This document comprises a prospectus ("**Prospectus**") for the purposes of Article 3 of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"), which is part of the domestic law of the United Kingdom of Great Britain and Northern Ireland ("**United Kingdom**" or "**UK**") by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**") relating to URA Holdings plc (the "**Company**" or "**URA**") prepared in accordance with the prospectus regulation rules (the "**Prospectus Regulation Rules**") of the UK Financial Conduct Authority (the "**FCA**") made under section 73A of the Financial Services and Markets Act 2000 ("**FSMA**") and approved on 13 December 2023 by the FCA under section 87A of FSMA as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Company and of the quality of the ordinary shares of nominal value 0.01 pence each in the capital of the Company (the "**Ordinary Shares**") that are the subject of this Prospectus. This Prospectus has been drawn up as a simplified prospectus under the simplified prospectus regime for secondary issuances in accordance with Article 14 of the UK Prospectus Regulation. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.

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

On 20 November 2023, the Company announced, via an RIS, that it had closed a conditional placing and subscription to raise £1.0 million (before expenses) in a cash placing and subscription by the Company of 80,000,000 Ordinary Shares (the "**Fundraise**") at a price of 1.25 pence per new Ordinary Share (the "**New Ordinary Shares**").

The Company's entire issued share capital comprising 172,345,590 existing Ordinary Shares ("**Existing Ordinary Shares**") as at 12 December 2023 (being the latest practicable date prior to publication of this Prospectus) (the "**Latest Practicable Date**") is admitted to listing on the standard segment of the Official List ("**Standard Listing**") maintained by the FCA (the "**Official List**"), in its capacity as competent authority under FSMA (under Chapter 14 of the listing rules published by the FCA under section 73A of FSMA (the "**Listing Rules**")) and to trading on the main market for listed securities of London Stock Exchange plc (the "**London Stock Exchange**") (the "**Main Market**"). No application has been, or is currently intended to be, made for the Existing Ordinary Shares to be admitted to listing or trading on any other stock exchange.

In accordance with the Listing Rules, upon publication of this Prospectus, applications will be made to the FCA and to the London Stock Exchange for the 80,000,000 New Ordinary Shares to be admitted to a Standard Listing and to trading on the Main Market ("**Admission**"). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 18 December 2023.

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

The Company and the directors of the Company, whose names appear on page 43 of this Prospectus (the "**Directors**"), accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

URA Holdings plc

(Incorporated in England and Wales with company number 5329401)

Placing and Subscription to raise £1.0 million at 1.25 pence per Placing Share

and

Admission of 80,000,000 New Ordinary Shares to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the Main Market of the London Stock Exchange

Joint Brokers

Peterhouse Capital Limited Capital Plus Partners Limited

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

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

The Joint Brokers, which are each authorised and regulated by the FCA, are acting exclusively for the Company and for no one else in connection with the production of this Prospectus, the Fundraise and/or the Admission. The Joint Brokers will not regard any other person as a client in relation to the production of this Prospectus, the Fundraise and/or Admission, and neither Joint Broker will be responsible to anyone (whether or not a recipient of this Prospectus) other than the Company for providing the protections afforded to its clients, or for providing advice in connection with the production of this Prospectus, the Fundraise and/or Admission, or any other matter, transaction or arrangement referred to in this Prospectus.

Notice to overseas investors

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. The New Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. A12.5.3.2 LR 2.2.3

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

This Prospectus does not constitute an offer to sell or an invitation to purchase or subscribe for, or the solicitation of an offer or invitation to purchase or subscribe for, New Ordinary Shares in any Restricted Jurisdiction. LR 2.2.9 (1)

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

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

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

No incorporation of website information

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

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

General

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

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

Neither the Company nor any of its representatives is making any representation to any investor of any securities regarding the legality of an investment in any of the Company's securities by such investor under the laws applicable to such investor. The contents of this Prospectus should not be construed as legal, financial or tax advice. Each investor should consult their own legal, financial or tax adviser for legal, financial or tax advice.

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

The date of this Prospectus is 13 December 2023.

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PART I

SUMMARY

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

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

INTRODUCTION AND WARNINGS	
Name and ISIN of the securities	The securities are the Ordinary Shares, which have the ISIN GB00BL979W39.
Identity and contact details of the issuer	The issuer is URA Holdings plc, and its registered address is at 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom and telephone number is +44 (0)743 686 497. The Company's Legal Entity Identifier ("**LEI**") is 213800U6Z250COBY7781.
Identity and contact details of the offeror or of the person asking for admission to trading on a regulated market	The Company is the person asking for admission to trading of the Ordinary Shares on the Main Market of the London Stock Exchange which is a regulated market.
Date of approval of the prospectus	The Prospectus was approved on 13 December 2023.
Identity and contact details of the competent authority approving the prospectus	The competent authority approving this Prospectus is the FCA. The FCA's registered address is at 12 Endeavour Square, London E20 1JN, United Kingdom and telephone number is +44 (0)20 7066 1000.
Warnings	This summary should be read as an introduction to this Prospectus. Any decision to invest in the Ordinary Shares should be based on consideration of this Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such Ordinary Shares.
KEY INFORMATION ON THE ISSUER	
Who is the issuer of the securities?	
Domicile and legal form	The Company was incorporated in England and Wales on 11 January 2005 as a public company with limited liability under the Companies Act 2006 (the "**Companies Act**") with an indefinite life, with the name Uranium Resources plc. On 20 December 2017, the Company changed its name to URA Holdings plc. The Company is domiciled in the UK and subject to the City Code on Takeovers and Mergers (the "**Takeover Code**").
Principal Activities	URA is an African focused mineral exploration company, listed on the Standard Market of the London Stock Exchange. The Company leverage the extensive in-house skills of its Board and team to identify and pursue unique, value-enhancing opportunities in the minerals sector within Southern Africa. The principal activity is to recommission and resume production of emeralds at the Company's Gravelotte emerald mine ("**Gravelotte Emerald Mine**"), in which it holds a 74% interest, in the Limpop region of South Africa. It also holds two licences in Zambia as early stage exploration projects where in the future the Company may seek to prove up commercially exploitable quantities and a range of special metals (the "**Strategic Minerals Project**").
Operating History	The Company was set up to pursue uranium exploration and development activities in Tanzania and was admitted to AIM, the market of that name operated by the London Stock Exchange ("**AIM**") on 18 February 2005. On 20 December 2017, the Company disposed of its interests in its uranium business, raised £840,000 and became a cash shell for the purposes of Rule 15 of the AIM Rules for Companies issued by the London Stock Exchange (the "**AIM Rules for Companies**"). On 20 December 2018, the Company announced via regulatory information service (an "**RIS**") that, having been unable to complete a transaction constituting a reverse takeover for the purposes of Rule 15 of the AIM Rules for Companies on or before 21 December 2018, the admission to trading of the Ordinary Shares on AIM was to be cancelled, which took effect on 24 December 2018. On 24 May 2019, the Company announced via an RIS that it had made an investment in Ananda Developments plc ("**Ananda**") of £400,000. In August 2019, the Company resolved to distribute its holdings of shares and warrants in Ananda to shareholders of the Company ("**Shareholders**") and, following an application to the High Court of England and Wales to effect a capital reduction, the distribution was effected on 7 May 2021. On 11 August 2021, the Company entered into an acquisition agreement to acquire the entire share capital of Malaika (and its wholly-owned subsidiary Malaika Developments, the holder of the exploration licences in Zambia in respect of the Strategic Minerals Project) (the "**Malaika Acquisition Agreement**"). On 14 February 2022, the Company announced it has raised £1,050,000 million before costs by means of the placing of 52,500,000 Ordinary Shares at a price of 2 pence each (the "**2022 Placing**"). On 24 March 2022, the Company announced via an RIS that it had entered into an agreement for the acquisition of G.E.M. Venus Holdings (Pty) Limited and its subsidiaries, the ultimate owner of a 74% interest in the Gravelotte Emerald Mine (the "**Acquisition**").

On 27 February 2023, the Company announced, via an RIS, the satisfaction of the conditions precedent relating to the Acquisition and issued 4,000,000 new Ordinary Shares as consideration in connection with the Acquisition.

On 23 May 2023, the Company announced, via an RIS, that it had entered into a conditional placing agreement (the "**May 2023 Fundraise Agreement**") to raise £280,000 (before expenses) in a cash placing by the Company of 14,000,000 Ordinary Shares (the "**May 2023 Fundraise**") at a price of 2 pence per new Ordinary Share.

On 23 May 2023 the Company also announced, via an RIS, that it had raised £50,000 by way of a convertible loan note (the "**CLN**") with Austin Acquisitions 1 Limited that converted automatically following the annual general meeting of the Company held on 30 June 2023 (the "**AGM**") at a price of 2 pence per Ordinary Share into 2,500,000 Ordinary Shares (the "**Conversion Shares**").

On 14 July 2023 the Conversion Shares were admitted to trading on the Main Market of the London Stock Exchange.

On 1 September 2023 the Company announced, via an RIS, that it had raised £240,000 (before expenses) by way of a placing and subscription through the issue of 10,000,000 new Ordinary Shares at a price of 2.4 pence per share (the "**September 2023 Fundraise**"). In connection with the September 2023 Fundraise, 125,000 warrants were issued to Peterhouse Capital in accordance with the terms of their engagement letter at an exercise price of 2.4 pence and a warrant life of 3 years.

The Company currently has two wholly-owned subsidiaries, Malaika which in turn has one, wholly-owned subsidiary, Malaika Developments and G.E.M. Venus Holdings (Pty) Limited, which in turn owns 74% of the issued share capital of each Adit Mining Consultants and Trading (Pty) Limited ("**Adit Mining**") and Venus Emeralds (Pty) Limited ("**Venus**") (together, the "**Group**").

Group company name:	Jurisdiction of incorporation:	Company number:
Malaika Exploration (Ireland) Limited	Republic of Ireland	670538
Malaika Developments Limited	Zambia	120200003964
G.E.M. Venus Holdings (Proprietary) Limited	South Africa	2007/017645/07
Adit Mining Consultants and Trading (Pty) Limited	South Africa	2007/021621/07
Venus Emeralds (Pty) Limited	South Africa	2007/030976/07

Major shareholders

In so far as it is known to the Company as at the Latest Practicable Date, the following persons are expected to be, on Admission, directly or indirectly, interested (within the meaning of the Companies Act) in 3% or more of the Enlarged Issued Share Capital (being the threshold for notification of interests that will apply to Shareholders as of Admission pursuant to Chapter 5 of the disclosure guidance and transparency rules of the FCA made in accordance with section 73A of FSMA (the "**Disclosure Guidance and Transparency Rules**" or "**DTRs**")):

	As at the date of this Prospectus		On Admission	
Name	Number of Ordinary Shares	Percentage of Existing Share Capital	Number of Ordinary Shares	Percentage of Enlarged Share Capital
Africa Critical Metals Limited[1]	60,000,000	34.81%	60,000,000	23.78%
The Bank of New York (Nominees) Limited	14,770,730	8.57%	14,770,730	5.85%
Pershing Nominees Limited	10,012,625	5.81%	10,012,625	3.97%
Ed Nealon[2]	8,834,615	5.13%	13,501,281	5.35%
Hargreaves Lansdown (Nominees) Limited (15942)	7,984,341	4.63%	7,984,341	3.16%
Arbuthnot Latham (Nominees) Limited	6,083,498	3.53%	6,083,498	2.41%
Vidacos Nominees Limited	5,751,356	3.34%	5,751,356	2.28%
Hargreaves Lansdown (Nominees) Limited (VRA)	5,409,083	3.21%	5,409,083	2.14%
Redmayne (Nominees) Limited	5,409,083	1.41%	5,409,083	2.14%
Peter Redmond	2,426,281	1.3%	6,026,281	2.39%

[1] [2] *Mr Ed Nealon holds 49.5% of the issued share capital of Africa Critical Minerals Limited through his family investment company, Almaretta Pty Ltd. Mr Nealon is considered to be interested, inter alia, in the shares held by Africa Critical Metals Limited in the proportions set out above.*

Save as disclosed in this element, the Company is not aware of any person who, as at the Latest Practicable Date, directly or indirectly, has a holding which is notifiable under English law or who directly or indirectly, jointly or severally, exercises or could exercise control over the Company, nor are they aware of any arrangements the operation of which may at a subsequent date result in a change of control over the Company. Those interested, directly or indirectly in 3% or more of the Enlarged Issued Share Capital (as set out above) do not as at the Latest Practicable Date, and, following Admission, will not have different voting rights from other Shareholders.

Key managing directors

Bernard Olivier – *Chief Executive Director*
Sam Mulligan – *Operations Director*

Statutory auditors

Gerald Edelman LLP of 73 Cornhill, London EC3V 3QQ, United Kingdom

What is the key financial information regarding the issuer?	
Selection of historical key financial information	**The Company** The tables set out the summary audited consolidated information of the Company for the year ended 31 December 2022 and the unaudited consolidated information of the Company for the 6 month period ended 30 June 2023 (the "**Summary Financial Information**").

Consolidated Statement of Comprehensive Income

	GROUP		COMPANY	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
Continuing operations				
Operating expenses	(549)	(390)	(519)	(281)
Loan amounts written off	(264)	-	(264)	-
Amortisation / Impairment	(199)	2	(200)	-
Profit / (Loss) before taxation	(1,012)	(388)	(983)	(281)
Taxation	-	-	-	-
Profit / (Loss) for the period from continuing operations	(1,012)	(388)	(983)	(281)
Other comprehensive income	-	-	-	-
Total comprehensive profit / (loss) for the period	(1,012)	(388)	(983)	(281)
Earnings per share				
Basic earnings per share (pence)	(0.82p)	(0.32p)	(0.79p)	(0.23p)
Diluted earnings per share (pence)	(0.69p)	(0.28p)	(0.67p)	(0.20p)

Consolidated Statement of Financial Position

	GROUP		COMPANY	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
ASSETS				
Non-current assets				
Investments	-	-	1,000	2,098
Property, Plant and Equipment	-	31	-	-
Intangible assets				
Exploration licence	11	2,692	-	100
Goodwill	995	1,428	-	-
Total Non-current Assets	1,006	4,151	1,000	2,198
Current assets				
Other receivables	27	107	48	294
Cash and cash equivalents	362	175	362	145
Total Current Assets	389	282	410	439
Total Assets	1,395	4,433	1,410	2,637
LIABILITIES				
Current liabilities				
Trade and other payables	(132)	(3,077)	(118)	(1,174)
Total Liabilities	(132)	(3,077)	(118)	(1,174)
Net Assets	1,263	1,356	1,292	1,463
EQUITY				
Share capital	14	16	14	16
Share premium	2,546	3,017	2,546	3,017
Other reserves	6	14	6	14
Retained earnings	(1,303)	(1,691)	(1,274)	(1,584)
Total Equity	1,263	1,356	1,292	1,463

Consolidated Statement of Cash Flows

	GROUP		COMPANY	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
Cash flows from operating activities				
Profit / (Loss) for the period	(1,012)	(388)	(983)	(281)
Amortisation and impairment	199	2	200	-
Share based payment	6	8	6	-
(Increase)/decrease in receivables	10	(80)	(12)	(246)
Increase/(decrease) in payables	50	2,019	36	29
Net cash used in operating activities	(747)	1,561	(753)	(498)
Investing activities				
Purchase of subsidiary and intangible asset	(1,206)	(2,029)	(1,200)	
Net cash used in investing activities	(1,206)	(2,029)	(1,200)	
Financing activities				
Sub-Division & Consolidation of Shares	-	-	-	-
Issue of shares for cash, net of costs	2,216	281	2,216	281
Convertible loan notes	-	-	-	-
Net cash from financing activities	2,216	281	2,216	281
Increase / (Decrease) in cash and cash equivalents	263	(187)	263	(217)
Cash and cash equivalents at beginning of the period	99	362	99	362
Cash and cash equivalents at the end of the period	362	175	362	145

Subsequent to the period ended 31 December 2022:

- on 27 February 2023, the Company issued 4,000,000 new Ordinary Shares as consideration in connection with the Acquisition;
- on 23 May 2023, the Company raised £280,000 (before expenses) in the May 2023 Fundraise in the form of a cash placing by the Company of 14,000,000 Ordinary Shares at a price of 2 pence per new Ordinary Share;
- on 23 May 2023 the Company raised £50,000 by way of a CLN with Austin Acquisitions 1 Limited that converted automatically following the AGM at a price of 2 pence per Ordinary Share into 2,500,000 Conversion Shares; and
- on 1 September 2023 the Company raised £240,000 (before expenses) in the September 2023 Fundraise by way of a placing and subscription through the issue of 10,000,000 new Ordinary Shares at a price of 2.4 pence per share, and in connection with the September 2023 Fundraise, 125,000 warrants were issued to Peterhouse Capital in accordance with the terms of their engagement letter at an exercise price of 2.4 pence and a warrant life of 3 years.

***Pro forma* financial information**	Not applicable.
Brief description of any qualifications in the audit report	Not applicable. There are no qualifications in the accountant's reports set out as the historical financial information.

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

Brief description of the most material risk factors specific to the issuer contained in the prospectus	• The Group's current investments are concentrated in the Gravelotte Emerald Mine. The Strategic Minerals Project is currently paused while the Group exclusively focuses on the Gravelotte Emerald Mine. The Group has yet to commence detailed exploration activity at the Strategic Minerals Project. The prospects of the discovery of commercially viable mineral resources and ore reserves on the Group's exploratory licence area associated with the Strategic Minerals Project are based on the judgment of the Directors and historical data from the Strategic Minerals Project and adjacent areas which are anticipated to have similar geology. The presence of mineral resources and ore reserves on the on the exploration licence area associated with the Strategic Minerals Project remains based on theoretical and limited anecdotal physical evidence and data. The Group is currently prioritising exploration activity at the Gravelotte Emerald Mine. • The Gravelotte Emerald Mine is currently not operational. The Group is not currently generating revenue and will not do so in the near term and will not do so until the refurbishment and re-equipping of the Gravelotte Emerald Mine is completed and mining operations have been successfully recommenced. • Commodity prices may have significant impact on the valuation, revenue and profits of the Group. • There can be no assurance that the Group's published reserves and resources as included in the Competent Persons Report "**Competent Persons Report**" or "**CPR**") contained within this Prospectus will be recovered or that they can be brought into profitable production. • The Group is reliant on key Directors and senior management and their ability to manage its business and

	attract, retain and motivate other qualified employees, as well as third parties in relation to its operational activity. • Even if the Group makes a commercially viable discovery in the future in connection with the Strategic Minerals Project there are significant risks associated with the ability of such a discovery generating any operational cash flows. • Whilst the Group has sufficient financial recourses to conduct its planned mine refurbishment and exploration activities, meet its committed licence obligations and cover its general operating costs and overheads for at least 12 months from the date of this Prospectus, the Group may, in the longer term future, need additional financial resources in the event that it wishes to commercially exploit any mineral resources and ore reserves discovered as a result of its exploration activity without the involvement of other parties or commercial partners. • The nature of mineral production activities involves a high degree of risk. Operating a gemstone mine carries significant risks associated with security, theft and corruption. The Group has yet to engage personnel or put procedures in place to mitigate these risks but such measures and plans could require significant investment. • Exploration, mining and processing activities are dependent upon the grant, renewal, continuance or maintenance in force of appropriate permits, licences, concessions, leases and regulatory consents, in particular the Group's exploration licence, are valid only for a defined time period and subject to limitations or other conditions related to minimal levels of activity. If the Group fails to fulfil the specific terms of its exploration licence or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the right, concession, licence, permit or other authorisation, any of which could have a material adverse effect on the Group's results of operations and financial condition. • The Group is exposed to governmental regulation, political, environmental, health and regulatory compliance risks and the failure to comply with these laws and/or permits, or any other applicable laws or permits, by the Group or the sub-contractors that it engages, could result in fines and penalties, interruptions in operations or the need to install pollution control equipment that could be costly. The Group may be required to make additional expenditures, which could be significant, relating to environmental matters on an ongoing basis.
KEY INFORMATION ON THE SECURITIES	
What are the main features of the securities?	
Type, class and ISIN	The securities for which Admission is sought are Ordinary Shares with a nominal value of 0.01 pence each in the capital of the Company which are registered with ISIN GB00BL979W39, SEDOL code BL979W3 and TIDM URAH.
Currency, denomination, par value, number of securities issues and the term of the securities	80,000,000 New Ordinary Shares, each with a nominal value of 0.01 pence each. The Ordinary Shares are denominated in UK Pounds Sterling. The Ordinary Shares are in registered form, may be held in either certificated or uncertificated form and title to such uncertificated shares may be transferred by means of a relevant system (as defined in the Uncertificated Securities Regulations 2001 *(SI 2001 No. 3755*) (the "**CREST Regulations**")). The term of the Ordinary Shares is perpetual. There are no shares in issue that are not fully paid.
Rights attached to the securities	The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares. All Ordinary Shares have the following rights attaching to them: • the right to receive notice of and to attend and vote at any meetings of Shareholders; • the right to attend and being present in person or by proxy at a meeting will, upon show of hands have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share held by such Shareholder; • if two or more persons are joint holders of a share, then in voting on any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of Shareholders (the "**Register**") to be maintained by Computershare Investor Services plc, the registrar (the "**Registrar**"); • the right to receive dividends on a *pari passu* basis; and • subject to the Companies Act, on a winding-up of the Company the assets of the Company available for distribution shall be distributed, provided there are sufficient assets available, first to the Shareholders in an amount paid up by those Shareholders on their Ordinary Shares. If, following these distributions to Shareholders there are any assets of the Company still available, they shall be distributed to Shareholders pro rata to the amount paid up Ordinary Shares held (by each Shareholder as the case may be). The Company obtained authority from Shareholders by way of resolutions passed at the AGM, to, *inter alia*, issue and allot the Ordinary Shares, and disapplied pre-emption rights in respect of future share issues whether for cash or otherwise.
Relative seniority of the securities in the issuer's capital structure in the event of insolvency	Not applicable. The Company does not have any other securities in issue or liens over its assets and so the Ordinary Shares are not subordinated in the Company's capital structure as at the date of this Prospectus, and will not be on Admission.
Restrictions on the free transferability of the securities	Not applicable. The Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer. Each Shareholder may transfer all or any of their Ordinary Shares which are in certificated form by means of an instrument of transfer in any usual form or in any other form which the Directors may approve. Each Shareholder may transfer all or any of their Ordinary Shares which are in uncertificated form by means of a 'relevant system' (*i.e.*, the CREST system) in such manner provided for, and subject as provided in the CREST Regulations.
Dividend or pay-out policy	To date, the Company has not declared or paid any dividends on the Ordinary Shares. The Company's current intention is to retain earnings, if any, to finance the operation and expansion of the Group's business, and does not expect to declare or pay any cash dividends in the foreseeable future. To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends, at such times (if any) and in such amounts (if any) as the board of Directors (the "**Board**") determines appropriate and only to the extent legally or contractually permissible. Payments of such dividends will be dependent on the availability of any dividends or

	other distributions from such subsidiaries. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.
Where will the securities be traded?	
Application for admission to trading	Applications will be made for the Ordinary Shares to be admitted to the Official List of the FCA with a Standard Listing and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that unconditional dealings in the Ordinary Shares will commence at 8.00 a.m. on 18 December 2023.
Identity of other markets where the securities are or are to be traded	Not applicable. No application has been, or is currently intended to be made for the Ordinary Shares to be admitted to trading on any other market or exchange, other than the Main Market of the London Stock Exchange.
What are the key risks specific to the securities?	
Brief description of the most material risk factors specific to the securities contained in the prospectus	• The Standard Listing of the Ordinary Shares affords investors a lower level of regulatory protection than a Premium Listing. • Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable. • The Company has never declared or paid any dividends. The Company currently intends to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends to the extent that to do so is in accordance with the Companies Act and all other applicable laws and provided there is sufficient cash flow and distributable reserves to cover the Company's working capital. There can be no assurance that the Company will declare and pay, or have the ability to declare and pay, any dividends in the future.
KEY INFORMATION ON THE ADMISSION TO TRADING ON THE LONDON STOCK EXCHANGE	
Under which conditions and timetable can I invest in this security?	
General terms and conditions	Pursuant to the Fundraise, Peterhouse Capital and Capital Plus were engaged by the Company, as agents for the Company, subject to certain conditions to use their reasonable endeavours to procure subscribers for 80,000,000 New Ordinary Shares ("**Placees**") at the Issue Price. The 80,000,000 New Ordinary Shares subscribed for in the Fundraise at the Issue Price will represent up to approximately 31.7% of the Enlarged Issued Share Capital. The Fundraise is conditional, *inter alia*, on: (i) Shareholders granting authority to the Directors to allot and issue the New Ordinary; and (ii) Admission occurring by 8.00 a.m. on 18 December 2023 (or such other time and/or date as the Joint Brokers and the Company may agree being not later than 29 December 2023). The New Ordinary Shares will, on issue, rank *pari passu* with the Existing Ordinary Shares. If Admission does not proceed, the Fundraise will not proceed and all monies paid will be refunded to Placees. Capital Plus may terminate the Placing Agreement in certain circumstances prior to Admission including, *inter alia*, if there shall have been a material adverse change or if any of the Directors or the Company fails to comply in any material respect with any of their respective obligations under the Placing Agreement. The net proceeds of the Fundraise after deduction of expenses of the Fundraise and Admission (including registration, listing and admission fees, the aggregate commission payable to the Joint Brokers, printing, advertising and distribution costs and professional advisory fees, including legal fees, and any other applicable expenses) which are estimated to be £170,000 (excluding any applicable VAT) will be deducted from the gross proceeds of the Fundraise. On the basis that the gross proceeds of the Placing are £1,000,000 (the "**Gross Fundraise Proceeds**"), the net fundraise proceeds will be approximately £830,000. (the "**Net Fundraise Proceeds**") The Fundraise will cease to have any element of conditionality (including statutory withdrawal rights for investors) immediately prior to Admission. Accordingly, Placees and Subscribers do not have a statutory right of withdrawal upon the publication of any supplementary prospectus to this Prospectus. If Admission does not proceed, the Fundraise will not proceed and all monies paid will be refunded to Placees and Subscribers. The Placing is not being underwritten. The latest time for receiving commitments under the Placing was 4.00 p.m. on 20 November 2023.
Expected timetable of the offer	Publication of this Prospectus: 13 December 2023 Admission and commencement of unconditional dealings in the New Ordinary Shares: 8.00 a.m. on 18 December 2023 CREST members' accounts credited in respect of New Ordinary Shares (where applicable): 18 December 2023 Share certificates despatched in respect of New Ordinary Shares (where applicable): 28 December 2023 *All references to time in this Prospectus are to London time, unless otherwise stated. Any changes to the expected timetable will be notified by the Company through an RIS.*
Details of admission to trading on a regulated market	Applications will be made for 80,000,000 New Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that unconditional dealings in the New Ordinary Shares will commence at 8.00 a.m. on 18 December 2023.
Plan for distribution	The New Ordinary Shares which are the subject of this Prospectus were offered by Peterhouse Capital and Capital Plus exclusively to Relevant Persons. There will be no offer to the public of any New Ordinary Shares and no intermediaries offer.
Amount and percentage of immediate dilution resulting from the offer	The holders of the Existing Ordinary Shares as at the date of this Prospectus will experience a 31.7% dilution on the issue and allotment of the New Ordinary Shares.

Estimate of total expenses of the issue and/or offer	The expenses of the Fundraise and Admission will be borne by the Company in full and no expenses will be charged to the investor by the Company. These expenses (including commission and expenses payable under the engagement letters with the Joint Brokers and registration, listing and admission fees, printing, advertising and distribution costs and professional advisory fees, including legal fees, and any other applicable expenses) are estimated to be £170,000, representing approximately 17% of the £1,000,000 in Gross Fundraise Proceeds. The total Net Fundraise Proceeds on this basis are estimated to be approximately £830,000.
Why is this Prospectus being produced?	
Reasons for the admission to trading on a regulated market	The Company is publishing this Prospectus in conjunction with the Placing in order to raise additional capital to complete the next phase of the refurbishment programme for the Gravelotte Emerald Mine and restart of mining operations and to provide additional working capital.
Use and estimated net amount of the proceeds	The Net Fundraise Proceeds are estimated to be £830,000. The Company currently expects the next phase of the refurbishment programme for the Gravelotte Emerald Mine and restart of mining operations to consume approximately £300,000 of the Net Fundraise Proceeds, comprising expenditure on the following: **Capital Costs:** • Final remaining payment for Optical Sorter • Purchase of the primary crusher (PE1000 x 1200 Hadfields) • Purchase of primary vibrating and sizing screen • Purchase of belt conveyors and surge bins • Infrastructure and civil engineering expenditure • Other machinery and equipment **Total Capital Costs: £350,000** The Company has allocated the remaining £480,000 to meet operational costs as follows: **Operational Costs:** • 3- 4months construction and commissioning at the Gravelotte Emerald Mine • Group and Operational Working Capital **Total Operational Costs: £480,000** Any excess balance over the Net Fundraise Proceeds will be used towards the Company's working capital.
Indication of whether the offer is subject to an underwriting agreement	Not applicable.
Indication of the most material conflicts of interests relating to the offer or admission to trading	Not applicable. None of the Directors has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have, as at the Latest Practicable Date.

PART II

RISK FACTORS

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

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

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

For the avoidance of doubt, none of the statements made in the risk factors that follow in any way constitutes a qualification of the working capital statement set out in paragraph 7 of *Part XI – Additional Information* of this Prospectus.

PART A – RISK FACTORS SPECIFIC AND MATERIAL TO THE GROUP

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

The Group's current investments are concentrated in the Gravelotte Emerald Mine

The concentration of the Group's licences lies in two projects, the Gravelotte Emerald Mine and Strategic Mineral Projects, located in South Africa and Zambia, respectively. The limited number of separate projects and ongoing investments creates risk. The Company is an African focused mining Company with a particular focus on coloured gemstones, specifically, emeralds at the Gravelotte Emerald Mine and high-grade graphite, coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs) at the Strategic Mineral Projects.

As at the date of this Prospectus, the exploration and testing activities have not commenced on the Strategic Mineral Projects and the mining at Gravelotte Emerald Mine, which the Company regards as its only area of active developments in the short term, remains focused on emeralds. The Group has limited diversification in its asset base in South Africa and Zambia. In view of its initial focus on the Gravelotte Emerald Mine, the Group will be exposed to the concentration risk of only having current operations in the coloured gemstones sector, where concentration risk may further relate to sub-sector, geography, the relative size of an investment or other factors. The Group has focused its investment strategy on the Gravelotte Emerald Mine, as a result of which the Group may be more exposed to country and local government-associated risk and fluctuations in the demand for and the price of gemstones, specifically, emeralds and in the future, high-grade graphite, coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs). Any delay in the active development or the Gravelotte Emerald Mine or any unexpected interference in operations in the coloured gemstones sector could in turn materially adversely affect the revenue, business, results of operations and financial condition of the Group.

The Group is at an early stage of commencing exploration activities on its exploration and mining licences in Zambia in respect of the Strategic Minerals Project and is currently prioritising work at the Gravelotte Emerald Mine

As the Group continues work at the Gravelotte Emerald Mine, detailed exploration activity in relation to the Strategic Minerals Project has been placed on a temporary hold. Even when the Group does commence detailed exploration activity in relation to the Strategic Minerals Project, there can be no guarantee of the results of any detailed exploration activity. The prospects of the discovery of commercially viable mineral resources and ore reserves on the Group's exploratory licence area associated with the Strategic Minerals Project are based on the judgment of the Directors and historical data from the Strategic Minerals Project and adjacent areas which are anticipated to have similar geology. Whilst the Directors have engaged geologists to support and inform their decisions to acquire interests in the exploration licence area associated with the Strategic Minerals Project, no mineral resource and reserve estimate has to date been prepared in relation to it. Until the Group carries out extensive and detailed exploration studies on the licence areas, the assumptions as to the presence of mineral resources and ore reserves on the exploration licence area associated with the Strategic Minerals Project remains based on theoretical and limited anecdotal physical evidence and data.

Mineral exploration is an inherently speculative activity. The Group holds two exploration licences in Zambia in respect of the Strategic Minerals Project and is at an early stage of exploration in these licence areas. The Strategic Minerals Project has been selected on the basis of a set of prevailing geological conditions in the associated exploration licence area, however the asset base has yet to be comprehensively explored or tested. In the event that further exploration and/or testing reveals that the Strategic Minerals Project does not have a viable asset base, the Group will rely heavily on the benefit of having a JORC compliant maiden mineral resource estimate for the Gravelotte Emerald Mine in South Africa.

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

In the event that the geology in the associated licence areas turns out to be other than as expected and even if the geology is as anticipated, there is significant risk after spending significant sums on exploration and testing activity that no commercially viable mineral resources and ore reserves will be discovered. There is accordingly a material risk that activity at the Strategic Minerals Project could yield results that are materially below expectations which could in turn materially adversely affect the revenue, business, results of operations and financial condition of the Group.

The Gravelotte Emerald Mine is currently not operational

Recent months have been spent refurbishing and upgrading the facilities at the Gravelotte Emerald Mine, which, although disused for many years, remained in a reasonably good state of repair and consists of housing facilities for senior staff, operational buildings, security fencing and some mining equipment.

The Company intends to bring the mine back into profitable production in the near term and to look to expand the operations once the first stage of renovating the infrastructure has been completed. The renovation is subject to stringent regulation, significant delays and cost overruns if the current state of the infrastructure is worse than currently estimated. Any significant delays and/or costs overruns could have a material adverse effect on the Group's business, results of operations and financial condition.

The Group is not currently generating revenue

The Group is not currently generating revenue and will not do so until the refurbishment and re-equipping of the Gravelotte Emerald Mine is completed and mining operations have been successfully recommenced. As a result, it is not possible to give any assurance as to the timeline in which the Group will be capable of generating revenue. Any delay in the refurbishment of the Gravelotte Emerald Mine may result in increased costs, which may limit the Group's immediate growth and may have a material adverse effect on its business, results of operations and financial condition.

The Strategic Minerals Project remains at an early stage of development and work thereon is not intended to be commenced until some time after the reopening of the Gravelotte Emerald Mine. Even if a potentially commercially recoverable mineral resources and ore reserves has been discovered, there is a risk that the grade of mineralisation ultimately mined may differ from that indicated by drilling results and such differences could be material.

Commodity prices may have significant impact on the valuation, revenue and profits of the Group

The Group will be exposed to the effects of changes in commodity prices (in particular, the price of coloured emeralds) and, after completion of planned refurbishments at Gravelotte Emerald Mine, will be dependent on the prevailing market prices of coloured gemstones. The Group may, in the future, be exposed to the commodity prices of high-grade graphite, coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs). Any decrease in these commodity prices will have an impact on the business, operation and financial performance of the Group.

Historically, commodity prices, including emeralds have been subject to fluctuations and are affected by numerous factors beyond the Group's control, including international macro-economic conditions and outlook, levels of supply and demand, any actual or potential threats to the stability of supply and/or demand, inventory levels maintained by users, actions of participants in the commodities markets and currency exchange rates. For example, reduced auction sales as a result of an economic downturn may have an adverse effect on the profitability and cash flow of emerald-focused businesses. Therefore, commodity prices may have significant impact on the valuation, revenue and profits of the Group and may impact on the viability of the asset base in which the Group has invested, explored and operates within. In turn, the Group may face difficulties in divesting any of its assets in which are affected by adverse commodity prices.

There can be no assurance that the Group's published reserves and resources included in the CPR contained within this Prospectus will be recovered or that they can be brought into profitable production.

Reserves figures are estimates and there can be no assurances that they will be recovered or that they can be brought into profitable production. Reserves and resources estimates may require revisions based on actual production experience. The reserves require further capital expenditure in order to bring them into production. No guarantee can be given as to the success of work programmes required in order to bring them into production. In addition, drilling, sampling, development and production may be delayed or adversely affected by factors outside the control of the Group.

The volume and grade of the emeralds are recovered at the Gravelotte Emerald Mine may not conform to current expectations. The reserves and resources reported at the Gravelotte Emerald Mine constitute estimates that comply with standard evaluation methods generally used in the international mining industry, and have been reported in accordance with the JORC Code. No assurance can be given that the anticipated revenue, tonnage and grades will be achieved, that the indicated level of recovery will be realised or that the resources can be mined or processed profitably. Actual resources may not conform to expectations and the volume and grade of coloured gemstones recovered may be below the estimated levels. If the reserves and resources of Gravelotte Emerald Mine are found to be less than current estimates, the operations of Gravelotte Emerald Mine could be adversely affected.

Similar factors may in the future adversely affect the viability of prospective operations in the Strategic Minerals Project.

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

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

Except for the Directors, the Group currently has a limited operational workforce and will be reliant on third party providers and suppliers to provide the services and equipment required for the Group's exploration activities and there

can be no assurance that such third parties will be able to provide such services in the time scale and at the cost anticipated by the Company.

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

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

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

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

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

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

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

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

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

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

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

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

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

Prior to any development of any properties, the Group is required to receive permits from appropriate governmental authorities. There can be no assurance that the Group will obtain and/or continue to hold all permits necessary to develop or continue operating at any particular property. There is also no assurance that delays will not occur in connection with obtaining all necessary new permits or renewals of such permits for future operations of the Group. Failure to obtain or renew licences and other regulatory consents necessary for the Group's operations or the revocation of any of its licences may have a material adverse effect on the Group's business, results of operations or financial condition.

