the total award, vests on the second anniversary of Admission at an exercise price of 2.7p per share (being a 35% premium to the Placing Price).

No amounts have been set aside by the Company to provide for pension, retirement or similar benefits.

13 CORPORATE GOVERNANCE

The Directors are responsible for carrying out the Company's objective, implementing its acquisition policy and financing and business strategies and conducting its overall supervision. Decisions regarding acquisitions, divestment and other strategic matters will all be considered and determined by the Board. Sam Mulligan, Jeremy Sturgess-Smith and Bernard Olivier will be the Directors charged with day-to-day responsibility for the implementation of the strategy.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance values of the Company and will have overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company.

No Shareholder approval will be sought by the Company in relation to the making of an acquisition. Any acquisition will be subject to Board approval of at least 75% of the Directors present at a quorate meeting of the Board.

13.1 **Frequency of meetings**

The Board will schedule quarterly meetings and will hold additional meetings as and when required. The expectation is that this will not result in more than four meetings of the Board each year.

13.2 **Corporate governance**

The Company will observe the requirements of the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time (the "**UK Corporate Governance Code**") (so far as it is practicable). As at the date of this Prospectus, the Company is, and at the date of Admission will be, in compliance with the UK Corporate Governance Code, save as set out below:

(a) given the composition of the Board, certain provisions of the UK Corporate Governance Code are considered by the Board to be inapplicable to the Company; and

(b) the UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Shareholders of the Company ("**AGM**") following the Acquisition.

The Company has established a Remuneration Committee, a nomination committee of the Board (the "**Nomination Committee**"), an audit and risk committee of the Board (the "**Audit and Risk Committee**") and a disclosure committee (the "**Disclosure Committee**") with formally delegated duties and responsibilities.

The Remuneration Committee will comprise John Treacy as chair and Peter Redmond and will meet not less than twice each year. The Remuneration Committee will be responsible for the review and recommendation of the scale and structure of remuneration for Directors and any senior management, including any bonus arrangements or the award of share options with due regard to the interests of the Shareholders and other stakeholders.

The Audit and Risk Committee will comprise Peter Redmond as chair and John Treacy and will meet not less than twice a year. The Audit and Risk Committee will be responsible for making recommendations to the Board on the appointment of auditors and the audit fee and for ensuring that the financial performance of the Company is properly monitored and reported. In addition, the Audit and Risk Committee will receive and review reports from management and the auditors relating to the interim report, the annual report and accounts and the internal control systems of the Company.

The Nomination Committee will lead the process for board appointments and make recommendations to the Board. The Nomination Committee shall evaluate the balance of skills, experience, independence and knowledge on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. The Nomination Committee will meet as and when necessary, but at least twice each year. The Nomination Committee will comprise John Treacy (as chair) and Peter Redmond.

The Disclosure Committee will be responsible for ensuring timely and accurate disclosure of all information that is required to be so disclosed to the market to meet the legal and regulatory obligations and requirements arising from the Standard Listing and admission to trading on the Main Market of the London Stock Exchange of the Ordinary Shares, including the Listing Rules, the Disclosure Guidance and Transparency Rules and UK MAR. The Disclosure Committee must have at least two members. Members of the Disclosure Committee are appointed by the Board. The Disclosure Committee will comprise John Treacy (as chair) and Peter Redmond. The Disclosure Committee will meet as often as necessary to fulfil its responsibilities.

14 SHARE DEALING POLICY

The Company has adopted a share dealing policy regulating trading and confidentiality of inside information for the Directors and other persons discharging managerial responsibilities (and their persons closely associated) which contains provisions appropriate for a company whose shares are admitted to trading on the Official List (particularly relating to dealing during closed periods which will be in line with UK MAR). The Company will take all reasonable steps to ensure compliance by the Directors and any relevant employees with the terms of that share dealing policy.

15 DIVIDEND POLICY

The Company’s current intention is to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends if deemed appropriate by the Board and to the extent that to do so is in accordance with the Companies Act and all other applicable laws. There can be no assurance that the Company will declare or pay, or have the ability to declare and pay, any dividends in the future.

16 STRATEGY

The strategy of the Board will use the in-house skills of the Proposed Directors to seek mineral exploration opportunities and to demonstrate the potential of projects which can then be sold for equity/cash/royalties or be farmed out. Further development will be considered for low-cost assets. In some cases, they may sell the project outright at that stage if that is deemed to be of greater benefit to shareholders. Their initial focus will be on specialised metals and minerals such as those identified in the two large scale exploration licences being acquired. The Company’s geographical focus will initially be in Southern and Central Africa. They believe that sufficient good opportunities will occur in countries with a relatively stable and reliable political system such as Zambia, where in fact an orderly transfer of power post-elections has recently taken place. The directors believe that further viable opportunities may well be available in Zambia itself. However, the Board will remain open to wider geographical opportunities.

Opportunities in Zambia are thought to present themselves in part because mining development in that country has been heavily focussed on copper mainly in Western Zambia to the partial neglect of non-copper opportunities. The licences being acquired are located in the East of the country where other viable mineralisation is thought likely to exist. The Proposed Directors have considerable experience in mineral development in Southern Africa, as their biographies demonstrate.

17 CURRENT TRADING

Save for the acquisition of Malaika Group and the issue of the New Ordinary Shares as more fully described in this Prospectus, there has been no significant change in the financial position of the Company since 31 December 2020, being the date of the last audited accounts.

Save as disclosed in this Prospectus, there has been no significant change in the financial position of the Malaika Group since 30 June 2021, being the date to which the Financial Information in in *Part XI – Accountant's Report on the Historical Financial Information of Malaika Group* of this Prospectus has been prepared.

18 REASONS FOR ADMISSION

The Directors believe that Admission and will enable shareholders to derive liquidity with the Ordinary Shares traded on the London Stock Exchange.

Admission will also position the Enlarged Group for its next phase of development and enable it to finance its exploration and testing activity at the Strategic Minerals Project and any future acquisitions by further issues of Ordinary Shares either to the vendors of businesses it may acquire or to other investors for cash to fund any cash consideration required.

19 TAXATION

Your attention is drawn to the taxation section contained in *Part XIII – Taxation* of this Prospectus. If you are in any doubt as to your tax position, you should consult your own independent financial adviser immediately.

20 TAKEOVER CODE

The Company is a public company incorporated in England and Wales, and application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on the Main Market of the London Stock Exchange. The Takeover Code applies, *inter alia*, to all companies who have their registered office in the UK, Channel Islands or Isle of Man and whose securities are traded on a regulated market in the UK (such as the Main Market of the London Stock Exchange) or a multilateral trading facility or a stock exchange in the Channel Islands or Isle of Man. Accordingly, the Company is subject to the Takeover Code and therefore all Shareholders are entitled to the protections afforded by it.

The Takeover Code operates principally to ensure that shareholders of the Company are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The Takeover Code provides an orderly framework within which takeovers are conducted. Further information on the provisions of the Takeover Code is set out in paragraph 5 of *Part XV – Additional Information* of this Prospectus. The Takeover Code governs, amongst other things, transactions which may result in a change of control of a company to which the Takeover Code applies. Under Rule 9 of the Takeover Code, any person who acquires, whether by a series of transactions over a period of time or not, an interest in shares (as defined in the Takeover Code) which (taken together with shares in which that person is already interested or in which persons acting with him are interested) carry 30% or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, Rule 9 of the Takeover Code also provides that when any person, together with persons acting in concert with him, is interested in shares which, in aggregate, carry 30% or more of the voting rights of such company but does not hold shares carrying more than 50% of such voting rights, a general offer will normally be required if any further interest in shares is acquired which increases the percentage of shares carrying voting rights in which he, together with persons acting in concert with him, are interested.

Where any person who, together with persons acting in concert with him, holds over 50% of the voting rights of a company, acquires any further shares carrying voting rights, they will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares, though Rule 9 of the Takeover Code would remain applicable to individual members of a concert party who would not be able to increase their percentage interests in the voting rights of such company through or between Rule 9 thresholds without complying with the requirements of Rule 9 or the consent of the UK Panel on Takeovers and Mergers (the "**Panel**"). An offer under Rule 9 must be in cash and must be at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company in question during the 12 months prior to the announcement of the offer.

21 CONCERT PARTY

As a result of the Acquisition and the Placing, Africa Critical Minerals Limited, an entity which is owned and controlled by Sam Mulligan and Ed Nealon, will acquire shares carrying more than 30% of the voting rights of the Company. In addition, Ed Nealon intends to participate in the Placing and will acquire an additional 5,000,000 Ordinary Shares. Africa Critical Minerals Limited, Ed Nealon and Sam Mulligan are considered to be acting in concert with each other in relation to the Company for the purposes of the Takeover Code (the ‘‘Concert Party’’).

The Concert Party members and their respective holdings are detailed below:

Concert Party Member	No. of Shares current held	No. of Shares held in the Company upon Admission	Per cent. of Enlarged Share Capital at Admission	Warrants Held	Maximum Per cent. of the Enlarged Share Capital***
Africa Critical Minerals Limited*	-	60,000,000	42.30%	-	41.57%
Ed Nealon/Almaretta**	384,615	5,384,615	3.80%	2,500,000	5.46%
Sam Mulligan	-	-	-	-	-
Total	384,615	65,384,615	46.10%	2,500,000	47.03%

* Mr Mulligan holds 50.5% of the issued share capital of Africa Critical Minerals Limited and Mr Nealon holds 49.5% of the issued share capital of Africa Critical Minerals Limited through his personal investment company, Almaretta Pty Ltd.

** Mr Nealon holds these Shares and Warrants through his person investment company, Almaretta Pty Ltd.

*** The Maximum Per Cent. of the Enlarged Share Capital assumes that Almaretta Pty Ltd exercises all of the Warrants held by it but that no one else exercises any Warrants or Options.

Pursuant to the Placing and the Acquisition, the Concert Party would be issued with 65,000,000 New Ordinary Shares, thereby increasing its interest in shares carrying voting rights of the Company from approximately 1.0 per cent. (prior to the Acquisition and Placing) to 46.10 per cent., which, without a waiver of the obligations under Rule 9, would oblige the Concert Party to make a general offer to Shareholders under Rule 9 of the Code. In addition 2,500,000 Warrants will be issued to Alamaretta Pty Ltd, Mr Nealon's personal invesent company, in the Placing. If the 2,500,000 Warrants issued to Almaretta Pty Ltd in the Placing were to be exercised (and no other person exercised any Warrants or Options) this would further increase the holding of the Concert Party to 47.03%.

Under Note 1 on the Notes on the Dispensations from Rule 9 of the Code, when the issue of new securities in consideration for an acquisition or a cash subscription would otherwise result in an obligation to make a general offer under Rule 9 of the Code (the "Rule 9 Offer"), the Panel would normally grant a waiver if, inter alia, the shareholders of the company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him or her (the "Independent Shareholders") pass an ordinary resolution on a poll at a general meeting (a "Rule 9 Waiver") approving the proposals giving rise to the obligation to make an offer and the waiver of it by the Panel. The Panel may waive the requirement for a Rule 9 Waiver Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code) if Independent Shareholders holding more than 50 per cent. of the company's shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Rule 9 Waiver Resolution were such a resolution to be put to the shareholders of the company at a general meeting ("Accelerated Rule 9 Waiver").

The Company has approached Independent Shareholders holding more than 50 per cent. of the Company's shares capable of being voted on such a resolution, and has obtained confirmation in writing that they would vote in favour of a Rule 9 Waiver Resolution were such a resolution to be put to the shareholders of the company at a general meeting. The Company has subsequently approached the Panel and successfully obtained its permission to waive the requirement for a Rule 9 Waiver Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code).

Following Admission the Concert Party will be interested in shares which, in aggregate, carry 30% or more of the voting rights of the Company but will not hold shares carrying more than 50% of such voting rights, accordingly no member of the Concert Party will normally be able to acquire any further interest in shares which increases the percentage of shares carrying voting rights in which he, together with persons acting in concert with him, are interested without making a general offer under Rule 9 of the Code.

22 CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Admission and it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if any investor so wishes.

CREST is a voluntary system and Shareholders who wish to receive and retain certificates for their Conversion Shares will be able to do so. Shareholders may elect to receive Ordinary Shares in uncertificated form if such Shareholder is a system-member (as defined in the CREST Regulations) in relation to CREST.

23 TRANSFERABILITY

The Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer.

24 FURTHER INFORMATION

You should read the whole of this Prospectus, and not just rely on the information contained in this *Part VII – Information on the Enlarged Group*. In particular, your attention is drawn to the risk factors in *Part II – Risk Factors* of this Prospectus and the additional information contained in *Part XV – Additional Information* of this Prospectus.

PART VIII

SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES OF THE ENLARGED GROUP

Share capital

The Company was incorporated on 11 January 2005 as a public company with limited liability under the Companies Act with company number 5329401 with the name Uranium Resources plc. On 20 December 2017, the Company changed its name to URA Holdings plc.

Details of the Existing Share Capital are set out in paragraph 3 of *Part XV – Additional Information* of this Prospectus.

The Enlarged Share Capital will comprise £15,795,35 in nominal value of Ordinary Shares, divided into 157,953,658 issued Ordinary Shares of nominal value 0.01 pence each, all of which will be fully paid up.

All of the issued Ordinary Shares are in registered form, and capable of being held in certificated or uncertificated form. The Registrar is responsible for maintaining the share Register. Temporary documents of title will not be issued. The Ordinary Shares are registered with ISIN GB00BD2B4T80, SEDOL code BD2B4T8 and TIDM URA.

Fully diluted share capital

The following table sets out the fully diluted Existing Share Capital as at the date of this Prospectus and the fully diluted Enlarged Share Capital as at the date of Admission:

	As at the date of this Prospectus	As at the date of Admission	As a percentage of the Company's Enlarged Share Capital at Admission
Existing Share Capital	29,345,590	–	20.69%
Enlarged Share Capital	–	141,845,590	100%

As at the date of this Prospectus and Admission, there will be no options, warrants or other dilutive instruments of the Company in issue.

Financial position

The audited financial information in respect of the Company is set out in *Part X – Summary Financial Information of the Company* of this Prospectus.

The audited financial information in respect of Malaika Group is set out in Part XI – *Accountant's Report on the Historical Financial Information of Malaika Group* of this Prospectus.

Liquidity and capital resources

Sources of cash and liquidity

As at 31 December 2021, the Enlarged Group had an aggregate cash balance of £260,000.

Although the Company envisages that any additional working capital will be from new equity, the Enlarged Group may also choose to finance all or a portion of an acquisition with debt financing. Any debt financing used by the Enlarged Group is expected to take the form of bank financing, although no financing arrangements will be in place at Admission. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Debt financing (if any) will be assessed with reference to the projected cash flow of the Enlarged Group and may be incurred at the Company level or by any subsidiary of the Company. Any costs associated with the debt financing will be paid with the proceeds of such financing. If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

Interest rate risks

Indebtedness may expose the Company to risks associated with movements in prevailing interest rates. Changes in the level of interest rates can affect, *inter alia*: (i) the cost and availability of debt financing and hence the Company's ability to achieve attractive rates of return on its assets; (ii) the Company's ability to make an acquisition when competing with other potential buyers who may be able to bid for an asset at a higher price due to a lower overall cost of capital; (iii) the debt financing capability of the companies and businesses in which the Company is invested; and (iv) the rate of return on the Company's uninvested cash balances. This exposure may be reduced by introducing a combination of a fixed and floating interest rates or through the use of hedging transactions (such as derivative transactions, including swaps or caps). Interest rate hedging transactions will only be undertaken for the purpose of efficient portfolio management, and will not be carried out for speculative purposes.

Hedging arrangements and risk management

The Company may use forward contracts, options, swaps, caps, collars and floors or other strategies or forms of derivative instruments to limit its exposure to changes in the relative values of assets and liabilities that may result from market developments, including changes in prevailing interest rates and currency exchange rates, as previously described. It is expected that the extent of risk management activities by the Company will vary based on the level of exposure and consideration of risk across the business.

The success of any hedging or other derivative transaction generally will depend on the Company's ability to correctly predict market changes. As a result, while the Company may enter into such a transaction to reduce exposure to market risks, unanticipated market changes may result in poorer overall performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Company may not seek, or be successful in establishing, an exact correlation between the instruments used in a hedging or other derivative transaction and the position being hedged and could create new risks of loss. In addition, it may not be possible to fully or perfectly limit the Company's exposure against all changes in the values of its assets and liabilities, because the values of its assets and liabilities are likely to fluctuate as a result of a number of factors, some of which will be beyond the Company's control.

Risk management arrangements

Responsibility for risk management and internal control and procedural audit process rests with the management of the Company.

PART IX

OPERATING AND FINANCIAL REVIEW OF THE COMPANY

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the audited historical financial information for the Company for the years ended 30 June 2018 and 30 June 2019 and the 18-month period ending 31 December 2020 prepared in accordance with IFRS (the "**Company Financial Information**") set out in *Part X – Summary Financial Information of the Company* of this Prospectus.

The following discussion should be read in conjunction with the other information in this Prospectus and the Company Financial Information. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on pages 27 to 28 of this Prospectus.

The key risks and uncertainties include, but are not limited to, those described in *Part II* – Risk Factors of this Prospectus.

PART X

SUMMARY FINANCIAL INFORMATION OF THE COMPANY

In the tables set out below summarising the historical financial information for the 12 month periods ended 30 June 2018 and 30 June 2019 have been restated in £ Sterling (using the average exchange rates over the relevant periods) from the original accounts, which were prepared in US$ as a result of the accountancy currency having originally been in US$ for those periods. No changes, other than the currency of preparation were made.

Statement of Comprehensive Income

Company number 05329401

	6 months to 30 June 2021	18 months ended 31 December 2020	6 months to 30 June 2020	12 months to 30 June 2019 (Restated)	12 months to 30 June 2018 (Restated)
	Unaudited £'000s	Audited £'000s	Unaudited £'000s	Audited £'000s	Audited £'000s
Continuing operations					
Administrative expenses	(50)	(87)	(25)	(407)	(372)
Change in far value of investments	516	(86)	-	(141)	-
Loss/(Profit) before taxation	466	(173)	(25)	(548)	(372)
Taxation	-	-	-	-	-
Loss/(Profit) for the period from continuing operations	466	(173)	(25)	(548)	(372)
Other comprehensive income					
Exchange difference on currency translations	-	-	-	-	-
Total comprehensive loss for the period	466	(173)	(25)	(548)	(372)

Statement of Financial Position

Company number 05329401

	6 months to 30 June 2021	18 months ended 31 December 2020	6 months to 30 June 2020	12 months to 30 June 2019 (Restated)	12 months to 30 June 2018 (Restated)
	Unaudited £'000s	Audited £'000s	Unaudited £'000s	Audited £'000s	Audited £'000s
Fixed Assets					
Investments	689	173	259	259	902
	689	**173**	**259**	**259**	**902**
Current Assets					
Other receivables	46	26	8	7	9
Cash at bank and in hand	47	45	23	41	681
	93	**71**	**31**	**48**	**690**
Total Assets	**782**	**244**	**290**	**307**	**1,592**
Current Liabilities					
Trade and other payables	(40)	(18)	16)	(8)	(38)
Convertible Loan Notes	(55)				
Long Term Liabilities					
Convertible loan notes	(50)	(55)	-	-	-
Total Liabilities	**(145)**	**(73)**	**(16)**	**(8)**	**(38)**
Net Assets	**637**	**171**	**274**	**299**	**1,554**

Equity					
Share capital	1,209	1,209	1,209	1,209	1,303
Share premium	-	14,673	14,673	14,673	17,562
Other reserves	1,108	1,108	1,063	1,063	2,438
Retained earnings	(1,680)	(16,819)	(16,671)	(16,646)	(15,797)
Total Equity	**637**	**171**	**274**	**299**	**659**

Statement of Changes in Equity

	Share capital £'000s	Share premium £'000s	Other reserves £'000s	Retained earnings £'000s	Total equity £'000s
As at 1 January 2021	**1,209**	**14,673**	**1,108**	**(16,819)**	171
Total comprehensive income	-	-	-	466	466
Net equity issued	-	(14,673)	-	14,673	-
Share based payments	-	-	-	-	-
Balance at 30 June 2021	**1,209**	**-**	**1,108**	**(1,680)**	**637**
	Share capital £'000s	**Share premium £'000s**	**Other reserves £'000s**	**Retained earnings £'000s**	**Total equity £'000s**
As at 1 July 2019	**1,209**	**14,673**	1,063	**(16,646)**	**299**
Total comprehensive income	-	-	-	(173)	(173)
Net equity issued	-	-	-	-	-
Share based payments	-	-	45	-	45
Other comprehensive income	**1,209**	**14,673**	**1,108**	**(16,819)**	**171**
	Share capital £'000s	**Share premium £'000s**	**Other reserves £'000s**	**Retained earnings £'000s**	**Total equity £'000s**
As at 1 January 2020	**1,209**	**14,673**	**1,063**	**(16,646)**	**299**
Total comprehensive income	-	-	-	(25)	(25)
Net equity issued	-	-	-	-	-
Share based payments	-	-	-	-	-
Balance at 30 June 2020	**1,209**	**14,673**	**1,063**	**(16,671)**	**274**

Statement of Cash Flows

	6 months to 30 June 200 1 Unaudited £'000s	18 months ended 31 December 2020 Audited £'000s	6 months to 30 June 2020 Unaudited £'000s	12 months to 30 June 2019 (Restated) Audited £'000s	12 months to 30 June 2018 (Restated) Audited £'000s
Cash flows from operating activities					
Loss for the period	466	(173)	(25)	(548)	(427)
Change in fair value investments	(516)	86	-	141	(-)
Share based payment	-	45	-	178	(94)
(Increase)/(decrease in receivables	(20)	(19)	17	20	(9)
(Increase)/(decrease in payables	22	11	(3)	(32)	14
Net cash used in operating activities	**(48)**	**(50)**	**(11)**	**(259)**	**(254)**
Cash flow from investing activities					
Purchase of investments	-	-	-	(400)	-
Net cash used in investing activities	**-**	**-**	**-**	**(400)**	**-**
Cash flows from financing activities					
Issue of shares for cash, net of costs	**-**	**-**	**-**	3	(864)
Convertible loan Notes	**50**	**55**	**-**	**-**	(112)
Net cash from financing activities	**50**	**55**	**-**	**3**	(977)
Net increase in cash and cash equivalents	**2**	**5**	**11**	**(655)**	**(685)**
Cash and cash equivalents at the beginning of the period	**45**	**40**	**34**	**695**	**(3)**
Cash and cash equivalents at the end of the period	**47**	**45**	**23**	**40**	(688)
Total Equity	**637**	**171**	**274**	**299**	**659**

PART XI
ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF MALAIKA GROUP

SECTION A:

bright grahame murray
CHARTERED ACCOUNTANTS

25 February 2022

The Directors
URA Holdings plc
6th Floor
60 Gracechurch Street
London EC3V 0HR
United Kingdom

Dear Sirs,

We report on the audited historical financial information of Malaika Exploration (Ireland) Limited ("**Malaika**") for the period from its incorporation on 11 May 2020 to 30 June 2021 (together, the "**Malaika Financial Information**").

Opinion on financial information

In our opinion, the Malaika Financial Information gives, for the purpose of URA Holdings plc's (the "**Company**") prospectus dated 25 February 2022 (the "**Prospectus**"), a true and fair view of the state of affairs of Malaika as at 30 June 2021 and of its profits, cash flows, statement of comprehensive income and changes in equity for the periods then ended in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("**IFRS**").

Responsibilities

The directors of the Company (the "**Directors**") are responsible for preparing the Malaika Financial Information in accordance with IFRS.

It is our responsibility to form an opinion on the Malaika Financial Information, and to report our opinion to you.

Basis of preparation

The Malaika Financial Information has been prepared for inclusion in *Section (A) – Accountant's Report on the Financial Information of Malaika* of *Part XI – Accountant's Report on the Financial Information of Malaika Group* of the Prospectus, on the basis of the accounting policies set out in note 2 to the Malaika Financial Information. This report is required by item 18.3.1 of Annex 1 to the UK version of Regulation number 2019/980, supplementing Regulation number 2017/1129, of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (together, the "**UK Prospectus Regulation**") and is given for the purpose of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of Malaika in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting

Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Malaika Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Malaika Financial Information and whether the accounting policies are appropriate to Malaika's circumstances consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Malaika Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Conclusions relating to going concern

We have not identified a material uncertainty related to events or conditions that, individually or collectively, may cast doubt on the ability of the Enlarged Group to continue as a going concern for a period of at least 12 months from 25 February 2022. We therefore conclude that the Directors' use of the going concern basis of accounting in the preparation of the financial information is appropriate.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of this Prospectus and we declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex 1 to the UK Prospectus Regulation.

Yours faithfully,

Bright Graeme Murray

Chartered Accountants

Malaika Exploration (Ireland) Limited

Accounts for the period 11 May 2020 to 30 June 2021

Report of the Director

for the period 11 May 2020 to 30 June 2021

The director present their report with the audited financial statements of the Company and Group for the period from incorporation on 11 May 2020 to 30 June 2021.

INCORPORATION

Malaika Exploration (Ireland) Limited, and its wholly owned subsidiary are private companies limited by shares and were incorporated on 11 May 2020 and 26 May 2020 respectively. Malaika Exploration (Ireland) Limited changed its name from Siocatte Limited on 11 November 2020 at the Companies Registration Office in Ireland.

PRINCIPAL ACTIVITY

The Company is an investment holding company and its wholly owned subsidiary Malaika Developments Ltd, incorporated in Zambia, is an exploration company with two exploration licences in Zambia.

POST BALANCE SHEET EVENT

Subsequent to the balance sheet date one of the two exploration licenses in Zambia was relinquished.

DIRECTORS OF THE COMPANY

The directors who have held office during the period from 11 May 2020 to the date of approval of the accounts are as follows:

Andrew Lambe (appointed & resigned on 11 May 2020)

Alan Farrelly (appointed on 11 May 2020 and resigned on 9 November 2020)

Samuel Francis Mulligan (appointed on 9 November 2020)

STATEMENT OF DIRECTOR RESPONSIBILITIES

The Director is responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards ("IFRS") as adopted by the European Union. Applicable law requires the Director to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the Company and of the profit or loss of the Group and of the Company for that period. In preparing those financial statements, the Director is required to:

a) select suitable accounting policies and then apply them consistently;

b) make judgements and estimates that are reasonable and prudent;

c) state whether applicable IFRS's have been followed, subject to any material departures disclosed and explained in the financial statements; and

d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and to enable them to ensure that the financial statements comply with the applicable company laws. The Director is also responsible for safeguarding the assets of the Group and of the Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Director is responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

ON BEHALF OF THE BOARD: ***Sam Mulligan, 20 November 2021***

Consolidated Statement of Comprehensive Income

for the period 11 May 2020 to 30 June 2021

	Note	11 May 2020 to 30 June 2021 £
Other income	3	7,093
Administrative expenses		(1,767)
GROSS PROFIT		5,326
Tax		-
TOTAL PROFIT FOR THE PERIOD ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		**5,326**

Company Statement of Comprehensive Income

for the period 11 May 2020 to 30 June 2021

	Note	11 May 2020 to 30 June 2021 £
Other income	3	7,093
Administrative expenses		(1,767)
GROSS PROFIT		5,326
Tax		-
TOTAL PROFIT FOR THE PERIOD ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY		**5,326**

Consolidated Statement of Financial Position

for the period 11 May 2020 to 30 June 2021

Company number 670538 (Republic of Ireland)

	Note	11 May 2020 to 30 June 2021 £
NON-CURRENT ASSETS		
Intangible assets	4	18,088
		18,088
CURRENT ASSETS		
Debtors	5	-
		-
CREDITORS		
Trade and other payables	6	(12,951)
NET CURRENT ASSETS		**(12,951)**
TOTAL ASSETS LESS CURRENT LIABILITIES		**5,137**
CAPITAL AND RESERVES	7	85
Called up share capital		(274)
Foreign currency translation		5,326
SHAREHOLDERS' FUNDS		**5,137**

The financial statements were approved by the Board of Directors on 20 November 2021 and were signed on its behalf by:

Sam Mulligan

Director

Company Statement of Financial Position

for the period 11 May 2020 to 30 June 2021

Company number 670538 (Republic of Ireland)

	Note	11 May 2020 to 30 June 2021 £
NON-CURRENT ASSETS		
Investment in Malaika Developments Limited	8	11,324
CURRENT ASSETS		
Debtors	5	6,874
		6,874
CREDITORS		
Trade and other payables	6	(12,951)
NET CURRENT ASSETS		**(6,077)**
TOTAL ASSETS LESS CURRENT LIABILITIES		**5,247**
CAPITAL AND RESERVES	7	
Called up share capital		85
Foreign currency translation		(164)
		5,326
SHAREHOLDERS' FUNDS		**5,247**

The financial statements were approved by the Board of Directors on 20 November 2021 and were signed on its behalf by:

Sam Mulligan

Director

Statement of Changes in Equity

for the period 11 May 2020 to 30 June 2021

GROUP	Share Capital	Foreign currency translation	Retained equity	Total shareholders' equity
	£	£	£	£
Issue of shares	85	-	-	85
Total comprehensive income	-	-	5,326	5,326
Translation of foreign currency	-	(274)	-	(274)
Balance at 30 June 2021	85	(274)	5,236	5,137

COMPANY	Share Capital	Foreign currency translation	Retained equity	Total shareholders' equity
	£	£	£	£
Issue of shares	85	-	-	85
Total comprehensive income	-	-	5,326	5,326
Translation of foreign currency	-	(164)	-	(164)
Balance at 30 June 2021	85	(164)	5,236	5,247

The following describes the nature and purpose of each reserve within owners' equity:

Reserve	**Description and purpose**
Share capital	This represents the nominal value of shares issued.
Retained equity	Cumulative net gains and losses recognised in the statement of comprehensive income.

Statement of Cash Flows

for the period 11 May 2020 to 30 June 2021

	11 May 2020 to 30 June 2021	
	GROUP	*COMPANY*
Cash flows from operating activities	**£**	**£**
Profit for the period	5,326	5,326
(Increase)/decrease in receivables	-	(6,874)
Increase/(decrease) in payables	12,951	12,951
Net cash generated in operating activities	18,277	11,403
Investing activities		
Purchase of investment	(18,088)	(11,324)
Net cash used in investing activities	(18,088)	(11,324)
Financing activities		
Issue of shares for cash, net of costs	85	85
Net cash generated from financing activities	85	85
Increase / (Decrease) in cash and cash equivalents	-	-
Foreign currency translation difference	(274)	(164)
Cash and cash equivalents at beginning of the period	-	-
Cash and cash equivalents at the end of the period	-	-

Notes to the Consolidated Financial Statements

for the period 11 May 2020 to 30 June 2021

1. **STATUTORY INFORMATION**

Malaika Exploration (Ireland) Ltd is a private company, limited by shares, registered in Ireland.

The Company's registered number and registered office addresses can be found on the Company Information page.

The consolidated financial statements are presented in Pound Sterling (£) and rounded to the nearest pound.

2. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) The financial statements have also been prepared in accordance with IFRS's adopted by European Union and therefore the Company's financial statements comply with article 4 of the EU IAS Regulation. The financial statements have been prepared under the historical cost convention.

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions which are based on management's best judgment at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Foreign Currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date.

Basis of consolidation

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

All intro-Group transactions balances income and expenses are eliminated on consolidation. Uniform accounting policies are applied by the Group entitles to ensure consistency.

Going concern

The financial information are prepared on a going concern basis. The Group's newly acquired licences dictate that exploration will be carried out in due course and allow the Company to continue to carry out its objective and commitments.

Cash and cash equivalents

Cash and cash equivalents are represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. There are no cash equivalents.

Investments

Where the fair value of an equity investment cannot be estimated reliably, such as investments in unquoted companies, fair value is based on cost less any impairment charges. In this case impairment charges are recognised in profit or loss. The Company assesses at each period end date whether there is any objective evidence that a financial asset or group of financial assets has been impaired.

Financial instruments

Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. The Company currently has no financial assets that are considered to be of a financing transaction nature.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

Deferred taxation

Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is realised or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Exploration, evaluation and development expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits a reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full in the year in which the decision to abandon the area has made. When production commences, the accumulated costs for the relevant area of interest are transferred to development assets and amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in a relation to that area of interest.

3. OTHER INCOME

Other income is the gain arising from the Company having acquiring a shareholders' loan of £7,093 made to its subsidiary, Malaika Developments Ltd, for £1.

4. INTANGIBLE ASSETS

	11 May 2020 to 30 June 2021 £
Large Scale Exploration Licence 26880-HQ-LEL	3,785
Large Scale Exploration Licence 27012-HQ-LEL	3,457
Exploration and evaluation assets (Note 10)	10,846
	18,088

Two exploration licenses have been issued by the Mines Department of the Republic of Zambia to Malaika Developments Limited. Large Scale Exploration Licence 26880-HQ-LEL was issued on 16 July 2020 and expires on 15 July 2024 and Large Scale Exploration Licence 27012-HQ-LEL was issued on 13 October 2020 and expires on 12 October 2024 regarding certain minerals. No exploration has been carried out to date. On 8 September 2021 the exploration licence 27012-HQ-LEL was relinquished.

5. DEBTORS

	11 May 2020 to 30 June 2021	
	GROUP £	***COMPANY*** £
Loan to Malaika Developments Ltd.	-	6,874
	-	**6,874**

6. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	11 May 2020 to 30 June 2021	
	GROUP	***COMPANY***
	£	**£**
Trade payables	1,712	1,712
Shareholders' Loan	11,239	11,239
	12,951	**12,951**

The shareholders' loan from Africa Critical Metals Limited bears no interest and is repayable on demand.

7. **SHARE CAPITAL**

	11 May 2020 to 30 June 2021
	£
Allotted, called up and fully paid	
100 ordinary shares of €1 each	85

During the period the Company issued 100 ordinary shares of €1 at par value.

8. **PARTICULARS OF SUBSIDIARY**

The particulars of the subsidiary are as follows:

Name of the company	Country of Incorporation	Particulars of issued shares and paid up capital	Percentage of equity held	Principal activities
Malaika Developments Limited	Zambia	Zambia Kwacha 15,000	100%	Exploration Company

9. **ACQUISITION OF SUBSIDIARIES**

On 6 April 2021 the Company completed the acquisition of 100% of Malaika Developments Limited, a company registered in Zambia.

The fair value of the assets and liabilities acquired were as follows:

	2021
	£
Consideration	
Cash consideration	11,324
Fair value of assets and liabilities acquired	
- Assets – Exploration Licenses	7,243
- Liabilities – Shareholders loan	(6,765)

Equity at acquisition	478
Deemed fair value of exploration & evaluation assets acquired	10,846

10. **EXPLORATION & EVALUATION ASSET**

	11 May 2020 to 30 June 2021	
	GROUP	***COMPANY***
	£	**£**
Balance at beginning of period	-	-
Acquisitions during year		-
Malaika Development Limited (note 8)	10,846	-
Carried forward at end of period	10,846	-

11. **POST BALANCE SHEET EVENTS**

On 8 September 2021 the large scale exploration licence 27012-HQ-LEL was relinquished.

The Group is in the process of acquiring an additional mining licence 23239-HQ-LEL from African Prospect Development Zambia Limited which is a Zambian company owned by Samuel Francis Mulligan the director of the Company and his wife.

PART XII

***PRO FORMA* FINANCIAL INFORMATION**

SECTION A: ACCOUNTANT'S REPORT ON THE *PRO FORMA* FINANCIAL INFORMATION

bright grahame murray
CHARTERED ACCOUNTANTS

Emperor's Gate
114a Cromwell Road
Kensington
London SW7 4AG
United Kingdom

25 February 2022

The Directors
URA Holdings plc
6th Floor
60 Gracechurch Street
London EC3V 0HR
United Kingdom

Dear Sirs,

Introduction

We report on the unaudited pro forma statement of financial position of URA Holdings plc (the "**Company**") as at 31 December 2020 and on the unaudited pro forma statement of comprehensive income for the year then ended (together, the "***Pro Forma* Financial Information**") set out in *Section (B) – Unaudited Pro Forma Financial Information* of *Part XII – Pro Forma Financial Information* of the Company's prospectus dated 25 February 2022 (the "**Prospectus**").

Opinion

In our opinion:

- the *Pro Forma* Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "**Directors**") to prepare the *Pro Forma* Financial Information in accordance with Section 1 and Section 2 of Annex 20 of the UK version Regulation number 2019/980, supplementing Regulation number 2017/1129, of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

It is our responsibility to form an opinion, as required by Section 3 of Annex 20 of the UK Prospectus Regulation, as to the proper compilation of the *Pro Forma* Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the *Pro Forma* Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of preparation

The *Pro Forma* Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how:

- the Acquisition; and
- receipt of the Net Placing Proceeds by the Company,

might have affected the assets, liabilities, equity and earnings presented on the basis of the accounting policies adopted by the Company in preparing the audited financial information for the year ended 31 December 2020. This report is required by Section 3 of Annex 20 of the UK Prospectus Regulation and is given for the purpose of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent of the Company and the Malaika Group in accordance with the Financial Reporting Council's Ethical Standard, as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the *Pro Forma* Financial Information with the Directors.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with reasonable assurance that the *Pro Forma* Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Declaration

For the purpose of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex 1 of the UK Prospectus Regulation.

Yours faithfully,

Bright Grahame Murray

Chartered Accountants

SECTION B: *PRO FORMA* FINANCIAL INFORMATION

Set out below is the unaudited *pro forma* Statement of Financial Position of the Company as at 31 December 2020 and the unaudited *pro forma* Statement of Comprehensive Income for the year then ended (together, the "***Pro Forma* Financial Information**"). The *Pro Forma* Financial Information has been prepared on the basis of the accounting policies adopted by the Company in preparing its audited financial information for the year ended 31 December 2020 incorporated by reference in *Part X – Summary Financial Information of the Company* of this Prospectus and on the basis set out in the notes below, to illustrate the effects of:

- the Acquisition; and
- the Placing and receipt of the Net Placing Proceeds,

on the assets, liabilities and equity of the Company had the Acquisition, the Placing and the receipt of the Net Placing Proceeds by the Company occurred on 31 December 2020.

The *Pro Forma* Financial Information has been prepared for illustrative purposes only. Due of its nature, the *Pro Forma* Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position as at 31 December 2020 or of its earnings for the year then ended. It is based on:

- the Company Financial Information incorporated by reference in *Part X – Summary Financial Information of the Company* of this Prospectus; and
- the audited, consolidated historical financial information of the Malaika Group for the period from incorporation on 1 May 2020 to 30 June 2021 included in *Part XI – Accountant's Report on the Historical Financial Information of Malaika Group* of this Prospectus (the "**Malaika Group Financial Information**").

The *Pro Forma* Financial Information does not constitute financial statements within the meaning of section 434 of the Companies Act. Investors should read the whole of this Prospectus and not rely solely on the *Pro Forma* Financial Information contained in this *Section (B) – Pro Forma Financial Information* of *Part XII – Pro Forma Financial Information* of this Prospectus.

The report on the *Pro Forma* Financial Information is set out in *Section (A) – Accountant's Report on the Pro Forma Financial Information* of *Part XII – Pro Forma Financial Information* of this Prospectus.

Unaudited *pro forma* Statement of Financial Position

Unaudited pro forma statement of net assets as at 30 June 2021

		Adjustments				
	The Company as at 30 June 2021	Initial fund raising	Malaika as at 30 June 2021	Merger of Malaika	Net Equity Financing Proceeds and other adjustments	Pro forma net assets of the Enlarged Group
	(note 1) £	(note 2) £	(note 3) £	(note 4) £	(note 5) £	£
Assets						
Non-current assets						
Intangible assets	-	-	18,088	1,194,754	-	1,212,842
Investments	689,000	-	-	-	-	689,000
	689,000	**-**	**18,088**	**1,194,754**	**-**	**1,901,842**
Current assets						

Trade and other receivables	46,000	-	-	-	-	46,000
Inter-company receivables	-	-	-	-	-	-
Cash and cash equivalents	47,000	250,000	-	-	787,580	1,284,580
	93,000	**250,000**	**-**	**-**	**787,580**	**1,113,580**
Total assets	**782,000**	**250,000**	**18,088**	**1,194,754**	**787,580**	**3,032,422**
Liabilities						
Non-current liabilities						
Convertible loan notes	(50,000)	(250,000)	-	-	-	(300,000)
	(50,000)	**(250,000)**	**-**	**-**	**-**	**(300,000)**
Current liabilities						
Trade and other payables	(40,000)	-	(12,951)	-	-	(52.951)
Convertible loan notes	(55,000)	**-**	**-**	**-**	**-**	(55,000)
	(95,000)	**-**	**(12,951)**	**-**	**-**	**(107,951)**
Total liabilities	**(145,000)**	**(250,000)**	**(12,951)**	**-**	**-**	**(407,951)**
Net assets	**637,000**	**-**	**5,137**	**1,194,754**	**787,580**	**2,624,471**

Notes:

1. The net assets of the Company are as at 30 June 2021, the date of its latest interim financial statements.

Adjustments:

2. This adjustment reflects the net funds raised by the Company prior to publication of the Prospectus and on conversion of all of its outstanding convertible loan notes

3. The net assets of Malaika have been extracted without adjustment from the consolidated financial statements of Malaika for the period ended 30 June 2021, set out in Section (B) of *Part XI – Accountant's Report on the Historical Financial Information of the Malaika Group* of this document with an unaudited pro forma consolidation as follows,

	Malaika Exploration (Ireland) Limited as at 30 June 2021	Malaika Development Ltd as at 30 June 2021	Consolidation adjustments	Malaika as at 30 June 2021
	£	£	£	£
Assets				
Non-current assets				
Intangible assets	-	7,243		7,243
Exploration and evaluation assets	-	-	10,846	10,846
Investments	11,324	-	(11,324)	-
	11,324	**7,243**	**(478)**	**18,088**
Current assets				
Trade and other receivables	6,874	-	(6,874)	-
Inter-company receivables	-	-	-	-
Cash and cash equivalents	-	-	-	-
	6,874	**-**	**(6,874)**	**-**
Total assets	**18,197**	**7,243**	**(7,352)**	**18,088**
Liabilities				
Non-current liabilities				
Convertible loan notes	-	-	-	-
	-	**-**	**-**	**-**
Current liabilities				
Trade and other payables	(12,951)	(6,765)	(6,765)	(12,951)
	(12,951)	**(6,765)**	**(6,765)**	**(12,951)**
Total liabilities	**(12,951)**	**(6,765)**	**(6,765)**	**(12,951)**
Net assets	**5,246**	**478**	**(587)**	**5,137**

4. An adjustment has been made to reflect the estimated intangible assets arising on the merger of Malaika. For the purposes of this unaudited pro forma statement of net assets for the Enlarged Group, no adjustment has been made to the separate assets and liabilities of Malaika to reflect their fair value. The difference between the net assets of Malaika as stated at their book value at 30 June 2021 and the estimated consideration has therefore been presented as a single value in 'Intangible assets'. The net assets of Malaika will be subject to a fair value restatement as at the effective date of the merger. Actual intangible assets included in the Company's next published financial statements may therefore be materially different from that included in the unaudited pro forma statement of net assets for the Enlarged Group.

