Company Number: 05329401 (England & Wales)

URA HOLDINGS PLC

Annual Report and Consolidated Financial Statements

For the year ended 31 December 2022

Contents

Corporate Information

Directors	Edward Nealon (Appointed 2 March 2022) Bernard Olivier (Appointed 2 March 2022) Sam Mulligan (Appointed 2 March 2022) Peter Redmond John Treacy Jeremy Sturgess-Smith (Resigned 2 March 2022)
Company Secretary	Michael Langoulant (Resigned 28 October 2022) OHS Secretaries Limited (Appointed 28 October 2022)
Registered Office	9th Floor, 107 Cheapside London EC2V 6DN
Company Number	05329401
Auditor	Gerald Edelman LLP 73 Cornhill London United Kingdom EC3V 3QQ
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
Solicitors	Orrick Herrington & Sutcliffe LLP 107 Cheapside London EC2V 6DN
Brokers	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE

Chairman's Statement

I am pleased to announce the Company's and the Group's results for the financial year ended 31 December 2022, during which we completed its reconstruction, refinancing and relisting, acquired two exploration licences in eastern Zambia and, most importantly, acquired on exceptionally favourable terms a South African former emerald mine – Gravelotte emerald mine ("Gravelotte"), via the acquisition of G.E.M Venus (Proprietary) Limited ('G.E.M') – which was at one stage the world's largest emerald producer and which we believe can again become a major producer.

Early in the year, we completed a long-awaited rescue reconstruction and placing, raising £1.05m at 2p per share together with the two Zambian licences referred to above, as a result of which we were able to achieve a listing on the London Stock Exchange. At the same time, we completed the acquisition of the Zambian licences some further detail of which is given later in my statement.

The most significant event during the year, however, took place soon after, on 24th March, when we were given the opportunity to acquire Gravelotte, an opportunity which arose when its then owner, Magnum Mining and Exploration Limited, decided for commercial reasons that it needed quickly to dispose of it. That company had carried out sufficient work on the property to indicate that emeralds in commercial quantities were still present on the site but, due to internal strategy, they were not able to bring it back into production. After due diligence, we came to the conclusion that there were sufficient commercially exploitable resources on site at Gravelotte and that mining operations – which were and remain entirely open cast in nature – could be renewed at low cost. Indeed, we came to the conclusion that, especially on the acquisition terms available, it was an opportunity not to be missed.

Consequently, we completed and announced the acquisition of G.E.M on 24 March 2022, subject to conditions which have subsequently been satisfied or waived, and the acquisition was finally completed, as we announced, after the end of the financial year under review, on 27 February 2023. The terms of the acquisition are described in greater detail elsewhere in these financial statements but in broad terms, we paid only £100,000 in URA ordinary shares plus a royalty payment of AUD200,000 in cash for each 5,000,000 carats of emeralds produced up to a maximum aggregate amount of AUD2,000,000. We have in fact acquired a 76% holding in G.E.M, the remainder being held by an African company for the benefit of the local community and workforce, which we regard, in a positive light from an incentive point of view as well as its being in line with South African ownership requirements.

At this point, I should say that this acquisition may appear a little out of line with our initial direction, which was the acquisition, exploration and eventual production of critical minerals, but we have always indicated that we would be seeking opportunistic mining and mineral projects with a Southern Africa focus and the acquisition of Gravelotte fits very well into that policy. It is fair to say that our focus for the present will be the redevelopment of this exceptional emerald opportunity and that our work since the conditional acquisition of Gravelotte has been focussed upon this.

In particular, we have done our own work to evaluate the extent of the emerald resource we have acquired, to validate the financial model for bringing it back into profitable production and to repair and modernise the onsite mining infrastructure. The acquisition brought with it an able and experienced site manager who we have retained. It requires only very limited additional resources for new mining, grading and sorting equipment to bring the mine back into production and to reach the profitability, which we believe, can be rapidly achieved.

Our first need was to establish the extent of the resource acquired and to this end, we engaged the prominent mining consultants, A.C.A Howe, to do so. Fortunately, A.C.A Howe had previous experience on site from some years ago and this initial knowledge was of assistance. We decided to focus on those areas, which had been previously mined successfully, and at this stage to give limited attention to other areas on the geographically much wider licence area as a whole, which is considerably larger. Although, it took some months to complete this work, the results were announced on 21 November 2022 and they indicated a resource substantially larger than we had expected.

Taking only two of the previously mined areas – the Cobra Deposit and the Discovery Deposit – an available resource of some 29 million carats was established, a very much greater figure than that estimated by the vendors at the time we acquired Gravelotte. In addition to this, an estimated resource between 168 million and 344 million was indicated across the entire licence area. This is way beyond our reasonable expectations – even based on the smaller figure above there are many years of mine life at potentially very profitable levels of production remaining. Based on very conservative estimates derived from the prices obtained at auction by Gemfields plc, the largest current operator in the coloured stones market, the available resource would have a gross value of some $260 million – our present market capitalisation is a tiny fraction of that and this figure puts no value at all on the much larger indicated resource.

Recent months have been spent refurbishing and upgrading the facilities at Gravelotte, which, although disused for many years, remained in a reasonably good state of repair and consist of housing facilities for senior staff, operational buildings, security fencing and some mining equipment. We have also reviewed the financial development and operating plans and sourced/negotiated the key equipment, which we need to purchase, which include an optical sorter that will be able to sort the stones without the need for the sizeable complement of individual human sorters previously needed.

We will need a modest amount of additional capital to re-equip and to bring the mine back into production but we continue to believe this can be done rapidly and very economically. Our intention is to bring the mine back into profitable production in the near term and to look to expand the operations once this first stage has been achieved. We will also in due course carry out additional detailed exploration to establish the full extent of the reserves, though we do not consider this a priority at the present stage.

As of 27 February 2023, we have completed the Gravelotte acquisition, following the satisfaction or waiver of the conditions precedent. We are therefore now the owner of G.E.M and hence of Gravelotte. As the unconditional acquisition of G.E.M was not completed until after the end of the period ended 31 December 2022, its accounts are not consolidated into the report and accounts for that period. They will of course be included in the future results and accounts of the Company.

As shareholders are aware, we also acquired two mineral exploration licences in eastern Zambia on completion of the Company's relisting and prior to the Gravelotte transaction. These licences were in one case for graphite, which appears to be present in significant quantities while the other has potentially commercial quantities of coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs). While we believe these to be potentially valuable, we are, as I have already said, focused for the present on the restoration of emerald production on the South African licence area. We expect to return to working on these Zambian licences once the resuscitation of Gravelotte has been completed.