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

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

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

The Group's intended activities in South Africa are also subject to extensive laws and regulations governing mining and mineral exploration companies. For example, the Mineral and Petroleum Resources Development Act No. 28 of 2002 and the MPRDA Amendment Act No.49 of 2008 ("**MPRDA**"), the Mineral and Petroleum Resources Royalty Act 2008, the Mining Titles Registration Act 1967, the Precious Metals Act 2005, National Environmental Management Act 1998 (NEMA) and Diamonds Act 1986 regulate mining in South Africa. The MPRDA outlines key requirements for exploration companies including imposing on these companies, the obligation after a prospecting right or mining right is granted, to lodge for registration with the Mineral and Petroleum Titles Registration Office within 60 days of the notarial execution of the mining right. The holder of the mining rights has various obligations during the duration of the right, such as reporting obligations. There are additional considerations related to environmental regulations and authorisations which are required for prospecting or mining operations and related activities, including the requirement by the Department of Mineral Resources of South Africa ("**DMR**") to grant environmental authorisations and approve prescribed financial provisions (the amounts set aside by mining companies for the remediation and rehabilitation of the environment in relation to mining activities.)

While the Group believes that its investment in the Strategic Minerals Project will comply with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Group or its investments, which could have a material adverse impact on

the Group's exploration operations or any future development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and the Group cannot assure that any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Group from proceeding with exploration operations or any future development projects.

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

The nature of mineral production activities involves a high degree of risk.

The establishment and operation of commercial mining is complex and entails significant execution risk. Mining requires a significant amount of funds in order to replenish reserves, expand production capacity, build infrastructure and rehabilitate the environment. Large amounts of capital may be required to implement projects, and long-term production and processing require significant capital expenditure, ongoing maintenance expenditure and expenditure to comply with new or more stringent legal or regulatory requirements or standards voluntarily adopted by management or expected by investors, as well as to meet unexpected liabilities. The establishment, development and execution of the operations of the Group are therefore subject to a number of risks, including:

- adverse mining conditions, including unanticipated variations in grade, the unpredictable nature of gemstone geology, the occurrence of potholes, faults and other geological problems, difficult surface or underground conditions and unusual or unexpected ground conditions, which may delay and hamper production and may negatively impact metallurgical recoveries;
- in the case of the Gravelotte Emerald Mine, delay in production targets due to the relative infancy of mechanised mining in the coloured gemstone sector; delays or higher than expected costs in obtaining necessary equipment;
- cost escalation due to changes in the scope of Group's projects or general inflationary pressures;
- mechanical and electrical equipment under-performance and maintenance problems;
- human error and conduct;
- closure by governmental or other regulatory authorities as a result of actual or alleged safety, health or environmental risks;
- fire, flooding, rock bursts, cave-ins, mud-rushes, landslides or any other natural disasters;
- strikes, lock-outs, protests and shut downs;
- terrorism, sabotage, theft or other interference in the maintenance or provision of infrastructure;
- disruption to the supply of electricity or water;
- reliance on third party suppliers for certain materials, such as fuel and metal balls for crushing; and other conditions resulting from drilling, blasting and removal and processing of material associated with underground mining.

The occurrence of one or more of these events may result in operational delays, loss of production and decreased revenues and cash flows, inability to raise debt or equity funding to support the future capital expenditures, the loss of mining equipment, damage to or destruction of mineral properties or production facilities, reduction in available resources, monetary losses, delays in production, environmental damage, potential legal liabilities and the death of, or personal injury to, personnel. As a result, the operations of the Group could be affected, and their financial position could be adversely impacted.

Recovery, mineral resource and reserve estimates may prove inaccurate

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

If and when the Group's exploration activity results in the discovery of a new potential mineral resource and reserve base at the Strategic Minerals Project that may be classified as a proven or probable mineral reserves or resources it should be noted that even professional estimates of proven or probable mineral reserves or resources are often based upon volumetric estimates without the benefit of actual production history. Estimates based solely on volumetric methods are, generally, more uncertain than estimates also supported by actual production history. The Directors expect that they would commission an independent competent person to undertake such an assessment of the mineral resources and ore reserves upon discovering any such potential resource and reserve base, but it should be noted that the interpretation and estimates of the amounts of mineral resources and ore reserves are subjective and

the results of drilling, testing and production subsequent to the date of any particular estimate may result in substantial revisions to the original interpretation and estimates. Moreover, different mining engineers may make different estimates of mineral reserves, resources and cash flows based on the same available data. Eventual actual production, revenues and expenditures with respect to any mineral resources and ore reserves will vary from estimates, and the variances may be material, particularly when an entity is still involved solely in exploration activity and significant uncertainties exist, and could have a material adverse effect on the Group's business, financial condition and prospects to a much greater extent than might be expected for a larger enterprise.

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

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

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

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

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

RISKS RELATING TO OPERATING IN THE REPUBLIC OF ZAMBIA AND SOUTH AFRICA

The Group may be subject to the risks associated in operating its business in Zambia and South Africa

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

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

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

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

The commitment by local businesspeople, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that the Group's licences, license applications or other legal

arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness of and enforcement of such arrangements cannot be assured which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group.

The operations of the Group may be adversely affected by interruptions to its electricity supply.

In Africa, there have been power outages and other disruptions in electricity supply which have, and may continue to have, a detrimental effect on production. Although the Group may make contingent arrangements making use of generators and alternative sources of energy at the mines, these are typically not as efficient as a proper supply of electricity. Such interruptions, if continuous or for pro-longed periods of time, may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group.

Mining companies are dependent on access to water use rights.

Africa is a water-scarce continent. Water scarcity may lead to increased regulatory scrutiny with regards to sustainable use and water related discharges. There may be a need for new technology in order to use water more efficiently and treat it to a higher standard of quality so as to comply with the relevant licence conditions. As a result, it is likely that the mining industry will be faced with increasing competition for water uses both in respect of surface and groundwater. This will also likely have cost implications from a tariff perspective, as water use charges are likely to increase. Increasing water scarcity also raises risks in relation to the sustainability of supply. Under South African law, mining operations are subject to water use licenses that govern an operation's water usage and that require, among other things, the operations to achieve and maintain certain water quality limits regarding all water discharges and impacts. These licences are subject to regular reviews and may have stricter conditions imposed upon a mine in the event of a change in environmental circumstances. Compliance with such licences may become increasingly challenging as South Africa is a water scarce country and experiences droughts periodically, the most recent and relatively severe drought having occurred in 2018 to 2022.

In South Africa, there is also a significant backlog in the processing of such applications within the Department of Water and Sanitation ("**DWA**") and, as a result, certain mines in South Africa proceed with new water uses without formal authorisation. The general issue of mines operating without a licence has received Parliamentary notice, and enforcement action by the DWA against all illegal water uses, but particularly illegal water use within the mining industry, has increased. Although no specific action has been threatened, it is possible that the regulator could refuse to grant a water use licence to an entity which commenced operations without the required licence.

RISKS RELATING TO CRIME AND CORRUPTION

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

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

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

Findings of, or any alleged or actual involvement in, corrupt practices or other illegal activities by the Group or its commercial partners or anyone with whom it conducts business could damage its reputation and its ability to do

business, including by affecting its rights and title to assets or by the loss of key personnel, and together with any increased compliance costs, could adversely affect its reputation, business, operations, financial performance, cash flow and future prospects.

The mining and production of high-value gemstones carries material risks relating to security and theft. Given the nature of emeralds it is possible that the Group's operations may be subject to risks ranging from petty theft to organised crime.

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

RISKS RELATING TO THE ORDINARY SHARES

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

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

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

Shareholders' interests may be diluted by future issues of new Ordinary Shares, including on exercise of Warrants

Pursuant to the instruments executed in relation to the 2022 Placing Warrants, 2022 Broker Warrants, September 2023 Warrants and 2023 Broker Warrants, the Company may be required to issue: up to a maximum of 32,059,000 Ordinary Shares issuable upon exercise of warrants. If the maximum number of warrants issued were exercised, as applicable, the maximum number of new Ordinary Shares to be issued would be 32,059,000 new Ordinary Shares in aggregate, representing approximately 12.70% of number of Ordinary Shares to be in issue on Admission. The Directors note that such percentages illustrate the maximum possible dilution calculated on the basis that maximum number of issued warrants are exercised. Only to the extent that such Ordinary Shares in relation to the warrants are issued will there be an associated dilutive effect on the Shareholders in terms of the number of Ordinary Shares in issue and an increase in the Company's total voting rights denominator.

RISKS RELATING TO THE ADMISSION OF THE NEW ORDINARY SHARES

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

A Standard Listing will afford Shareholders a lower level of regulatory protection than a Premium Listing

Applications will be made for the New Ordinary Shares to be admitted to a Standard Listing on the Official List and, accordingly, the Company will not be required to comply with those protections applicable to a Premium Listing. With the exception of Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules, the provisions of Chapters 6 to 13 of the Listing Rules (listing principles, sponsors, continuing obligations, significant transactions, related party transactions, dealing in own securities and treasury shares and contents of circulars), being additional requirements for a Premium Listing of equity securities, will not apply to the Company.

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

Investments in the New Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor may contribute both to infrequent trading in the New Ordinary Shares on the Main Market of the London

Stock Exchange and to volatile Placing Share price movements. Investors should not expect that they will necessarily be able to realise their investment in New Ordinary Shares within a period that they would regard as reasonable. Accordingly, the New Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the New Ordinary Shares.

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

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

RISKS RELATING TO TAXATION

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

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

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

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

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

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

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

PART III

IMPORTANT INFORMATION

General

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

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

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

For the attention of all investors

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

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

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

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

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

This Prospectus should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Company's articles of association (the "**Articles**"), which prospective investors should review. A summary of the Articles is set out in paragraph 4 of *Part XI – Additional Information*

of this Prospectus and a copy of the Articles is available for inspection at the Company's registered office, 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom.

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

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

Prior to making any decision as to whether to invest in the New Ordinary Shares, prospective investors should read this Prospectus in its entirety and, in particular, *Part II – Risk Factors* of this Prospectus when considering an investment in the Company.

Withdrawal rights

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

Details of how to withdraw an application will be made available if a supplementary prospectus is published. Any supplementary prospectus will be published in accordance with the Prospectus Regulation Rules (and notification thereof will be made to an RIS) but will not be distributed to investors individually. Any such supplementary prospectus will be published in printed form and available free of charge at the Company's registered office, 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom and on the Company's website at https://www.uraholdingsplc.co.uk until 14 days after Admission.

Selling restrictions

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

United States

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

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

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

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

European Economic Area

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

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

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

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

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

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

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

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

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

United Kingdom

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

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

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

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

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

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

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

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

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

Australia

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

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

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

Canada

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

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

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

Japan

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

Republic of South Africa

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

Information to distributors

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (ii) eligible for distribution through all permitted distribution channels (the "**UK Target**

Market Assessment"). Notwithstanding the UK Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The UK Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, the Joint Brokers will only procure investors who meet the criteria of professional clients and eligible counterparties.

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

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

Data protection

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

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

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

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

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

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

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

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

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

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

Presentation of financial information

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

Summary Financial Information

Part VIII – Summary Financial Information sets out the summary audited consolidated information of the Company for the year ended 31 December 2022 prepared in accordance with International Financial Reporting Standards as adopted by the UK ("**IFRS**") and the unaudited consolidated information of the Company for the 6 month period ended 30 June 2023.

Rounding

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

Market data

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

CREST

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

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

Information not contained in this Prospectus

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

Supplements

If a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which is capable of affecting the assessment of the New Ordinary Shares arises or is noted between the date of this Prospectus and Admission, a supplement to this Prospectus will be published in accordance with the relevant provisions under the UK Prospectus Regulation. Such a supplement will be subject to approval by the FCA in accordance with Article 23 of the UK Prospectus Regulation and will be published in accordance with the relevant provisions under the UK Prospectus Regulation. The summary shall also be supplemented, if necessary, to take into account the new information included in the supplement. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this

Prospectus (or contained in any document incorporated by reference in this Prospectus). Any supplement shall specify which statement is so modified or superseded and shall specify that such statement shall, except as so modified or superseded, no longer constitute a part of this Prospectus.

Transferability

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

Incorporation of information by reference

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

Forward-looking statements

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

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

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

Times

All times referred to in this Prospectus are, unless otherwise stated, references to the time in London, United Kingdom.

No profit forecast or profit estimate

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

Currency

Unless otherwise indicated, all references in this Prospectus to:

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

Governing law

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

Competent Person's Report

ACA Howe International Limited ("**ACA Howe**") has prepared a competent person's report in relation to the Gravelotte Emerald Mine, which is set out in *Part XV – Competent Person's Report* of this Prospectus (the "**Competent Person's Report**" or "**CPR**").

Presentation of mineral resources

There are: (i) details of mineral resources and reserves (where applicable) and exploration results/prospects, (ii) details of anticipated mine life and exploration potential or similar duration of commercial activity in extracting reserves, (iii) indications of the duration and main terms of licences and concessions and the legal, economic and environmental conditions for exploring and developing those licences or concessions, (iv) indications of the current and anticipated progress of mineral exploration and/or extraction and processing and (v) explanation of exceptional factors that have influenced any of the items listed in (i) to (iv) in this paragraph, in respect of the Gravelotte Emerald Mine (included in this Prospectus at paragraph *Part XV – Competent Person's Report* of this Prospectus).

Conversion and units

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

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

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

PART IV

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Expected timetable of principal events

Publication of this Prospectus	13 December
Admission and commencement of unconditional dealings in New Ordinary Shares	8.00 a.m. on 18 December 2023
CREST members' accounts credited in respect of New Ordinary Shares (where applicable)	As soon as reasonably practicable on 18 December 2023
Share certificates despatched in respect of New Ordinary Shares (where applicable)	Within 10 Business Days of Admission

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

Statistics

Number of Existing Ordinary Shares in issue as at the date of this Prospectus and prior to Admission	172,345,590
Number of New Ordinary Shares to be issued conditional on Admission	80,000,000
Enlarged Issued Share Capital on Admission	252,345,590
New Ordinary Shares as a percentage of Enlarged Issued Share Capital	31.7%
Price per Placing Share	1.25p
Gross Fundraise Proceeds	£1,000,000
Net Fundraise Proceeds	£830,000
Estimated Expenses [1]	approximately £170,000
Market capitalisation at the Issue Price [2]	£3.154 million

[1] The estimated expenses exclude any applicable VAT. The expenses will be borne by the Company in full, and no Expenses will be charged to any investors by the Company.

[5] The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of an Ordinary Share will equal or exceed the Issue Price.

Dealing codes

The dealing codes for the Ordinary Shares are follows:

ISIN	GB00BL979W39
SEDOL code	BL979W3
TIDM	URAH
LEI	213800U6Z250COBY7781

PART V

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

Directors	Edward Nealon	*Non-Executive Chairman*
	Bernard Olivier	*Chief Executive Officer*
	Peter Redmond	*Senior Independent Non-Executive Director*
	Sam Mulligan	*Operations Director*
	John Michael Treacy	*Independent Non-Executive Director*
Senior Managers	Wessel Marais	*General Manager*
	Jeremy Sturgess-Smith	*Chief Operations Officer*
Company Secretary	OHS Secretaries Limited	
Registered Office	9th Floor 107 Cheapside London EC2V 6DN United Kingdom	
Website	https://www.uraholdingsplc.co.uk	
Joint Brokers	Peterhouse Capital Limited 80 Cheapside London EC2V 6DZ United Kingdom	
	Capital Plus Partners Limited 180 Piccadilly London W1J 9HF United Kingdom	
Solicitors to the Company	Orrick, Herrington & Sutcliffe (UK) LLP 107 Cheapside London EC2V 6DN United Kingdom	
CPR Provider	ACA Howe International Limited The Mill Pury Hill Business Park Alderton Road Towcester Northants NN1 7LS	
Auditors	Gerald Edelman LLP 73 Cornhill London EC3V 3QQ United Kingdom	
Registrar	Computershare Investor Services plc PO Box 82 The Pavilions Bridgewater Road Bristol BS99 7NH United Kingdom	

PART VI

INFORMATION ON THE GROUP

1 ABOUT URA

The Company was set up to pursue uranium exploration and development activities in Tanzania and was admitted to AIM on 18 February 2005. On 20 December 2017, the Company disposed of its interests in its uranium business, raised £840,000 and became a cash shell for the purposes of Rule 15 of the AIM Rules for Companies.

On 20 December 2018, the Company announced via an RIS that, having been unable to complete a transaction constituting a reverse takeover for the purposes of Rule 15 of the AIM Rules for Companies on or before 21 December 2018, the admission to trading of the Ordinary Shares on AIM was to be cancelled, which took effect on 24 December 2018.

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

On 11 August 2021, the Company entered into the Malaika Acquisition Agreement to acquire the entire share capital of Malaika (and its wholly-owned subsidiary Malaika Developments, the holder of an exploration licence in Zambia in respect of the Strategic Minerals Project). The Acquisition completed on 2 March 2022, in conjunction with the Company raising £1,050,000.

On 24 March 2022, the Company announced that it had entered into an agreement for the acquisition of 74% of the issued share capital of G.E.M. Venus Holdings (Pty) Limited, the ultimate owner of the majority interest in the Gravelotte Emerald Mine. The Acquisition completed on 27 February 2023 and the Company issued 4,000,000 new Ordinary Shares to Magnum Mining and Exploration Limited.

On 21 November 2022, the Company announced a maiden JORC (2012) Inferred Mineral Resource Estimate of 29 million carats of contained emerald for the Gravelotte Emerald Mine following the completion of evaluation work by ACA Howe. The Inferred Mineral Resource Estimate comprised of:

- Cobra Deposit – 1.2Mt @6.4 g/t for 19.4 million carats of contained emerald
- Discovery Deposit – 0.7 Mt @ 5.7 g/t for 9.6 million carats of contained emerald

ACA Howe's report also identified an 12 Additional JORC (2012) Exploration Targets (as defined below) totalling between 168 million carats and 344 million carats.

The JORC inferred resource was substantially larger than indicated at the time of entering into the Acquisition.

Mine, processing plant and infrastructure upgrades and refurbishment are currently in progress with the goal of restarting production in 2023.

On 23 May 2023, in order to fund its work plan for the reopening of the Gravelotte Emerald Mine, the Company announced the May 2023 Fundraise. Pursuant to which it had raised £280,000 through a placing and subscription issuing in aggregate 14,000,000 new Ordinary Shares at an issue price of 2 pence per Ordinary Share. In addition, the Company raised £50,000 by way of a CLN with Austin Acquisitions 1 Limited that converted automatically following the approval by Shareholders of the resolution to disapply pre-emption rights in respects of the shares issued on conversion of the CLN at the AGM.

On 10 July 2023, the Company announced the £50,000 of £1 CLNs were duly converted in to 2,500,000 Ordinary Shares. The 2,500,000 Ordinary Shares were admitted to trading on the Main Market of the London Stock Exchange on 14 July 2023.

On 1 September 2023 the Company announced, via an RIS, that it had raised £240,000 (before expenses) through a placing and subscription through the issue of 10,000,000 new Ordinary Shares at a price of 2.4 pence per share. In connection with the September 2023 Fundraise,125,000 warrants were issued to Peterhouse in accordance with the terms of their engagement letter at an exercise price of 2.4 pence and a warrant life of 3 years.

On 21 November 2023 the Company announced, via an RIS, that it had raised £1,000,000 (before expenses) through a conditional fundraise through the issue of 80,000,000 New Ordinary Shares at a price of 1.25 pence per share. The Fundraise is conditional upon, inter alia, Shareholders granting authority to the Directors to allot and issue the New Ordinary Shares; and (ii) Admission occurring by 8.00 a.m. on 18 December 2023 (or such other time and/or date as the Joint Brokers and the Company may agree being not later than 29 December 2023).

2 ABOUT THE GRAVELOTTE EMERALD MINE

Location

The Gravelotte Emerald Mine is located in the Limpopo Province in northeastern South Africa (Figure 1). The town of Gravelotte forms ward 18 of the Ba-Phalaborwa Municipality, which is located in the Magisterial District of Letaba, Mopani District in the eastern part of Limpopo Province, and is some 50 kilometre to the west of the Kruger National Park ("**KNP**"). Much of the extensive mine site infrastructure has recently been refurbished and upgraded in preparation for recommencing operations.

Gravelotte (founded in 1916), located in the Lowveld geographic region of the Limpopo Province, lies roughly halfway between Tzaneen and Phalaborwa and some 466 kilometre and 5 hours' drive from Johannesburg via Polokwane. Polokwane (formerly Pietersburg) is the capital of Limpopo Province and is located 146 kilometre by sealed road west of Gravelotte.

The Gravelotte Emerald Mine lies adjacent to and southeast of the townlands of the village of Gravelotte (23°57′ South, 30°37′ East), which has approximately 760 dwellings (Anon, 2015). Government services are provided in municipal offices, a police station, a post office, a library and a primary school. The village of Gravelotte has been designated a District Growth Point by the Ba-Phalaborwa Municipality.

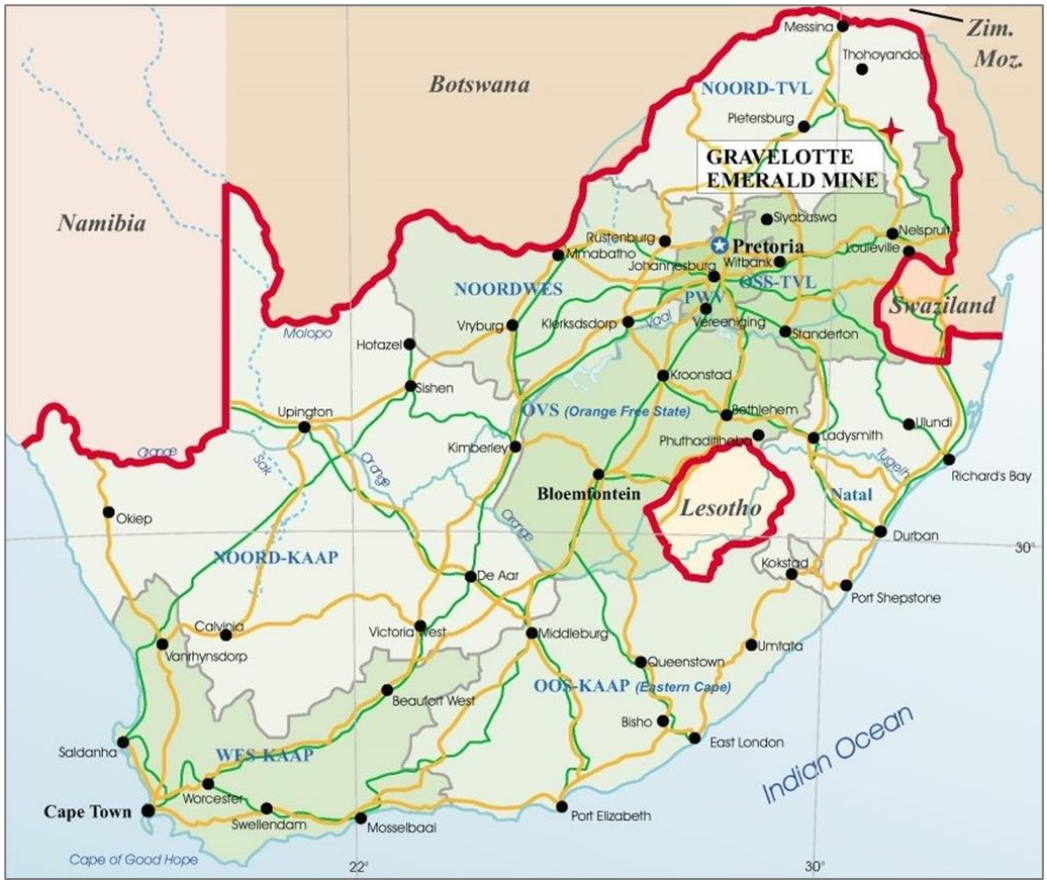

Figure 1.

Legal Corporate Structure

GEM holds 74% of the issued shares in Adit Mining and Venus which together hold all surface and mineral rights in respect of emerald mining and extraction at the Gravelotte Emerald Mine. The remaining 26% of the shares in ADIT and Venus are held by T.K.T. Mgodielo, a qualifying historically disadvantaged South African who was also ADIT's Black Economic Empowerment ("**BEE**") partner.

Competent Person's Report

ACA Howe have prepared a CPR in relation to the Gravelotte Emerald Mine, which is set out in *Part XV– Competent Person's Report* of this Prospectus.

As ACA Howe note in the CPR, the Board is initially focusing on re-starting mining and processing operations at Gravelotte Emerald Mine in a phased approach, to generate short term cashflow and then to scale up processing and mining operations over time. The Company is planning to focus its initial mining activities on the extension of the Discovery and Cobra open pit as identified from the resource estimation work contained in this report. The Company will then plan to conduct additional exploration work in the future while in production, such additional work to be on the basis of the recommendations made by ACA Howe in the CPR.

History of the Gravelotte Emerald Mine

In 1927, the emeralds in the general area at Somerset Hill (the present BVB farm), 12.5 kilometre east-northeast of the Gravelotte Emerald Mine were first discovered. In 1929, emeralds were then discovered in the Germania Hills at what is now the Gravelotte Emerald Mine (near the new village of Gravelotte), at what later became known as the Gravelotte.

Between 1929 and 1982, the general area in close proximity to the village of Gravelotte formally recorded rough emerald production of at least 22.5 million grams or 22.5 tonnes. No other information for the period between 1929 and the start of the 1980's is available.

The Gravelotte Emerald Mine has always been the largest producer in the region and in 1966, a high of 21 million carats was produced from the mine. These emeralds were derived primarily from the two main pits (known as "Cobra"), with lesser amounts from an adjacent pit (known as "Discovery"), supplemented by emeralds from several very much smaller satellite operations located in the immediate vicinity, but outside of the Gravelotte Emerald Mine itself. No further details of production over this period are available.

The production data and grades summarised in ACA Howe's report are taken from the remaining onsite records available for inspection. Almost all mine records relating to emerald production (and the subsequent short-lived gold-mining episode from 1985 to 1987) have been removed by previous management. Unfortunately no official governmental records of either the emerald (or the later gold production) are now available either at the mine offices or from the DMR itself.

Total plant throughput from all sources at the Gravelotte Emerald Mine, including the satellite BVB-Midnite and Selati mines (not within the current Gravelotte Emerald Mine boundary), processed at Cobra in the five years from 1978 to 1982, was 444,000 tonnes with an average recovered grade of 7.6 g/t.

The production years between 1983 and 2001 are thought to cover times when management was undertaking a "short term, high returns" policy at the mine. This is, rather than the 'main' production of the period between 1978 and 1982, is how the weighted average of 6.37 g/t (rounded to 6.4) is derived.

In mid-1984, Golden Dumps Ltd. (a private South African company run by Messrs Pouroulis and Manolis) acquired the operating emerald mine and immediately instituted a regime of maximising revenue and reducing expenditure in order to optimise the short term profitability. The mine closed as an emerald operation in mid-1986 as a result of a number of issues and has only been worked sporadically since that time. Over a further 12 month period in 2001 to 2002, the operation processed 6,800 tonnes at a grade of 22.3 g/t of exported emerald from easy to access, remaining accessible open cut and underground workings and pillars at both the Cobra and the adjacent Discovery open pits.

Although dormant since 2002, in its hey-day in the 1960's, when it was considered to be the largest emerald mine in the world, Cobra employed over 400 sorters on site.

When gold was found by Golden Dumps in and below the Discovery open pit in the mid 1980's, emerald evaluation and mining was immediately discontinued and underground gold evaluation drilling and mining started. This operation stopped 16 months later after approximately 20,000 tonnes had been mined. Little information of this short-lived project is now available. Apart from the 2001/2 emerald production noted above the property has basically lain idle since that time.

From 1929 to 2002 the total recorded emerald production from the Gravelotte Emerald Mine and the surrounding area was nearly 113 million carats to which Gravelotte Emerald Mine was substantially the largest contributor.

Ongoing mine restart activities

Significant on site work has been completed at the Gravelotte Emerald Mine as part of preparing for the restart of mining operations. As at the Latest Practicable Date, the following renovations to the Gravelotte Emerald Mine have been completed:

Site Improvements

The Company has made significant progress with upgrading the critical infrastructure at the Gravelotte Emerald Mine.

Upgrade of water supply and water storage capacity available for processing operations

The current levels of available water for processing activities increased to approximately 14 million litres. The total water storage capacity on site was upgraded to approximately 20 million litres. Water reclamation infrastructure continues to be further upgraded in order to ensure maximum recovery once operations commence.

Completion of site security upgrades and electrical fencing

On-site security was upgraded with over 10 kilometres of electric fencing around the site perimeter and high risk areas. Additional fire breaks have also been created and existing fire breaks have been cleared in preparation for the winter fire season.

Establishing, rehabilitating and upgrading of the main haulage roads between the open pits and processing plant

Approximately 7 kilometres of main haulage roads on site as well as the access road to the part of the open pit where mining is scheduled to recommence has been rehabilitated, upgraded or established.

Rehabilitation of historic disturbance

Approximately 1.5 hectares of historic gold slimes and tailings have been rehabilitated. This represents over 50% of the total rehabilitation requirement.

Rehabilitating and upgrading of the main electrical infrastructure

Over 80 High voltage electrical poles have either been replaced or re-treated. An additional 11 kilovolts 380 volts transfer has been installed and electrical conductors and switch gear has been replaced and updated.

Management accommodation have been refurbished

Upgrades to accommodation continues and all current staff and management are now accommodated on site.

Upgrading of the dewatering and screening circuit

Upgrades to the dewatering and screening circuit were completed. Engineering drawings have been completed to upgrade the existing processing plant and include vibrating screens as well as an additional crushing and milling circuit. This will create additional surge and throughput capacity. The local procurement of suitable high-quality second-hand equipment and components has commenced.

Geology and Mineralisation

The mine property is located on the southern margin of the Murchison Greenstone Belt ("**MGB**"), a 3.3 billion year old ("**Ga**") Archaean greenstone belt (135 kilometre long and up to 120 kilometres wide) bounded to the north and south by younger Archaean tonalitic gneiss and granite terrain of the Kaapvaal Craton (Jaguin, 2012b). The earliest description of the geology of the Murchison greenstone belt (Hall, 1912) and its granitic surroundings mentions the mica deposits associated with the pegmatite field near Mica (Olifants River Mica Field) and the fact that younger granite intrusions occur.

The MGB extends westwards beneath the Transvaal Drakensberg Escarpment and thins out to the east northeast. The earliest work in the area was Hall (1916), followed by Van Eeden (1939) and then post 1980 a wide variety of authors have discussed the structure of the MGB, the intrusive surrounding it and the mineralisation associated with it. The description below has been synthesized from the following authors: Brandl (1987), Vearncombe, et al. (1998), Poujol et al, (2012 and 2021), Block, (2012), and SACS, 1980 & 1998.

The MGB is seen to occur within a crustal suture known as the Thabazimbi-Murchison Lineament. Several linearly disposed mineral deposit trends occur within the MGB, the most famous of which is the Antimony Line (antimony-gold) and the parallel Zinc-Copper Line.

Stratigraphy

The MGB consists of a linear parallel package of metavolcanic and metasedimentary rocks surrounded and intruded by granitoid rocks (SACS, 1980 and 1998) on both margins. The generally northward-younging lithologies of the MGB are known as the Gravelotte Group and include:

- Mac Kop Formation.
- Weigel Formation.
- La France Formation.
- Leydsdorp Formation.
- Mulati Formation (MF) – the basal unit and the rocks which host the GEM mineralisation.

The regional strike is east-northeast, the rocks of the MGB generally dip vertically or steeply northwards, and the structural style is characterised by polyphase isoclinal folding and shearing parallel to strike. The southern margin of the belt is partly occupied by the Mulati Formation (MF) composed of metamorphosed mafic and ultramafic lavas, felsic tuffs and serpentinites. Due to cross-cutting synformal flexures on northwest trends, talcose magnesian schists with traces of chromium, representing the ultramafic lavas, may be brought into intimate contact with granitic rocks in greenstone salients and remnant keels in the granite terrain.

Emeralds are known to have been formed by the reaction between the chrome-bearing, mafic-ultramafic schists of the MF and beryllium-bearing pegmatitic fluids in structurally and lithologically favourable zones. In the case of beryl, emerald and molybdenum in the Gravelotte area, mineralisation is in part, closely related to albite-quartz pegmatoids. Late stage pegmatitic hydrothermal fluids have created a pervasive potassium metasomatism of the magnesian schists illustrated by the development of biotite and phlogopite.

Below is the only reasonably accurate surviving geological plan of the Gravelotte Emerald Mine property:

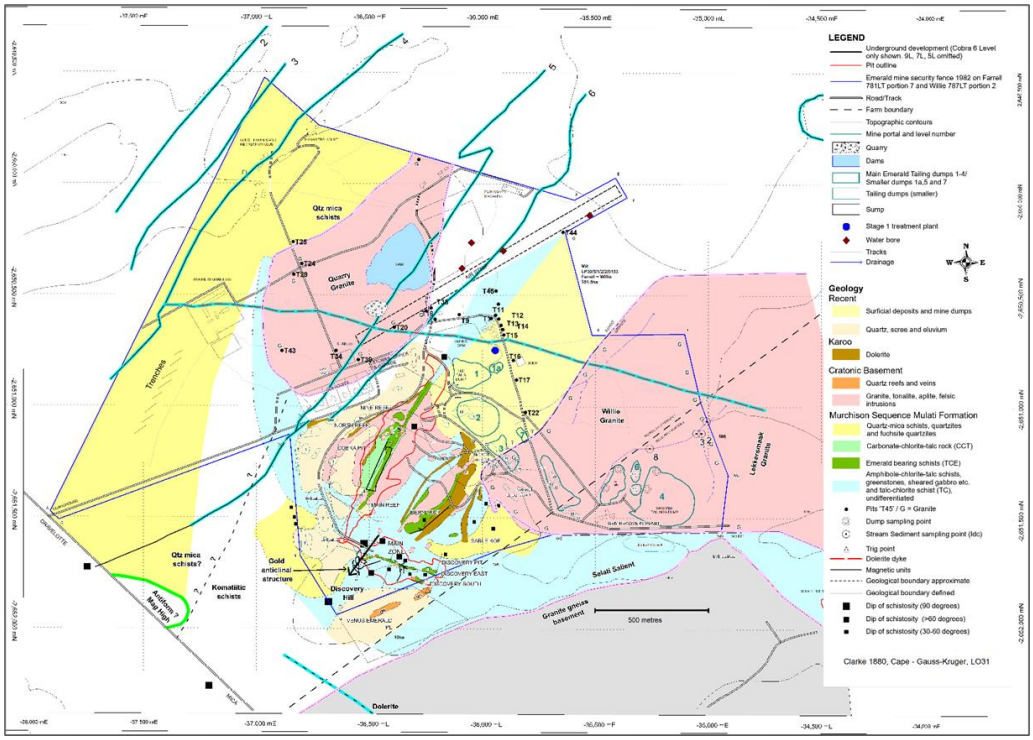

Figure 2.

The below illustration depicts the processing of emeralds at the Gravelotte Emerald Site:

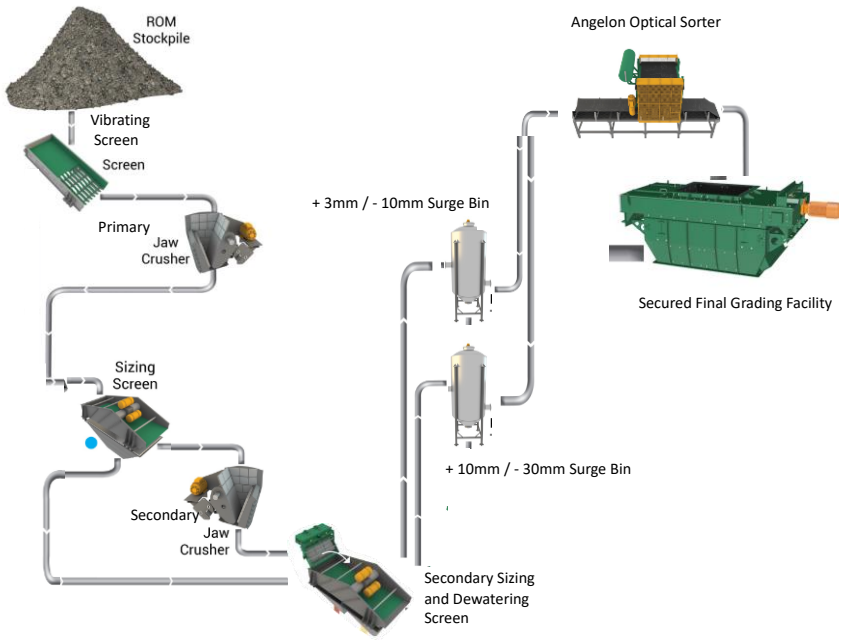

Figure 3.

3 LEGAL AND REGULATORY ENVIRONMENT OF SOUTH AFRICA

Minerals legislation in South Africa is governed by the Minerals Petroleum Resources Development Act No. 28 of 2002 and the MPRDA Amendment Act No.49 of 2008 known as the MPRDA administered by the DMR.

The MPRDA, became effective on 1 May 2004, replacing the 1991 Minerals Act. The objectives of the MPRDA are to adopt the internationally generally accepted right of the State to exercise sovereignty over the mineral and petroleum resources within South Africa and to give effect to the principle of the State's custodianship of the nation's mineral and petroleum resources. In addition, the MPRDA seeks to improve opportunities for Historically Disadvantaged South Africans ("**HDSA**") to become involved in the country's mineral and petroleum resources, whilst at the same time promoting development and economic growth.

In South Africa, prospecting rights are valid for an initial period of 5 years with a subsequent renewal period of up to 3 years. In terms of the legislation, prospecting must commence within 120 days of a prospecting right being granted, and prospecting must be conducted continuously and actively thereafter. The holder must maintain its Healthcare Supplier Diversity Alliance ("**HSDA**") status and adhere to the Work Programme it submitted with its original Prospecting Right application. These Work Programmes must include environmental and social compliance and exploration budget expenditures.