   The estimated initial consideration for Malaika is approximately £1,200,000:

	£
Consideration payable in cash	-
Consideration payable in Company shares	1,200,000
Total consideration	1,200,000

Book value of net assets of Malaika as at 30 June 2021	5,246
Estimated intangible assets arising on completion of the Equity Financing and the Merger	1,194,754

1. The increase in cash and cash equivalents represents the net proceeds of the Equity Financing which is estimated to raise net proceeds of £787,550 (£1,050,000 gross proceeds less estimated expenses of £262,420).

2. No account has been taken of the financial performance of the Company since 30 June 2021, the financial performance of Malaika since 30 June 2021, nor of any other event save as disclosed above.

Unaudited *pro forma* Statement of Comprehensive Income

Neither the Company nor the Malaika Group had any income during the 12 month period to 30 June 2021.

PART XIII

TAXATION

The summary that follows is for guidance purposes only and does not constitute legal or tax advice.

An investment in the Company involves a number of complex tax considerations. Changes in tax legislation in any of the countries in which the Company has assets or in the UK, or changes in tax treaties negotiated by those countries, could adversely affect the returns from the Company to investors.

These comments are intended only as a general guide to the current tax position in the UK as at the date of this Prospectus. The rates and basis of taxation can change and will be dependent on an investor's personal circumstances. Neither the Company nor its advisers warrant in any way the tax position outlined above which, in any event, is subject to changes in the relevant legislation and its interpretation and application.

Prospective investors should consult their own independent professional advisers on the potential tax consequences of subscribing for, purchasing, holding or selling Shares under the laws of their country and/or state of citizenship, domicile or residence including the consequences of distributions by the Company, either on a liquidation or distribution or otherwise.

Taxation in the United Kingdom

The following information is based on UK tax law and Her Majesty's Revenue & Customs ("**HMRC**") practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time.

Tax treatment of UK investors

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10%, of any of the classes of shares in the Company; or

- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or

- who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Dividends

Where the Company pays dividends, no UK withholding taxes are deducted at source. Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Ordinary Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

Dividend income received by UK tax resident individuals will have a £2,000 per annum dividend tax allowance. Dividend receipts in excess of £2,000 per annum will be taxed at 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers, and 38.1% for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.The rate of capital gains tax on disposal of Ordinary Shares by basic rate taxpayers is 10%, and for upper rate and additional is 20%.

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19%. In the Budget on 3 March 2021, it was announced that the rate would increase to 25% after 1 April 2023 for certain companies.

Further information for Shareholders subject to UK income tax and capital gains tax

"Transactions in securities"

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HMRC to raise tax assessments so as to cancel *"tax advantages"* derived from certain prescribed *"transactions in securities"*.

Stamp Duty and Stamp Duty Reserve Tax

No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of the Conversion Shares.

Most investors will purchase existing Ordinary Shares using the CREST paperless clearance system and these acquisitions will be subject to stamp duty reserve tax at 0.5%. Where Ordinary Shares are acquired using paper (i.e., non-electronic settlement), stamp duty will become payable at 0.5% if the purchase consideration exceeds £1,000.

The above comments are intended as a guide to the general stamp duty and stamp duty reserve tax position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THIS SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS PROSPECTUS AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO THEIR TAX POSITION OR WHERE THEY ARE RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT THEIR PROFESSIONAL ADVISER.

PART XIV

CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing affords investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

An applicant that is applying for a Standard Listing of equity securities must comply with all the requirements listed in Chapter 2 of the Listing Rules, which specifies the requirements for listing for all securities, and there are a number of continuing obligations set out in Chapter 14 of the Listing Rules that will be applicable to the Company.

These include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through the national storage mechanism, and related notification to an RIS;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the Listing Rules, articles 17, 18 and 19 of UK MAR and the Disclosure Guidance and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- RIS notification obligations in relation to a range of debt and equity capital issues; and
- at least 10% of the Ordinary Shares being held in public hands for the purposes of Admission and at all times (noting that as a matter of course a modification will not be granted by the FCA to accept a lower percentage).

The Company will also be required to Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules as required by the FCA on an ongoing basis which will require the Company to:

- take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations; and
- deal with the FCA in an open and co-operative manner.

In addition, as a company whose securities are admitted to trading on a regulated market, the Company will be required to comply with the Disclosure Requirements and the Transparency Rules. In particular, the Company will be required to comply with Chapters 4, 5, 6 and 7 of the Transparency Rules which are set out in the FCA's Disclosure Guidance and Transparency Rules sourcebook.

Premium Listing Principles 1 to 6 as set out in Listing Rule 7.2.1AR of the Listing Rules do not apply to the Company.

In addition, while the Company has a Standard Listing, it is not required to comply with the provisions of, *inter alia*:

- Chapter 6 of the Listing Rules containing additional requirements for the listing of equity securities, which are only applicable for companies with a Premium Listing;
- Chapter 7 of the Listing Rules, to the extent that the provisions therein refer to the Premium Listing Principles;

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. In particular, the Company is not required to appoint such a sponsor in connection with Admission;

- Chapter 9 of the Listing Rules containing provisions relating to transactions, including, *inter alia*, requirements relating to future issues of shares, the ability to issue shares at a discount in excess of 10% of market value, notifications and contents of financial information that are not applicable to the Company;

- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that an Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for such an Acquisition (subject to the Company having sufficient existing authorisation from Shareholders to issue such number of Ordinary Shares in relation to such Acquisition on a non-pre-emptive basis);

- Chapter 11 of the Listing Rules regarding related party transactions. However, pursuant to LR 14.3.25R the Company is obliged to comply with DTR 7.3 (related party transactions) which requires the Company to establish procedures to establish and maintain adequate procedures, systems and controls to enable it to assess whether a transaction or arrangement with a related party is in the ordinary course of business and has been concluded on normal market terms. There is also an announcement obligation for related party transactions of a material size, as more fully described in LR 14.3.25. Additionally, the Company will not enter into any transaction which would constitute a 'related party transaction' as defined in Chapter 11 of the Listing Rules without the specific prior approval of the non-conflicted Directors;

- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. Until an Acquisition, the Company will have unlimited authority to purchase Ordinary Shares, subject to the restrictions set out in the Companies Act; and

- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

A company with a Standard Listing is not currently eligible for inclusion in any of the FTSE indices, including the FTSE 100, FTSE 250, FTSE 350 and FTSE All-Share, among others. This may mean that certain investors are unable or unwilling to invest in the Ordinary Shares.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Following an Acquisition, the Company's Standard Listing will be cancelled and the Company will be treated as a new applicant. At that point the Directors may seek admission as a Standard Listing or as a Premium Listing or another appropriate listing venue, based on the track record of the Company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. Alternatively, it may determine to seek re-admission to a Standard Listing, subject to eligibility criteria. If admission with a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to seek a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure Guidance and Transparency Rules) in the same manner as any other company with a Premium Listing. There can be no guarantee that once an Acquisition is completed and the Company loses its Standard Listing that it will be eligible for admission to any public market.

It should be noted that the FCA will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this Prospectus are themselves misleading, false or deceptive.

PART XV

ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company and the Directors, whose names appear on page 32, accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company ad the Directors, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect its import.

2. THE COMPANY

2.1 The Company was incorporated in England and Wales on 11 January 2005 as a public company with limited liability under the Companies Act with the name Uranium Resources plc. The Company changed its name to URA Holdings plc on 20 December 2017.

2.2 The Company is not regulated by the FCA or any financial services or other regulator. With effect from Admission, the Company will be subject to the Listing Rules and the Disclosure Guidance and Transparency Rules (and the resulting jurisdiction of the FCA), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.

2.3 The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Companies Act and the regulations made thereunder. The Company operates in conformity with its constitution.

2.4 The Company's registered office is at 6th Floor, 60 Gracechurch Street, London EC3V 0HR, United Kingdom. The Company's telephone number is +44 (0)7463 686 497. The Company's website is https://www.uraholdingsplc.co.uk. Information that is on the Company's website does not form part of this Prospectus unless that information is incorporated by reference to this Prospectus.

2.5 The Company is the holding company of the Enlarged Group. As at the date of this Prospectus and Admission, the Company has one wholly-owned subsidiary, Malaika, which in turn has one wholly-owned subsidiary, Malaika Developments.

Enlarged Group company name	*Jurisdiction of incorporation*	*Company number*
Malaika Exploration (Ireland) Limited	Ireland	760538
Malaika Developments Limited	Zambia	120200003964

2.6 As of 30 June 2018, the Company share capital consisted of 267,575,734 ordinary shares of 0.0015 pence each and 896,832,495 deferred shares of 0.1 pence each.

2.7 On 25 July 2018, the Company issued 38,104 ordinary shares of 0.15 pence each at a price of 9 pence each to raise £3,430.

2.8 On 2 October 2018, the Company issued 3,562 ordinary shares of 0.15 pence each at a price of 9 pence each to raise £320.

2.9 Between 20 December 2018 and 24 December 2018, the Company issued 275,992 ordinary shares of 0.15 pence each at a price of 9 pence per share to raise £24,840.

2.10 On 5 January 2021 an ordinary resolution was passed to sub-divide every existing ordinary share of nominal value 0.15 pence in the capital of the Company into one new deferred shares of nominal value 0.1499 pence each in the capital of the Company and one new ordinary share of 0.0001 pence each and that every 100 new ordinary shares of 0.0001 pence each were immediately consolidated into one Ordinary Share of 0.01 pence each.

2.11 On 20 October 2021, the Company allotted a total of 16,666,666 Ordinary Shares to investors at a price of 1.5 pence per Ordinary Share to raise £250,000.

2.12 On 24 February 2022, the Company conditionally allotted: (i) 52,500,000 Placing Shares to participants in the Placing at a price of 2 pence per Ordinary Share to raise £1,050,000; (ii) 60,000,000 Consideration Shares to the Vendor, conditional only on Admission.

3. SHARE CAPITAL

The following table shows the issued and fully paid shares of the Company at the date of this Prospectus:

Class	**Number**	**Amount paid**
Ordinary Shares	29,345,590	£3,935

3.1 The issued and fully paid shares of the Company immediately following Admission is expected to be as shown in the following table:

Class	**Number**	**Amount paid**
Ordinary Shares	141,845,590	£14,185

3.2 The Company has only Ordinary Shares in issue and no shares which do not represent capital.

3.3 No Ordinary Shares are held by or on behalf of the Company or by any subsidiary or subsidiary undertaking of the Company.

3.4 Save for the 26,250,000 Placing Warrants, 2,625,000 Boker Warrants and the 20,000,000 options, the terms of which are set out in sub-paragraphs 3.10 and 13(c) of this Part XV, no person has any option, warrant or any other dilutive instrument nor has the Company agreed conditionally or unconditionally to grant any option, warrant or other dilutive instrument over any Ordinary Shares.

3.5 Pursuant to an ordinary resolution of the Shareholders passed at the general meeting of the Company held on 30 June 2021 the Directors were authorised for the period ending on the date of the Company's annual general meeting in 2022, the authority and power conferred on the directors by the Articles to allot relevant securities up to an aggregate nominal amount equal to the Section 551 of the Companies Act amounts of £35,000, provided that in relation to any allotment of relevant securities in excess of £10,000, such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the Companies Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (b)(i) of Resolution 2 (described in paragraph 3.7, below), provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors of the Company may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

3.6 Pursuant to a special resolution of the Shareholders passed at a general meeting of the Company held on 30 June 2021 the Directors were authorised, and empowered pursuant to Section 570 of the Companies Act to allot securities (as defined by Section 560 of the Companies Act) for cash as if Section 561 of the Companies Act did not apply to any such allotment provided that such power:

(a) shall, subject to the continuance of the authority conferred by this resolution, expire at the conclusion of the Company's annual general meeting in 2022, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and

(b) shall be limited to:

(i) the allotment of equity securities of up to an aggregate nominal amount of £35,000 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and

(ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (b) (i) up to an aggregate maximum nominal amount of £30,000.

3.7 Save as disclosed in this Prospectus:

(a) no Ordinary Share or loan capital of the Company has been issued or is proposed to be issued;

(b) no person has any preferential subscription rights for any Ordinary Shares in the Company;

(c) no Ordinary Share or loan capital of the Company is unconditionally to be put under option; and

(d) no commissions, discounts, brokerages or other special terms have been granted by the Company since its incorporation in connection with the issue or sale of any share or loan capital of the Company.

3.8 All Ordinary Shares in the capital of the Company are in registered form.

3.9 The Ordinary Shares will be admitted to a Standard Listing on the Official List and traded on the Main Market of the London Stock Exchange. The Ordinary Shares are not listed or traded on, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading on any other stock exchange or securities market.

3.10 The Company has issued the 26,250,000 Placing Warrants to placees in connection with the Placing. The Placing Warrants are constituted by, and issued subject to and with the benefit of, a Warrant instrument which is dated 25 February 2022 and executed as a deed poll by the Company. The exercise price of the Placing Warrants is 2 pence per Ordinary Share and the Placing Warrants may be exercised at any time from Admission up to and including 24 February 2025. The terms and conditions attached to the Placing Warrants are summarised in sub-paragraph 13.1 (c) below.

3.11 The Company has also issued the 2,6250,000 Broker Warrants to Peterhouse in connection with the Placing. The Broker Warrants are constituted by, and issued subject to and with the benefit of, a Warrant instrument which is dated 25 February 2022 and executed as a deed poll by the Company. The exercise price of the Broker Warrants is 2 pence per Ordinary Share and the Placing Warrants may be exercised at any time from Admission up to and including 24 February 2025. The terms and conditions attached to the Broker Warrants are summarised in paragraph 13.1 (c) below.

4. ARTICLES

4.1 The Articles of the Company were adopted by a special resolution of the Shareholders passed on 30 June 2021. A summary of the terms of the Articles is set out below. The summary below is not a complete copy of the terms of the Articles.

4.2 The Articles contain no specific restrictions on the Company's objects and therefore, by virtue of section 31(1) of the Companies Act, the Company's objects are unrestricted.

4.3 The Articles contain, *inter alia*, provisions to the following effect:

(a) ***Share capital***

The Existing Share Capital currently consists of Ordinary Shares. The Company may issue shares with such rights or restrictions as may be determined by ordinary resolution, including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares.

(b) ***Voting***

The Shareholders have the right to receive notice of, and to vote at, general meetings of the Company. All voting at general meetings of shareholders shall be held on a poll. On a poll, every shareholder who is present in person or by proxy or corporate representative shall have one vote for each share of which they are the holder. A shareholder, proxy or corporate representative entitled to more than one vote need not, if they vote, use all their votes or cast all the votes in the same way.

(c) ***Variation of rights***

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class and may be so varied and abrogated whilst the Company is a going concern or during or in contemplation of a winding up.

(d) ***Dividends***

The Company may, subject to the provisions of the Companies Act and the Articles, by ordinary resolution from time to time declare dividends to be paid to members not exceeding the amount recommended by the Directors. Subject to the provisions of the Companies Act in so far as, in the Directors' opinions, the Company's profits justify such payments, the Directors may pay interim dividends on any class of shares.

The Company may, by ordinary resolution of the Company direct, or in the case of an interim dividend may without the authority of an ordinary resolution direct, that payment of any dividend declared may be satisfied wholly or partly by the distribution of assets.

Any dividend unclaimed after a period of 12 years from the date such dividend was declared or became payable shall, if the Directors resolve, be forfeited and shall revert to the Company. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

(e) ***Transfer of Ordinary Shares***

Each member may transfer all or any of their shares which are in certificated form by means of an instrument of transfer in any usual form or in any other form which the Directors may approve. Each member may transfer all or any of their shares which are in uncertificated form by means of a 'relevant system' (i.e., the CREST System) in such manner provided for, and subject as provided in, the CREST Regulations.

The Board may, in its absolute discretion, refuse to register a transfer of certificated shares unless:

(i) it is for a share which is fully paid up;

(ii) it is for a share upon which the Company has no lien;

(iii) it is only for one class of share;

(iv) it is in favour of a single transferee or no more than four joint transferees;

(v) it is duly stamped or is duly certificated or otherwise shown to the satisfaction of the Board to be exempt from stamp duty; and

(vi) it is delivered for registration to the registered office of the Company (or such other place as the Board may determine), accompanied (except in the case of a transfer by a person to whom the Company is not required by law to issue a certificate and to whom a certificate has not been issued or in the case of a renunciation) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor (or person renouncing) and the due execution of the transfer or renunciation by them or, if the transfer or renunciation is executed by some other person on their behalf, the authority of that person to do so.

The Directors may refuse to register a transfer of uncertificated shares in any circumstances that are allowed or required by the CREST Regulations and the CREST System.

(f) ***Allotment of shares and pre-emption rights***

Subject to the Companies Act and to any rights attached to existing shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution determine, or if no ordinary resolution has been passed or so far as the resolution does not make specific provision, as the Directors may determine (including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares).

In accordance with section 551 of the Companies Act, the Directors may be generally and unconditionally authorised to exercise all the powers of the Company to allot shares up to an aggregate nominal amount equal to the amount stated in the relevant ordinary resolution authorising such allotment. The authorities referred to in paragraph 3.6 were included in the ordinary resolution passed on 30 June 2020 and remain in force as at the date of this Prospectus.

The provisions of section 561 of the Companies Act (which confer on Shareholders rights of pre-emption in respect of the allotment of equity securities which are paid up in cash) apply to the Company except to the extent disapplied by special resolution of the Company. Such pre-emption rights have been disapplied to the extent referred to in paragraph 3.6 pursuant to the special resolution passed on 5 January 2021.

(g) ***Alteration of share capital***

The Company may by ordinary resolution consolidate or divide all of its share capital into shares of larger nominal value than its existing shares, or cancel any shares which, at the date of the ordinary resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the nominal amount of shares so cancelled or sub-divide its shares, or any of them, into shares of smaller nominal value.

The Company may, in accordance with the Companies Act, reduce or cancel its share capital or any capital redemption reserve or share premium account in any manner and with and subject to any conditions, authorities and consents required by law.

(h) ***Directors***

Unless otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be less than 2, and no more than 15 Directors.

Subject to the Articles and the Companies Act, the Company may by ordinary resolution appoint a person who is willing to act as a Director and the Board shall have power at any time to appoint any person who is willing to act as a Director, in both cases either to fill a vacancy or as an addition to the existing Board but the total number of Directors shall not exceed 15.

At each AGM of the Company all Directors shall retire from office except any Director appointed by the Board after the notice of that annual general meeting has been given and before that annual general meeting has been held. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit. A Director may, and the secretary of the Company (the "**Company Secretary**") at the request of a Director shall, call a meeting of the Directors.

The quorum for a Directors' meeting shall be fixed from time to time by a decision of the Directors, but it must never be less than two and unless otherwise fixed, it is two.

Questions and matters requiring resolution arising at a meeting shall be decided by a majority of votes of the participating Directors, with each director having one vote. In the case of an equality of votes, the chair will only have a casting vote or second vote when an acquisition has been completed. The entering into any acquisition requires the consent of at least 75% of the Directors present and entitled to vote.

The Directors shall be entitled to receive such remuneration as the Directors shall determine for their services to the Company as directors and for any other service which they undertake for the Company provided that the aggregate fees payable to the Directors must not exceed £2,000,000 per annum or such higher amount as may be determined from time to time by ordinary resolution of Shareholders. The Directors shall also be entitled to be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of Shareholders or class meetings, board or committee meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

The Board may, in accordance with the requirements in the Articles, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under the Companies Act to avoid conflicts of interests.

A Director seeking authorisation in respect of such conflict shall declare to the Board the nature and extent of their interest in a conflict as soon as is reasonably practicable. The Director shall provide the Board with such details of the matter as are necessary for the Board to decide how to address the conflict together with such additional information as may be requested by the Board.

Any authorisation by the Board will be effective only if:

(i) to the extent permitted by the Companies Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of the Articles;

(ii) any requirement as to the quorum for consideration of the relevant matter is met without counting the conflicted Director and any other conflicted Director; and

(iii) the matter is agreed to without the conflicted Director voting or would be agreed to if the conflicted Director's and any other interested Director's vote is not counted.

Subject to the provisions of the Companies Act, every Director, the Company Secretary or other officer of the Company (other than an auditor) is entitled to be indemnified against all costs, charges, losses, damages and liabilities incurred by them in the actual purported exercise or discharge of their duties or exercise of their powers or otherwise in relation to them.

(i) ***General meetings***

The Company must convene and hold AGMs in accordance with the Companies Act.

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chair of the meeting which shall not be treated as part of the business of the meeting. Save as otherwise provided by the articles, two Shareholders present in person or by proxy and entitled to vote shall be a quorum for all purposes.

(j) ***Borrowing powers***

Subject to the Articles and the Companies Act, the Board may exercise all of the powers of the Company to:

(i) borrow money;

(ii) indemnify and guarantee;

(iii) mortgage or charge;

(iv) create and issue debentures and other securities; and

(v) give security either outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(k) ***Capitalisation of profits***

The Directors may, if they are so authorised by an ordinary resolution of the Shareholders, decide to capitalise any undivided profits of the Company (whether or not they are available for distribution), or any sum standing to the credit of the Company's share premium account or capital redemption reserve. The Directors may also, subject to the aforementioned ordinary resolution, appropriate any sum which they so decide to capitalise to the persons who would have been entitled to it if it were distributed by way of dividend and in the same proportions.

(l) ***Uncertificated shares***

Subject to the Companies Act, the Directors may permit title to shares of any class to be issued or held otherwise than by a certificate and to be transferred by means of a 'relevant system' (i.e., the CREST System) without a certificate.

The Directors may take such steps as it sees fit in relation to the evidencing of and transfer of title to uncertificated shares, any records relating to the holding of uncertificated shares and the conversion of uncertificated shares to certificated shares, or *vice versa*.

The Company may by notice to the holder of an uncertificated share, require that share to be converted into certificated form.

The Board may take such other action that the Board considers appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertified share or otherwise to enforce a lien in respect of it.

5. OTHER RELEVANT LAWS AND REGULATIONS

5.1 ***Mandatory bid***

(a) The Takeover Code applies to the Company. Under the Takeover Code, where:

(i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which such person is already interested, and in which persons acting in concert with such person are interested) carry 30% or more of the voting rights of a company; or

(ii) any person who, together with persons acting in concert with such person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with such person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which such person is interested;

such person shall, except in limited circumstances, be obliged to extend offers, on the basis set out in Rules 9.3, 9.4 and 9.5 of the Takeover Code, to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class of transferable securities carrying voting rights. Offers for different classes of equity share capital must be comparable; the Takeover Panel should be consulted in advance in such cases.

(b) An offer under Rule 9 of the Takeover Code must be in cash and at the highest price paid for any interest in the shares by the person required to make an offer or any person acting in concert with such person during the 12 months prior to the announcement of the offer.

(c) Under the Takeover Code, a 'concert party' arises where persons pursuant to an agreement or understanding (whether formal or informal and whether or not in writing) co-operate, to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. 'Control' means interest or interests in shares carrying 30% or more of the voting rights of the company, irrespective of interest or interests give *de facto* control.

5.2 ***Squeeze-out***

(a) Under sections 979 to 982 of the Companies Act, if an offeror were to acquire 90% of the Ordinary Shares it could then compulsorily acquire the remaining 10% It would do so by sending a notice to outstanding Shareholders telling them that it will compulsorily acquire their shares, provided that no such notice may be served after the end of: (a) the period of three months beginning with the day after the last day on which the offer can be accepted; or (b) if earlier, and the offer is not one to which section 943(1) of the Companies Act applies, the period of six months beginning with the date of the offer.

(b) Six weeks following service of the notice, the offeror must send a copy of it to the Company together with the consideration for the Ordinary Shares to which the notice relates, and an instrument of transfer executed on behalf of the outstanding Shareholder(s) by a person appointed by the offeror.

(c) The Company will hold the consideration on trust for the outstanding Shareholders.

5.3 ***Sell-out***

(a) Sections 983 to 985 of the Companies Act also give minority Shareholders in the Company a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer relating to all the Ordinary Shares is made at any time before the end of the period within which the offer could be accepted and the offeror held or had agreed to acquire not less than 90% of the Ordinary Shares, any holder of shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares. The offeror is required to give any Shareholder notice of their right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period, or, if longer a period of three months from the date of the notice.

(b) If a Shareholder exercises their rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

5.4 ***Shareholder notification and disclosure requirements***

(a) Shareholders are obliged to comply with the shareholding notification and disclosure requirements set out in Chapter 5 of the DTRs. A Shareholder is required pursuant to Rule 5 of the DTRs to notify the Company if, as a result of an acquisition or disposal of shares or financial instruments, the Shareholder's percentage of voting rights of the Company reaches, exceeds or falls below, 3% of the nominal value of the Company's share capital or any 1% threshold above that.

(b) The DTRs can be accessed and downloaded from the FCA's website at https://www.handbook.fca.org.uk/handbook/DTR/. Shareholders are urged to consider their notification and disclosure obligations carefully as a failure to make a required disclosure to the Company may result in disenfranchisement.

6. DIRECTORS', SENIOR MANAGER'S AND OTHER INTERESTS

6.1 As at the date of this Prospectus and immediately following Admission, the Directors and Senior Manager will have the following interests in the Ordinary Shares:

	As at the date of this Prospectus		**On Admission**	
Name	**Number of Ordinary Shares**	**Percentage of Existing Share Capital**	**Number of Ordinary Shares**	**Percentage of Enlarged Share Capital**
Edward Nealon*	384,615	1.31%	65,384,615	46.10%
Sam Mulligan*	-	-%	60,000,000	42.30%
Bernard Olivier	-	-	-	-
John Treacy	-	-	-	-
Peter Redmond	1,051,281	3.58%	1,051,281	0.74%

Jeremy Sturgess-Smith	940,170	3.20%	940,170	0.66%

* The interests of Mr Nealon and Mr Mulligan in 60,000,000 Ordinary Shares are by virtue of their respective interests in the share capital of Africa Critical Metals Limited (and are recorded at the full interest of that entity in ech case). Mr Mulligan holds 50.5% of the issued share capital of Africa Critical Metals Limited and Almaretta Pty Limited, the family investment company of Mr Nealon holds 49.5%. In addition, Almaretta Pty Ltd holds 5,384,615 Ordinary Shares in the Company directly, of which 5,000,000 Ordinary Shares were acquired in the Placing.

6.2 The Directors and Senior Manager have not held any directorships of any company (other than the Company and its subsidiaries) or partnerships within the last five years, except as set forth below:

Director	Current	Past
Edward Nealon	Lexington Gold Ltd Almaretta Pty Ltd Africa Critical Metals Ltd Africa Ipalo East Project Ltd Eaglehold Ltd Athlone International Consultants Pty Ltd Limerick Global Consulting Ltd	Bezant Resources plc Danwell Holdings Pty Ltd
Sam Mulligan	Africa Prospect Development Zambia Ltd Zambia Micro Mining Corporation Ltd Zambia Stone and Gravel Ltd Tumbuku Developments Ltd Malaika Developments Ltd Malaika Exploration (Ireland) Ltd Ipalo East Zambia Ltd Cain Suppliers Ltd Africa Critical Metals Ltd Africa Critical Metals (Ireland) Ltd Africa Ipalo East Project Ltd	–
Bernard Olivier	Lexington Gold Ltd New Energy Minerals Ltd Kigelia Services Pty Ltd Mozsino Mining Services	Emerging Market Minerals plc Richland Resources Ltd Bezant Resources plc LP Hill plc African Lion Resources Ltd Burgundy Services Ltd Enviroplats Limited Serengeti Resources (Pty) Ltd Southmill Holdings (Pty) Limited
John Treacy	Ananda Development Plc Cizzle Biotechnology Holdings plc YTC Consultancy Services Ltd 72 Richmond Hill Limited	AIK Energy Ltd Supply@Me Capital plc (formerly Abal Group plc) Central Rand Gold Limited (Guernsey) China Sports Development Ltd (BVI) Digitalbox plc (formerly Polemos plc) Eight Capital Partners plc (formerly Monreal plc)

Director	Current	Past
		Palermo Football Club S.p.A (Italy) Pineapple Power Corporation plc South African Property Opportunities plc (Isle of Man) Sport Capital Group Holdings Limited (dissolved) Sport Capital Group Investments Limited Evrima plc (formerly Sport Capital Group plc) Prefcap Ltd Unione Sportiva Città di Palermo S.p.A (Italy) Epsion Capital Limited
Peter Redmond	Hemogenyx Pharmaceuticals plc Energy Investment Opportunities Limited Catalyst Corporate Consultants Limited	Blenheim Energy Limited Dukemount Capital plc Pires Investments plc Ananda Developments plc
Jeremy Sturgess-Smith	Montana Global Limited MRX Medical Limited	–

6.3 Save as disclosed in this paragraph 6.3, as at the date of this Prospectus, none of the Directors not the Senior Manager:

(a) has any convictions in relation to fraudulent offences for at least the previous five years;

(b) has been associated with any bankruptcy, receivership or liquidation or company put into administration while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years; or

(c) has been subject to any official public incrimination and/or sanction of them by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

John Treacy was appointed as a director of Sport Capital Group Holdings Limited on incorporation on 20 December 2018. This company was placed into a solvent members' voluntary liquidation on 31 May 2019 and on 24 July 2020, the company was dissolved. Mr Treacy was a director of Unione Sportiva Città di Palermo S.p.A. for approximately five weeks between the dates of 31 December 2018 until 4 February 2019. Unione Sportiva Città di Palermo S.p.A. was declared bankrupt by the Court of Palermo on 18 October 2019. It is not expected that there will be sufficient funds to make a distribution to creditors.

Mr Treacy was subsequently issued with a nine month suspension from the management of Italian football clubs on 3 September 2020 by La Corte Federale d'Appello following the bankruptcy of Unione Sportiva Città di Palermo S.p.A. Mr Treacy appealed this ruling to the Collegio di Garanzia dello Sport. The Collegio di Garanzia dello Sport, being the senior court, upheld his appeal, and reversed the decision of La Corte Federale d'Appello, resulting in the decision being overturned and Mr Treacy being exonerated.

6.4 None of the Directors nor the Senior Manager has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have, as at the Latest Practicable Date.

6.5 In so far as it is known to the Company, the following persons are as at the date of this Prospectus and are expected to be, on Admission, directly or indirectly, interested (within the meaning of the Companies Act) in 3% or more of the Company's issued share capital (being the threshold for notification of interests that will apply to Shareholders as of Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules):

	As at the date of this Prospectus		**On Admission**		
Name	**Number of Ordinary Shares**	**Percentage of Existing Share Capital**	**Number of Ordinary Shares**	**Percentage of Enlarged Share Capital**	
Africa Critical Metals Limited*	-	-	60,000,000	42.30%	
Ed Nealon*	384,615	1.31%	35,084,615	24.73%	
Sam Mulligan*	-	-	30,300,000	21.36%	
TS Capital Limited	1,666,667	5.68%	12,916,667	9.11%	
IG Seb Willems	-	-	5,000,000	3.52%	
Steven Xerri	3,398,999	11.58%	4,398,999	3.10%	
Rowanmoor Trustees Limited	3,333,333	11.36%	3,333,333	2.35%	
Gledhow Investments plc	1,416,667	4.83%	2,791,667	1.97%	
Flare Capital Limited	1,416,667	4.83%	2,116,667	1.49%	
P3 Capital Limited	1,416,667	4.83%	2,116,667	1.49%	
P4 Capital Limited	1,416,667	4.83%	2,091,667	1.47%	
Melissa Sturgess	1,952,622	6.65%	1,952,622	1.38%	
Colin Weinberg	1,403,115	4.78%	1,403,115	0.99%	
Bank of New York Nominees Limited	1,133,888	3.86%	1,113,888	0.88%	
Charles Morgan	1,106,837	3.77%	1,106,837	0.78%	
Peter Redmond	1.051,281	3.58%	1,051,281	0.74%	
Arkley Capital Limited	1,000,000	3.41%	1,000,000	0.70%	
Anthony Balme	1,000,000	3.41%	1,000,000	0.70%	
Jeremy Sturgess-Smith	940,170	3.20%	940,170	0.66%	
Clariden Capital Ltd	940,170	3.20%	940,170	0.66%	
David Steinpries	940,170	3.20%	940,170	0.66%	

*Africa Critical Metals Limited is an entity owned and controlled by Ed Nealon and Sam Mulligan and accordingly both are considered to be interested in the shares held by Africa Critical Metals Limited

6.6 As the Latest Practicable Date, the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

6.7 Those interested, directly or indirectly, in 3% or more of the issued Ordinary Shares of the Company (as set out in paragraph 6.5) do not now, and, following the Conversion and Admission, will not, have different voting rights from other holders of Ordinary Shares.

6.8 In accordance with Listing Rule 14.2.2, at Admission at least 10% of the listed class of Ordinary Shares will be in public hands (as defined in the Listing Rules).

7. WORKING CAPITAL

The Company is of the opinion, taking into account the Net Placing Proceeds receivable by the Company, that the working capital available to the Enlarged Group is sufficient for the present requirements of the Enlarged Group, that is, for at least 12 months from the date of this Prospectus.

8. CAPITALISATION AND INDEBTEDNESS

Capitalisation

Company

The following table shows the Company's capitalisation as at 31 December 2021 and has been extracted without material adjustment from unaudited management information as at that date:

	Unaudited **as at 31 December 2021** ***£'000***
Total current debt	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	45
Total non-current debt	
Guaranteed	-
Secured	140
Unguaranteed/unsecured	-
Shareholders' equity	
Share capital	1,209
Share premium	-
Other reserve	1,108
Accumulated losses	-1,712
Total	**605**

There has been no material change in the capitalisation of the Company since 31 December 2021.

Malaika Group

The following table shows the Malaika Group's capitalisation as at 31 December 2021 and has been extracted without material adjustment unaudited management information as at that date:

	Unaudited **as at 31 December 2021** ***£'000***
Total current debt	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	13
Total non-current debt	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	
Shareholders' equity	
Share capital	-
Share premium	-
Accumulated losses	5
Total	**5**

There has been no material change in the capitalisation of the Malaika Group since 31 December 2021.

Indebtedness

The following table shows the Enlarged Group's indebtedness as at 31 December 2021 and has been extracted, without material adjustment, from the Enlarged Group's unaudited management information as at that date:

		Unaudited **As at 31 December 2021 £'000**
A.	Cash	55
B.	Cash equivalent	-
C.	Trading securities	-
D.	**Liquidity (A) + (B) + (C)**	**55**
E.	Current financial receivable	51
F.	Current bank debt	-
G.	Current portion of non-current debt	-
H.	Other current financial debt	-
I.	**Current Financial Debt (F) + (G) + (H)**	-
J.	**Net Current Financial Indebtedness (I) - (D) + (E)**	**106**
K.	Non-current bank loans	-
L.	Bonds issued	-
M.	Other non-current loans	-
N.	**Non-current Financial Indebtedness (K) + (L) + (M)**	-
O.	**Net Financial Indebtedness (J) + (N)**	**106**

As at 31 December 2021, there was no indirect or contingent indebtedness in relation to the Company.

As at 31 December 2021, there was no indirect or contingent indebtedness in relation to the Malaika Group.

There has been no material change in the indebtedness of the Enlarged Group since 31 December 2021.

9. SIGNIFICANT CHANGE

Save for the Acquisition and the Placing, there has been no significant change in the trading or financial position of the Company since 31 December 2020, being the date as at which the Company Financial Information contained in *Part X – Summary Financial Information of the Company* of this Prospectus has been prepared, to the date of this Prospectus.

There has been no significant change in the financial performance of the Malaika Group since 30 June 2021, being the date as at which the Malaika Group Financial Information contained in *Part XI – Accountant's Report on the Historical Financial Information of the Malaika Group* of this Prospectus has been prepared, to the date of this Prospectus.

10. CURRENT INVESTMENTS

The Company has no current investments.

11. INVESTMENTS IN PROGRESS

The Company has no investments in progress.

12. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware), during a period covering at least the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Company's and/or the Enlarged Group's financial position or profitability.

13. MATERIAL CONTRACTS

13.1 The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company's incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this Prospectus.

(a) ***The Acquisition Agreement***

On 11 August 2021 the Company entered into an agreement with Africa Critical Metals Limited pursuant to the terms of which the Company agreed to acquire the entire issued share capital of Malaika Exploration (Ireland) Limited, together with its wholly owned subsidiary, Malaika Developments Limited, for a consideration equal £1,200,000 to be satisfied by the issue 60,000,000 new Ordinary Shares issued credited as fully paid. The principal assets of Malaika Exploration (Ireland) Limited (which itself is a dormant entity), comprise the Licences, which are held by its subsidiary, Malaika Developments Limited.

The Acquisition Agreement was subject to certain conditions which have all been satisfied at the date of this Prospectus save for Admission.

The Acquisition Agreement contains customary representations and warranties from Africa Critical Metals Limited in favour of the Company concerning the assets and liabilities of the Malaika group entities and the status of the Licences and certain representations from the Company in favour of Africa Critical Holdings Limited concerning the assets and liabilities of the Company.

On 21 November 2021 the Acquisition Agreement was amended to provide that all conditions to completion be deemed satisfied but that the final condition to completion be Admission and not publication of this Prospectus.

(b) ***Peterhouse Capital engagement letter***

An engagement letter dated 8 October 2021 between the Company and Peterhouse Capital, pursuant to which the Company appointed Peterhouse Capital as its financial adviser in connection with this Prospectus and Admission. Pursuant to the Peterhouse Capital engagement letter, the Company has agreed to pay to Peterhouse Capital a commission of 7.5% on the £250,00 pre-IPO funding round raising £150,000 completed on 1 December 2021 and a commission of 5% of funds raised in the Placing. Peterhouse will also receive 3,750,000 Broker Warrants in connection with the Placing (the terms of which are summarised in sub-paragraph (c), below.

The Peterhouse Capital engagement letter terminates upon Admission.

(c) ***Broker Warrants and Placing Warrants***

The following is a summary of the terms of the Broker Warrants and the Placing Warrants, unless the context requires otherwise, each of the following expressions has the following meanings:

"**Certificate**"	in relation to a warrant, a certificate evidencing a Warrantholder's entitlement to the Broker Warrants.
"**Exercise Date**"	the date of delivery to the registered office of the Company of the items specified in the Warrant Instrument (and the date of such delivery shall be the date on which such items are received at the Company's registered office) or if not a Business Day then the immediately following Business Day.
"**Final Subscription Date**"	the date 36 months from the date of Admission.
"**Notice of Exercise**"	in relation to a Warrant, the duly completed notice of exercise in the form, or substantially in the form, contained in the certificate for such Warrantholder.
"**Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001 No.3755) (as amended from time to time).
"**stock account**"	an account within a member account in CREST to which a holding of a particular share or other security in CREST is credited.
"**Subscription Price**"	subject to the provisions of the Warrant instrument regarding adjustments, 2 pence per Ordinary Share.
"**Subscription Rights**"	the rights of the Warrantholders to subscribe for Ordinary Shares pursuant to the Warrants on the terms and subject to the conditions of the Warrant instrument.
"**Warrantholder(s)**"	the person(s) in whose name(s) a Warrant is registered in the Register from time to time.

(i) Subscription Rights

Warrantholders are entitled in respect of every one Warrant held to subscribe for one Ordinary Share in the Company at a price per share equal to the Issue Price. The Warrants registered in a Warrantholder's name will be evidenced by a Certificate issued by the Company.

Each Warrant may be exercised by Warrantholders at any time after the date on which the Warrants are issued and before the Final Subscription Date.

In order to exercise the whole or any part of its holding of Warrants held in certificated form, a Warrantholder must deliver to the Company before the Final Subscription Date a Notice of Exercise together with the relevant Certificate and the remittance in cleared funds of an amount equal to the Subscription Price multiplied by the number of Ordinary Shares to be allotted and issued to the Warrantholder as a result of the exercise of the Warrants which are being exercised.

In order to exercise the whole or any part of its holding of Warrants in uncertificated form, a Warrantholder must deliver to the Company before the Final Subscription Date a properly authenticated dematerialised instruction and/or other instruction or notification together with the payment transfer for the aggregate amount equal to the Subscription Price multiplied by the number of Ordinary Shares to be allotted and issued to the Warrantholder as a result of the exercise of the Subscription Rights.

Once delivered to the Company a Notice of Exercise shall (save with the consent of the Company) be irrevocable.

To the extent that Ordinary Shares to be allotted and issued on the exercise of Warrants held in certificated form, the Company shall deliver a share certificate for the Ordinary Shares so allotted to the relevant Warrantholder by no later than 28 days after such Notice of Exercise was delivered to the Company.

To the extent that Ordinary Shares to be allotted and issued on the exercise of Warrants held in uncertificated form through CREST, the Company shall procure that Euroclear is instructed to credit to the stock account of the relevant Warrantholder entitlements to such Ordinary Shares.

Ordinary Shares allotted pursuant to the exercise of Warrants shall be allotted and issued credited as fully paid, shall have the rights set out in the Articles, shall be entitled in full to all dividends and distributions declared or paid on any date, or by reference to any date, on or after the date on which the relevant Notice of Exercise was delivered to the Company and shall otherwise rank pari passu in all respects from the date of allotment with the Ordinary Shares of the Company then in issue.

Warrants shall be deemed to be exercised on the Exercise Date.

(ii) Adjustment of Subscription Rights

Upon the occurrence of a reorganisation or reclassification of the share capital of the Company, or an issue of new shares, capitalisation issue or offer by way of rights by the Company, or a sub- division, reduction or consolidation of the capital of the Company, or a merger or consolidation of the Company with or into another company or demerger, or the modification of rights attaching to the Ordinary Shares or a dividend in kind declared and/or made by the Company (each, an "Adjustment Event") after the date on which any Warrants are granted, the number of Ordinary Shares which are the subject of the Warrants and the Subscription Price payable on the exercise of Warrants shall be adjusted either in such manner as the Company agree in writing is appropriate or, failing agreement, in such manner as the auditors of the Company shall certify is appropriate.

The Company shall not implement an Adjustment Event if it would otherwise result in the Subscription Price payable per Ordinary Share on the exercise of the Warrants being less than the nominal value of an Ordinary Share.

No exercise of Warrants shall result in the issue of a fraction of an Ordinary Share. Any fractional entitlements to Ordinary Shares arising as a result of an adjustment shall be rounded down to the nearest whole Ordinary Share.

(iii) Winding-up of the Company

If, at any time when any Subscription Rights are exercisable, an order is made or an effective resolution is passed for the winding-up or dissolution of the Company or if any other dissolution of the Company by operation of law is to be effected then:

(A) if such winding-up or dissolution is for the purpose of a reconstruction or amalgamation pursuant to a scheme of arrangement to which any Warrantholder has consented in writing, the terms of such scheme of arrangement will be binding on such Warrantholder; or

(B) in any other case, the Company shall forthwith notify the Warrantholder stating that such an order has been made or resolution has been passed or other dissolution is to be effected and the Warrantholder shall be entitled to receive out of the assets which would otherwise be available in the liquidation to the holders of Ordinary Shares, such a sum, if any, as it would have received had it been the holder of and paid for the Ordinary Shares to which it would have become entitled by virtue of such exercise, after deducting from such sum an amount equal to the amount which would have been payable by it in respect of such Ordinary Shares if it had exercised all its Warrants, but nothing contained in this paragraph shall have the effect of requiring the Warrantholder to make any actual payment to the Company.

The Warrants lapse on a dissolution or winding-up of the Company.