The results for the period to 31 December 2022 have limited relevance going forward. In the period in question, the group incurred a loss of £1,012,000 (2021: - £289,000) before tax, of which £117,000 related to the costs of completing the relisting of the Company's shares and the associated fundraising and approximately £402,000 represents operational and due diligence costs. Net assets of the group at the period end were £1,263,000 which, as I mentioned above does not include the assets of G.E.M.

Since receiving A.C.A. Howe's report, we have been continuing preparations on site at Gravelotte and now believe we are in a position to move towards production there. We will of course require additional funding to do so – though I want to emphasise again the modest level of such required funding – and we hope to bring such funding into the Company in the near future.

It only remains for me to thank our directors, in particular our experienced CEO, Bernard Olivier, who is resident in South Africa, and our at present small scale staff for their work and efforts to date and look forward to bringing Gravelotte back into profitable operation as soon as possible and delivering significant value to shareholders.

Edward Nealon
Edward Nealon (Apr 28, 2023 18:17 GMT+8)

Edward Nealon
Chairman
Date: 28 April 2023

Strategic Report

The Directors present their Strategic Report for the year ended 31 December 2022.

Principal Activities

Throughout the period under review, the Company was a mining exploration company. The principal activity of the Company during that period was to develop its acquired exploration assets with the aim of potentially creating significant value for shareholders in the form of capital growth and/or dividends.

The Company’s strategy during the reporting period was to:

- use the in-house skills of the 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
- Minimize the Company’s and shareholders’ value risk exposure.

Review of Business and Development in the Year

A review of the period’s activities and future prospects is contained in the Chairman’s Statement.

Financial and Performance Review
The Group and the Company did not have any income producing assets during the period under review.

The results for the Group and the Company are set out in detail in the financial statements. The group reports a loss of £1,012,000 for the year ended 31 December 2022 (2021: loss £289,000).

Key Performance Indicators
The usual financial key performance indicators do not apply to a company with no revenue. The Group’s and the Company's primary financial key performance indicator ('KPI') at this stage of its development is the monitoring of its cash balances. The Group’s and the Company's cash at 31 December 2022 was £362,000 (2021: £99,000). The critical non-financial KPI during the period was the ability of the Company to complete an acquisition or achieve an IPO, which it achieved.

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 during the period under review included but were not limited to:

- Raising sufficient new equity to enable the Company to remain quoted on a public market, carry out the required activities to maintain its licences in Zambia and complete the acquisition of GEM.

Promotion of the Company for the benefit of the members as a whole

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interest of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and
- Consider the impact of the Company's operations on the community and the environment.

The Company has sought to act in a way that upholds these principles. The Directors believe that the application of s172 requirements can be demonstrated in relation to some of the key decisions made and actions taken during the year.

Category	How the Directors have engaged	Impact of action
Shareholders and investors	The Directors have communicated regularly with its shareholders and investors via public announcements and the publication of a prospectus. The Directors have also since the end of the period under review achieved the relisting of the Company.	The Company has received positive feedback from shareholders and is now listed on the Standard List and is trading on the Main Market of the London Stock Exchange.
Suppliers	The Company has focused on developing long term and mutually beneficial relationships with its suppliers.	Relationships have been maintained with all suppliers in place at the beginning of the period.
Employees	Whilst the Company is small, it makes sure that it works closely with its employees and Directors, keeping them all closely and regularly informed of all developments at the Company.	There was no change in employed personnel during the period.
Environmental, social and governance ("ESG")	The Directors acknowledge that our business activities could affect the society and environment around us, and that we have an opportunity and an implicit duty to ensure this impact is positive.	No environmental or safety incidents were reported during the year.

Its members will be fully aware, through detailed announcements, shareholder meetings and financial communications, of the Board's broad and specific intentions and the rationale for its decisions. The Company pays its employees and creditors promptly and keeps its costs to a minimum to protect shareholders funds. When selecting investments, issues such as the impact on the community and the environment have actively been taken into consideration.

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.

Edward Nealon
Edward Nealon (Apr 28, 2023 18:17 GMT+8)

Edward Nealon
Chairman
Date: 28 April 2023

Directors' Report

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 year is included in the Chairman's Statement on page 3. A review of the business is also included in the Strategic Report on page 6.

The shareholdings of the Directors who held office throughout the period and at the date of publication are as follows as at the end of the period:

Name	Number of Ordinary Shares	Percentage of share capital
African Critical Metals Limited	60,000,000	42.30%
Ed Nealon	5,384,615	3.80%
Peter Redmond	1,051,281	0.74%

At the time of publication of the accounts Mr Mulligan and Mr Nealon are the sole directors of Africa Critical Metals ("ACM") which in its own name holds 60,000,000 shares in the Company. The shareholding of ACM have been equally attributed to Mr Mulligan and to Mr Nealon as the directors until such time as the shares are distributed to the underlying shareholders.

Mr Nealon's interest in shares includes 5,384,615 shares held through his family investment company, Almaretta Pty Ltd.

No other directors held any shares in the Company as at the above date.

Results and dividends

The results for the year ended 31 December 2022 are set out on page 5.

The Group reports a loss of £1,012,000 for the year ended 31 December 2022 (2021: loss £289,000).

There were no dividends paid in the previous financial year ending 31 December 2022.

Directors' Insurance and Indemnity Provision

The Company maintains Directors' & Officers' liability insurance which gives appropriate cover for any legal action brought against its Directors. In accordance with Section 234 of the Companies Act 2006, qualifying third party indemnity provisions are in place for the Directors in respect of liabilities incurred as a result of their office to the extent permitted by law.

Employment Policy

It is the policy of the Company to operate a fair employment policy. No employee or job applicant is less favourably treated than another on the grounds of their sex, sexual orientation, age, marital status, religion, race, nationality, ethnic or national origin, colour or disability and all appointments and promotions are determined solely on merit. The Directors encourage employees to be aware of all issues affecting the Company and place considerable emphasis on employees sharing in its success.

Changes in share capital

Details of movements in share capital during the period are set out in Note 10 to these consolidated financial statements.

Pensions

The Company did not operate a pension scheme during the period and has not paid any contributions to any scheme for Directors and employees.

All eligible Directors and employees have been invited to participate in the Company's pension scheme with True Potential. At the time of publication all Directors and employees have opted out of the workplace pension.

Energy and Emissions Data

As the Company has not consumed more than 40,000kwh of energy in this reporting period, it qualifies as a law energy user under these regulations and is not required to report on its emission, energy consumption or energy efficiency activities.

Going concern

The directors have assessed the going concern position of the Group and the Company as at the yearend as detailed in note 2 of these financial statements and have accordingly adopted going concern basis in the preparation of these financial statements.

Directors' remuneration

Details of the remuneration of the Directors can be found in Note 5 to these accounts.

Directors' interests in transactions

Other than disclosed in Note 5 and Note 13 no Director had during, or at the end of the period, a material interest in any contract which was significant in relation to the Group's and Company's business.