At the end of the 8-year validity of the prospecting rights, the MPRDA provides for a Retention Permit that is granted for a period of up to 3 years with one renewal of an additional 2 years. The Retention Permit may only be granted after the holder of the prospecting right has completed the prospecting activities including a feasibility study, established the existence of a mineral reserve, studied the market and found that the mining of the mineral in question would be uneconomic due to prevailing market conditions.

The MPRDA also provides for a subsequent Mining Right to the holder of a Prospecting Right. Mining Rights are valid for up to 30 years and can be renewed for similar periods of up to 30 years.

The MPRDA Act was amended by the MPRDA Act No. 49 of 2008 to include a code of good practice gazetted in 2009 and amended again in 2010 (Section 100(2)(a) MPRDA). This code is termed a "Broad-Based Socio-Economic Empowerment Charter" for the South African Mining Industry or the Mining Charter. Among other things, a portion of the ownership (26%) of any project is required to be held by HDSA's which effectively means BEE or Black Economic Empowerment Partners. In the case of URA, Adit Mining's BEE partner had become Magnum's BEE partner. The administration of the BEE program involves a 'scorecard' process which covers a wide range of matters beyond the scope of this report.

Adit Mining in effect, requires that mining shares or assets sold to BEE investors be funded from cashflow debt-free within 2 years.

The Mining Right was converted from an old order MR and this came into effect on 24 July 2013 is valid for a period of 20 years which expires on 23 July 2033. It was issued in the name of Adit Mining Consultants and Trading Pty Ltd with company registration number 2007/021621/07

The old order Mining Right held by Adit Mining (Ref: 153 MRC) over Portion 7 of the Farm Farrell 781 LT was converted into a new order Mining Right in terms of Item 7(3) in Schedule II of the Mineral and Petroleum Resources Development Act (No. 28 of 2002) on the 22 February 2013. Adit's Mining Right reference number is LP 30/5/1/2/2/153 MR.

A plan showing the corner points and boundary of the Mining Right (Figure 3) is shown in the formal Converted Mining Right document. This indicates that the eastern end of the Discovery pit is not included in the Mining right.

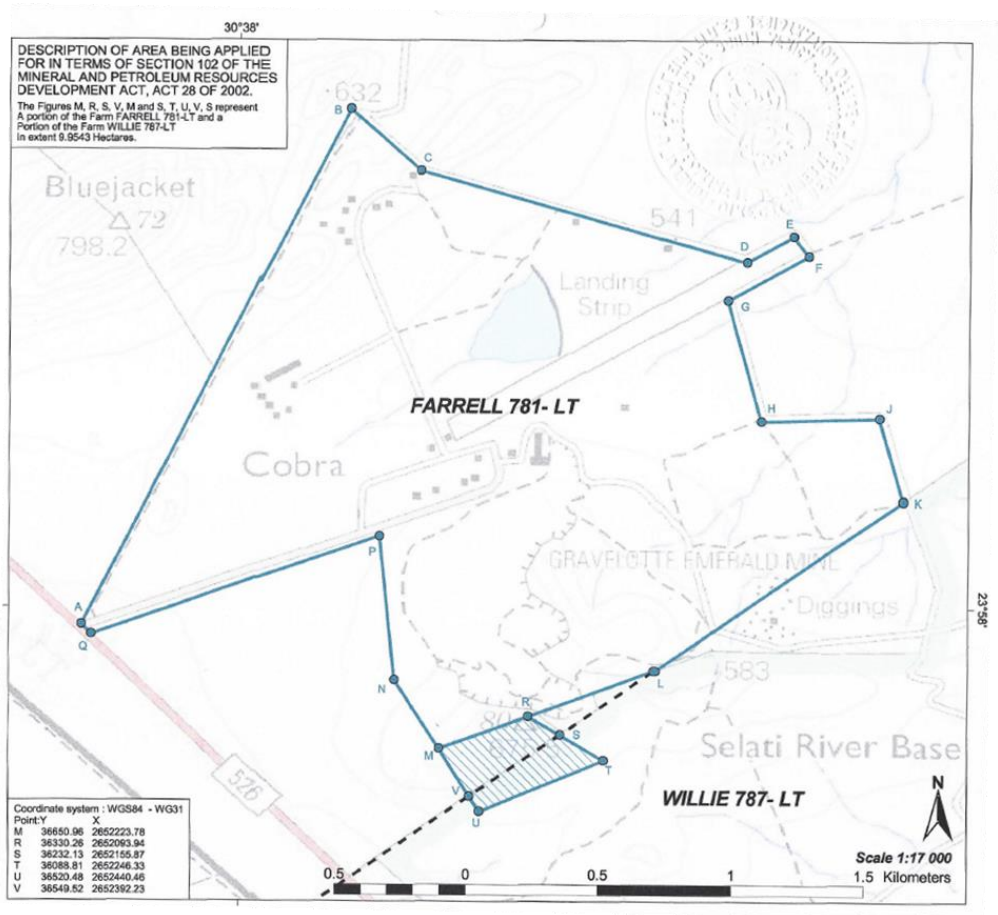

Figure 3.

In 2013, a prospecting licence application was made by a private company 'Rozolor', over an area covering part of the vacant land immediately adjoining the Gravelotte Emerald Mine. There is no further information on the location or status of the application.

For a new order Mineral Right to be granted, Adit Mining are required inter alia, in terms of the South African Mining Charter, to:

- Divest a portion of their investment to Historically Disadvantaged South Africans (HDSAs) before such a new mining right is granted.
- Lodge a Social and Labour Plan.

Surface Rights

Figure 3 shows the surface land divisions of the property, being comprised of Portion 7 of Farm Farrell 781 LT and Portion 2 of Farm Willie 787 LT. In 1982, there were several other outliers of land and mineral rights owned by the emerald mine, which have since been relinquished by subsequent owners of the Gravelotte Emerald Mine.

The surface rights to the Gravelotte Emerald Mine are held by FarmingAcre Ltd., a private company controlled by Mr. P Cilliers.

The Company has a notarial lease in which right to access to Portion 7 (Farrel 781) and Portion 2 (Willie 787) is guaranteed until 1st March 2044. The lease is in the name of Gem Venus Holdings

Pty Ltd and the agreement is with Modjaji Manufacturing Pty Ltd, a company owned by Mr. P. Cilliers. The extent of the areas leased is as follows:

- Portion 7 - (Farrell 781) - 351.5144 Ha.
- Portion 2 (Willie 787) - 26.8131 Ha.

Land Claims

South Africa had previously carried out a Restitution of Land Rights programme using a claims process under the Restitution of Land Rights Act, No. 22 of 1994, as amended with respect to land held under the prior ownership laws, *i.e.* the 1913 Native Land Act.

This process was designed to give redress for past racially discriminatory laws or practices and covers persons or communities "who did not receive just and equitable compensation at the time of dispossession" of their land or property. The redress is normally made in the form of grants of State land or financial compensation. The land restoration processes with respect to community property associations are taking place in the Ba-Phalaborwa area under a willing buyer/willing seller process or by financial compensation funded by the State.

Further details of the process are given at http://www.dla.gov.za/component/content/article/347-land-claim/re-opening/771-faq.

The whole of the Property's surface rights are under claim by the Balapye community (Anon, 2015) as are large swathes of the surrounding farming properties. No further information on the status of the claim is available.

Royalties

The Mineral and Petroleum Resources Royalty Act, 2008 (as amended) came into effect on 1st May 2009 following extensive public sector review. The royalty rate for refined minerals is capped at a maximum of 5.0% and the rate for unrefined minerals is capped at 7.0%. ACA Howe notes that semi-precious gemstones and precious gemstones fall under Schedule 2 of the act and would presumably be regarded as unrefined. This royalty is noted here as it will be applicable should URA achieve sales from production or bulk sampling.

The unrefined royalty formula is:

*Royalty (%) = 0.5 + (EBIT/(Gross Sales x 9)) * 100*

Where EBIT = Earnings Before Interest and Tax.

Various exemptions and reliefs apply, for example minor annual sales of less than R100,000 from material produced during sampling are exempt. The mineral royalty is tax deductible and relief of up to 75 % is available for marginal mines where operating costs exceed operating income.

The agreement for the acquisition of 74% of the issued share capital of G.E.M. Venus Holdings (Pty) Limited provides for the payment to the vendor of 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 AUD 2,000,000 (approx. £123,000) as a production royalty. This production royalty is in addition to any royalty which may become payable under The Mineral and Petroleum Resources Royalty Act, 2008 (as amended).

Temporary Legal Suspension of Part of B-BEE Act

Section 10(1) of the Broad Based Black Economic Empowerment Act ("**B-BBEE**") (Act 53 of 2003) states that every organ of state and public entity must apply any relevant Code of Good Practice issued in terms of B-BBEE in:

- Determining qualification criteria for issuing licences and concessions.
- Developing and implementing a preferential procurement policy.
- Determining qualification criteria for the sale of state-owned enterprises.
- Developing criteria for entering into partnerships with the private sector.
- Determining criteria for awarding of incentives, grants and investment schemes in support of B-BBEE.

The Department of Mineral Resources ("**DMR**") was exempted on the 30th October, 2015 for a year from applying the provisions of section 10 (1) of the B-BBEE.

This suspension was due to uncertainties as to the application of the provisions of the B-BBEE Act with respect to the MPRDA Act and the DTI Codes, as well as a review of the Mining Charter, caused by the fact that, under normal circumstances, the BBBEE Act has a trumping effect in respect of any other law that is contradictory to the provisions of that Act.

4 TRENDS AND MARKET DATA

Overview

Over 75% of the world's emeralds are mined in Zambia, Columbia and Brazil. Emeralds have long been one of the most in demand and attractive of the premium-coloured gemstones. The emerald market has experienced some significant changes during the global covid pandemic, and the future indicates growing demand, higher prices, and a shift towards ethical sourcing.

Emerald demand was also driven by the increased promotion and marketing of high-end coloured gemstones as a tangible, high-value safe-haven investment. These safe-haven investments, designed to offer wealth protection in uncertain economic times and particularly during times of high inflation, allow investors to diversify away from more traditional investments.

Vivienne Becker October 5, 2020

> *"Diamonds reign supreme as investments, followed by the "Big Three": emeralds, rubies, and sapphires. The highest price ever paid for a Zambian emerald—$1.04 million—was in December (2021)."*

Source: Bloomberg: How to Invest in Jewellery: The Gems, Designers, and Eras to Know – As an asset class, luxury baubles have never been hotter. Here's what you need to know to get in on the gem game. – By Kristen Shirley – March 10, 2022

The major challenge when trying to assess worldwide coloured gemstone production is some unreliability in available data. Coloured gemstones are often extracted by artisanal mining, both formal and informal, for which no reporting standards – and scant data – exist.

Formal mining operations must typically report their activity to their national authorities. However, the less economically developed countries do not always have strong reporting systems in place. If reported, the production figures are usually declared as total quantities or values of gemstones produced, but they rarely break down the varieties of gemstones. Production information is

typically declared either in terms of quantity or of value, but very rarely with both sets of data together.

Unlike with many commodities, gemstone pricing is enormously sensitive to subtle changes in colour and quality. This feature of coloured gemstones also has profound implications for deposit-hosting nations: allowing the price to be set at the point of export from the host country inevitably leads to acute under-pricing as the value is so subjective. This, in turn, highlights the fact that official export data is likely to seriously understate the true value of the gemstones.

Demand and prices

While the global demand for emeralds was steadily increasing prior to the pandemic, this demand accelerated during the pandemic. However, the supply side of the emerald market experienced a covid induced contraction. Covid related restrictions disrupted emerald mining, production, and the traditional emerald supply chain. Mines were unable to produce as planned, cutters unable to work, traditional retail was curtailed, and buyers were unable to travel to tradeshows. This resulting supply deficit and imbalance in the emerald market led to a steep increase in emerald prices. This is best demonstrated via the results of the Gemfields Group Limited's ("**Gemfields**") emerald auctions during the relevant period.

Gemfields is a leading coloured gemstones producer. The company produces twenty five percent of the world's emeralds and is listed on the Johannesburg Stock Exchange and the London Stock Exchange's AIM. Gemfields owns the Kagem emerald mine in Zambia, the world's largest emerald mine.

Gemfields markets and sells two grades of emeralds. High-quality emeralds which are the most premium and commercial emeralds which are more mainstream. The company holds several public auctions of these commercial and high-quality emeralds each year. Due to its adherence to the high reporting standards expected of a listed company, the results of Gemfields emerald auctions tend to act as the bellwether for the global emerald sector.

Since 2015, the historical value of emeralds has continued to increase at a constant rate. The emerald price per carat more than doubled for high quality emeralds over the last 12 months.

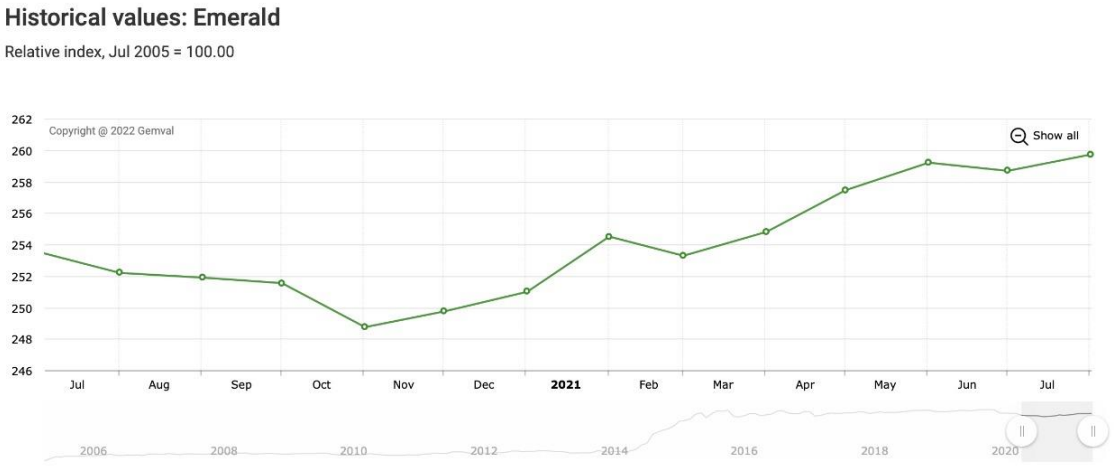

Figure 4. (source: www.gemval.com)

In December 2021, price per carat achieved at auction for high-quality emeralds increased to US$ 150.65. This is 2.5 times higher than the price per carat price achieved in December 2020 and over twice as high as the price per carat achieved in November 2018.

In 2022, five emerald auctions delivered record revenues of $149 million (£125 million), a 62% increase over 2021.

Between 2005 and 2023, the Gemval Aggregate Index (GVA) reflects the changes that have taken place in the emerald market. The GVA is calculated as a total value of 26 standard specimens of gemstone and represents the overall pricing trend in the jewelry market. Between 2012 and 2022, couloured gemstones, including emeralds, outperformed diamond prices by almost 30%.

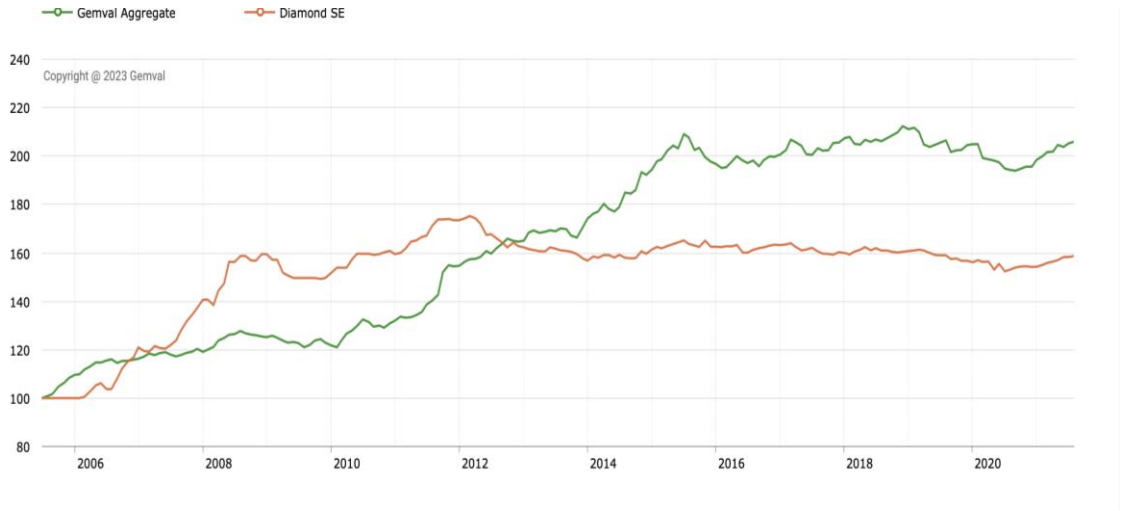

Figure 5. (source: www.gemval.com)

Emerald market outlook

The entrance of younger consumers, often from emerging or new wealth centres to the emerald market combined with the growing importance of online purchases and the recognition of emeralds as a high value, tangible safe- haven investment has changed the dynamics of the global emerald market. The expectation is that demand for emeralds will remain strong.

The new emerald consumers are different. They seek customization and place a great emphasis on ethical mining and sourcing. A very large portion of the emerald supply chain is unregulated and non transparent, the new emerald consumers find this unappealing and will seek out emeralds from ethical and responsible producers.

The Gemfields auction results highlight very steep increases in terms of price per carat for high quality grade emeralds, but also very robust and substantial revenue growth in the sale of commercial (mainstream) grade emeralds.

The global coloured gemstones market was previously forecasted to grow at 4.8% per annum between 2021 and 2026. (Source: Expert Market Research). Demand for ethically produced emeralds is expected to match if not outperform this forecast.

5 ABOUT THE STRATEGIC MINERALS PROJECT

The Company continues to hold its investment in Malaika Developments.

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

exploration licence covers an area of 319 kilometre^2 and borders Tenement No. 26880-HQ0LEL on the south-eastern side.

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

The Licence expired on 30 January 2023. The licence can be renewed for an additional 4 years. However, as part of the renewal the licence area will be reduced by 50%. The Company does not consider that this will impact the potential or value of the licence as the licence covers a significantly larger area than the mineralised zone. The renewal application will be submitted in Q1 2024 which is in line with the statutory renewal timetable.

The Strategic Minerals Project is currently paused in terms of activity as a result of the Company being exclusively focussed on the Gravelotte Emerald Mine. The Directors believe that the Gravelotte Emerald Mine offers the ability to create shorter term value for Shareholders. The value in accounting terms of the Strategic Minerals Project is currently less than 25% of the Company's exploration assets and it is anticipated that, other than the payment of maintenance and renewal fees, there will be no material short term spending on the Strategic Minerals Project. As such, the Strategic Minerals Project is not a material asset of the business and the current asset base does not and is not expected to reflect a value which is material to the Group. The Directors do not consider the Strategic Minerals Project to be material in any assessment of the Company made by a prospective investor as it is clear that it is a dormant project. Any investor would be basing their investment decision on the changes of success of the Gravelotte Emerald Mine project given that it is clear that the SMP is not a focus of any current active development.

6 DETAILS OF THE FUNDRAISE AND USE OF PROCEEDS

The Fundraise

Pursuant to the Fundraise, the Joint Brokers have conditionally raised £1,000,000 million (before expenses) for the Company, through the placing of 80,000,000 Ordinary Shares with Placees and Subscribers at the Issue Price.

The Fundraise, which is not underwritten, is conditional upon, *inter alia*, (i) Shareholder Approval; and (ii) Admission becoming effective by not later than 8.00 a.m. on 18 December 2023 (or such date as the Company and the Joint Brokers may agree, being not later than 8.00 a.m. on 29 December 2023).

Further details of the engagement letters with the Joint Brokers are set out in paragraph 10 of *Part XI – Additional Information* of this Prospectus. Details of the Placing Agreement with Capital Plus are set out in paragraph 15 of *Part XI – Additional Information* of this Prospectus

Following Admission, the New Ordinary Shares will collectively represent approximately 31.7% of the Enlarged Issued Share Capital.

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

Following Admission, the Directors and Senior Manager will, between them, have direct and indirect interests in 83,301,063 Ordinary Shares, representing 33.01% of the Enlarged Issued Share Capital, as referred to in paragraph 6 of Part XI – Additional Information of this Prospectus. Following Admission, certain other significant Shareholders, as referred to in paragraph 6 of Part XI – Additional Information of this Prospectus, will each hold 3% or more of the Enlarged Share Capital.

Use of Proceeds

The Net Fundraise Proceeds are estimated to be £830,000. The Company currently expects the next phase of the refurbishment programme for the Gravelotte Emerald Mine and restart of mining operations to consume approximately £300,000 of the Net Fundraise Proceeds, comprising expenditure on the following:

Capital Costs:

- Final remaining payment for Optical Sorter
- Purchase of the primary crusher (PE1000 x 1200 Hadfields)
- Purchase of primary vibrating and sizing screen
- Purchase of belt conveyors and surge bins
- Infrastructure and civil engineering expenditure
- Other machinery and equipment

Total Capital Costs: £350,000

The Company has allocated the remaining £480,000 to meet operational costs as follows:

Operational Costs:

- 3- 4months construction and commissioning at the Gravelotte Emerald Mine
- Group and Operational Working Capital

Total Operational Costs: £480,000

Any excess balance over the Net Fundraise Proceeds will be used towards the Company's working capital.

The Company anticipates that the proceeds of the Placing will allow the Company to move to an initial restart of operations at the Gravelotte Emerald Mine. At the current time it is anticipated that with operations ongoing and subject to the Company not encountering unforeseen delays or adverse events, the Net Fundraise Proceeds and cash from the sales of gemstones should be sufficient to finance all current planned capital and operational expenditure and the Company's planned additional exploration activities, without the need for further equity investment.

7 DIRECTORS AND MANAGEMENT

The Directors

The Board, collectively, has significant experience in mineral exploration companies and in managing public companies and risks associated with such ventures both operationally and financially.

Name	***Age***	***Position***
Edward Nealon	73	*Non-Executive Chairman*
Bernard Olivier	47	*Chief Executive Officer*
Peter Redmond	77	*Senior Independent Non-Executive Director*
Sam Mulligan	52	*Operations Director*
John Treacy	41	*Independent Non-Executive Director*

Details of the Directors are listed below.

Edward (Ed) Nealon (age 73) – *Non-Executive Chairman*

Edward Nealon is a geologist with 48 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation,

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

Bernard Olivier (age 47) – *Chief Executive Officer*

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

Peter Redmond (age 77) – *Senior Independent Non-Executive Director*

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

Sam Mulligan (age 52) – *Operations Director*

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

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

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

John Michael Treacy (age 41) – *Independent Non-Executive Director*

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

Senior Managers

Name	*Age*	*Position*
Wessel Marais	62	*General Manager*
Jeremy Sturgess Smith.....	27	*Chief Operations Officer*

Jeremy Sturgess-Smith (age 27) – *Chief Operations Officer*

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

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

Wessel Marais – *General Manager*

Wessel has over 25 years' experience in the mining industry, including service as general manager of Tanzanite One Ltd when it was the world's largest producer of tanzanite and where he managed over 1,000 employees and has been employed at the Gravelotte Emerald Mine for the last 7 years.

8 MANAGEMENT INCENTIVES

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

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

(a) Eligibility

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

(b) Grant of options

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

(c) Exercise price and adjustments to options

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

(d) Rights and restrictions

An option granted under the Option Plan is not transferable. The option certificate will specify when the option will lapse and such date may not be later than the tenth anniversary of its date of grant.

Except in the circumstances referred to below, an option will only be exercisable on or after the date which is three years after the date of grant.

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

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

(e) Corporate events

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

(f) Performance conditions

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

(g) Issuance of Ordinary Shares

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

(h) Plan limit

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

(i) Alternative settlement on exercise

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

(j) Alteration

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

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

(k) Termination and Plan period

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

The following awards have been made under the Share Plan:

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

In all cases the options vest in three equal tranches. The initial tranche, equal to 25% of the total award, vested on 2 March 2022, at the Company's initial listing on the Main Market of the London Stock Exchange, with an exercise price of 2 pence per share; the second tranche, equal to 37.5% of the total award, vested on 2 March 2023, on the first anniversary of the Company's initial listing at an exercise price equal to 2.5 pence per share; and the third tranche, equal to 37.5% of the total award, vests on 2 March 2024, the second anniversary of the Company's initial listing at an exercise price of 2.7 pence per share.

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

9 CORPORATE GOVERNANCE

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

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

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

Frequency of meetings

The Board schedules quarterly meetings and holds additional meetings as and when required. Generally this results in four meetings of the full Board each year.

Corporate governance

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

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

(b) the UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals.

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

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

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

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

The Disclosure Committee responsible for ensuring timely and accurate disclosure of all information that is required to be so disclosed to the market to meet the legal and regulatory obligations and

requirements arising from the Standard Listing and admission to trading on the Main Market of the London Stock Exchange of the Ordinary Shares, including the Listing Rules, the Disclosure Guidance and Transparency Rules and UK MAR. The Disclosure Committee must have at least two members. Members of the Disclosure Committee are appointed by the Board. The Disclosure Committee comprises John Treacy (as chair) and Peter Redmond. The Disclosure Committee meets as often as necessary to fulfil its responsibilities.

10 SHARE DEALING POLICY

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

11 DIVIDEND POLICY

The Company's current intention is to retain earnings, if any, for use in its future business operations and expansion. The Company will only pay dividends if deemed appropriate by the Board and to the extent that to do so is in accordance with the Companies Act and all other applicable laws. There can be no assurance that the Company will declare or pay, or have the ability to declare and pay, any dividends in the future. This policy will be reviewed with a view to paying dividends when the Company has, in the Directors' judgment, reach a sufficient level of profitability and development.

12 CURRENT TRADING

Save for paragraph 11, as more fully described in this Prospectus, there has been no significant change in the financial position of the Group since 31 December 2022, being the date of the last audited accounts.

13 TAXATION

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

14 TAKEOVER CODE

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

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

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

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

15 CREST

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

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

16 TRANSFERABILITY

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

17 FURTHER INFORMATION

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

PART VII

SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES OF THE GROUP

Share capital

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

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

The Enlarged Issued Share Capital will comprise £23,484.56 in nominal value of Ordinary Shares, divided into 234,845,590 issued Ordinary Shares of nominal value 0.01 pence each, all of which will be fully paid up.

All of the issued Ordinary Shares are in registered form, and capable of being held in certificated or uncertificated form. The Registrar is responsible for maintaining the Register. Temporary documents of title will not be issued. The Ordinary Shares are registered with ISIN GB00BL979W39, SEDOL code BL979W3 and TIDM URAH.

Fully diluted share capital

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

	As at the date of this Prospectus	**As at the date of Admission**	**As a percentage of the Company's Enlarged Issued Share Capital at Admission**
Existing Share Capital	172,345,590	172,345,590	69.3%
Enlarged Issued Share Capital	-	252,345,590	31.7%

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

Financial position

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

Liquidity and capital resources

Sources of cash and liquidity

As at 31 December 2022, the Group had an aggregate cash balance of £362,000. The Group subsequently raised funds in the May 2023 Fundraise and the September 2023 Fundraise which cumulatively accounted for proceeds of £520,000. The Directors intend to finance activities outside of its working capital period through further equity, and if appropriate, debt financing, although this would only be on terms that are acceptable to the Directors and would not be expected until the point where current funds have been largely depleted. For the avoidance of doubt, none of the statements made

in this paragraph in any way constitutes a qualification of the working capital statement set out in paragraph 7 of *Part XI – Additional Information* of this Prospectus.

Interest rate risks

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

Hedging arrangements and risk management

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

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

Risk management arrangements

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

PART VIII
SUMMARY FINANCIAL INFORMATION

The tables reflecting the Summary Financial Information set out the summary audited consolidated information of the Company for the year ended 31 December 2022 and the unaudited consolidated information of the Company for the 6 month period ended 30 June 2023.

Consolidated Statement of Comprehensive Income

	GROUP		COMPANY	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
Continuing operations				
Operating expenses	(549)	(390)	(519)	(281)
Loan amounts written off	(264)	-	(264)	-
Amortisation / Impairment	(199)	2	(200)	-
		(388)		(281)
Profit / (Loss) before taxation	(1,012)		(983)	
Taxation	-	-	-	-
Profit / (Loss) for the period from continuing operations	(1,012)	(388)	(983)	(281)
Other comprehensive income	-	-	-	-
Total comprehensive profit / (loss) for the period	(1,012)	(388)	(983)	(281)
Earnings per share				
Basic earnings per share (pence)	(0.82p)	(0.32p)	(0.79p)	(0.23p)
Diluted earnings per share (pence)	(0.69p)	(0.28p)	(0.67p)	(0.20p)

Consolidated Statement of Financial Position

	GROUP		COMPANY	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
ASSETS				
Non-current assets				
Investments	-	-	1,000	2,098
Property, Plant and Equipment	-	31	-	-
Intangible assets				
Exploration licence	11	2,692	-	100
Goodwill	995	1,428	-	-
Total Non-current Assets	1,006	4,151	1,000	2,198
Current assets				

Other receivables	27	107	48	294
Cash and cash equivalents	362	175	362	145
Total Current Assets	389	282	410	439
Total Assets	1,395	4,433	1,410	2,637
LIABILITIES				
Current liabilities				
Trade and other payables	(132)	(3,077)	(118)	(1,174)
Total Liabilities	(132)	(3,077)	(118)	(1,174)
Net Assets	1,263	1,356	1,292	1,463
EQUITY				
Share capital	14	16	14	16
Share premium	2,546	3,017	2,546	3,017
Other reserves	6	14	6	14
Retained earnings	(1,303)	(1,691)	(1,274)	(1,584)
Total Equity	1,263	1,356	1,292	1,463

Consolidated Statement of Cash Flow

	GROUP		**COMPANY**	
	12 months ended 31 December 2022 £'000s	**6 months ended 30 June 2023 £'000s**	**12 months ended 31 December 2022 £'000s**	**6 months ended 30 June 2023 £'000s**
Cash flows from operating activities				
Profit / (Loss) for the period	(1,012)	(388)	(983)	(281)
Amortisation and impairment	199	2	200	-
Share based payment	6	8	6	-
(Increase)/decrease in receivables	10	(80)	(12)	(246)
Increase/(decrease) in payables	50	2,019	36	29
Net cash used in operating activities	(747)	1,561	(753)	(498)
Investing activities				
Purchase of subsidiary and intangible asset	(1,206)	(2,029)	(1,200)	
Net cash used in investing activities	(1,206)	(2,029)	(1,200)	
Financing activities				
Sub-Division & Consolidation of Shares	-	-	-	-
Issue of shares for cash, net of costs	2,216	281	2,216	281
Convertible loan notes	-	-	-	-
Net cash from financing activities	2,216	281	2,216	281
Increase / (Decrease) in cash and cash equivalents	263	(187)	263	(217)

Cash and cash equivalents at beginning of the period	99	362	99	362
Cash and cash equivalents at the end of the period	362	175	362	145

Subsequent to the period ended 31 December 2022, the CLN issued on 23 May 2023 was converted into 2,500,000 Ordinary Shares on 10 July 2021.

PART IX

TAXATION

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

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

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

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

Taxation in the United Kingdom

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

Tax treatment of UK investors

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

- who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10%, of any of the classes of shares in the capital of the Company; or
- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- who are in any doubt as to their taxation position.

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

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

Dividends

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

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

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

An additional Health & Social Levey of 1.25% has also been announced that will apply on dividend payments from April 2022. Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

The rate of capital gains tax on disposal of Ordinary Shares by basic rate taxpayers is 10% and 2% for upper and additional rate taxpayers.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19%. and the rate will increase to 25% after 1 April 2023 for certain companies.

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

"Transactions in securities"

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

Stamp Duty and Stamp Duty Reserve Tax

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

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

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

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

PART X

CONSEQUENCES OF A STANDARD LISTING

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

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

These include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through the national storage mechanism, and related notification to an RIS;

- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the Listing Rules, articles 17, 18 and 19 of UK MAR and the Disclosure Guidance and Transparency Rules;

- the form and content of temporary and definitive documents of title;

- the appointment of a registrar;

- RIS notification obligations in relation to a range of debt and equity capital issues; and

- at least 10% of the Ordinary Shares being held in public hands for the purposes of Admission and at all times (noting that as a matter of course a modification will not be granted by the FCA to accept a lower percentage).

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

- take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations; and

- deal with the FCA in an open and co-operative manner.

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

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

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

- Chapter 6 of the Listing Rules containing additional requirements for the listing of equity securities, which are only applicable for companies with a Premium Listing;

- Chapter 7 of the Listing Rules, to the extent that the provisions therein refer to the Premium Listing Principles;

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

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

- Chapter 10 of the Listing Rules relating to significant transactions;

- Chapter 11 of the Listing Rules regarding related party transactions. However, pursuant to LR 14.3.25R the Company is obliged to comply with DTR 7.3 (related party transactions) which requires the Company to establish procedures to establish and maintain adequate procedures, systems and controls to enable it to assess whether a transaction or arrangement with a related party is in the ordinary course of business and has been concluded on normal market terms. There is also an announcement obligation for related party transactions of a material size, as more fully described in LR 14.3.25;

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

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

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

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

PART XI

ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company and the Directors, whose names appear on page 43, accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company ad the Directors, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect its import.

2. THE COMPANY

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

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

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

2.4 The Company's registered office is at 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom. The Company's telephone number is +44 (0)743 686 497. The Company's website is https://www.uraholdingsplc.co.uk. Information that is on the Company's website does not form part of this Prospectus unless that information is incorporated by reference to this Prospectus.

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

Group company name:	**Jurisdiction of incorporation:**	**Company number:**
Malaika Exploration (Ireland) Limited	Republic of Ireland	670538
Malaika Developments Limited	Zambia	120200003964
G.E.M. Venus Holdings (Proprietary) Limited	South Africa	2007/017645/07
Adit Mining Consultants and Trading (Pty) Limited	South Africa	2007/021621/07
Venus Emeralds (Pty) Limited	South Africa	2007/030976/07

2.6 In December 2017, the Company undertook a share capital reorganisation such that Shareholders were issued with one (1) share of 0.15 pence each for every fifteen (15) of 0.1 pence each.

2.7 As of 30 June 2018, the Company share capital consisted of 267,575,734 ordinary shares of 0.15 pence each and 896,832,495 deferred shares of 0.1 pence each.

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

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

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

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

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

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

2.14 On 27 February 2023, the Company completed the acquisition of G.E.M. Venus Holdings (Proprietary) Limited. The Company issued 4,000,000 Ordinary 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 2.5 pence to the vendors, Magnum Mining and Exploration Limited.

2.15 On 23 May 2023, the Company conditionally allotted 14,000,000 new Ordinary Shares at an issue price of 2 pence per new Ordinary Share through a placing and subscription. The Company additionally raised £50,000 by way of a CLN with Austin Acquisition 1 Limited. The admission of the 14,000,000 new Ordinary Shares became effective on 30 May 2023.

2.16 On 10 July 2023, following the AGM and the passing of a resolution approving the allotment of additional shares and disapplication of pre-emption rights, the £50,000 investment by Austin Acquisition 1 Limited automatically converted into 2,500,000 Ordinary Shares at a conversion price of 2 pence per Ordinary Share. The admission of the 2,500,000 became effective on 14 July 2023.

2.17 On 1 September 2023, the Company allotted 10,000,000 new Ordinary Shares at a price of 2.4 pence per Ordinary Share pursuant to the September 2023 Fundraise. Additionally, 125,000 warrants were issued to Peterhouse in accordance with the terms of their engagement letter at an exercise price of 2.4 pence per Ordinary Share and a warrant life of 3 years.

2.18 On 6 September 2023, the Company announced an operational update for the Gravelotte Emerald Mine.

3. SHARE CAPITAL

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

Class	Number	Amount paid
Ordinary Shares	172,345,590	£17,235

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

Class	Number	Amount paid
Ordinary Shares	252,345,590	£25,235

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

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

3.4 Pursuant to an ordinary resolution of the Shareholders passed at AGM of the Company held on 30 June 2023, the Directors were authorised pursuant to Section 551 of the Companies Act to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) or grant rights to subscribe for or convert any securities into shares in the Company up to an aggregate nominal amount of £10,640 representing; (a) the aggregate nominal value of approximately two thirds of the Ordinary Shares prior to the exercise of the CLN issued to Austin Acquisitions 1 Limited; and (b) aggregate nominal value of the Ordinary Shares to be issued in connection with the CLN, provided that in relation to any allotment of relevant securities in excess of £5,195 representing the aggregate nominal value of approximately one third of the Ordinary Shares (excluding the Ordinary Shares to be issued in connection with the CLN), such authority shall, unless previously revoked or varied by the Company in a general meeting, expire on the conclusion of the next AGM of the Company to be held in 2024 or 15 months after the passing of this resolution, whichever is the earlier, provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted or Rights granted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

3.5 Pursuant to a special resolution of the Shareholders passed at the AGM of the Company held on 30 June 2023, the Directors were authorised pursuant to Section 570 of the Companies Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by the ordinary resolution described in 3.4 as if Section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an issue in favour of Shareholders where the equity securities respectively attributable to the interests of all such Shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory;

(b) the allotment of equity securities arising from the conversion of any other convertible securities outstanding at the date of this resolution; and

(c) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £3,117; provided that this power shall, unless previously revoked or varied by special resolution of the Company in a general meeting, expire at the conclusion of the next AGM of the Company to be held in 2024 or 15 months after the passing of this resolution, whichever occurs first. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

3.6 Save as disclosed in this Prospectus:

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

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

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

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

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

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

3.9 The Company issued 26,250,000 warrants ("**2022 Placing Warrants**") to placees in connection with the 2022 Placing. The 2022 Placing Warrants are constituted by, and issued subject to and with the benefit of, a warrant instrument dated 25 February 2022 and executed as a deed poll by the Company. The exercise price of the 2022 Placing Warrants is 2 pence per Ordinary Share and the 2022 Placing Warrants may be exercised at any time from Admission up to and including 24 February 2025. The terms and conditions attached to the Placing Warrants are summarised in sub-paragraph 16.1(d).