(iv) Undertakings

Unless otherwise authorised in writing by the Warrantholder(s) holding the majority of the outstanding Warrants from time to time:

(A) the Company shall maintain all necessary authorisations pursuant to the Act to enable it to lawfully and fully perform its obligations under the Warrant instrument to allot and issue Ordinary Shares upon the exercise of all Warrants remaining exercisable from time to time;

(B) if at any time an offer is made to all holders of Ordinary Shares (or all such holders other than the offeror and/or any company controlled by the offeror and/or persons acting in concert with the offeror) to acquire the whole or any part of the share capital of the Company, the Company will as soon as possible give notice of such offer to the Warrantholders and use its best endeavours to procure that a full and adequate opportunity is given to the Warrantholders to exercise the Warrants and that a like offer, being one pari passu with the best terms offered to holders of Ordinary Shares, is extended in respect of any Ordinary Shares issued upon exercise of the Warrants. The publication of a scheme of arrangement providing for the acquisition by any person of the whole or any part of the share capital of the Company shall be deemed to be the making of an offer and references herein to such an offer shall be read and construed accordingly;

(C) if at any time an offer or invitation is made by the Company to the holders of Ordinary Shares for the purchase by the Company of any of the Ordinary Shares, the Company shall simultaneously give notice thereof to the Warrantholders who shall be entitled, at any time while such offer or invitation is open for acceptance, to exercise their Warrants on the terms (subject to any adjustments) on which the same could have been exercised and as if the same had been exercised on the day immediately preceding the record date for such offer or invitation;

(D) the Company shall supply to the Warrantholders copies of all notices of meetings, annual reports and accounts and all documents required by law to be annexed thereto and all statements, circulars and other communications to its Shareholders at the same time as they are despatched to its Shareholders.

(v) Modification of Rights

All or any of the rights for the time being attached to the Warrants may from time to time (whether or not the Company is being wound up) be altered, amended or abrogated only with the prior sanction of a Special Resolution of the Warrantholders and the agreement of the Company and shall be effected by an instrument by way of deed executed by the Company and expressed to be supplemental to the Warrant instrument.

All the provisions of the Articles for the time being of the Company relating to general meetings shall apply mutatis mutandis as though the Warrants were a class of shares forming part of the share capital of the Company except that:

(A) the necessary quorum shall be Warrantholders present (in person or by proxy) entitled to subscribe for 10% in nominal amount of the Ordinary Shares attributable to the outstanding Warrants;

(B) every Warrantholder present in person at any such meeting shall be entitled on a show of hands to one vote and every Warrantholder present in person or by proxy shall be entitled on a poll to one vote for every Ordinary Share for which he is entitled to subscribe pursuant to the Warrants held by him; and

(C) any Warrantholder present (in person or by proxy) may demand or join in demanding a poll.

(vi) Transfer

The Warrants shall be in registered form and shall be transferable by instrument in writing in the usual common form (or in such other form as the Directors may reasonably approve). A Warrantholder's holding of Warrants may be transferred in whole or in part, but no transfer of a right to subscribe for a fraction of an Ordinary Share shall be affected.

(vii) Purchase

The Company and its subsidiaries shall have the right to purchase Warrants in the market, by tender or by private treaty or otherwise.

All Warrants purchased or surrendered shall forthwith be cancelled and shall not be available for reissue or resale.

(viii) Tradability

The Warrants shall not be listed or traded on a recognised stock exchange.

(ix) Governing Law and Jurisdiction

The provisions of the Warrant instrument and the Warrants shall be subject to and governed by English law and each of the parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Warrant instrument.

(d) ***Registrar Agreement***

The Company and the Registrar have entered into an agreement dated January 2005 pursuant to which the Registrar has agreed to act as registrar to the Company and to provide transfer agency services and certain other administrative services to the Company in relation to its business and affairs (the "**Registrar Agreement**").

The Registrar is entitled to receive the annual fee for creation and maintenance of the share Register will be £1 per holder of ordinary shares appearing on the Register during the fee year, with a minimum charge per annum of £1,500 for the provision of its services under the Registrar Agreement.

In addition to the annual fee, the Registrar is entitled to reimbursement for all out-of-pocket expenses incurred by it in the performance of its services.

The Registrar Agreement shall continue for an initial period of three years and thereafter will automatically renew for successive periods of 12 months unless and until terminated upon written notice by either party, by giving not less than six months' written notice. In addition, the agreement may be terminated as soon as reasonably practicable if either party (i) commits a material breach of the agreement which has not been remedied within 45 days of a notice requesting the same; (ii) goes into liquidation (except voluntary) or becomes bankrupt or insolvent.

13.2 The following is the contracts (not being contracts entered into in the ordinary course of business) that has been entered into by the Malaika Group since the incorporation of Malaika and its subsidiary Malaika Developments (which, together, comprise the Malaika Group) which: (i) are, or may be, material to the Enlarged Group; or (ii) contain obligations or entitlements which are, or may be, material to the Enlarged Group as at the date of this Prospectus:

(a) ***The Licences***

Malaika Developments Limited was granted Licence Number 26880-HQ-LEL on 16 July 2010. The licence covers a variety of rare earth minerals in addition to graphite. The Licence covers an area of 965 sq km and, subject to renewal, expires on 14 July 2024

(b) ***The Licence Acquisition Agreement relating to Licence 23239-HQ-LEL***

Malaika Development s Limited entered into an agreement to acquire Licence Number 23239-HQ-LEL from Africa Prospect Development Zambia Ltd on 13 May 2021. The Licence covers an area of 319 sq km and was originally granted on 30 January 2019 and, subject to renew, expires on 30 January 2023. The consideration for the transfer is 100,000 Zambian Kwacha, which is payable upon the registration of the transfer by the Ministry of Mines. Application to register the transfer was made in June 2021.

(c) ***The Acquisition Agreement***

The Acquisition Agreement with the Company described at paragraph 13.1 (a), above.

14. RELATED PARTY TRANSACTIONS

Non-executive Directors' letters of appointment

Each of Edward Nealon, Peter Redmond and John Treacy have entered into a non-executive Director's letter of appointment dated 1 September 2021, with the Company in respect of their appointment as a Director.

Under the terms of the appointment letters, the following fees are payable:

- Edward Nealon - £40,000 per annum;
- Peter Redmond - £24,000 per anum; and
- John Treacy - £24,000 per annum.

No additional fees are payable to the non-executive directors in connection with the membership or chairmanship of any committee of the Board and no ancillary benefits, pensions or bonus payment are payable under the appointment letters.

Each of the Directors appointments as a non-executive director of the Company, are (subject to limited exceptions) terminable by either party on 12 months' written notice.

Executive Directors' and Senior Manager's letters of appointment

Each of Bernard Olivier, Sam Mulligan and Jeremy Sturgess-Smith have entered into an executive appointment letters dated 1 September 2021.

Under the terms of the appointment letters, the following fees are payable:

- Bernard Olivier – £50,000 per annum;
- Sam Mulligan – £40,000 per annum; and

- Jeremy Stugess-Smith – £40,000 per annum.

Each of Bernard Olivier, Sam Mulligan and Jeremy Stugess-Smith have committed to provide not less than 2 days per week of their time to the business of the Group and such additional time as the business affairs of the Group reasonably require.

No additional contractual benefits are payable to the executive directors or the senior manager in connection with their appointments but all may be entitled to a bonus at the discretion of the Remuneration Committee.

Each of the appointments is (subject to limited exceptions) terminable by either party on 12 months' written notice.

15. ACCOUNTS

The Company's annual report and accounts will be made up to 31 December in each year. It is expected that the Company will make public its annual report and accounts within four months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible).

16. GENERAL

16.1 On 5 January 2021, Bright Grahame Murray, whose address is Emperor's Gate, 114a Cromwell Road, Kensington, London SW7 4AG, United Kingdom, were appointed as auditor of the Company. Bright Grahame Murray is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and the Financial Reporting Council.

16.2 Bright Grahame Murray has given and has not withdrawn its consent to the inclusion in this Prospectus of its accountant's report on the *Pro Forma* Financial Information included in *Section (A) – Accountant's Report on the Pro Forma Financial Information* of *Part XII – Pro Forma Financial* of this Prospectus in the form and context in which it is included and has authorised the contents of that report for the purposes of PR 5.3.2R(2)(f) of the Prospectus Regulation Rules.

16.3 AM&A has given and not withdrawn its written consent to: (i) the issue of this Prospectus with the inclusion herein of (a) its Competent Person's Report in *Part XIX – Competent Person's Report* and (b) the references to its name; and (ii) the inclusion of information extracted from its Competent Person's Report in *Part XIX – Competent Person's Report*, and has authorised the contents of its Competent Person's Report and references thereto as part of this Prospectus for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules and item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing the UK Prospectus Regulation as it forms part of UK law by virtue of the EUWA (the "**UK Prospectus Delegated Regulation**"). In compliance with item 1.2 of Annex 1 of the UK Prospectus Delegated Regulation, AM&A accepts responsibility for the Competent Person's Report and any information extracted from or sourced to his Competent Person's Report which is included in this Prospectus and, and to the best of AM&A's knowledge, declares the information set out in the Competent Person's Report prepared by AM&A is in accordance with the facts and the Competent Person's Report prepared by AM&A and any information extracted from or sourced to the Competent Person's Report which is included in this Prospectus makes no omission likely to affect their import. AM&A has authorised the contents of its Competent Person's Report for the purposes of PR 5.3.2R(2)(f) of the Prospectus Regulation Rules.

16.4 Peterhouse Capital has given and not withdrawn its written consent to the inclusion in this Prospectus of its name and reference thereto in the forms and contexts in which it appears.

16.5 As at the Latest Practicable Date, the Enlarged Group has 3 employees (of which all three are part-time).

16.6 The Enlarged Group does not own any premises.

16.7 The total expenses incurred (or to be incurred) by the Company in connection with the Placing and Admission are approximately £262,420 (excluding any applicable VAT).

16.8 The Company is not dependent on patents or licences, industrial, commercial or financial contracts or new manufacturing processes which are material to the Company's business or profitability.

16.9 The Directors are not aware of any significant trends in the Company in costs between incorporation and the date of this Prospectus, or any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year, or any environmental issues that may affect the Company and its business.

16.10 The Company confirms that the CPR which is set out in *Part XIX – Competent Person's Report* of this Prospectus is dated within six months of the date of this Prospectus and that no material changes have occurred since the date of the CPR the omission of which would make the CPR misleading.

17. THIRD PARTY SOURCES

The Company confirms that information sourced from third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by those third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

18. NO INCORPORATION OF WEBSITES

The contents of the Company's website (https://www.uraholdingsplc.co.uk) unless specifically incorporated by reference, any website mentioned in this Prospectus or any website directly linked to these websites have not been verified and do not form part of this Prospectus, and prospective investors should not rely upon them.

19. AVAILABILITY OF DOCUMENTS

19.1 Copies of the following documents may be inspected at the registered office of the Company at 6th Floor, 60 Gracechurch Street, London EC3V 0HR, United Kingdom during usual business hours on any Business Day, unless the registered office has been closed as a result of the circumstances surrounding the COVID-19 pandemic, from the date of this Prospectus until Admission:

(a) the Articles; and

(b) this Prospectus.

19.2 In addition, this Prospectus and the other documents referred to in paragraph 19.1 above will be published in electronic form and be available on the Company's website at https://www.uraholdingsplc.co.uk.

Date: 25 February 2022

PART XVI
DEFINITIONS

The following definitions apply throughout this Prospectus (unless the context requires otherwise):

"**Acquisition**"	the acquisition of the Malaika Group by the Company pursuant to the Acquisition Agreement.
"**Acquisition Agreement**"	the agreement for the conditional sale and purchase of the entire issued share capital of Malaika between (1) the Company and (2) the Vendor.
"**Admission**"	admission of the Ordinary Shares to the standard listing segment of the Official List and to trading on the Main Market of the London Stock Exchange.
"**affiliate**"	an affiliate of, or person affiliated with, a person; a person tht, directly or indirectly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.
"**AGM**"	an annual general meeting of the Shareholders of the Company.
"**AIM**"	AIM, the market of that name operated by the London Stock Exchange.
"**AIM Rules for Companies**"	the AIM Rules for Companies issued by the London Stock Exchange governing admission to and the operation of AIM, as amended or re-issued from time to time.
"**Ananda**"	Ananda Developments plc.
"**Articles**"	the articles of association of the Company in force from time to time.
"**Audit and Risk Committee**"	the audit and risk committee of the Board.
"**Australian Corporations Act**"	Corporations Act 2001 (Cth) of Australia.
"**Business Day**"	any day on which the London Stock Exchange is open for business and banks are open for business in London; excluding Saturdays and Sundays.
"**certificated**" or "**in certificated form**"	in relation to, as the case may be, a share, warrant or other security, a share, warrant or other security, title to which is recorded in the relevant register of the share, warrant or other security concerned as being held in certificated form (i.e., not in CREST).
"**change of control**"	an acquisition of Control of the Company by any person or party (or by any group of persons or parties who are acting in concert).
"**COBS**"	FCA Handbook Conduct of Business Sourcebook.
"**Concert Party**"	Africa Critical Metals Limited, Ed Nealon and Sam Mulligan.
"**Companies Act**"	the Companies Act 2006.
"**Company**" or "**URA**"	URA Holdings plc, a public limited company incorporated in England and Wales with company number 5329401.
"**Company Financial Information**"	the audited historical financial information for the Company for the years ended 30 June 2018 and 30 June 2019 and the 18-month period ending 31 December 2020 prepared in accordance with IFRS, set out in *Part X – Summary Financial Information of the Company* of this Prospectus.
"**Company Secretary**"	the secretary of the Company from time to time.
"**Competent Person's Report**" or "**CPR**"	the competent person's report prepared by AM&A set out in *Part XIX – Competent Person's Report* of this Prospectus.
"**Committee**"	the Mining Licence Committee of the Ministry.

"**Completion**"	completion of the Acquisition which is conditional upon Admission.
"**Control**"	(i) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to: (a) cast, or control the casting of, more than 50% of the maximum number of votes that might be cast at a general meeting of the Company; or (b) appoint or remove all, or the majority, of the Directors or other equivalent officers of the Company; or (c) give directions with respect to the operating and financial policies of the Company with which the Directors or other equivalent officers of the Company are obliged to comply; and/or (ii) the holding beneficially of more than 50% of the issued shares of the Company (excluding any issued shares that carry no right to participate beyond a distribution of either profits or capital), but excluding in the case of each of (i) and (ii) above any such power or holding that arises as a result of the issue of Ordinary Shares by the Company in connection with an acquisition.
"**Consideration Shares**"	the 60,000,000 new Ordinary Shares to be issued to the Vendor under the terms of the Acquisition Agreement.
"**CREST**" or "**CREST System**"	the system for the paperless settlement of trades in securities and the holding of uncertified securities operated by Euroclear in the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations.
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (*SI 2001 No. 3755*).
"**Directors**"	the directors of the Company, whose names appear in paragraph 11 of *Part VI – Directors, Senior Manager, Company Secretary, Registered Office, Website, Advisers and Service Providers* of this Prospectus, or the board of directors from time to time of the Company, as the context requires, and "Director" is to be construed accordingly.
"**Disclosure Committee**"	the disclosure committee of the Board.
"**Disclosure Guidance and Transparency Rules**" or "**DTRs**"	the disclosure guidance and transparency rules of the FCA made in accordance with section 73A of FSMA.
"**EEA**"	the European Economic Area, comprising the EU, Iceland, Norway and Liechtenstein.
"**Enlarged Group**"	the Company together with the Malaika Group following Completion.
"**Enlarged Share Capital**"	the issued share capital of the Company following Admission.
"**EU**" or "**European Union**"	the European Union first established by the treaty made at Maastricht on 7 February 1992.
"**Euroclear**"	Euroclear UK & International Limited (a company incorporated in England and Wales with company number 02878738, being the operator of CREST).
"**EU Prospectus Regulation**"	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
"**EUWA**"	the European Union (Withdrawal) Act 2018.
"**Existing Share Capital**"	the issued share capital of the Company as at the time of this Prospectus.
"**Existing Ordinary Shares**"	29,345,590 Ordinary Shares in issue as at the date of this Prospectus.

"**FCA**"	the UK Financial Conduct Authority.
"**Finance Act**"	Finance Act 1986.
"**FSMA**"	the UK Financial Services and Markets Act 2000.
"**general meeting**"	a meeting of the Shareholders of the Company or a class of Shareholders of the Company (as the context requires).
"**Gross Placing Proceeds**"	the gross proceeds of the Placing.
"**HMRC**"	Her Majesty's Revenue & Customs.
"**IFRS**"	International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.
"**Latest Practicable Date**"	24 February 2022 (being the latest practicable the date prior to the publication of this Prospectus).
"**LEI**"	legal entity identifier.
"**Listing Rules**"	the listing rules made by the FCA under section 73A of FSMA.
"**London Stock Exchange**"	London Stock Exchange plc.
"**Main Market**"	main market for listed securities of the London Stock Exchange.
"**Malaika**"	Malaika Exploration (Ireland) Limited.
"**Malaika Developments**"	Malaika Developments Limited, the holder of graphite exploration licences in Zambia and wholly-owned subsidiary of Malaika.
"**Malaika Group**"	Malaika, together with its wholly owned subsidiary Malaika Developments.
"**Malaika Group Financial Information**"	the audited, consolidated historical financial information of the Malaika Group for the period from incorporation on 1 May 2020 to 30 June 2021, included in *Section (B)* of *Part XI – Accountant's Report on the Historical Financial Information of the Malaika Group* of this Prospectus.
"**Ministry**"	the Zambian Ministry of Mines and Minerals Development (previously called the Ministry of Mines, Energy and Water Development).
"**MMDA**"	the Mines and Minerals Development Act No. 11 of 2015, as amended by the Mines and Minerals Development (Amendment) Act No. 14 of 2016 and other supporting legislation.
"**Net Placing Proceeds**"	the net proceeds of the Placing after deduction of expenses.
"**New Ordinary Shares**"	the Placing Shares and the Consideration Shares.
"**Nomination Committee**"	the nomination committee of the Board.
"**Official List**"	the official list maintained by the FCA.
"**Option Plan**"	the Company's unapproved share option plan adopted by the Board on 1 September 2021.
"**Order**"	the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.
"**ordinary resolution**"	a resolution of Shareholders requiring a simple majority of not less than 50%.
"**Ordinary Shares**"	the ordinary shares of nominal value 0.01 pence each in the capital of the Company including, if the context requires, the Placing Shares or the Consideration Shares.

"**Peterhouse Capital**"	Peterhouse Capital Limited, in its capacity as broker and financial advisor to the Company.
"**Placing**"	the placing of 52,500,000 Placing Shares by Peterhouse Capital as agent on behalf of the Company pursuant to the terms of the Placing Agreement.
"**Placing Shares**"	52,500,000 new Ordinary Shares to be issued by the Company to, and subscribed for by, placees pursuant to the Placing.
"**Premium Listing**"	a premium listing under Chapter 6 of the Listing Rules.
"***Pro Forma* Financial Information**"	the unaudited *pro forma* statement of financial position as at 31 December 2021 and the unaudited pro forma statement of comprehensive income for the year then ended, included in *Section (B) – Pro Forma Financial Information* of *Part XII – Pro Forma Financial Information* of this Prospectus.
"**Prospectus**"	this document.
"**Prospectus Regulation Rules**"	the prospectus regulation rules of the FCA made in accordance with section 73A of FSMA.
"**Register**"	the register of holders of Ordinary Shares to be maintained by the Registrar.
"**Registrar**"	Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol BS13 8AE or any other registrar appointed by the Company from time to time.
"**Registrar Agreement**"	the registrar agreement between the Company and the Registrar.
"**Regulations**"	the Zambian Mines and Minerals (Environmental) Regulations, 1997.
"**Relevant Persons**"	persons resident and located in the United Kingdom that are "qualified investors" within the meaning of UK version of the Prospectus Regulation which forms part of domestic UK law pursuant to the EUWA and are persons: (a) who have professional experience in matters relating to investments falling within Article 19(5) of the Order; (b) who are high net worth persons or entities falling within Article 49(2)(a) to (d) of the Order; or (c) to whom it may otherwise be lawfully distributed.
"**Relevant State**"	a member state of the EEA.
"**Remuneration Committee**"	the remuneration committee of the Board.
"**Restricted Jurisdiction**"	the United States, its territories or possessions, Australia, Canada, Japan or the Republic of South Africa or any other jurisdiction where release, publication or distribution of this Prospectus or any offer, invitation or solicitation in relation to the securities referred to in this Prospectus is or would be unlawful or may lead to a breach of any applicable legal or regulatory requirements.
"**RIS**"	a Regulatory Information Service that is on the list of regulatory information services maintained by the FCA.
"**SEC**"	US Securities and Exchange Commission.
"**Securities Act**"	US Securities Act of 1933, as amended.
"**SEDOL**"	Stock Exchange Daily Official List, a list of security identifiers used in the UK and Ireland for clearing purposes.
"**Shareholder**"	a holder of Ordinary Shares.
"**special resolution**"	a resolution of Shareholders requiring a majority of not less than 75%.
"**Standard Listing**"	a standard listing under Chapter 14 of the Listing Rules.
"**Strategic Minerals Project**"	the two mineral exploration licence in Zambia held by Malaika Developments in respect of strategic or critical mineral potential.

"**Takeover Code**"	the City Code on Takeovers and Mergers.
"**Takeover Panel**"	the UK Panel on Takeovers and Mergers.
"**TIDM**"	Tradable Instrument Display Mnemonics.
"**UK Corporate Governance Code**"	the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time.
"**UK MAR**"	the EU Market Abuse Regulation (596/2014), which is part of UK law by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019 (SI 2019/310).
"**UK Product Governance Requirements**"	product governance requirements contained within COBS.
"**UK Prospectus Delegated Regulation**"	the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing the UK Prospectus Regulation as it forms part of UK law by virtue of the EUWA;
"**UK Prospectus Regulation**"	the UK version of the Prospectus Regulation as it forms part of retained EU law by virtue of the EUWA.
"**uncertificated**" or "**uncertificated form**"	in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (i.e., in CREST) and title to which may be transferred by using CREST.
"**United Kingdom**" or "**UK**"	the United Kingdom of Great Britain and Northern Ireland.
"**United States**" or "**US**"	the United States of America, its possessions or territories, any State of the United States of America and the district of Columbia or any area subject to its jurisdiction or any political subdivision hereof.
"**VAT**"	(i) within the EU, any tax imposed by any EU member state in conformity with the Directive of the Council of the European Union on the common system of value added tax (2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition.
"**Vendor**"	Africa Critical Metals Limited.

References to a "**company**" in this Prospectus shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.

All references to legislation or regulation in this Prospectus are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, supplement, re-enactment or extension thereof. Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

For the purpose of this Prospectus, "**subsidiary**" and "**subsidiary undertaking**" have the meanings given by the Companies Act.

In this Prospectus any reference to any EU directive, EU regulation, EU decision, EU tertiary legislation or provision of the EEA agreement (an "**EU Matter**") which forms part of UK domestic law by application of the EUWA shall be read as a reference to that EU Matter as it forms (by virtue of the EUWA) part of retained EU law and as modified by domestic law from time to time. For the purposes of this paragraph, (i) "**domestic law**" shall have the meaning given in the EUWA; and (ii) any other words and expressions shall, unless the context otherwise provides, have the meanings given in the EUWA.

PART XVII

GLOSSARY

The following table provides an explanation of certain technical terms and abbreviations used in this Prospectus. The terms and their assigned meanings may not correspond to standard industry meaning or usage of these terms.

AAS	Atomic Absorption Spectrometry, a method of chemical analysis.
acid rock	a term applied to igneous rocks in which high-silica minerals dominate (also "felsic").
actinolite	a mineral, a member of the amphibole group.
adamellite	a variety of granite containing more plagioclase feldspar and less quartz than average granite.
aerial photography	the taking of, or photos, acquired from aircraft used for surveying or other purposes.
aeromagnetic Survey	a survey made from the air for the purpose of recording magnetic characteristics of rocks.
Ag	silver.
alluvial	transported and deposited by water.
alluvium	gravel and other sediment found along rivers and creeks.
alteration	rock–forming minerals which have been changed.
alteration zone	zone within which rock forming minerals have been chemically changed.
amphiboles	common rock forming minerals composed of silicates rich in magnesium iron, aluminium, calcium and sodium.
amphibolite	a crystalloblastic rock consisting mainly of amphibole and plagioclase. Quartz is usually absent. Considered a medium to high-grade metamorphic rock.
andalusite	a green metamorphic mineral belonging to the aluminium silicate group.
andesite	a volcanic rock intermediate in composition between basalt and rhyolite, composed mainly of feldspar and one or more mafic minerals.
anomaly	value higher or lower than the expected or norm.
anomalous	outlining a zone of potential exploration interest but not necessarily of commercial significance.
anticline	upward arching fold or rock strata, an antonym of syncline.
Archaean	the oldest rocks of the Pre-Cambrian era, prior to 2,500 million years.
arenaceous	rocks composed dominantly of quartz particles, often a synonym for sandy.
arenite	a well-sorted sandstone.
argillaceous	pertaining to a sedimentary rock composed dominantly of clay minerals, or clay-size particles.
argillite	rock derived from material rich in clay minerals.
arkose	a form of sandstone composed of detrital grains of feldspar and quartz.
arsenic	a mineral, the native element, occurring in grey masses.
arsenopyrite	a tin-white mineral composed of iron, arsenic and sulphur.
As	arsenic.
atacamite	a green mineral $Cu_2Cl(OH)_3$ formed by the weathering of copper lodes.

Au	gold.
auger sampling	a sampling technique utilising a screw-like tool to obtain shallow samples.
auriferous	gold-bearing.
axial plane	a plane which joins the hinge lines of successive beds in a fold.
axis	hinge-line of a fold.
Ba	barium.
banded iron formation or **BIF**	banded iron formation, being a chemical sedimentary rock composed of silica and iron oxide-rich layers.
barite	a barium mineral $BaSO_4$.
basal	a well sorted homogeneous conglomerate which forms the bottom of the stratigraphic unit and rests on an erosional surface.
basalt	a fine-grained volcanic rock composed primarily of plagioclase feldspar and mafic minerals.
basement	synonymous with Archaean and Proterozoic terrain.
base metal	a metal inferior in value to the precious metals, e.g., copper, lead, zinc, nickel.
basic rocks volcanics	igneous rocks containing between 45% and 52% silica, distinct from acid rocks or intermediate rocks.
basin	a low area of the earth's crust in which sediments accumulate.
batholith	a very large, usually granitic intrusion.
bed	individual sedimentary layer.
bedding	a rock surface parallel to the surface of deposition.
bedrock	any solid rock underlying unconsolidated material.
bentonite	a clay mineral characterised by the ability to swell in water.
beryl	a mineral, composition $Ba_3Al_6O_{18}$, but commonly containing up to 6% total Na_2O, Li_2O and Ca_2O, and about 2% H_2O.
Bi	bismuth.
biotite	common rock forming mica mineral, dark coloured rich in iron magnesium and potassium.
BLEG	bulk leach extractable gold, being an analytical technique measuring gold extractable by bulk leaching.
Block	structural area of the continental landmass.
breccia	rock consisting of angular fragments in a finer grained matrix, distinct from conglomerate.
Ca	calcium.
Cainozoic	the division of geological time extending from 65 million years ago to the present.
calcarenite	a limestone with predominantly detrital calcite particles of sand size.
calcite	a common mineral, calcium carbonate, $CaCO_3$.
calcrete	a hard pan layer in which surface debris is cemented by calcium carbonate.
Cambrian	a time period from 600 to 510 million years ago.
caprock	a residuum of silica and iron oxides brought about by the weathering of ultramafic rock.
carbonaceous	dark coloured, containing carbon.

carbonate	a sedimentary rock or mineral formed of calcium, magnesium or iron carbonate minerals. A salt or ester of carbonic acid; a compound containing the radical CO_3^{2-}, commonly found altering pre-existing rocks.
Carboniferous	a time period from 345 million to 280 million years ago.
Ce	cerium.
chalcedony	cryptocrystalline quartz and much chert, commonly microscopically fibrous, the material of agate.
chalcocite	a mineral, Cu_2S.
chalcopyrite	a copper-iron sulphide mineral, an important ore of copper, $CuFeS_2$.
chamosite	iron-rich chlorite.
channel sample	a sample of material taken continuously across a rock face.
chert	a compacted, siliceous rock of organic or precipitated origin.
chlorite	a term used for a group of greenish coloured platy hydrous silicates of aluminium, ferrous iron and magnesium, which are closely related to the micas.
chrome diopside	a variety of pyroxene, a silicate mineral containing iron and magnesium, with calcium and sodium (or aluminium). An indicator mineral for kimberlite.
chromite	an oxide of iron and chromium; an indicator mineral for kimberlite.
clast	an individual constituent of sediment or sedimentary rock produced by the physical disintegration of a larger mass.
clastic	a sedimentary rock composed of broken fragments of pre-existing rocks.
cleavage	the tendency of a rock and minerals to split along closely spaced, parallel planes.
clinopyroxene or **CPX**	a group name for monoclinic pyroxenes.
clinozoisite	a mineral, a member of the epidote group.
Co	cobalt.
cobble	rock fragment larger than a pebble and smaller than a boulder, with a diameter of 64 – 256 mm.
colluvium	loose and incoherent deposits usually at the foot of a slope and brought there by gravity.
complex	an assemblage of rocks or minerals intricately mixed or folded together.
conformable	beds deposited upon one another in uninterrupted sequence.
conglomerate	sedimentary rock formed by the cementing together of rounded water- worn pebbles, distinct from breccia.
country-rock	a general term applied to rock surrounding or penetrated by mineral veins.
Cr	chromium.
craton	a relatively immobile part of the earth, generally of large size.
cretaceous	a time period from approximately 135 to 65 million years ago.
cross bedding	sedimentary beds inclined with respect to the horizontal, formed by the migration of bed forms such as dunes and ripples.
crystalline	a description of the texture of a rock, where interlocking crystals form when molten liquid is cooled to become solid rock.
cumulate	rock formed by crystal accumulation.
cuprite	a mineral, Cu_2O.

dacite	a fine-grained extrusive igneous rock with relatively high quartz content, equivalent to the extrusive form of granodiorite.
dendritic	a drainage pattern where streams randomly branch in all directions.
Devonian	the geological age after Silurian; approximately 345 to 410 million years ago.
diamond	a cubic variety of crystalline carbon which may be of gem quality.
diamond drill	rotary drilling using diamond impregnated bits, to produce a solid continuous core sample of the rock.
diamondiferous	containing diamond.
diapir	a dome or anticlinal fold where the overlying rocks have been ruptured. Often contains cores of shale or salt. Igneous intrusions also show diapiric form.
diatreme	breccia filled volcanic pipe formed by a gaseous explosion.
differentiated	a rock derived from magma by gravity separation as be sinking of heavy crystals of liquids or by the rising of a light phase (crystals, liquids or gases).
dip	the angle at which a rock layer, fault of any other planar structure is inclined from the horizontal.
disconformity	an unconformity in which bedding above and below the break are essentially parallel.
disseminated	fine particles of the ore mineral dispersed through the enclosing rock.
dolerite	a medium grained intrusive rock mainly composed of feldspar and pyroxene.
dolomite	a mineral, $CaMg(CO_3)_2$, commonly with some Fe replacing Mg, then known as ankerite.
domain	the areal extent of given lithology or environment.
dome	a smoothly rounded rock mass-circular or elliptical in outline.
drag fold	a minor fold formed in the vicinity of strike faulting due to the differentiated movement (dragging) of rocks either side of the fault.
drusy	a term used to express the appearance or habit of a crystalline aggregate whose surface is covered with a layer of small crystals.
dry blowing	method of concentrating gold by winnowing with air.
ductile	capable of being drawn through a die without breaking and with a reduction of the surface area.
dyke	a tabular intrusive body of igneous rock that cuts across bedding at a high angle.
eluvium	material formed by the weathering of rock, still at, or near, its point of formation.
EM survey	electro-magnetic survey to measure physical properties of the earth.
en echelon	geological features which are overlapping or in a staggered arrangement.
Eocene	a division of geological time from 58 to 37 million years ago.
epiclastic	descriptive of a sediment composed of fragments of pre-existing rocks (other than volcanic rocks).
epigenetic	a term to describe a mineral deposit of later origin than the enclosing rocks, which can be used to describe processes occurring at or near the surface of the earth. When used to describe ore deposits there are 6 main groups: (a) contact metamorphic deposits, (b) pegmatite deposits, (c) deposits of the deep–seated vein zone, (d) deposits of the intermediate vein zone, (e) deposits of the shallow vein zone or (f) surface deposits formed by springs of magmatic origin.

epithermal	deposit formed in and along cracks and fissures in rocks by deposition at shallow depths of ascending hot solutions.
evaporites	sedimentary rocks which are deposited from aqueous solution as a result of evaporation.
exhalative	describing rocks formed as a result of emissions of gas and/or vapour related to volcanic activity.
extrusive	magmatic material poured out or ejected at the earth's surface.
F	fluorine.
facies	pertaining to the depositional environment, as evidenced by rock, mineral, or fossil content.
fault	a fracture in rocks on which there has been movement on one of the sides relative to the other, parallel to the fracture.
fault splay	a series of minor faults at the extremities of a major fault.
Fe	iron.
feldspar	a group of abundant rock forming aluminous silicate minerals containing potassium, sodium, calcium or barium.
felspathic	a rock containing feldspar.
felsic	descriptive of an igneous rock which is predominantly of light-coloured minerals.
ferruginous	containing iron.
fine Ounce	equal to 31.1035 grams of gold.
fire assay	assay procedure involving heating the sample in a furnace to ensure complete extraction of all the contained precious metal.
float	pieces of rock, separated from their parent strata, scattered over the surface.
fluorite	a mineral composed of calcium fluoride.
fluvial	found in rivers.
fluviatile	refers to the results of river action.
fluvioglacial	meltwater streams flowing from wasting glacier ice. Also, landforms produced by such streams.
fold	a bend in the rock strata or planar structure.
foliation	the laminated structure resulting from the parallel arrangement of different minerals.
foraminifer	microfossils with calcite shells and one or more compartments.
footwall	rocks underlying mineralisation.
fuchsite	green chromium bearing mica.
g	Gram
g/t	grams per tonne
gabbro	a course-grained rock consisting of plagioclase and mafic minerals.
galena	the principal ore of lead, a sulphide mineral.
geochemistry	study of variation of chemical elements in rocks or soils.
geochemical survey	the systematic study of the variation of chemical elements in rocks and soil.
geomorphology	study of the form and origin of natural land surfaces.

geophysical survey	a systematic study of the variation of physical properties in rocks and soils.
geophysics	study of the earth by quantitative physical methods.
geosyncline	a large linear trough on the earth's surface in which sediments or volcanic rocks are deposited.
GEOTEM Survey	a type of airborne transient electromagnetic geophysical surveying method.
geothermal gradient	the rate of increase in temperature of the earth with depth.
gibber plain	a desert plain strewn with wind- abraded pebbles.
glauconite	a green, hydrous silicate mineral containing potassium and iron.
gneiss	a metamorphic rock with compositional banding of light and dark minerals often of granitic composition.
gossan	rock composed of hydrated oxides of iron, forming a superficial cap over sulphides.
gossanous	gossan-like.
graben	a large downthrown block bounded by faults.
grab sample	sample of rock or sediment taken more or less indiscriminately at any place.
grade	average quality of ore or metal in a specified quantity of rock.
granite	a coarse grained igneous rock consisting essentially of quartz and more alkali feldspar than plagioclase.
granitoid	a general field term for coarse grained rocks containing quartz and felspars.
granodiorite	a coarse-grained acid igneous rock consisting of quartz (20-40%),calc-alkali feldspar and various ferromagnesian minerals dominated by hornblende, biotite and minor magnetite and sphene.
granophyre	a microgranite.
graphite	a soft black form of native carbon.
granulite	a high grade metamorphic rock having a granular texture.
grass-roots exploration	the initial phase of examining an area for the occurrence of mineralisation.
gravel	coarse grained unconsolidated sediment, formed of fragments greater than 4mm in diameter.
greenschist	a term used to describe metamorphic rocks that have been recrystallized at low geological temperatures.
greenschist Facies	a low level of metamorphism characterised by development of green colouration in basic igneous rocks.
greenstone belt	elongate belts in Precambrian terrain characterised by major zones of altered or metamorphosed basic igneous rocks.
greywacke	a consolidated rock in which sand-sized grains of feldspar, rock fragments and quartz are set in a matrix of clay material.
ha	hectare.
hanging wall	rocks overlying mineralisation.
hematite	a common oxide of iron.
hornblende	a mineral, a member of the amphibole group.
hypersthene	an iron-magnesium silicate, a form of pyroxene.
igneous	formed by solidification from a molten or partly molten state.

ilmenite	oxide of iron and titanium.
induced p**olarisation** or **IP**	surface electrical method of geophysical surveying.
inferred resource	a resource inferred from geoscientific evidence, drillholes, underground openings or other sampling procedures where lack of data is such that continuity cannot be predicted with confidence and where geoscientific data may not be known with a reasonable level of reliability.
indicated resource	a resource sampled by drillholes, underground openings, or other sampling procedures at locations too widely spaced to ensure continuity and where geoscientific data are known with a reasonable level of reliability.
input survey	an airborne EM survey.
intercept	the length of rock or mineralisation traversed by a drillhole.
interfluve	the area between rivers.
intermediate	igneous rocks whose composition is intermediate between acid rocks and mafic rocks.
intraformational	formed within a geological formation contemporaneously with the enclosing rock.
intrusive	having, while fluid, been injected into the earth's crust and solidifying before reaching the surface.
ironstone	a concretionary, often pebbly, weathering product composed mainly of iron oxides.
isocline	an anticline or syncline so closely folded that the two sides have the same dip.
jasper	a very fine grained, impure quartz, commonly a red chert-like variety of chacedony.
jaspilite	a rock consisting of red jasper and iron oxides also known as a Banded Iron Formation or BIF.
JORC	Joint Ore Reserves Committee, being the Australasian Code for Reporting of Identified Resources and Ore Reserves.
Jurassic	a time period from approximately 212 to 142 million years ago.
kaolin	a soft non-plastic usually white clay derived from the decomposition of aluminous minerals.
kaolinitic	altered to kaolin composition.
kg	kilogram
kimberlite or **kiberlitic**	volatile-rich, potassic, ultrabasic igneous rock which occurs as small volcanic pipes, dykes and sills, composed of olivine, phlogopite mica, calcite, pyroxene, apatite, spinel and indicator minerals. Often associated with diamond deposits.
km	kilometre
km^2	square kilometre
komatiite or **komatiitic**	mafic to ultra-mafic igneous rock of high magnesium content**.**
La	lanthanum.
lacustrine	pertaining to lake waters.
lag	a residual accumulation of coarser material from which finer particles have been removed.
lag sampling	another name for soil sampling.
lamination	the finest bedding, often found in shales and fine grained sandstones.

Landsat	an unmanned satellite designed to provide multi-spectral imagery of the earth's surface.
laterite	a red, residual soil, cemented in place, containing iron and aluminium oxides but leached of quartz.
lava	fluid rock such as that which issues from a volcano or a fissure in the earth's surface.
level	in mining, a group of workings at approximately the same elevation.
limburgite	glassy nepheline basalt.
limestone	a sedimentary rock composed mainly of calcium carbonate.
limonite	a hydrated oxide iron, often a weathering product of sulphides.
lineament	a naturally occurring major linear feature in the earth's crust, often associated with mineral deposits.
lithological	pertaining to the physical characteristics of a rock.
lithology	composition and texture of rock.
lode	a deposit of potentially valuable material or minerals between definite boundaries.
m	metre
m^2	square metre
m^3	cubic metre
macrodiamond	a diamond larger than 0.4mm in diameter.
mafic	a loosely used group name for silicate minerals that are rich in iron and magnesium, and for rocks in which these minerals are abundant.
maghemite	a strongly magnetic mineral in the spinel group (y-Fe_2O_3).
magnetic survey	systematic collection of readings of the earth's magnetic field.
magnetic susceptibility	the ratio of induced magnetism to the strength of the magnetic field which causes it.
magma	naturally occurring mobile (generally fluid) rock material generated within the earth and capable of intrusion or extrusion.
malachite	a green copper carbonate mineral, $Cu_2(CO_3)(OH)_2$.
marcasite	an iron sulphide mineral, FeS_2.
massive sulphides	a mass of rock exceeding 40% sulphide minerals.
measured resource	a resource intersected by drillholes, underground openings or other sampling procedures at locations which are spaced closely enough to confirm continuity and where geoscientific data are reliably known.
mesa(s)	isolated tableland area with steep sides.
metal detecting	testing of the land surface for the occurrence of metallic objects at or near surface using a portable battery-operated device.
metamorphism	the mineralogical, structural and chemical changes induced within solid rocks through the actions of heat, pressure or the introduction of new chemicals. Rocks so altered are prefixed "meta" as in "metabasalt".
metasediment	sedimentary rocks that have been recrystallised by metamorphism.
metasomatism	the process by which one mineral is replaced by another of different chemical composition owing to reactions set up by the introduction of material from external sources.
Mg	magnesium.

mica	a group of minerals consisting of phyllosilicates with sheetlike structures (K, Na, Ca)(Mg, Fe, Li, Al)$_{2\text{-}3}$(Al, Si)$_4$O$_{10}$(OH, F)$_2$.
micro	a prefix, used to modify a mineral or rock name and indicating it is very fine grained.
microdiamond	a diamond that is smaller than 0.4 mm in diameter.
microprobe analyser	analysis of a mineral using an Electron Microprobe Analyser.
migmatite	rock consisting of thin alternating layers or lenses of granite type and schist.
mineral resource	a tonnage or volume of rock or mineralisation of economic interest.
mineralisation	in economic geology, the introduction of valuable elements into a rock body.
miocene	the division of geological time extending back from 5.5 to 22.5 million years from the present.
mm	millimetre.
Mn	manganese.
Mo	molybdenum.
mobile belt	a portion of the earth's crust that is more mobile, as shown by folds, faults etc, than the adjacent stable blocks.
mullock	waste rock from a mining operation.
Nb	niobium.
Nepheline	hexagonal mineral, (Na,K)AlSiO$_4$; feldspathoid group; greasy luster; forms glassy crystals, colorless grains, coarse crystals with prismatic cleavage, or masses without cleavage; occurs in alkalic igneous rocks.
Ni	nickel.
norite	an igneous rock similar in composition to gabbro.
oceanic transgression	a rise in sea level due to the melting of the polar ice-caps during an interglacial period.
olivine	a rock forming silicate mineral series ranging from iron-rich to magnesium-rich. Important in mafic and ultramafic rocks.
opencut or **open pit**	descriptive of a mine worked open from the surface.
Ordovician	a time period from 500 to 440 million years ago**.**
ore	a mixture of minerals, host rock and waste material which is expected to be mineable at a profit.
orebody	a continuous, well defined mass of ore.
outcrop	the surface expression of a rock layer.
outwash fan	a fan shaped accumulation of outwash sediments deposited by meltwater streams in front of the end moraine of a glacier.
oxidation	the remnants of a surface drainage system that was active in the geological past.
oz	troy ounce, equivalent to 31.103477g.
palaeo	relating to the past, ancient or fossil.
Palaeocene	a division of geological time from 66 to 58 million years ago.
Palaeochannel	a drainage channel of the geological past which may be buried.
Palaeozoic	a time period from approximately 590 to 225 million years ago.

paragneiss	a metamorphic rock presumed to have formed from an original igneous rock.
pathfinder element	in geochemical exploration an element which occurs in close association with the element being sought.
Pb	lead.
Pd	palladium.
pebble	clasts in a sedimentary deposit that range between 4mm and 16mm in diameter.
pegmatite	a very coarse grained igneous rock formed at a late stage of magmatic differentiation.
pelitic	a term denoting an argillaceous (clay rich) sediment.
percussion drilling	drilling carried out by the hammering action of a pneumatically driven drill bit against rock.
Permian	a division of geological time from 280 to 225 million years ago.
peridotite	ultrabasic igneous rock type composed of olivine and minor pyroxene.
petrological studies	the systematic description of rocks in hand specimen and thin section.
PGE	platinum group elements.
phanerozoic	the geological age after the end of the Proterozoic till the present, that is from 570 million years ago.
phosphate rock	any rock that contains one or more phosphatic minerals of sufficient purity and quantity to permit its commercial use as a source of phosphatic compounds or elemental phosphorus.
photogeology	the geological interpretation of aerial photography.
photo lineament	a linear feature interpreted from aerial photography.
phyllite	a metamorphic rock, intermediate in grade between slate and mica schist.
picroilmenite	an oxide of iron and titanium; an indicator mineral for diamonds exploration.
pipe	a common term for a vertical cylindrical column-like mass of rock that cooled and solidified in the neck of a volcano.
pisolite	a rock formed of round ferruginous grains from 3 to 6 mm in diameter.
pitch (of an oreshoot in a vein)	the angle between the axis of the oreshoot and the strike of the vein.
plagioclase	a common feldspar mineral.
playa	a shallow intermittent lake in an arid or semi-arid region which dries up to form a 'playa' or a dry vegetation-free flat area at the lowest part of an undrained desert basin.
plunge (of a fold axis)	angle of the axis of folding with a horizontal plane.
polymict	rocks characteristic of geosynclinal regions including arkoses and greywackes.
porphyritic	a term describing igneous rocks containing relatively large crystals set in a finer-grained groundmass.
porphyry	a rock with conspicuous crystals in a fine-grained ground mass.
ppb	parts per billion.
ppm	parts per million.
primary mineralisation	mineralisation which has not been affected by near-surface oxidising process.