Directors
The following Directors held office during the period:

Peter Redmond
John Treacy
Edward Nealon (Appointed 2 March 2022)
Bernard Olivier (Appointed 2 March 2022)
Sam Mulligan (Appointed 2 March 2022)
Jeremy Sturgess-Smith (Resigned 2 March 2022)

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 consolidated financial statements.

Annual general meeting

This report and the consolidated 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 Audit and Risk Committee comprises 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.

Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare financial statements in accordance with UK adopted International Financial Reporting Standards. Under Company Law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and accounting estimates that are reasonable and prudent
- state whether applicable accounting standards, UK adopted IFRS have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business
- prepare a directors' reports, strategic report and directors' remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and the Directors remuneration report comply with the Companies Act 2006 and Article 4 of the IAS Regulations. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.
- the Directors are responsible for preparing the annual report in accordance with applicable law and regulations. The Directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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.

Directors' Responsibilities Pursuant to DTR4

To the best of their knowledge, the Directors confirm:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position of the Company and its profit or loss as at 31 December 2022; and
- the annual report, including the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties faced.

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

Edward Nealon
Edward Nealon (Apr 28, 2023 18:17 GMT+8)

Edward Nealon
Chairman
Date: 28 April 2023

Remuneration Report and Plan

Dear Shareholder,

On behalf of the Board, I am pleased to present our Remuneration Report. It has been prepared in accordance with the requirements of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the "Regulations") and, after this introductory letter, is split into two areas: the Remuneration Policy and the Annual Report on Remuneration.

URA was admitted to the Standard Listing and to trading on the Main Market of the London Stock Exchange on 2 March 2022. Since the listing, URA has been a mineral exploration company, operating its exploration assets in North-East Zambia via its subsidiary Malaika and seeking to make further acquisitions in the mining sector. On 24 March 2022, URA announced the acquisition of G.E.M Venus (Proprietary) Limited, the owner of the Gravelotte emerald mine in South Africa.

Following the appointment of Bernard Olivier (Chief Executive Officer), Ed Nealon (Non-Executive Chairman) and Sam Mulligan (Executive Director) as Directors on 2 March 2022 and the movement of Jeremy Sturgess-Smith to a non-board role on the same date, the Company has five Directors, three executive and two non-executives, and one employee. We had stated in our 25 February 2022 prospectus that the Directors will be paid annual amounts of:

- Ed Nealon - £40,000 per annum;
- Bernard Olivier - £50,000 per annum;
- Sam Mulligan - £40,000 per annum;
- Peter Redmond - £24,000 per annum; and
- John Treacy - £24,000 per annum.

No other remuneration has been paid to Directors since Admission of the shares to trading.

The Remuneration Committee agreed that a formal review of the Remuneration of the Board will be undertaken annually, with the first review taking place on 2 March 2023. The outcome of the review meeting was that it was deemed that the current level of remuneration was in line with market levels having regard to the performance and size of the Company.

On 1 September 2021, the Company adopted an unapproved share option plan, which all executives and employees of the Company and its subsidiaries are eligible to participate in. Full details of this plan are available in the Prospectus published by the Company on 25 February 2022, which is available at:
https://uraholdingsplc.co.uk/announcements-publications.php.

Shareholders should note that the Company's Remuneration Policy contains provisions that the Remuneration Committee be granted powers to set new remuneration arrangements from time to time. As referred to above, the Remuneration Committee implemented a new option plan. An annual review will be undertaken to ensure Remuneration is competitive and in line with market practice and good governance. No arrangements other than the unapproved option plan will be implemented for the Executive Directors or any other directors or employees until such a time as the Remuneration Committee may feel it is appropriate. Any changes to the Remuneration Policy will be put to shareholders at the next available Annual General Meeting.

John Treacy
Chairman of Remuneration Committee

John Treacy
John Treacy (Apr 28, 2023 17:34 GMT+7)

Date: 28 April 2023

Remuneration Policy

At the Company's 2022 AGM a resolution to approve the Remuneration policy was put to shareholders and subsequently unanimously approved. This policy has been implemented since the date of the AGM, being 29 June 2022. It is the Company's intention to continue with this remuneration policy for the next twelve months.

As part of the current Remuneration Policy, the Remuneration Committee has extensive discretionary powers to set new remuneration arrangements that are commensurate with the business, from time to time. The Remuneration Committee would expect to change salary levels of the existing Executive Directors, set salaries and compensation and introduce benefits, pension, annual bonus and long term incentive arrangements which are competitive and in line with market practice and governance guidelines and which would be designed to align the interests of shareholder growth and director compensation, Salaries and fees of all Directors were agreed following the admission of the Company to the Standard List and to trading on the Main Market of the London Stock Exchange on 2 March 2022. No further arrangements other than the unapproved option plan for the existing Executive Directors are intended for the existing directors before 31 December 2022 but the Remuneration Committee will keep the matter under review as the Company develops.

Element	Detail
Base salary	• Ed Nealon - £40,000 per annum; • Bernard Olivier - £50,000 per annum; • Sam Mulligan - £40,000 per annum; • Peter Redmond - £24,000 per annum; and • John Treacy - £24,000 per annum.
Benefits	No benefits are currently provided. A detailed review will be undertaken on the 12-month anniversary of publication of these accounts.
Pension	All eligible Directors and employees have been invited to participate in the Company's pension scheme with True Potential. At the time of publication, all eligible Directors and employees have opted out.
Annual Bonus	No annual bonus scheme is intended to be implemented during the current reporting period. A detailed review will be undertaken on the 12-month anniversary of publication of these accounts. The review will reflect the scale and complexity of the business Company at the time. Given the strategy of the Company, the Committee will continue to monitor this throughout the period.
Option Plan	The unapproved option plan put in place on Admission in March 2022 is intended to support the delivery of the Company's strategy, to retain the Directors and reward them for driving its successful delivery. At this stage the Option Plan is the Company's sole long-term incentive plan for current Directors and employees following admission. The Option Plan operates over a period commencing on admission to the Standard List and trading on the Main Market of the London Stock Exchange and ending on the 10th anniversary of this date (2

	March 2032). For the full terms of the Option Plan, please refer to the Company's prospectus published on its website (https://uraholdingsplc.co.uk/announcements-publications.php). At the time of publication, current participants are as follows as follows: Bernard Olivier – 8,000,000, Peter Redmond – 4,000,000 and Jeremy Sturgess-Smith – 8,000,000. No other incentive plan is in place.

Notice periods

The notice period for all Directors is 12 months' notice in writing.

Other Employees

Jeremy Sturgess-Smith is the Company's only employee. He also has a 12 month notice period.