3.10 The Company issued the 2,625,000 2022 warrants to Peterhouse Capital ("**2022 Broker Warrants**") in connection with the 2022 Placing. The 2022 Broker Warrants are constituted by, and issued subject to and with the benefit of, a warrant instrument dated 25 February 2022 and executed as a deed poll by the Company. The exercise price of the 2022 Broker Warrants is 2 pence per Ordinary Share and the 2022 Broker Warrants may be exercised at any time from Admission up to and including 24 February 2025. The terms and conditions attached to the 2022 Broker Warrants are summarised in paragraph 16.1(d).

3.11 The Company issued 125,000 warrants to Peterhouse Capital in connection with the September 2023 Fundraise. The September 2023 Fundraise are constituted by, and issued subject to and with the benefit of, a warrant instrument dated on or around 1 September and executed as a deed poll by the Company. The exercise price of the warrants 2.4 pence per Ordinary Share ("**September 2023 Warrants**").

3.12 The Company will issue 3,184,000 2023 Broker Warrants to Peterhouse Capital, Capital Plus, and CMC Markets UK plc in connection with the Fundraise. The 2023 Broker Warrants are constituted by, and issued subject to and with the benefit of, a Warrant instrument which is dated 20 November 2023 and executed as a deed poll by the Company. The exercise price of the 2023 Broker Warrants is 1.25 pence per Ordinary Share and the 2023 Broker Warrants may be exercised at any time from Admission up to and including 13 December 2026. The terms and conditions attached to the 2023 Broker Warrants are summarised in paragraph 16.1(d).

4. ARTICLES

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

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

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

(a) ***Share capital***

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

(b) ***Voting rights***

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

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

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either (a) in such manner (if any) as may be provided by those rights; (b) with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class; or (c) with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class and may be so varied and abrogated whilst the Company is a going concern or during or in contemplation of a winding up.

(d) ***Dividends***

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(h) ***Directors***

Unless otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be at least two and not more than 15 Directors.

Subject to the Articles and the Companies Act, the Company may by ordinary resolution appoint a person who is willing to act as a Director and the Board shall have power at any time to appoint any person who is willing to act as a Director, in both cases either to fill a vacancy or as an addition to the existing Board but the total

number of Directors shall not exceed any maximum number fixed in accordance with the Articles.

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

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

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

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

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

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

Any authorisation by the Board will be effective only if:

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

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

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

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

(i) ***General meetings***

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

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

(j) ***Borrowing powers***

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

(i) borrow money;

(ii) indemnify and guarantee;

(iii) mortgage or charge;

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

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

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

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

(l) ***Uncertificated shares***

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

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

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

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

5. OTHER RELEVANT LAWS AND REGULATIONS

5.1 *Mandatory bid*

(a) The Takeover Code is issued and administered by the Panel. The Takeover Code applies to all takeover and merger transactions, however effected, where the offeree company is *inter alia*, a listed public company with its registered office in the UK. The Company is such a company and its Shareholders are entitled to the protections afforded by the Takeover Code and its provisions;

(b) Under the Takeover Code, where:

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

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

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

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

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

5.2 *Squeeze-out*

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

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

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

5.3 ***Sell-out***

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

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

5.4 ***Concert party***

5.5 Under the Takeover Code, a "concert party" arises, *inter alia*, when persons who pursuant to an agreement or understanding (whether formal or informal and whether or not in writing), co-operate, through an acquisition by them of an interest in shares in a company, to obtain or consolidate control of that company. Under the Takeover Code, "control" means an interest, or interests, in shares carrying in aggregate 30% or more of the voting rights of a company, irrespective of whether such interest or interests give *de facto* control. In this context, voting rights means all the voting rights attributable to the capital of the company which are currently exercisable at a general meeting. The Takeover Code also states that, directors of a company will be presumed to be acting in concert with the company of which they are a director.

5.6 In addition, shareholders in a private company which, in connection with an initial listing, re-registers as a public company and accordingly becomes a company which is subject to the Takeover Code, will be presumed to be persons who are acting in concert with each other unless the contrary is established.

5.7 ***Shareholder notification and disclosure requirements***

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

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

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

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

	As at the date of this Prospectus		On Admission	
Name	Number of Ordinary Shares	Percentage of Existing Share Capital	Number of Ordinary Shares	Percentage of Enlarged Issued Share Capital
Edward Nealon	68,834,615	39.94%	73,501,281	29.13%
Sam Mulligan	-	-%	1,000,000	0.4%
Bernard Olivier	-	-	1,833,331	0.73%
John Treacy	-	-	-	-%
Peter Redmond	2,426,281	1.30%	6,026,281	2.39%
Jeremy Sturgess-Smith	940,170	0.55%	940,170	0.37%
Wessel Marais	-	-%	-	-%

In addition, the Directors and Senior Managers hold the following options to acquire Ordinary Shares:

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

In all cases the options vest in three equal tranches. The initial tranche, equal to 25% of the total award, vested on 2 March 2022, at the Company's initial listing on the Main Market of the London Stock Exchange, with an exercise price of 2 pence per share; the second tranche, equal to 37.5% of the total award, vested on 2 March 2023, on the first anniversary of the Company's initial listing at an exercise price equal to 2.5 pence per share; and the third tranche, equal to 37.5% of the total award, vests on 2 March 2024, the second anniversary of the Company's initial listing at an exercise price of 2.7 pence per share.

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

Director	Current	Past
Edward Nealon	Lexington Gold Ltd Almaretta Pty Ltd Africa Critical Metals Ltd Africa Ipalo East Project Ltd Eaglehold Ltd Athlone International Consultants Pty Ltd Limerick Global Consulting Ltd	Bezant Resources plc Danwell Holdings Pty Ltd
Sam Mulligan	Africa Prospect Development Zambia Ltd Zambia Micro Mining Corporation Ltd Zambia Stone and Gravel Ltd Tumbuku Developments Ltd Malaika Developments Ltd Malaika Exploration (Ireland) Ltd Ipalo East Zambia Ltd Cain Suppliers Ltd Africa Critical Metals Ltd Africa Critical Metals (Ireland) Ltd Africa Ipalo East Project Ltd	–

Director	Current	Past
Bernard Olivier	Lexington Gold Ltd New Energy Minerals Ltd Kigelia Services Pty Ltd Mozsino Mining Services	Emerging Market Minerals plc Richland Resources Ltd Bezant Resources plc LP Hill plc African Lion Resources Ltd Burgundy Services Ltd Enviroplats Limited Serengeti Resources (Pty) Ltd Southmill Holdings (Pty) Limited
John Treacy	Ananda Development Plc Cizzle Biotechnology Holdings plc YTC Consultancy Services Ltd 72 Richmond Hill Limited	AIK Energy Ltd Supply@ME Capital plc (formerly Abal Group plc) Central Rand Gold Limited (Guernsey) China Sports Development Ltd (BVI) Digitalbox plc (formerly Polemos plc) Eight Capital Partners plc (formerly Monreal plc) Palermo Football Club S.p.A (Italy) Pineapple Power Corporation plc South African Property Opportunities plc (Isle of Man) Sport Capital Group Holdings Limited (dissolved) Sport Capital Group Investments Limited Evrima plc (formerly Sport Capital Group plc) Prefcap Ltd Unione Sportiva Città di Palermo S.p.A (Italy) Epsion Capital Limited
Peter Redmond	Hemogenyx Pharmaceuticals plc Energy Investment Opportunities Limited Catalyst Corporate Consultants Limited	Blenheim Energy Limited Dukemount Capital plc Pires Investments plc Ananda Developments plc

6.3 Save as disclosed in paragraph 6.4, as at the date of this Prospectus, none of the Directors not the Senior Manager:

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

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

(c) has been subject to any official public incrimination and/or sanction of them by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

6.4 John Treacy was appointed as a director of Sport Capital Group Holdings Limited on incorporation on 20 December 2018. This company was placed into a solvent members' voluntary liquidation on 31 May 2019 and on 24 July 2020, the company was dissolved. Mr Treacy was a director of Unione Sportiva Città di Palermo S.p.A. for approximately five weeks between the dates of 31 December 2018 until 4 February 2019. Unione Sportiva Città di Palermo S.p.A. was declared bankrupt by the Court of Palermo on 18 October 2019. It is not expected that there will be sufficient funds to make a distribution to creditors.

Mr Treacy was subsequently issued with a nine month suspension from the management of Italian football clubs on 3 September 2020 by La Corte Federale d'Appello following the bankruptcy of Unione Sportiva Città di Palermo S.p.A. Mr Treacy appealed this ruling to the Collegio di Garanzia dello Sport. The Collegio di Garanzia dello Sport, being the senior court, upheld his appeal, and reversed the decision of La Corte Federale d'Appello, resulting in the decision being overturned and Mr Treacy being exonerated.

6.5 None of the Directors nor the Senior Manager has any potential conflicts of interest between their duties to the Company and their private interests or other duties they may also have, as at the Latest Practicable Date.

6.6 In so far as it is known to the Company, the following persons are as at the date of this Prospectus and are expected to be, on Admission, directly or indirectly, interested (within the meaning of the Companies Act) in 3% or more of the Company's issued share capital (being the threshold for notification of interests that will apply to Shareholders as of Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules):

	As at the date of this Prospectus		On Admission	
Name	**Number of Ordinary Shares**	**Percentage of Existing Share Capital**	**Number of Ordinary Shares**	**Percentage of Enlarged Share Capital**
Africa Critical Metals Limited[1]	60,000,000	34.81%	60,000,000	23.78%
The Bank of New York (Nominees) Limited	14,770,730	8.57%	14,770,730	5.85%
Pershing Nominees Limited	10,012,625	5.81%	10,012,625	3.97%
Ed Nealon[2]	8,834,615	5.13%	13,501,281	5.35%
Hargreaves Lansdown (Nominees) Limited (15942)	7,984,341	4.63%	7,984,341	3.16%
Arbuthnot Latham (Nominees) Limited	6,083,498	3.53%	6,083,498	2.41%
Vidacos Nominees Limited	5,751,356	3.34%	5,751,356	2.28%
Hargreaves Lansdown (Nominees) Limited (VRA)	5,409,083	3.21%	5,409,083	2.14%
Redmayne (Nominees) Limited	5,409,083	1.41%	5,409,083	2.14%
Peter Redmond	2,426,281	1.3%	6,026,281	2.39%

Mr Ed Nealon holds 49.5% of the issued share capital of Africa Critical Minerals Limited through his family investment company, Almaretta Pty Ltd. Mr Nealon is considered to be interested, inter alia, in the shares held by Africa Critical Metals Limited in the proportion set out above.

6.7 As the Latest Practicable Date, the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

6.8 Those interested, directly or indirectly, in 3% or more of the issued Ordinary Shares of the Company (as set out in paragraph 6.6) do not now, and, following Admission, will not, have different voting rights from other holders of Ordinary Shares.

6.9 In accordance with Listing Rule 14.2.2, at Admission at least 10% of the listed class of Ordinary Shares will be in public hands (as defined in the Listing Rules).

7. WORKING CAPITAL

The Company is of the opinion, taking into account the Net Fundraise Proceeds receivable by the Company and the existing cash balance, that the working capital available to the Group is sufficient for the present requirements of the Group, that is, for at least 12 months from the date of this Prospectus.

8. MATERIAL UNCERTAINTY

Notwithstanding the material uncertainty highlighted in the financial audited accounts for the year ended 31 December 2022, the Company is of the opinion, having taken into account the most recent proceeds of the May 2023 Fundraise, the September 2023 Fundraise (accounting for a cumulative sum of £520,000) and the proposed Net Fundraise Proceeds receivable by the Company, that the material uncertainty previously disclosed has been negated.

9. CAPITALISATION AND INDEBTEDNESS

Capitalisation

Company

The following table shows the Company's capitalisation as at 30 September 2023 and has been extracted without material adjustment from unaudited management information as at that date:

	Unaudited **as at 30 September 2023** ***£'000***
Total current debt	
Guaranteed	68
Secured	82
Unguaranteed/unsecured	-
	150
Total non-current debt	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	-
Shareholders' equity	
Share capital	17
Share premium	3,137
Other reserve	14
Accumulated losses	(1,657)
Total	1,661

There has been no material change in the capitalisation of the Company since 31 December 2022.

Indebtedness

The following table shows the Company's indebtedness as at 30 September 2023 and has been extracted, without material adjustment, from the Company's unaudited management information as at that date:

		Unaudited **As at** 30 September **£'000**
A.	Cash	184
B.	Cash equivalent	-
C.	Trading securities	-

D.	**Liquidity (A) + (B) + (C)**	184
E.	Current financial receivable	340
F.	Current bank debt	-
G.	Current portion of non-current debt	-
H.	Other current financial debt	37
I.	**Current Financial Debt (F) + (G) + (H)**	37
J.	**Net Current Financial Indebtedness (I) + (D) + (E)**	193
K.	Non-current bank loans	-
L.	Bonds issued	-
M.	Other non-current loans	1,100
N.	**Non-current Financial Indebtedness (K) + (L) + (M)**	1,100
O.	**Net Financial Indebtedness (J) + (N)**	1,611

As at 31 December 2022, there was no indirect or contingent indebtedness in relation to the Company.

There has been no material change in the indebtedness of the Company since 31 December 2022.

10. REGULATORY DISCLOSURE

The Company regularly arranges the publication of announcements through an RIS and the Company's website. Below is a summary of the information disclosed in accordance with the Company's obligations under UK MAR over the last 12 months relevant as at the date of this Prospectus:

- on 29 September 2022, the Company announced its half yearly report for the period ended 30 June 2022;
- on 21 November 2022, the Company announced an independent maiden JORC (2012) Mineral Resource estimate report for the Gravelotte Emerald Mine. The announcement outlined an estimate of emeralds contained and exploration targets;
- on 27 February 2023, the Company announced the completion of the acquisition of G.E.M Venus Holdings (Proprietary) Limited;
- on 28 April 2023, the Company announced its yearly report for the 12 month period ended 31 December 2022;
- on 23 May 2023, the Company announced the May Placing to raise £280,000 and additional raise of £50,000 by way of a CLN with Austin Acquisitions 1 Limited;
- on 13 June 2023, the Company announced that the chief executive officer of the Company, Bernard Olivier would provide a live presentation relating to the AGM on 30 June 2023;
- on 28 June 2023, the Company announced an operational update for its 74% Gravelotte Emerald Mine which included updates on the significant on site work that had been completed;
- on 30 June 2023, the Company announced that all resolutions put to the AGM were duly passed
- on 10 July 2023, the Company announced that the CLN with Austin Acquisitions 1 Limited had been duly converted into 2,500,000 Ordinary Shares will listing expected on 14 July 2023;
- on 1 September 2023, the Company announced its half-year report for the period ended 30 June 2023;
- on 1 September 2023, the Company announced that it had raised £240,000 (before expenses) pursuant to the September 2023 Fundraise, issuing in aggregate 10,000,000 new Ordinary Shares at an issue price of 2.4 pence per new Ordinary Share; and
- On 21 November 2023 the Company announced, via an RIS, that it had raised £1,000,000 (before expenses) through a conditional fundraise through the issue of 80,000,000 New Ordinary Shares at a price of 1.25 pence per share. The Fundraise is conditional upon, inter alia, Shareholders granting authority to the Directors to allot

and issue the New Ordinary Shares; and (ii) Admission occurring by 8.00 a.m. on 18 December 2023 (or such other time and/or date as the Joint Brokers and the Company may agree being not later than 29 December 2023).

11. SIGNIFICANT CHANGE

Save for the May Fundraise of £280,000 by means of the May 2023 Fundraise including the further £50,000 by means of a CLN in relation to the May Fundraise and the September 2023 Fundraise by means of a placing and subscription to raise £240,000 (before expenses), there has been no significant change in the financial position or financial performance of the Group since 31 December 2022, being the date as at which the financial information contained in *Part VIII – Summary Financial Information* of this Prospectus has been prepared, to the date of this Prospectus.

12. CURRENT INVESTMENTS

The Company has no current investments.

13. INVESTMENTS IN PROGRESS

The Company has no investments in progress.

14. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware), during a period covering at least the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability.

15. PLACING AGREEMENT

The Company and Capital Plus entered into a Placing Agreement on the date of this Prospectus pursuant to the terms of which Capital Plus agreed to use its reasonable endeavours to procure places for all of the New Ordinary Shares at the Issue Price. The Placing Agreement contains certain warranties and indemnities from the Company in favour of Capital Plus and is conditional, *inter alia*, on:

(a) Shareholder Approval;

(b) the Placing Agreement becoming wholly unconditional (save as to Admission) and not having been terminated in accordance with its terms prior to Admission; and

(c) Admission occurring by not later than 8.00 a.m. on 18 December 2023 (or such other time and/or date as the Joint Brokers and the Company may agree being not later than 29 December 2023).

If Admission does not proceed, the Placing will not proceed and all monies paid will be refunded to subscribers.

The New Ordinary Shares will, upon issue, rank *pari passu* with the Ordinary Shares. Capital Plus, as agent of the Company, have procured irrevocable commitments to subscribe for the full amount of New Ordinary Shares from subscribers in the Placing, and there are no conditions attached to such irrevocable commitments other than Shareholder Approval and Admission.

Capital Plus may terminate the agreement in certain circumstances prior to Admission including, *inter alia*¸ if there shall have been a material adverse change or if any of the

Directors or the Company fail to comply in any material respect with any of their respective obligations under the Placing Agreement.

The Placing Agreement provides for Capital Plus to receive, conditional upon Admission total commission of 6% on funds raised by them in the Fundraise.

The Fundraise is subject to the satisfaction of conditions contained in the Placing Agreement, which are summarised above, and which will be satisfied prior to Admission, and the Placing Agreement not having been terminated. In the event that the Fundraise does not complete, Admission will not take place. The Company will pay the costs and expenses associated with the Fundraise, irrespective of whether Admission takes place. VAT will be payable where appropriate.

In accordance with Listing Rules 14.2.2, at the time of Admission, at least 10% of the Ordinary Shares will be in public hands (as defined in the Listing Rules).

16. MATERIAL CONTRACTS

16.1 The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company's incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this Prospectus.

(a) ***The Malaika Acquisition Agreement***

On 11 August 2021 the Company entered into an agreement with Africa Critical Metals Limited pursuant to the terms of which the Company agreed to acquire the entire issued share capital of Malaika Exploration (Ireland) Limited, together with its wholly owned subsidiary, Malaika Developments Limited, for a consideration equal £1,200,000 to be satisfied by the issue 60,000,000 Ordinary Shares issued credited as fully paid. The principal assets of Malaika Exploration (Ireland) Limited (which itself is a dormant entity), comprise the Licences, which are held by its subsidiary, Malaika Developments Limited.

The Malaika Acquisition Agreement was subject to certain conditions which have all been satisfied.

The Malaika Acquisition Agreement contains customary representations and warranties from Africa Critical Metals Limited in favour of the Company concerning the assets and liabilities of the Malaika group entities and the status of the Licences and certain representations from the Company in favour of Africa Critical Holdings Limited concerning the assets and liabilities of the Company.

On 21 November 2021 the Acquisition Agreement was amended to provide that all conditions to completion be deemed satisfied but that the final condition to completion be Admission and not publication of this Prospectus.

(b) **The Gravelotte Acquisition Agreement**

On 24 March 2022 the Company entered into an agreement with Magnum Mining and Exploration Limited pursuant to the terms of which the Company agreed to acquire the entire issued share capital of G.E.M. Venus Holdings (Proprietary) Limited, together with its 75% owned subsidiaries, Adit and Venus, for: (1) conditional consideration of AUD 200,000.00 (approximately £123,000) in cash for each 5,000,000 carats of emeralds produced by the Gravelotte Emerald Mine up to a maximum aggregate amount of AUD2,000,000 (approximately £1,230,000) as a production royalty; and (2) 4,000,000 Ordinary Shares issued credited as fully paid of £100,000 calculated using a mid-market closing price of 2.5 pence. The principal assets of G.E.M Venus Holdings (Proprietary) Limited, comprise a 75% interest in the Gravelotte Emerald Mine.

On 27 February 2023, the Gravelotte Acquisition Agreement was amended to provide that all conditions to completion be deemed satisfied and to impose an obligation upon the vendor to use all reasonable assistance in connection with procuring outstanding approvals from the Ministry of Mines in South Africa.

The Gravelotte Acquisition Agreement contains customary representations and warranties in favour of the Company concerning the assets and liabilities of the target entities and the status of the Licences.

(c) ***Peterhouse Capital Engagement Letter***

On 8 October 2021, the Company and Peterhouse Capital entered into an English-law governed engagement letter pursuant to which the Company appointed Peterhouse Capital as its financial adviser in connection with this Prospectus and Admission (the "**Peterhouse Capital Engagement Letter**"). Pursuant to the Peterhouse Capital Engagement Letter, the Company has agreed to pay to Peterhouse Capital a commission of 5% of gross monies raised by Peterhouse Capital. Peterhouse Capital will also receive 320,000 2023 Broker Warrants in connection with the Placing.

The Peterhouse Capital Engagement Letter terminates upon Admission.

(d) ***Capital Plus Engagement Letter***

On 28 August 2023, the Company and Capital Plus entered into an engagement letter pursuant to which the Company appointed Capital Plus as a broker and financial adviser of the Company in connection with this Prospectus and Admission (the "**Capital Plus Engagement Letter**"). Pursuant to the Capital Plus Engagement Letter, the Company has agreed to pay to Capital Plus immediately upon Admission, a success fee of 6% (per cent) of gross monies raised by Capital Plus and to immediately, upon Admission, grant to Capital Plus 1,664,000 2023 Broker Warrants in connection with services rendered for purposes of facilitating the Placing.

The Capital Plus Engagement Letter terminates upon Admission.

(e) ***2022 Broker Warrants, the 2022 Placing Warrants and the 2023 Broker Warrants***

The following is a summary of the terms of the 2022 Broker Warrants, the 2022 Placing Warrants and the 2023 Broker Warrants. Unless the context requires otherwise, each of the following expressions has the following meanings:

"**Certificate**"	in relation to a warrant, a certificate evidencing a Warrantholder's entitlement to the Warrants.
"**Exercise Date**"	the date of delivery to the registered office of the Company of the items specified in the Warrant instrument (and the date of such delivery shall be the date on which such items are received at the Company's registered office) or if not a Business Day then the immediately following Business Day.
"**Final Subscription Date**"	24 February 2025 in the case of the 2022 Broker Warrants and the 2022 Placing Warrants and 12 December 2026 in the case of the 2023 Broker Warrants.
"**Notice of Exercise**"	in relation to a warrant, the duly completed notice of exercise in the form, or substantially in the form,

	contained in the certificate for such Warrantholder.
"**Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001 No.3755) (as amended from time to time).
"**stock account**"	an account within a member account in CREST to which a holding of a particular share or other security in CREST is credited.
"**Subscription Price**"	subject to the provisions of the Warrant instrument regarding adjustments, 2 pence per Ordinary Share in the case of the 2022 Broker Warrants and the 2022 Placing Warrants and 1.25 pence per Ordinary Share in the case of the 2023 Broker Warrants.
"**Subscription Rights**"	the rights of the Warrantholders to subscribe for Ordinary Shares pursuant to the Warrants on the terms and subject to the conditions of the Warrant instrument.
"**Warrants**"	the warrants that are the subject of each respective warrant instrument issued by the Company.
"**Warrantholder(s)**"	the person(s) in whose name(s) a Warrant is registered in the Register from time to time.

(i) Subscription Rights

Warrantholders are entitled in respect of every one Warrant held to subscribe for one Ordinary Share in the Company at a price per share equal to the Subscription Price. The Warrants registered in a Warrantholder's name will be evidenced by a Certificate issued by the Company.

Each Warrant may be exercised by Warrantholders at any time after the date on which the Warrants are issued and before the Final Subscription Date.

In order to exercise the whole or any part of its holding of Warrants held in certificated form, a Warrantholder must deliver to the Company before the Final Subscription Date a Notice of Exercise, together with the relevant Certificate, and the remittance in cleared funds of an amount equal to the Subscription Price multiplied by the number of Ordinary Shares to be allotted and issued to the Warrantholder as a result of the exercise of the Warrants which are being exercised.

In order to exercise the whole or any part of its holding of Warrants in uncertificated form, a Warrantholder must deliver to the Company before the Final Subscription Date a properly authenticated dematerialised instruction and/or other instruction or notification together with the payment transfer for the aggregate amount equal to the Subscription Price multiplied by the number of Ordinary Shares to be allotted and issued to the Warrantholder as a result of the exercise of the Subscription Rights.

Once delivered to the Company a Notice of Exercise shall (save with the consent of the Company) be irrevocable.

To the extent that Ordinary Shares to be allotted and issued on the exercise of Warrants held in certificated form, the Company shall deliver a share certificate for the Ordinary Shares so allotted to the relevant Warrantholder by no later than 28 days after such Notice of Exercise was delivered to the Company.

To the extent that Ordinary Shares to be allotted and issued on the exercise of Warrants held in uncertificated form through CREST, the Company shall procure that Euroclear is

instructed to credit to the stock account of the relevant Warrantholder entitlements to such Ordinary Shares.

Ordinary Shares allotted pursuant to the exercise of Warrants shall be allotted and issued credited as fully paid, shall have the rights set out in the Articles, shall be entitled in full to all dividends and distributions declared or paid on any date, or by reference to any date, on or after the date on which the relevant Notice of Exercise was delivered to the Company and shall otherwise rank *pari passu* in all respects from the date of allotment with the Ordinary Shares of the Company then in issue.

Warrants shall be deemed to be exercised on the Exercise Date.

(ii) Adjustment of Subscription Rights

Upon the occurrence of a reorganisation or reclassification of the share capital of the Company, or an issue of new shares, capitalisation issue or offer by way of rights by the Company, or a sub- division, reduction or consolidation of the capital of the Company, or a merger or consolidation of the Company with or into another company or demerger, or the modification of rights attaching to the Ordinary Shares or a dividend in kind declared and/or made by the Company (each, an "**Adjustment Event**") after the date on which any Warrants are granted, the number of Ordinary Shares which are the subject of the Warrants and the Subscription Price payable on the exercise of Warrants shall be adjusted either in such manner as the Company agree in writing is appropriate or, failing agreement, in such manner as the auditors of the Company shall certify is appropriate.

The Company shall not implement an Adjustment Event if it would otherwise result in the Subscription Price payable per Ordinary Share on the exercise of the Warrants being less than the nominal value of an Ordinary Share.

No exercise of Warrants shall result in the issue of a fraction of an Ordinary Share. Any fractional entitlements to Ordinary Shares arising as a result of an adjustment shall be rounded down to the nearest whole Ordinary Share.

(iii) Winding-up of the Company

If, at any time when any Subscription Rights are exercisable, an order is made or an effective resolution is passed for the winding-up or dissolution of the Company or if any other dissolution of the Company by operation of law is to be effected then:

(A) if such winding-up or dissolution is for the purpose of a reconstruction or amalgamation pursuant to a scheme of arrangement to which any Warrantholder has consented in writing, the terms of such scheme of arrangement will be binding on such Warrantholder; or

(B) in any other case, the Company shall forthwith notify the Warrantholder stating that such an order has been made or resolution has been passed or other dissolution is to be effected and the Warrantholder shall be entitled to receive out of the assets which would otherwise be available in the liquidation to the holders of Ordinary Shares, such a sum, if any, as it would have received had it been the holder of and paid for the Ordinary Shares to which it would have become entitled by virtue of such exercise, after deducting from such sum an amount equal to the amount which would have been payable by it in respect of such Ordinary Shares if it had exercised all its Warrants, but nothing contained in this paragraph shall have the effect of requiring the Warrantholder to make any actual payment to the Company.

The Warrants lapse on a dissolution or winding-up of the Company.

(iv) Undertakings

Unless otherwise authorised in writing by the Warrantholder(s) holding the majority of the outstanding Warrants from time to time:

(A) the Company shall maintain all necessary authorisations pursuant to the Companies Act to enable it to lawfully and fully perform its obligations under the Warrant instrument to allot and issue Ordinary Shares upon the exercise of all Warrants remaining exercisable from time to time;

(B) if at any time an offer is made to all holders of Ordinary Shares (or all such holders other than the offeror and/or any company controlled by the offeror and/or persons acting in concert with the offeror) to acquire the whole or any part of the share capital of the Company, the Company will as soon as possible give notice of such offer to the Warrantholders and use its best endeavours to procure that a full and adequate opportunity is given to the Warrantholders to exercise the Warrants and that a like offer, being one pari passu with the best terms offered to holders of Ordinary Shares, is extended in respect of any Ordinary Shares issued upon exercise of the Warrants. The publication of a scheme of arrangement providing for the acquisition by any person of the whole or any part of the share capital of the Company shall be deemed to be the making of an offer and references herein to such an offer shall be read and construed accordingly;

(C) if at any time an offer or invitation is made by the Company to the holders of Ordinary Shares for the purchase by the Company of any of the Ordinary Shares, the Company shall simultaneously give notice thereof to the Warrantholders who shall be entitled, at any time while such offer or invitation is open for acceptance, to exercise their Warrants on the terms (subject to any adjustments) on which the same could have been exercised and as if the same had been exercised on the day immediately preceding the record date for such offer or invitation; and

(D) the Company shall supply to the Warrantholders copies of all notices of meetings, annual reports and accounts and all documents required by law to be annexed thereto and all statements, circulars and other communications to its Shareholders at the same time as they are despatched to its Shareholders.

(v) Modification of Rights

All or any of the rights for the time being attached to the Warrants may from time to time (whether or not the Company is being wound up) be altered, amended or abrogated only with the prior sanction of a special resolution of the Warrantholders and the agreement of the Company and shall be effected by an instrument by way of deed executed by the Company and expressed to be supplemental to the Warrant instrument.

All the provisions of the Articles for the time being of the Company relating to general meetings shall apply *mutatis mutandis* as though the Warrants were a class of shares forming part of the share capital of the Company except that:

(A) the necessary quorum shall be Warrantholders present (in person or by proxy) entitled to subscribe for 10% in nominal amount of the Ordinary Shares attributable to the outstanding Warrants;

(B) every Warrantholder present in person at any such meeting shall be entitled on a show of hands to one vote and every Warrantholder present in person or by proxy shall be entitled on a poll to one vote for every Ordinary Share for which he is entitled to subscribe pursuant to the Warrants held by him; and

(C) any Warrantholder present (in person or by proxy) may demand or join in demanding a poll.

(vi) Transfer

The Warrants shall be in registered form and shall be transferable by instrument in writing in the usual common form (or in such other form as the Directors may reasonably approve). A Warrantholder's holding of Warrants may be transferred in whole or in part, but no transfer of a right to subscribe for a fraction of an Ordinary Share shall be affected.

(vii) Purchase

The Company and its subsidiaries shall have the right to purchase Warrants in the market, by tender or by private treaty or otherwise.

All Warrants purchased or surrendered shall forthwith be cancelled and shall not be available for reissue or resale.

(viii) Tradability

The Warrants shall not be listed or traded on a recognised stock exchange.

(ix) Governing Law and Jurisdiction

The provisions of the Warrant instrument and the Warrants shall be subject to and governed by English law and each of the parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Warrant instrument.

(f) ***Registrar Agreement***

The Company and the Registrar, Computershare Investor Services plc, have entered into an agreement dated 10 January 2005 pursuant to which the Registrar has agreed to act as registrar to the Company and to provide transfer agency services and certain other administrative services to the Company in relation to its business and affairs (the "**Registrar Agreement**").

The Registrar is entitled to receive the annual fee for creation and maintenance of the share Register which is currently set at £1 per Shareholder appearing on the Register during the fee year, with a minimum charge per annum of £1,500 for the provision of its services under the Registrar Agreement.

In addition to the annual fee, the Registrar is entitled to reimbursement for all out-of-pocket expenses incurred by it in the performance of its services for and on behalf of the Company.

The Registrar Agreement shall continue for an initial period of three years and thereafter will automatically renew for successive periods of 12 months unless, and until, terminated upon written notice by either party, by giving not less than six months' written notice. In addition, the agreement may be terminated as soon as reasonably practicable if either party (i) commits a material breach of the agreement which has not been remedied within 45 days of a notice requesting the same; or (ii) goes into liquidation (except voluntary), becomes bankrupt or insolvent.

16.2 The following mineral and mining licences and land access rights are material to the Group as at the date of this Prospectus:

(a) ***Licence 26880-HQ-LEL***

Malaika Developments was granted Licence Number 26880-HQ-LEL on 16 July 2010. The licence covers a variety of rare earth minerals in addition to graphite. The Licence covers an area of 965 sq. kilometre and, subject to renewal, expires on 14 July 2024. A renewal application may be submitted any time prior to the end of the first quarter of 2024 and can be renewed for an additional 4 years. As part of the renewal the licence area will be reduced by 50%. However, this will not impact the potential or value of the licence as the licence area is significantly larger than the mineralised zone.

(b) ***Licence 23239-HQ-LEL***

Malaika Developments entered into an agreement to acquire Licence Number 23239-HQ-LEL from Africa Prospect Development Zambia Ltd on 13 May 2021. The Licence covers an area of 319 square kilometres and was originally granted on 30 January 2019. The consideration for the transfer was 100,000 Zambian kwacha, which was payable upon the registration of the transfer by the Ministry of Mines. The initial application to register the transfer was made in June 2021. The Licence expired on 30 January 2023. The licence can be renewed for an additional 4 years. However, as part of the renewal the licence area will be reduced by 50%. The Company does not consider that this will impact the potential or value of the licence as the licence covers a significantly larger area than the mineralised zone. The renewal application will be submitted in Q1 2024 which is in line with the statutory renewal timetable.

(d) **Gravelotte Emerald Mining Right**

The Mining Right was converted from an old order Mining Right and this came into effect on 24 July 2013. The Mining Right is valid for a period of 20 years which expires on 23 July 2033. It was issued in the name of Adit Mining Consultants and Trading Pty Ltd with company registration number 2007/021621/07. The relevant details of the permit are as follows:

Permit owner: Adit Mining Consultants & Trading Pty LTD.

Permit type: Mining Right for emerald and silica extraction.

Area: 378.3275Ha (3.78 km2).

Renewal date: 23 July 2033.

Surface rental costs: R5,000 per month in phase 1, and in phase 2 (which is after 6 months of commercial production and the first sale of emeralds) the rental increases to R50,000 per month.

Obligations to retain permit: Mineral and Petroleum Resources Development Act of 2002.

Royalties: The royalty rate for refined minerals is capped at a maximum of 5.0% and the rate for unrefined minerals is capped at 7.0%. ACA Howe has advised the Company that semi-precious gemstones and precious gemstones fall under Schedule 2 of the Mineral and Petroleum Resources Development Act of 2002 and would be regarded as unrefined. This royalty is noted here as it will be applicable should URA achieve sales from production or bulk sampling.

In addition the Gravelotte Acquisition Agreement provides for a conditional consideration of AUD 200,000.00 (approximately £123,000) to the vendor in cash for each 5,000,000 carats of emeralds produced by the Gravelotte Emerald Mine up to a maximum aggregate amount of AUD2,000,000 (approximately £1,230,000) as a production royalty.

Surface rights and legal access: Gem-Venus Holdings Pty Ltd has a notarial lease in which the right to access to Portion 7 (Farrel 781) and Portion 2 (Willie 787) is guaranteed until 1st March 2044. The lease is in the name of Gem-Venus Holdings Pty Ltd and the agreement is with Modjaji Manufacturing Pty Ltd, a company owned by Mr. P. Cilliers.

Permits required to conduct work: Water permits are required to conduct work on the property. As far as the Company is aware, no additional permits are required to conduct work on the Property.

17. RELATED PARTY TRANSACTIONS

Non-executive Directors' letters of appointment

Each of Edward Nealon, Peter Redmond and John Treacy have each entered into a non-executive Director's letter of appointment dated 1 September 2021, with the Company in respect of their appointment as a Director.

Under the terms of the appointment letters, the following fees are payable:

- Edward Nealon - £40,000 per annum;
- Peter Redmond - £24,000 per annum; and
- John Treacy - £24,000 per annum.

No additional fees are payable to the non-executive Directors in connection with the membership or chairmanship of any committee of the Board and no ancillary benefits, pensions or bonus payment are payable under the appointment letters.

Each of the Directors appointments as a non-executive director of the Company, are (subject to limited exceptions) terminable by either party on 12 months' written notice.

Executive Directors' service agreements

Each of Bernard Olivier, Sam Mulligan, Wessel Marais and Jeremy Sturgess-Smith have entered into services agreements with the Company each dated 1 September 2021.

Under the terms of the appointment letters, the following fees are payable:

- Bernard Olivier – £50,000 per annum;
- Sam Mulligan – £40,000 per annum
- Wessel Marais -- £5,197 per annum; and
- Jeremy Sturgess-Smith – £40,000 per annum.

Each of Bernard Olivier, Sam Mulligan, Wessel Marais and Jeremy Sturgess-Smith have committed to provide not less than 2 days per week of their time to the business of the Group and such additional time as the business affairs of the Group reasonably require.

No additional contractual benefits are payable to the executive directors or the senior manager in connection with their appointments but all may be entitled to a bonus at the discretion of the Remuneration Committee.