Proterozoic	the geological age after Archaean, approximately 570 to 2,400 million years ago.
proved reserve	an ore reserve stated in terms of mineable tonnes and grade in which the corresponding identified mineral resource has been defined in three directions by excavation or drilling (including minor extensions beyond actual openings and drillholes), and where the geological factors that limit the orebody are known with sufficient confidence that the mineral resource is categorised as measured.
provenance	a place of origin, from where material is derived.
Pt	platinum.
pyrite	a mineral compound of iron and sulphur with symbol FeS_2, known as "Fools Gold".
pyroclastic	a fragment of volcanic rock, resulting from explosive activity or eruption.
pyrope garnet	the magnesium-aluminium end-member of the garnet group, characterised by a fiery-red colour. Associated with ultramafic rocks such as kimberlite.
pyroxene	a group of silicate minerals containing iron and magnesium, with calcium and sodium or aluminium. The group includes some of the commonest rock forming minerals.
pyrrhotite	an iron and sulphur mineral also known as magnetic pyrites. $Fe_{n-1}S_n$ with n ranging from 5 to 16.
quartz	a very common mineral composed of silicon dioxide-SiO_2.
quartz Arenite	a sandstone composed primarily of quartz.
quartzite	a metamorphic rock composed almost entirely of quartz.
quaternary	a division of geological time ranging between 1.8 million years and the present.
radiolarite	a hard siliceous rock composed predominantly of *Radiolaria*.
radiometric survey	collection of data to define the distribution of ambient radiation which may be indicative rocks, ores etc.
RAB	rotary air blast (as related to drilling), being a drilling technique in which the sample is returned to the surface outside the rod string by compressed air.
RC	reverse circulation (as relating to drilling), being a drilling technique in which the cuttings are recovered through the drill rods thus minimising sample losses and contamination.
recent	geological age from about 20,000 years ago to present (synonym: Holocene).
reconnaissance	a general examination or survey of a region with reference to its main features, usually as a preliminary to a more detailed survey.
regolith	the mantle or mantle of loose, incoherent rock material, of whatever origin, that nearly everywhere forms the surface of the land and rests on the hard or "bed" rocks.
remote sensing imagery	geophysical data obtained by satellites processed and presented as photographic images in real or false colour combinations.
reserve	in-situ mineral occurrence which has had mining parameters applied to it, from which valuable or useful minerals may be recovered.
resource	in-situ mineral occurrence from which valuable or useful minerals may be recovered, but from which only a broad knowledge of the geological character of the deposit is based on relatively few samples or measurements.
reverse fault	a fracture in rocks in which the strata above the fracture have been displaced up the fracture plane relative to the strata below the fracture.

sabkha	a supratidal environment restricted to coastal plains just above normal high-tide level.
saddle	a gold bearing quartz vein of anticlinal form.
salt dome	a diapir with a central salt plug which rises through the enclosing sediments from a buried salt bed.
sand	unconsolidated sediment formed by fragments between 0.06 and 2.0mm in diameter.
sandstone	a cemented or otherwise compacted detrital sediment composed predominantly of quartz grains.
saprolite	weathered rock in which the original rock textures are still recognisable.
schist	a type of metamorphic rock with a platy, foliated or laminated texture.
schistose	descriptive of foliated rocks.
sediment	rocks formed by the deposition of solids from water.
seismic refraction survey	a geophysical survey designed to detect underlying changes in rock type and structure by measuring the passage of seismic waves from one medium to another of differing density.
sericite	a fine-grained potassium-rich variety of the common mineral mica.
shale	a laminated sediment in which the constituent particles are predominantly clay sized (smaller than 0.0039mm in diameter).
shear (zone)	a zone in which shearing has occurred on a large scale so that the rock is crushed and brecciated.
silica	silicon dioxide, SiO_2.
silicified	containing a high proportion of silicon dioxide.
sill	a sheet like body of igneous rock that is conformable with the layers it intrudes.
silt	a sediment in which most of the particles are between 0.0625mm and 0.0039mm diameter.
siltstone	a very fine-grained clastic rock composed predominantly of silt sized particles.
Silurian	a time period from 440 to 400 million years ago.
silver	native silver naturally occurring uncombined with other elements.
SIROTEM	a transient electromagnetic geophysical surveying method.
slate	a finely foliated metamorphic rock that results from the metamorphism of rocks such as shale under stress.
Sn	tin.
soil sampling	systematic collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values.
sphalerite	a zinc-iron sulphide mineral, an important zinc ore.
splay fault	a secondary shear or fault divergent from the principal structure.
Sr	strontium.
stockwork	an interlocking system of small veins or lodes.
strand	a shoreline or beach, either present or ancient.
stratabound	lying within a particular rock stratum.

stratiform	lying parallel to the rock strata.
stratigraphy	the succession of superimposition of rock strata. Composition, sequence and correlation of stratified rock in the earth's crust.
strike	the direction or bearing of the outcrop of an inclined bed or structure on a level surface.
strike-slip faulting	faults parallel to the strike of the rock strata.
stringer	a narrow vein or irregular filament of mineral traversing a rock mass.
subcrop	the surface expression of a mostly concealed rock layer.
suite	a collection of rocks of a single kind.
superimposed drainage	a drainage pattern which bears no direct relationship to the structure of presently exposed rocks.
sulphide	a group of minerals in which one or more metals is found in combination with sulphur.
sulphidic	containing metallic sulphide minerals mainly iron sulphides.
supergene enrichment	said of a mineral deposit or enrichment formed near the surface generally by descending groundwater.
supergene ores	alteration of ore minerals by exposure to oxygen and water.
surficial	superficial. Characteristic of, pertaining to, formed on, situated at, or occurring on the earth's surface.
syenite	a plutonic rock consisting principally of alkalic feldspar usually with one or more mafic minerals such as hornblende or biotite.
syncline	a fold where the rock strata dip inwards towards the axis.
synsedimentary	accompanying deposition.
t	tonne.
tailings	the portion of treated ore regarded as too poor to be treated further.
talc	a common mineral of metamorphosed rocks; a soft, greasy magnesium silicate.
tantalite	a mineral, the part with Ta>Nb of the orthorhombic columbite-tantalite series.
tectonic	relating to structural features.
tenor	grade
terrace	flat, gently inclined, or horizontal surface bordered by a steep slope, composed of alluvium.
Tertiary	a division of geological time ranging between 65 million years and 1.8 million years ago.
tholeiitic	Silica oversaturated basalt.
tonalite	a plutonic rock containing the major minerals plagioclase, quartz and hornblende or biotite or both.
tourmaline	a mineral occurring in igneous and metamorphic rocks.
Triassic	a time period from approximately 248 to 212 million years.
trachybasalt	an extrusive rock intermediate in composition between trachyte and basalt, characterised by the presence of both calcic plagioclase and alkali feldspar, along with clinopyroxene, olivine, and possibly minor analcime or leucite.
trachyte	a group of fine-grained, generally porphyritic, extrusive rocks having alkali feldspar and minor mafic minerals (biotite, hornblende, or pyroxene) as the main components.

tuff (aceous)	a compacted pyroclastic rock of cemented volcanic ash.
turbidite	a class of ocean bottom sediments transferred from shallow waters by slurry action. Generally associated with greywackes.
U	uranium.
ultrabasic rocks	igneous rocks with very high magnesium and iron content containing less than 45% silicon dioxide.
ultramafic	synonymous with ultrabasic.
unconformable	descriptive of rocks on either side of an unconformity.
unconformity	lack of parallelism between rock strata in sequential contact, caused by a time break in sedimentation.
vein	a narrow intrusive mineral body.
volcanic	relating to the eruption of a volcano.
volcanogenic	derived from volcanic activity.
W	tungsten.
wacke	a sandstone consisting of angular and unsorted mineral and rock fragments.
weathering	a process of change to rocks brought about by their exposure to oxygen and water.
xenolith	a fragment of other rock or of an earlier solidified portion of the same mass enclosed in an igneous rock; an inclusion; an enclave.
X-Ray Fluorescence or **XRF**	a method of chemical analysis.
zircon	zirconium silicate mineral.
Zn	zinc.

PART XVIII

HISTORICAL FINANCIAL INFORMATION ON THE COMPANY

URA HOLDINGS PLC

Annual Report and Financial Statements

18 month period ended 31 December 2020

Contents

Corporate Information

Directors	Peter Redmond (Non-executive Chairman) Colin Weinberg (Non-executive Director) Melissa Sturgess (resigned 22 August 2019) Alex Gostevskikh (resigned 22 August 2019)
Company Secretary	Michael Langoulant
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company Number	05329401
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP

Chairman's Statement

Since our last published financial statements, your Company has completed the capital reconstruction needed to enable the Company to move forward. This involved an application to the High Court to sanction a capital reduction to create distributable reserves to enable the Company's holding of shares and warrants in Ananda Developments plc ("Ananda") to be distributed to shareholders in the Company as an in-specie dividend. This process has now taken place (as of 7 May 2021) through the auspices of Ananda's registrars and shareholders in the Company who held shares on the relevant date as stated in the Notice for the Company's Annual General Meeting held on 5 January 2021 ("the AGM") should by now have received their holding of Ananda shares and warrants either directly or via their broker or nominee holder.

For an update on the position of Ananda itself, we would refer shareholders to the website at https://anandadevelopments.com.

The annual general meeting held on 5 January 2021 (the "AGM") also sanctioned a sub-division and consolidation of the Company's shares. As a result the par value of the Company's shares is now 0.1p, thereby enabling new funds to be raised at a realistic price. This was part of a larger capital reorganisation details of which can be found in the notice of AGM and in the Directors' Report if which these accounts form part.

Results for the financial period, which was an extended eighteen-month period ended 31 December 2020, showed a significantly reduced loss of £173,000 in part due to the much reduced administrative costs of the Company and in part due to the diminution in the value of the Company's investment in Ananda whose shares currently stand at 0.25p. Net assets of the Company were £171,000 at the period end. It is to be noted that the present accounts have been stated in sterling as opposed to US dollars – the currency in which previous Company accounts have been stated; this change was made to reflect the fact that the Company's business is now conducted in sterling and no longer has exposure to any US$ denominated assets or liabilities. It should also be noted that a post capital reconstruction balance sheet would show significant differences from those at 31 December 2020 – in particular the substantial deficit on retained earnings as at that date has been eliminated.

In December 2020, the Company raised £55,000 by way of convertible loan notes which were subscribed by the Directors and a small number of sophisticated investors. The purpose of the fundraising was to meet the costs of the capital reconstruction described above and to seek and reach an agreement for an acquisition which would take the Company forward and enable it to obtain a listing on an appropriate market.

The Directors remain hopeful that they have now identified such an acquisition and hope soon to announce agreed terms which will also involve the Company seeking admission to the standard segment of the official list of the FCA and to trading on the main market for listed securities of the London Stock Exchange plc.

Peter Redmond
Chairman

Strategic Report

The Directors present their Strategic Report for the 18 month period ended 31 December 2020.

Principal Activities

Since 20 December 2017 the Company has been a cash shell. The principal activity of the Company from that point to the period end was to seek an acquisition or investment that could create significant value for shareholders in the form of capital growth and/or dividends.

The Company's strategy during the reporting period was to:

- Generate substantial shareholder value by seeking an attractive investment and/or reverse takeover (RTO) acquisition
- Minimize the Company's and shareholders' value risk exposure.

Review of Business and Development in the Period

A review of the period's activities and future prospects is contained in the Chairman's Statement.

Financial and Performance Review
The Company does not have any income producing assets. Consequently the Company is not expected to report profits unless it completes an acquisition of a profitable business.

The results for the Company are set out in detail in the financial statements. The Company reports a loss of £173,000 for the 18 month period ended 31 December 2020 (2019: loss £548,000).

Key Performance Indicators
The usual financial key performance indicators do not apply to a company with no revenue. The Company's primary financial key performance indicator ('KPI') at this stage of its development is the monitoring of its cash balances. The Company's cash at 31 December 2020 was £45,000 (2019: £40,000). The critical non-financial KPI, at this stage, is the ability of the Company to complete a RTO acquisition.

Risk & Uncertainties
The Board regularly reviews the risks to which the company is exposed and ensures through its meetings and regular reporting that these risks are minimised as far as possible.

Principal risks and uncertainties facing the Company include but are not limited to:

- Raising sufficient new equity to enable the Company to become requoted on a public market.
- Management of its cash resources to ensure it has the ability to consider an RTO acquisition strategy.
- The ability of the Board to complete any proposed RTO acquisition.

Use of financial instruments

The Company's financial risk management objectives are to minimise its liabilities, to fund its activities through equity financing and to ensure the Company has sufficient working capital to pursue its corporate strategic objectives.

Peter Redmond
Date: 14 May 2021

Directors' Report

On 8th October 2020 the Company changed its period end from 30 June to 31 December and therefore these financial statements are for the 18 month period from 1 July 2019 until 31 December 2020.

The Directors present their Directors' Report together with the audited financial statements of URA Holdings Plc (the "Company" or "URA"). A commentary on the business for the period is included in the Chairman's Statement on page 3. A review of the business is also included in the Strategic Report on page 4.

Results and dividends

The results for the 18 months period are set out on page 11.

The Company reports a loss of £173,000 for the 18 month period ended 31 December 2020 (2019: loss £548,000). The Directors have not recommended any dividends for the 18 month period ended 31 December 2020 (2019: £Nil).

Changes in share capital

Details of movements in share capital during the period are set out in note 11 to these financial statements.

Pensions

The Company does not operate a pension scheme and has not paid any contributions to any scheme for Directors or employees.

Going concern

As at period end the Company's cash resources are sufficient for the Company to continue as a going concern.

Therefore the Directors have continued to adopt the going concern basis.

Directors' remuneration

Details of the remuneration of the Directors can be found in note 6.

Directors' interests in transactions

Other than disclosed in Note 8, no Director had during, or at the end of the period, a material interest in any contract which was significant in relation to the Company's business.

Directors

The following Directors held office during the period:

Peter Redmond
Colin Weinberg
Melissa Sturgess (resigned 22 August 2019)
Alex Gostevskikh (resigned 22 August 2019)

Directors' Report cont…

Directors' interests

Peter Redmond has a beneficial interest in 11,111,111 ordinary shares and Colin Weinberg has a beneficial interest in 11,111,111 ordinary shares.

Internal controls and corporate governance

The Board is responsible for identifying and evaluating the major business risks faced by the Company and for determining and monitoring the appropriate course of action to manage these risks.

Subsequent events

Details of subsequent events are disclosed in Note 15 of the financial statements.

Annual general meeting

This report and the financial statements will be presented to shareholders for their approval at the Company's Annual General Meeting ("AGM"). The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Auditor

Bright Grahame Murray continues in office as auditor and a resolution to reappoint them will be prepared at the Annual General Meeting of the Company.

Audit committee

The full board acts for the purpose of the Audit Committee.

Statement of directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards ("IFRS") as adopted by the European Union. Company law requires the Directors to prepare financial statements for each financial period which 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 those financial statements, the Directors are required to:

a) select suitable accounting policies and then apply them consistently;

b) make judgements and estimates that are reasonable and prudent;

c) state whether applicable IFRS's have been followed, subject to any material departures disclosed and explained in the financial statements; and

d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

Directors' Report cont…

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Information to shareholders – Website

The Company has its own website (www.uraholdingsplc.co.uk) for the purposes of improving information flow to shareholders as well as to potential investors.

Statement of disclosures to auditor

So far as all the Directors, at the time of approval of their report, are aware:

a) there is no relevant audit information of which the Company's auditors are unaware; and

b) each Director has taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the board

Peter Redmond
Chairman
Date: 14 May 2021

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC FOR THE 18 MONTH PERIOD ENDED 31 DECEMBER 2020

Registered number 05329401

Opinion

We have audited the financial statements of URA Holdings PLC for the period ended 31 December 2020 which comprise the Statement of Total Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the 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 their preparation is International Financial Reporting Standards (IFRS).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the period then ended;
- have been properly prepared in accordance with International Financial Reporting 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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 or conclusion thereon.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC FOR THE 18 MONTH PERIOD ENDED 31 DECEMBER 2020
Registered number 05329401

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 our audit:

- the information given in the strategic report and the directors' report for the financial period 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's 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 in accordance with International Financial Reporting Standards 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC FOR THE 18 MONTH PERIOD ENDED 31 DECEMBER 2020
Registered number 05329401

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.

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.

Use of our report
This report is made solely to the Company's members, 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.

Matthew Eade (Senior Statutory Auditor)
For and on behalf of Bright Grahame Murray
Chartered Accountants
Statutory Auditor
Emperor’s Gate
114a Cromwell Road
Kensington
London
SW7 4AG

Date: 14 May 2021

STATEMENT OF COMPREHENSIVE INCOME

	Note	1 Jul 2019 to 31 Dec 2020 £'000s	*(Restated)* 30 June 2019 £'000s
Continuing operations			
Administrative expenses		(87)	(407)
Change in fair value of investments		(86)	(141)
(Loss)/profit before taxation		(173)	(548)
Taxation	4	-	-
(Loss)/profit for the period from continuing operations		(173)	(548)
Other comprehensive income			
Exchange difference on currency translations		-	-
Total comprehensive loss for the period		(173)	(548)

The notes to these financial statements on pages 15 to 24 form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

Company number: 05329401

	Note	1 Jul 2019 to 31 Dec 2020 £'000s	*(Restated)* 30 June 2019 £'000s
ASSETS			
Non-current assets			
Investments	8	173	259
Total Non-current Assets		173	259
Current assets			
Other receivables	7	26	7
Cash and cash equivalents		45	41
Total Current Assets		71	48
Total Assets		244	307
LIABILITIES			
Current liabilities			
Trade and other payables	9	(18)	(8)
Long term liabilities			
Convertible loan notes	10	(55)	-
Total Liabilities		(73)	(8)
Net Assets		171	299
EQUITY			
Share capital	11	1,209	1,209
Share premium		14,673	14,673
Other reserves		1,108	1,063
Retained earnings		(16,819)	(16,646)
Total Equity		171	299

The notes to these financial statements on pages 15 to 24 form an integral part of these financial statements.

These financial statements were approved and authorised for issue by the Board of Directors on 14 May 2021 and signed on its behalf by:

Peter Redmond, Chairman

STATEMENT OF CHANGES IN EQUITY

	Share Capital	Share premium	Reserves	Retained losses	Total shareholders' equity
	£'000s	£'000s	£'000s	£'000s	£'000s
(Restated)					
As at 1 July 2018	1,208	14,671	903	(16,098)	684
Total comprehensive income	-	-	(20)	(548)	(568)
Net equity issued	1	2	-	-	3
Share based payments	-	-	180	-	180
Balance at 30 June 2019	1,209	14,673	1,063	(16,646)	299
Total comprehensive income	-	-	-	(173)	(173)
Share based payments	-	-	45	-	45
Balance at 31 December 2020	1,209	14,673	1,108	(16,819)	171

The notes to these financial statements on pages 15 to 24 form an integral part of these financial statements.

STATEMENT OF CASH FLOWS

	Note	1 Jul 2019 to 31 Dec 2020 £'000s	*(Restated)* 30 June 2019 £'000s
Cash flows from operating activities			
Loss for the period		(173)	(548)
Change in fair value investments		86	141
Share based payment		45	178
(Increase)/decrease in receivables		(19)	2
Increase/(decrease) in payables		11	(32)
Net cash used in operating activities		(50)	(259)
Investing activities			
Purchase of investment		-	(400)
Net cash used in investing activities		-	(400)
Financing activities			
Issue of shares for cash, net of costs		-	3
Convertible loan notes		55	-
Net cash from financing activities		55	3
Increase / (Decrease) in cash and cash equivalents		5	(655)
Cash and cash equivalents at beginning of the period		40	695
Cash and cash equivalents at the end of the period		45	40

The notes to these financial statements on pages 15 to 24 form an integral part of these financial statements.

NOTES TO THE FINANCIAL REPORTS

1. General information

URA Holdings Plc ('the Company' or 'URA') is domiciled in England having been incorporated on 11 January 2005 under the Companies Act with registered number 05329401 as a public company limited by shares. The Company's shares were delisted from trading on the AIM Market ("AIM") of the London Stock Exchange plc on 20 December 2018.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied to all years presented, unless otherwise stated below.

In the opinion of the Directors the financial statements present fairly the financial position, and results from operations and cash flows for the period in conformity with the generally accepted accounting principles consistently applied.

2. Accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) The financial statements have also been prepared in accordance with IFRS's adopted by European Union and therefore the Company's financial statements comply with article 4 of the EU IAS Regulation.

Basis of preparation and going concern

The financial statements are prepared on the going concern basis, under the historical cost convention as modified for fair value accounting, if applicable. The financial statements are presented in Pounds Sterling and have been rounded to the nearest £'000.

At 31 December 2020 the Company had cash resources of approximately £45,000 which, given the current activities of the Company provides it with sufficient available resources to meet all of its commitments for the next 12 months and, accordingly these financial statements are prepared on a going concern basis.

Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost and comprise cash in hand, cash at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities on the statement of financial position. For the purposes of the statement of cashflows, cash and cash equivalents also includes any bank overdrafts.

Deferred taxation

Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is realised or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

2. Accounting Policies cont…

Foreign currencies

(i) Functional and presentational currency

The Directors consider Pound Sterling to be the Company's functional currency, therefore the financial statements are presented in GBP Pound Sterling which varies from previous years. The 2019 figures have been restated at the exchange rate as of 30 June 2019 from US$ to Pound Sterling.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the statement of financial position date. All differences are taken to the statement of comprehensive income.

Financial instruments

Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. The Company currently has no financial assets that are considered to be of a financing transaction nature.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Investments

Investments are recognised at the lower of cost or market value.

Financial liabilities

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

2. Accounting Policies cont…

Share based payments
The Company enters equity-settled share-based compensation plans with its Directors and contractors, in which the counterparty provides services to the Company in exchange for remuneration in the form of certain equity instruments of the Company. The equity instruments comprise warrants and share options.

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

The Company estimates the fair value of the equity instruments at the grant date using the Black Scholes model in which the terms and conditions upon which those equity instruments were granted are considered.]

Convertible loan notes ("CLN")
In accordance with IAS 32 the Company has classified the convertible debt in issue as a compound financial instrument.

The CLNs were issued in Pound Sterling (the functional currency of the Company). Under the terms of these CLNs, the loan instruments were considered to be financial liabilities since there is an obligation to settle cash which the issuer cannot avoid. Since the CLNs include a term whereby a 30% discount is given on the IPO issue price, and since the value of the 30% discount cannot be known at inception of the CLN the number of potential shares is not known.

Adoption of new and revised standards and changes in accounting policies
The following new and amended Standards and Interpretations have been issued and are effective for the current financial period of the company.

Covid-19-Related Rent Concessions (Amendment to IFRS 16)
In the current period, the Company applied Covid-19-Related Rent Concessions (Amendment to IFRS 16). The amendment is effective for annual periods that begin on or after 1 June 2020. However as the Company has qualifying rent concessions during the period ended 31 December 2020 the Company has applied this amendment from 1 January 2020.

The Company has applied the practical expedient in the amendment, which permits reductions in rent payments granted as a direct consequence of the Covid-19 pandemic and originally due on or before 30 June 2021 to be credited to the profit and loss account, rather than requiring remeasurement of the lease.

This amendment is not applicable to the Company as there were no rent concessions as a consequence of Covid-19.

Other amendments
In the current period, the Company has applied a number of amendments to Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2020. These have not had any material impact on the amounts reported for the current and prior years.

2. Accounting Policies cont…

Standard or Interpretation	Effective for annual periods commencing on or after
Definition of a Business (Amendments to IFRS 3)	1 January 2020
Amendments to IAS 1 and IAS 8 - definition of material	1 January 2020
Conceptual Framework - Amendments to References to the Conceptual Framework in IFRS Standards	1 January 2020

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the Company has not early adopted the following amendments to Standards and Interpretations that have been issued but are not yet effective:

Standard or Interpretation	Effective for annual periods commencing on or after
Narrow scope amendments to IFRS 3,IAS 16 and IAS 37	1 January 2022
Annual improvement to IFRS Standards 2018-2020	1 January 2022
Amendments to IAS 1: Classification of Liabilities as Current or Non-Current	1 January 2022

Adoption of new and revised standards and changes in accounting policies

As yet, none of these have been endorsed for use in the UK and will not be adopted until such time as endorsement in confirmed. The Directors do not expect any material impact as a result of adopting the standards and amendments listed above in the financial year they become effective.

From 1 January 2021 the Company will apply UK-adopted IAS. At the date of application, both UK-adopted IAS and EU-adopted IFRS will be the same.

3. Restatement of prior year financial statements

The Company has decided to change the currency in which it presents its financial results from USD $ to GBP Pound Sterling. To assist shareholders during this change comparative financial information for the financial year ended 30 June 2019 is re-presented in GBP Pound Sterling.

In order to satisfy the requirements of IAS 21 with respect to a change in presentation currency, the statutory financial information as previously reported in the Company's Annual Reports for the year ended 30 June 2019 has been restated from USD $ to GBP Pound Sterling using the procedure outlined below:

- assets and liabilities of foreign operations where the functional currency is other than GBP Pound Sterling were translated into GBP Pound £ sterling at the relevant closing rates of exchange. Non-sterling trading results were translated into GPP Pound Sterling at the relevant average rates of exchange. Differences arising from the retranslation of the opening net assets and the results for the period have been taken to the foreign currency translation reserve;
- share capital, share premium and other reserves were translated at the historic rates prevailing at the dates of transactions; and
- all exchange rates used were extracted from the Bank of England's historical database daily spot exchange rates.

4. Taxation

	2020 **£'000s**	2019 £'000s
UK Corporation tax	-	-
Deferred tax	-	-
Total tax charge	-	-
The tax charge can be reconciled to the loss for the period as follows:		
Loss for the period	(173)	(555)
Tax at the standard rate of UK corporation tax of 19% (2019: 19%)	(33)	(105)
Effects of:		
Disallowed expenses	27	61
Tax losses carried forward not yet recognised as a deferred tax asset	6	44
Total tax charge	-	-

As at 31 December 2020 the Company had unused tax losses of £3.2 million (2019: £3.1 million) available for offset against future non-trading profits. The deferred tax asset relating to these losses is not provided for due to the uncertainty over the timing of any future non-trading profits.

5. Loss for period

	2020 £'000s	2019 £'000s
The Company's loss from continuing operations is stated after charging/(crediting):		
Audit	6	8
Accounting	13	-
Broker/Nomad	-	24
Directors' remuneration	-	14
General expenses	16	14
Professional/legal	7	22
Change in fair value of investments	86	141
RTO due diligence costs	-	145
Share based payment expense	45	180
Closing balance	**173**	**548**

6. Staff Costs (including Directors)

Key management of the Company are considered to be the Directors of the Company and their accrued remuneration was as follows:

	2020 £'000s	2019 £'000s
Peter Redmond	-	4
Colin Weinberg	-	-
Melissa Sturgess	-	4
Alex Gostevskikh	-	6
Closing balance	**-**	**14**

The key management personnel are considered to be the Directors.

7. Other Receivables

	2020 £'000s	2019 £'000s
Prepayments	2	-
Sundry debtors	15	-
VAT recoverable	9	8
Closing balance	**26**	**8**

The Directors consider that the carrying amount of other receivables is approximately equal to their fair value.

8. Non-current assets

Investments – available for sale

Cost and net book value	2020 £'000s	2019 £'000s
At beginning of period	259	-
Additions	-	400
Change in fair value	(86)	(141)
Closing balance	**173**	**259**

In May 2019 the Company invested in a developing cannabis company, Ananda Developments plc ("Ananda") (AQSE:ANA). The Company invested £400,000 to acquire 88,888,888 Ananda shares at price of £0.0045 per share, each with an attaching 3 year warrant also exercisable at £0.0045 (together "the Ananda investment").

The Ananda investment was subject to a 12 month escrow against dealing with the Ananda shares and warrants. Once this escrow period had passed (after 10 June 2020) the Board had committed to make a distribution of the entire Ananda investment to the shareholders in URA who had been on the shareholder register as at the date that the commitment to distribute had been made.

A former director, Ms Melissa Sturgess, is an Ananda executive director with a substantial shareholding in Ananda. As such this transaction was a related party transaction upon which Ms Sturgess did not vote. The transaction was approved by all other directors.

9. Trade and other payables

	2020 £'000s	2019 £'000s
Trade payables	8	8
Accruals	10	-
Closing balance	**18**	**8**

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

10. Convertible Loan Notes

	2020 £'000s	2019 £'000s
Loan Notes issued during the period	55	-
Closing balance	**55**	**-**

The Convertible Loan Notes ("CLNs") are unsecured and are convertible into ordinary shares at a 30% discount to the price at which the Company raises equity finance in a qualifying financing (which is essentially any issue of equity to a value of more than £150,000 in the 15 month period following the issue of the CLNs or such other amount as the Directors may from time to time determine). The CLNs carry interest at a rate of 6% per annum which rolls up and are subject to conversion into equity in the event of a qualifying financing. If no qualifying financing occurs, the CLNs will be repaid in full at their maturity date which is the day which falls 15 months after the date of issue of the CLNs. The Directors can also notify the holders of a conversion at any time up to thirty days from the maturity date.

11. Share capital

	2020 £'000s	**2019 £'000s**
Allotted, called up and fully paid share capital	1,209	1,209

Movements in Equity

	Issue price	**Number of shares on issue**
Opening balance of ordinary shares of 0.15p each		267,893,392
Warrants exercised	£0.009	-
Closing New Ordinary Shares on issue		267,893,392

The Company has one class of ordinary shares which carry no right to fixed income.

12. Share options, share based payment expenses and share warrants

Share Options
The Company has the 45,486,318 options exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022.

Share Based Payment Expense
The share based payment expense of £45,000 (2019: £180,000) consists of options issued to directors and consultants. The expense is recognised in the Statement of Comprehensive Income and Statement of Changes in Equity over the 5 year vesting period of these options.

12. Share options, share based payment expenses and share warrants cont…

The following share-based payment arrangements were in place during the current period:

	2020		2019	
	Number of share options	Exercise price £	Number of share options	Exercise price £
Outstanding at beginning of period	45,486,318	0.0045	45,486,318	0.0045
Granted during the period	-	-	-	-
Outstanding at period end	45,486,318	0.0045	45,486,318	0.0045

The aggregate value of the estimated fair value of these options that were granted on 20 December 2018 was estimated at £888,518. The inputs into the Black Scholes model used to estimate this fair value were as follows:

Weighted average share price	£0.0045
Weighted average exercise price	£0.0045
Expected volatility	50%
Expected life	5 years
Risk free rate	0.5%

13. Financial instruments

Interest rate risk
The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates on classes of financial assets and financial liabilities, was as follows:

	Floating interest rate 2020 £'000s	Floating interest rate 2019 £'000s
Financial assets and liabilities		
Cash	45	40
	45	**40**

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the statement of financial position and in the related notes.

Financial risk management
The Directors recognise that this is an area in which they may need to develop specific policies should the Company become exposed to further financial risks as the business develops.

Capital risk management
The Company considers capital to be its equity reserves. At the current stage of the Company's life cycle, the Company's objective in managing its capital is to ensure funds raised meet the Company's working capital commitments.

14. Related party transactions

The Company entered into a related party transaction with a former director, Melissa Sturgess that has been disclosed in Note 8. The only other transactions with the Directors relate to their remuneration as disclosed in Note 6.

15. Events after the period end date

On 7 January 2021 the Company confirms that existing ordinary shares of £0.15 pence each were subdivided into new ordinary shares of £0.0001 pence each and new deferred shares of £0.1499 pence each. The Company also confirms that every 100 of the ordinary shares created were consolidated into one new ordinary share of 0.01 pence each. The new ordinary shares shall have the same rights and are subject to the same restrictions as the existing ordinary shares are were in issue and set out in the Articles. The new deferred shares shall also have the same rights and are subject to the same restrictions as the existing deferred shares of £0.9 pence as set out in Article 4A of the Articles of Association of the Company.

The Company applied to the High Court to sanction a capital reduction to create distributable reserves to enable the Company's holding of shares and warrants in Ananda to be distributed to shareholders in the Company as an in-specie dividend. On 7 May 2021 this process was completed through the auspices of Ananda's registrars and shareholders in the Company.

Company Number: 05329401 (England & Wales)

URA HOLDINGS PLC

Annual Report and Financial Statements

for the year ended 30 June 2019

Contents

Corporate Information

Directors	Peter Redmond (Non-executive Chairman) Colin Weinberg (Non-executive Director)
Company Secretary	Michael Langoulant
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company Number	05329401
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP

Chairman's Statement

Shareholders will be aware that the Company's admission to AIM was cancelled in December 2018 as a result of its not having completed a reverse transaction within twelve months of its reclassification as an investing company and that the Company subsequently invested £400,000 of its remaining cash resources in Ananda Developments plc ("Ananda"), a NEX Markets quoted company, which, via the acquisition of Tiamat Agriculture Limited, was in the process of applying for a licence to grow >0.2% THC cannabis.

As shareholders will be aware, it was decided to revive URA, taking advantage of its established plc status and the small amount of cash left in the Company, rather than to liquidate it which would have resulted in a negligible zero cash distribution to shareholders, if any. Melissa Sturgess and Alex Gostevkikh resigned from the Board, in Melissa's case in view of a possible conflict of interest with her holding and directorship in Ananda, and I was joined on the Board by Colin Weinberg, a former stockbroker with experience like myself in the reconstruction and refinancing of small public companies.

Progress has been slower than we would have liked as we have been bringing matters up to date really on a shoestring in view of the Company's very limited resources. It should be noted that the Directors at this time are working on an unremunerated basis and will continue to do so until the Company is adequately financed and moving forward in a positive direction.

We are now in a position to take the Company forward with the publication of these accounts and the calling of the Annual General Meeting at which, inter alia, resolutions will be put forward to reconstruct the share capital of the Company, a move which is necessary in order to be able to effect the distribution of the Ananda shares which was agreed could take place twelve months from completion of the investment in Ananda. Details of the proposed resolutions will be found in the Notice of Annual General Meeting.

The Company's results are quoted in US dollars as that is the currency in which its accounting has historically been provided. Going forward we intend to switch to sterling.

Once the Company is refinanced, it is intended to seek a quotation for the Company's shares on an appropriate junior market and to seek a significant investment or reverse takeover, a process which Colin and myself have successfully completed in relation to a number of other "rescued" companies.

In the meantime shareholders will be interested in hearing of progress in Ananda. Most significantly the THC licence application has been submitted and Ananda is now liaising with the Home Office in relation to it. LHT, in which Ananda has an investment, has recommenced sales in Italy and is assessing opportunities for international expansion; its other investee company, ICAN, completed another funding round and is regarded as one of the most successful international cannabis conference platforms. Ananda continues to monitor developments in legalisation of medical cannabis and the regulatory environment in CBD and is committed to being a long term participant in the sector. For further information, shareholders may consult Ananda's website.

It only remains for me to thank our advisers in the efficient provision of their services, to thank shareholders for their patience to date and to express the hope that we can in the near future take the Company forward in a positive direction.

Colin Weinberg on behalf of
Chairman Peter Redmond

Strategic Report

The Directors present their Strategic Report for the year ended 30 June 2019.

Principal Activities

Since 20 December 2017 the Company has been an AIM Rule 15 cash shell. The principal activity of the Company from that point to the year end was to seek an acquisition or investment that could create significant value for shareholders in the form of capital growth and/or dividends.

The Company's strategy during the reporting period was to:

- Generate substantial shareholder value by seeking an attractive investment and/or reverse takeover (RTO) acquisition
- Minimize the Company's and shareholders' value risk exposure.

Review of Business and Development in the Year

A review of the year's activities and future prospects is contained in the Chairman's Statement.

Financial and Performance Review

The Company does not have any income producing assets. Consequently the Company is not expected to report profits unless it completes an acquisition of a profitable business.

The results for the Company are set out in detail in the financial statements. The Company reports a loss of US$707,000 for the year ended 30 June 2019 (2018: loss US$568,000).

Key Performance Indicators

The usual financial key performance indicators do not apply to a company with no revenue. The Group's primary financial key performance indicator ('KPI') at this stage of its development is the monitoring of its cash balances. The Group's cash at 30 June 2019 was US$51,000 (2018: US$916,000). The critical non-financial KPI, at this stage, is the ability of the Company to complete a RTO acquisition.

In the year ending June 2019 your company invested (£400,000) in Ananda Development a company which has applied for a licence to grow >0.2% THC cannabis invests in the cannabis sector and has other investments in that and related activities.

Risk & Uncertainties

The Board regularly reviews the risks to which the company is exposed and ensures through its meetings and regular reporting that these risks are minimised as far as possible.

Principal risks and uncertainties facing the Company include but are not limited to:

- Its ability to raise sufficient new equity to enable the Company to become requoted on a public market.
- The management of its cash resources to ensure it has the ability to consider an RTO acquisition strategy.
- The ability of the Board to complete any proposed RTO acquisition.

Use of financial instruments

The Company's financial risk management objectives are to minimise its liabilities, to fund its activities through equity financing and to ensure the Company has sufficient working capital to pursue its corporate strategic objectives.

Colin Weinberg

23 December 2019

Directors' Report

The Directors present their Directors' Report together with the audited financial statements of URA Holdings Plc (the "Company" or "URA") for the year ended 30 June 2019.

Results and dividends

The Company reports a loss of US$707,000 for the year ended 30 June 2019 (2018: loss US$568,000). The Directors have not recommended any dividends for the year ended 30 June 2019 (2018: $Nil).

Changes in share capital

Details of movements in share capital during the year are set out in note 11 to these financial statements.

Pensions

The Company does not operate a pension scheme and has not paid any contributions to any scheme for Directors or employees.

Going concern

As at year end the Company's cash resources are sufficient for the Company to continue as a going concern.

Therefore the Directors have continued to adopt the going concern basis.

Directors' remuneration

Details of the remuneration of the Directors can be found in note 6.

Directors' interests in transactions

Other than disclosed in Note 8, no Director had, during or at the end of the year, a material interest in any contract which was significant in relation to the Company's business.

Directors

The following Directors held office during the year:

Peter Redmond
Colin Weinberg (appointed 27 August 2019)
Melissa Sturgess (resigned 27 August 2019)
Alex Gostveskih (resigned 27 August 2019)

Directors' interests

Peter Redmond has a beneficial interest in 11,111,111 ordinary shares and Colin Weinberg has a beneficial interest in 11,111,111 ordinary shares.

Internal controls and corporate governance

The Board is responsible for identifying and evaluating the major business risks faced by the Company and for determining and monitoring the appropriate course of action to manage these risks.

Subsequent events

Details of subsequent events are disclosed in Note 15 of the financial statements.

Annual general meeting

This report and the financial statements will be presented to shareholders for their approval at the Company's Annual General Meeting ("AGM"). The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Auditor

Subsequent to the balance sheet date UHY Hacker Young resigned as auditors and Bright Grahame Murray were appointed as Independent Auditors.

Bright Grahame Murray has expressed a willingness to continue in office as auditor and a resolution to reappoint them will be prepared at the Annual General Meeting of the Company.

Audit committee

The full board acts for the purpose of the Audit Committee.

Statement of directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards ("IFRS") as adopted by the European Union. Company law requires the Directors to prepare financial statements for each financial year which 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 those financial statements, the Directors are required to:

a) select suitable accounting policies and then apply them consistently;

b) make judgements and estimates that are reasonable and prudent;

c) state whether applicable IFRS's have been followed, subject to any material departures disclosed and explained in the financial statements; and

d) 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 transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Information to shareholders – Website

The Company has its own website (www.uraholdingsplc.co.uk) for the purposes of improving information flow to shareholders as well as to potential investors.

Statement of disclosures to auditor

So far as all the Directors, at the time of approval of their report, are aware:

a) there is no relevant audit information of which the Company's auditors are unaware; and

b) each Director has taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the board

Colin Weinberg
Director

23 December 2019

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC FOR THE YEAR ENDED 30 JUNE 2019

Registered number 05329401

Opinion

We have audited the financial statements of URA Holdings PLC for the year ended 30 June 2019 which comprise the Statement of Total Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the 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 their preparation is International Financial Reporting Standards (IFRS).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2019 and of its loss for the year then ended; and
- have been properly prepared in accordance with International Financial Reporting Standards.
- 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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 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 the directors' report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC

FOR THE YEAR ENDED 30 JUNE 2019

Registered number 05329401

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's 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 in accordance with International Financial Reporting Standards 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 intends to liquidate the company or to cease operations, or has 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.

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.

Use of our report

This report is made solely to the company's members, 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.