Other policy matters

Policy sections normally set out approaches in the areas of executive recruitment, termination of employment, shareholder consultation, consideration of employment conditions elsewhere in the Company and employee consultation. Other than items explained above, the Company believes that these issues are not applicable at present.

Annual Report on Remuneration

The Remuneration Committee presents its report for the year ended 31 December 2022.

The Remuneration Committee's main responsibilities

- The Remuneration Committee considers the remuneration policy, employment terms and remuneration of the Board and advisers;
- The Remuneration Committee's role is advisory in nature, and it makes recommendations to the Board on the overall remuneration packages; and
- The Remuneration Committee, when considering the remuneration packages of the Company's Board, will review the policies of comparable companies in the industry.

Membership of the Remuneration Committee, meetings and Advisers

The Remuneration Committee is comprised of the two Non-Executive Directors and is chaired by John Treacy. A meeting was held on 02nd March 2023 and the Chairman of the Remuneration Committee presented an initial recommendation to the Board.

The items included in this report are unaudited unless otherwise stated.

Report Approval

A resolution to approve this report will be proposed at the AGM of the Company. The vote will have advisory status.

Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors for the years ended 31 December 2022 and 31 December 2021:

	2022	2021
	£	£
Peter Redmond	24,000	10,000
John Treacy	24,000	10,000
Ed Nealon	33,333	13,333
Bernard Olivier	41,667	16,667
Sam Mulligan	33,333	13,333
Closing balance	**156,333**	**76,666**

A total of £56,667 was due to be paid prior to the Directors' accepting appointment as a Director but is not included as relevant compensation during the period. These funds are accrued and not yet paid.

Long term incentive plan arrangements

There is a small charge to Comprehensive Income in the year for the unapproved option plan.

Other disclosures on remuneration during 2022 and intention for 2023

Other than the salaries and fees, detailed above in this Report, and the Directors' and Employee option plan participation, no other remuneration was paid, payable or is at present expected to be paid or payable for 2022. As such, there are no further disclosures to be made in respect of salary or fee changes for 2022, pension, benefits, annual bonus in respect of 2021 or 2022, vesting, outstanding or forward long-term incentive plan awards. No payments were made for loss of office during the year ended 31 December 2022.

UK 10-year performance graph against CEO remuneration

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company only listed on 2 March 2022 and is not paying dividends. The Directors intend to include such a comparison table from 2023, if appropriate.

Relative importance of spend on pay

The Directors have considered the requirement to present information on the relative importance of spend on pay compared to other financial metrics. Given that the Company had no trading business in 2022, did not generate revenues or pay dividends, the Directors do not believe it is necessary to include such information or that it would serve any meaningful purpose at the current time.

UK Remuneration percentage changes

Listed companies are required to make disclosures in respect of percentage year-on-year changes in the lead executive's and employee remuneration, the ratio of the lead executive's remuneration to that of different employee groups. These disclosures are not applicable.

Compliance with the Corporate Governance Code

The Committee has considered and will continue to monitor the regulatory environment and in particular the revised UK Corporate Governance Code. As the Company develops and introduces a formal remuneration policy, the Committee will reflect on these issues. The Committee is satisfied that in respect of 2022 the remuneration policy operated as intended in terms of Company performance and quantum.

The Committee will ensure that policies and practices are consistent with the six factors set out in Provision 40 of the Code including Clarity, Simplicity, Risk, Predictability, Proportionality and Alignment of Culture. Given the limited and simple nature of existing remuneration arrangements, the Committee believes they are consistent with these principles.

UK Directors' shares (audited)

The interests of the Directors who served during the year in the share capital of the Company as of 31 December 2022 and at the date of this report has been set out in the Directors' Report on page 9.

Policy Approval

As noted above it is the Company's intention to continue with the current remuneration policy for the next twelve months.

Approved on behalf of the Board of Directors by:

John Treacy
John Treacy (Apr 28, 2023 17:34 GMT+7)

John Treacy,
Chair of the Remuneration Committee

Date: 28 April 2023

Independent Auditors' Report
FOR THE YEAR ENDED 31 DECEMBER 2022
Registered number 05329401

Opinion

We have audited the financial statements of URA Holdings PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the consolidated statement of comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated statement of cash flows, and notes to the consolidated and company financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Adopted International Accounting Standards.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with International Accounting Standards;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty related to going concern

In auditing the financial statements, we have concluded that the directors use of the going concern basis of accounting in the preparation of the financial statements is appropriate subject to the group’s ability to raise additional funding.

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in the director’s report and note 2 to the financial statements concerning the company’s ability to continue as a going concern and the directors’ future plans for the company.

The group and company incurred a loss of £1,012,000 (2021: - £289,000) during the year ended 31 December 2022, and at that date the group had not generated any form of income, nor were there any expectations that it would begin to trade and generate any income for the foreseeable future. Notwithstanding the forgoing, the directors are confident that the group will be able to obtain adequate resources by means of fundraising in order to continue to meet its liabilities as they fall due for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements do not include any adjustments that would result if the group were unable to continue as a going concern.

Our evaluation of the directors' assessment of the group's and parent company's ability to adopt the going concern basis of accounting included:

- Obtaining an understanding of the group and parent company's relevant controls over the preparation and review of cash flow projections and assumptions used in the cash flow forecasts to support the going concern assumption and assessed the design and implementation of these controls;
- Challenging the key assumptions used in the cash flow forecasts by agreement to historical run rates, expenditure commitments and other supporting documentation;
- Testing the clerical accuracy of the cash flow forecasts;
- Obtaining comfort from the Corporate Brokers that funds are able to be raised;
- Sensitivity analysis on the cash flow forecasts to assess the amount of headroom available to the group and parent company based on its year end cash position.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate assuming the group is able to raise additional funds as required. Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included reviews of expected cash flows for a period of 12 months, to determine expected cash burn, which was compared to the liquid assets held in the entity.

The cashflow forecasts contained ongoing running costs of the group and committed expenditure at the date of approving the financial statements. The key assumptions that impacted the conclusion are the levels of future revenue generated, and the ability to control the operating costs.

We ensured reliability of the forecasts by agreeing historical actual results to budgeted results; challenging the current forecast and its assumptions; and checked the clerical accuracy of management's forecasts. We also considered the appropriateness of the group's disclosures in relation to going concern in the financial statements.
Should the group be unable to raise sufficient funds then this may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Key audit matters

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

- Valuation of Fixed Asset Investments – intangible assets and investment in subsidiary undertakings.
- Going Concern basis of preparation

These are explained in more detail below:

Key audit matter	**How our audit addressed the key audit matter**
Valuation of intangible assets and investment in subsidiaries. The Company acquired 100 shares in Malaika Exploration (Ireland) Limited during the year for an issue of its own 60,000,000 shares at a value of £0.02 per share and are held in the financial statements at a cost of £1,200,000 as at the year ended 31 December 2022. The Directors have confirmed that they consider the valuation of the investment and associated goodwill to still be appropriate as at the year ended 31 December 2022, subject to depreciation over a 5 year period representing the life on the underlying exploration licenses. We identified a risk that the valuation of the investment may not be at market value.	We have performed the following audit procedures: • Agreed the valuation of the asset to the purchase price per the share purchase agreement and prospectus; • Reviewed management calculations and challenged management on their judgements of the valuation of the investment as at 31 December 2022 and the suitability of the depreciation policy.