Each of the appointments is (subject to limited exceptions) terminable by either party on 12 months' written notice.

18. ACCOUNTS

The Company's annual report and accounts will be made up to 31 December in each year. It is expected that the Company will make public its annual report and accounts within four months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible).

19. GENERAL

19.1 On 25 November 2022, Gerald Edelman LLP, whose address is 73 Cornhill, London EC3V 3QQ, United Kingdom, were appointed as auditor of the Company. Gerald Edelman LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and the Financial Reporting Council.

19.2 ACA Howe has given and not withdrawn its written consent to: (i) the issue of this Prospectus with the inclusion herein of (a) its Competent Person's Report in *Part XV – Competent Person's Report* of this Prospectus and (b) the references to its name; and (ii) the inclusion of information extracted from its Competent Person's Report in *Part XV – Competent Person's Report* of this Prospectus and has authorised the contents of its Competent Person's Report and references thereto as part of this Prospectus for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules and item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing the UK Prospectus Regulation as it forms part of UK law by virtue of the EUWA (the "**UK Prospectus Delegated Regulation**"). In compliance with item 1.2 of Annex 1 of the UK Prospectus Delegated Regulation, ACA Howe accepts responsibility for the Competent Person's Report and any information extracted from or sourced to his Competent Person's Report which is included in this Prospectus and, and to the best of ACA Howe's knowledge, declares the information set out in the Competent Person's Report prepared by ACA Howe is in accordance with the facts and the Competent Person's Report prepared by ACA Howe and any information extracted from or sourced to the Competent Person's Report which is included in this Prospectus makes no omission likely to affect their import. ACA Howe has authorised the contents of its Competent Person's Report for the purposes of PR 5.3.2R(2)(f) of the Prospectus Regulation Rules.

19.3 Peterhouse Capital and Capital Plus have given and not withdrawn their written consent to the inclusion in this Prospectus of its name and reference thereto in the forms and contexts in which it appears.

19.4 As at the Latest Practicable Date, the Group has 15 employees (of which all three are part-time).

19.5 The Group does not own any premises.

19.6 The total expenses incurred (or to be incurred) by the Company in connection with the Fundraise and Admission are approximately £170,000 (excluding any applicable VAT).

19.7 The Directors are not aware of any significant trends in the Company in costs between incorporation and the date of this Prospectus, or any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year, or any environmental issues that may affect the Company and its business.

19.8 The Company confirms that the CPR which is set out in *Part XV – Competent Person's Report* of this Prospectus is dated within six months of the date of this Prospectus and that no material changes have occurred since the date of the CPR, being 25 September 2023, the omission of which would make the CPR misleading.

20. THIRD PARTY SOURCES

The Company confirms that information sourced from third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by those third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

21. NO INCORPORATION OF WEBSITES

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

22. AVAILABILITY OF DOCUMENTS

22.1 Copies of the following documents may be inspected at the registered office of the Company at 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom during usual business hours on any Business Day from the date of this Prospectus until Admission:

(a) the Articles; and

(b) this Prospectus.

22.2 In addition, this Prospectus and the other documents referred to in paragraph 22.1 above will be published in electronic form and be available on the Company's website at https://www.uraholdingsplc.co.uk.

Date: 13 December 2023

PART XII
DEFINITIONS

The following definitions apply throughout this Prospectus (unless the context requires otherwise):

"**Acquisition**"	the acquisition of the Malaika Group by the Company pursuant to the Acquisition Agreement.
"**Admission**"	admission of the Ordinary Shares to the standard listing segment of the Official List and to trading on the Main Market of the London Stock Exchange.
"**affiliate**"	an affiliate of, or person affiliated with, a person; a person that, directly or indirectly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.
"**AGM**"	the annual general meeting of the Shareholders of the Company held on 30 June 2023.
"**AIM**"	AIM, the market of that name operated by the London Stock Exchange.
"**AIM Rules for Companies**"	the AIM Rules for Companies issued by the London Stock Exchange governing admission to and the operation of AIM, as amended or re-issued from time to time.
"**Ananda**"	Ananda Developments plc.
"**Articles**"	the articles of association of the Company in force from time to time.
"**Audit and Risk Committee**"	the audit and risk committee of the Board.
"**Australian Corporations Act**"	Corporations Act 2001 (Cth) of Australia.
"**Business Day**"	any day on which the London Stock Exchange is open for business and banks are open for business in London; excluding Saturdays and Sundays.
"**Capital Plus**"	Capital Plus Partners Limited, in its capacity as joint broker and financial advisor to the Company.
"**Capital Plus Engagement Letter**"	an English-law governed Engagement Letter entered into by the Company and Capital Plus dated 28 August 2023;
"**certificated**" or "**in certificated form**"	in relation to, as the case may be, a share, warrant or other security, a share, warrant or other security, title to which is recorded in the relevant register of the share, warrant or other security concerned as being held in certificated form (*i.e.*, not in CREST).
"**change of control**"	an acquisition of Control of the Company by any person or party (or by any group of persons or parties who are acting in concert).
"**COBS**"	FCA Handbook Conduct of Business Sourcebook.
"**Concert Party**"	Africa Critical Metals Limited and Ed Nealon.
"**Companies Act**"	the Companies Act 2006.
"**Company**" or "**URA**"	URA Holdings plc, a public limited company incorporated in England and Wales with company number 5329401.
"**Company Secretary**"	the secretary of the Company from time to time.
"**Competent Person's Report**" or "**CPR**"	the competent person's report prepared by ACA Howe set out in *Part XV – Competent Person's Report* of this Prospectus.
"**Control**"	(i) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to: (a) cast, or control the casting of, more than 50% of the maximum number of votes that might be cast at a general meeting of the Company; or (b) appoint or remove all, or the majority, of the Directors or other equivalent officers of the Company; or (c) give directions with respect to the operating and financial policies of the Company with which the Directors or other equivalent officers of the Company are obliged to comply; and/or (ii) the holding beneficially of more than

	50% of the issued shares of the Company (excluding any issued shares that carry no right to participate beyond a distribution of either profits or capital), but excluding in the case of each of (i) and (ii) above any such power or holding that arises as a result of the issue of Ordinary Shares by the Company in connection with an acquisition.
"**CREST**" or "**CREST System**"	the system for the paperless settlement of trades in securities and the holding of uncertified securities operated by Euroclear in the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations.
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (*SI 2001 No. 3755*).
"**Directors**"	the board of directors from time to time of the Company, as the context requires, and "Director" is to be construed accordingly.
"**Disclosure Committee**"	the disclosure committee of the Board.
"**Disclosure Guidance and Transparency Rules**" or "**DTRs**"	the disclosure guidance and transparency rules of the FCA made in accordance with section 73A of FSMA.
"**EEA**"	the European Economic Area, comprising the EU, Iceland, Norway and Liechtenstein.
"**Gravelotte Acquisition Agreement**"	the agreement with Magnum Mining and Exploration Limited pursuant to the terms of which the Company agreed to acquire the entire issued share capital of G.E.M. Venus Holdings (Proprietary) Limited, together with its 75% owned subsidiaries, Adit and Venus.
"**Group**"	the Company together with its subsidiaries and subsidiary undertakings of the Company from time to time.
"**Enlarged Issued Share Capital**"	the issued share capital of the Company following Admission.
"**EU**" or "**European Union**"	the European Union first established by the treaty made at Maastricht on 7 February 1992.
"**Euroclear**"	Euroclear UK & International Limited (a company incorporated in England and Wales with company number 02878738, being the operator of CREST).
"**EU Prospectus Regulation**"	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
"**EUWA**"	the European Union (Withdrawal) Act 2018.
"**Existing Share Capital**"	the issued share capital of the Company as at the time of this Prospectus.
"**Existing Ordinary Shares**"	172,345,590 Ordinary Shares in issue as at the date of this Prospectus.
"**FCA**"	the UK Financial Conduct Authority.
"**Finance Act**"	Finance Act 1986.
"**FSMA**"	the UK Financial Services and Markets Act 2000.
"**Fundraise**"	the conditional placing and subscription to raise £1.0 million (before expenses) announced on 21 November 2023.
"**general meeting**"	a meeting of the Shareholders of the Company or a class of Shareholders of the Company (as the context requires).
"**Gross Fundraise Proceeds**"	the gross proceeds of the Fundraise.
"**HMRC**"	Her Majesty's Revenue & Customs.
"**IFRS**"	International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.
"**Joint Brokers**"	Peterhouse Capital and Capital Plus acting together as joint brokers and financial advisors to the Company.

"**Latest Practicable Date**"	12 December 2023 (being the latest practicable the date prior to the publication of this Prospectus).
"**LEI**"	legal entity identifier.
"**Listing Rules**"	the listing rules made by the FCA under section 73A of FSMA.
"**London Stock Exchange**"	London Stock Exchange plc.
"**Main Market**"	main market for listed securities of the London Stock Exchange.
"**Malaika Acquisition Agreement**"	the acquisition agreement to acquire the entire share capital of Malaika (and its wholly-owned subsidiary Malaika Developments, the holder of the exploration licences in Zambia in respect of the Strategic Minerals Project).
"**Malaika Developments**"	Malaika Developments Limited, the holder of graphite exploration licences in Zambia and wholly-owned subsidiary of Malaika.
"**May 2023 Fundraise**"	the placing of £280,000 (before expenses) in cash by the Company.
"**May 2023 Fundraise Agreement**"	the conditional placing agreement to raise £280,000 (before expenses) in a cash placing by the Company.
"**Ministry**"	the Zambian Ministry of Mines and Minerals Development (previously called the Ministry of Mines, Energy and Water Development).
"**MPRDA**"	Mineral and Petroleum Resources Development Act No. 28 of 2002 and the MPRDA Amendment Act No.49 of 2008.
"**Net Fundraise Proceeds**"	the £830,000 net proceeds of the Fundraise after deduction of expenses.
"**Ordinary Shares**"	the ordinary shares of nominal value 0.01 pence each in the capital of the Company including, if the context requires, the New Ordinary Shares .
"**New Ordinary Shares**"	the 80,000,000 new Ordinary Shares to be issued in connection with the Fundraise.
"**Nomination Committee**"	the nomination committee of the Board.
"**Official List**"	the official list maintained by the FCA.
"**Option Plan**"	the Company's unapproved share option plan adopted by the Board on 1 September 2021.
"**Order**"	the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.
"**ordinary resolution**"	a resolution of Shareholders requiring a simple majority of not less than 50%.
"**Peterhouse Capital**"	Peterhouse Capital Limited, in its capacity as joint broker and financial advisor to the Company.
"**Peterhouse Capital Engagement Letter**"	an English-law governed Engagement Letter entered into by the Company and Peterhouse Capital dated 8 October 2023;
"**Placees**"	placees procured by Peterhouse Capital and Capital plus, as agents for the Company, in connection with the Fundraise.
"**Premium Listing**"	a premium listing under Chapter 6 of the Listing Rules.
"**Prospectus**"	this document.
"**Prospectus Regulation Rules**"	the prospectus regulation rules of the FCA made in accordance with section 73A of FSMA.
"**Register**"	the register of holders of Ordinary Shares to be maintained by the Registrar.
"**Registrar**"	Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol BS13 8AE or any other registrar appointed by the Company from time to time.
"**Registrar Agreement**"	the registrar agreement between the Company and the

	Registrar.
"**Regulations**"	the Zambian Mines and Minerals (Environmental) Regulations, 1997.
"**Relevant Persons**"	persons resident and located in the United Kingdom that are "qualified investors" within the meaning of UK version of the Prospectus Regulation which forms part of domestic UK law pursuant to the EUWA and are persons: (a) who have professional experience in matters relating to investments falling within Article 19(5) of the Order; (b) who are high net worth persons or entities falling within Article 49(2)(a) to (d) of the Order; or (c) to whom it may otherwise be lawfully distributed.
"**Relevant State**"	a member state of the EEA.
"**Remuneration Committee**"	the remuneration committee of the Board.
"**Restricted Jurisdiction**"	the United States, its territories or possessions, Australia, Canada, Japan or the Republic of South Africa or any other jurisdiction where release, publication or distribution of this Prospectus or any offer, invitation or solicitation in relation to the securities referred to in this Prospectus is or would be unlawful or may lead to a breach of any applicable legal or regulatory requirements.
"**RIS**"	a Regulatory Information Service that is on the list of regulatory information services maintained by the FCA.
"**SEC**"	US Securities and Exchange Commission.
"**Securities Act**"	US Securities Act of 1933, as amended.
"**SEDOL**"	Stock Exchange Daily Official List, a list of security identifiers used in the UK and Ireland for clearing purposes.
"**September 2023 Fundraise**"	the allotment of 10,000,000 new Ordinary Shares at a price of 2.4 pence per Ordinary Share through a subscription and placing dated 1 September 2023.
"**September 2023 Warrants**"	125,000 warrants to Peterhouse Capital in connection with the September 2023 Fundraise
"**Shareholder**"	a holder of Ordinary Shares.
"**Shareholder Approval**"	the resolutions to be put to Shareholders at a general meeting to be held on 8 December 2023, to, *inter alia*, approve the Placing and grant the Directors authority to allot the New Ordinary Shares in connection with the Fundraise and further Ordinary Shares.
"**special resolution**"	a resolution of Shareholders requiring a majority of not less than 75%.
"**Standard Listing**"	a standard listing under Chapter 14 of the Listing Rules.
"**Strategic Minerals Project**"	the two mineral exploration licence in Zambia held by Malaika Developments in respect of strategic or critical mineral potential.
"**Summary Financial Information**"	the audited historical financial information for the Company and the Group for the year ended 31 December 2022 in accordance with IFRS and the unaudited historical financial information for the Company and the Group for the 6-month period ended 30 June 2023, set out in *Part VIII – Summary Financial Information of the Company* of this Prospectus.
"**Takeover Code**"	the secretary of the Company from time to time.
"**Takeover Panel**"	the UK Panel on Takeovers and Mergers.
"**TIDM**"	Tradable Instrument Display Mnemonics.
"**UK Corporate Governance Code**"	the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time.
"**UK MAR**"	the EU Market Abuse Regulation (596/2014), which is part of UK law by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019 (SI 2019/310).
"**UK Product Governance**	product governance requirements contained within COBS.

Requirements"	
"**UK Prospectus Delegated Regulation**"	the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing the UK Prospectus Regulation as it forms part of UK law by virtue of the EUWA;
"**UK Prospectus Regulation**"	the UK version of the Prospectus Regulation as it forms part of retained EU law by virtue of the EUWA.
"**uncertificated**" or "**uncertificated form**"	in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (i.e., in CREST) and title to which may be transferred by using CREST.
"**United Kingdom**" or "**UK**"	the United Kingdom of Great Britain and Northern Ireland.
"**United States**" or "**US**"	the United States of America, its possessions or territories, any State of the United States of America and the district of Columbia or any area subject to its jurisdiction or any political subdivision hereof.
"**VAT**"	(i) within the EU, any tax imposed by any EU member state in conformity with the Directive of the Council of the European Union on the common system of value added tax (2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition.
"**Vendor**"	Africa Critical Metals Limited.
"**2022 Placing**"	the placing of the Company announced on 14 February 2022 52,500,000 Ordinary Shares at a price of 2 pence each to raise £1,050,000 million before costs.
"**2022 Broker Warrants**"	the 2,625,000 2022 warrants issued to Peterhouse Capital in connection with the 2022 Placing.
"**2022 Placing Warrants**"	the 26,250,000 warrants issued to placees in connection with the 2022 Placing.
"**2023 Broker Warrants**"	the 3,184,000 warrants issued to Peterhouse Capital, CMC Markets UK plc and Capital Plus in connection with the Fundraise.

References to a "company" in this Prospectus shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.

All references to legislation or regulation in this Prospectus are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, supplement, re-enactment or extension thereof. Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

For the purpose of this Prospectus, "**subsidiary**" and "**subsidiary undertaking**" have the meanings given by the Companies Act.

In this Prospectus any reference to any EU directive, EU regulation, EU decision, EU tertiary legislation or provision of the EEA agreement (an "**EU Matter**") which forms part of UK domestic law by application of the EUWA shall be read as a reference to that EU Matter as it forms (by virtue of the EUWA) part of retained EU law and as modified by domestic law from time to time. For the purposes of this paragraph, (i) "**domestic law**" shall have the meaning given in the EUWA; and (ii) any other words and expressions shall, unless the context otherwise provides, have the meanings given in the EUWA.

PART XIII

DOCUMENTS INCORPORATED BY REFERENCE

The table below sets out the documents of which certain parts are incorporated by reference into, and form part of, this Prospectus. Only the parts of the documents identified in the table below are incorporated into, and form part of, this Prospectus.

The parts of the documents identified in the tables below which are not incorporated by reference are either not relevant for investors or are covered elsewhere in this Prospectus. To the extent that any information incorporated by reference itself incorporates any information by reference, either expressly or by implication, such information will not form part of this Prospectus for the purposes of the Prospectus Regulation Rules, except where such information is stated within this Prospectus as specifically being incorporated by reference or where the document is specifically defined as including such information.

Document	Section	Page numbers	Section in this Prospectus
2023 Interims	All	All	*Part VIII – Summary Financial Information*
2022 Annual Report	Corporate Information	2	
	Chairman's Statement	3	
	Strategic Report	6	
	Directors' Report	9	
	Remuneration Report and Plan	14	
	Independent Auditors' Report	20	
	Consolidated Statement of Comprehensive Income	29	
	Consolidated Statement of Financial Position	30	
	Consolidated Statement of Changes in Equity	31	
	Consolidated Statement of Cash Flows	33	
	Notes to the Consolidated Financial Statements	34	
2022 Interims	All		All

PART XIV

GLOSSARY

The following table provides an explanation of certain technical terms and abbreviations used in Part XV of this Prospectus. The terms and their assigned meanings may not correspond to standard industry meaning or usage of these terms.

AfricaSafe-T	an emergency medical service based in Nelspruit, South Africa.
Al2O3	a chemical compound of aluminium and oxygen.
Antimony Line	a linear deposit of Antimony.
Antimony or **Sb**	a chemical element.
Archaean	the precambrian eon which preceded the proterozoic period.
Au	the element gold.
Ba-Phalaborwa or **Phalaborwa**	a local municipality within the Mopani District Municipality, in the Limpopo province of South Africa.
B-BBEE Act	the South African Broad-based Black Empowerment Act 53 of 2003.
Be	Beryllium, a chemical element.
BEE	Black Economic Empowerment.
Blue Jacket	an area within the Mopani District Municipality, in the Limpopo province of South Africa.
Boron or **B**	a chemical element.
Carbon or **C**	a chemical element.
Chromium or **Cr**	a chemical element.
Code of Good Practice	Codes of Good Practice set out for specific sectors, under the B-BBEE Act.
ConsMurch	an antimony and gold mine, situated near Gravelotte.
CPR	a Competent Person's Report.
Cr2O3	Chromium(III) oxide, an inorganic compound.
Cu-Zn	zinc–copper couple, an alloy of zinc and copper which is employed as a reagent in organic synthesis.
DebTech	De Beers Group Technology SA.
DMR	the South African Department of Mineral Resources.
Eastern Bounding Granite or **EBG**	the granite found on the eastern side of the Property.
GEM or **the Property**	the Gravelotte Emerald Mine.
Gravelotte	an area within the Mopani District Municipality, in the Limpopo province of South Africa.
Intertropical Convergence Zone	the band of low pressure around the earth which generally lies near to the equator.
Iron or **Fe**	a chemical element.
JORC Code	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
Kaapvaal Craton	a large craton situated across South Africa, Eswatini and Botswana.
Kagem	an emerald mine located in Sempala, Zambia.

Karoo	a period or rock system located in southern Africa which is equivalent to the period or system extending from the upper carboniferous to the lower jurassic.
Karoo Super Group	a large sedimentary basin located South Africa, Namibia, Botswana, Zimbabwe and Mozambique.
La France Formation	a rock unit situated within the Murchison Greenstone Belt.
Land Claims Commissioner	an officer of the South African Commission on Restitution of Land Rights.
Lekkersmaak	a local municipality within the Mopani District Municipality, in the Limpopo province of South Africa.
Letseteli	an area within the Limpopo province of South Africa.
Leydsdorp Formation	a rock unit situated within the Murchison Greenstone Belt.
Lidar	light detection and ranging, a method for determining ranges by targeting an object or a surface with a laser and measuring the time for the reflected light to return to the receiver.
Mac Kop Formation	a rock unit situated within the Murchison Greenstone Belt.
Magnesium oxide or **MgO**	an inorganic compound that occurs in nature as the mineral periclase.
Mashishimale	an area within the Limpopo province of South Africa.
Mercury or **Hg**	a chemical element.
MF	the Mulati Formation basal unit, which sits within the Property and hosts the Property's mineralisation.
MG or Makhutswi Gneiss	a type of metamorphic rock.
Mining Right	the right to exploit a particular area for the minerals contained within it.
Molybendum or **Mo**	a chemical element.
Murchison Greenstone Belt	an Archaean greenstone belt which borders the Property.
Murchison Schist Belt	a schist belt which borders the Property.
National Water Act	the South African National Water Act 36 of 1998.
Natives Land Act	the South African Natives Land Act of 1913.
Pb-U	uranium-lead dating, which follows the radioactive decay of uranium isotopes into stable isotopes of lead.
Potassium or **K**	a chemical element.
Rb-Sr	the rubidium-strontium method is used to determine the timing of geological events, and to trace geochemical processes.
RC	reverse circulation drilling, a form of percussion drilling which uses compressed air to clear debris from the drill hole in a safe and efficient manner.
Restitution of Land Rights Act	the South African Restitution of Land Rights Act 22 of 1994.
Rooiwater Complex	an igneous body exposed along the northern margin of the Murchison Schist Belt

Selati Mine	a mine which previously formed part of the Property but is no longer a part of the Property.
Sodium oxide or **Na2O**	a chemical compound.
Talc schist	a regional metamorphic rock composed predominantly of mineral talc, and displaying a schistosity. The rock forms by the metamorphism and deformation of ultrabasic igneous rocks in regional terranes
Thabazimbi-Murchison Lineament	a prominent tectonic feature extending across the Kaapvaal Craton.
Transvaal Drakensberg Escarpment	an escarpment located to the west-southwest of the Property.
Tungsten or **W**	a chemical element.
V2O3	Vanadium(III) oxide, an inorganic compound.
Vanadium or **V**	a chemical element.
Weigel Formation	a rock unit situated within the Murchison Greenstone Belt.
Western Bounding Granite or **WBG**	the granite found on the western side of the Property.
Zeff	the effective atomic number of an atom, compound or mixture.
Zinc or **Zn**	a chemical element.

PART XV

COMPETENT PERSONS REPORT ON THE GRAVELOTTE EMERALD MINE IN SOUTH AFRICA

A.C.A. HOWE INTERNATIONAL
Mining and Geological Consultants

COMPETENT PERSON'S REPORT ON THE GRAVELOTTE EMERALD MINE IN SOUTH AFRICA

for

URA HOLDINGS PLC

by

ACA HOWE INTERNATIONAL LIMITED

Author:
R. G. Spencer FAusIMM, MGSSA

Report Date: 13th December 2023

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1. SUMMARY

ACA Howe International Limited (ACA Howe) was commissioned by URA Holdings Plc (URA) to carry out a Competent Persons Report (CPR) written in compliance with the JORC Code (2012) on the Gravelotte Emerald Mine (GEM or the Property). The CPR was prepared in accordance with the relevant rules and guidelines issued by the Financial Conduct Authority (FCA) and the European Securities and Markets Authority (ESMA). In addition, the CPR conforms to the guidelines dictated by the JORC Code (2012).

The GEM emerald mine is located in Limpopo Province in north eastern South Africa. The Property was visited by the Competent Person, Roy Spencer, from 29th May to 3rd June 2022. Roy Spencer also has significant previous experience working at GEM, having overseen exploration and the planned restart of the mine for Magnum Mining and Exploration Limited (Magnum) from 2014 to 2016.

URA is the 100% owner of GEM Venus Holdings (Pty) Limited, which is the holder of 74% of the issued shares of the permit owner Adit Mining Consultants & Trading Pty Ltd (Adit Mining). The remaining 26% of the shares in Adit Mining are owned by N.C. Mlambo (2%), J.M. Maswanganyi (4%), Gravelotte Community Trust (5%) and Gravelotte Mine Employee Trust (15%). Adit Mining is the owner of a Mining Right which is valid until 23rd July 2033.

The GEM (or Cobra) mine has been in existence since 1929 when emeralds were first discovered in the Germania Hills, close to the village of Gravelotte in north eastern South Africa, some 50 km west of the Kruger National Park.

Several companies have explored for and mined emeralds at several locations before and after World War II in the Gravelotte area. In January 1956, the Cobra mine was reopened under the ownership of the African Gem Company of Johannesburg. Gravelotte Emeralds (Pty) Ltd (GEPL) (incorporated in 1957) and the Cobra and Discovery open pits were developed from 1963 onwards. In 1972, Promogem S.A. acquired GEPL and operated its mines until 1982. In 1973, the BVB and other outlying emerald properties scattered over a 12 kilometre long area, were consolidated into Promogem S.A. Underground development at Cobra Hill started in 1978 and stopped in March 1982. GEPL was then sold to Altina, and subsequently to Envox, then to Royex Sturgex and eventually to Cobra Emerald Mines Ltd, which was incorporated in May 1983.

Production at GEM ceased in 1986 as a result of the then management's inability to secure the southern extension of the ore body onto the adjoining Discovery Hill. Until 1982, the immediate Gravelotte area, dominated by the GEM mine, had produced in excess of 22.5 million grams (22,500 tonnes) of emeralds. Between 1982 and the cessation of production in 1986, the mine is estimated to have produced a further 1000 kg of emerald concentrate.

Production at GEM has largely been from the two linear open pits, the north easterly trending Cobra Pit (the bulk of production) and the adjacent Discovery Pit with an east-west strike.

Cobra Pit has been developed on the flanks of Cobra Hill (part of the Germania complex), over a vertical distance of at least 110 metres, with the current base of the pit at about 550 to 560 m asl. Discovery Pit has been developed over a vertical distance of approximately 60-65 metres.

It is important to note that the emerald-bearing schist packages at both pits are open in both strike directions and continue for at least 60 metres below the deepest mined level at Cobra and for at least 50 metres below the deepest mined emerald-bearing schist at Discovery.

Cobra North's Main Reef is a very steep to vertical emerald-bearing schist zone trending just east of north, generally up to 35 metres and exceptionally up to 80 metres in horizontal width in the northern part of the zone. The Main Reef mineralisation extends over at least 650 m with a vertical extent of 145 metres as indicated by open pit and underground adit mining and drilling results. Its gross morphology is as a schist zone enclosed between walls of massive granite. However, it is possible that the Eastern Bounding Granite may not extend past 800N.

In the far east of the Cobra pit, quartz mica schists may exist in an area of poor outcrop near the boundary with Selati Game Reserve. The contact between with the Cobra MF metavolcanics and biotite schists may exist in the area as well.

The Discovery zone lies southeast of Cobra, striking just south of east. Mined horizontal widths of emerald-bearing schist range from 5 to 40 m (the latter unconfirmed by ACA Howe) over 330 metres of strike and over 145 metres vertically. Dips vary from+/- 70^{o} in the west to 40-50^{o} in the eastern part of the pit, all to the southwest.

A series of podiform pegmatoid, felsic and dioritic intrusives and quartz bodies occur largely within the hangingwall of the ore zone in the south of the pit. Very few massive granite bodies are exposed in the Discovery area, as is the case at Cobra, although granite was intersected at depth during the later gold mining activities in the mid 1980's. The Discovery emerald-bearing schist package is also open along strike both to the east and west and at depth as well.

To the far west of the pit, the Discovery zone appears to be bounded at surface by younger (Leydsdorp Formation?) quartz mica schists but a contact between these two units have not yet been identified on the ground.

The Discovery zone extends eastwards for at least 100 m to the Property boundary, and is open in this direction and at depth. A large amount of emerald exploration work was done prior to the closure as an emerald mine in 1985, including many core and non-core drill holes. Extensive deep core drilling for gold and gold mining took place from 1986 to 1989. It is probable that emerald mineralisation has been exposed underground in the Discovery gold mine below the western part of the pit but the extent to which the emerald potential of the underground gold workings has been assessed is unknown.

ACA Howe has had an association with the deposit dating back to 1983. At that time, a senior consultant with the company (J. Langlands) had access to the full set of historic mine records, though this full set is no longer available on the mine site.

Between 2013 and 2016, ACA Howe was commissioned by various previous owners of the Property to provide CPR's on the project. Three CPR's were compiled to JORC (2012) standards but were only completed in draft format as a result of financing difficulties with the commissioning groups. Mr. J Langlands and Mr A. Phillips, both of whom are experienced geologists and associate consultants with ACA Howe (and both very experienced in gemstone deposit evaluation), were responsible for these draft reports.

It has been established that prior to 2013, the majority of the historic data base for the mine had been removed from site, including several thousand metres of historic drill core. Little trace of the data base has been found and ACA Howe has had to rely on the previous CPR's and whatever historical data had been reviewed in the preparation of these reports. Significantly, J Langlands of ACA Howe supervised a programme of bulk sampling in 1983, providing confidence in the grade assigned to the Mineral Resource. Drilling by previous owners completed on cross sections at 10 m spacing, and surface mapping completed by SRK Consulting both show continuity of the emerald-bearing schist. This data was utilised in the creation of the geological model.

Roy Spencer, the author of this CPR, has also had a background with the deposits dating back to 2013, when as an officer of both L.P. Hill and subsequently Magnum and then consultant to Magnum, he assisted with the compilation of the remaining data base and then the commencement of exploration activities on the ground at GEM.

It is recognised that a major drawback with respect to the GEM deposit, is that the geology of the Property has been poorly understood by previous owners. This, and a lack of understanding of the ore-forming mechanisms that have acted to create the deposit, has significantly hindered the development of the deposit. Fortunately, the previous owners, Magnum, had started a programme of work at the mine site which included airborne geophysics, RC drilling, pitting and geochemistry, sampling and then the collation of the data still available which led to the digitisation of part of the surviving drill information by ACA Howe, and the creation of digital sections for part of the Cobra and Discovery pits. This work has gone some way (although there is still a way to go), to understanding the overall geology of the Property, including the recognition of what may be a significant, hitherto unrecognised, style of emerald and beryl mineralisation – the Micro Fracture Related style (MFR).

The MFR mineralisation is best known, at the moment, within the Discovery Pit, where continuous down hole mineralisation extends up to scores of metres both vertically, and laterally, extensive along strike for equally long distances. Little is known of the tenor of the MFR at this stage, but the further understanding of the MFR should be a high priority going forward.

ACA Howe has completed an extensive review of the existing data base at GEM and has estimated Inferred Mineral Resources at both Cobra and Discovery.

A geological model was created by implicit modelling in Leapfrog Geo. The basis for the model is the emerald-bearing schist identified by past workers at Cobra and Discovery. Interpretation of the emerald-bearing schist by past workers shown on historical cross sections developed by ACA Howe, was utilised and was added to by the Competent Person's own experience at GEM. Historical drill hole data including emerald/beryl grain counts, geological drill hole logging, as well as surface geological mapping by SRK Consulting were also used in the construction of the model. The geological model provided the volume of emerald-bearing schist and, as is common for coloured gemstone deposits, the grade was assigned based on production and bulk sample data.

The Mineral Resource Estimate is shown in the table below.

Inferred Mineral Resource estimate for the GEM emerald deposit					
Deposit Zone	**Category**	**Tonnage (Mt) Emerald-Bearing Schist***	**Grade (g/t)**	**Emerald Tonnes***	**Emerald Carats (Mct)***
Cobra	Inferred	1.2	6.4	3.9	19.4
Discovery	Inferred	0.7	5.7	1.9	9.6
Total	Inferred	1.9		5.8	29.0

*After applying 50% payability.

Notes: Mineral Resources effective6th December 2023

1. Mineral Resources were estimated using the definitions and guidelines of the JORC Code (2012).

2. Assigned grades are derived from limited historical production and bulk sampling.

3. Tonnages are derived from modelling of interpreted emerald-bearing schist based on historical drilling. A payability factor has been applied as acknowledgement that it has not been possible to model controls on mineralisation within the schist due to limited data.

4. Both the estimates for Cobra and Discovery have been depleted by an approximate tonnage based on historical information and limited historical records.

5. Inferred Mineral Resources have a large degree of uncertainty as to their existence and whether they can be mined economically. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

6. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.

7. A bulk density of 2.7 g/cm^3 was used for the modelled emerald-bearing schist. The value used is based on the figure used by previous owners and assessment of lithologies intersected in drilling.

In addition, ACA Howe has identified a total of 12 Exploration Targets that exist on the GEM property in and around the 2 large pits. Of the 12 Exploration Targets that ACA Howe has provided on Table

15 below, all but one (the Area between Discovery West and Cobra South), can be said to display both geological and mineralisation continuity, a requirement for JORC 012.

The Exploration Targets contain a total of 16.25 million tonnes of emerald-bearing schist (the mid points of the ranges as are provided in Table 15). However, the range in tonnages is large, from the maximum 8.0 million tonnes for Discovery Hill down to the minimum 0.25 million tonnes for Sable Kop. It needs of course to be repeated that not all of the Exploration Targets will achieve the estimated mid point tonnages provided in Table 15.

ACA Howe has however, recommended that at least the first 3 of these Exploration Targets are assessed in Year 1 of the 2 year programme, together with 3 selected from the remainder of the list. These latter 3 could be Discovery Hill, Discovery West to Cobra South and Cobra South itself.

Exploration Target mineralisation for the GEM emerald deposit			
Exploration Targets	**Location**	**Tonnage Range of Emerald-Bearing Schist (Mt)***	**Grade (Em. & Beryl) Range (g/t)**
Cobra pit	Main Zone 10.5 to 14 Level (510 to 485m RL)	0.6 – 0.8	4.8 to 8
	Far North	0.7 – 0.9	4.8 to 8
	South	0.4 – 0.5	4.8 to 8
Discovery Main	Below Inferred Resource	0.4 – 0.5	4.5 to 7
Discovery	West/Far West	0.35 – 0.45	4.5 to 7
	North	0.5 – 0.7	4.5 to 7
	South	0.4 – 0.5	4.5 to 7
	Hill	3.3 – 4.0	4.5 to 7
Area between Cobra South and Discovery West		0.3 – 0.4	4.5 to 7
Sable Kop		0.1 – 0.2	4.5 to 7
Beryl Kop	East	0.2 – 0.3	2.2 to 5
	West	0.4 – 0.5	2.2 to 5

*After applying 50% payability

Notes:

1. Exploration Targets were estimated using the definitions and guidelines of the JORC Code (2012).

2. Exploration Targets are conceptual in nature and are not Mineral Resources. An Exploration Target is material that has a reasonable degree of geological confidence but for which there is insufficient exploration to define a Mineral Resource. It is not certain that further exploration will result in the target being delineated as a Mineral Resource.

Both the Inferred Resources and the Exploration Targets have been estimated in compliance with the JORC code (2012).

In summary, the GEM emerald deposit has been historically a very important producer of gem quality emeralds. The current position is that the lost geological data base needs to be re-established through a systematic and informed exploration programme undertaken in line with international best practices. The preliminary exploration undertaken by Magnum thus far, has confirmed the prospectivity of the deposit and its potential to host a significant emerald deposit of shallow emerald-bearing schists. As mentioned above, the Property has previously been mined for gold and also has potential for a quartz (silica) deposit at Discovery Hill. Both the gold and quartz potential require further investigation.

Project-specific risks and opportunities with the further exploration of the GEM Property are as follows:

- The land owner, Peet Cilliers, confirmed to Wes Marais, GM of GEM, that the land claim by the Balapye community (Section 4.3.4) has been settled with the Land Claims Commissioner and that the property has been exempted from the claim. No documentation on the status of the claim is available to ACA Howe.
- The Inferred Resource has been estimated utilising data from past owners of the project. More recent work by Magnum, such as data from geological mapping, Lidar survey and RC drilling was readily available. Records of past production and drilling are incomplete. However, ACA Howe's independent involvement in the project since the early 1980s (intermittently) has proved valuable, both in terms of data availability, and the independence of observations and bulk sampling supervision by J. Langlands.
- ACA Howe has sought to reduce the risk in the Inferred Resource estimate by assigning grades from production data rather than by using drill hole data. In addition, the grade of the Inferred Resource represents a recovered emerald rough grade (including losses) rather than an in-situ grade. Further risks and uncertainties associated with the estimate are described in Section 14.6.1.

  Up to date survey data showing the underground working is not available. Therefore, ACA Howe has excluded all of the material from above 9 Level at Cobra North. . These upper levels appear to have borne the brunt of much of the post mid 1980's high grading and pillar removal operations undertaken by various miners and as such would not contribute significant volumes to any future resource estimate. Additionally, because of access issues, it would be difficult to access, define and estimate a resource for these levels.

- In any future estimates or eventual mining, it will be necessary to consider all potential deposit types, such as mineralisation that occurs in reaction zones and in structures.
- Tonnages reported are of inferred emerald-bearing schist identified in surface geological mapping and drilling and extrapolated from previously mined emerald mineralisation of the Cobra and Discovery zones, to some extent supported by semi-quantified emerald-bearing drill intercepts (i.e. emerald and beryl grain counts in drill core and percussion drill chips).
- The in situ grade that pre-mining sampling should aspire to understand, is always reduced by the various ore processing techniques to eventually provide a ROM number. The mining process should seek to get as close to the idealised pre-mining grade as possible. The most important of the factors which affect a recovered grade as opposed to an in situ grade is theft. Note that as theft is always significantly skewed towards larger, better stones, this always has a major impact on all parts of the sampling, mining, processing and marketing areas. However other factors such as mining technique and crusher losses also conspire to move a ROM grade away from the in situ geological grade.