Matthew Eade (Senior Statutory Auditor)
For and on behalf of Bright Grahame Murray
Chartered Accountants
Statutory Auditor
Emperor's Gate
114a Cromwell Road
Kensington
London
SW7 4AG

Date: 23 December 2019

URA HOLDINGS PLC
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2019

	Note	30 June 2019 US$'000s	30 June 2018 US$'000s
Continuing operations			
Administrative expenses		(527)	(447)
Interest payable and foreign exchange losses		-	(48)
Change in fair value of investments	8	(180)	-
(Loss)/profit before taxation	4	(707)	(495)
Taxation		-	-
(Loss)/profit for the year from continuing operations		(707)	(495)
Discontinued operations			
Loss after tax on discontinued operations	3	-	(73)
Loss for the year		(707)	(568)
Other comprehensive income			
Exchange difference on currency translations		(25)	(40)
Total comprehensive loss for the year		(732)	(608)

URA HOLDINGS PLC
STATEMENT OF FINANCIAL POSITION
AS AT 30 June 2019

	Note	30 June 2019 US$'000s	30 June 2018 US$'000s
ASSETS			
Non-current assets			
Investments	8	328	-
Total Non-current Assets		328	-
Current assets			
Other receivables	7	10	12
Cash and cash equivalents		51	916
Total Current Assets		61	928
Total Assets		389	928
LIABILITIES			
Current liabilities			
Borrowings	10	-	-
Trade and other payables	9	(10)	(51)
Total Current Liabilities		(10)	(51)
Total Liabilities		(10)	(51)
Net Assets		379	877
EQUITY			
Share capital	12	1,774	1,773
Share premium		23,361	23,358
Other reserves		(3,038)	(3,243)
Retained earnings		(21,718)	(21,011)
Total Equity		379	877

These financial statements were approved and authorised for issue by the Board of Directors on 23 December 2019 and signed on its behalf by:

Colin Weinberg, Director
Company number: 05329401

URA HOLDINGS PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2019

	Share Capital	Share premium	Reserves	Retained losses	Total shareholders' equity
	US$'000s	US$'000s	US$'000s	US$'000s	US$'000s
As at 1 July 2017	1,225	21,776	(3,328)	(20,443)	(770)
Total comprehensive income	-	-	(40)	(568)	(608)
Net equity issued	548	1,582	-	-	2,130
Share based payments	-	-	125	-	125
Balance at 30 June 2018	1,773	23,358	(3,243)	(21,011)	877
Total comprehensive income	-	-	(25)	(707)	(732)
Net equity issued	1	3	-	-	4
Share based payments	-	-	230	-	230
Balance at 30 June 2019	1,774	23,361	(3,038)	(21,718)	379

URA HOLDINGS PLC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2019

	Note	30 June 2019 US$'000s	30 June 2018 US$'000s
Cash flows from operating activities			
Loss for the period		(707)	(568)
Interest expense		-	8
Foreign exchange loss/(gain)		-	40
Change in fair value of investments		180	-
Share based payment	12	230	125
(Increase)/decrease in receivables		2	(12)
Increase/(decrease) in payables		(41)	19
Net cash used in operating activities		(336)	(388)
Investing activities			
Purchase of investment		(508)	-
Net cash used in investing activities		(508)	-
Financing activities			
Issue of shares for cash, net of costs		4	1,150
Borrowings		-	150
Net cash from financing activities		4	1,300
(Decrease) / Increase in cash and cash equivalents		(840)	912
Foreign exchange movements on cash		(25)	-
Cash and cash equivalents at beginning of the year		916	4
Cash and cash equivalents at the end of the year		51	916

NOTES TO THE FINANCIAL REPORTS FOR THE YEAR ENDED 30 JUNE 2019

1. General information

URA Holdings Plc ('the Company' or 'URA') is domiciled in England having been incorporated on 11 January 2005 under the Companies Act with registered number 05329401 as a public company limited by shares. The Company's shares were delisted from trading on the AIM Market ("AIM") of the London Stock Exchange plc on 20 December 2018.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied to all years presented, unless otherwise stated below.

In the opinion of the Directors the financial statements present fairly the financial position, and results from operations and cash flows for the year in conformity with the generally accepted accounting principles consistently applied.

2. Accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) The financial statements have also been prepared in accordance with IFRS's adopted by European Union and therefore the Company's financial statements comply with article 4 of the EU IAS Regulation.

Basis of preparation and going concern

The financial statements are prepared on the going concern basis, under the historical cost convention as modified for fair value accounting, if applicable. The financial statements are presented in US$ and have been rounded to the nearest US$'000.

At 30 June 2019 the Company had cash resources of approximately US$51,000 which, given the current activities of the Company provides it with sufficient available resources to meet all of its commitments for the next 12 months and, accordingly these financial statements are prepared on a going concern basis.

Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost and comprise cash in hand, cash at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities on the statement of financial position. For the purposes of the statement of cashflows, cash and cash equivalents also includes any the bank overdrafts.

Deferred taxation

Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is realised or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Foreign currencies

(i) Functional and presentational currency

Although the Directors consider the Pound Sterling to be the Company's functional currency, the financial statements are presented in US$ to be consistent with prior years.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the statement of financial position date. All differences are taken to the statement of comprehensive income.

Financial instruments

Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. The Company currently has no financial assets that are considered to be of a financing transaction nature.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Investments

Investments are recognised at the lower of cost or market value.

Financial liabilities

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

Share based payments

The Company enters equity-settled share-based compensation plans with its Directors and contractors, in which the counterparty provides services to the Company in exchange for remuneration in the form of certain equity instruments of the Company. The equity instruments comprise warrants and share options.

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

The Company estimates the fair value of the equity instruments at the grant date using the Black Scholes model in which the terms and conditions upon which those equity instruments were granted are considered.

Standards, amendments and interpretations effective in 2019:
The accounting policies adopted in the preparation of these financial statements are consistent with those followed in the preparation of the prior year's financial statements except for the adoption of new standards and interpretations effective as of 1 July 2019. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

There were no IFRS standards or IFRIC interpretations adopted for the first time in the financial statements that had a material impact on the Company's financial statements.

There were no new or amended IFRSs effective as of 30 June 2019 that impacted the financial statements of the Company.

Standards which are in issue but not yet effective.
Standards issued but not yet effective as of the date of issuance of the financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective:

IFRS 9 Financial Instruments – Recognition and Measurement.
IFRS 9 carries forward with one exception the IAS 19 requirement to measure all financial assets and liabilities at fair value at initial recognition (and adjusted in some cases for transaction costs). The Company is currently assessing the impact of this standard, which is effective for periods beginning on or after 1 January 2019.

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

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

The estimates, assumptions and judgements which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are the carrying value of the Company's investments.

3. Discontinued Operations

On 20 December 2017 the Company completed a sale to its largest shareholder, Estes Limited (Estes), of the various subsidiaries that owned all of the Group's Tanzanian located uranium exploration assets. These subsidiaries are reported in this annual report as discontinued operations.

The sales consideration the Company received from this sale was US$1,200,000 paid by way of a partial settlement of the Company's loans from Estes. All existing liabilities owed by the discontinued operations were absorbed by Estes. In addition the Company secured warranties from Estes that Estes is responsible for any/all future liabilities/contingent liabilities arising from the discontinued operations.

The carrying amount of assets and liabilities of the discontinued operations as at the date of sale were:

	2019 US$'000s	2018 US$'000s
Exploration and evaluation assets	-	1,200
Cash	-	2
Total assets	-	1,202
Trade creditors	-	(27)
Net assets	-	1,175

Financial performance and cash-flow information

The Company's financial performance and cash-flow information for the discontinued operations only relate to year ended 30 June 2018.

Financial performance from discontinued operations

	2019 US$'000s	2018 US$'000s
Revenue	-	-
Expenses	-	(30)
Discontinued operations loss before tax	-	(30)
Taxation	-	-
Loss after tax from discontinued operations	-	(30)
Loss on the sale of discontinued operations	-	(43)
Loss for the period from discontinued operations	-	(73)

Cash flows from discontinued operations:

	2019	2018
Net cash outflows from operating activities	-	(108)
Net cash outflows from investing activities	-	-
Net cash outflows	(100)	(108)

4. Taxation

	2019 US$'000s	2018 US$'000s
UK Corporation tax	-	-
Deferred tax	-	-
Total tax charge	-	-
The tax charge can be reconciled to the loss for the year as follows:		
Loss for the year	(707)	(568)
Tax at the standard rate of UK corporation tax of 19% (2018: 19%)	(134)	(108)
Effects of:		
Disallowed expenses	78	54
Tax losses carried forward not yet recognised as a deferred tax asset	56	54
Total tax charge	-	-

As at 30 June 2019 the Company had unused tax losses of US$3.9 million (2018: US$3.9 million) available for offset against future non-trading profits. The deferred tax asset relating to these losses is not provided due to the uncertainty over the timing of any future non-trading profits.

5. Loss for year

	2019 US$'000s	2018 US$'000s
The Company's loss from continuing operations is stated after charging/(crediting):		
Audit	16	19
Accounting – non audit services		
Broker/Nomad	33	71
Directors' remuneration	18	49
General expenses	18	103
Professional/legal	25	80
Change in fair value of investments	180	-
RTO due diligence costs	187	-
Share based payment expense (Note 12)	230	125
Closing balance	**707**	**447**

6. Staff Costs (including directors)

Key management of the Company are considered to be the Directors of the Company and their accrued remuneration was as follows:

	2019 US$'000s	2018 US$'000s
Director fees and consulting fees		
Peter Redmond	5	20
Colin Weinberg	-	-
Melissa Sturgess	5	20
Alex Gostevskikh	8	9
Closing balance	**18**	**49**

The key management personnel are considered to be the Directors.

7. Other Receivables

	2019 US$'000s	2018 US$'000s
Prepayments	-	3
VAT recoverable	10	9
Closing balance	**10**	**12**

The Directors consider that the carrying amount of other receivables is approximately equal to their fair value.

8. Non-current assets

	2019 US$'000s	2018 US$'000s
Investments – available for sale		
Cost and net book value		
At beginning of period	-	-
Movement in the year	508	-
Change in fair value	(180)	-
Closing balance	**328**	**-**

In May 2019 the Company invested in a developing cannabis company, Ananda Developments plc ("Ananda") (NEX:ANA). The Company's invested £400,000 to acquire 88,888,888 Ananda shares in at price of £0.0045 per share, each with an attaching 3 year warrant also exercisable at £0.0045.

This investment has been recognised at the lower of cost and market value.

The Ananda investment is subject to a 12 month escrow against dealing with the Ananda shares and warrants. Once this escrow period has passed (after 10 June 2020) the Board has committed to make a distribution of the entire Ananda investment to its URA shareholders.

A former director, Ms Sturgess, is an Ananda executive director with a substantial shareholding in Ananda. As such this transaction was a related party transaction upon which Ms Sturgess did not vote. The transaction was approved by all other directors.

Investment in subsidiaries		
Cost and net book value		
At beginning of period	-	1,200
Sale consideration	-	(1,200)
Closing balance	-	-

9. Trade and other payables

	2019 US$'000s	2018 US$'000s
Trade payables	10	33
Other accruals	-	18
Closing balance	**10**	**51**

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

10. Borrowings

	2019 US$'000s	2018 US$'000s
Opening balance	-	1,912
Advances during the year	-	150
Interest expense	-	8
Proceeds from asset sale	-	(1,200)
Debt capitalisation	-	(933)
Revaluation on loan settlement	-	63
Closing balance	**-**	**-**

In December 2017 and concurrent with the Company selling the Mtonya uranium project the Company entered into an agreement with its then major shareholder, Estes Limited, for the balance owed under a loan facility with Estes to be fully repaid. The loan was extinguished by a combination of the sale proceeds from the sale of Mtonya, with the balance including all outstanding interest being converted into URA shares.

11. Share capital

	2019 US$'000s	2018 US$'000s
Allotted, called up and fully paid share capital	1,774	1,773

Movements in Equity

	Issue price	Number of shares on issue
Opening balance of ordinary shares of 0.15p each		267,573,477
Warrants exercised	£0.009	319,915
Closing New Ordinary Shares on issue		267,893,392

The Company has one class of ordinary shares which carry no right to fixed income.

12. Share options, share based payment expense and share warrants

Share Options

The Company has the below options to acquire New Ordinary Shares:

- 45,486,318 options exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022.

Share Based Payment Expense

The share based payment expense of $230,000 (2018:$125,000) consists of options issued to directors and consultants. The expense is recognised in the Statement of Comprehensive Income and Statement of Changes in Equity over the 5 year vesting period of these options. The following share-based payment arrangements were in place during the current year:

	2019		2018	
	Number of share options	Exercise price £	Number of share options	Exercise price £
Outstanding at beginning of year	45,486,318	0.0045	-	-
Granted during the year	-	-	45,486,318	0.0045
Outstanding at year end	45,486,318	0.0045	45,486,318	0.0045

The aggregate value of the estimated fair value of these options that were granted on 20 December 2018 was estimated at £888,518. The inputs into the Black Scholes model used to estimate this fair value were as follows:

Weighted average share price	£0.0045
Weighted average exercise price	£0.0045
Expected volatility	50%
Expected life	5 years
Risk free rate	0.5%

Share Warrants

During the previous financial year the Company issued 125,254,279 share warrants that are exercisable at £0.09 per New Ordinary Share on or before the earlier of 21 March 2019 or when the Company completes a reverse takeover transaction in accordance with AIM Rule 14.

Of these Share Warrants, 319,915 were exercised in the reporting period (2018: 7,000).

The remaining Share Warrants expired on 21 March 2019.

13. Financial instruments

Interest rate risk
The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates on classes of financial assets and financial liabilities, was as follows:

	Floating interest rate 2019 US$'000s	**Floating interest rate 2018 US$'000s**
Financial assets and liabilities		
Cash	51	916
	51	**916**

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the statement of financial position and in the related notes.

Financial risk management
The Directors recognise that this is an area in which they may need to develop specific policies should the Company become exposed to further financial risks as the business develops.

Capital risk management
The Company considers capital to be its equity reserves. At the current stage of the Company's life cycle, the Company's objective in managing its capital is to ensure funds raised meet the Company's working capital commitments.

14. Related party transactions

The Company entered into a related party transaction with a former director, Melissa Sturgess that has been disclosed in Note 8. The only other transactions with the Directors relate to their remuneration as disclosed in note 6.

15. Events after the period end date

There were no significant events after the period end date.

Company Number: 05329401 (England & Wales)

URA HOLDINGS PLC (formerly Uranium Resources plc)

Annual Report and Financial Statements

for the year ended 30 June 2018

Contents

Corporate Information

Directors	Peter Redmond (Chairman) Melissa Sturgess (Executive Director) Alex Gostevskikh (Non-Executive Director)
Company Secretary	Michael Langoulant
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company Number	05329401
Nominated Adviser and Joint Broker	Northland Capital Partners Limited 40 Gracechurch Street London EC3V 0BT
Joint Broker	Peterhouse Capital Limited 15 Eldon Street London EC2M 7LD
Solicitors	Memery Crystal 165 Fleet Street London EC4A 2DY
Group Auditors	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP

Chairman's Statement

URA Holdings plc (formerly Uranium Resources plc), became an AIM Rule 15 cash shell on 20 December 2017. As the Company had not completed an acquisition or acquisitions which constitute a reverse takeover ("RTO") under AIM Rule 14 before 21 June 2018 its shares were suspended from trading on that date.

On 21 June 2018 the Company announced it had signed non-binding heads of terms in connection with the proposed acquisition of Entertainment AI Limited ("EAI"). EAI has been formed to acquire 100% of Tagasauris, Inc. ("Tagasauris") and the GTChannel, Inc. (the "GTChannel"). Both Tagasauris and GTChannel are USA incorporated companies.

Tagasauris has developed a patented "tagging" technology, which enables viewers of video clips to interact with the subject matter and purchase items highlighted in the video. Tagasauris is developing its proprietary technology via commercial relationships with some of the world's largest entertainment and media companies. In addition, as announced earlier this year, Tagasauris is currently working with Water Intelligence plc (AIM:WATR.L) to create a sustainability channel on YouTube.

The GTChannel operates an automotive lifestyle brand and channels across social media and digital outlets such as YouTube. It generates advertising revenue from Google based on GTChannel's current base of approximately three billion and growing annual YouTube video views. It also provides marketing campaigns for numerous automotive and consumer brands.

The Directors believe that Tagasauris combined with the GTChannel as an entertainment platform will enable the GTChannel to further monetize and unlock value from its installed base of automotive viewers and brand relationships through the use of artificial intelligence and machine learning. With these core operating assets, the EAI platform will target the global direct-to-consumer market for car and lifestyle enthusiasts. It is EAI's ambition to leverage this platform to take advantage of wider contextual commerce opportunities.

If completion of this acquisition does not occur on or before 20 December 2018, admission of the Company's shares to trading on AIM will be cancelled pursuant to AIM Rule 41. In such circumstances, the Company will need to re-apply for admission of its shares to trading on AIM to complete the transaction.

Concurrent with becoming an AIM Rule 15 cash shell, the Company completed the following corporate transactions/events in December 2017:

- The sale of 100% of its Tanzanian Mtonya uranium exploration interests to Estes Limited ("Estes"), the Company's largest shareholder, for US$1.2 million, satisfied by the partial settlement of outstanding loans from Estes to the Company.
- This sale value was 25% higher than the top of the fair market range of Mtonya provided by independent consultants.
- A share capital reorganisation wherein the number of shares in issue was reduced on a 15:1 basis with the New Ordinary Shares (being shares in issue after the share capital reorganisation) having a par value of £0.0015 each.
- Capitalisation of the balance of the Estes loans to the Company (US$870,000) into 9,280,000 New Ordinary Shares.
- Amounts owing to directors (£35,000) were satisfied by the issue of 7,777,778 New Ordinary Shares.
- A private placement of 200,000,000 New Ordinary Shares that raised £900,000 (gross) in working capital.
- Appointed a new board consisting of Peter Redmond (Chairman), Melissa Sturgess (Executive Director) and Alex Gostevskikh (Non-executive Director).
- Changed its name from Uranium Resources plc to URA Holdings plc.

Financial Results

The Company made a pre-tax loss for the year ended 30 June 2018 of US$568,000 (Year ended 30 June 2017: loss US$991,000).

Outlook

The Company is engaged in the process of completing the necessary activities to complete the acquisition of EAI as noted above.

Peter Redmond
Chairman

Strategic Report

The Directors present their Strategic Report for the year ended 30 June 2018.

Principal Activities

As from 20 December 2017 the Company became an AIM Rule 15 cash shell. The principal activity of the Company from that point to the year end was to seek an acquisition that could create significant value for shareholders in the form of capital growth and/or dividends. Prior to 20 December 2017 the principal activity of the Company was to consider mineral exploration and development of a Tanzanian uranium project.

The Company's strategy during the reporting period was to:

- Sell its mineral project holdings for maximum value and in a manner that enabled the Company to fully repay its significant borrowings;
- To refinance the Company to provide sufficient working capital to continue as an AIM Rule 15 cash shell following disposal of its mineral properties;
- Generate substantial shareholder value by seeking an attractive reverse takeover (RTO) acquisition
- Minimize the Company's and shareholders' value risk exposure.

Review of Business and Development in the Year

The Company results for the year and the financial position at 30 June 2018 are considered satisfactory by the Directors. A review of the year's activities and future prospects is contained in the Chairman's Statement.

The Company achieved the sale of its Tanzanian mining properties and full repayment of its debt liabilities during the year. In addition the Directors were able to recapitalise the Company such that as at year end it had cash resources of US$900,000.

The Company's management is now purely based in London and the Board of Directors is composed of three directors, of which one is non-executive.

The Company aims to add value by a completing a RTO of the US based Tagasuaris and GTChannel companies.

Financial and Performance Review

The Company does not have any income producing assets. Consequently the Company is not expected to report profits unless it completes an acquisition of a profitable business.

The results for the Company are set out in detail in the financial statements. The Company reports a loss of US$568,000 for the year ended 30 June 2018 (2017: loss US$991,000).

The Financial Statements show that, at 30 June 2018, the Company had total assets of US$928,000 (2017: US$1,204,000), which includes current assets of US$928,000 (2017: US$4,000).

Key Performance Indicators

The Group's primary financial key performance indicator ('KPI') at this stage of its development is the monitoring of its cash balances. The Group's cash at 30 June 2018 was US$916,000 (2017: US$4,000). The critical non-financial KPI, at this stage, is the ability of the Company to complete the RTO acquisition currently being progressed.

The usual financial key performance indicators do not apply to a company with no revenue. However, the Directors expect that further KPIs will be reported as the Company completes the proposed RTO acquisition and progresses through development of the acquired businesses.

Minerals Resources, Ore Reserves & Exploration Targets

During the year the Company sold all its mineral properties (refer to Note 11) and it no longer has any reporting obligations in relation to Exploration Targets, Mineral Resources and Ore Reserves.

Health & Safety

During the year the Company had no employees and there were no Health & Safety incidents or reportable accidents during the year.

Environment

During the year the Company sold all its mineral properties (refer to Note 11) and it no longer has any reporting obligations in relation to potential for environmental breaches from exploration activities. There were no breaches of the local Tanzanian regulations recorded against the Group during the reporting period or in prior years.

Risk & Uncertainties

The Board regularly reviews the risks to which the company is exposed and ensures through its meetings and regular reporting that these risks are minimised as far as possible.

Principal risks and uncertainties facing the Company include but are not limited to:

- Management of its cash resources to ensure it has the ability to execute its RTO acquisition strategy.
- The ability of the Board to complete the proposed RTO acquisition.
- There is a risk that upon completion of the proposed RTO acquisition the acquired businesses do not add to a sustained increase in shareholder value.

Use of financial instruments

The Company's financial risk management objectives are to minimise its liabilities, to fund its activities through equity financing and to ensure the Company has sufficient working capital to pursue its corporate strategic objectives.

The Company has in place insurance protection, including a directors and officers liability policy, to insure against risks of loss where management deems appropriate and cost effective; however in some cases risks cannot be effectively covered by insurance and the cover in place may not be sufficient to cover the extent of potential liabilities.

Melissa Sturgess

17 October 2018

Corporate Governance Statement

The Directors recognise the importance of sound corporate governance. As an AIM-listed company, the Board has adopted the Quoted Companies Alliance Corporate Governance Code ("the QCA Code") which it believes best suits a Company of this size.

Peter Redmond, the Company's Chairman, has assumed responsibility for ensuring that the Company has appropriate corporate governance standards and that these standards are applied throughout the Company.

The Board, through its adoption of the QCA Code, believes in the value of putting the necessary systems and processes in place to support the Company's strategic objectives. The Board is aware of the importance of communicating these strategic objectives to stakeholders and in reporting performance in a manner that encourages constructive dialogue to support the the creation of long term shareholder value. The Board recognise their role in setting the strategic direction of the business as well as in establishing the organisation's risk appetite. This is supported with a strong belief in appropriate accountability and performance measures.

The Board currently consists of three directors, two of which are executive and one is non-executive.

The Board has considered each of the 10 principles contained in the QCA Code and implemented these principles appropriately. In addition, the Company has implemented a code of conduct for dealing in the shares of the Company by directors.

The QCA Code sets out 10 principles which should be applied. These are listed below together with a short explanation of how the Company applies each of the principles. Where the Company does not fully apply each principle an explanation as to why has also been provided.

Principle One

Business Model and Strategy

The Company is currently an AIM Rule 15 cash shell and the Board has adopted a strategy appropriate for its status.

URA is focused on securing an acquisition that can create significant value for shareholders in the form of capital growth and/or dividends.

Principle Two

Understanding Shareholder Needs and Expectations

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting (AGM) where the Board make themselves available to deal with any issues in an informal basis after the conclusion of the AGM. Investors also have access to current information on the Company though its website, www.uraholdingsplc.co.uk, and via Peter Redmond, the Chairman, who is available to answer investor relations enquiries.

Principle Three

Stakeholder Responsibilities

The Board recognises that the long term success of the Company is reliant upon the efforts of its directors, consultants and advisers. The Board has put in place a range of processes and systems to ensure that there is close Board oversight and contact with its key resources and relationships. For example, the Board ensures that all key relationships with professional advisers are the responsibility of, or are closely supervised by, one of the directors or the financial controller (Michael Langoulant).

Principle Four

Risk Management

In addition to its other roles and responsibilities the Audit Committee is responsible to the Board for ensuring that procedures are in place, and are being effectively implemented to identify, evaluate and manage the risks faced by the Company.

The Directors have established procedures, as represented by this statement, for the purpose of providing a system of internal control including policies that cover matters such as share dealing and insider legislation.

The main risk faced by the Company is the inability to conclude a reverse takeover (RTO) transaction before 21 December 2018, at which point the admission of the Company's shares to trading on AIM will be cancelled. In these circumstances, the Company would need to re-apply to AIM for admission to trading of its shares on AIM to be able to complete an RTO transaction.

Principle Five

A Well-Functioning Board of Directors

As from 20 December 2017 and since the year end the Board has comprised, the Chairman, Peter Redmond, Executive Director, Melissa Sturgess and one Non-Executive Director, Alex Gostevskikh. Each director will devote as much time as is required to carry out the roles and responsibilities that the director has agreed to take on. Biographical details of the current directors are set out within Principle Six below. Executive and non-executive directors are subject to re-election intervals as prescribed in the Company's Articles of Association. At each Annual General Meeting one-third of the Directors, who are subject to retirement by rotation shall retire from office. They can then offer themselves for re-election.

The Directors are all employed under letters of appointment with no termination benefits.

The Company has established Audit, Nomination and Remuneration Committees which meet whenever required within the context of the Company being an AIM Rule 15 cash shell. Peter Redmond is Chairman of the Audit and Remuneration Committees and Melissa Sturgess is Chairman of the Nomination Committee.

Board Meetings

The Board has full control of the Company with day-to-day operational control delegated to the Chairman and Executive Director. The full Board meets on occasions it considers necessary. During the year ended 30 June 2018 there were seven Board meetings.

Principle Six

Appropriate Skills and Experience of the Directors

The Board currently consists of three directors and, in addition, the Company uses the services of Michael Langoulant for ad hoc financial advisory services and also to act as Company Secretary.

Alex Gostevskikh is currently the Company's only independent non-executive director. The Company acknowledges that the guidance in the QCA Code is for a company to have at least two independent non-executive directors. However, the Directors are satisfied that the Company's board composition is appropriate given its classification as an AIM Rule 15 cash shell. The Directors shall keep the position under regular review and to the extent additional independence is felt to be required on the Board, it shall be sought.

Brief biographies of the Board are shown below.

Peter Redmond, Chairman

Peter Redmond is a corporate financier with over 30 years of experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years on various stock exchanges, whether by IPO or in many cases via reverse takeovers, across a wide range of sectors, ranging from technology to natural resources. He was a founder director of Cleeve Capital plc (now Satellite Solutions Worldwide Group plc) and Mithril Capital plc (now Be Heard Group plc), both listed on AIM, and took a leading role in the reconstruction and refinancing of AIM-quoted Kennedy Ventures plc and 3Legs Resources plc (now SalvaRx Group plc). He is a director of Hemogenyx plc and Pires Investments plc.

Melissa Sturgess, Executive Director

Melissa Sturgess holds a BSc and an MBA and has many years of experience as a director of AIM and ASX quoted companies. She was most recently a key driver in the successful recapitalisation of Messaging International plc during 2016 which subsequently changed its name to SigmaRoc Plc, acquired a building materials business via a reverse takeover and raised £50 million from a range of investors in the Channel Islands and the UK. She is a director of Ananda Developments plc, LB-Shell plc and Imperial Minerals plc.

Alex Gostevskikh, Non-Executive Director

Alex Gostevskikh MSc MBA, is a geologist with 28 years of experience in international mining and exploration for such commodities as gold, silver, antimony, mercury, and base metals. He has extensive corporate experience through his involvement with a number of listed companies on the TSE and NYSE markets. Alex is a member of the Mining and Metallurgical Society of America and acts as a Competent Person under the definitions of the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and as a Qualified Person under the AIM Note for Mining, Oil and Gas Companies.

Principle Seven

Evaluation of Board Performance

Internal evaluation of the Board, the Committee and individual directors is important and will develop as the status of the Company changes in the future. The expectation is that Board reviews will be undertaken on annual basis in the form of peer appraisal to determine the effectiveness and performance of the directors in various areas.

Principle Eight

Corporate Culture

Notwithstanding the Company's Rule 15 cash shell status the Directors are very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole. Therefore, the importance of sound ethical values and behaviour is a factor in the ability of the Company to successfully achieve its objective of completing an acquisition by 21 December 2018 which constitutes a reverse takeover under the AIM Rules. The Board's current assessment of the culture within the Company is one where there is respect for all individuals, there is open dialogue within the Company and there is a commitment to best practice operations.

Principle Nine

Maintain Appropriate Governance Structures and Processes

Given the Company's current status as a Rule15 cash shell the Board has placed on hold its scheduled meeting calendar, and only meets when necessary. Notwithstanding the above, the Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and Committee papers are distributed several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management.

Principle Ten

Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements, the Annual General Meeting (AGM) and one-to-one meetings with large existing or potential new shareholders. A range of corporate information (including all Company announcements and presentations) is also available to shareholders, investors and the public on the Company's corporate website, www.uraholdingsplc.co.uk.

Directors' Report for the year ended 30 June 2018

The Directors present their Directors' Report together with the audited financial statements of URA Holdings Plc (formerly Uranium Resources plc) (the "Company" or "URA") for the year ended 30 June 2018.

Results and dividends

The Company reports a loss of US$568,000 for the year ended 30 June 2018 (2017: Company loss US$991,000, Group loss US$1,598,000). The Directors have not recommended any dividends for the year ended 30 June 2018 (2017: $Nil).

Changes in share capital

Details of movements in share capital during the year are set out in note 12 to these financial statements.

Pensions

The Company does not operate a pension scheme and has not paid any contributions to any scheme for Directors or employees.

Going concern

As at year end the Company's cash resources are sufficient for the Company to continue as a going concern.

Therefore the Directors have continued to adopt the going concern basis.

Directors' remuneration

Details of the remuneration of the Directors can be found in note 7.

Directors' interests in transactions

No Director had, during or at the end of the year, a material interest in any contract which was significant in relation to the Company's business.

Directors

The following Directors held office during the year:

Peter Redmond (appointed 20 December 2017)
Melissa Sturgess (appointed 20 December 2017)
Alex Gostevskikh
James Pratt (resigned 20 December 2017)
Andrew Lewis (resigned 20 December 2017)
Viacheslav Medvedev (resigned 20 December 2017)
Sergey Alekhin (resigned 20 December 2017)

Directors' interests

Peter Redmond has a beneficial interest in 11,111,111 ordinary shares; Melissa Sturgess has a beneficial interest in 24,322,222 ordinary shares; and Alex Gostevskikh has a beneficial interest in 6,666,667 ordinary shares.

Internal controls and corporate governance

The Board is responsible for identifying and evaluating the major business risks faced by the Company and for determining and monitoring the appropriate course of action to manage these risks.

Subsequent events

Details of subsequent events are disclosed in Note 16 of the financial statements.

Annual general meeting

This report and the financial statements will be presented to shareholders for their approval at the Company's Annual General Meeting ("AGM"). The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Audit committee

The purpose of the Audit Committee, which is chaired by Peter Redmond, is to provide formal and transparent arrangements for considering how to apply the financial report and internal control principles set out in the UK Corporate Governance Code, and to maintain an appropriate relationship with the Company's auditors. The key terms are as follows:

- to monitor the integrity of the financial statements of the Company, and any formal announcement relating to the Company's performance;
- to monitor the effectiveness of the external audit process and make recommendations to the Board in relation to the appointment, re-appointment and remuneration of the external auditors;
- to keep under review the relationship with the external auditors including (but not limited to) their independence and objectivity;
- to keep under review the effectiveness of the Company's financial reporting and internal control policies and systems; and
- to review, at least annually, the need for an internal audit function.

Remuneration committee

The purpose of the Remuneration Committee, which is chaired by Peter Redmond, is to establish a formal and transparent procedure for developing policy on executive remuneration and to set the remuneration packages of individual full-time Executive Directors. The key terms are as follows:

- to determine and agree with the Board the framework or broad policy for the remuneration of the full-time Executive Directors;
- to determine the total individual remuneration package of each full-time Executive Director including, where appropriate, bonuses, incentive payments and share options;
- to determine targets for any performance related pay schemes; and
- to determine the policy for and scope of pension arrangements for full-time Executive Directors.

Statement of directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards ("IFRS") as adopted by the European Union. Company law requires the Directors to prepare financial statements for each financial year which 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 those financial statements, the Directors are required to:

a) select suitable accounting policies and then apply them consistently;

b) make judgements and estimates that are reasonable and prudent;

c) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business;

d) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Information to shareholders – Website

The Company has its own website (www.uraholdingsplc.co.uk) for the purposes of improving information flow to shareholders as well as to potential investors.

Statement of disclosures to auditor

So far as all the Directors, at the time of approval of their report, are aware:

a) there is no relevant audit information of which the Company's auditors are unaware; and

b) each Director has taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the board

Melissa Sturgess
Executive Director

17 October 2018

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF URA HOLDINGS PLC FOR THE YEAR ENDED 30 JUNE 2018

Opinion

We have audited the financial statements of URA Holdings Plc (previously known as Uranium Resources Plc) for the year ended 30 June 2018 which comprise the Statement of Comprehensive Income, the Statements of Changes in Equity, the Statements of Financial Position, the Statements of Cash Flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2018 and of the Company's loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

We identified the following risks of material misstatement that we believe had the greatest impact on our overall audit strategy and scope, the allocation of resources in the audit; and directing the efforts of the engagement team. This is not a complete list of all risks identified by our audit.

Key audit matter	**How our audit addressed the key audit matter**
Management override of controls Intrinsically there is always a risk of material misstatement due to fraud as a result of possible management override of internal controls.	We reviewed the nominal ledger accounts, journals and cash transactions to identify any unusual or exceptional transactions. We investigated and tested a sample of items to ensure amounts paid during the year related to business expenses and that transactions were appropriate. We reviewed and enquired into the accounting systems, processes, controls and segregation of duties that existed in the Company. We also evaluated whether there was evidence of bias by the directors that represented a risk of material misstatement of fraud.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF URA HOLDINGS PLC (continued)

Our application of materiality

The scope and focus of our audit was influenced by our assessment and application of materiality. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements.

We define financial statement materiality as the magnitude by which misstatements, including omissions, could reasonably be expected to influence the economic decisions taken on the basis of the financial statements by reasonable users.

We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Overall materiality	We determined materiality for the financial statements as a whole to be US$20,630.
How we determine it	Based on the main key indicator, being 5% of the Company's results before tax.
Rationale for benchmarks applied	We believe results before tax is the most appropriate benchmark due to the size of the Company and due to the Company not yet generating any revenue.
Performance materiality	On the basis of our risk assessment, together with our assessment of the Company's control environment, our judgement is that performance materiality for the financial statements should be 75% of materiality, and this was rounded to US$15,470.

We agreed with the Audit Committee that we would report to them all misstatements identified during the audit that, in our view, warrant reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

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 judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

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 an understanding of the structure of the Company, their activities, the accounting processes and controls, and the industry in which they operate. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risk.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings, including any significant deficiencies in internal control that we identify during the audit.

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.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF URA HOLDINGS PLC (continued)

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 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 internal controls 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.

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/apb/scope/private.cfm.This description forms part of our auditor's report.

This report is made solely to the Company's members, as a body, in accordance with part 3 of Chapter 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.

Subarna Banerjee (Senior Statutory Auditor)
for and on behalf of UHY Hacker Young LLP, Statutory Auditor
Quadrant House
4 Thomas More Square
London E1W 1YW

Date 17 October 2018………………

URA HOLDINGS PLC
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2018

	Note	Company Year ended 30 June 2018 US$'000s	Company Year ended 30 June 2017 US$'000s	Consolidated Year Ended 30 June 2018 US$'000s	Consolidated Year Ended 30 June 2017 US$'000s
Continuing operations					
Administrative expenses		(447)	138	(419)	138
Interest payable and foreign exchange losses		(48)	(59)	(48)	(59)
(Loss)/profit before taxation		(495)	79	(467)	79
Taxation	4	-	-	-	-
(Loss)/profit for the period from continuing operations		(495)	79	(467)	79
Discontinued operations					
Loss after tax on discontinued operations	3	(73)	(1,070)	(73)	(1,677)
Loss for the period		(568)	(991)	(540)	(1,598)
Other comprehensive income					
Exchange difference on translating foreign operations		(40)	(394)	(40)	41
Total comprehensive loss attributable to the equity holders of the parent		(608)	(1,385)	(580)	(1,557)
Loss for the period per share (cents)					
Basic and diluted	5	(0.9)	(0.19)	(0.9)	(0.21)

URA HOLDINGS PLC
STATEMENT OF FINANCIAL POSITION
AS AT 30 June 2018

	Note	Company Year ended 30 June 2018 US$'000s	Company Year ended 30 June 2017 US$'000s	Consolidated Year Ended 30 June 2017 US$'000s
ASSETS				
Non-current assets				
Exploration & evaluation assets	9	-	-	1,200
Investment in subsidiaries	9	-	1,200	-
Total Non-current Assets		-	1,200	1,200
Current assets				
Other receivables	8	12	-	8
Cash and cash equivalents		916	4	6
Total Current Assets		928	4	14
Total Assets		928	1,204	1,214
LIABILITIES				
Current liabilities				
Borrowings	11	-	(1,912)	(1,912)
Trade and other payables	10	(51)	(62)	(100)
Total Current Liabilities		(51)	(1,974)	(2,012)
Total Liabilities		(51)	(1,974)	(2,012)
Net Assets		877	(770)	(798)
EQUITY				
Share capital	12	1,773	1,225	1,225
Share premium		23,358	21,776	21,776
Foreign exchange reserve		(3,243)	(3,328)	(65)
Retained losses		(21,011)	(20,443)	(23,734)
Total Equity		877	(770)	(798)

These financial statements were approved and authorised for issue by the Board of Directors on 17 October 2018 and signed on its behalf by:

Melissa Sturgess, Executive Director
Company number: 05329401

URA HOLDINGS PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2018

	Share Capital	Share premium	Reserves	Retained losses	Total shareholders' equity
	US$'000s	US$'000s	US$'000s	US$'000s	US$'000s
Consolidated					
As at 1 July 2016	1,225	21,776	(106)	(22,136)	759
Total comprehensive income	-	-	41	(1,598)	(1,557)
Balance at 30 June 2017	1,225	21,776	(65)	(23,734)	(798)
As at 1 July 2017	1,225	21,776	(65)	(23,734)	(798)
Total comprehensive income	-	-	(40)	(540)	(580)
Net equity issued	548	1,582	-	-	2,130
Share based payments	-	-	125	-	125
Transfers within equity (refer Note 3)	-	-	(3,263)	3,263	-
Balance at 30 June 2018	1,773	23,358	(3,243)	(21,011)	877
Company					
As at 1 July 2016	1,225	21,776	(2,934)	(19,452)	615
Total comprehensive income	-	-	(394)	(991)	(1,385)
Balance at 30 June 2017	1,225	21,776	(3,328)	(20,443)	(770)
As at 1 July 2017	1,225	21,776	(3,328)	(20,443)	(770)
Total comprehensive income	-	-	(40)	(568)	(608)
Net equity issued	548	1,582	-	-	2,130
Share based payments	-	-	125	-	125
Balance at 30 June 2018	1,773	23,358	(3,243)	(21,011)	877

URA HOLDINGS PLC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2018

	Note	Company Year ended 30 June 2018 US$'000s	Company Year ended 30 June 2017 US$'000s	Consolidated Year Ended 30 June 2018 US$'000s	Consolidated Year Ended 30 June 2017 US$'000s
Cash flows from operating activities					
Loss for the period		(568)	(991)	(540)	(1,598)
Salary payable written back		-	(326)	-	(326)
Impairment loss		-	1,443	-	1,584
Interest expense		8	14	8	14
Foreign exchange loss/(gain)		40	(329)	40	45
Share based payment		125	-	125	-
Increase in receivables		(12)	-	(4)	(8)
Increase/(decrease) in payables		19	97	(17)	89
Net cash used in operating activities		(388)	(92)	(388)	(200)
Investing activities					
Cash disposed on sale of subsidiaries		-	-	(2)	-
Loans to subsidiaries		-	(100)	-	-
Net cash used in investing activities		-	(100)	(2)	-
Financing activities					
Issue of shares for cash, net of costs		1,150	-	1,150	-
Borrowings		150	183	150	183
Net cash from financing		1,300	183	1,300	183
Increase /(decrease) in cash and cash equivalents		912	(9)	910	(17)
Foreign exchange movements on cash		-	(1)	-	1
Cash and cash equivalents at beginning of the period		4	14	6	22
Cash and cash equivalents at the end of the period		916	4	916	6

NOTES TO THE FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2018

1. General information

URA Holdings Plc (formerly Uranium Resources Plc) (‘the Company’ or ‘URA’) is domiciled in England having been incorporated on 11 January 2005 under the Companies Act with registered number 05329401 as a public company limited by shares. The Company’s shares are traded on the AIM Market (“AIM”) of the London Stock Exchange plc.

The financial statements of the Company for the year ended 30 June 2018 comprise the Company and its subsidiaries held during the period (together referred to as ‘the Group’). As at 30 June 2018 the Company had completed the sale of all its subsidiaries such that it was no longer a parent company. Accordingly these financial statements for the year ended 30 June 2018 and as at 30 June 2018 only incorporate the accounts of URA Holdings plc. Unless otherwise stated they are not consolidated accounts.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied to all years presented, unless otherwise stated below.

In the opinion of the Directors the financial statements present fairly the financial position, and results from operations and cash flows for the year in conformity with the generally accepted accounting principles consistently applied.

2. Accounting policies

The financial statements have been prepared using policies based on International Financial Reporting Standards (IFRS and IFRIC interpretations) issued by the International Accounting Standards Board (“IASB”) as adopted for use in the EU and the Companies Act 2006.

Basis of preparation and going concern
The financial statements are prepared on the going concern basis, under the historical cost convention as modified for fair value accounting, if applicable. The financial statements are presented in US$ and have been rounded to the nearest US$’000.

At 30 June 2018 the Company had cash resources of approximately US$900,000 which provides the Company with sufficient available resources to meet all of its commitments for the next 12 months and, accordingly these financial statements are prepared on a going concern basis.

Cash and cash equivalents
Cash and cash equivalents are carried in the statement of financial position at cost and comprise cash in hand, cash at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities on the statement of financial position. For the purposes of the statement of cashflows, cash and cash equivalents also includes any the bank overdrafts.

Investment in subsidiaries
Investments in subsidiary companies are stated at cost less provision for impairment in the Company’s statement of financial position.

Deferred taxation
Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is realised or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Foreign currencies

(i) Functional and presentational currency

Although the Directors consider the Pound Sterling to be the Company's functional currency, the financial statements are presented in US$ to be consistent with prior years.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the statement of financial position date. All differences are taken to the statement of comprehensive income.

Receivables

Receivables are carried at original invoice amount less provision made for impairment of these receivables. A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the assets' carrying amount and the recoverable amount. Provisions for impairment of receivables are included in the statement of comprehensive income.

Payables

Payables are recognised initially at fair values and subsequently measured at amortised cost using the effective interest method.

Financial instruments

Financial assets

Basic financial assets, including trade and other debtors and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. The Company currently has no financial assets that are considered to be of a financing transaction nature.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other creditors, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

Segmental reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segment and that make strategic decisions, has been identified as the Board of Directors. The Company had no operating revenue during the period.

Standards, amendments and interpretations effective in 2018:
The accounting policies adopted in the preparation of these financial statements are consistent with those followed in the preparation of the prior year's financial statements except for the adoption of new standards and interpretations effective as of 1 July 2017. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective:

- IFRS 16 – Leases (Effective 1 January 2019)

There were no IFRS standards or IFRIC interpretations adopted for the first time in the financial statements that had a material impact material impact on the Company's financial statements.

3. Discontinued operations

On 20 December 2017 the Company completed a sale to its largest shareholder, Estes Limited (Estes), of the various subsidiaries that owned all of the Group's Tanzanian located uranium exploration assets. These subsidiaries are reported in this annual report as discontinued operations.