Key audit matter

Going concern

As disclosed in Note 2, the financial statements have been prepared on a going concern basis.

There is the risk that the group may not be able to continue as a going concern and finance its operations for a period of at least 12 months from the date of approval of the financial statements.

How our audit addressed the key audit matter

We have performed the following audit procedures:

- In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate subject to the group raising sufficient funds;
- Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included reviews of expected cash flows, inclusive of fund raising activities for a period of 12 months, to determine expected cash burn, which was compared to the liquid assets held in the entity;
- The cashflow forecasts contained ongoing running costs of the group and committed expenditure at the date of approving the financial statements.;
- We ensured reliability of the forecasts by: agreeing historical actual results to budgeted results; challenging the current forecast and its assumptions; and checked the clerical accuracy of management's forecasts;
- We also considered the appropriateness of the group's disclosures in relation to going concern in the financial statements.

Based on the work we have performed, we have identified that material uncertainties exist that may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our application of materiality

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

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

	Group financial statements	Company financial statements
Overall materiality	£27,900	• £27,900
How we determined it	Based on 2% of gross assets	Based on 2% of gross assets capped below group materiality
Rationale for benchmark applied	We believe that gross assets is a primary measure used by shareholders in assessing the performance of the Group.	we believe that gross assets is a primary.measure used by shareholders in assessing the performance of the Company as it is the holding company within the group.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components is ranged from £1,000 to £27,900.

Reporting threshold

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £1,000 (Group audit) and £1,000 (Company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

An overview of the scope of our audit

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

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

The Group financial statements are a consolidation of 3 reporting units, comprising the Group's operating businesses and holding companies.

We performed audits of the complete financial information of URA Holdings Plc reporting unit, which was individually financially significant and accounted for 95% of the absolute loss before tax (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units). We also performed specified audit procedures over certain account balances and transaction classes that we regarded as material to the Group at the 3 reporting units.

We conducted sufficient appropriate audit procedures on the subsidiaries, Malaika Exploration (Ireland) Limited and Malaika Developments Limited, for the purposes of the consolidation.

We have audited all components within the Group, and no unaudited components remain.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent, material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of, this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

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

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

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

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

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements
The objectives of our audit, in respect to fraud are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatements due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

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

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;

- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our knowledge and experience of the entity's activities.

- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including Companies Act 2006, taxation legislation, data protection, employment and health and safety legislation, and the Anti-Bribery Act 2010; and

- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and reviewing legal expenditure; and

- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and

- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

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

- performed analytical procedures to identify any unusual or unexpected relationships;

- tested journal entries to identify unusual transactions;

- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and

- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;

- reading the minutes of meetings of those charged with governance; and

- enquiring of management as to actual and potential litigation and claims

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

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Councils website at: www.frc.org.uk/auditorsresponsibilities.

This description *forms* part *of our* auditor's report.

Other matters which we are required to address

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

Use of this report

This report including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose, or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Stephen Coleman
Stephen Coleman (Apr 28, 2023 11:13 GMT+1)

Stephen Coleman FCA (Senior Statutory Auditor)
For and on behalf of Gerald Edelman LLP,
Chartered Accountants
Statutory Auditor
73 Cornhill
London,
United Kingdom
EC3V 3QQ
Date: 28 April 2023

Consolidated Statement of Comprehensive Income

	Note	GROUP 31 Dec 2022 £'000s	GROUP 31 Dec 2021 £'000s	COMPANY 31 Dec 2022 £'000s	COMPANY 31 Dec 2021 £'000s
Continuing operations					
Operating expenses		(549)	(289)	(519)	(289)
Loan amounts written off		(264)	-	(264)	
Amortisation / Impairment		(199)		(200)	
Change in fair value of investments			-		-
Profit / (Loss) before taxation		(1,012)	(289)	(983)	(289)
Taxation	3	-	-	-	-
Profit / (Loss) for the period from continuing operations	4	(1,012)	(289)	(983)	(289)
Other comprehensive income		-	-	-	-
Total comprehensive profit / (loss) for the period		(1,012)	(289)	(983)	(289)
Earnings per share					
Basic earnings per share (pence)	12	(0.82p)	(0.02p)	(0.79p)	(0.02p)
Diluted earnings per share (pence)	12	(0.69p)	-	(0.67p)	-

The notes to these consolidated financial statements on pages 34 to 50 form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position   Company number: 05329401

		GROUP		COMPANY	
		31 Dec 2022 £'000s	31 Dec 2021 £'000s	31 Dec 2022 £'000s	31 Dec 2021 £'000s
ASSETS	**Note**				
Non-current assets					
Investments	7			1,000	
Intangible assets					
Exploration licence	9	11	-	-	
Goodwill	8	995		-	
Total Non-current Assets		1,006	-	1,000	-
Current assets					
Other receivables	6	27	37	48	37
Cash and cash equivalents		362	99	362	99
Total Current Assets		389	136	410	136
Total Assets		1,395	136	1,410	136
LIABILITIES					
Current liabilities					
Trade and other payables	10	(132)	(82)	(118)	(82)
Total Liabilities		(132)	(82)	(118)	(82)
Net Assets		1,263	54	1,292	54
EQUITY					
Share capital	11	14	3	14	3
Share premium		2,546	342	2,546	342
Other reserves		6	-	6	-
Retained earnings		(1303)	(291)	(1,274)	(291)
Total Equity		1,263	54	1,292	54

The notes to these consolidated financial statements on pages 34 to 50 form an integral part of these consolidated financial statements.

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 April 2023 and signed on its behalf by:

Edward Nealon Edward Nealon
Edward Nealon (Apr 28, 2023 18:17 GMT+8)
Chairman

Consolidated Statement of Changes in Equity

COMPANY	Share Capital £'000s	Share premium £'000s	Other Reserves £'000s	Retained earnings £'000s	Total shareholders' equity £'000s
Balance at 1 January 2021	1,209	14,673	1,108	(16,819)	171
Total comprehensive income	-	-	-	-	-
Sub-division and Consolidation	(1,209)	(14,331)	-	-	(15,540)
Net equity issued	3		-	15,882	15,885
Dividend in-specie	-	-	-	(173)	(173)
Transfer of foreign currency translation	-	-	(791)	791	-
Transfer of share option reserves	-	-	(317)	317	-
Balance at 31 December 2021	3	342	-	(291)	54
Total comprehensive income	-	-	-	(983)	(983)
Net equity issued	11	2,204	-	-	2,215
Share option reserve	-	-	6	-	6
Balance at 31 December 2022	14	2,546	6	(1,274)	1,292

Consolidated Statement of Changes in Equity cont….