URA plans to progress to trial mining at GEM. ACA Howe agrees with this course of action but notes that close attention should be paid to the additional recommendations in Section 18.

2. INTRODUCTION

ACA Howe International Limited (ACA Howe) was commissioned by URA Holdings Plc (URA) to carry out a Competent Persons Report (CPR) written in compliance with the JORC Code (2012) on the Gravelotte Emerald Mine (GEM or the Property) located close to the village of Gravelotte, in Limpopo Province, South Africa.

The report provides a summary of the geology, style of mineralisation, exploration and mining completed at GEM, and provides relevant information on the location, climate, access and infrastructure. Resources and Exploration Targets have been estimated by ACA Howe and are described in Section 14. Recommendations and a budget for further work are included in Section 18.

The CPR was prepared in accordance with the relevant rules and guidelines issued by the Financial Conduct Authority (FCA) and the European Securities and Markets Authority (ESMA). In addition, the CPR conforms to the guidelines dictated by the JORC Code (2012). The author of this report is Roy Spencer, ACA Howe's Senior Associate Geologist, who is a Competent Person ("CP") under the JORC Code. Roy has significant experience working at GEM, having overseen exploration and the planned restart of the mine for Magnum Mining and Exploration Limited (Magnum) from 2014 to 2016. Roy has extensive experience in the exploration and mining of coloured gemstones worldwide.

2.1. URA HOLDINGS PLC

URA has a registered address of 6th Floor, 60 Gracechurch Street, London, EC3V 0HR, UK. URA is listed on the Standard Market of the London Stock Exchange and requires the CPR for inclusion in a short form prospectus in relation to fundraising activities. The following persons are currently on URA's Board of Directors:

- B. Olivier
- E. Nealon
- S. Mulligan
- P. Redmond
- J. Treacy
- J. S. Smith

URA acquired the emerald assets at GEM from the Australian company Magnum Mining and Exploration Limited (Magnum) under the following terms:

- £100,000 settled in shares.
- AUD$200,000 for every 5 million carats of emeralds produced, up to a maximum of AUD$2 million.

The GEM emerald deposit has produced high quality emeralds intermittently from its discovery in 1929 to the mid 1980's when it was closed as an emerald mining operation. URA considers the GEM project to be ready for the development of staged mining operations and a medium-term production opportunity.

2.2. PROPERTY INSPECTION

Roy Spencer visited GEM from 29th May 2022 to 3rd June 2022 and visited a number of times during his past involvement in the project. The following activities were completed during the most recent visit:

- Review of historic data.
- Inspection of bulk sampling plant.
- Discussions with management with respect to aims, timetable, budget, security.
- Review of Magnum's bulk sampling sites.

URA has advised ACA Howe that no exploration has been completed since the site visit, however the following changes have been made to the site infrastructure:

- Upgrade of water supply and water storage capacity available for processing operations.
- Completion of site security upgrades and electrical fencing.
- Establishing, rehabilitating and upgrading of the main haulage roads between the open pits and processing plant.
- Rehabilitating and upgrading of the main electrical infrastructure.
- Approximately 1.5ha of historic gold slimes and tailings have been rehabilitated.
- Management accommodation has been refurbished.
- Upgrading of the dewatering and screening circuit.

2.3. DATA ASSESSMENT AND REPORT WRITING

Data was provided to ACA Howe by URA via online file transfer. The report also draws on information obtained during the site visit by Roy Spencer and his previous knowledge of GEM, and previous reports written by ACA Howe and others.

ACA Howe received full co-operation and assistance from URA's personnel during the preparation of this report. All units are metric unless otherwise stated.

2.4. LIMITATIONS

ACA Howe has utilised information provided by URA, which includes data from former owners of the Property. ACA Howe has made every reasonable attempt to verify the accuracy and reliability of the data and information provided, and to identify areas of possible error or uncertainty. During the visit in 2022, Roy Spencer reviewed some of the historical data and visited Magnum's bulk sample sites and plant.

Roy Spencer was able to confirm that Magnum's staff on site had constructed an appropriate emerald plant and had sampled appropriate sites both on the eastern and northern faces of the Cobra Pit, and in the Discovery Pit. The rehabilitation of the gold slimes dam to the east of the pits was still undergoing rehabilitation with indigenous local vegetation being established on the site. The URA team on site had collated the remaining historic mine data and stored it safely in a newly established archive room.

As well as the visit by Roy Spencer in 2022, he has visited GEM on many other occasions and has in depth knowledge of the geology and available data pertaining to the deposit. In addition, ACA Howe has previously written a number of reports on the project and has had sporadic involvement with the GEM project since the early 1980s.

To the best of ACA Howe's knowledge these details are in accordance with the facts and contain no omission likely to affect the success of the project. ACA Howe, its directors, employees and associates accept no liability for the omission of information or data which has not been brought to their attention or for errors in data and information which have not been possible to identify.

The business of mining and mineral exploration, development and production by their nature contain significant risks. Given the nature of the mining business many factors may be subject to change over relatively short periods of time and as such actual results may be significantly more or less favourable. Except as specifically required by law, ACA Howe and its directors accept no liability for any losses arising from reliance upon the information presented in this technical report. As of the publication date of this document, ACA Howe and URA are not aware of any likely or pending adverse effect as to business, operations, properties, assets or condition, financial or any other material change, which may arise within the six months following the publication of this report.

2.5. ACA HOWE INTERNATIONAL LIMITED

ACA Howe is an independent geological and mining consultancy based in the United Kingdom. ACA Howe, its directors, employees and associates neither has nor holds:

- Any rights to subscribe for shares in URA either now or in the future.
- Any vested interests in any concessions held by URA or any adjacent concessions.
- Any rights to subscribe to any interests in any of the concessions held by URA either now or in the future.
- Any vested interests in either any concessions held by URA or any adjacent concessions.
- Any right to subscribe to any interests or concessions adjacent to those held by URA, either now or in the future.
- The Author's only financial interest is the right to charge professional fees at normal commercial rates, plus normal overhead costs, for work carried out in connection with the investigations reported here. Payment of professional fees is not dependent either on project success or project financing.

3. RELIANCE ON OTHER EXPERTS

ACA Howe is not qualified to comment on legality of title and, as such, has not researched property title or mineral rights. URA provided ACA Howe with a digital copy showing the extent of the Mining Right in which URA has an interest.

Information on environmental aspects and work undertaken by the previous owners of the property, Magnum has been accessed by ACA Howe and reviewed. Historic information as to property title, mineral rights, taxes and royalties were accessed by ACA Howe from several earlier draft reports written for previous owners.

Sections 4 and 4.1 are entirely dependent on the information described above, which has been confirmed as being current by URA at the effective date of this report. The property boundary in the Mining Right document provided has been utilised in Section 14 due to the proximity of the Discovery pit and mineralised zone to the eastern boundary. ACA Howe has no reason to believe that the information provided is other than that which was reported by URA.

4. PROPERTY DESCRIPTION AND LOCATION

4.1. PROPERTY LOCATION

The GEM emerald mine is located in the Limpopo Province in north eastern South Africa (Figure 1). The town of Gravelotte forms ward 18 of the Ba-Phalaborwa Municipality, which is located in the Magisterial District of Letaba, Mopani District in the eastern part of Limpopo Province, and is some 50 km to the west of the Kruger National Park ("KNP").

Gravelotte (founded in 1916), located in the Lowveld geographic region of the Limpopo Province, lies roughly halfway between Tzaneen and Phalaborwa and some 466 km and 5 hours' drive from Johannesburg via Polokwane. Polokwane (formerly Pietersburg) is the capital of Limpopo Province and is located 146 km by sealed road west of Gravelotte.

The GEM emerald mine lies adjacent to and southeast of the townlands of the village of Gravelotte (23°57′ South, 30°37′ East), which has approximately 760 dwellings (Anon, 2015). Government services are provided in municipal offices, a police station, a post office, a library and a primary school. The village of Gravelotte has been designated a District Growth Point by the Ba-Phalaborwa Municipality.

The entrance to the GEM emerald mine is 2.4 km southeast of Gravelotte on the tarred Provincial R71 road from Phalaborwa. The distance from the Hoedspruit airport to the mine guest house is 65 km. The GEM mining area is centred on UTM co-ordinates UTM Zone 36S, 7,347,500mN, 2,600,000mE (WGS 84 Datum). Its geographic co-ordinates are 30^{o} 38' 43" East and 23^{o} 57' 32" South. The Property falls on the following maps published by the Chief Directorate, Surveys and Mapping of the Republic of South Africa:

- 1:500,000 Phalaborwa Topographic Map, published in 2008.
- 1:250,000 2 degree sheet Tzaneen Topographic Map, No 2330, published in 1980.
- 1:50,000 ¼ degree sheet Gravelotte Topographic Map, No 2330 DC, published in 2008.

The regional geology of the Property and the mine surroundings is shown on geological maps published by the Council for Geoscience as follows:

- 1:148,706 Geology of the Murchison Range and District, Memoir No 6, published 1912.
- 1:100,000 The Mineral Deposits of the Murchison Range, East of Leydsdorp, Memoir No 36 published in 1939.
- 1:250,000 Sheet 2330, Geology of the Tzaneen Area, published in 1987.

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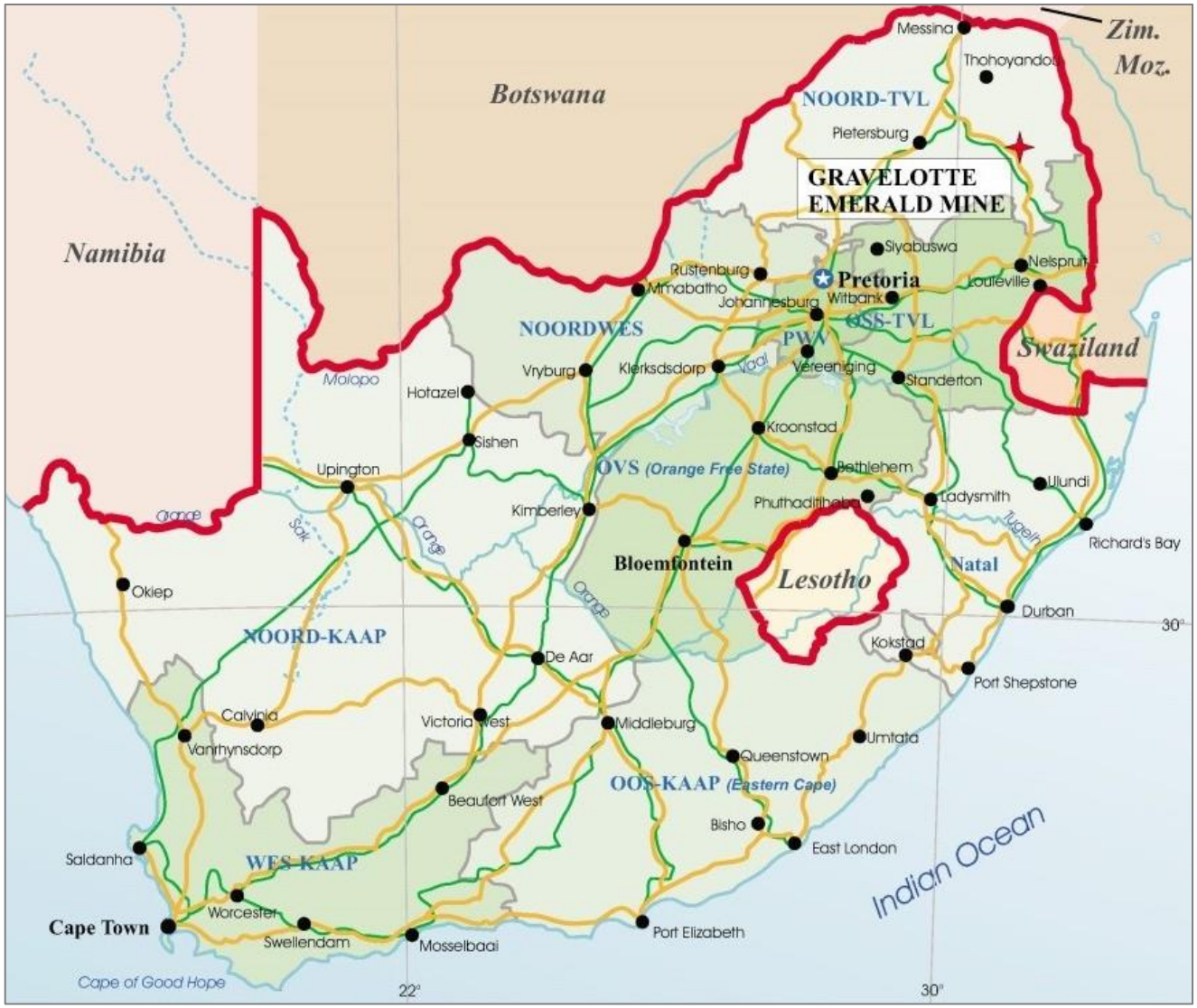
Figure 1: Location of the GEM emerald mine in South Africa



South African trigonometric survey plans use the Gauss Conformable (Transverse Mercator) projection (Parker, 2011) based on 1:250,000 two degree wide maps using a central meridian, which is 31º East for the Gravelotte area. The "Lo" coordinate system was originally coupled to the Cape Datum which is referenced to a modified Clarke 1880 spheroid.

However, since 1st January 1999, a South African geodetic datum (Hartebeesthoek 94 Datum) has been utilised which uses the World Geodetic System 1984 (WGS84) as its reference ellipsoid or datum (Parker, 2011). The Lo co-ordinate system continues in use but the datums are now required to be specified as either Lo or WG referring respectively to either the Cape or Hartebeesthoek94 datums. Elevations continue to refer to sea levels in Cape Town. This change in datums has caused some confusion, while visitors commonly often use UTM co-ordinates with the WGS datum.

4.2. PERMIT DETAILS

It is understood by ACA Howe that the Gravelotte emerald mine freehold and emerald mining rights were owned by Gravelotte Emerald Mines (GEM) in which Mr Peet Cilliers had a major interest. The mining rights to emeralds and quartz on the old Marais property extending to about 11 hectares to the south of the Discovery zones of the Gravelotte emerald mine, were previously owned by Venus Emeralds CC in which Mr A. Hardie and Mrs Hardie had a major interest.

In 2007, the two areas (Cobra and Discovery emerald and quartz deposits) were considered as one by Magnum, under the ownership of the GEM-Venus Holdings with Mr Cilliers acting for all owners.

On 28th January 2014, Magnum announced that it had signed an agreement to acquire 100% of the issued shares in GEM Venus Holdings (Pty) Limited ("GEM"). GEM holds 74% of the issued shares in Adit Mining Consultants & Trading (Pty) Ltd ("Adit Mining") and Venus Emeralds (Pty) Ltd ("Venus") which together hold all surface and mineral rights in respect of emerald mining and extraction at the Gravelotte Project. The remaining 26% of the shares in Adit Mining are owned by N.C. Mlambo (2%), J.M. Maswanganyi (4%), Gravelotte Community Trust (5%) and Gravelotte Mine Employee Trust (15%). The vendors of GEM Venus (now GEM) were also to be issued, in aggregate, 20 million shares in Magnum on the earlier of the commencement of economic production at the Gravelotte Project or 2 years from completion.

The two subsidiaries of GEM (Adit Mining and Venus Emerald?) together hold, without limitation, all rights in respect of emerald and silica mining and extraction at the GEM project at Gravelotte, together with a long term leasehold of the buildings and structures and portion or portions of the land required for the mining activities (from GEM?). As noted above, the remaining 26% of the shares in Adit Mining are owned by N.C. Mlambo (2%), J.M. Maswanganyi (4%), Gravelotte Community Trust (5%) and Gravelotte Mine Employee Trust (15%). GEM Venus is therefore the ultimate holding company of the Gravelotte Project (GEM).

ACA Howe is not qualified to comment on legality of title and as such, has not researched property title or mineral rights. The legislative details are available from South African Government Acts.

URA provided ACA Howe with a digital copy showing the extent of the Mining Right in which URA has an interest. The Mining Right was converted from an old order Mining Right and this came into effect on 24 July 2013. The Mining Right is valid for a period of 20 years which expires on 23 July 2033. It was issued in the name of Adit Mining Consultants and Trading Pty Ltd with company registration number 2007/021621/07. The location of the Mining Right is shown in Figure 2. The relevant details of the permit are as follows, with further information in Section 4.3 below:

- Permit owner: Adit Mining Consultants & Trading Pty LTD.
- Permit type: Mining Right for emerald and silica extraction.
- Area: 378.3275Ha (3.78 km^2).
- Renewal date: 23 July 2033.
- Surface rental costs: R5,000 per month in phase 1, and in phase 2 (which is after 6 months of commercial production and the first sale of emeralds) the rental increases to R50,000 per month.
- Obligations to retain permit: Mineral and Petroleum Resources Development Act of 2002.
- Royalties: Described in Section 4.3.5 below.
- Surface rights and legal access: Described in Sections 4.3.3 and 4.3.4 below.
- Permits required to conduct work: Water permits are required to conduct work on the GEM property. As far as ACA Howe understand, no additional permits are required to conduct work on the Property.

4.3. SOUTH AFRICAN MINERALS LEGISLATION

4.3.1. INTRODUCTION

Minerals legislation in South Africa is governed by the Minerals Petroleum Resources Development Act (MPRDA) No. 28 of 2002 and the MPRDA Amendment Act No.49 of 2008 administered by the Department of Mineral Resources ("DMR").

The Minerals and Petroleum Resources Development Act, Act No.28 of 2002 (MPRDA), became effective on 1 May 2004, replacing the 1991 Minerals Act. The objectives of the MPRDA are to adopt the internationally generally accepted right of the State to exercise sovereignty over the mineral and petroleum resources within South Africa and to give effect to the principle of the State's custodianship of the nation's mineral and petroleum resources. In addition, the MPRDA seeks to improve opportunities for Historically Disadvantaged South Africans ("HDSA") to become involved in the country's mineral and petroleum resources, whilst at the same time promoting development and economic growth.

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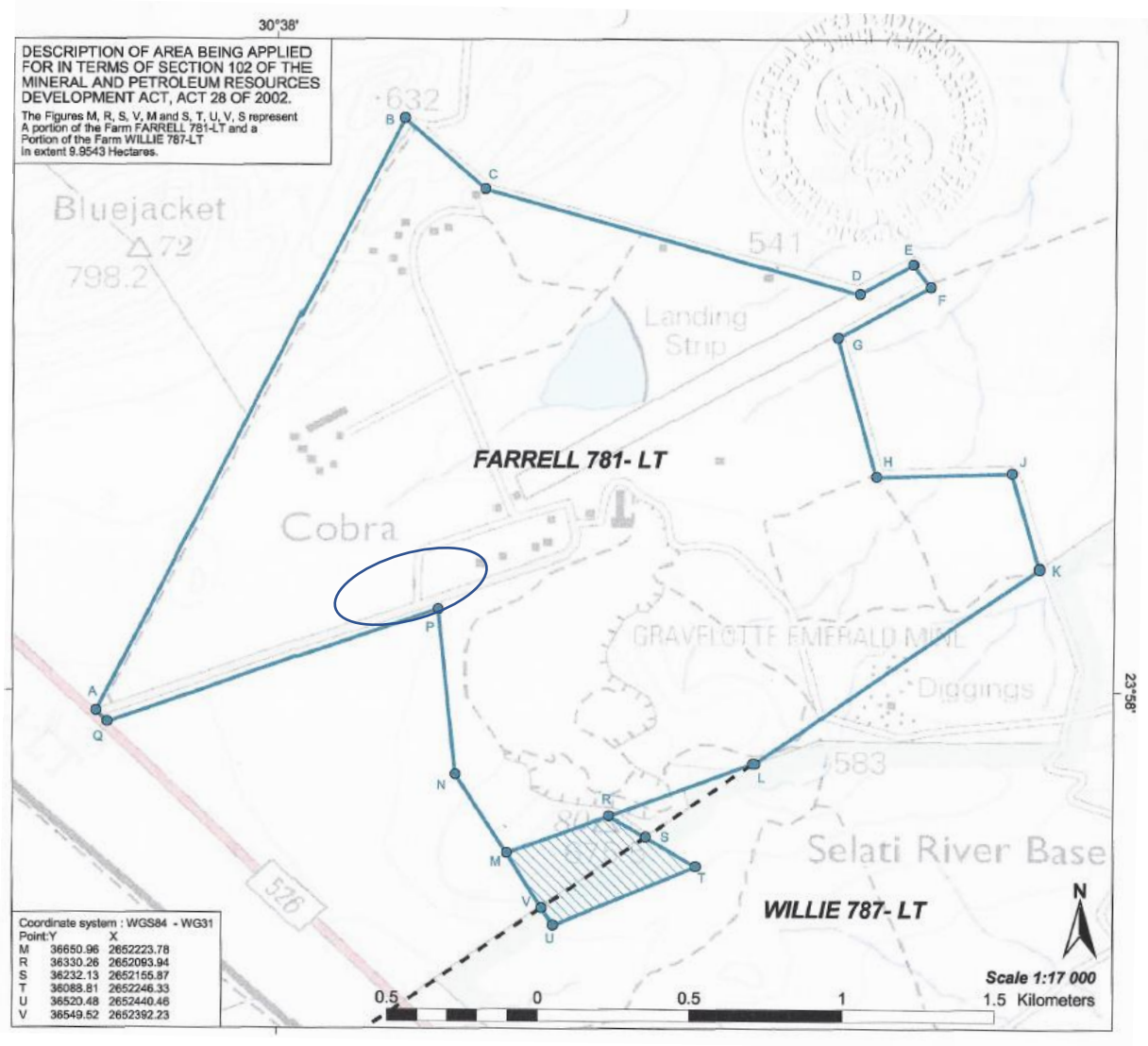
Figure 2: Location of the Mining Right on the Farrell and Willie farms



In South Africa, prospecting rights are valid for an initial period of 5 years with a subsequent renewal period of up to 3 years. In terms of the legislation, prospecting must commence within 120 days of a prospecting right being granted, and prospecting must be conducted continuously and actively thereafter. The holder must maintain its Healthcare Supplier Diversity Alliance (HDSA) status and adhere to the Work Programme it submitted with its original Prospecting Right application. These Work Programmes must include environmental and social compliance and exploration budget expenditures.

At the end of the 8-year validity of the prospecting rights, the Mineral and Petroleum Resources Development Act (MPRDA) provides for a Retention Permit that is granted for a period of up to 3 years with one renewal of an additional 2 years. The Retention Permit may only be granted after the holder of the prospecting right has completed the prospecting activities including a feasibility study, established the existence of a mineral reserve, studied the market and found that the mining of the mineral in question would be uneconomic due to prevailing market conditions. The MPRDA also provides for a subsequent Mining Right to the holder of a Prospecting Right. Mining Rights are valid for up to 30 years and can be renewed for similar periods of up to 30 years.

The MPRDA Act was amended by the MPRDA Act No. 49 of 2008 to include a code of good practice gazetted in 2009 and amended again in 2010 (Section 100(2)(a) MPRDA). This code is termed a "Broad-Based Socio-Economic Empowerment Charter" for the South African Mining Industry or the Mining Charter. Among other things, a portion of the ownership (26%) of any project is required to be held by HDSA's which effectively means BEE or Black Economic Empowerment Partners. In the case of URA, Adit Mining's BEE partner had become Magnum's BEE partner. The administration of the BEE program involves a 'scorecard' process which covers a wide range of matters beyond the scope of this report. Adit Mining in effect, requires that mining shares or assets sold to BEE investors be funded from cashflow debt-free within 2 years.

The Mining Right was converted from an old order MR and this came into effect on 24 July 2013 is valid for a period of 20 years which expires on 23 July 2033. It was issued in the name of Adit Mining Consultants and Trading Pty Ltd with company registration number 2007/021621/07

4.3.2. MINING RIGHT

The old order Mining Right held by Adit Mining (Ref: 153 MRC) over Portion 7 of the Farm Farrell 781 LT was converted into a new order Mining Right in terms of Item 7(3) in Schedule II of the Mineral and Petroleum Resources Development Act (No. 28 of 2002) on the 22nd February, 2013. Adit's Mining Right reference number is LP 30/5/1/2/2/153 MR.

A plan showing the corner points and boundary of the Mining Right (Figure 2) is shown in the formal Converted Mining Right document provided to ACA Howe by URA. This indicates that the eastern end of the Discovery pit is not included in the Mining right. In 2013, a prospecting licence application was made by a private company 'Rozolor', over an area covering part of the vacant land immediately

adjoining the GEM Mining Right. ACA Howe has no further information on the location or status of the application.

For a new order Mineral Right to be granted, Adit are required inter alia, in terms of the South African Mining Charter, to:

- Divest a portion of their investment to Historically Disadvantaged South Africans (HDSAs) before such a new mining right is granted.
- Lodge a Social and Labour Plan.

4.3.3. SURFACE RIGHTS

Figure 2 shows the surface land divisions of the property, being comprised of Portion 7 of Farm Farrell 781 LT and Portion 2 of Farm Willie 787 LT. In 1982, there were several other outliers of land and mineral rights owned by the emerald mine, which have since been relinquished by subsequent owners of GEM.

The surface rights to the GEM property are held by FarmingAcre Ltd., a private company controlled by Mr. P Cilliers.

URA has informed ACA Howe that the company has a notarial lease in which the right to access to Portion 7 (Farrel 781) and Portion 2 (Willie 787) is guaranteed until 1st March 2044. The lease is in the name of Gem-Venus Holdings Pty Ltd and the agreement is with Modjaji Manufacturing Pty Ltd, a company owned by Mr. P. Cilliers. The extent of the areas leased is as follows:

- Portion 7 - (Farrell 781) - 351.5144 Ha.
- Portion 2 (Willie 787) - 26.8131 Ha.

4.3.4. LAND CLAIMS

South Africa had previously carried out a Restitution of Land Rights programme using a claims process under the Restitution of Land Rights Act, No. 22 of 1994, as amended with respect to land held under the prior ownership laws, i.e. the 1913 Native Land Act.

This process was designed to give redress for past racially discriminatory laws or practices and covers persons or communities “who did not receive just and equitable compensation at the time of dispossession” of their land or property. The redress is normally made in the form of grants of State land or financial compensation. The land restoration processes with respect to community property associations are taking place in the Ba-Phalaborwa area under a willing buyer/willing seller process or by financial compensation funded by the State.

Further details of the process are given at http://www.dla.gov.za/component/content/article/347-land-claim/re-opening/771-faq.

The whole of the Property's surface rights were under claim by the Balapye community (Anon, 2015) as are large swathes of the surrounding farming properties. The land owner, Peet Cilliers, confirmed to Wes Marais, GM of GEM, that the land claim by the Balapye community has been settled with the Land Claims Commissioner and that the property has been exempted from the claim. No documentation on the status of the claim is available to ACA Howe.

4.3.5. MINERAL ROYALTIES

The Mineral and Petroleum Resources Royalty Act, 2008 (as amended) came into effect on 1st May 2009 following extensive public sector review. The royalty rate for refined minerals is capped at a maximum of 5.0% and the rate for unrefined minerals is capped at 7.0%. ACA Howe notes that semi-precious gemstones and precious gemstones fall under Schedule 2 of the act and would presumably be regarded as unrefined. This royalty is noted here as it will be applicable should URA achieve sales from production or bulk sampling.

The unrefined royalty formula is:

*Royalty (%) = 0.5 + (EBIT/(Gross Sales x 9)) * 100*
Where EBIT = Earnings Before Interest and Tax.

Various exemptions and reliefs apply, for example minor annual sales of less than R100,000 from material produced during sampling are exempt. The mineral royalty is tax deductable and relief of up to 75 % is available for marginal mines where operating costs exceed operating income.

4.3.6. TEMPORARY LEGAL SUSPENSION OF PART OF B-BEEE ACT

Section 10(1) of the Broad Based Black Economic Empowerment Act (B-BBEE) (Act 53 of 2003) states that every organ of state and public entity must apply any relevant Code of Good Practice issued in terms of the Act in:

- Determining qualification criteria for issuing licences and concessions.
- Developing and implementing a preferential procurement policy.
- Determining qualification criteria for the sale of state-owned enterprises.
- Developing criteria for entering into partnerships with the private sector.
- Determining criteria for awarding of incentives, grants and investment schemes in support of B-BBEE.

The Department of Mineral Resources (DMR) was exempted on the 30th October, 2015 for a year from applying the provisions of section 10 (1) of the B-BBEE.

This suspension was due to uncertainties as to the application of the provisions of the B-BBEE Act with respect to the MPRDA Act and the DTI Codes, as well as a review of the Mining Charter, caused by the fact that, under normal circumstances, the B-BBEE Act has a trumping effect in respect of any other law that is contradictory to the provisions of that Act.

4.3.7. ENVIRONMENTAL ISSUES AND WATER

An EMP for the project was completed by MSA Environmental in 2015. Conclusions and recommendations from the report are as follows:

"Conclusions:

Adit Mining has not yet commenced mining and will refrain until the documentation as required by the DMR are in place and approval is received. This assessment of the current status of the environment found that the main environmental risk relates to the old Gold slimes dam. Observations of the vegetation around this facility indicate however that vegetation is not being affected. Groundwater quality tests are required downstream of this facility in order to quantify any contamination.

A groundwater quality assessment from one of the active boreholes on site only indicated relatively elevated fluoride although this can be considered background concentrations and not due to mining activities.

The water quality in the two pits indicated elevated total coliforms with slightly elevated sulphate in the Cobra north pit. The total coliform concentrations make the water unfit for human consumption but there is no evidence to suggest water contamination as a result of past mining activities.

Recommendations:

1. *Install a water monitoring borehole downstream of the Gold slimes dump as well as the workshop/office/ fuel storage complex in order to monitor any plume should it exist. A borehole should also be installed at a location upstream of the mine to ascertain current background quality.*
2. *Reshape and rehabilitate the gold slimes dump.*
3. *The above ground fuel storage tanks need to be located on an impermeable surface with adequate bunding to contain at least 110% of the storage volume of the tanks.*
4. *The underground fuel storage tank is not to be used until further investigations can confirm their suitability.*

5. *An alien invasive vegetation removal program should be established (J3031 – Annual State of the Environment Report – February 2015 Page: 16)"*

URA advised ACA Howe that there was no evidence of elevated total coliforms in testwork by WSM Leshika in June 2016, though further information on this testwork is not available to ACA Howe.

Water Permit

Under the National Water Act (Act 36 of 1998) URA is required to register their water usage details with the Department of Water and Sanitation.

The Act requires "*All water users who are using water for agriculture: aquaculture, agriculture: irrigation, agriculture: watering livestock, industrial, mining, power generation, recreation, urban and water supply service must register their water use. This covers the use of surface and ground water".*

- Diversion of rivers and streams.
- Storage. Any person or body storing water for any purpose (including irrigation, domestic supply, industrial use, mining, aqua culture, fishing, water sport, aesthetic value, gardening, landscaping, golfing, etc) from surface runoff, groundwater or fountain flow in excess of 10,000 cubic metres.
- Discharges of waste or water containing waste in terms of section 21 of the National Water Act. This includes the following activities:
    a) Section 21I – engaging in a controlled activity defined as such in Section 37(1), with specific reference to irrigation of any land with waste or water containing waste generated through any industrial activity or by a water work.
    b) Section 21(f) – discharging waste or water containing waste into a water resource through a pipe, canal or other conduit.
    c) Section 21(g) – disposing of waste in a manner which may detrimentally impact on a water resource.
    d) Section 21(h) – disposing in any manner of water which contains waste from, or which has been heated in, any industrial or power generation process.
    e) Section 21(j) – removing, discharging or disposing of water found underground if it is necessary for the efficient continuation of an activity or for the safety of people.

The above waste water uses include a number of non-point sources of discharge:

- Disposal of effluent to land or to a facility (such as a tailings dam, irrigated effluent or evaporation ponds treatments).

- Disposal of effluent to land or to a facility (such as a landfill, waste rock dumps, fly ash disposal or solid waste disposal).

ACA Howe recommends that a baseline study be conducted to provide a benchmark for future environmental programmes. The continued rehabilitation on the gold tails should be accelerated and the programme must be summarised by a formal set of documentations.

4.3.8. SECURITY ISSUES

ACA Howe is aware of a recent issue with armed robberies occurring at the property, the latest of which were dealt with by the local security guards employed by a large security firm based in Tzaneen working out of their offices in Letseteli.

The Property is also serviced by an effective informal local citizens "WhatsApp" based security support system. URA has plans in place to upgrade the security at the Property.

5. ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1. ACCESSIBILITY AND TRANSPORT

The mine property has its own 1,400 m long, private dirt airstrip (see Figure 6) whilst commercial flights use the Hoedspruit Eastgate Airport (IATA Code HDS), 65 km from the mine. Eastgate currently has a number of daily scheduled services to OR Tambo Airport in Johannesburg and to Cape Town. South African Express Airlines services use Bombardier Dash 8 turboprop aircraft to Johannesburg and Cape Town. The airport shares its runway with the South African Air Force and large transport and jet aircraft can land there. High temperatures can limit the maximum size of aircraft using the airport.

5.2. PHYSIOGRAPHY

The Lowveld region lies at approximate elevations of between 150 and 600 metres asl (although exceptions do occur). The region forms a generally north-south trending bush covered plain (derived largely from granites) that rises gently westward from the KNP border towards the Lebombo Mountains.
The northeast trending hills of the Murchison Greenstone Belt (MGB) rise above a flat granitic peneplain around Gravelotte and reach a maximum height of 973 metres asl at Spitzkop, 4 km west of the mine. The general height of the peneplain around the mine is about 550 metres and Bluejacket (part of an easterly trending ridge of hills), immediately northwest of the mine, reaches a height of 798 m. Bluejacket lies between the mine and the village of Gravelotte. The managers accommodation in the north of the property is at approximately 600m asl.

The Cobra open pit is draped along a northeast trending granitic-cored ridge (known as the Germania Hills) which reaches elevations of up to 661 m. Slightly higher ground (at 675 m asl) lies immediately south of the Discovery pit.

The low hills of the MGB act as the watershed between the Groot Letaba River to the northwest and the Selati River to the southeast. The Selati is a tributary drainage parallel to the Olifants River which it joins further to the northeast. The Drakensberg escarpment, at over 1,900 m asl, lies about 40 km to the west-southwest of the mine.

5.3. CLIMATE

The climate of the Lowveld is characterised by high average temperatures and a single pronounced hot, wet season in Summer (October to March) and a cooler, dry season in Winter (June to August).

Rain falls either as either high energy convective thunderstorms (on about 25 days per year) or more continuously due to the southward movement of the Intertropical Convergence Zone. Tropical cyclones rarely come onshore from the equatorial areas of the Indian Ocean, but when they do so, can cause extensive flooding and local damage to transport infrastructure.

The nearest meteorological station with readily available data for Gravelotte is at Phalaborwa; whose average monthly data is shown in Figures 3 and 4.

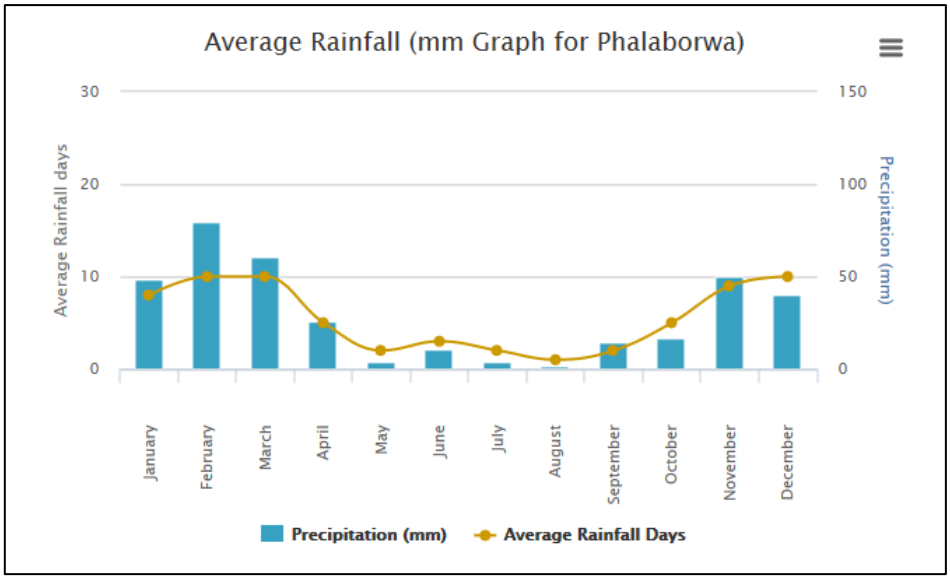


Figure 3: Average rainfall in Phalaborwa

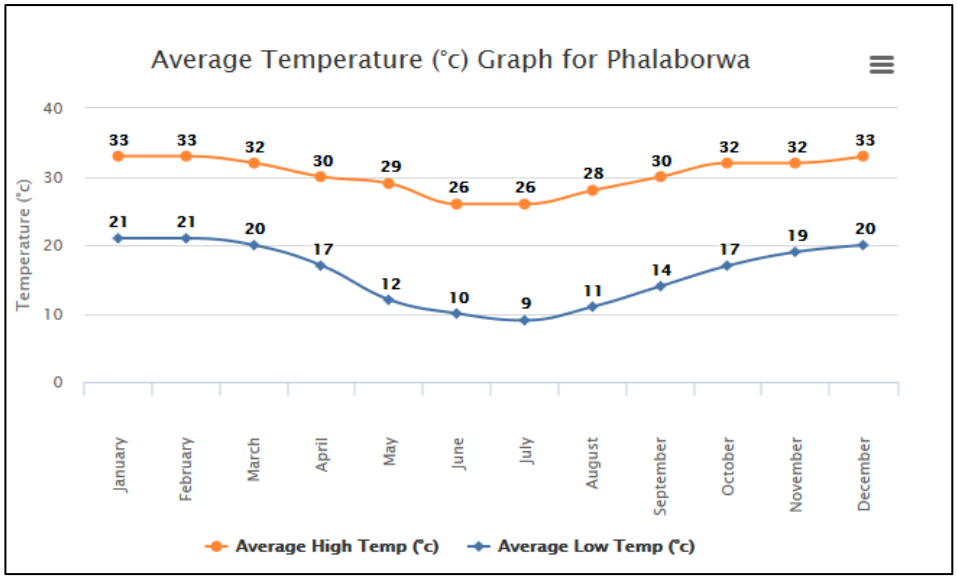


Figure 4: Average temperature in Phalaborwa

5.4. FLORA AND FAUNA

Vegetation in the area falls within the Savannah Biome with the predominant tree type being mopani-dominated woodlands based on granitic soils. Other trees include various thorn acacias, wild figs, tambutie and marula trees. No baobabs exist in the immediate mine area but are found in the near neighbourhood. The area would be described locally as mopani veld.