The sales consideration the Company received from this sale was US$1,200,000 paid by way of a partial settlement of the Company's loans from Estes. All existing liabilities owed by the discontinued operations were absorbed by Estes. In addition the Company secured warranties from Estes that Estes is responsible for any/all future liabilities/contingent liabilities arising from the discontinued operations.

The carrying amount of assets and liabilities of the discontinued operations as at the date of sale were:

	2018	2017
	US$'000s	US$'000s
Exploration and evaluation assets	1,200	1,200
Other receivables	-	8
Cash	2	2
Total assets	1,202	1,210
Trade creditors	(27)	(38)
Net assets	1,175	1,172

Financial performance and cash-flow information
The Company's financial performance and cash-flow information for the discontinued operations are presented for the year ended 30 June 2018 with the comparative figures being the year ended 30 June 2017.

Financial performance from discontinued operations

	Consolidated And Company 2018 US$'000s	Company 2017 US$'000s	Consolidated 2017 US$'000s
Revenue	-	-	-
Expenses	(30)	(1,070)	(1,677)
Discontinued operations loss before tax	(30)	(1,070)	(1,677)
Taxation	-	-	-
Loss after tax from discontinued operations	(30)	(1,070)	(1,677)
Loss on the sale of discontinued operations after transaction costs	(43)	-	-
Loss for the period from discontinued operations	(73)	(1,070)	(1,677)
Cash flows from discontinued operations:			
Net cash outflows from operating activities	(73)	-	(108)
Net cash outflows from investing activities	-	(100)	-
Net cash outflows	(73)	(100)	(108)

Transfers within Equity

The disposal of the Company's subsidiaries gave rise to a re-allocation of past foreign currency translation adjustments to retained losses. The result of this transfer within equity is that the year end balances for retained losses and reserves are the same in both the consolidated and the company accounts.

4. Taxation

	2018	2017
	US$'000s	US$'000s
UK Corporation tax	-	-
Overseas tax	-	-
Deferred tax	-	-
Total tax charge	-	-
The tax charge can be reconciled to the loss for the year as follows:		
Loss for the year	(568)	(1,598)
Tax at the standard rate of UK corporation tax of 19% (2017: 19.75%)	(108)	(316)
Effects of:		
Disallowed expenses	54	-
Tax losses carried forward not yet recognised as a deferred tax asset	54	316
Total tax charge	-	-

Following the sale of its Tanzanian subsidiaries in December 2017, the Company no longer has an exposure to potential Tanzanian tax issues.

As at 30 June 2018 the Company had unused tax losses of US$3.9 million (2017: US$3.6million) available for offset against future non-trading profits. The deferred tax asset relating to these losses is not provided due to the uncertainty over the timing of any future non-trading profits. The amount of the deferred tax asset not recognised is US$655k (2017: US$612k).

5. Loss per share

The basic loss per share has been calculated using the loss for the financial period of $568,000 (2017: $1,598,000).

The weighted average number of shares in issue for the period has been calculated on the basis of the number of equivalent New Ordinary Shares that were on issue prior to the equity reorganisation plus the New Ordinary Shares issued during the reporting period; giving a weighted average number of shares for the year ended 30 June 2018 of 63,555,888. Comparative period calculations for the year ended June 2017 are based on the average number of pre-reorganisation shares being 757,632,495.

A separate diluted loss per share has not been calculated because any potentially dilutive shares would decrease the basic loss per share, thus being anti-dilutive.

6. Loss from continuing operations

	2018 US$'000s	2017 US$'000s
The Company's loss from continuing operations is stated after charging/(crediting):		
Audit fees	19	18
Broker/Nomad fees	71	51
Directors' remuneration	28	91
General expenses	103	20
Professional/legal fees	101	8
Salary payable write-off	-	(326)
Share based payment expense	125	-
Closing balance	**447**	**(138)**

7. Staff Costs (including directors)

Key management of the Company are considered to be the Directors of the Company and their accrued remuneration was as follows:

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Director fees and consulting fees			
Peter Redmond	20	-	-
Melissa Sturgess	20	-	-
Alex Gostevskikh	9	91	91
Closing balance	**49**	**91**	**91**

No fees were paid to the Directors who resigned from the Board in December 2017.

8. Receivables

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Prepayments	3	-	-
Other receivables	9	-	8
Closing balance	**12**	**-**	**8**

9. Non-current assets

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Exploration and evaluation assets			
Cost and net book value			
At beginning of period	-	-	2,800
Foreign exchange	-	-	(16)
Impairment	-	-	(1,584)
Closing balance	**-**	**-**	**1,200**

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Investment in subsidiaries			
Cost and net book value			
At beginning of period	1,200	2,621	-
Foreign exchange	-	(78)	-
Sale consideration	(1,200)	-	-
Impairment	-	(1,343)	-
Closing balance	-	**1,200**	**-**

In December 2017 the Company completed the sale of 100% of its Tanzanian located Mtonya uranium project to Estes for gross consideration of US$1.2 million. The Company no longer holds any exploration and evaluation assets and it no longer has any subsidiaries.

10. Trade and other payables

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Trace creditors	33	42	42
Other accruals	18	20	58
Closing balance	**51**	**62**	**100**

11. Borrowings

	Company 2018 US$'000s	Company 2017 US$'000s	Group 2017 US$'000s
Opening balance	1,912	1,715	1,715
Advances during the year	150	183	183
Interest expense	8	14	14
Proceeds from asset sale	(1,200)	-	-
Debt capitalisation	(933)	-	-
Revaluation on loan settlement	63	-	-
Closing balance	**-**	**1,912**	**1,912**

In December 2017 and concurrent with the Company selling the Mtonya uranium project the Company entered into an agreement with its major shareholder, Estes Limited, for the balance owed under a loan facility with Estes to be fully repaid. The loan was extinguished by a combination of the sale proceeds from the sale of Mtonya, with the balance including all outstanding interest being converted into URA shares at a pre-reorganisation share issue price of £0.005 per share.

12. Share capital

	2018 US$'000s	2017 US$'000s
Allotted, called up and fully paid share capital	1,773	1,225

Movements in Equity

	Issue price	Number of shares on issue
Opening balance of pre-reorganisation shares of 0.1p each		757,632,495
Estes loan settlement by the issue of pre-reorganisation shares	£0.0050	139,200,000
Capital consolidation and reduction; New Ordinary Shares of 0.15p each*		59,788,699
Private placement	£0.0045	200,000,000
Issue to extinguish Director liabilities	£0.0045	7,777,778
Warrants exercised	£0.009	7,000
Closing New Ordinary Shares on issue		267,573,477

* In December 2017 the Company undertook a share capital reorganisation such that shareholders were issued with one (1) post-reorganisation share of 0.15p each ('New Ordinary Share') for every fifteen (15) pre-reorganisation shares of 0.1p each. During the period pre-reorganisation shares were issued in a partial settlement of the Estes loan. In addition, after completion of the capital reorganisation New Ordinary Shares were issued in settlement of outstanding director liabilities and via a private placement.

13. Share options, share based payment expense and share warrants

Share Options

During the year the Company issued the following options to acquire New Ordinary Shares:

- 40,134,990 options exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022 in accordance with the Company's Employee Share Option Plan.
- 2,675,664 options to the Company's broker, Peterhouse Corporate Finance Limited, exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022; and
- 2,675,664 options to the Company's nominated adviser and broker, Northland Capital Partners Limited, exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022.

Share Based Payment Expense

The share based payment expense of £125,000 (2017:£nil) consists of options issued to directors and consultants. The expense is recognised in the Statement of Comprehensive Income and Statement of Changes in Equity over the 5 year vesting period of these options. The following share-based payment arrangements were in place during the current year:

	2018		2017	
	Number of share options	Exercise price £	Number of share options	Exercise price £
Outstanding at beginning of year	-	-	-	-
Granted during the year	45,486,318	0.0045	-	-
Outstanding at year end	45,486,318	0.0045	-	-

The aggregate value of the estimated fair value of these options that were granted on 20 December 2017 is £888,518. The inputs into the Black Scholes model used to estimate this fair value were as follows:

Weighted average share price	£0.0045
Weighted average exercise price	£0.0045
Expected volatility	50%
Expected life	5 years
Risk free rate	0.5%

Share Warrants

During the period the Company issued the following share warrants that are exercisable at £0.09 per New Ordinary Share on or before the earlier of 21 March 2019 or when the Company completes a reverse takeover transaction in accordance with AIM Rule 14:

- 100,000,000 Placing Warrants issued on a 1:2 basis for every share subscribed in the private placement conducted in December 2017; and.
- 25,254,279 Bonus Warrants were issued to holders of the pre-reorganisation shares held at the Record Date (20 December 2017). The Bonus Warrants were issued to those shareholders on 1:2 basis for every New Ordinary Share held after the capital reorganisation. The Company's largest shareholder, Estes undertook not to exercise their entitlement to subscribe under the Bonus Warrant issue; leaving a maximum of 11,342,473 Bonus Warrants that may be exercised in the future.

Of these Share Warrants, 7,000 were exercised in the reporting period.

14. Financial instruments

Interest rate risk

The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates on classes of financial assets and financial liabilities, was as follows:

	Floating interest rate 2018 US$'000s	**Floating interest rate 2017 US$'000s**
Financial assets and liabilities		
Cash	916	4
Borrowings	-	(1,912)
	916	**(1,908)**

The effective weighted average interest rate was nil (2017: 0.77%) on financial liabilities.

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the statement of financial position and in the related notes.

Financial risk management

The Directors recognise that this is an area in which they may need to develop specific policies should the Company become exposed to further financial risks as the business develops.

Capital risk management

The Company considers capital to be its equity reserves. At the current stage of the Company's life cycle, the Company's objective in managing its capital is to ensure funds raised meet the Company's working capital commitments.

15. Related party transactions

During the period liabilities owing to two directors as at 30 June 2017 (£35,000) were discharged by the issue of 7,777,778 New Ordinary Shares.

The Company entered into related party transactions with its major shareholder, Estes Limited, that have been disclosed in Notes 3, 9 & 11. The only other transactions with the Directors relate to their remuneration and interests in shares and share options.

16. Events after the period end date

There were no significant events after the period end date other than:

- On 21 June 2018 the Company announced it had signed non-binding heads of terms in connection with the proposed acquisition of Entertainment AI Limited ("EAI"). EAI has been formed to acquire 100% of US incorporated Tagasauris, Inc. (“Tagasauris”) and US incorporated GTChannel, Inc. (the "GTChannel").

  Tagasauris has developed a patented “tagging” technology, which enables viewers of video clips to interact with the subject matter and purchase items highlighted in the video. Tagasauris is developing its proprietary technology via commercial relationships with some of the world’s largest entertainment and media companies. In addition, as announced earlier this year, Tagasauris is currently working with Water Intelligence plc (AIM:WATR.L) to create a sustainability channel on YouTube.

  The GTChannel operates an automotive lifestyle brand and channels across social media and digital outlets such as YouTube. It generates advertising revenue from Google based on GTChannel’s current base of approximately three billion and growing annual YouTube video views. It also provides marketing campaigns for numerous automotive and consumer brands.

  The Directors believe that Tagasauris combined with the GTChannel as an entertainment platform will enable the GTChannel to further monetize and unlock value from its installed base of automotive viewers and brand relationships through the use of artificial intelligence and machine learning. With these core operating assets, the EAI platform will target the global direct-to-consumer market for car and lifestyle enthusiasts. It is EAI’s ambition to leverage this platform to take advantage of wider contextual commerce opportunities.

  If completion of this acquisition does not occur on or before 20 December 2018, admission of the Company’s shares to trading on AIM will be cancelled pursuant to AIM Rule 41. In such circumstances, the Company will need to re-apply for admission of its shares to trading on AIM to complete the transaction.

Company Number: 05329401 (England & Wales)

URA HOLDINGS PLC

Interim Financial Statements

Period ended 30 June 2021

Contents

Corporate Information

Directors	Peter Redmond (Non-executive Chairman) Jeremy Sturgess-Smith (appointed 14 May 2021) Charles Morgan (appointed 14 May 21; resigned 30 June 21) Colin Weinberg (resigned 14 May 2021)
Company Secretary	Michael Langoulant
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company Number	05329401
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP

Business Review

The directors present the interim results of URA Holdings Plc ("the Company") for the period from 1 January 2021 to 30 June 2021.

UPDATE ON INVESTMENTS AND ACTIVITIES

The directors have now identified an acquisition and hope soon to announce agreed terms which will also involve the Company seeking admission to the standard segment of the official list of the FCA and to trading on the main market for listed securities of the London Stock Exchange plc.

On 5 January 2021, the Company resolved to distribute its holdings of shares and warrants in Ananda Developments plc to its Shareholders and, following an application to the High Court of England and Wales to effect a capital reduction, the distribution was effected on 7 May 2021.

In addition, on 5 January 2021 an ordinary resolution was passed to sub-divide every existing ordinary share of nominal value 0.15 pence in the capital of the Company into one new deferred shares of nominal value 0.1499 pence each in the capital of the Company and one new ordinary share of 0.0001 pence each and that every 100 new ordinary shares of 0.0001 pence each were immediately consolidated into one Ordinary Share of 0.01 pence each.

In July 2021 the Company raised a further £55,000 by way of an equity issue which was subscribed for by the ddirectors and a small number of sophisticated investors. The purpose of the fundraising is to meet the further costs to seek and reach an agreement for an acquisition which would take the Company forward and enable it to obtain a listing on an appropriate market, as mentioned above.

Peter Redmond

Peter Redmond
Chairman

28 July 2021

Directors' Report

The directors present their interim financial statements of the company for the period from 1 January 2021 to 30 June 2021.

DIRECTORS OF THE COMPANY

The directors who have served during the period and up to the date of approval were as follows:

Peter Redmond (Non-executive Chairman)	
Jeremy Sturgess-Smith	(appointed 14 May 2021)
Charles Morgan	(appointed 14 May 2021; resigned 30 June 2021)
Colin Weinberg	(resigned 14 May 2021)
John Treacy	(appointed 14 July 2021)

RESULTS AND DIVIDENDS

The interim statement of comprehensive income is set out on page 5 and shows the loss for six month period to 30 June 2021. The directors consider the loss for the period to be in line with expectations. The directors do not recommend a payment of a dividend.

This report was approved by the Board and signed on its behalf:

Peter Redmond

Peter Redmond
Chairman

Date: 28 July 2021

Interim Statement of Comprehensive Income

	Note	6 months to 30 June 2021 Unaudited £'000s	18 months ended 31 December 2020 Audited £'000s	6 months to 30 June 2020 Unaudited £'000s
Continuing operations				
Administrative expenses		(49)	(87)	(25)
Change in fair value of investments		-	(86)	-
Loss / (Profit) before taxation		(49)	(173)	(25)
Taxation	4	-	-	-
Loss / (Profit) for the period from continuing operations		(49)	(173)	(25)
Other comprehensive income				
Exchange difference on currency translations		-	-	-
Total comprehensive loss for the period		**(49)**	**(173)**	**(25)**

The notes on page 9 form part of these interim financial statements.

Interim Statement of Financial Position

Company number: 05329401

	Note	6 months to 30 June 2021 Unaudited £'000s	18 months ended 31 December 2020 Audited £'000s	6 months to 30 June 2020 Unaudited £'000s
Fixed Assets				
Investments	8	173	173	259
		173	**173**	**259**
Current Assets				
Other receivables	7	45	26	8
Cash at bank and in hand		47	45	23
		92	**71**	**31**
Total Assets		**265**	**244**	**290**
Current Liabilities				
Trade and other payables	9	(38)	(18)	(16)
Long Term Liabilities				
Convertible loan notes	10	(105)	(55)	-
Total Liabilities		**(143)**	**(73)**	**(16)**
Net Assets		**122**	**171**	**274**
Equity				
Share capital		807	1,209	1,209
Share premium		-	14,673	14,673
Other reserves		1,108	1,108	1,063
Retained earnings		(1,793)	(16,819)	(16,671)
Total Equity		**122**	**171**	**274**

The notes on page 9 form part of these interim financial statements.

These interim financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

Peter Redmond

Peter Redmond
Chairman

Date: 28 July 2021

Interim Statement of Changes in Equity

	Share capital £'000s	Share premium £'000s	Other reserves £'000s	Retained earnings £'000s	Total equity £'000s
As at 1 January 2021	**1,209**	**14,673**	**1,108**	**(16,819)**	**171**
Total comprehensive income	-	-	-	(49)	(49)
Net equity issued	(402)	(14,673)	-	15,075	-
Share based payments	-	-	-	-	-
Balance at 30 June 2021	**807**	**-**	**1,108**	**(1,793)**	**122**

	Share capital £'000s	Share premium £'000s	Other reserves £'000s	Retained earnings £'000s	Total equity £'000s
As at 1 July 2019	**1,209**	**14,673**	**1,063**	**(16,646)**	**299**
Total comprehensive income	-	-	-	(173)	(173)
Net equity issued	-	-	-	-	-
Share based payments	-	-	45	-	45
Balance at 31 December 2020	**1,209**	**14,673**	**1,108**	**(16,819)**	**171**

	Share capital £'000s	Share premium £'000s	Other reserves £'000s	Retained earnings £'000s	Total equity £'000s
As at 1 January 2020	**1,209**	**14,673**	**1,063**	**(16,646)**	**299**
Total comprehensive income	-	-	-	(25)	(25)
Net equity issued	-	-	-	-	-
Share based payments	-	-	-	-	-
Balance at 30 June 2020	**1,209**	**14,673**	**1,063**	**(16,671)**	**274**

The notes on page 9 form part of these interim financial statements.

Interim Statement of Cash Flows

	Note	6 months to 30 June 2021 Unaudited £'000s	18 months ended 31 December 2020 Audited £'000s	6 months to 30 June 2020 Unaudited £'000s
Cash flows from operating activities				
Loss for the period		(49)	(173)	(25)
Change in fair value investments		-	86	
Share based payment		-	45	
(Increase)/decrease in receivables		(19)	(19)	17
Increase/(decrease) in payables		20	11	(3)
Net cash used in operating activities		**48**	**(50)**	**(11)**
Cash flows from investing activities				
Purchase of investments		-	-	-
Net cash used in investing activities			**-**	**-**
Cash flows from financing activities				
Issue of shares for cash, net of costs		-	-	-
Convertible loan notes		50	55	-
Net cash from financing activities		**50**	**55**	**-**
Net increase in cash and cash equivalents		2	5	11
Cash and cash equivalents at the beginning of the period		45	40	34
Cash and cash equivalents at the end of the period		**47**	**45**	**23**

The notes on page 9 form part of these interim financial statements.

Notes to the Interim Financial Reports

1. General information

URA Holding Plc's interim financial statements are presented in British Pound Sterling (GBP) which is the functional currency of the company. These interim financial statements were approved for issue by the Board of Directors on 28 July 2021.

The financial information set out in these interim financial statements does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The Company's statutory financial statements for the year ended 31 December 2020 have been filed with the Registrar of Companies. The auditor's report on those financial statements was unqualified and did not contain a statement under Section 498(2) of the Companies Act 2006.

These interim results have not been audited nor have they been reviewed by the Company's auditors under ISRE 2410 of the Auditing Practices Board.

In the opinion of the Directors the financial statements present fairly the financial position, and results from operations and cash flows for the period in conformity with the generally accepted accounting principles consistently applied.

2. Accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) The financial statements have also been prepared in accordance with IFRS's adopted by European Union and therefore the Company's financial statements comply with article 4 of the EU IAS Regulation.

3. Basis of preparation and going concern

These interim financial statements have been prepared on a going concern basis which the directors believe to be appropriate. The interim financial statements are presented in Pounds Sterling and have been rounded to the nearest £'000.

These interim financial statements are for the six month period ended 30 June 2021. They have been prepared following the recognition and measurement principles of FRS 102. They do not include all of the information required for full annual financial statements and should be read in conjunction with the financial statements for the period ended 31 December 2020.

These interim financial statements have been prepared in accordance with the accounting policies adopted in the financial statements for the period ended 31 December 2020.

Company Number: 05329401 (England & Wales)

URA HOLDINGS PLC

Interim Financial Statements

Period ended 30 June 2020

Contents

Corporate Information

Directors	Peter Redmond (Non-executive Chairman) Colin Weinberg
Company Secretary	Michael Langoulant
Registered Office	6th Floor 60 Gracechurch Street London EC3V 0HR
Company Number	05329401
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP

Business Review

The directors present the interim results of URA Holdings Plc ("the Company") for the period from 1 January 2020 to 30 June 2020.

UPDATE ON INVESTMENTS AND ACTIVITIES

During the period, the Company conducted a capital reconstruction and continued to evaluate opportunities for a reverse takeover.

Peter Redmond
Chairman

[date]

Directors' Report

The directors present their interim financial statements of the company for the period from 1 January 2020 to 30 June 2020.

DIRECTORS OF THE COMPANY

The directors who have served during the period and up to the date of approval were as follows:

Peter Redmond (Non-executive Chairman)
Colin Weinberg

RESULTS AND DIVIDENDS

The interim statement of comprehensive income is set out on page 5 and shows the loss for six month period to 30 June 2020. The directors consider the loss for the period to be in line with expectations. The directors do not recommend a payment of a dividend.

This report was approved by the Board and signed on its behalf:

Peter Redmond
Chairman

Date:

Interim Statement of Comprehensive Income

	Note	6 months to 30 June 2020 Unaudited £'000s
Continuing operations		
Administrative expenses		(25)
Change in fair value of investments		-
Loss / (Profit) before taxation		(25)
Taxation	4	-
Loss / (Profit) for the period from continuing operations		(25)
Other comprehensive income		
Exchange difference on currency translations		-
Total comprehensive loss for the period		**(25)**

The notes on page 9 form part of these interim financial statements.

Interim Statement of Financial Position

Company number: 05329401

	Note	6 months to 30 June 2020 Unaudited £'000s
Fixed Assets		
Investments	8	259
		259
Current Assets		
Other receivables	7	8
Cash at bank and in hand		23
		31
Total Assets		**290**
Current Liabilities		
Trade and other payables	9	(16)
Long Term Liabilities		
Convertible loan notes	10	-
Total Liabilities		**(16)**
Net Assets		**274**
Equity		
Share capital		1,209
Share premium		14,673
Other reserves		1,063
Retained earnings		(16,671)
Total Equity		**274**

The notes on page 9 form part of these interim financial statements.

These interim financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

Peter Redmond
Chairman

Date:

Interim Statement of Changes in Equity

	Share capital £'000s	Share premium £'000s	Other reserves £'000s	Retained earnings £'000s	Total equity £'000s
As at 1 January 2020	**1,209**	**14,673**	**1,063**	**(16,646)**	**299**
Total comprehensive income	-	-	-	(25)	(25)
Net equity issued	-	-	-	-	-
Share based payments	-	-	-	-	-
Balance at 30 June 2020	**1,209**	**14,673**	**1,063**	**(16,671)**	**274**

The notes on page 9 form part of these interim financial statements.

Interim Statement of Cash Flows

	Note	6 months to 30 June 2020 Unaudited £'000s
Cash flows from operating activities		
Loss for the period		(25)
Change in fair value investments		
Share based payment		
(Increase)/decrease in receivables		17
Increase/(decrease) in payables		(3)
Net cash used in operating activities		**(11)**
Cash flows from investing activities		
Purchase of investments		-
Net cash used in investing activities		**-**
Cash flows from financing activities		
Issue of shares for cash, net of costs		-
Convertible loan notes		-
Net cash from financing activities		**-**
Net increase in cash and cash equivalents		11
Cash and cash equivalents at the beginning of the period		34
Cash and cash equivalents at the end of the period		**23**

The notes on page 9 form part of these interim financial statements.

PART XIX

COMPETENT PERSON'S REPORT

AL MAYNARD & ASSOCIATES Pty Ltd

Consulting Geologists

www.geological.com.au *(ABN 75 120 492 435)*

2A Marian Street,	*Tel: (+618) 9388 1000*	*Mob: 04 0304 9449*
Leederville, WA, 6007	*al@geological.com.au*	
Australia		

Australian & International Exploration & Evaluation of Mineral Properties

COMPETENT PERSON'S REPORT

on the

STRATEGIC MINERALS PROJECTS

held by

MALAIKA DEVELOPMENT LIMITED

Prepared for:
The Directors
URA Holdings plc
6th Floor,60 Gracechurch St, London EC3V 0HR

Prepared by:
Al Maynard & Associates Pty Ltd
2A Marian StreetLeederville, WA, 6007
Australia

Lead Author: A. J. Maynard, BAppSc. (Geol), MAIG, MAusIMM.
Peer Reviewer: B. J. Varndell, B.Sc. Hons (Geol), F.AusIMM.

1: Date: 25 February 2022 - EXECUTIVE SUMMARY

Al Maynard & Associates Pty Ltd ("AM&A") was requested by URA Holdings plc ("URA Holdings") to prepare this competent person's report (the "Report") on the mineral assets contained within the Njoka Graphite project owned by Malaika Development Limited ("Malaika") and located approximately 53 km west of Lundazi town in eastern Zambia, Figure 1.

This Report, which summarises the findings of AM&A's review, has been prepared to satisfy the requirements of the prospectus regulation rules made by the Financial Conduct Authority (the "FCA") pursuant to section 73A (4) of the Financial Services and Markets Act 2000, as amended ("FSMA") (the "UK Prospectus Regulation Rules") and the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and repealing Directive 2003/71/EC and the delegated acts, implementing acts and technical standards thereunder as such legislation forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"), in conjunction with the European Securities and Markets Authority ("ESMA") update of the Commission of European Securities Regulators ("CESR") recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses No 809/2004 (CESR/05-054b) issued ("ESMA Recommendations"), specifically, Clauses 131 to 133 and Appendices I and II.

URA Holdings intends to include this Report in a prospectus for the purpose of a prospectus in connection with its admission to listing on the standard segement of the Official List of the FCA and to trading on the main market for listed securities of London Stock Exchange plc (the "Prospectus").

AM&A has given and has not withdrawn its written consent to the inclusion of information extracted from this Report in "Part VI—information on the Enlarged Group" of the Prospectus, and has authorised the contents of this Report and references thereto as part of the Prospectus for the purposes of Item 1.3 of Annex 1 of Commission Delegated Regulation (EU) 2019/980 as it forms part of UK law by virtue of the EUWA.

In compliance with Item 1.2 of Annex 1 of Commission Delegated Regulation (EU) 2019/980 as it forms part of UK law by virtue of the EUWA, AM&A accepts responsibility for this Report and, to the best of AM&A's knowledge, declares that the information set out in this Report is in accordance with the facts and that this Report makes no omission likely to affect its import.

This Report is issued by AM&A, and accordingly AM&A assumes responsibility for this Report and confirms that the information contained is true and accurate as of 31 January 2022.

Figure 1: Project location.

Malaika holds two tenements, one covering rare-element pegmatites, and the other covering the Njoka Graphite deposit with additional rare-element pegmatites. The main strategic minerals of interest on Malaika's tenements are niobium, tantalum, lithium, beryllium (beryl), caesium, rare earth elements, rubidium, scandium and graphite, all of which have been classified as strategic or critical minerals by the Unites States in its "Final list of critical minerals 2018" issued by the Interior Department.

The pegmatite fields of the Lundazi district cover an area of approximately 10,000 square kilometres and contain historical mining operations for mica and beryl (Nash, 1962). More recently, selected pegmatites within the Lundazi pegmatite field have been the focus of rare-element exploration and mining activities. The rare-element bearing complex-type pegmatites appear to belong to a mixture of the strategically important LCT (lithium-caesium-tantalum) and NYF (niobium- yttrium – fluorine) families and contains high concentrations of Rb, Cs, Be, Ta and Nb as well as elevated levels of Li. Samples from the pegmatites have returned assay values of up to 14300ppm Li, 2460ppm Cs, 8450ppm Rb as well as 3720ppm Be, 425338ppm Nb and 372159ppm Ta. These values contrast with the bulk continental crust, which contains 16ppm Li, 2 ppm Cs, 49ppm Rb, 1.9ppm Be, 8ppm Nb and 0.7pp Ta (Rudnick and Gao 2004). The graphite mineralisation is in the form of disseminated graphite flakes in lenses of graphite gneiss. The lenses form a mineralised zone approximately 2400 metres long by 180 metres wide. The average grade is estimated at 11.7% TGC.

There are no JORC Code (2012) resources reported for this deposit.
Any estimate of potential quantity and grade of the both the rare-element and graphite exploration targets would only be conceptual in nature as there has been insufficient exploration to estimate a Mineral Resource in this area. However, historical work has

returned significant results and AM&A are of the opinion that further exploration will result in the location of a Mineral Resource.

The prospectivity of strategic minerals in the tenement package is identified through the geology of the project itself.

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The Directors 2 5 February 2022
URA Holdings plc
6th Floor,60 Gracechurch St, London EC3V 0HR

Dear Directors,

COMPETENT PERSON'S REPORT ON THE NJOKA GRAPHITE PROJECT LOCATED IN ZAMBIA.

1: INTRODUCTION

Al Maynard & Associates Pty Ltd ("AM&A") was requested by URA Holdings plc to prepare this Report on the mineral assets contained within the Njoka Graphite project owned by Malaika and located approximately 53 km west of Lundazi town in eastern Zambia, Figure 1. AM&A was requested by URA Holdings to prepare this Report on the mineral assets contained within the Njoka Graphite project owned by Malaika located approximately 53 km west of Lundazi town in eastern Zambia, Figure 1.

This Report, which summarises the findings of AM&A's review, has been prepared to satisfy the requirements of the UK Prospectus Regulation Rules made by the FCA pursuant to section 73A (4) of FSMA and the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and repealing Directive 2003/71/EC and the delegated acts, implementing acts and technical standards thereunder as such legislation forms part of retained EU law by virtue of the EUWA, in conjunction with the ESMA Recommendations, specifically, Clauses 131 to 133 and Appendices I and II.

URA Holdings intends to include this Report in the Prospectus.

AM&A has given and has not withdrawn its written consent to the inclusion of information extracted from this Report in "Part VI—information on the Enlarged Group" of the Prospectus, and has authorised the contents of this Report and references thereto as part of the Prospectus for the purposes of Item 1.3 of Annex 1 of Commission Delegated Regulation (EU) 2019/980 as it forms part of UK law by virtue of the EUWA. In compliance with Item 1.2 of Annex 1 of Commission Delegated Regulation (EU) 2019/980 as it forms part of UK law by virtue of the EUWA, AM&A accepts responsibility for this Report and, to the best of AM&A's knowledge, declares that the information set out in this Report is in accordance with the facts and that this Report makes no omission likely to affect its import.

This Report is issued by AM&A, and accordingly AM&A assumes responsibility for this Report and confirms that the information contained is true and accurate as of 31 January 2022.

Scope and Limitations

This Report has been prepared in general accordance with the requirements of the JORC Code (2012) for reporting Exploration Results and Mineral Resources (the "JORC Code") as adopted by the Australian Institute of Geoscientists ("AIG") and the Australasian Institute of Mining and Metallurgy ("AusIMM").

This Report is valid as of 31 January, 2022 which is the date of the latest review of the data and technical information.

The information presented in this Report is based on technical reports provided and supplemented by our own inquiries. At the request of AM&A, copies of relevant technical reports and agreements were readily available and relevant references are listed in 9.0 - References.

AM&A will receive a fee for the preparation of this Report in accordance with professional consulting practice, and such fee comprises a normal, commercial daily rate plus expenses. Payment is not contingent on the results of this report. Except for these fees, neither the writer nor any associates have any interest, nor the rights to any interest in Malaika nor the mineral assets reported upon.

Due to travel restrictions in force due to Covid-19 there has been no recent site visit undertaken by the lead author, Mr. A. J. Maynard. However, Mr. B. J. Varndell is familiar with this area and has conducted several field trips to the general area previously.

Statement of Competence

Neither AM&A, Mr. A. J. Maynard, Mr. B. J. Varndell nor any director of AM&A have at the date of this Report, nor have had within the previous two years, any shareholding in URA Holdings or Malaika, or their respective assets. Consequently, AM&A, Mr. A. J. Maynard, Mr. B. J. Varndell and the directors of AM&A consider themselves to be independent of URA Holdings and Malaika.

This Report has been prepared for AM&A by Allen J. Maynard, BAppSc (Geol), MAIG (No. 2062), a geologist with over 40 continuous years in the industry and 35 years in mineral asset valuation. The writer holds the appropriate qualifications, experience and independence to qualify as an independent "Competent Person" under the definitions of the JORC Code.

The peer reviewer of this Report, Mr B. J.Varndell, B.Sc. (Lond) 1970 and B.Sc. (Spec. Hons. Geol.) (Rhodesia) 1971, has extensive African fieldwork experience including Zambia as a professional geologist.

Consent

In compliance with the ESMA Recommendations and Rule 5.3.5R (2)(f) of the UK Prospectus Regulation Rules, AM&A will give its written consent to the publication of this Report on Company's website and all information to be contained in the Prospectus, which has been extracted directly from this Report.

2: TENURE, LOCATION AND ACCESS

The Strategic Minerals Project are located approximately 10 km west of Lundazi town in eastern Zambia (Figure 2) and consists of two Exploration Licences. The tenements lie within the Lumezi River Area 1:250,000 geological map sheet. See Appendix 1.

Tenement No.	Holder	Grant Date	End Date	Area (Km^2)	Status
26880-HQ-LEL	Malaika Developments Ltd	16-Jul-20	15-Jul-24	965	Granted
23239-HQ-LEL	(transfer in progress to Malaika)	31-Jan-19	30-Jan-23	319	Granted

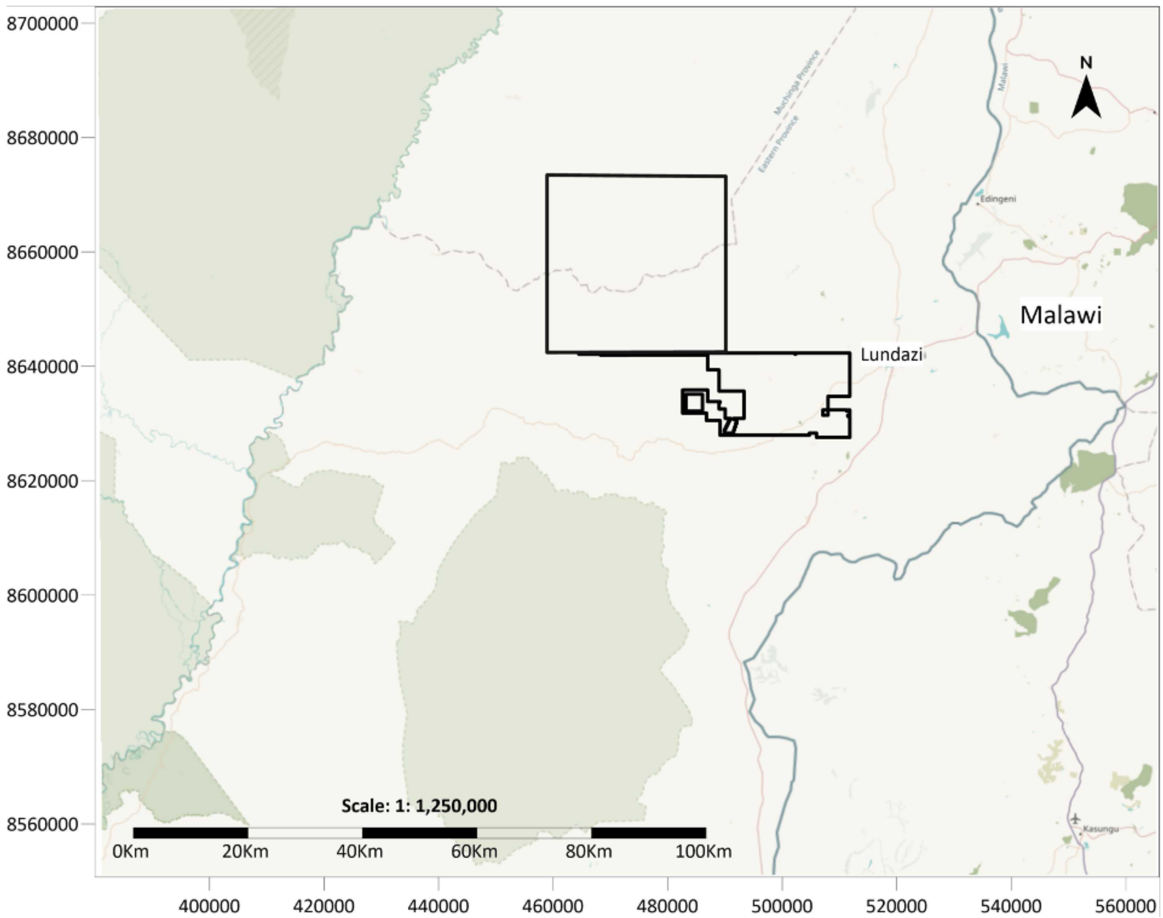

Figure 2: Location of Malaika's Strategic Minerals Project and tenements.

Access to the tenements is via a dirt track between Mnkwinda and Kaitondi towns which passes through the southern half of the tenements. Access to the project is via a network of bush tracks or along the Lundazi River.

Tenement 23239-HQ-LEL is located close to the city of Lundazi in an area that does not contain any restricted game management, forestry or other protected areas in which exploration activities are curtailed or closely managed by the state.

Tenement 26880-HQ-LEL, represented in the Figure 3, is located in game management areas and forest reserve zones. Game management areas are designed to protect indigenous wildlife from poaching and hunting. The forestry reserve areas are designed to reduce widespread deforestation.

Consent to conduct exploration is required from the Department of National Parks and Wildlife, the Ministry of Tourism and Arts, as well as the Ministry of Lands and Natural Resources. All of these consents have been obtained. There is only one area, which is marked in red on Figure 3 and entitled the conservation limited use zone, in which exploration is not allowed. A small portion of the western part of the tenement is a conservation limited use zone. The permission to explore and mine within the game management area has been granted to Malaika by ZAWA. See Appendix 2.

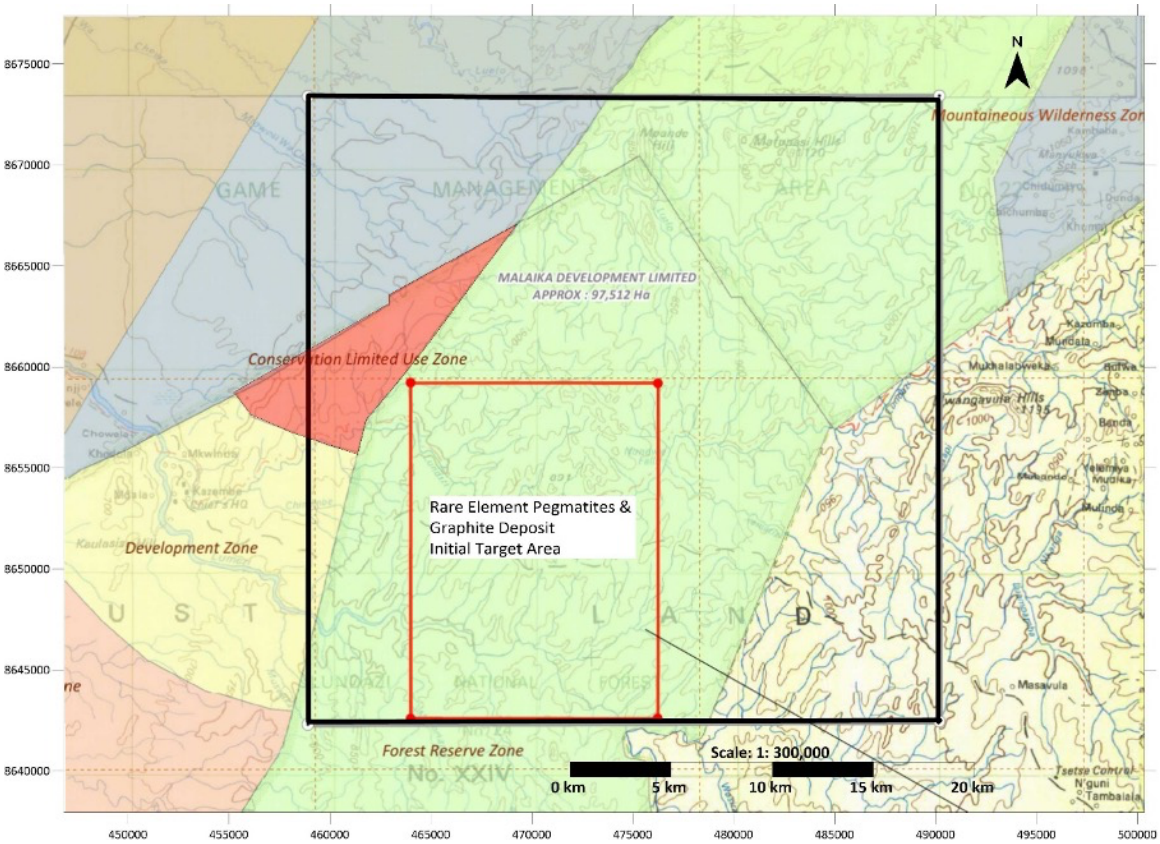

Figure 3: Project location and National Parks and Conservation Areas.

3.1 PHYSIOGRAPHY AND CLIMATE

The district features a humid subtropical highland climate, with pleasantly warm summers and mild winters. Due to the altitude, temperatures are lower than would be expected for an area located in the tropics. The district features a short monsoon season that runs from December to March, a lengthy dry winter that covers April to August, and a warm summer that lasts from September to November. However, the district sees heavy downpours during the monsoon, with around 200 millimetres of rain in a month during the wettest months.

Table 1: Summary temperature and rainfall statistics for Chipata (150 km south of the project area)

Climate data for Chipata [hide]													
Month	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year
Record high °C (°F)	32.1 (89.8)	31.8 (89.2)	32.4 (90.3)	32.7 (90.9)	32.2 (90.0)	29.9 (85.8)	29.9 (85.8)	33.0 (91.4)	36.1 (97.0)	37.5 (99.5)	38.0 (100.4)	34.9 (94.8)	38.0 (100.4)
Average high °C (°F)	27.2 (81.0)	27.4 (81.3)	27.8 (82.0)	27.6 (81.7)	26.6 (79.9)	25.0 (77.0)	24.9 (76.8)	27.1 (80.8)	30.3 (86.5)	32.1 (89.8)	31.2 (88.2)	28.1 (82.6)	27.9 (82.2)
Daily mean °C (°F)	22.1 (71.8)	22.0 (71.6)	22.0 (71.6)	21.4 (70.5)	20.0 (68.0)	18.2 (64.8)	18.1 (64.6)	20.4 (68.7)	23.9 (75.0)	25.6 (78.1)	24.9 (76.8)	22.6 (72.7)	21.8 (71.2)
Average low °C (°F)	18.2 (64.8)	18.0 (64.4)	17.9 (64.2)	16.7 (62.1)	14.2 (57.6)	11.7 (53.1)	11.8 (53.2)	14.2 (57.6)	17.7 (63.9)	19.9 (67.8)	19.6 (67.3)	18.6 (65.5)	16.5 (61.7)
Record low °C (°F)	13.2 (55.8)	13.2 (55.8)	11.8 (53.2)	9.7 (49.5)	6.5 (43.7)	3.3 (37.9)	4.0 (39.2)	3.7 (38.7)	7.2 (45.0)	12.4 (54.3)	12.8 (55.0)	13.3 (55.9)	3.3 (37.9)
Average precipitation mm (inches)	252.7 (9.95)	225.4 (8.87)	166.9 (6.57)	49.6 (1.95)	4.4 (0.17)	1.1 (0.04)	0.3 (0.01)	0.0 (0.0)	0.8 (0.03)	13.1 (0.52)	81.9 (3.22)	220.7 (8.69)	1,016.9 (40.04)
Average precipitation days (≥ 1.0 mm)	20	18	14	7	0	0	0	0	0	1	9	19	88
Average relative humidity (%)	80.7	81.5	78.8	72.1	64.4	59.8	55.9	48.9	42.7	45.2	56.6	75.4	63.5
Mean monthly sunshine hours	158.1	148.4	201.5	234.0	266.6	258.0	260.4	275.9	276.0	269.7	216.0	167.4	2,732

Source: NOAA

Zambia is a landlocked country in central southern Africa which is bordered by Angola, the Democratic Republic of Congo (DR Congo), Tanzania, Malawi, Mozambique, Zimbabwe, Botswana and Namibia. It is a large country (752,614 km^2) with a population of about 18 million people, mostly found within the urban centres of Lusaka, the Copperbelt, Kabwe, Kapiri Mposhi and Livingstone.
Zambia is divided into nine provinces (Central, Copperbelt, Eastern, Luapula, Lusaka, North-Western, Northern, Southern and Western). It is dissected by four major river systems (Zambezi, Kafue, Luangwa and the Luapula). The road network is limited but well maintained between the main centres and there is a well-established infrastructure of domestic and international telecommunications.
Zambia is internationally recognised as a major producer of copper and cobalt (ranked as the seventh and second highest world producer respectively). It also produces precious metals (gold, silver), gemstones (amethyst, aquamarine, emerald and tourmaline), coal and industrial minerals. The production of industrial minerals is, however, small. Zambia carries a moderate Sovereign Risk rating by most credit rating agencies (
Table 2).