GROUP	**Share Capital**	**Share premium**	**Other Reserves**	**Retained earnings**	**Total shareholders' equity**
	£'000s	**£'000s**	**£'000s**	**£'000s**	**£'000s**
Balance at 1 January 2021	1,209	14,673	1,108	(16,819)	171
Total comprehensive income	-	-	-	-	-
Sub-division and Consolidation	(1,209)	(14,331)	-	-	(15,540)
Net equity issued	3		-	15,882	15,885
Dividend in-specie	-	-	-	(173)	(173)
Transfer of foreign currency translation	-	-	(791)	791	-
Transfer of share option reserves	-	-	(317)	317	-
Balance at 31 December 2021	3	342	-	(291)	54
Total comprehensive income	-	-	-	(1,012)	(1,012)
Net equity issued	11	2,204	-	-	2,215
Share option reserve	-	-	6	-	6
Balance at 31 December 2022	14	1,353	6	(841)	1,263

The notes to these consolidated financial statements on pages 34 to 50 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

		GROUP		COMPANY	
	Note	31 Dec 2022 £'000s	31 Dec 2021 £'000s	31 Dec 2022 £'000s	31 Dec 2021 £'000s
Cash flows from operating activities					
Profit / (Loss) for the period	4	(1,012)	(289)	(983)	(289)
Amortisation and impairment		199	-	200	-
Share based payment		6	-	6	-
(Increase)/decrease in receivables	6	10	(11)	(12)	(11)
Increase/(decrease) in payables	10	50	64	36	64
Net cash used in operating activities		(747)	(236)	(753)	(236)
Investing activities					
Purchase of subsidiary and intangible asset	7& 9	(1,206)	-	(1,200)	-
Net cash used in investing activities		(1,206)	-	(1,200)	-
Financing activities					
Sub-Division & Consolidation of Shares		-	(15,540)	-	(15,540)
Issue of shares for cash, net of costs		2,216	15,885	2,216	15,885
Convertible loan notes		-	(55)	-	(55)
Net cash from financing activities		2,216	290	2,216	290
Increase / (Decrease) in cash and cash equivalents		263	54	263	54
Cash and cash equivalents at beginning of the period		99	45	99	45
Cash and cash equivalents at the end of the period		362	99	362	99

The notes to these consolidated financial statements on pages 34 to 50 form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

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. On 2 March 2022 the Company was admitted to a Standard Listing and to trading on the Main Market of the London Stock Exchange.

The company's registered office is located at 9th floor, 107 Cheapside, London, United Kingdom, EC2V 6DN.

The principal accounting policies applied in the preparation of these consolidated 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 consolidated 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 consolidated financial statements have been prepared in accordance with UK International Financial Reporting Standards (IFRS).

Basis of preparation and statement of compliance

The accompanying consolidated financial statements have been prepared on a historical cost basis as modified for fair value where applicable. The financial statements have been prepared in accordance with UK International Financial Reporting Standards (IFRS) and in compliance with the requirements of the Companies Act 2006. The directors have assessed the ability of the company and the group to continue operating as a going concern and believe that the preparation of these financial statements on a going concern basis is appropriate. The consolidated financial statements are presented in Pounds Sterling and have been rounded to the nearest £'000.

The preparation of the financial statements, in accordance with IFRS as endorsed by the EU, requires the use of critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies which have been adopted. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to financial statements are disclosed in the notes to these financial statements.

Basis of Consolidation
Subsidiaries
The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany balances, transactions, unrealized gains and losses resulting from intercompany transactions and dividends are eliminated in full on consolidation. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements.
- The Group’s voting rights and potential voting rights.

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained

- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings. as appropriate. as would be required if the Group had directly disposed of the related assets or liabilities.

Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 Financial Instruments: Recognition and Measurement, is measured at fair value with changes in fair value recognized either in the profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of IAS 39, it is measured in accordance with the appropriate IFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units or operating segments that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Going Concern

The group has made a loss for the year of £1,012,000 (2021: - £289,000) and has net assets of £1,263,000 (2021: - £54,000). The directors having given regard to the liquid cash balances held as at year end of approximately £362,000, the group's working capital requirements, future plans, the potential probable economic inflow as a result of the exploration licences held by the group and the reliance on the ability of the group and the company to raise further investment from potential investors, are of the opinion that the company and the group will have sufficient resources to enable it to continue in operational existence for a period of at least 12 months form the date of approval of these financial statements and, accordingly have prepared these financial statements on a going concern basis.

Since the end of the period under consideration, the Company has completed a number of transactions which had a material effect on the Company's financial position; these are described in the section headed "Post Balance Sheet Events" at note 15.

Cash and cash equivalents
Cash and cash equivalents are carried in the consolidated 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 consolidated statement of financial position. For the purposes of the statement of cash flows, cash and cash equivalents also includes any bank overdrafts.

Taxation
Current income tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting year, that are unpaid at 31 December 2022. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted as at 31 December 2022. Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the consolidated statement of comprehensive income, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited to equity. The deferred tax asset arising from trading losses carried forward as referred to in Note 8 has not been recognised. The deferred tax asset will be recognised when it is more likely than not that it will be recoverable.

Foreign currencies
(i) Functional and presentational currency
The Directors consider GBP Pound Sterling to be the Company's functional currency, therefore the consolidated financial statements are presented in GBP 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

Foreign currencies (continued)

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 consolidated statement of financial position date. All differences are taken to the statement of comprehensive income.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into euros at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised on the Consolidated Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument. The Company derecognises a financial asset only when the contractual rights to cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amount it may have to pay. If URA retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and recognises a collateralised borrowing for the proceeds received.

The Company classifies the following at fair value through profit or loss (FVPL):

- equity instruments that are held for trading; and equity instruments that are held for trading; and
- equity investments for which the Company has not elected to recognise fair value gains and losses through OCI.

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or expired.

Financial assets

Trade and Other receivables

Trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost less any provision for impairment. The Company applies the IFRS 9 simplified approach to providing for expected credit losses in accordance with applicable guidance for non-banking entities. Under the simplified approach the Company is required to measure lifetime expected credit losses for all trade receivables. No credit losses have been identified during the period.