The mine property hosts a small herd of impala, small numbers of warthog and bush pigs, two kudu and several bush buck/nyala. Leopards are occasionally seen on the security/game cameras which are scattered around the Property, as are various types of snakes, monkeys, baboons, etc. Elephant are occasionally seen in the neighbourhood.

5.5. WATER AND POWER SUPPLY

The mine dwellings are currently supplied with potable water from boreholes. There is a shallow earth dam located on the northward trending river drainage course, the Cobra Creek Dam, which is capable of holding some 120,000 cubic metres when full. Cobra Creek continues for some 6 km to the Selati River in the east. Domestic water is supplied from several boreholes, mostly based on Karoo-aged (Jurassic – 160 mys) dolerite dykes. Water levels vary between 27 and 40 metres from the surface.

URA has supplied the following estimates of water usage on the Property:

- Domestic usage = 10,000 litres per day in June 2022.
- Water usage is approximately 1 cubic metre per tonne processed. It is envisaged that recycling will enable 50% of the water used to be recovered.

The Selati River, a semi-permanent 'sand' river, runs east-north eastwards from just south of the mine area and then swings eastward to pass south of Phalaborwa where it first joins the Olifants River. It is then joined by the Groot Letaba River.

The 1980's mine operation had a permit to pump water from the seasonal Selati River and from its riverbed sands during the dry season. The pipeline to the Selati River was previously protected by claims along the Selati Salient which crosses the adjoining 30,000+ hectare Selati Game Reserve Conservancy which partly surrounds the mine tenement. Based on the 1:50,000 topographic map and old claims plans, the pipeline exceeded 4.25 km in length. Both these claims and this water extraction licence have lapsed and ACA Howe has no knowledge of the likelihood of it being renewed.

The mine has some reserves of non-potable process water in the flooded 10 Level Cobra North pit and sump. During rainy periods, the Cobra pit holds varying levels of rainfall, which is not potable but would serve for production plant purposes.

Lesser amounts of rainwater accumulations also currently exist in the Discovery pit. URA intends to use this combined water supply to rework the readily accessible in situ and dump material to provide early commercial sale material, eking this supply out by judicious water reclamation.

URA estimates that the Cobra Pit is capable of holding up to 20 million litres of rainfall run-off water when full. The Discovery Pit is also estimated to be capable of holding approximately 10 million litres of similar run-off water when full.

The property is connected to Municipal 3-Phase power supplying 11kVa at 500kV to the mine which URA consider sufficient at least for the initial dump and bulk sampling plant requirements. ACA Howe is suggesting that the roof of the processing facility be clad in solar panels/sheets to provide an alternative source of power for the property.

5.6. HEALTH MATTERS

The nearest hospital to the property is the private clinic at the Stibium mine near Gravelotte. However URA has a casualty insurance policy with AfricaSafe-T who are based at Hoedspruit. They have land and air ambulance evacuation capability with a 30 to 40 minute on-site response time. Any evacuation would be to the Tzaneen or Phalaborwa hospitals. There is a Department of Health mobile clinic which services the property on a monthly basis.

Malaria is prevalent in the general KNP area and the Limpopo Department of Health and Social Development has a malaria control centre at Lulekeni, just to the west of Phalaborwa. However, the malaria risk in the Gravelotte area is considered low (See South African National Travel Health Network; www.santhnet.co.za, retrieved 17th February, 2016).

A chronic disease prevalent in the area is bilharzia (Schistosomiasis), a water snail born disease. Ticks are ubiquitous and tick-borne diseases need to be taken seriously.

5.7. LOCAL ECONOMIC ACTIVITY

Following the closure of Consolidated Murchison Mine (Pty) Limited ("ConsMurch"), the largest single employee in the area, ownership of 74% of this mining property is now held by the Australian company Stibium Mining Pty Limited ("Stibium") and has been subject to change of ownership approval. The underground mine is on care and maintenance while Stibium has commenced work on retreating oxidised tailings for their gold content. Following from this, the official unemployment rate in the area is 37.5%, with a youth unemployment rate of 50.2% (Anon, 2016).

This high rate of unemployment, coupled with the availability of experienced personnel with underground mining experience from Stibium should assist URA in the development of its labour and social programmes in relation to its new style mining rights applications. Now that the Stibium project is in a reduced state of production, tourism in the form of game viewing by touring and trekking and game farming and breeding is the dominant form of economic activity in the area; large scale cattle ranching being impractical due to foot and mouth disease.

A major problem in the area is poaching on the game farms, particularly with respect to elephant and rhino and the private game reserves on the western side of the KNP have set up their own organisation to combat it within their buffer zone area (see www.gamereservesunited.co.za). The 30,000+ hectare Selati Game Reserve Conservancy which surrounds the majority of the GEM property (especially to the north and east) is engaged in the breeding of rare antelope.

Issues also exist with illegal miners working long abandoned gold mines in the near vicinity of the Property.

6. HISTORY

6.1. PAST PRODUCTION

After the first discovery of emeralds in 1927 at Somerset Hill (the present BVB farm), 12.5 km east-northeast of GEM, emeralds were then discovered in the Germania Hills in 1929, on the GEM property (near the new village of Gravelotte), at what later became known as the Gravelotte, (or what is also called "Cobra", as it is used interchangeably in this document) Emerald Mine (GEM).

Between 1929 and 1982, the general area in close proximity to the village of Gravelotte formally recorded rough emerald production of at least 22.5 million grams or 22.5 tonnes. Little other production information for the period between 1929 and the late 1970's is available. The Cobra mine and plant at GEM has always been the largest producer in the region and in 1966, a high of 21 million carats was produced from the Cobra mine itself. These emeralds were derived primarily from the two Cobra pits, with lesser amounts from the adjacent Discovery pit, supplemented by emeralds from several very much smaller satellite operations located in the immediate vicinity, but outside of the Cobra/GEM property itself. No further details of production over this period are available.

The three main open pits and areas of past production are the Cobra North and South workings (450 and 250 metres long respectively and both oriented north to south) and Discovery (workings 380 metre long, oriented approximately east to west). These pits are located within a 168 ha area on the flanks of three 75 metre high granite cored hills – the Discovery, Cobra and Beryl/Sable Hills (together referred to as the "Germania Hills" in earlier times). No emerald mining has taken place deeper than about 20-30 metres below the deepest workings on all of these hills. All workings are open in both strike directions and at depth and at Cobra North, drill holes to about 75 metres below the adjacent plain level, have returned a number of emerald intersections.

It must be emphasised that all of the grades stated in this document should be considered in the context of the certain loses the mine would have been subjected to from the continual theft of many of the biggest and best of the emerald crystals throughout its long life. The impact that gemstone theft has on the economics of any gemstone mine cannot be stressed strongly enough.

The production data and grades summarised here are taken from the remaining onsite records available for inspection. Almost all mine records relating to emerald production (and the subsequent short-lived gold-mining episode from 1985 to 1987) have been removed by previous managements. Unfortunately, no official governmental records of either the emerald (or the later gold production) are now available either at the mine offices or from the DMR itself. The dumps derived from all of this work are still located around the old Cobra workings themselves. The tailings dumps from the earliest (and presumably the richest) workings to about the late 1970's have never been located but must exist and have probably been buried by more recent tailings.

Total plant throughput from all sources at GEM, including the satellite BVB-Midnite and Selati mines (not within the current Property boundary), processed at Cobra in the five years from 1978 to 1982, was 444,000 tonnes with an average recovered grade of 7.6 g/t. At GEM, hard rock production specifically from the mine itself, over the seven years for which historical records are mostly available at intervals between 1978 and 2002, was 480,000 tonnes averaging approximately 6.2 g/t of exported emerald rough (Table 1).

Table 1: Summary of Historic Production of emerald-bearing schist derived only from GEM

Year	Tonnes	Grade (g/t)
1978-82	319,000	6.37
1983	75,200	5.11
1985-86	79,500	5.03
2001/02	6,800	22.3
Total (8 years)	**480,500**	**6.2 (weighted average)**

The production between 1983 and 2001 is thought to cover times when management was undertaking a “short term, high returns” policy at the mine. Removing the aberrant 2001/02 figures (due to pillar removal, etc) provides a weighted average of 5.9 gpt from 474k tonnes. These figures may be an alternative to the “main” production of the period between 1978 and 1982 for which the weighted average of 6.37 g/t is derived. The total emerald ore and rough gem production from Gravelotte Emerald Mine records for the five year period from 1978 to 1982 inclusive (ACA Howe, 1983a, pp 13-16) are shown in Table 2.

Table 2: Summary of total Production at GEM from 1978 to 1982

Source of Material Delivered to Plant	Tonnes Processed	Emeralds Recovered g	Yield Grade g/t	Remarks
Cobra O/P ore	141,586	1,071,364	7.57	
Cobra U/G ore	62,503	242,678	3.88	
North Reef ore (Cobra N O/P)	25,102	137,566	5.48	
Discovery ore	82,421	534,096	6.48	
Selati ore	7,422	61,748	8.32	Off Property
BVB ore (inc. tails)	75,329	1,180,668	15.67	Off Property
Midnite ore	323	24,032	74.40	Off Property
Old Main Plant Tailings	18,626	38,604	2.07	Retreatment
New Main Plant Tailings	16,277	65,425	4.02	Retreatment
Roberts Dump (Cobra "waste")	4,415	7,392	1.67	Waste
No. 32 Dump Cobra 6LE	4,228	5,428	1.28	Low Grade 'Stockpile'
No. 4 Dump Cobra 10LE	1,468	1,528	1.04	Low Grade 'Stockpile'
No. 5 Dump Cobra 7LE	2,788	5,885	2.11	Low Grade 'Stockpile'
Discovery Dumps	1,790	6,762	3.78	Low grade 'Stockpile'
Selati Tailings	689	6,029	8.75	Off Property
BVB Tailings	23,517	371,370	15.79	Off Property

Table 2: Summary of total Production at GEM from 1978 to 1982				
Source of Material Delivered to Plant	**Tonnes Processed**	**Emeralds Recovered g**	**Yield Grade g/t**	**Remarks**
Total production from primary ore, tailings and dumps	**468,484**	**3,760,575**	**8.03**	**Total Production**
Production from all Primary Ore	394,686	3,252,152	8.24	All Primary Ore
Production from Primary Ore Cobra and Discovery Only	**311,612**	**1,985,704**	**6.37**	**Cobra Primary Ore Sources**
Production from tailings and dumps only	73,798	508,423	6.89	Inc. Off Property material
Production from GEM tailings and dumps Only	**49,592**	**131,024**	**2.64**	**Cobra Tails and Dumps Only**

Note: Yield grade based on grams of emeralds consigned in categories ABC/L, R/L, ABC/S, R/S, V/S

The emerald rough recovered was classified and weighed at the mine into categories ABC/L, R/L, ABC/S, R/S and V/S and consigned to the selling organisation in Johannesburg.

A comparison of the above mine production data with the official statistics given in Table 3 shows that the mine, including off site material, produced 183 kg of emerald more than the recorded official production, showing the difficulty in obtaining reliable data with regard to this deposit.

Table 3: Comparison of mine production data with official statistics	
Production Year	**Gem Production (grams)**
1978	1,140,032
1979	1,261,215
1980	436,554
1981	387,036
1982	351,863
Total	**3,576,700**
Mine Production 1978-82	3,760,575
Difference	183,875

6.2. 1982 TO PRESENT

In mid-1984, Golden Dumps Ltd. (a private South African company run by Messrs Pouroulis and Manolis) acquired the operating emerald mine and immediately instituted a regime of maximising revenue and reducing expenditure in order to optimise the short term profitability. The mine closed as an emerald operation in mid-1986 as a result of a numbers of issues and has only been worked sporadically since that time. Over a further 12 month period in 2001/02, the operation processed 6,800 tonnes at a grade of 22.3 g/t of exported emerald from easy to access, remaining accessible open cut and underground workings and pillars at both the Cobra and the adjacent Discovery open pits (Table 4).

Table 4: Gravelotte production data (August 2001 to July 2002)

	Ore Production (tonnes)					ROM* (kg)	Emerald** (kg)	Emerald Yield (g/t)
	Cobra U/G		Discovery	Stockpile	Total Ore			
	9 L	7 L						
12 months total	3,035	902	2,136	720	6,793	216.09	151.26	22.27
Percentage	44.7	13.3	31.4	10.6	100.0			

* ROM: includes waste & dirt attached to emerald stones. About 70% of ROM is emerald stones

** Emerald: Includes all A, B, C, D and Low Grade emerald production

Although dormant since 2002, in its hey-day in the 1960's, when it was considered to be the largest emerald mine in the world, Cobra employed over 400 sorters on site.

When gold was found by Golden Dumps in and below the Discovery open pit in the mid 1980's, emerald evaluation and mining was immediately discontinued and underground gold evaluation drilling and mining started. This operation stopped 16 months later after approximately 20,000 tonnes had been mined. Little information of this short-lived project is now available.

Apart from the 2001/2 emerald production noted above the property has basically lain idle since that time. However, as described in Section 9 below Magnum undertook some exploration work in the period from 2014.

6.3. SUMMARY OF UNDERGROUND DEVELOPMENT AT GEM (ADAPTED AFTER J LANGLANDS)

By the late 70's and early 80's, all significant production at the mine came from relatively shallow underground workings on the Cobra Hill (North and South workings) and by using the same sub-level caving (and aditing) techniques which basically focussed on recovering the blackwall reaction zones

located around the quartz/feldspar-rich boudins and other perceived siliceous-rich intrusives such as pegmatites or pegmatoids.

Exploration drilling by wagon, core and percussion rigs from both surface and underground was used to locate the mineralisation ahead of development. When identified, each boudin was removed via the sub-level caving method, a system which creates significant dilution. No face picking as was practiced at Merelani in Tanzania was ever undertaken at GEM. It is inherent with this technique, that only the 'boudin' associated mineralisation is firstly recognised and the removed. Everything else, mineralised or not, is regarded as waste and treated as such, i.e. sent to waste dumps or left underground. Thus when a lower cut-off grade of 3 gpt is applied to potential ore, anything under that was left behind!

The target grades during this time were +5 g/t which suited the boudin/blackwall type targets and the quasi-selective mining approach that was followed. It is important to note here, that there are 'pregnant' mineralised boudins that are indistinguishable visually from other very similar looking quartz and quartz/feldspar-rich what the miners called "granitic" bodies or sometimes 'boudins' or even 'pegmatites,' or 'felsics' in their mine descriptions. It would be useful to develop a system that enables the miner to distinguish chemically the mineralised boudins from any of the other barren silicious rocks.

However, this approach, as suggested above, precluded the alternative target possibilities explained previously (and which definitely exist at least at Discovery and probably at Cobra as well) and certainly resulted in the processing of significant amounts of waste and the potential loss of mineralised 'waste'. Nevertheless, mining required the visual identification of prospective areas which limited the potential for targeting perceived lower grades and maximising the total volume of feed to the plant. The lack of a thorough understanding of the local geology and mineralogy was also a limiting factor in creating an efficient mining plan.

The mining operation drove longitudinal drives into the Cobra and Discovery pits from benches 12 to 15 m apart, developed on both sides of the pit and which were portaled (in the case of Cobra) optimally in either of the competent Eastern Bounding Granite (EBG) or the Western Bounding Granite (WBG). Two longitudinal drives were then developed on the west and on the east of the growing pit. The western drive became the primary access to the mineralised zones from which all mineralised material was extracted. Drives were connected with a system of cross cuts across the strike of the zone (the emerald-bearing schist body), about 15 metres apart, allowing for access to the targeted boudin bodies.

There were a total of eight portals developed at Cobra over four levels with 10 Level being accessed from the open pit. Levels at Cobra North are approximately 15 metres apart vertically and Cobra South has only three sets of horizontal development between 5 and 7 Level (see Figure 11).

A total of 53 such cross cuts were developed with 11 on 5 Level, 15 on 6 Level, 17 on 7 Level and 10 on 9 Level. The full four level "sandwich" did not extend as far south as the southern extremity of Cobra South. Levels at Cobra North are approximately 15 metres apart vertically and Cobra South has only three sets of horizontal development between 5 and 7 Level. It must be noted that both the Cobra

and Discovery pits were developed entirely in MF schist packages. Cobra South development on 9 Level from the 9 Level portal on 760N, extends only to 575N. Apart from the so-called 'Discovery Shaft Granite' which is exposed only in two dimensions in the far western part of the pit there are no larger granitic exposures at Discovery, as at Cobra, in which to lodge portals.

Limited underground development took place in two localities at Discovery (and mainly for gold), one in the mid eastern section accessed by three portals on 5 Level and 6 Level as at Cobra and a second section in the west of the pit, accessed by an inclined shaft located on 5 Level. An adit was developed in the deep part of the western narrowing section of the pit at 7 Level.

There is very little technical information available for these areas although the eastern development appears to have been primarily to access the small gold deposit discovered in the Golden Dumps times and the western section was created under the same management at the same time, anecdotally to access emerald mineralisation in this part of the deposit. Access to the western workings was from the two entries on Levels 5 and 6.

It is estimated that there has been approximately 70 metres of underground development in the eastern location and a further 60 metres in the deeper western section.

6.4. TAILINGS DUMPS

Magnum estimated that approximately 3 million tonnes of emerald ore had been processed through the GEM (Cobra) operation since production began (from all sources available to the plant, some of which are outside the current property) in 1929 and noted that much of the tailings resultant from this work will still be located in close proximity to the mine workings (see above). There appears to be at least ten significantly sized dumps present on the property.

For example, during the 1977-1982 period, 50,000 tonnes of these tails (those derived only from the Cobra and Discovery ore), produced 137,000 grams of exportable emerald at a grade of 2.73 g/t.

An independent surveyor (J le Cordeur, 2015) measured four of the largest dumps and provided a figure of approximately 850,000 – 910,000 tonnes of coarse tailings and untreated material available within 1000 m of the proposed recovery plant site. Most of these tails are already crushed to –30 mm but there are also a number of large boulders (mostly quartz boudins and schist) present that would need to be broken and crushed prior to processing (J le Cordeur, 2015). ACA Howe has no knowledge of the methods used to calculate these tonnage figures from volumes.

6.5. HISTORICAL STONE SALES AND VALUATION

In his 1983 report, J. Langlands summarised four reported valuations and sales from parcels of Cobra rough in Europe. These are described below:

- January: A parcel of emeralds was derived from test work of Cobra and Discovery ROM production supervised by J. Langlands of ACA Howe. A 2.5 kg was parcel split by Huddlestone in London into 2 parcels (including 1.34 kg of 'waste'). Sold For USD $3.37 per carat (or USD $16.85 per gram).
- Mrs J.M. Coutts (independent gemstone valuer in London, 20 May 1983). A written valuation report of a 30 kg parcel valued at USD $0.10 to USD $25/carat for Cobra Emerald Mines Ltd.
- The Laing & Cruikshank Prospectus of May 1983 notes. "Sold 26.6 kg of emerald rough production at USD $2.32 per carat". With a range of USD $0.10 to U$16 per carat.
- ACA Howe report June 1982/3 version (J. Langlands). Reported that 18,886 tonnes of produced emerald from his Test Bulk Sampling in early 1083, produced a sales value (derived from now lost mine documentations) of approximately £40 per tonne of emerald at a grade of 5.34 g/t. This is a value of £7.61 g/t or £1.52/carat. Depending on the exchange rate current at the time, it is therefore reasonable to state that GEM emerald production in the 1983's, was in the range of USD $2.30 to USD $3.40 per carat.

No other verifiable sales or stone valuation data is known to ACA Howe at this time.

6.6. DRILLING

Detailed information on mine-era core and percussion drilling, geological logging and sampling methods are not available to ACA Howe. However, during his time onsite in 1982-83, J. Langlands of ACA Howe observed two serviceable, trailer and skid mounted, Tone core drilling rigs equipped to drill angled and vertical holes to about 200 metres using N and B series down-hole tools to produce core samples between approximately 61 and 37 millimetres in diameter. He recalled that core recoveries exceeded 95% and saw a specimen drill log which recorded 97% core recovery. He also observed three so-called Wagon drills capable of air-flush hammer drilling in angled and vertical holes up to approximately 152 millimetres diameter, to depths of a few tens of metres.

Digitising by ACA Howe in 2016, identified 167 holes drilled at Cobra and 217 at Discovery with associated downhole data. A summary of the available data is shown in Table 5. An additional 277 holes are shown on a plan of Discovery (but without corresponding cross sections), though these are not included in the table below.

Table 5: Drill hole data summary		
Item	**Cobra**	**Discovery**
Number of holes	167	217
Hole types	64 DDH (surface and underground), 71 wagon (surface), 32 unknown type (12 surface, 20 underground)	175 DDH (surface), 45 unknown type (surface)
Total metres	5,527	8,468
Cross sections	38 (mostly at 10 to 20 m spacing)	32 (mostly at 10 m spacing)
Emerald counts	1,016 (ranging from 0 to 2,204 - 2,204 in a 9.5 m interval)	2,082 (ranging from 0 to 257 - 257 in a 1.5 m interval)
Beryl counts	1,016 (ranging from 0 to 266 - 266 in a 3 m interval)	2,082 (ranging from 0 to 517 - 517 in a 1.5 m interval)
Gold assays	N/A	21 (ranging from 0.1 to 16.62 g/t Au - 16.62 in a 0.5 m interval)
Lithological intervals	679	1,619

A 21-hole RC drilling programme completed by Magnum in 2016, along strike from the Cobra Pit is described in Section 10.

6.7. GEOPHYSICAL SURVEY (GOLDEN DUMPS)

A Helimag proton precision survey with 50 metre spacing between lines was undertaken in October 1987 by GeoDass over part of the GEM property but the results of this survey have been lost other than for a set of sepia/paper magnetic contour plans held on site. A review of these black and white copies by ACA Howe in 2022, indicate the shape and dimensions of the Quarry Granite well. Magnum made contact with GeoDass in 2015 for information on this survey but no information was available.

6.8. OTHER AREAS

6.8.1. HOSTEL AREA (NORTHWEST OF DISCOVERY) (ADAPTED AFTER J. LANGLANDS)

The mafic schist belt and its eastern contact with granite was apparently traced through the flat ground north of the mine entrance road by trenching in the 1980s as shown in Figure 7. Bulk samples in the vicinity of the workers' quarters yielded some emeralds but the possibility of contamination at the test plant was not ruled out. There may be up to a 900 m strike length of favourable, accessible contact to be explored north of the mine entrance road. Previously, exploration may have been discouraged in this flat area of gardens, farm fields and the workers' quarters. The southern part of this target zone, 650m long, to the south of the road, is covered by large waste dumps from Cobra and Discovery pits. The total target strike length is 1,550 metres.

6.8.2. BERYL AND SABLE KOPS

The Beryl Kop Granite is located east of the Cobra pits, north of the Discovery Pit and forms the resistant core to a small hill which trends north northeast, sub parallel to the Cobra pits and their enclosing granites (WBG and EBG). The Beryl Kop was the focus of the earliest of the emerald workings, dating back to the early 30's, when mining took place on both the western and eastern flanks of the hill. Here the core granite is bordered by two parallel linear zones of reacted emerald-bearing biotite schists. Approximately 250 metres of underground driving is known to have been completed at Beryl Kop in the late 70's and early 80's. Few details of production, stone grade or value exist from the earliest times (1920's) from either of the Beryl or Sable Kop operations, are now available on site.

The granite in outcrop at Beryl Kop was described by T. Hannay (a mine geologist at GEM in the early 80's) as a coarse grained body with scattered molybdenite and some malachite which may be similar to the EBG. At surface, the granite is about 450 metres long and up to 100 metres wide and tapers off to points on both the southern and northern sides. Hannay also indicated that at depth, the Beryl Granite appears to dip to the west. At this time, the relationship between this granite and the granites at Cobra is unknown. The Willie Granite is located only a few hundred metres to the east, suggesting a potential genetic (and spatial?) relationship between these bodies, most of which occur in close proximity to emerald mineralisation.

During the ACA Howe visit in June 2007, a small, previously unknown quarry about 30 metres long and some 5 metres deep, was discovered about 80 metres from the top of Cobra Hill, upslope from the main haul road on the east side of Cobra North. This quarry exposes steeply dipping and folded, layered talcose schists striking north eastwards, about 10 metres in thickness, with evidence of pegmatites and biotite schists (reaction rock/zones). At the southern end of this quarry is a partially backfilled underground drive heading south westwards. The rock assemblage suggests emeralds may be present. This may be the northern part of the Beryl Kop zone.

In the early 1980s extensive mapping and reconnaissance was carried out at Sable Kop (about 200 metres southeast of Beryl Kop), on which a number of old workings are located. There is a reputed small emerald pit in an area of ultramafic schists 350 metres northeast by up to 100 metres wide, sub-parallel to Cobra, bounded and cut by granitic rocks and dolerites, northwest of a small 'salient' of metasediments (J. Langlands).

It appears that the northward trending Cobra, Beryl and Sable Kops zones etc. may be separated from the Discovery deposits with an easterly trend, by a thrust fault or lag fault dipping southwards.

6.9. HISTORICAL RESOURCE ESTIMATES

There have been a number of historic resource estimates on the GEM deposit. ACA Howe has located two separate resource estimates in the remaining mine files, which were reported by mine personnel in 1985 and have also located three draft format CPR reports, all of which were in the process of being

prepared in compliance with JORC (2012) by experienced ACA Howe consultants between 2013 and 2016 for LP Hill and Magnum.

6.9.1. MIKE WILSON - GEOLOGIST (MAY 1985)

M. Wilson had extensive experience at GEM, initially as geologist and then as Chief Geologist, at the mine intermittently between 1981 and 1986. As such, and with J. Langlands and R. Spencer, M. Wilson represents the most experienced source of geological and mining knowledge of the GEM property available to ACA Howe. However, along with most other technical and economic records of the mining operation since the 1900's (including over 58 years of mine life), almost nothing of Mr Wilson's once extensive record of monthly (and other) reporting currently exists at the GEM property. In parallel with the destruction of in excess of 5000 metres of drill core and other drill data by previous management, Mr Wilson's records no longer exist.

This 1985 Resource Summary compiled by Mr Wilson as part of a "Handover Report to the incoming "Golden Dumps" takeover team (a company controlled by Mr Pouroulis) was written on the 13th May 1985 and is one of very few written records discovered.

The Competent Person for this report has not been able to identify or verify information on the geological interpretation, volume estimation methods, the density applied or grade estimation techniques. However, it is noted that the estimate was compiled at a time when M. Wilson had full knowledge and access to the complete mine database and presumably the official governmental records. Therefore, ACA Howe has no reason to doubt the conclusions reached in the estimate.

Cobra Pit

Indicated Resources:	Total tonnage of schist within Cobra Mine Ore Zone to 10/0 Level	1,600,000t
	- Estimated tonnage of ore @+3gpt	640,000t
	- Estimated tonnage of ore @ +5gpt	400,000t
	- Cobra Nth Reef: Indicated @5gpt	45,000t
Inferred Resources:	Total tonnage of schist within Cobra Main Ore Zone between 10 and 12 Levels	620,000t
	- Estimated tonnage of ore @+3gpt	248,000t
	- Estimated tonnage of ore @+5gpt	155,000t

Discovery Pit

Discovery Main Ore Zone Present Indicated Reserves @ +5gpt to 30m Depth	155,000t
Discovery South ore body @ +3gpt	12,000t
Estimated tonnage @ 5gpt	155,000t ?

This estimate is considered historical in nature and is not reported in accordance with the JORC Code. The estimate has been superseded by the Mineral Resources reported in Section 14 of this report.

6.9.2. MINE MANAGER (SEPTEMBER 1985)

The unnamed mine manager (possibly a Mr Dennyssen?) provided a report to the Board of Directors in September, 1985 within which he outlined the Indicated and Inferred Resources as he understood them for the Cobra Pit only.

The Competent Person for this report has not been able to identify or verify information on the geological interpretation, volume estimation methods, the density applied or grade estimation techniques. However, it is assumed that the mine geologists would have been responsible for providing at least some of these figures and that the Mine Manager would have had access to the full database for the project and governmental records. There are small differences between these figures and those above by M. Wilson, and it is assumed that these differences are related to the strategy of "high grading" that the new 1985 management instituted during their tenure at the mine.

This report provided resource figures as follows:

"**Indicated Resource:** Total Tonnage of schist within Cobra Pit:

- Main Ore Zone to 10 Level: 1,500,000t
  Estimated tonnage @ +3gpt 600,000t
  Estimated tonnage @ +5gpt 375,000t
- Cobra Nth Reef @ 5gpt 45,000t

Inferred Resource: Total Tonnage of schist within Main Zone between 10 and 12 Levels: 620,000t

- Estimated tonnage @ +3gpt 248,000t
- Estimated tonnage @ +5gpt 155,000t"

This estimate is considered historical in nature and is not reported in accordance with the JORC Code. The estimate has been superseded by the Mineral Resources reported in Section 14 of this report.

6.9.3. JOHN LANGLANDS - ACA HOWE (MARCH 2013)

Report title: "Draft Acquisition CPR on the Geology, Resources and Potential of the Gem-Venus Project Emerald and Quartz (Silica) Assets Located Near Gravelotte, Limpopo, South Africa."

The above draft CPR was prepared by J. Langlands (Consultant with ACA Howe), as requested by Strand Hanson Ltd. (acting as NOMAD for L.P. Hill), for the "Project Stone", initially in April 2012. The report in essence describes the findings of visits to the GEM Property in 1982-1983, in February 1995, August 2002 and June 2007.

The report also describes the combined assets of GEM and Venus Emeralds CC (Venus) (the two companies which held the emerald and silica (quartz) deposits respectively). The CPR also introduces and explains the terms "Payability Factor" of 50% for the Inferred Resource in addition to the term "emerald-bearing schist" as used in future (and this) CPR's by ACA Howe.

An estimate of the inferred emerald-bearing schist and exploration potential is given in Table 6 (Langlands, 2013) also noted the following, "the *Inferred Resource* … used a set of 10 m spaced x-sections, 1:500 scale maps" *at a time when* "the data which was available at the mine far exceeds that which has been used in the present study" and also "These tonnages take no account of the mining method and a large proportion (*of the tonnages*) is not likely to be accessible by open pit mining due to high stripping ratios".

Table 6: Estimate of inferred emerald-bearing schist and emerald exploration potential (Langlands, 2013)

Name	Inferred emerald-bearing schist	Emerald exploration potential
	million tonnes	million tonnes
Cobra Hill Zone	0.69	Not estimated due to uncertainty of continuation at depth below inferred emerald-bearing schist, between converging walls of granite.
Discovery	0.34	0.32
Northeast of Cobra		0.65
East of Discovery (outside current Mining Right)		0.15
Southwest and South of Discovery		0.15
Northwest of Discovery		0.30
Beryl Kop		0.20
Sable Kop		0.07
Total	**1.03**	**1.84**

This table shows the inferred emerald-bearing schist of Cobra and Discovery as 1.03 million tonnes. The additional emerald exploration potential below the inferred tonnage of Discovery is 0.32 million tonnes which, added to the exploration potential of the seven additional named targets, (located within the current GEM Property) increases the total exploration potential estimated by J. Langlands to 1.84 million tonnes. These tonnages took no account of open pit extractability.

This CPR also included a discussion of the Inferred Emerald-Bearing Schist of the Cobra Hill Zone made up of the following 3 sub-areas:

- Cobra South (from 450 - 660mN in strike and down to 555m on 10 Level).
- Cobra North 670-1010mN in strike, down to 10 Level
- Cobra Underground from 450 – 660N in strike, extended down to 555 metres on 10 Level.

The CPR further provides an "Inferred Tonnage resource for Cobra Hill of 0.69mt over 650 metres of strike with horizontal widths from 5 to 40 metres and vertical heights (similar to 'dip' lengths) at Cobra from 13 m to 105 m of emerald-bearing schist". In Section 8.2, titled "Inferred Emerald Schist of Discovery Zone", the CPR provides the following figures:

- 0.34mt over 330 metres in strike in a zone also with horizontal widths from 5 to 40 metres and vertical heights from 35 to 85 metres, of emerald-bearing schist, dipping generally southward at 45 – 70^{o}.

The CPR further describes eight areas for warranting additional exploration including seven for which tonnages are described thus:

Cobra Area

- Emerald potential for Cobra North not estimated because of uncertainty of continuity at depth below 10 Level (due to insufficient drilling).
- Northeast of Cobra to the airstrip over 650 metres north from 1010N.

Discovery Area

- Discovery Main.
- East of Discovery (outside current Mining Right).
- Southwest and south of Discovery.
- Northwest of Discovery to Workers Quarters.
- Beryl Kop.
- Sable Kop.

This CPR further provides that:

“Payability factors” of 50%, “have been applied to estimate the proportion of the emerald exploration potential which may be economically workable in due course”.

“Potential tonnages reported here are not aggregated from individual volumes for which emerald grade data exist, since grade data are not available in the required detail, from adjacent samples nor from adjacent production sites. Tonnages are provided as a measure of the scale and relative importance of the various targets.”

6.9.4. JOHN LANGLANDS - ACA HOWE (FEBRUARY 2014)

- Mr. Langlands revisited his earlier (2013) estimate but reduced the number of Exploration Targets to six.
- The Inferred Resource estimate was the same as previously (1.03 M tonnes at 6.4 g/t). This estimate is also based on a manually derived tonnage calculated from individual calculations of 10 metre separated cross-trend sections.

6.9.5. ANDREW PHILLIPS - ACA HOWE (2016)

Report title: “The Geology, Resources and Exploration Potential of the Gravelotte Emerald Project, Located Near Phalaborwa, Limpopo Province, Republic of South Africa.”

ACA Howe was commissioned by Magnum to finalise the 2014 CPR produced by J. Langlands. The Competent Person for this version of the CPR was A. Phillips. He visited GEM in 2016, reviewed a significant volume of historical data and supervised 3D modelling utilising data digitising from historical cross sections. However the work was again put on hold by Magnum before the completion of the CPR and Resource estimation and no further work on the GEM Property was completed by ACA Howe until the current version.

7. GEOLOGICAL SETTING OF THE GEM AND ADJACENT PROPERTIES

7.1. REGIONAL GEOLOGY

The mine property is located on the southern margin of the Murchison Greenstone Belt (MGB), a 3.3 billion year old ("Ga") Archaean greenstone belt (135 km long by up to 120 km wide) bounded to the north and south by younger Archaean tonalitic gneiss and granite terrain of the Kaapvaal Craton (Jaguin, 2012b). The earliest geological description of the geology of the Murchison greenstone belt (Hall, 1912) and its granitic surroundings mentions the mica deposits associated with the pegmatite field near Mica (Olifants River Mica Field) and the fact that younger granite intrusions occur.

The MGB extends westwards beneath the Transvaal Drakensberg Escarpment and thins out to the east northeast. The earliest work in the area was Hall (1916), followed by Van Eeden (1939) and then post 1980 a wide variety of authors have discussed the structure of the MGB, the intrusives surrounding it and the mineralisation associated with it. The descriptions below has been synthesized from the following authors: Brandl (1987), Vearncombe, et al. (1998), Poujol et al, (2012 and 2021), Block, (2012), and SACS, 1980 & 1998.

The MGB is seen to occur within a crustal suture known as the Thabazimbi-Murchison Lineament. Several linearly disposed mineral deposit trends occur within the MGB, the most famous of which is the Antimony Line (antimony-gold) and the parallel Zinc-Copper Line. The gross shape and lithology of the MGB is shown in Figure 5.