Table 2: Zambia credit risk rating

Agency	Rating	Outlook
Moody's	Caa1	Stable
Moody's	B3	Stable
S&P	B	Stable
Moody's	B3	Negative

26 more rows

tradingeconomics.com › zambia › rating

Zambia - Credit Rating - Trading Economics

The mining sector is administered by the Geological Survey Department, the Mines Development Department, and the Mines Safety Department of the Ministry of Mines and Minerals Development. The Ministry of Commerce, Trade and Industry oversees the industrial manufacturing sector.

A summary of Zambian Mining Regulation by a Canadian law firm is provided as Appendix 3 to this report.

3: REGIONAL GEOLOGY

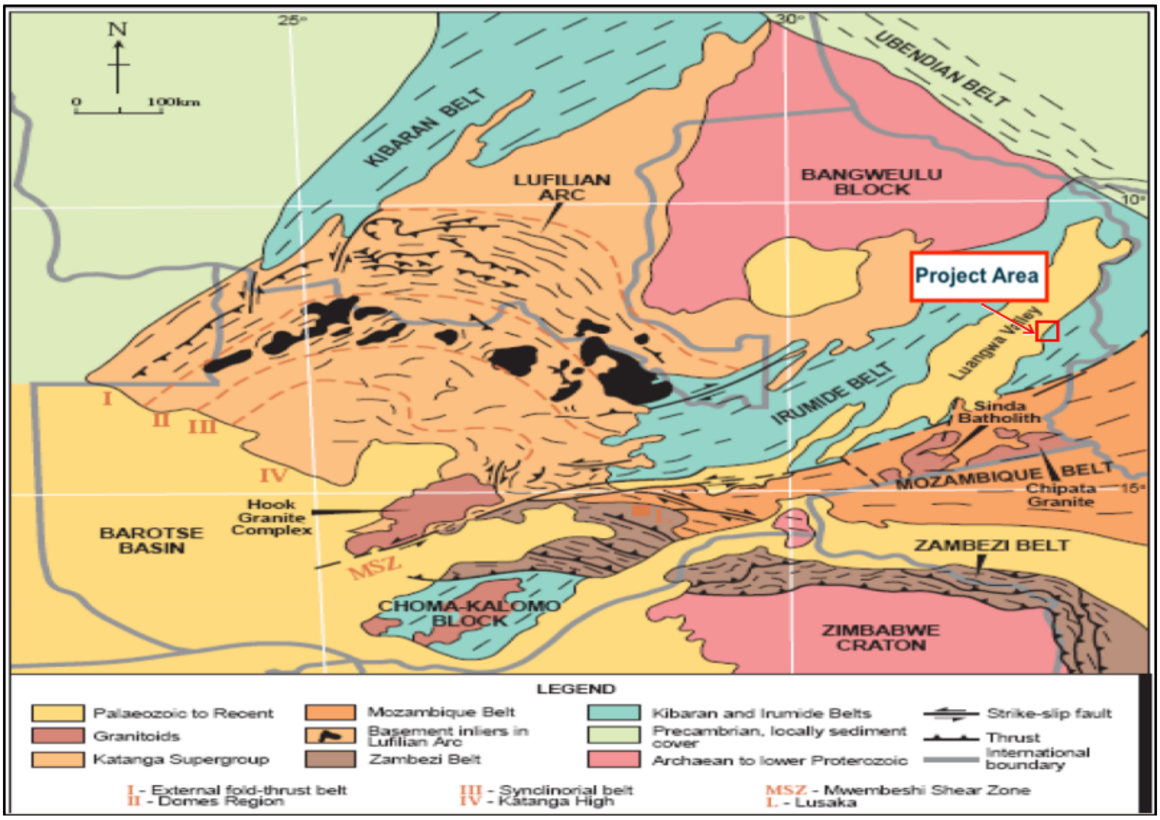

Figure 4: Geology of Zambia.

The geology of Zambia has largely been shaped by the surrounding cratonic blocks of Kasai (DR Congo), Tanzania, Zimbabwe and Kaapvaal (South Africa). A simplified geological succession of Zambia is given in Figure 4. The oldest rock sequences in Zambia, the Basement Supergroup (the oldest being 3000Ma, but typically most are younger than 2050Ma), occur throughout eastern, central and southern Zambia. These consist mostly of granitic gneisses and migmatites, with marbles, quartzites and meta-pelites. The overlying Muva Supergroup (1800 – 1250 Ma) consists of a meta-sedimentary sequence that lies unconformably over the Basement. In central and eastern Zambia; the Muva consists of meta-pelites and meta-quartzites, whereas in northern Zambia it consists of "continental" sediments such as sandstones, quartzites, mudstones and conglomerates.

The Katanga Supergroup (1000 – 500Ma) unconformably overlies both the Basement and Muva sequences and occurs throughout the Copperbelt, north-western, northern and central Zambia. The Katanga consists mainly of sedimentary sequences, such as the Mine Series Group that hosts most of the copper-cobalt mineralisation of the Copperbelt within mudstones, sandstones, conglomerates and carbonates.

The rocks of the Karoo Supergroup (late Carboniferous to Jurassic) occupy the rift troughs of the Zambezi, Luangwa, Luano-Lukusashi and Kafue valleys and also outcrop in western Zambia. These consist of conglomerates, sandstones, carbonaceous siltstones and mudstones.
The Batoka basalts occur in western Zambia and the Zambezi valley (forming Victoria Falls). Aeolian sands of the Kalahari Group (Tertiary) cover much of western Zambia.
The project area lies within a Mesoproterozoic metamorphic sequence called the Lumezi Gneiss Group which is composed of gneisses and gneissic migmatites as well as metabasic and metasedimentary resistant bands. The gneisses and gneissic migmatites were intruded by numerous pegmatites, known as the Lundazi pegmatite belt ("LPB") and is one of the major pegmatite fields in Zambia. A semi-regional geological map showing the location of the project tenements is shown in Figure 5.

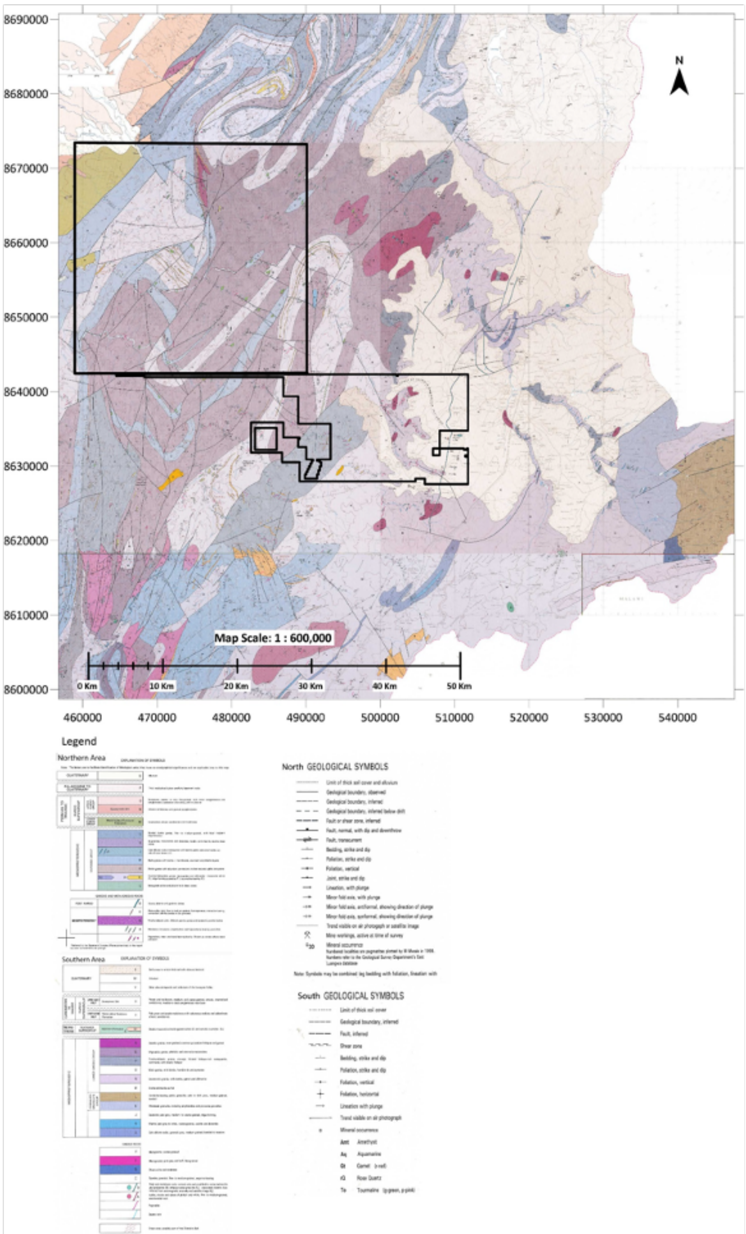

Figure 5: Geology of the project area

4: STRATEGIC MINERALS PROJECT OVERVIEW

Malaika holds two tenements, one covering the majority of the rare-element pegmatites with the other covering the Njoka Graphite deposit and additional rare-element pegmatites. The main strategic minerals of interest in Malaika's tenements are niobium, tantalum, lithium, beryllium (beryl), caesium, rare earth elements, rubidium, scandium and graphite, all of which have been classified as strategic or critical minerals by Unites States in its "Final list of critical minerals 2018" issued by the Interior Department.

With the exception of graphite all the other strategic minerals of interest are located within the LPB rare-element pegmatites distributed over both tenements namely, 26880-HQ-LEL and 23239-HQ-LEL. Graphite mineralisation is confined to tenement 26880-HQ-LEL and is also sometimes referred to as the Njoka graphite deposit.

Due to the difference in the type and style of mineralisation and general geology between the pegmatite hosted strategic minerals and graphite mineralisation they will be discussed separately below under Section 6 and Section 7.

5: RARE-ELEMENT PEGMATITES

Tantalum and Niobium are both classified as critical materials for the world's largest economies (US, China, EU, UK and Japan) due to their essential applications in the major growth sectors of their economies, such as the electronics, energy, construction and manufacturing sectors. The largest end-use market for niobium is HSLA (high strength, low alloy) Steel. Tantalum and niobium have unique mechanical, electrical and chemical properties which make them indispensable in many industrial applications. In addition to the properties listed above, they also have nearly zero electric resistance at low temperatures, high corrosion resistance, shape memory properties and high capacitance (i.e. ability to store electric change). The unique properties of tantalum and niobium make them vital components in a diverse range of products and applications, both metals are superconductive, corrosion-resistant, have high melting points, high coefficients of capacitance, and are bio-compatible. The modern electronics industry needs tantalum for the production of many electronic components necessary to manufacture mobile phones, motion detectors, and touchscreen technologies, to name but a few. Niobium has a major use in the production of high strength low alloy steels used to manufacture vehicle bodies, aircraft engine turbine blades, ships hulls, railway tracks, and oil and gas pipelines.

When tantalum and niobium are equally weighted it may be referred to as coltan. When tantalum outweighs niobium the mineral is called tantalite and when niobium outweighs tantalum the mineral is called columbite. In addition to tantalum and columbite, wodginite is also an important source of tantalum, while pyrochlore is also an important source of niobium. Tantalum and niobium deposits are often associated with igneous rocks like pegmatites and granites. Carbonatites and alkaline igneous rocks are usually enriched in a variety of elements, including rare earths (REE), zirconium and niobium, but usually have lower tantalum content. The main niobium-bearing minerals in these deposits usually include perovskite and pyrochlore. Pyrochlore also occurs in pegmatites associated with nepheline syenites and other alkalic rocks and is also found in granite pegmatites and greisens.

Pegmatites and granites enriched with lithium and caesium, as well as tantalum and niobium, are the main sources of tantalum in the world and usually contain lower levels of niobium. Columbite-tantalite and wodginite are usually the main tantalum- bearing minerals in these deposits (Moreno, 2011)

6.1 LOCAL GEOLOGY AND MINERALISATION

The Lundazi pegmatite belt ("LPB") is one of the major pegmatite fields in Zambia. The pegmatites intruded into the basement schists and gneisses. The Basement Supergroup (3000Ma to younger than 2050Ma) consist mostly of granitic gneisses and migmatites, with marbles, quartzites and meta-pelites. The overlying Muva Supergroup(1800 –1250 Ma) consists of a meta-sedimentary sequence that lies unconformably over the Basement. In eastern Zambia the Muva consists of meta-pelites and meta-quartzites. The Lundazi pegmatites are related to Pan-African events and intrude schists and gneisses of the Basement Complex and Muva Supergroup (Kamona, 1994). It is believed to be synchronous with the ca. 486 Ma Sinda batholiths.

The rare-element pegmatites of the Lundazi district in Eastern Province of Zambia are famous for their historical production of beryl. The Lundazi Pegmatite field contains a large concentration of pegmatites, including examples of the Lithium Caesium Tantalum ("LCT") family as well as potentially the Niobium Yttrium Fluorine ("NYF") family of pegmatites. In addition to Lithium Caesium Tantalum the LCT pegmatites are usually elevated in B, Be, F, P, Rb and Sn with NYF pegmatites usually showing elevated concentrations of Be, REE, Sc, Th, Ti, U and Zr. During the 1950's to 1960's a total of 77 tonnes of beryl was mined from these pegmatites. (Nash, 1962) In addition to beryl the pegmatites were also explored and mined for sheet mica, gemstones, including aquamarine and tourmaline as well as a variety of rare element minerals such as tantalum, niobium and lithium. The pegmatites are also known to contain the highly sought after 'coltan', a hybrid mineral that is a major source of both tantalum and niobium, both metals having similar properties.

The Lundazi pegmatite belt is estimated to extend over a distance of approximately 200km and cover numerous pegmatite bodies (Ondrus, 2002). The pegmatites appear to exhibit zoning and are predominantly potash-rich (K-Na). The pegmatites are commonly narrow with central bodies of clear quartz. Significant beryl and sometimes coltan margin the quartz cores. The pegmatites are mainly flat and covered by a thick layer of soil that makes the visual identification of the pegmatites difficult. It is also not know whether the pegmatites form part of larger pegmatite field and only systematic exploration of the LGB will help to discover more pegmatites of economic potential.

6.2 PEGMATITE EXPLORATION

From 2018 to 2021 Malaika Development Limited conducted an extensive rare-element pegmatite exploration programme over the project area that covered both 26880-HQ-LEL and 23239-HQ-LEL.

A total of 35 trenches were dug with a total combined length of 429m. The width of the trenches varies between 0.85m and 9m wide, with a maximum depth of 7.5m. The trenches were logged and sampled. The aim of the trenches was to identify, uncover, map and sample the pegmatites as well as testing the weathering and drainages located within the project area. During the exploration programme, over 100 historical mining pits were identified, inspected and sampled. The pits are predominantly located on the pegmatites or on the drainage from the pegmatites and were predominantly mined for gemstones, beryl, mica and quartz.

7 open pits were also developed with a total combined excavation area of over 7,000m2.

During the exploration programme a total of 583 samples were collected. The samples were analysed by ALS Geochemistry in Loughrea, Galway, Ireland.

Highlights of the sampling program include:

- 16 grab samples reported an average grade of 26.7% Nb, 14.2% Ta
- High concentration of U (for example in sample M1545 with 26.1% Nb, 6% Ta and 2.5% U) in selected samples suggest that pyrochlore, a Nb-Ta-U mineral, could indicate that the high grade zones in certain pegmatites are associated with pyrochlore-rich pegmatite segregation zones and veins.
- The highest-grade Nb grab sample reported values of 42.5% Nb and 4.6.% Ta
- Niobium and tantalum are believed to be present both as columbite-tantalite (coltan) and pyrochlore ore within the project's zoned pegmatites
- 15 grab samples reported average Li concentrations of over 5000ppm with an average Li of 9194ppm and a maximum of 14300 ppm Li
- 7 grab samples reported average REE concentrations of over 10000ppm with an average of 50365ppm and a maximum of 166067ppm REE

Photo 1. Rare-element Trench (IT2)

Table 3. Selected critical minerals assay results for the Project

Sample No.	UTM - X	UTM - Y	Nb	Ta	Total REE	Rb	Cs	Li	Ce	Nd	Sn	U	W	Y
M 1155	510356	8627789	5180	3440	333	42.9	2.2	18	96.3	6.89	429	30	52.6	151
m1166 B	510356	8627798	4.9	3.18	32	11.6	5.9	2970	11.5	5.54	37	0.8	1.3	3.9
L5518	505362	8627832	216932.2	372159	124	3.3	0.7	5	17.4	4.85	164	3750	9300	64.3
M 1726	510607	8627894	110	5.2	1 425	4	0.5	14	630	224	7	3.7	1.3	144.5
I5576	509271	8631250	403924	155000	0	0	0	0	0	0	0	0	0	0
L5514	504685	8627923	12500	5280	22	2.2	0.2	23	5.8	1.89	63	46.6	380	6.4
M 1794	504549	8627938	350	28.3	20	1405	49.2	420	4.5	2.2	98	1.3	108.5	3.4
M 1800	504549	8627938	121	14.2	48	1265	57.9	220	10.8	6.15	30	2	36.8	9.8
M 1790	504817	8627962	418	51.3	28	1320	54.6	390	8.5	3.77	41	1	89.9	1.2
L5301	509227	8628116	366	28.4	80	2790	571	1320	14.5	15.55	134	2.2	8.4	13.5
M 1402	505523	8628128	7	5.33	16	657	204	4190	4.2	2.38	4	0.4	2.9	1.7
M1420	505523	8628128	4360	2970	1 804	16.8	1.9	54	516	12.45	356	55.7	43.7	845
S17	505465	8628139	32.9	11.25	353	296	182.5	5000	14	7	8	5	13	192
DPit01	509724	8628644	168000	99000	48 526	42.3	4.8	6	1325	3280	11850	24700	19700	25000
M 1153	509758	8628647	6.6	1.58	28	9.1	4.1	2200	12.5	4.22	45	0.5	0.4	1.4
IS Village	507775	8628887	210000	35300	15 700	50	0	0	600	0	2170	50000	6960	15000
M 1044	509813	8628973	66.4	44.6	46	1180	141	1600	14.5	6.08	18	3.9	8.4	7.4
L5536	510260	8629410	170000	108500	234	0.7	1	4	102.5	30.8	6650	1325	4690	30.9
M 1143	509736	8629559	74.1	38.2	27	7360	740	10800	0.8	0.32	124	0.2	23.5	0.4
M 1608	509736	8629559	24.7	11.15	28	5170	433	2570	0.2	0.24	27	0.2	7.3	0.7
M 1145	509736	8629559	61.9	45.7	51	8220	1640	3920	2.4	1.82	21	1.9	8.2	2.6
M 1039	509736	8629563	36.1	25.1	61	7060	1520	2670	5.5	3.96	11	3.3	8.8	5.4
M 1023	509713	8629573	164	29.8	163	1230	289	1530	36.7	18.7	25	4.3	25.5	46.6
M 1018	509713	8629574	30.5	7.76	147	773	183	1240	44.1	22.2	7	2.4	13.7	24.7
M 1024	509725	8629575	31.1	18.4	40	8380	1470	2940	1.2	0.5	17	1	5.3	5.1
M 1149	509598	8629577	65.6	31	30	7070	597	8500	0.4	0.85	125	1.7	20.9	5.9
M 1105	509708	8629578	42.3	32.1	13	3460	430	5220	0.8	0.53	40	4.7	12.5	0.4
M1413	509708	8629578	241	35.8	22	5640	285	4890	1.1	0.13	423	0.2	21.7	0.5
M 1106	509708	8629578	50	27.6	16	4490	533	7050	0.5	0.9	51	0.5	17.3	0.9
M1409	509708	8629578	72.2	38.4	26	6440	658	8560	0.8	0.13	119	3.7	17.9	0.9
M 1103	509708	8629578	46.4	27.4	43	4550	540	7390	13.3	4.48	49	0.2	19.8	2.2
M1410	509708	8629578	70.5	34.5	24	5540	520	6390	2	0.72	99	1.2	15.2	2.9
M 1107	509708	8629578	47.3	21.1	28	5660	644	11500	2.9	0.73	81	1	14.6	5.8
M 1104	509708	8629578	87.1	42.8	47	5520	440	5910	6.8	4.69	123	5.3	19.2	12.1
M 1102	509708	8629578	96.6	32.8	282	6730	743	9990	66.4	43.9	89	2.2	42.3	58.7
M 1178	509717	8629579	66.6	34.4	58	5530	726	9040	22.7	5.18	74	0.3	24.9	2
D1286	509722	8629581	101.5	51.1	27	3110	500	14000	0	0	163	0	30	0
D1285	509722	8629581	94	48.8	26	4100	500	13500	0	0	152	0	28	0
ISACC01	509722	8629581	108.5	48.7	30	8450	858	14300	1	0	159	1	33	2
M 1118	509708	8629586	29.7	15.95	42	7930	1735	3150	2.5	1.37	12	0.5	6.3	0.7
M 1649	509821	8629586	188.5	29.7	23	5730	341	5460	2	0.82	346	0.5	19	1.2
M 1123	509708	8629591	14.1	0.81	136	5360	1180	6910	38.4	21.2	12	0.7	26.3	18.4
m 1543	509708	8629591	161500	105000	479	2	0.6	6	199.5	79.3	6990	1330	4470	38.9
M 1651	510270	8630805	238	93.1	53	4920	1600	3030	5.8	6.77	43	5.9	31.7	4.2
M 1162	510270	8630805	260	87.4	105	4590	2460	3670	4	7.61	45	4.4	32.8	42.5
M 1781	510270	8630805	202	87.7	493	5420	1850	3300	36.5	52.3	37	4.9	32.4	177
M 1780	510218	8630841	346	93	12	3380	293	1100	0.7	0.22	73	0.3	49.9	0.2
I5552 A	509139	8631387	260000	165000	0	0	0	0	0	0	0	0	0	0
I5552 B	509139	8631387	285000	178000	0	0	0	0	0	0	0	0	0	0
L5509	508610	8632716	117500	177221	244	10.5	2.9	9	62.7	24.1	808	1445	14000	48.7
L5510	508402	8632751	353140.7	197585.6	227	4.2	2.3	5	25.6	9.16	91	1395	17350	95.5
I5064	510800	8633670	390000	147000	250	50	0	0	100	0	640	1580	13300	50
M 1771	510800	8633670	378927	127855	470	5.6	1.2	3	45.1	3.94	562	1485	11450	247
L5507	510651	8633784	337670.3	136752	463	32.5	4.6	28	81.4	15.2	536	1300	11550	210
m 1570	499638	8642299	31700	18250	3 506	5.2	0.9	12	1520	552	422	297	3010	197
m 1552	499638	8642299	140500	160418	11 836	7.4	0.7	5	5060	1860	1210	1990	9160	625
m 1561	499638	8642299	425338	46000	2 303	218	38.7	35	369	95.3	277	2410	19900	935
m 1545	499638	8642299	261000	60400	13 934	57	3	6	1525	727	671	25000	9840	6100
m 1600	499638	8642299	33.3	5.91	166 067	10	0.1	15	25000	25000	4	9040	4.6	17100
m 1544	499638	8642299	652	296	45 824	82	2	11	299	310	3	13900	136.5	25000
m 1510	499638	8642299	4110	945	50 668	117	4.3	17	372	394	14	12700	224	25000


Photo 2: Rare-element Pegmatite Trench (IT4)


Photo 3: Rare-element Pegmatite Trench (BH14)

6: GRAPHITE

Graphite is a naturally occurring form of crystalline carbon that has extreme properties and many uses. There are only two forms of naturally occurring carbon, they are graphite and diamond. Although graphite is not a metal, it displays many properties similar to metals. Graphite is a great conductor of heat and electricity and also displays the highest strength of any material. Graphite is very resistant to corrosion and maintains its chemical stability and strength to temperatures exceeding 3600 degrees Celsius, it is also very resistant to chemical attack. In addition, graphite is light in weight and acts as an excellent lubricant due to its platelike physical character. Graphite is formed naturally by the metamorphism of carbon rich constituents in rocks leading to the formation of either crystalline flake graphite, or fine grained amorphous graphite, or crystalline vein-lump graphite.

All the above properties make graphite very useful in many fields and it is in fact a very important part of everyday life, despite this it seems to have been rarely seen or heard of.

China is the world's dominant producer of graphite and because of supply concerns relating to the market dominance of China (60 to 80% of world's production and 100% of battery grade material), the European Union has included graphite as one of 14 critical raw materials that are at supply risk. The government of the USA has also put graphite on a list of mineral resources whose loss they consider could affect the national and homeland security of the USA. The USA does not have any domestic production of graphite, neither does it have a stockpile (Olsen 2020). Graphite is the new Strategic Mineral.

7.1 GRAPHITE USES

Historically, graphite was first used in the 4th millennium BC in ceramic paint to decorate pottery. Later, in the 16th century, it was being used by farmers in England to mark their sheep after large deposits were found in the country. Following this in 1795, the first major industrial use for graphite was in the creation of graphite pencils. The French inventor Nicholas Jacques Conte, created different hardness pencils by mixing powdered graphite with clay and making rods that were then fired in a kiln. The word graphite actually derives from the Greek 'grephein' which means to write or draw. Around the same time that pencils were being made by the French, graphite was being used by the British as a refractory lining in moulds for cannon balls, this helped produce rounder and smoother balls that consequently flew further, a great advantage to the British Navy.

In more recent history, the major use of graphite was to be found in the steel industry, where it is used in refractory bricks and crucibles, and where it is also used in the steel itself. Graphite can be found in the brake linings of motor vehicles, in gaskets, in clutch materials, and in many other components including electric motors. It can be used as a lubricant, as a fire retarder, and as an insulator. Other markets are expandable graphite, vanadium redox batteries, and pebble bed nuclear reactors. However, the major new growth areas for graphite are in the manufacture of lithium-ion batteries (LIOB), fire retardants, and in the use of graphite to manufacture graphene.

The anode of an LIOB is made from graphite, and there is no known substitute. Anode material uses spherical graphite which is manufactured using flake graphite, Njoka is dominantly a flake graphite deposit. Only flake graphite which can be economically rounded and upgraded to 99.5% purity can be used. Currently the LIOB market is showing an annual increase of 20%. Interestingly, it takes up to 30 times more graphite than lithium to make an LIOB. There is up to 70kgs of graphite in an electric car. If 1% of the annual car market becomes electric vehicles (equalling one million vehicles) this will require some

70,000 tonnes of natural graphite annually. This requires flake graphite production to double by 2025. China dominates world production of battery anode material from small flake graphite, the larger flake size becomes then the more the graphite is worth. Currently the signs are that Njoka will be a large flake to jumbo flake deposit.

Besides LIOB's requiring graphite, a large new market has developed for graphite in fire retardants, using 'expandable graphite'. When treated with acid and applying heat, graphite flakes split apart and increase in volume by up to 300%. This 'expandable graphite' can be pressed into sheets and used for heat and fire protection in applications ranging from building materials to consumer electronics and fuel cells. Following the Grenfell Tower fire in London, fire safety has become a global issue. The cladding on the Grenfell Tower is believed to have contributed to the spread of the fire that killed 71 people and gutted a 24-storey building in West London. Similar fires have occurred in Australia and in the United Arab Emirates. New legislation in Britain, China, the European Union, Japan, and Korea requires fire retardants in building codes. Australia has also placed restrictions on the use of non-flame retardant materials in aluminium cladding on buildings. China alone requires 2 million tonnes of expandable graphite each year in their construction industry.

The physical strength of graphite is now being used for another new development called graphene, this is an atom thin sheet of carbon noted for its incredible strength and conductivity. Graphene is 200 times stronger than steel while remaining lightweight and flexible. The material is already being used in electronics, sensors, green tech solutions, industrial robotics and sporting equipment. Graphene has also been found to have 10 times the stopping power of steel and is twice as effective as Kevlar at stopping bullets. The extremely lightweight nature of graphene is now being used to create fabrics from woven graphene nanotubes, especially for military grade and high performance combat and sports clothing. The graphene industry was estimated to be US$78.7m in 2019 and is predicted to have a compound growth rate of 38.7% through 2027.

7.2 LOCAL GEOLOGY AND MINERALISATION

(This section is slightly edited verbatim after Simpson & Drysdall, 1965)

> *The mineralisation is in the form of disseminated graphite flakes in lenses of banded graphite gneiss, though there has been some redistribution and recrystallisation adjacent to granite and pegmatite veins. The deposit was originally prospected in 1933 by Loangwa Concessions (N.R.) Ltd who dug more than 200 trenches. The deposit was then revisited in 1963 by the Zambian Geological Survey. By that time the area was overgrown and had to be re-mapped, with 76 of the original trenches being re-opened for testing (see Figs 6 to 8). The graphite has been in continual use by the local inhabitants for pot-polishing.*
>
> *The lenses are grouped to form a mineralised zone parallel to the regional strike, over 1$^{1}/_{2}$ miles (2.4 km) long and averaging 200 yards (180 m) wide. The total number of graphitic lenses mapped* **by Simpson & Drysdall in 1963** *was 76.*

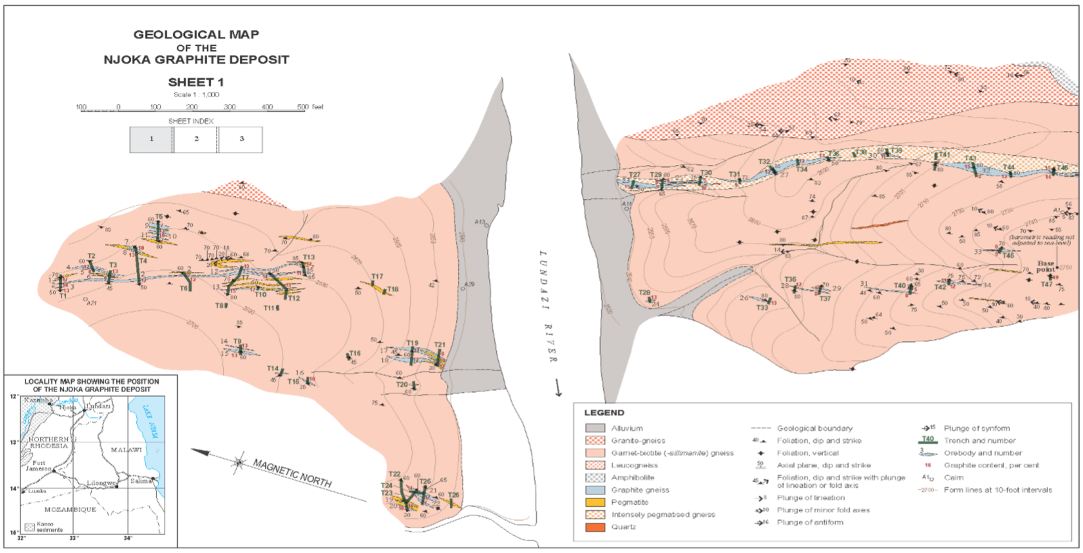

Figure 6: Simpson & Drysdall (1965) geology map showing graphite lenses and trenches – Sheet 1.

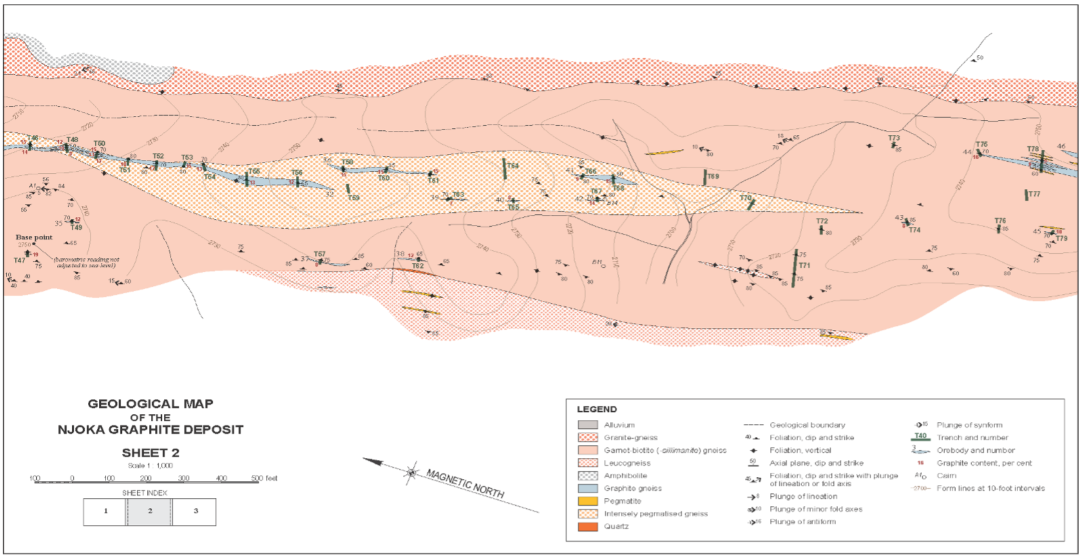

Figure 7: Simpson & Drysdall (1965) geology map showing graphite lenses and trenches – Sheet 2.

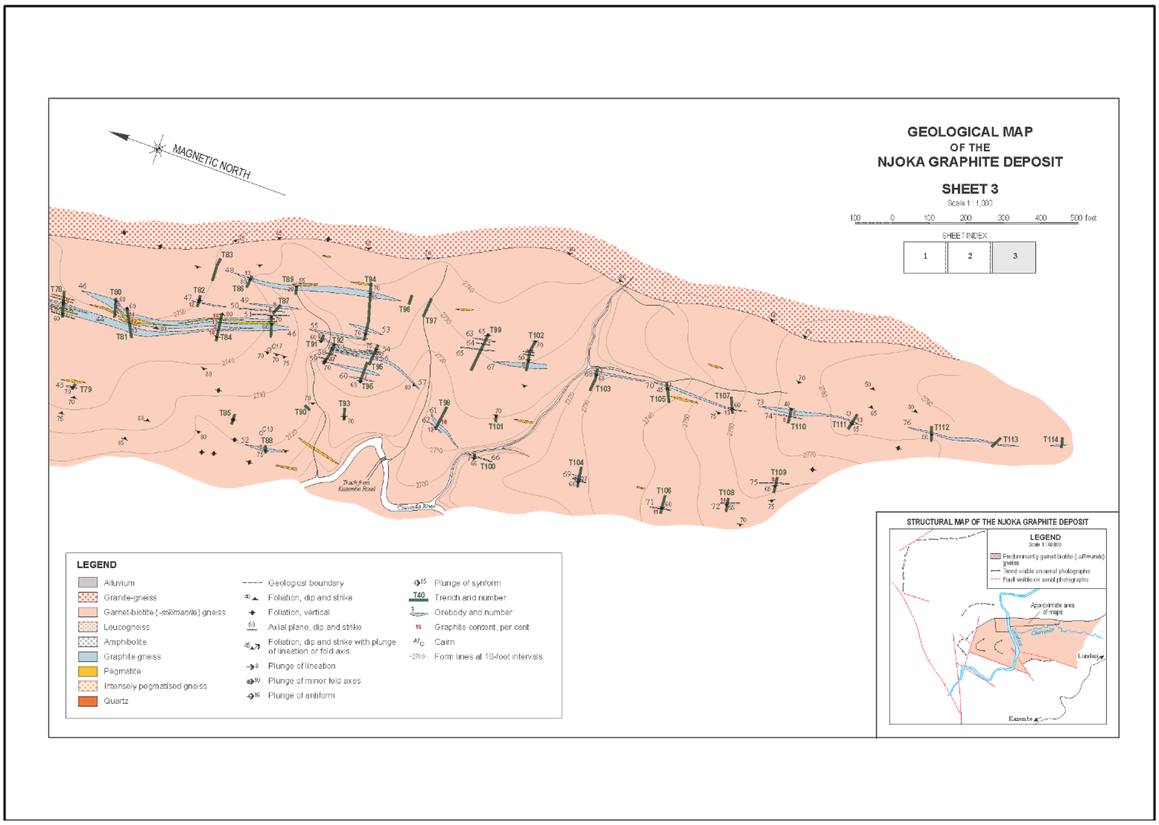

Figure 8: Simpson & Drysdall (1965) geology map showing graphite lenses and trenches – Sheet 3.

Graphite gneiss occurs as a number of lenses conformable to the foliation and grouped in a zone of mineralisation parallel to the regional strike. The largest lens is nearly 1,200 feet (365 m) long and up· to 25 feet (7.6 m) wide, though it pinches and swells as it is traced along strike. (Bancroft (?1934) recorded an orebody 2,000 feet (600 m) long, but it· seems that he regards the discontinuous lenses immediately south of the Lundazi River as belonging to one body (Guernsey 1934 p.6).) Similar variations in the dimensions of the ore body are probable with depth, and a vertical cross-section is also lenticular, though this may be incomplete due to the removal of the upper part by erosion.
These variations are, however, not likely to be noticeable in shallow excavations and they will also tend to cancel one another out. It seems likely that the typical three-dimensional shape of each orebody is an extremely flattened and irregular ellipsoid, with its longest axis inclined northwards parallel to the regional fold plunge of 10º to 15º.

In the greater part of the area the lenses of graphite gneiss dip steeply but to the south the dip is shallower and angles of less than 60º are common, north of the Lundazi River the dip is more variable than elsewhere.
The typical graphite-bearing rock is a medium-grained dark gneiss containing up to 20 per cent graphite in the form of flakes aligned to a defined prominent foliation. These flakes are set in a matrix of quartz and altered feldspar, and in hand specimen appear to be remarkably uniform in size and shape. This gneiss is sometimes veined with stringers of granite and pegmatite conformable to the foliation. Adjacent to these veinlets the graphite has commonly recrystallised to form slightly larger flakes, and a few flakes may occur within the granite. In some

instances where a small narrow lens of graphite gneiss is adjacent to or enclosed in a granitic vein, all the graphite has recrystallised.
Apart from the lenses of graphite gneiss, and graphite in the granite and pegmatite veins, the mineral also occurs in the garnet-biotite-sillimanite gneiss. Here it is present as scattered small flakes in the vicinity of graphite gneiss and, although this sparse mineralisation is of no commercial value, it is a useful indication of more important mineralisation nearby.

7.3 GRAPHITE EXPLORATION

(This section is slightly edited verbatim after Simpson & Drysdall, 1965)

Loangwa Concessions (N.R.) Ltd. explored for graphite at Njoka in the 1930s. This work included the digging, mapping and sampling of more than 200 trenches. This work was described in an unpublished report by Guernsey (1934) and later summarised by Bancroft (1934). Only a very brief description was published (Guernsey 1952, p.53; also Reeve 1963, p.159; Drysdall.,1960A, p.35).

Bancroft records three important orebodies - one 2,000 feet (600 m) long, 10 feet (3 m) wide and averages some 13 per cent graphitic carbon, the second extended over 1,200 feet (365 m) and consists of a number of parallel lenses containing up to 15 per cent graphite, the third comprises two parallel Iens; one over 1,500 feet (450 m) long and 6.5 feet (2 m) wide, with 11 percent graphite, and the other 25 feet wide (7.6 m) with 5 per cent graphite. He also notes the presence of several smaller orebodies and concludes that the deposits are "of sufficient importance to warrant further investigation, especially as regards their continuity in depth and costs of treatment and transport".

As far as is known no further work was done until the investigation in August and September of 1963 and published by Simpson & Drysdall in 1965*, when the earlier mapping had to be repeated as the original maps were lost.*

The old trenches which intersected graphite gneiss were cleaned out and many were extended and deepened. These trenches were mapped and logged and as far as possible the orebodies were traced between the trenches by outcrops and graphite in the soil. All the ore bodies intersected were channel-sampled and these samples were analysed in the laboratories of the Geological Survey, Lusaka. Closely spaced thin lenses were treated as single composites, and channel-samples were taken to include both the graphite gneiss and the intervening barren rock.

Before any of the trenches were deepened, they ranged from 2 feet (0.6 m) to 6 feet (1.8m) deep. The channel-samples were taken along a horizontal or near-horizontal line at an average depth of 2 feet (0.6m), that is as near to the surface as possible while avoiding all rubble and soil. Difficulty was experienced with loose material which tended to "rain down" into the sample, and with the graphite itself which was so light and flaky that the slightest breeze tended to "winnow" the sample as it was taken from the channel.

In addition to the near-surface samples some were taken at greater depth. Three trenches - T43, T52 and T56 - across ore body No. 32 were deepened (Map 2). The "first, T43, was dug to 12 feet, trench T52 could only be dug to 6 feet (1.8 m) before comparatively fresh rock was encountered; and trench T56 could not be deepened *beyond 9 feet (2.7 m), here the ore body contains a high proportion of granite-pegmatite. Bulk samples for experimental work in the metallurgical laboratory were also taken from these deepened trenches. They were dug from the lower part of each trench and were chosen to represent the various types of orebody and degrees of weathering. Further bulk 'composite samples representing the shallower parts of the orebodies were made up from the near-surface channel samples. Samples of fresh rock were collected from outcrops immediately north of trench T33.*

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7.4 METALLURGICAL TESTING

The samples were analysed for graphitic carbon by a variation of the dry combustion method. After grinding, a representative dried portion was placed in a furnace whose temperature was maintained at 1,000ºC for an hour with the furnace door open to ensure oxidation of the carbon. The loss of weight of the sample is proportional to the carbon content. An average grade of 11.7% carbon was returned. This method assumes that there are no carbonates present.

Metallurgical procedures (from Kirby 2021 Appendix 4)

Metallurgical testing of samples from Njoka was first carried out by Simpson & Drysdall (1965) for the Zambian Geological Survey (ZGS). A limited amount of follow up test work was carried out by the British Geological Survey (BGS), Mitchell (1992).