Investments
Investments are recognised at the lower of cost or net realisable value

Financial liabilities and equity instruments
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Equity instruments
Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Share capital
Ordinary shares are classified as equity. Any excess of the fair value of the consideration received over the par value of the shares issued is recognized as the "share premium" in shareholders' 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.

Provisions
Provisions are liabilities where the exact timing and amount of the obligation is uncertain. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, when an outflow of resources is probable to settle the obligation and when an amount can be reliably estimated. Where the time value of money is material, provisions are discounted to current values using appropriate rates of interest. The unwinding of any discount is recorded in net finance income or expense.

Intangible exploration assets
Determining whether intangible exploration assets are impaired requires an assessment of whether there are any indicators of impairment, by reference to specific impairment indicators prescribed in IFRS 6. This includes the assessment, on a project-by-project basis, of the likely recovery of the cost of the Company's intangible exploration assets in the light of future production opportunities based upon ongoing geological studies. This also involves the assessment of the period for which the entity has the right to explore in the specific area, or if it has expired during the period or will expire in the near future if it is not expected to be renewed.

The Company determines that exploration costs are capitalised at the point the Group has a valid exploration licence or is in the process of renewal.

Impairment of assets, excluding intangible exploration assets
The Company assesses impairment at each reporting date on a project by project basis by evaluating conditions specific to the Company that may indicate an impairment of assets. Where indicators of impairment exist, the recoverable amount of the asset is determined based on value in use or fair value less cost to sell, both of which require the Company to make estimates.

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.

Interest Rate Benchmark Reform — Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)
The amendments in Interest Rate Benchmark Reform — Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) introduce a practical expedient for modifications required by the reform, clarify that hedge accounting is not discontinued solely because of the IBOR reform, and introduce disclosures that allow users to understand the nature and extent of risks arising from the IBOR reform to which the entity is exposed to and how the entity manages those risks as well as the entity's progress in transitioning from IBORs to alternative benchmark rates, and how the entity is managing this transition.

These amendments are not applicable to the Company as it has no office premises in the UK and there were no interest-bearing items as at 31 December 2022.

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 2022. These have not had any material impact on the amounts reported for the period under review or prior years.

Standard or Interpretation	Effective for annual periods commencing on or after
Definition of a Business (Amendments to IFRS 3)	1 January 2022
Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)	1 January 2022
Amendments to IAS 1: Classification of Liabilities as Current or Non-Current	1 January 2022

Standards which are in issue but not yet effective
At the date of authorisation of these consolidated 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
Classification of liabilities as Current or Non-Current (Amendments to IAS1)	1 January 2023
Amendments to IFRS 17	1 January 2023
Lease Liability in a Sale and Leaseback (Amendments to IFRS16)	1 January 2024

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 2022 the Company has applied UK-adopted IAS. At the date of application, both UK-adopted IAS and EU-adopted IFRS are the same.

Significant accounting judgements, estimates and assumptions.
The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Judgements
In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Intangible assets acquired in a business combination.
Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Impairment of Goodwill
Determining whether Goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculations requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

3. Taxation

	2022	2021
	£'000s	£'000s
UK Corporation tax	-	-
Deferred tax	-	-
Total tax charge	-	-
Reconciliation of current tax charge		
Profit / (Loss) on ordinary activities before tax	(1,012)	(289)
Tax at the standard rate of UK corporation tax of 19% (2021: 19%)	(192)	(55)
Effects of:		
Disallowed expenses	38	6
Increase in tax losses carried forward	154	49
Total tax charge	-	-

As at 31 December 2022 the Company had unused tax losses of £3.9 million (2021: £3.4 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.

4. Profit / (Loss) for period

	GROUP		**COMPANY**	
	2022	2021	**2022**	2021
	£'000s	£'000s	**£'000s**	£'000s
The Company's loss from continuing operations is stated after charging/(crediting):				
Audit	63	12	63	12
Accounting	11	11	11	11
Amortisation/ impairment	199		200	
Loan amounts written off	264		264	
Directors' remuneration	163	77	163	77
Staff salaries	36	-	34	-
General expenses	27	7	16	7
Legal fees	98	98	98	98
Professional fees	60	30	60	30
Consultancy fees	-	18	-	18
UKLA Application fee	19	32	19	32
D&O Insurance	11	4	11	4
Share based payment expense	6	-	6	-
Mine licences & expenses	55	-	38	-
Profit / (Loss)	**(1,012)**	**(289)**	**(983)**	**(289)**

5. 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:

	GROUP		COMPANY	
	2022 £'000s	2021 £'000s	**2022 £'000s**	2021 £'000s
Peter Redmond	24	10	24	10
Jeremy Sturgess-Smith (Resigned 2 March 2022)	7	13	7	13
John Treacy	24	10	24	10
Ed Nealon	33	14	33	14
Bernard Olivier	42	17	42	17
Sam Mulligan	33	13	33	13
Other staff	36	-	34	-
Closing balance	**199**	**77**	**197**	**77**

A total of £56,666 was unpaid prior to the Directors' accepting appointment as a Director but is included as relevant compensation during the period.

The average monthly number of employees, including the directors, during the year was as follows:

	GROUP		COMPANY	
	2022	2021	**2022**	2021
Staff	1	0	1	0
Directors	5	3	5	3
Total	6	4	6	4

Share based payments
The amount recognised in respect of share-based payments was £5,500 (2021: £Nil).

The Group has established share option programmes that entitle certain employees to purchase shares in the Group.

There are no performance conditions attaching to these options. No options were exercised in 2022 (2021: Nil).

Total options issued as at 31 December 2022 amount to 20,000,000 (2021: Nil).

The share options have been valued using a binomial model applying the following inputs:

- Exercise price – equal to the share price at grant date,
- Vesting date – all options vest in three tranches, on the first, second and third anniversary from the grant date;
- Expiry/Exercise date – 114 months from the grant date, expiring 1 September 2031;
- Volatility (sigma) – 45.4%. This has been calculated based on the historic volatility of the Company's share price.
- Risk free rate – yield on a zero-coupon government security at each grant date with a life congruent with the expected option life;
- Dividend yield – 0%; and
- Performance conditions – none

6. Other Receivables

	GROUP		**COMPANY**	
	2022 £'000s	2021 £'000s	**2022 £'000s**	2021 £'000s
Prepayments	18	11	18	11
Sundry debtors	-	-	21	-
VAT recoverable	9	26	9	26
Closing balance	**27**	**37**	**48**	**37**

The Directors consider that the carrying amount of other receivables is approximately equal to their fair value.