The testing in 1965 by the ZGS, was on a total of 105 samples. The test work procedure was to take three composite samples and six bulk samples and subject them to a grinding, flotation, and tabling procedure. The same conditions were used for all tests. Samples were fine crushed to 100% passing 1.41mm (BSS14 mesh) and then subjecting the material to a flotation procedure that generated a concentrate, a middling, and a tail. The concentrate was effectively a rougher concentrate whilst the middling was a scavenger concentrate. The rougher concentrate was then sent for further cleaning on a shaking table to produce a table concentrate and table tails.

The results of the testing achieved an average graphite recovery to rougher concentrate of 93.2% at a grade of 76.5% carbon. A further 3.8% of the graphite was recovered to a scavenger concentrate. Tabling of the rougher concentrate gave an average graphite recovery of 95.2% at a grade of 77.9%. Overall recovery to table concentrate was therefore 87.8%.

On average, 8.3% of the graphite reported to the combined scavenger flotation concentrate tails and the table tails. Regrinding this material to 100% passing 75 microns, followed by re-flotation gave an average recovery of 93% to a concentrate grade of 95% carbon. This represents an incremental recovery of 7.7%.

The overall recovery of the two graphite concentrates was therefore 95.5%.

In 1992, the BGS, in an ongoing co-operation with various Zambian Government organisations, carried out further testwork on the Njoka graphite. Two samples of graphitic schist were assayed, one friable and one consolidated, and returned graphite grades of 16% and 18% respectively. No details were given on sampling procedure.

A thin section was prepared from the consolidated sample and the mineralogy was described as follows:
The graphite flakes, about 150um to 5mm long and often intercalated with mica, occur in a matrix of calcic plagioclase feldspar (about 100um to 1.2mm in diameter) and quartz.

Metallurgical testing of the above two samples by the BGS was very limited. Dry milling followed by air separation were tried but gave poor results. Froth flotation results were presented but no details were given of the procedures used. The main conclusion was that froth flotation is required to produce graphite concentrates. Flotation concentrates of 78% and 73% with corresponding recoveries of 70% and 74% were achieved from the first and second samples respectively. It was commented that the main impurity in the concentrate was mica which occurs "closely intercalated with and not fully liberated from the graphite". The BGS report concludes that further processing could improve concentrate grades.

Metallurgical Discussion

The metallurgical work by the ZGS in 1965, showed an excellent response to grinding and flotation. Overall graphite recovery to concentrate was very satisfactory. However, there is scope for small improvements by grinding slightly finer prior to flotation. Recent experience with flotation of flake graphite ores in Chinese and Australian laboratories has shown that graphite recovery falls off for particles of over 650 microns.

The rougher concentrate grade and recovery achieved in the 1965 testwork compares well with other flake graphite ores. However, modern graphite flotation flowsheets have evolved to meet the demand for higher concentrate grades. Concentrates with better than 95% total graphitic carbon are achieved by sending rougher concentrates through several stages of regrinding and cleaner flotation. Relatively gentle regrinding in bead mills is used to liberate gangue minerals that are layered between the graphite flakes. This minimises degradation of the graphite flake size whilst allowing cleaner flotation to improve the concentrate grade. It is common practice for the rougher concentrate to be subjected to five stages of regrinding and cleaner flotation, followed by a final cleaner flotation with no regrind.

The initial results from the Njoka ore are regarded as very promising. Additional test work to investigate the response of the ore to multistage regrind cleaning is highly recommended. The work by the BGS in 1992 was much less rigorous than the work of the ZGS, in terms of both sample selection and representation. The relatively low flotation recoveries achieved by the BGS are possibly explained by poor selection of test work parameters, such as grind and flotation reagents. However, the mineralogical commentary is useful.

All in all, the sum of the testwork supports the contention that the Njoka ore will respond well to a modern graphite processing flowsheet. Processing would commence with a primary grind to achieve well liberated graphite particles that are appropriately sized for efficient flotation. The milled product would then go to rougher flotation and the concentrate would be subject to several stages of regrinding and cleaning. Intercalated mica fragments would be liberated from the graphite flakes during regrinding and a high grade concentrate would be produced.

8: FUTURE EXPLORATION

Strategic mineral exploration follows a similar path to other minerals. Once outcropping material has been discovered, then this must be followed by detailed field mapping, trenching, geophysics, drilling, assaying, and finally mineralogical and metallurgical testing. At a bare minimum this defines the geometry, tonnage, and grade of the deposits, both for the rare-element pegmatites and the graphitic bearing gneisses. As stated by Kamona, 1994, in the African Journal of Earth Sciences: "most of the known mineral occurrences have not been exploited and there is a great potential for the discovery of economic deposits by applying the modern techniques of mineral exploration".

The prospectively of the Lundazi Pegmatite Belt to yield commercial quantities and resources of minerals like Nb, Ta, Li, Be and Rare Earth Elements (REE) should be investigated by various methods including by a mobile metal ion (MMI) and heavy mineral geochemical drainage survey of the tenement area.   Geophysical techniques trace the presence of mineralisation across an exploration project. Additional systematic stream sediment sampling, soil sampling and rock chip sampling should also be conducted both on the pegmatites as well in the surrounding drainage.

Graphite is known to be an excellent conductor, therefore electromagnetic (EM) methods can be highly effective exploration tools for graphite exploration. EM surveys can be carried out on the ground or from the air. Airborne EM surveys, such as Versatile-Time-Domain electromagnetics (VTEM), are commonly used during the early stages of exploration as large areas can be covered quickly and cost effectively.

Combining geophysics on both the pegmatites and graphitic bearing gneisses with early stage geological mapping, trenching, assaying and geochemical sampling using the MMI method, will allow the recognition of mineralisation across the property prior to drilling.

At the drill stage, there are two main methods of drilling, reverse circulation (RC) and diamond core drilling (DD), each with their own advantages and disadvantages. RC drilling is a type of percussion drilling that uses a hammer to pulverise the rock into powder and chips, which are then brought to the surface by compressed air. RC drilling are being used successfully by other projects to investigate the mineralisation and establish a resource in rare-element pegmatites.

For the graphite deposit, DD is the preferred drilling method as both the graphite flakes and host rock are returned as undisturbed cores of the rock. DD is more expensive than RC drilling so planning has to be undertaken prior to choosing the technique to be used.

Assaying has to be performed on samples from outcrops, trenching and drilling. The simplest way to analyse a sample for graphite is by what is known as 'loss on ignition' (LOI), where a sample is heated to 1000 degrees Celsius and the graphite content is determined as the percentage weight loss. This is not entirely as simple as described as other sources of carbon besides graphite in the rock have to be taken into account. However, the end result will be the reporting of total graphitic carbon (TGC). Therefore when TGC is reported, other sources of carbon (organic carbon, calcite, etc) has been removed from the grade estimate.

Finally mineralogical and metallurgical testing must be carried out to estimate flake size and likely liberation characteristics and to help with selection of composites for metallurgical testing. Such mineralogical work can be carried out throughout the exploration phase. The assaying for graphitic carbon contained in a deposit does not necessarily mean the amount of graphite that may be recovered, samples must be submitted for metallurgical testing to gauge how much graphite can be economically liberated before embarking on the design of an extraction plant.

AM&A suggest the following two Phase work programs on both the rare-element pegmatites as well as the graphite deposit that together forms the strategic mineral Project:

Activity	Phase 1 (USD)	Phase 2 (USD)	Total (USD)
Airborne Geophysics	45,000	0	45,000
Mapping and Trenching & assays	38,000	18,000	56,000
MMI Geochemistry	30,000	4,000	34,000
RC Drilling & Assays	120,000	25,000	145,000
Diamond Drilling & Assays	0	150,000	150,000
Mineralogy	8,000	4,000	12,000
Met Testing	18,000	35,000	53,000
Field Geologists & Field Support	75,000	75,000	150,000
Sub-Total	**334,000**	**311,000**	**645,000**
Contingencies 10%	33,400	31,1,00	64,500
Total US$	**367,400**	**342,100**	**709,500**

9:MINERAL RESOURCE AND ORE RESERVE ESTIMATES

There are no JORC Code (2012) resource estimates for this project. However, through the exploration work done by Malaika Development Limited the Lundazi pegmatite belt (LPB) has been significantly further defined. A total of 35 trenches were dug with a total combined length of 429m as part of the rare-element pegmatite exploration programme. 7 open pits were also developed with a total combined excavation area of over 7,000m2. Given the significant exploration work already conducted and the results obtained to date it is possible that a rare-element resource can be established through further exploration on the pegmatite belt.

With regards to graphite, it is pointed out that the 76 graphitic lenses mapped by Simpson & Drysdall (1965) sporadically outcrop over some 2400 metres and cover a width of some

180 metres. The work was carried out by the ZGS to find a project for local artisanal miners to be able to exploit the graphite, as such the mineralisation was only really tested to a depth some 2 metres as this was considered the depth that could be mined by the local workers utilising their hand held picks and shovels.

A small resource was calculated by the ZGS for the top 2 metres but no parameters for the calculation are given, neither is it identified which outcrops were considered in the calculation. However, the metallurgical testing and surface assaying suggests an average grade of 11.7% graphite might be returned at the project.

The presence of a multitude of robust graphitic pods over an area of 2,400m x 180m, augurs well for locating a significant graphite ore-body. As already mentioned, the graphitic lenses at Njoka have only been tested to a depth of 2.0m, and it would be naïve to assume that the graphite stops at or near that depth. The graphitic bodies will extend deeper and could, in fact, extend to depths of several hundred metres. Neither is there a recognised constraint on the strike extension of the graphite lenses.

Given the foregoing, there is no reason to think other than that a significant strategic minerals ore-body comprising amongst others Nb, Ta, REE and / or graphite may be found in the project area. ,

AM&A can state that the project is highly prospective for the locating of a significant strategic mineral resource including Nb, Ta, REE and or graphite. The graphite furthermore exhibits good metallurgy and a grade of approximating 11.7% TGC. The value of Malaika's strategic mineral project is identified through the geology of the project itself.

10:RISKS

A key risk, common to all exploration companies, is that the expected mineralisation may not be present or that it may be too small to warrant commercial exploitation.

The interpretations and conclusions reached in this Report are based on current scientific understanding and the best evidence available to the author at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for absolute certainty.

The ability of any person to achieve forward-looking production and economic targets is dependent on numerous factors that are beyond AM&A's control and that AM&A cannot anticipate. These factors include, but are not limited to, site-specific mining and geological conditions, management and personnel capabilities, availability of funding to properly operate and capitalise the operation, variations in cost elements and market conditions, developing and operating the mine in an efficient manner, unforeseen changes in legislation and new industry developments. Any of these factors may substantially alter the performance of any mining operation.

The data included in this report and the basis of the interpretations herein have been derived from a compilation of data sourced from the internet and data received from Malaika Development Limited. Malaika predominantly focus their exploration activities on the rare-element pegmatites but the graphite related reports are generally old and mostly rely on the work done by Simpson & Drysdall for the Zambian Geological Survey published in 1965.

The historical exploration reports do not include or discuss the use of quality assurance and quality control (QA/QC) procedures as part of the sampling programs. Therefore, it is difficult to determine the validity of much of the historical samples. There are no Mineral Resource estimates reported for the project that is in accordance with the 2012 JORC Code. Any future estimates of Mineral Resources may change as new information becomes available or new modifying factors arise.

The exploration potential of the project may change when new information becomes available or new modifying factors arise. Interpretations and assumptions on the geology and controls on the mineralisation on which the exploration potential has been based on may be found to be inaccurate after further mapping, drilling and sampling or through future production. Any adjustment could affect the potential for future development and mining plans, which could materially and adversely affect the potential revenue from the Project and the valuation of the Project. If the potential is over-estimated in either quantity or quality of ore, the profitability of the project will be adversely affected. If however the quantity or quality is underestimated the profitability of the project will be enhanced. Since there is no drilling into any of the mineralised lenses the depth continuity and widths cannot be estimated. Mineral value fluctuations, dilution, grade and mining losses all could potentially change the value of the stated exploration potential.

Mineral exploration, by its very nature has significant risks, especially for early-stage projects. This may include, but is not limited to, factors such as community consultation and agreements, metallurgical issues, mining and environmental considerations, availability and suitability of processing facilities or capital to build appropriate facilities, regulatory guidelines and restrictions, ability to develop infrastructure appropriately, and mine closure processes. In addition, variations in commodity prices, saleability of commodities and other factors outside the control of the Company may have either negative or positive impacts on the projects that may be defined.

The interpretations and conclusions reached in this Report are based on current scientific understanding and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for absolute certainty.

11:PROJECT CONCLUSIONS

A total of 35 trenches were dug with a total combined length of 429m as part of the rare-element pegmatite exploration programme. The width of the trenches vary between 0.85m and 9m wide and up to a depth of 7.5m. The trenches were logged and sampled. 7 open pits were also developed with a total combined excavation area of over 7,000m2. Numerous very significant niobium, tantalum, rare-earth element (REE) and lithium assay results were returned including niobium results of up to 42.5% Nb, tantalum results of up to 37.2% Ta and rare-earth element results of up to 16% REE.

The graphite deposit includes a graphite deposit consisting of several graphitic gneiss lenses mapped in the 1960s that occur within a zone over a strike length of approximately 2.4 km and 200 m wide.

There is no JORC Code (2012) resource estimate for this deposit. AM&A consider the strategic mineral project to be an excellent exploration target with potential for discovery of significant strategic mineral deposit with potential economical values of a variety of strategic minerals including niobium, tantalum, rare-earth elements (REE), lithium, beryl and graphite, based on previous exploration results.

Yours faithfully,

Allen J. Maynard. BAppSc (Geol), MAIG. MAusIMM

24 February 2022

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APPENDIX 1- Malaika Development Limited

Large Scale Exploration Licence

Chama – Lundazi

REPUBLIC OF ZAMBIA

The Mines and Minerals Development Act, 2015
(Act No. 11 of 2015)
The Mines and Minerals Development (General) Regulations, 2016

LICENCE NO. 26880-HQ-LEL

LARGE SCALE EXPLORATION LICENCE

(*Section 23 of the Mines and Minerals Development Act, No. 11 of 2015*)

Holder's name: **Malaika Development Limited**

Address: **2, Msanza Road, Kalundu, Lusaka**

The Prospecting area shall be the area described in the Schedule and annexed hereto and bordered **Blue** on the Plan.

The licence relates to the following minerals: **Strontium, Copper, Quartz, Tungsten, Thorium, Fluorine-Fluorite, Cobalt, Tantalum, Beryllium, Corundum, Lithium, Rare EarthsElements, Cerium, Columbite, Vermiculite, Garnet, Uranium, Graphite, Yttrium and Gold**

The licence is granted for a period of **4 years** commencing on the 16th day of **July, 2020**

The conditions of grant of the licence are as shown in the Annexures attached hereto.

Issued at **Lusaka** this **13th** day of November, **2020.**

....

M. Chibonga

Director

ENDORSEMENT OF REGISTRATION

This **Large Scale Exploration License** has on this **16th** day of **July, 2020** been registered in the Register.

....

M. Chibonga

Director

APPENDIX 2
Permission to Explore

Telephone: +260 211 226131/234375

In reply please quote:
No: MLNR/FDHQ/15/4/2

REPUBLIC OF ZAMBIA

MINISTRY OF LANDS AND NATURAL RESOURCES
Office of the Director of Forestry
2nd Floor, Kwacha House Annex, Cairo Road
P.O. Box 50042
LUSAKA 10101

16th December, 2020

The Director
Malaika Developments Limited
2 Msanzara Road
LUSAKA

REQUEST FOR CONSENT TO CONDUCT NON- DESTRUCTIVE MINERAL EXPLORATION ACTIVITIES WITHIN THE LUNDAZI PROTECTED FOREST AREA NO. 24 AROUND NJOKA IN EASTERN PROVINCE

Reference is made to your letter dated 29th November, 2020 in which you requested for permission to conduct non-destructive mineral exploration activities in Lundazi National Forest No. P: 24 in Eastern Province.

You are hereby granted consent to access the mentioned Forest Reserve only for the purpose of prospecting as scheduled on your Mining Licence No. 26880- HQ-LEL. However, the Company should facilitate for the Provincial and District Forestry Offices to carry out a biomass assessment before and after completion of the activities.

By copy of this minute, the Provincial Forestry Office in Eastern Province is hereby notified and requested to facilitate.

Your cooperation in this matter will be highly appreciated.

Ignatius N. Makumba
DRIECTOR OF FORESTRY

All Communication must be addressed to the Director of Forestry

APPENDIX 2
Permission to Explore (continue)

MINISTRY OF TOURISM & ARTS
Department of National Parks and Wildlife
Private Bag 1, Kafue Road, Chilanga, Zambia
Telephone: +260-211-279080 / 278366 / 278555 / 278365
Telefax: +260-211-278524 / 278244 / 278471
Email: info@zawa.org.zm

All correspondence should be addressed to the Director

NPW/12/3/1

3rd May 2021

Dr. Musebu Sichula
Director
Malaika Developments Limited
Building No. 3
Msanzara Road, Kalundu,
LUSAKA

RE: REQUEST FOR CONSENT TO CONDUCT NON-DESTRUCTIVE MINERAL EXPLORATION ACTIVITIES FOR LICENSE 26880-HQ-LELWITHIN THE LUMIMBA GMA AND MUSALANGU GMA CLOSE TO NJOKAIN EASTERN PROVINCE OF ZAMBIA

Refer to the caption matter.

The Department of National Park and Wildlife (DNPW) is in receipt of your letter dated 25th March 2020 in which you requested for consent to conduct non-destructive mineral exploration on license number **26880-HQ-LEL** in Lumimba and Musalangu Game Management Areas (GMAs).

The Department takes cognizance of the decision letter issued by the Zambia Environmental Management Agency (ZEMA) in approval of the proposed exploration activities and the consent letter from Forest Department. The Department therefore wishes to reiterate that permit to conduct exploration activities is hereby granted in the portion of the license area which falls in the Development Zone of Lumimba GMA and the Mointaneous Zone of Musalangu GMA, find herewith the attached map.

You are however reminded that the granted permit is strictly for mineral exploration and not mining, thus, you shall abide by the following conditions;-

1. You shall ensure that continuous rehabilitation is done for any damage and degradation caused by exploration activities.
2. You shall ensure that continuous rehabilitation is done for any damage and degradation caused by exploration activities.
3. You shall not establish domestic, industrial and / or hazardious waste disposal sites in the GMA.

Southern Region Office	Eastern Region Office	Northern Region Office	Western Region Office
P.O. Box 60086	P.O. Box 18	P.O. Box 710393	P.O. Box 830124
Livingstone	Mfuwe	Mansa	Mumbwa
Tel: +260-213-321396	Tel: 062 45021 / 062 45042	Tel: +260-212-8221735	Tel: 01 800056

APPENDIX 3 - Mining Regulation in Zambia

By Eric Silwamba, SC, Joseph Alexander Jalasi, and Lubinda Linyama
September 22, 2020
http://www.dentonsmininglaw.com/mining-regulation-in-zambia/

The primary law governing the mining sector in Zambia is the *Mines and Minerals Development Act* No. 11 of 2015 (*MMDA*) as amended by the *Mines and Minerals Development (Amendment) Act* No. 14 of 2016.[1] The *MMDA* deals with mining rights, licences, large-scale mining rights, gemstone mining, health and safety, environmental protection, and geological services for analysis, royalties, and charges.

Other legislation relevant to mining operations in Zambia include the *Mines Acquisition (Special Provisions) Act*, Chapter 218, Volume 13 of the Laws of Zambia and the *Mines Acquisition (Special Provisions) (No. 2) Act*, Chapter 219, Volume 13 of the Laws of Zambia. The *Mines Acquisition (Special Provisions) Act*, Chapter 218 facilitates the acquisition of a 51% interest in each of the main Zambian copper mining companies by the Zambian Government. The *Mines Acquisition (Special Provisions) (No. 2) Act, Chapter 219*, facilitates the incorporation under the laws of Bermuda of a company incorporated under the laws of Zambia by the name Zambian Anglo American Limited.

The Zambian mining industry is administered by the Ministry of Mines and Minerals Development (the Ministry) (previously called the Ministry of Mines, Energy and Water Development), specifically by the office of the Director of Mines.

The *MMDA* gives primary power to the Director of Mines, Director of Mines Safety, Director of Mining Cadastre, and Director of Geological Survey. Additionally, the Minister of Mines and Minerals Development (the Minister) has an appellate and supervisory role over the Directors' actions. Some of the powers and duties of the Ministry include:

(a) inspecting the area of mining activity, premises, or workings;

(b) examining the exploration, mining, or mineral processing operations or the treatment of minerals at the area. working, or premises;

(c) ascertaining whether the provisions of the *MMDA* or the conditions of a mining right or non-mining right are being complied with;

(d) ascertaining whether any nuisance exists upon the area, land, mine, or in the premises or workings;

(e) giving directions and taking steps to enforce any provision of the *MMDA* or abating or removing any nuisance;

(f) taking soil samples or specimens of rocks, ore concentrates, tailings, minerals or any other material from the area, premises, or workings for the purpose of examination or assay;

(g) examining books, accounts, vouchers, documents, maps, drilling logs, or records of any kind; and

(h) obtaining any information necessary for the purposes of the *MMDA*.

Acquisition of mining rights

A person is required to make an application to the Director of Mining Cadastre in order to conduct reconnaissance or exploration activities, acquire prospecting rights, conduct mining activities, or dispose of or sell minerals.

Section 12 of the *MMDA* prohibits any person from undertaking any reconnaissance activity without a mining right, a mineral processing licence, or a gold panning certificate. Section 18(2) of the *MMDA* provides that a holder of a mining right or a mineral processing licence shall survey and demarcate the area covered by the licence and register a pegging certificate at the Mining Cadastre Office within 180 days of the granting of the licence.

To acquire prospecting rights, the applicant must apply for an exploration licence with the Director of the Mining Cadastre and pay a prescribed fee. The Mining Licence Committee (the Committee) of the Ministry, which includes all the directors mentioned earlier, will grant the applicant an exploration licence within 60 days of the receipt of an application, if the application complies with the provisions of the *MMDA*. An exploration licence confers on the holder exclusive rights to carry on exploration in the exploration area for the minerals specified in the licence and to do all such other acts and things as are necessary for, or incidental to, the carrying on of those operations.

Further, a person wishing to conduct mining and dispose of minerals is required to first acquire a mining right or a mining licence granted under the *MMDA*. In order to acquire mining rights, the applicant is required to apply for a mining right by addressing the application to the Mining Cadastre Office. The Director of Mining Cadastre may, before issuing a mining right or mining licence, require that the land over which the mining right or mining licence is to be issued be properly surveyed in accordance with the provisions of the *MMDA*.

The *MMDA* additionally provides for restrictions on the ability to transfer reconnaissance, exploration, and mining rights. The transfer of these rights requires the prior consent of the Minister of Mines and the production of a tax clearance certificate.

The *MMDA* distinguishes between mining rights and surface rights. The holder of a right to conduct reconnaissance, exploration, or mining does not automatically have the right to use the surface of land. However, the holder may have the following rights in relation to the surface of land:

i) to enter the mining area and take reasonable measures on or under the surface for the purpose of mining operations;

ii) to carry on mining operations and to do all such other acts and things as are necessary for carrying on of those operations;

iii) to dispose of any mineral products recovered;

iv) to stack or dump any mineral or waste product; and

v) to erect the necessary equipment and buildings for the purpose of mining, transporting, dressing, or treating the minerals recovered in the course of the mining operations.

The holder of a reconnaissance, exploration, or mining right has an obligation to the landowner or the lawful occupier, subject to the mining right, to pay fair and reasonable compensation for any disturbance of the rights of the occupier, including any damage done to the surface of the land by the operations.

Where the holder requires exclusive or other use of the whole or any portion of the prospecting or mining area, the holder has an obligation to acquire a lease to use the same as agreed between such holder and the landowner or lawful occupier. This is referred to as an access agreement. Section 57 of the *MMDA*, however, provides for exceptions to the above. Any dispute with respect to compensation between the surface rights holder and the holder of a mining right may be resolved by the Director of Mining Cadastre with the consent of the parties. The Director may also require the parties to submit to arbitration in accordance with the provisions of the *Arbitration Act*.

Customary law has some influence with respect to surface rights on land held under customary law tenure.

Foreign ownership and indigenous ownership requirements and restrictions

It is important to note that prospecting permits, small-scale mining licences, and small-scale gemstone licences, cannot be granted to a person who is not a citizen of Zambia or a company that is not citizen-owned as defined by the *MMDA*. Under the *MMDA*, a citizen-owned company is a company where at least 50.1% of its equity is owned by Zambian citizens and in which the Zambian citizens have significant control over the management of the company. There are no restrictions with respect to foreign ownership for holders of large-scale mining licences.

Small-scale mining relates to mining over an area covering a minimum of three cadastre units and not exceeding 120 cadastre units. Large-scale mining on the other hand relates to mining over an area of a minimum of 121 cadastre units and not exceeding 7,485 cadastre units.

Additionally, under the *MMDA*, artisanal mining rights, mineral trading permits and gold-panning certificates cannot be granted to a person who is not a citizen of Zambia or a company that is not a citizen-owned company. Artisanal mining shall only be undertaken by a citizen or a co-operative wholly composed of citizens.

There are no ownership restrictions with respect to exploration, large-scale mining, mineral processing, and mineral import and export permits.

Health regulations and the impact of COVID-19 on the mining industry

The outbreak of the COVID-19 pandemic has negatively affected the mining industry in Zambia. The Minister of Health issued the *Public Health Act* (Laws, Volume 17, Cap. 295) and the *Public Health (Infected Areas) (Coronavirus Disease 2019) Regulations*

Statutory Instrument No. 22 of 2020 which established punitive measures on companies that fail to comply with health regulations. Additionally, the mining sector is China's topmost interest for investing in Zambia and travel restrictions, shutdowns, and port closures have resulted in decreased demand for minerals. Some mines have threatened to go under care and maintenance, but it is difficult to ascertain if any mines actually undertook such a decision.

Protection of investment in Zambia

Zambia has laws in place designed to promote foreign investment and to protect and guarantee such investments through agreements with investors and other countries. Any compulsory expropriation of an investment may only be done under customary international law and is subject to the Constitution of Zambia.

Additionally, Zambia has entered into a number of multilateral and bilateral treaties, which include the *Convention on the Settlement of Investment Disputes between States and Nationals of other States*, the SADC Protocol, the COMESA Treaty, and the COMESA Common Investment Area (CCIA) Agreement.

Zambia also has bilateral investment treaties with the United Kingdom (2009), Mauritius (2015), the Netherlands (2003), the Belgium-Luxembourg Economic Union (2001), China (1996), France (2002), Germany (1996), Egypt (2000), Cuba (2000), and Switzerland (1994).

Taxes and royalties

Under Zambia's *Income Tax Act*, the corporate income tax rate applicable to companies carrying out mining operations is 30%. The variable profits tax of up to 15% no longer applies. However, there is a limit on the deduction of losses to 50% of taxable income. Withholding tax on dividends declared by a company carrying out mining operations is charged at a rate of 0%.

Mineral royalties for holders of mining rights are payable at a rate of 5% on base metals (except copper) and energy and industrial minerals and 6% for gemstones and precious metals. For copper, the mineral royalty rate is 4% when the price of copper is less than USD$4,500 per tonne, 5% where the price of copper is between USD $4,500 and USD $6,000 per tonne, and 6% where the price of copper is more than USD $6,000 per tonne.

Cancellation, abandonment and relinquishment of exploration or mining rights

The *MMDA* allows the holder of a right to abandon the right either totally or partially, subject to the licence or permit, upon application to the Director of Mining Cadastre for a certificate of abandonment. An application for abandonment must be made no later than 90 days before the date on which the holder wishes the abandonment to have effect.

Moreover, there are obligations placed upon the holder of an exploration right or a mining right to relinquish a part of the right after a certain period of time. An exploration licence is valid for a period of four years and it may be renewed for two further periods not exceeding three years each. The maximum period from the initial granting of the licence shall not exceed 10 years. A holder of an exploration licence shall relinquish 50% of the exploration at each renewal. However, an exploration licence for small-scale exploration and gemstones, other than diamonds, is not renewable.

Power of the government to cancel an exploration or mining right

It is important to note that under the *MMDA*, the Government of Zambia has the power to cancel an exploration or mining right if the holder fails to comply with the conditions relating to mining rights or non-mining rights.

A mining right may be cancelled if the holder:

(a) contravenes a condition of the mining right or non-mining right;

(b) fails to comply with any requirement of the *MMDA* relating to the mining right or non-mining right;

(c) fails to comply with a direction lawfully given under the *MMDA*;

(d) fails to comply with a condition on which any certificate of abandonment is issued or on which any exemption or consent is given under the *MMDA*;

(e) is convicted on account of safety, health, or environmental matters;

(f) in the case of a large-scale mining licence or large-scale gemstone licence, has failed to carry on mining operations in accordance with the proposed plan of mining operations, and the gross proceeds of sale of mineral from an area subject to such licence in each of any three successive years is less than half of the deemed turnover application to that licence in each of those years; and

(g) is convicted for giving false information on recovery of ores and mineral products, production costs, or sale.

Legal recourse

Disputes under the *MMDA* may arise from issues concerning the application for a mining licence, the validity of permits and licences issued or deemed to be issued by the Ministry, and the constraints of the rights conferred upon holders of the respective licences or permits.

Whenever the Minister, the Committee, any of the Directors, or an authorized officer makes a decision against the holder of a right under the *MMDA*, the holder or applicant affected by the decision shall be informed of the decision and the reasons for the decision by through written notice and the notice shall inform the applicant of their right of appeal.

A decision of the Director of Mining Cadastre, Director of Mines Safety, Director of Mines, Director of Geological Survey, or the Committee under the *MMDA* may be appealed to the Minister within 30 days of receipt of the decision. A decision of the

Minister may be appealed to the court within 30 days of receipt of the Minister's decision.

Within 14 days of determining an appeal, the court informs the appellant and the Minister of its decision and provides written reasons. If a party is still unsatisfied with the outcome of its matter from the court, they may appeal to the High Court of Zambia within 30 days of receiving the court's decision. The appellate procedure may advance all the way to the Supreme Court of Zambia subject to the rules of the Court that may become applicable at each appellate stage.

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[1] The *MMDA* came into effect on July 1, 2015 although the date of assent is August 14, 2015. It repealed and replaced the *Mines and Minerals Development Act* No. 7 of 2008.

Rudnick RL, Gao S (2004) Composition of the continental crust. In: Rudnick RL (ed) Treatise on Geochemistry 3, pp 1-64

APPENDIX 4 – Metallurgical Procedures

TECHNICAL NOTE
NJOKA GRAPHITE, ZAMBIA
REVIEW OF GEOLOGICAL SURVEY REPORTS
FROM A MINERALS PROCESSING PERSPECTIVE

1: Introduction

This technical note was commissioned by Ed Nealon as part of his evaluation work on the Njoka Graphite Deposit in Zambia. The note covers a preliminary interpretation of the processing characteristics of the graphite ore from testwork described in two Geological Survey reports. Experience with other flake graphite deposits is also considered.

2: Conclusions and Recommendations

Further Evaluation of the Njoka Graphite Deposit

Further evaluation of the Njoka graphite deposit is recommended. The testwork results presented in the Geological Survey Reports indicate that it is likely that high value graphite concentrates can be produced.

The deposit that has been identified appears to be large enough to support small scale mining. However, it is likely that it there are depth and strike extensions that can be identified by airborne EM surveys and then quantified by exploration drilling. The objectives of such work would be to establish a graphite deposit of sufficient size to support a commercial scale of mechanised mining and processing.

Testwork on diamond drill core samples would be required to confirm the processing characteristics of the ore and allow valuation of the graphite concentrates.

Experience Suggests that Hard Rock Ore Will have Improved Processing Characteristics

The reports only consider soft material to a depth of no more than 3.7 m below surface that does not require blasting. However, experience with other African flake graphite deposits suggests that deeper hard-rock ores will have even better processing characteristics. There is usually an improvement in graphite recoveries and graphite concentrate values from ore at increasing depth below surface.

Environmental Issues Must be Considered

Most graphite ores also contain some sulfides, and this allows classification into oxide, transitional and fresh based on the level of oxidation of sulfides. The deposit may be oxide down to the water table (say to between 10 and 30 m depth), then transitional over several tens of meters and then fresh at depth. Sulfides are not usually a problem for graphite ore processing. However, they do report to the tailings stream and their acid generating potential must be managed by appropriate designs for tailings storage facilities.

3: The Geological Survey Reports

Overview

The two reports, one from the Zambian Geological Survey, and the other from the British Geological Survey date back to 1965 and 1992 respectively. Both reports have sections covering testwork aimed at characterising the graphite ore in regard to processing.

Graphite ores are generally used to produce graphite concentrates for sale. The value of the mined ore depends on graphite head grade, recovery of graphite to concentrate and the value of the concentrate produced. This means that testwork to evaluate recovery and graphite concentrate characteristics is an essential part of the evaluation of a graphite deposit.

The sales value of the concentrate depends on a combination of its physical properties. The most important of these are the particle size distribution and the purity of individual size fractions. However, other properties such as suitability for production of various end products such as battery anode material, micronized high purity graphite, expanded graphite, or graphite foil are very important. These physical properties are generally determined by testwork in a number of specialised laboratories.

The testwork associated with both of the Geological Survey reports was preliminary in nature and was conducted at a time before advanced technology graphite applications had been developed. Nevertheless, the results do give positive indications regarding the likely processing characteristics of the ore.

Zambian Geological Survey Report 1965

Background

The 1965 Zambian report covers a detailed re-evaluation of the Njoka deposit. It refers to earlier (1934) work on the deposit involving trenching and sampling. The re-evaluation included surveying and mapping as well as cleaning out, deepening and re-sampling many of the earlier exploration trenches. The focus was on evaluation of near surface ore that could be exploited without blasting. The maximum depth of ore sampled was 3.7 meters (12 feet).

Sampling and Compositing

The report described how bulk and composite samples were prepared for testwork as follows:

One hundred and five channel samples of weathered material ranging in weight from one to 5 lb, and representing cross sections of all workable orebodies, were treated. In addition, bulk samples (T43, T33, T52, T56, T81, T94) were chosen to represent as wide a variation of graphite mineralisation as possible, ranging from the relatively hard rock of T33 to the soft friable material of T43.
Individual channel samples were halved, and half of each sample was stored. The remaining material was bulked into composite samples, representing groups of graphite gneiss lenses suitable for mining.

This was a comprehensive trench sampling program that generated useful samples for testwork to evaluate the graphite deposit. The samples taken were representative of highly selective mining rather than bulk mechanised mining.

Testwork Procedure

Three composite samples and the six bulk samples were then subject to a grinding, flotation and tabling test procedure. The same conditions were used for all tests.

Samples were fine crushed to 100% passing 1.41 mm (BSS 14 mesh) and then subject to a flotation procedure that generated a concentrate, middlings and tail. The concentrate was effectively a rougher concentrate whilst the middling was a scavenger concentrate. The rougher concentrate was then sent to further cleaning on a shaking table to produce a table concentrate and table tails.

Some additional work was done to evaluate additional graphite recovery from combined table tailings and scavenger concentrate. Regrinding to 100% passing 75 microns (200 mesh) was followed by a single stage of flotation to generate a fine concentrate.

Results of the testwork

The average graphite recovery to rougher concentrate was 93.2% at a grade of 76.5% carbon. A further 3.8% of the graphite was recovered to the scavenger concentrate.

Tabling of the rougher concentrate gave an average graphite recovery of 95.2% at a grade of 77.39%. Overall recovery to table concentrate was therefore 87.8%.

On average, 8.3% of the graphite reported to the combined scavenger flotation concentrate and table tailings. Regrinding this material to 100% passing 75 microns, followed by re-flotation gave an average recovery of 93% to a concentrate grade of 95% carbon. This recovery represents an incremental recovery of 7.7%

The overall recovery to the two graphite concentrates was therefore 95.5%.

Comment on the Testwork Procedure and Results

The graphite ore shows excellent response to grinding and flotation. Overall graphite recovery to concentrate was very satisfactory. However, there may scope for a small improvement by grinding slightly finer before flotation. Recent experience with the flotation of other flake graphite ores in Chinese and Australian laboratories has shown that graphite recovery falls off for particle sizes of over 650 microns.

The rougher concentrate grade and recovery achieved in this 1965 testwork compares well with recent experience with other flake graphite ores. However, modern graphite flotation flowsheets have evolved to meet the demand for high concentrate grades. Concentrates with better than 95% total graphitic carbon (TGC) are achieved by sending rougher concentrates to several stages of regrinding and cleaner flotation.

Relatively gentle regrinding in bead mills is used to liberate gangue minerals that are layered between graphite flakes. This minimizes degradation of graphite flake size whilst allowing cleaner flotation to improve the concentrate grade. It would be common practice for the rougher concentrate to be subject to five stages of regrinding and cleaner flotation. This would be followed by a final stage of cleaner flotation with no regrind.

Graphite ores from different sources will have a variety of response to upgrading by multistage regrind cleaning. The response varies according to the mineralogy of the ores. However, ores with good treatment characteristics will commonly give better than 90% recovery to a concentrate with an average grade of better than 95% total graphitic carbon TGC, and with a size distribution containing more than 25% by weight in the +300 micron size fraction.

The initial results from the Njoka ore can be regarded as very promising. Additional testwork to investigate the response of the ore to multistage regrind cleaning is recommended.

Tabling did not achieve significant upgrading of the rougher flotation concentrates. This should not be regarded as a negative indication. It could imply that the graphite flakes were relatively thick compared to their length and width. This would mean that during tabling, they would not be easy to separate from more euhedral shaped gangue minerals. Thick graphite flakes could be delaminated during gentle regrinding to release gangue such as mica. This would allow upgrading in cleaner flotation with good retention of flake size (as determined by the length and width of flakes).

British Geological Survey Report 1992

Background

This report was the result of ongoing co-operation between the British Geological Survey (BGS) and the various Zambian Government organizations associated with mining. The objective of the program was to offer assistance in the development of the industrial minerals resources of Zambia. Samples taken during field visits in 1991 were sent to the BGS mineralogy and petrology lab for further evaluation.

Sampling

Two samples of graphitic schist were taken from the Njoka deposit. The first of these was described as “unconsolidated rubbly material” and the second as more consolidated. The samples had graphite grades of 16% and 18% respectively. No details were given regarding sampling procedure or efforts to ensure that samples were representative of the graphite deposit.

Mineralogical Examination

A thin section prepared from the more consolidated sample was examined by optical microscopy. The mineralogy was described as follows:

The graphite flakes, about 150 µm to 5 mm long and often intercalated with mica, occur in a matrix of calcic plagioclase feldspar (about 100 µm to 1.2 mm in diameter) and quartz.

Testwork

A limited amount of testwork was undertaken. Dry milling followed by air separation gave poor results. Froth flotation results were discussed but no details were given of the procedures used. The report concluded that:

The current investigation has shown that air classification, as a method of graphite preconcentration, has limited use in upgrading the Njoka graphite and therefore froth flotation alone would be required to produce graphite concentrates.

Flotation concentrates of 78% graphite and 73% graphite with corresponding recoveries of 70% and 74% were achieved from the first and second samples. It was commented that the main impurity in the concentrates was mica which occurs "closely intercalated with and not fully liberated from the graphite". The BGS report concluded that further processing could possibly improve concentrate grades.

Comment on the BGS Evaluation and Results

The 1992 BGS evaluation was much less rigorous than the 1965 evaluation in terms of sample selection and representativity. The relatively low recoveries achieved in flotation are not explained but could have easily resulted from poor selection of testwork parameters (grind, flotation reagents etc). The mineralogical comments give useful perspective and could be regarded as very promising

These results could be taken as supporting the contention that Njoka ore would respond well to a modern graphite processing flowsheet. Processing would commence with a primary grind to achieve well liberated graphite particles that are appropriately sized for efficient flotation. The milled product would then go to rougher flotation and the concentrate would be subject to several stages of regrinding and cleaning. Intercalated mica would be liberated from graphite flakes during regrinding and the product would be a high-grade graphite concentrate.

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APPENDIX 5 – JORC Code, 2012 Edition – Table 1

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	• *Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.* • *In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.*	• This report relies on exploration work carried out in the early 1960s. The report describes in general the sampling methods employed to channel sample trenches cut across the mineralised lenses but there is no way of verifying their accuracy and reliability.
Drilling techniques	• *Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).*	• No drilling results reported.
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.*	• No drilling results reported.
Logging	• *Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.* • *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.* • *The total length and percentage of the relevant intersections logged.*	• No drilling results reported.
Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.* • *If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.* • *For all sample types, the nature, quality and appropriateness of the sample preparation technique.* • *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* • *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field*	• No drilling results reported.

Criteria	JORC Code explanation	Commentary
	duplicate/second-half sampling. • *Whether sample sizes are appropriate to the grain size of the material being sampled.*	
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.* • *Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.*	• The assay methods employed were described in detail by the earlier explorers however due to the vintage of this work the reliability of these methods cannot be assured.
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• No verification samples have been collected and analysed to verify the reported results.
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	• The locations of the samples are uncertain and can only be approximated by scaling off old maps without grids using physical features as a guide. • No grid system used.
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* • *Whether sample compositing has been applied.*	• The mapping detail and sample spacing is sufficient to describe an Exploration Target. • No sample compositing was necessary.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.*	• The trenches sampled were cut approximately perpendicular to the graphitic lenses and so approximated horizontal widths of the lenses. The true width of the lenses would need to be calculated by taking into consideration the dip of the lenses which was generally approximately 70-90 degrees.

Criteria	JORC Code explanation	Commentary
Sample security	• *The measures taken to ensure sample security.*	• There are no reports describing the sample security measures taken to ensure that there was no tampering of the samples prior to assaying.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• There have been no independent audits or reviews of the sampling techniques and data.

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	• *Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* • *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The tenement reference number, ownership and other agreements have not been verified by AM&A. • The tenement tenure will depend on Zambian Mining Law and regulations.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• The historical exploration has been described in the report. The most important work was carried out by Simpson in the 1960s on behalf of the British Geological Survey.
Geology	• *Deposit type, geological setting and style of mineralisation.*	• The graphite mineralisation occurs in graphitic gneiss lenses within a zone 2.4 km long by 200 m wide. This graphitic gneiss zone occurs within a much broader garnet-biotite +/- sillimanite gneiss unit.
Drill hole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:* o *easting and northing of the drill hole collar* o *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* o *dip and azimuth of the hole* o *down hole length and interception depth* o *hole length.* • *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	• No drilling results reported.
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.* • *The assumptions used for any reporting of*	• All weighted averages are reported as length weighted averages. • No metal equivalents were reported.

Criteria	JORC Code explanation	Commentary
	metal equivalent values should be clearly stated.	
Relationship between mineralisation widths and intercept lengths	• *These relationships are particularly important in the reporting of Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• The trenches sampled were cut approximately perpendicular to the graphitic lenses and so approximated horizontal widths of the lenses. The true width of the lenses would need to be calculated by taking into consideration the dip of the lenses which was generally 70-90 degrees.
Diagrams	• *Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	• All the appropriate maps and cross sections are included in the body of the report.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	• All the available data was reported fairly.
Other substantive exploration data	• *Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	• All the available data was reported fairly.
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	• The project reported is at a very early stage of its exploration. The first stage of any future exploration program would be to re-map and sample the trenches reported by Simpson and the samples tested and analysed using modern analytical techniques. Wide spaced drilling is also required to test the depth extent, thickness, degree of weathering and grade of the mineralised lenses.

Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2, also apply to this section.)

No Mineral Resources were reported.