7. Investments

	GROUP		COMPANY	
	2022	**2021**	**2022**	**2021**
	£'000	**£'000**	**£'000**	**£'000**
Investment in subsidiaries	**-**	-	1,000	-

Company

	Shares in Subsidiaries
	£
COST OR VALUATION	
At 1 January 2022	-
Additions	1,200
Impairments	(200)
At 31 December 2022	1,000
CARRYING AMOUNT	
At 31 December 2022	1,000
At 31 December 2021	-

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Subsidiary company

Malaika Exploration (Ireland) Limited
Registered office: FDW House, Blackthorn Business Park, Coes Road, Dundalk, Co. Louth, Ireland
Nature of business: Exploration company

Malaika Developments Limited
Registered office: Zambia
Nature of business: Exploration Company

7. Investments (continued)

	Class of shares	% Holding	Capital and reserves	Profit/(Loss)
			£'000	**£'000**
Malaika Exploration (Ireland) Ltd	Ordinary	100	(5)	-
Malaika Developments Ltd	Ordinary	100	(8)	(9)

During the year the company acquired the entire share capital of Malaika Exploration (Ireland) Limited. The details of the acquisition are set out in note 16 of these financial statements.

8. Goodwill

	Goodwill
	£'000
COST	
At 1 January 2022	-
Additions	1,194
Disposals	-
At 31 December 2022	**1,194**
AMORTISATION/ IMPAIRMENT	
At 1 January 2022	-
Charge for the year	199
At 31 December 2022	**199**
CARRYING VALUE	
At 31 December 2022	995
At 31 December 2021	-

9. Exploration Licence

	GROUP		COMPANY	
Cost and net book value	**2022 £'000s**	2021 £'000s	**2022 £'000s**	2021 £'000s
At 01 January 2022	-	173	-	173
Additions during the year	11	-	-	-
Disposals	-	(173)	-	(173)
At 31 December 2022	**11**	**-**	**-**	**-**

10. Trade and other payables

	GROUP		COMPANY	
	2022	2021	**2022**	2021
	£'000s	£'000s	**£'000s**	£'000s
Trade payables	15	18	1	18
Accruals	117	64	117	64
Closing balance	**132**	**82**	**118**	**82**

The Directors consider that the carrying amount of trade payables approximates to their fair value.

11. Share capital

	2022	**2021**
	£'000s	**£'000s**
Allotted, called up and fully paid share capital	14	3

Movements in Equity

	Number of shares in issue
Opening balance of Ordinary Shares in issue of £0.0001 each	29,345,592
Shares issued in year	112,500,000
Closing balance of Ordinary Shares in issue of £0.0001 each	141,845,592

The Company has one class of ordinary shares which carry no right to fixed income.

Share Capital	**2022**	**2021**
	£'000s	**£'000s**
At the beginning of the period	3	1,209
Sub-division and Consolidation	-	(1,209)
Shares issued in year	11	3
	14	3

Share Premium	**2022**	**2021**
	£'000s	**£'000s**
At the beginning of the period	342	14,673
Sub-division and Consolidation	-	(14,331)
Shares issued in year	2,204	-
	2,546	342

Ordinary shares
All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

11. Share capital (continued)

Share Premium
Represents excess amounts paid above nominal value of shares issued.

Share Option Reserve
This represents the amounts charged on share options that have been granted to employees and directors.

12. 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 2022 £'000s	Floating interest rate 2021 £'000s
Financial assets and liabilities	-	-
Cash	362	99
	362	**99**

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.

Credit risk management
With respect to credit risk arising from financial assets of the Company, which comprise cash and cash equivalents held in financial institutions, the Company are deemed to be at low credit risk.

Liquidity risk
The Company manages liquidity risk by maintaining adequate banking facilities and no current borrowing facilities. The Company continuously monitor forecasts and actual cash flows, matching the maturity profiles of financial assets and liabilities and future capital and operating comments. The Directors' consider the Company to have adequate current assets and forecast cash from operations to manage liquidity risks arising from current and non-current liabilities.

13. Related party transactions

During the year the company acquired Malaika Exploration (Ireland) Limited in consideration of issue of 60,000,000 fully paid-up ordinary shares £0.0001 at market price of 2pence per share. The company Malaika Exploration (Ireland) Limited was owned by the directors Ed Nealon and Sam Mulligan prior to its acquisition by the company.

The director's remuneration is disclosed in note 5 to these financial statements.

14. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations.

	Group	
	2022	**2021**
	£	**£**
Loss attributable to equity holders of parent	(1,012,000)	(289,000)
Weighted average number of Equity shares for basic EPS	123,095,592	13,937,576
Weighted average number of Equity shares for diluted EPS	147,095,592	13,937,576
Basic earnings per share (in pence)	**(0.82)**	**(0.02)**
Diluted earnings per share (in pence)	**(0.69)**	**(0.02)**

15. Events after the period end date

Following the satisfaction or waiver of all conditions precedent, URA has now acquired 100% of the issued shares in GEM Venus (a company incorporated in the Republic of South Africa) and its subsidiary companies (the "Acquisition”), from Magnum, an Australian public company listed on the Australian Stock Exchange. Through the Acquisition, URA has acquired a licence giving the rights to exploit the historical Gravelotte mine (also known as the “Cobra Emerald Mine”) in South Africa.

The key terms of the Acquisition are:

- 4,000,000 Consideration Shares, credited as fully paid, equal to the consideration due upon completion of £100,000 and calculated using an average mid-market closing price of 2.5p over the measuring period. Additional consideration of AUD200,000.00 (approx. £123,000) in cash for each 5,000,000 carats of emeralds produced by Gravelotte up to a maximum aggregate amount of AUD2,000,000 (approx. £1,230,000) as a production royalty.

- Gem Venus owns 74% of the issued share capital of ADIT Mining (Proprietary) Limited (“ADIT”) and Venus Emerald (Proprietary) Limited (“Venus”) which hold all the mineral rights in respect of emerald mining and extraction at Gravelotte. The remaining 26% of the issued share capital of Adit and Venus are held by a Black Economic Empowerment (“BEE”) compliant structure predominantly consisting of local employees and the local community.

16. Acquisition of Malaika Explorations (Ireland) Limited

On 02 March 2022, the company URA Holdings Plc executed the share purchase agreement with the shareholders of Malaika Exploration (Ireland) Limited to acquire its entire shareholding.

The total consideration payable by URA holdings Plc to the shareholders of Malaika Exploration (Ireland) was in form of fully paid up 60,000,000 ordinary shares of £0.0001 in URA Holdings Plc, at the date of which the market price per share of URA Holdings Plc was 2pence per share, and therefore the fair value of consideration paid was £1,200,000 .

Particulars	**Amount, (£’000s)**
Purchase consideration	1,200
Net liabilities assumed	(6)
Goodwill acquired	1,194

URA Holdings Plc YE Dec22 Accts FINAL

Final Audit Report 2023-04-28

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By:	Jeremy Sturgess-Smith (jss@anandadevelopments.com)
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