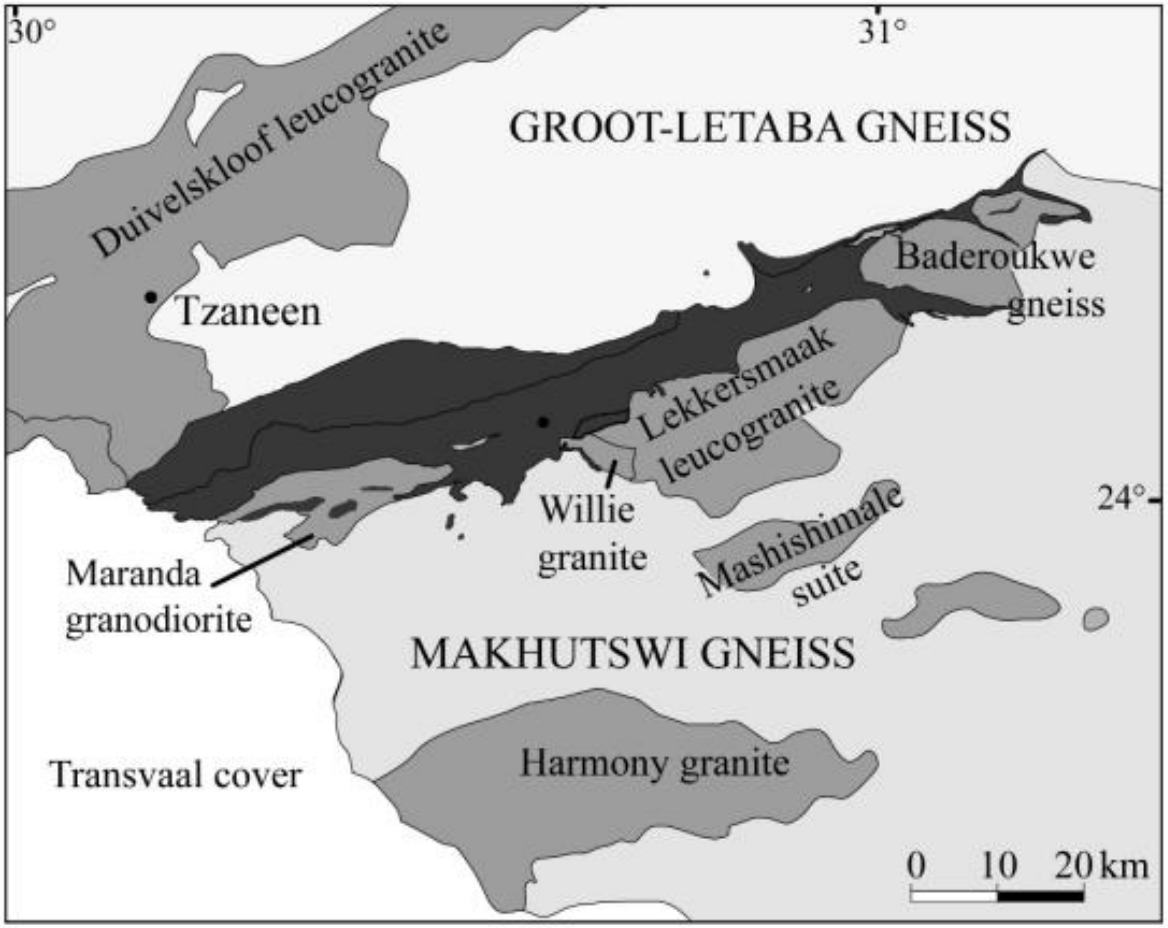
Stratigraphy

The MGB consists of a linear parallel package of metavolcanic and metasedimentary rocks surrounded and intruded by granitoid rocks (SACS, 1980 and 1998) on both margins. The generally northward-younging lithologies of the MGB are known as the Gravelotte Group and include:

- Mac Kop Formation.
- Weigel Formation.
- La France Formation.
- Leydsdorp Formation.
- Mulati Formation (MF) – the basal unit and the rocks which host the GEM mineralisation.

The regional strike is east-northeast, the rocks of the MGB generally dip vertically or steeply northwards, and the structural style is characterised by polyphase isoclinal folding and shearing parallel to strike. The southern margin of the belt is partly occupied by the Mulati Formation (MF) composed of metamorphosed mafic and ultramafic lavas, felsic tuffs and serpentinites. Due to cross-cutting synformal flexures on northwest trends, talcose magnesian schists with traces of chromium, representing the ultramafic lavas, may be brought into close contact with granitic rocks in greenstone salients and remnant keels in the granite terrain.

Figure 5: The Murchison Greenstone Belt (dark grey) (after Jaguin et al., 2012)



Emeralds are known to have been formed by the reaction between the chrome-bearing, mafic-ultramafic schists of the MF and beryllium-bearing pegmatitic fluids in structurally and lithologically favourable zones. In the case of beryl, emerald and molybdenum in the Gravelotte area, mineralisation is in part, closely related to albite-quartz pegmatoids. Late stage pegmatitic hydrothermal fluids have created a pervasive potassium metasomatism of the magnesian schists illustrated by the development of biotite and phlogopite.

The following regional and local controls on the distribution of emeralds have been recognised in the literature:

- Contact between magnesian schists and the marginal pegmatitic zone of the Kaapvaal Craton granites.
- Northwest-southeast trending cross folds cutting the regional east-northeast trend of the contact.
- "Keels" of schist derived from ultramafic rocks enclosed by pegmatitic granite.
- The presence of large amounts of talc and dark micas.
- The occurrence of abundant euhedral pyrite cubes.
- The occurrence of molybdenite with emerald and emerald-bearing schist.
- Proximity to minor granite pods, quartz-albite pegmatoid bodies and schlieren and quartz pods and veins.
- Potassium metasomatic effects as shown by development of dark mica ("blackwall").
- The occurrence of tourmaline, fluorspar and apatite.
- Structural perturbations within favourable rock types.
- Joints, discordant fractures, sometimes with feldspathic, carbonate-bearing schlieren.

7.1.1. INTRUSIVES

Poujol, et al (2021) quoted below is the most recent and probably the most accurate and concise of the many references to the general Gravelotte area and the GEM Property in particular.

"Existing *granitic* geochronological data for these rocks are scarce, and we are in the process of re-dating the two mica granites. Excluding old, unreliable Rb-Sr ages, only two of the facies have been dated: The Discovery granite yielded an age of 2.969±17 Ga (upper intercept age, Poujol, 2001) and the Willie granite was dated at 2.820±38 Ga (Poujol, 2001). The latter age is of critical importance. As the Willie granite is clearly cutting across the two large fine grained plutons of the Lekkersmaak suite, this puts a minimum age constrain for these intrusions, that must be older than 2.850 Ga. We speculate that they may have formed concurrently with the Discovery pluton, which we regard as a manifestation of the same plutonic event, at ca. 2.96 Ga – the age of the end of the accretion of the MGB, and probable age of the main tectono-metamorphic event in the belt. The younger Mashishimale pluton

was intruded at 2.698±21 Ga (Poujol, 2001) immediately to the South. The range of ages available on the leucogranites shows that those rocks are among the first occurrence of 2 mica granites.

The few age datings of 2.82-2.97Ga (with large errors) reported on respectively by Robb and Robb (1986) and Groat (2008) and recently from Poujol (2021) for emeralds collected from the GEM workings, also support an age of emerald formation that is broadly compatible, and probably contemporaneous?, with the 2.82Ga (38my error) age of the Willie Granite (Robb and Robb 1986, Groat, et al 2008)" (Table 7).

This would also mean that the mafic meta-lavas of the Mulati would have be present and available to accept the Be-rich fluids being driven out and away from the latest emanations of the Willie Granite. The structure of the Selati Salient may have "peeled off" a section of the MF moving the peeled off section to assume its present broadly east to west linear orientation and leaving the remaining MF metasediments to continue on their way to the existing regional east northeast strike towards the second largest emerald deposit in the area, the BVB deposit 12 km east of GEM.

Table 7: Age relationships of granites in the Gravelotte area

Area	Age (Ga)	Error
Mulati Schists	2.83 to 3.09	Large?
Willie	2.82	9
Lekkersmaak	2.85 minimum	
Discovery	2.97	17
Makhutswi Gneiss	3.07 to 3.08	
Cobra	2.83 to 2.97	
Mashishimala	2.69	21
(Sandawana mineralisation)	2.6	

7.1.2. REGIONAL GEOMORPHOLOGY (ADAPTED AFTER BATCHELOR, 2005)

The regional geomorphology of the Lowveld in the GEM area is one of repeated exposure of Archaean basement to weathering and exhumation of in situ weathering profiles which may have a bearing on the prospectively of the GEM area.

At the end of the Karoo Super Group (250 mys ago), there would have been 8-10 kms of sediments and volcanics deposited above the Archaean basement of the GEM area with its already formed emerald and beryl deposits hosted by the metavolcanics of the MF. At this time, erosion set in with the creation of Gondwanaland eventually resulting in the exposure of the kilometres thick package of

sediment, a situation which persists to this day. The net result of the eventual removal of the Karoo and the exhumation of the Archaean land surface has been the exposure of the Murchison emerald/beryl deposits at some time in the distant past.

During this time a long-lived period of high rainfall occurred with the development of deep and extensive tropical weathering profiles throughout the Lowveld and the Gravelotte area which has continued to be the case for the last few millions of years. Evidence of these soil profiles are shown with the exposure of red residual lateritic soils of at least 20 metres thickness, which have been identified in the Mulati riverbed where it runs through exposed chloritic schists presumably of the Mulati Formation.

The floods of 2000 in the Gravelotte area, have exposed calcrete deposits developed on deep weathering granitic profiles. The inference from this is that the peneplain on which the GEM/Selati area was exposed was in a time of tropical high rainfall, well before the present low rainfall moderate climate era. No dates are known for this change in climate and exposure of the tropical weathering soil profiles but it must have taken place a long time ago (Batchelor 2005). Remnants of the period of tropical climate regionally are also located in the deep valleys of the Drakensburg escarpment, for example in the Magoebaskloof near Tzaneen where small patches of tropical forests still exist.

The pitting programme that Magnum carried out across the GEM property has revealed a very widespread red residual soil profile over much of the central part of the property. Few of these pits penetrated to identifiable bed rock. Additionally, several of the +/- 60^{o} RC holes at the northern part of the Cobra Pit regularly encountered up to 4 metres of red soil, interpreted at the time as in-situ soil profiles, a number of which reported emeralds above the bed-rock with hard duricrusts being developed in some instances.

A summary showing where emeralds were discovered in the residual 1-4 metres of red soil of 12 holes is shown in Table 8.

Table 8: RC Drilling - Cobra Far North Extension

Hole No	Depth (m)	No. emeralds/green beryl
1	4-5	1
3	1-3	2
3A	0-1	2
5	1-2	1-2
6	0-3	35
7	0-2	35
13	0-1	3

Table 8: RC Drilling - Cobra Far North Extension		
Hole No	**Depth (m)**	**No. emeralds/green beryl**
14	0-2	2
15	3-5	6
16	0-1	1
17	1-4	5
19	0-3	32

12 of the 20 RC holes drilled recovered emerald in the near surface residual soil profile. These results strongly suggest that the residual soil profile around the GEM property should be examined for remnant emeralds. A probable palaeo "talus" deposit exists close to the "hockey stick" area at the Cobra Pit and this should also be tested for emerald.

7.2. LOCAL PROPERTY GEOLOGY

7.2.1. GEOLOGY AND DISCUSSION OF THE GEM PROPERTY

The following description contains a summary of the geological understanding of the GEM Property based on the author's experience at GEM and an extensive literature search by ACA Howe during the production of this report. It should also be noted that an extensive search of the remaining plans and documents on site, has come up from very few geological plans of the emerald mining history of the either of the two main pits (Cobra and Discovery), and none whatsoever of the gold operations from 1984 to 2001.

The files of ACA Howe had enough documentation to enable ACA Howe consultants, J. Langlands and A. Phillips, to create a small scale property plan for the draft CPR's between 2013 and 2016 (Figure 6), but none of the detail is currently available to ACA Howe. R. Spencer was able to add a little to this Figure 6 for an internal Magnum (2016) report and for the 2016 draft report by A. Phillips, including the results of the property-wide pitting programme and which resulted in the identification of the Quarry granite and the contact of the Willie Granite with Mulati Formation schists in the east of the property. This Figure 6 compilation, with the more recent adaptions, is now the only reasonably accurate surviving geological plan of the property.

The present author has noted that much of the northern and north eastern part of the freehold property from the 'Hostel' area north to the limit of the surface lease with Selati, then eastwards over the high ground leading to the mine managers house, across to the stable and magazine area, is covered by quartz, quartz mica, and quartz fuchsitic schists and quartzites (some pyritic). These outcropping quartz-rich meta-sediments are responsible, in part at least, for the higher ground that marks the boundary with the Selati Game Reserve and presumably are part of the Leydsdorp Formation (LF) unit that overlies the MF which itself appears to be concentrated in the mine area.

Similar quartz-rich schists occur directly east of the Beryl and Sable Kop areas and extend to the eastern licence boundary with Selati. No structure has been identified with these eastern schists, but assuming they are indeed part of the LF. rocks, then the property-wide general structure must be either syn- or anti-formal in nature with the MF schists of the mining area located in the core of the structure.

A study of satellite imagery from 2003 – 2020 of the area close to the GEM property shows very clearly where the GEM property fits into the local geological context (Figure 7) vis a vis the local granites.

The intrusive units at GEM include presumably Archaean-age intraformational diabase dykes, and Karoo age dolerites, the most important of these being the east to west trending dyke, (noted on Figure 6), along which a water resource has been located. A thin dolerite dyke outcrops on the eastern pit wall at Cobra and contributes to the instability of the exposed eastern face of the pit.

Other than the various granitic rocks found in and immediately adjacent to the 3 pits, several other small granitic plugs and mini-plutons have been discovered on the mine property. These are primarily the coarse grained Quarry Granite underlying much of the Cobra Creek Dam, several smaller granitic intersections located as a result of the RC and pitting work north of Cobra Pit and at least one coarse grained pegmatitic granite discovered to the north east of the Cobra pits during the Magnum pitting programme.

The EBG body appears to be granodioritic in composition, is a cohesive and coarse grained 2-mica, S-type granite that appears to have similarities with both the Willie Granite to its east and to at least 1 of the small bodies at Beryl Kop.

The WBG is an aplite, quite different from the EBG, and containing none of the molybdenum, pyrite or phenakite that characterise its eastern counterpart and has none of the characteristic features of the 2-mica granites such as the EBG and the Willie.

The EBG can be examined closely and informatively, on the ‘saddle’ between the North and South pits at Cobra where it is exposed over a vertical distance of about 20 metres between 1 and 3 Levels. It is clear that here this intrusive granite has the form of a tapering body (Figure 12). If the EBG continues with this form into the North pit, it may help to explain why the EBG at about 800N, appears to be absent at depth and as drill information shows, it would appear that the MF schist package is present ‘underneath’ and eastwards past where one would expect the vertical extension of the EBG to occur.

The tapering form of the EBG is important as it has helped to create the concept of a ‘Cobra Deep’ target which may link the Cobra emerald-bearing schist body with those of both the Beryl and Sable Kops, and even more importantly, may provide a link between Cobra and Discovery emerald-bearing schists as well. However, with the EBG, these 2 lenticular bodies provide a competent element on either side of the Cobra schist zone which have been used to access the schist body.

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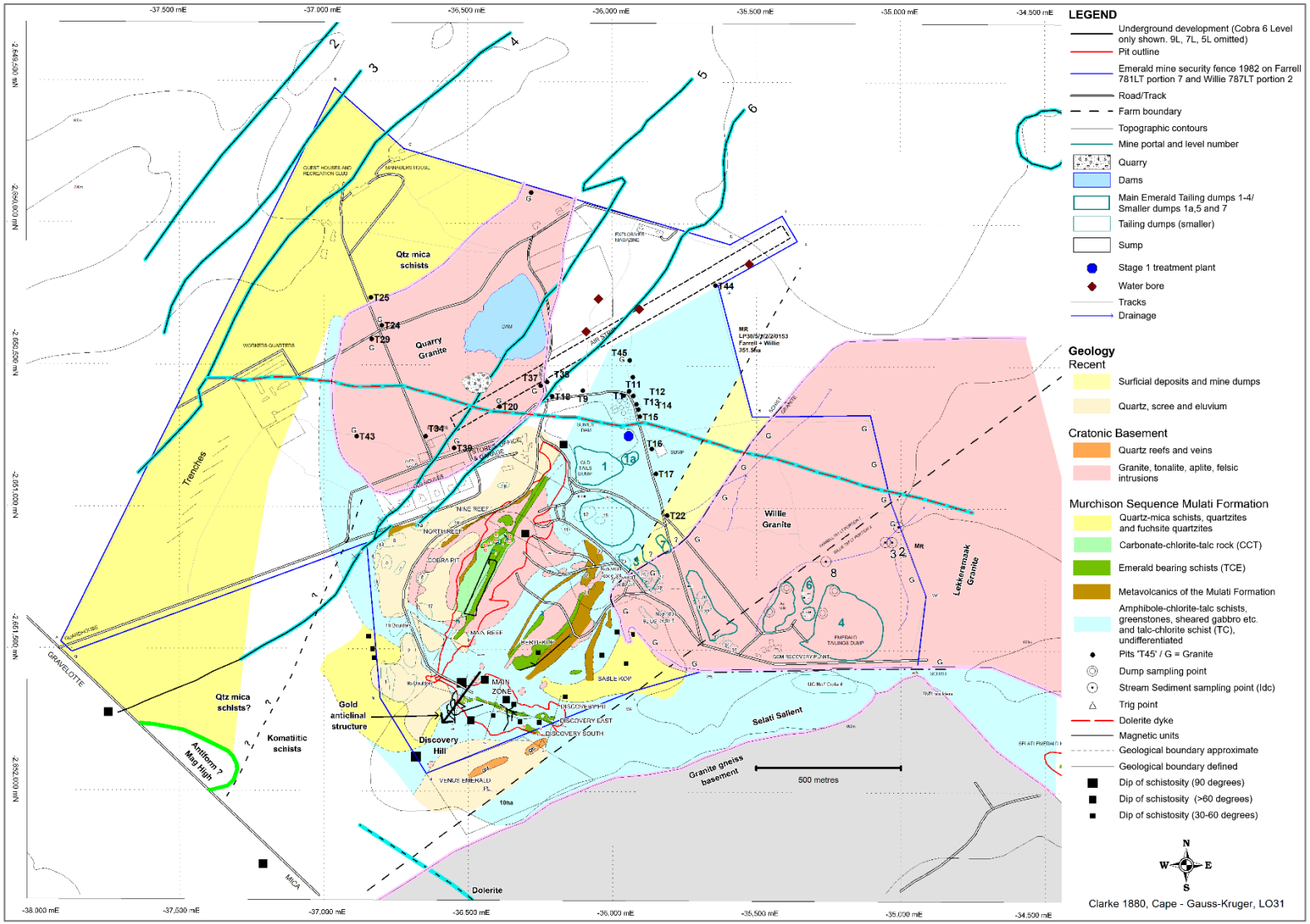
Figure 6: Surface layout and geology of the GEM Property (Clarke 1880, LO31 coordinate system)



Additionally, surviving mine notes from Discovery Pit, make mention of various granitic rocks being intersected underground and increasing with depth below that pit floor. Poujol et al (2021) also makes mention of the small Discovery Shaft Granite outcropping on a western face/traverse at Discovery Pit.

The context of granite emplacement in the GEM area is extremely important in the understanding of the emerald mineralisation at GEM. This latter is all about the small, (+/- 8 ha), 2.83Ga-aged Willie granite which outcrops immediately east of the Cobra and Discovery Pits. The Willie is well, if briefly, described recently (2021) by Poujol, et al, who provide the modern, relatively modern Pb-U Concordia age of 2.818Ga +/-9Ma and notes that the Willie would have been intruded into the pre-existing basal Gravelotte Group volcano-sedimentary sequences the Mulati Formation (3.09Ga), the hosts for the GEM mineralisation.

Figure 7 shows the western part of the 2.82Ga Willie Granite as it relates to the GEM properties and the several small, semi-linearly disposed emerald showings within the Selati Salient within which the Discovery Pit emerald-bearing schists are located.

The image also shows the younger Archaean Basement (3+Ga) Makhutswi Gneiss (MG) located south and south east of GEM but separated from the 8 km^2 Willie (W) pluton by the metavolcanics of the Mulati Formation (MF) that outcrop within the <1km wide structural element known as the Selati Salient (SS). The salient appears to have acted as a "buffer" zone between the semi rigid basement rocks to the west and the intrusive high level ("S- type) granitic rocks of the 2.82Ga Willie Granite to the east.

It is possible that the Selati Salient (see below) is a structural element (perhaps the thrust or lag fault interpreted by J Langlands), and either transecting the eastern part of the Willie or possibly within the adjoining slightly older, Lekkersmaak Granite (LS).

Image 1 also shows a linear "fracture" with a similar strike as the salient located about 2 km northeast of the Selati salient. The Mulati river is occupying this fracture at present.

The GEM workings can be clearly seen to the west of the image located at the most western extremity of the Willie and themselves appearing to "wrap around" the northwestern nodal point of the Willie and within 500 metres of that point. This phenomenon alone must emphasise the geographic (and genetic?) origin for the GEM mineralising hydrothermal and Be-enriched source fluids, in and around this "nodal" point. This also emphasises the role of the salient in locating hydrothermal fluids and the fact that the salient itself is a location for a number of smaller emerald deposits, in much the same was as is the case for the mineralisation within the Cobra Pits.

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Figure 7: Selati-GEM and the Willie Granite (image approximately 8.3 km east to west). MF = Mulati Formation, W = Willie Granite, MG = Makhutswi Gneiss, LS = Lekkersmaak Granite, SS = Selati Salient

J. Langlands has noted that in his opinion, the Discovery Pit is separated from the Cobra (and Beryl Kop) zones by a thrust or lag fault. It is the opinion of R. Spencer that this interpretation is likely to be correct and that the southward dipping thrust fault is likely to locate a thrust event which moved a 'slither' of emerald-bearing MF schists from the main Cobra zone, up and over the more stable and slightly pre-existing Willie Granite.

Additionally, the strike of the Mulati Formation metavolcanics at Cobra is east northeast (parallel with the regional strike) and it can be no coincidence that the contact zone for the numbers of small emerald showings that occur along strike from Cobra towards BVB are all within 200 metres of the contact of the western outcropping contact of the Willie Granite. So virtually all of the emerald deposits/showings in this area are located within a very short distance of the Willie Granite and in particular, focussed on the "nodal" location at GEM.

This work then suggests that the main area to concentrate emerald exploration is the nodal area of the Willie Granite and in particular the Cobra/Discovery areas as outlined in this document and further the Cobra Far North area. This must also strongly support the concept that emerald mineralisation will continue at depth and at the same tenor throughout the Cobra-Discovery nexus for as long as the late stage hydrothermals passed through and up the GEM structural avenue.

7.2.2. THE SELATI SALIENT

The salient appears to provide a semi-linear, structural disruptive contact zone, up to 1000 metres wide, between the southwestern extremity of the Willie Granite and the 3Ga Makhutswi Gneiss located just to the east and south of GEM. As such, it is possible that the salient area has provided a linear conduit directing the Be-rich upper-granitic fluids that created the Discovery and Cobra emerald mineralisation. The salient is completely filled with MF unit rocks.

Robb and Robb (1979) have postulated that the post-kinematic Mashishimala granite (which intrudes the cratonic granite to the south and east of the salient), may have been responsible for generating a late-stage magma enriched in beryllium and other non-compatibles, which permeated the local terrain and produced pegmatitic deposits containing corundum, tantalite-columbite, beryl-emerald and molybdenum at several different localities (Robb and Robb, 1979). However, this granite is some distance from GEM (about 25 km) and is unlikely to have been the source for these emeralds. It has been postulated that the thin suite of aplites, etc which intrude the western Cobra pit may have been part of this event but this is also unlikely.

The rocks of the salient can however, be followed to the southeast, crossing the Selati River, to the farm Thankerton where it connects with a set of very large blocks of talc-actinolite schists with some serpentine, amphibolite and quartzite (Batchelor, 2005).

The salient is host to a number of emerald showings of which the old Selati Mine, 1500 metres east of Discovery on the farm Willie, was the largest and contributed to the Cobra production prior to 1985.

This series of small emerald showings have a geology not dissimilar from that of the Cobra Pit, in that mineralisation appears to be focussed on reaction zones in contact with silicic boudins.

The east west strike of the salient is at considerable odds with that of the Cobra pits but very similar to that of Discovery, indicating a common structural interference must be present. This structural nodal point has not been accurately defined as yet but the presence of a thrust was suggested (as noted above) by J. Langlands, or an overturning event to account for the dramatic change of strike. An answer to this structural dilemma may have a significant role to play in the understanding of the GEM mineralising events.

Batchelor et al (2005) noted "The impression from the map is that a blunt wedge has been driven into a previously coherent packet of sedimentary and volcanic rocks. "This impression is correct, and the wedge is the intrusion by part of the Willie Granite and the Lekkersmaak"..."This idea of a granite intrusion acting as a wedge may seem strange, as one would expect the granites intruded in the molten state and would therefore not have the required mechanical strength to force though solid rock. The fact is, however, that granitic magmas can be extremely viscous, particularly when they are close to their 'freezing' temperature, so that the concept of the 'wedge' is possible".

The salient is now included in the Selati Game Reserve and is not available for prospection.

7.2.3. GRANITIC ROCKS OF THE GERMANIA HILL COMPLEX

Table 7 above shows the approximate ages of the granites in the area with respect to the Archaean basement, the Mulati Formation host at GEM, the possible age of the mineralisation event at GEM, and the only age dating being from the so-called Discovery Granite collected at Discovery and dated by Poujol (2021) at circa 3Ga.

It seems likely that if the mineralising event is correct at 2.83Ga (+/-3mil), then the most likely contender for the source granite is the Willie Granite. Not only is the Willie the most substantial S-type granitic intrusive in close proximity to GEM (less than 500 metres east of the two pits), but the 2nd largest emerald deposit at BVB, some 12 km to the northeast, also occurs within 500 metres west of the intrusive contact with the Willie. The 12 km between the two deposits are studded with abandoned minor excavations (presumably for emeralds but also for gold).

Furthermore, the emerald mineralisation along the 500 metre wide Selati Salient lodged between the Archaean Makhutswi Basement Gneiss (outcropping just south and south east of GEM and the western contact with the Willie) occupies the same location vis a vis the BVB further to the east. It appears that the available geological evidence supports the late stage hydrothermal event associated with the Willie as the most likely contender for source of beryllium for GEM. This fits in with a younger fluidal event moving into the older, pre-existing Mulati ultra-mafic schists.

Discussion and Conclusions

Although the occurrence of biotite in granite is common at all times of the crust history, the occurrence of muscovite is uncommon at these early times. This mineral highlights the high Al and K content of the magma that is a link to a crustal fusion of sediments (e.g. Zen, 1988). In the modern Earth, this only happens during continental collision (S-type plutons). In the MGB area, a series of mid-Archaean events record a sort of "proto-collision". Structural data (detailed in Gapais et al., this volume, see LOR), show that the belt accreted in a sinistral transpressive regime, with top to the south movement.

The mine area is located within a suite of mainly metamorphic rocks of the Mulati Formation sandwiched between resistant granitic intrusions located on the south western flank of the Willie Granite to the immediate east of the mine area, the older Lekkersmaak Granite, a little further to the east and south east and the 1 km^2 outcrop of the Quarry Granite. The Quarry Granite has never been dated and as the largest, and closest, coherent granitic body to the Cobra/Discovery mineralisation, apart from the Willie and Lekkersmaak to the east, would have probably been present during the emerald-mineralising period for the property.

The Quarry Granite (QG) is a very weathered coarse grained granite with more physical affinities with the Willie further to the east than any others on the property. Nevertheless, it is an important, if only geographical, element of the Germania complex.

It is possible that the presence of the Willie on the east and the Quarry on the west, provided important structural "blocks" which in some way facilitated the creation of the disparate strikes of the Cobra and Discovery zones. They may have also provided dilational channel ways for beryllium-rich fluids to move into the area between the two granites (together with the numbers of pegmatites and pegmatoids) and thus provide access to these fluids to the meta-volcanics.

It is noteworthy that both the Willie and the Quarry bodies weather negatively under local conditions. Quite a different situation from the granitic EBG and WBG at Cobra which together provide the resistant positive weathering environment which have created the Germania Hills.

7.3. GEOLOGY OF THE MINED AREA

Due to the various different and largely incompatible maps available, at various scales up to 1/500, by various authors at different dates, a rigorous and definitive analysis of the complex geology of the property has not been attempted. As noted above (Section 7.2.1), there is no detailed geological plan available for either the Cobra or Discovery pits.

However, Whitecross in his 1993 MSc thesis provided a detailed geological plan of the two Cobra pits, a draft paper copy of which was located in the mine offices. Unfortunately, ACA Howe has not been able to access the original thesis at the University of Natal (Figure 8, Figure 9 and Figure 10). This would be the only detailed geological study to be made of the Cobra pits that has survived thus ACA Howe has had to rely on various mine office notes, that have survived. There is no similar geological text or plan available for Discovery, or for the other emerald target areas, although a few untitled paper

plans have survived. It would be an effort to convert these paper plans to a digital format but it could be done.

The mined area (Figure 6) extends over approximately 1 km² and is focussed on the intersection of the Cobra north-south structural trend with the east-west Discovery trend at the intersection of a regional granite-greenstone contact and the east-southeast to southeast-trending Selati Salient of the MF schists. The talcose mafic and ultramafic schists form a complex outcrop pattern defined by the two structural trends and the north northeast-trending, steep-sided granite bodies. The flanks of the complex, believed by J. Langlands to be an easterly-trending synform, are composed of quartzites and quartz mica schists which postdate the MF meta-volcanic schists (J. Langlands) that occur at Cobra and further to the east and of the mine workings.

However, ACA Howe has found an old paper copy of a detailed working geological plan/sketch dating from the early 80's created by S. J. Whitecross, a geologist working at the mine at that time. This sketch is the only geological information currently known to ACA Howe of the Cobra Pit as it was at the time (Figure 8, Figure 9 and Figure 10).

It appears that Mr. Whitecross made use of a version of this sketch in his M.Sc. thesis entitled "Whitecross S. J., 1993. The Geology of the Gravelotte Emerald Mine, North Eastern Transvaal. MSc (Geology) thesis at the University of Natal, South Africa". R. Spencer however has seen a copy provided by a private source and notes that the text provided details with the emerald and gold mineralisation undertaken by Golden Dumps. No formal accompanying plans have been located.

In any case, an effort should be made to digitise the paper plan for inclusion in the 2023 model if only to create a more accurate geological plan of the Cobra pit, one that could go some way to interface with the extensive historic drilling that took place in and around the pit at this time. It is also recommended that the flooded 10 Level at Cobra be drained and the exposed level be mapped and sampled in detail to add to the geological knowledge of this deposit.

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Figure 8: Geological map by Whitecross (1980s) - Cobra North

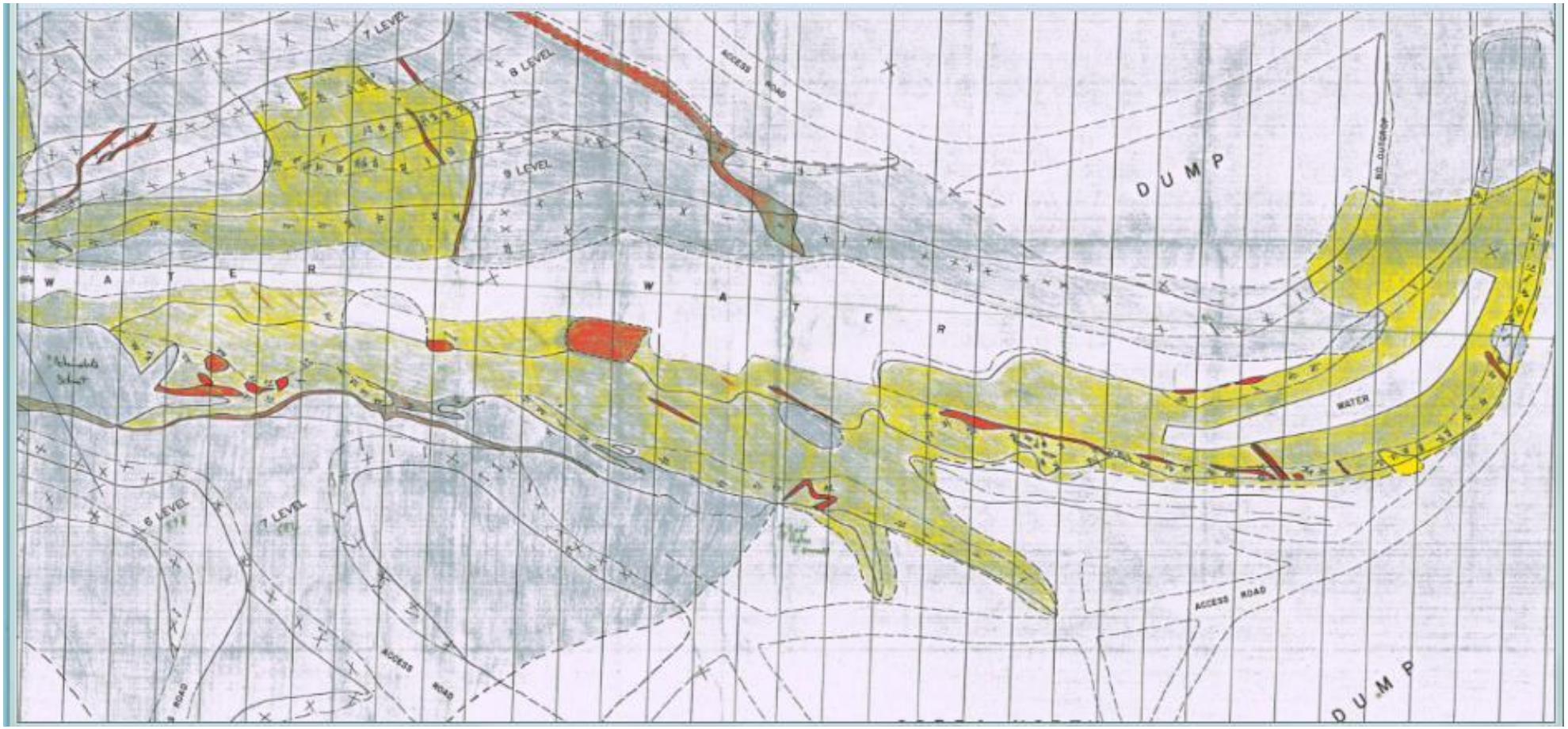

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Figure 9: Geological map by Whitecross (1980s) - Cobra Central

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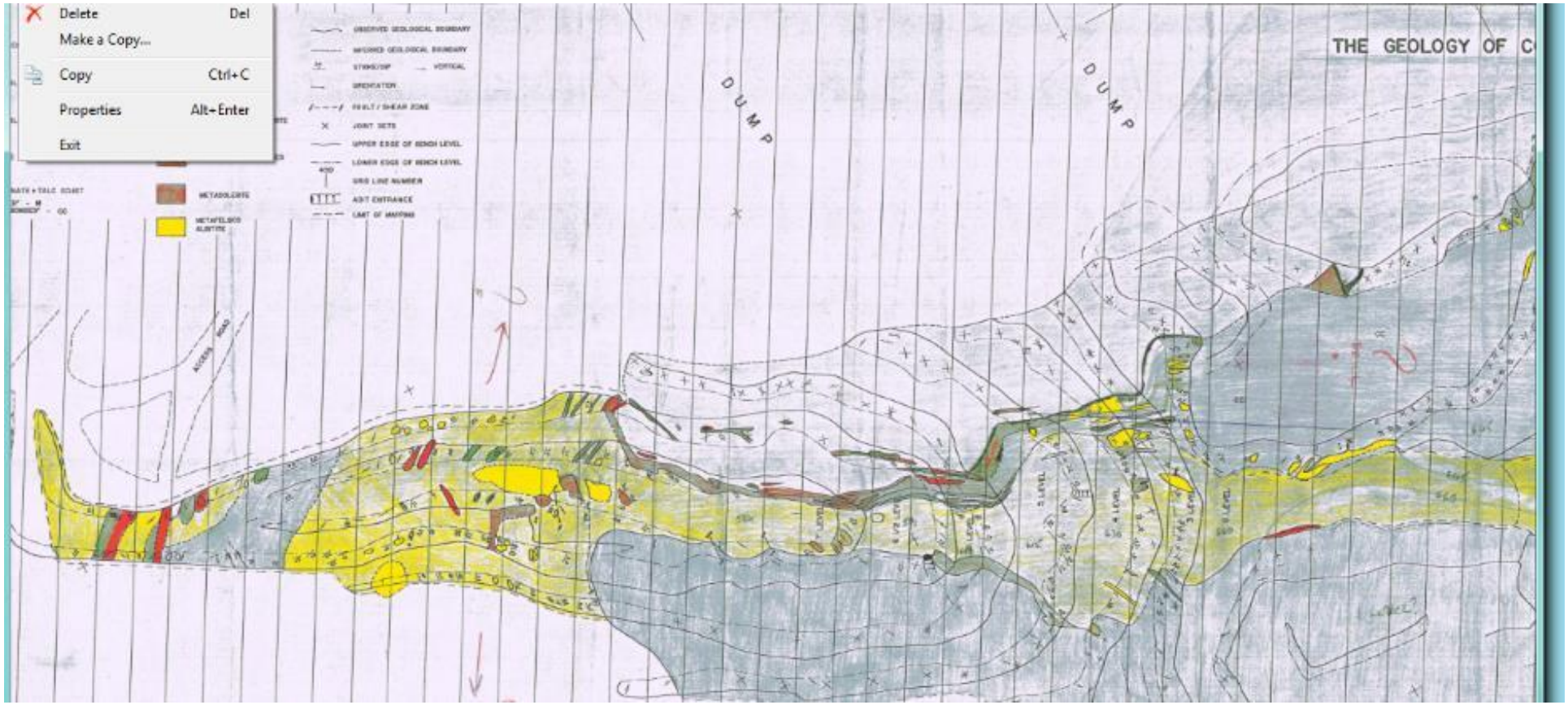
Figure 10: Geological map by Whitecross (1980s) - Cobra South



The short 5 day mapping programme by SRK Consulting in 2016 provided some detail on the geology of both pits. However, it only covered about 2000 x 50-150 metres of exposed geology at the two pits and is by no means complete.

The emerald-bearing zones and their sub-divisions identified by ACA Howe for the Cobra and Discovery pits, are named as follows and are located on Figure 6.

Cobra

- Cobra North
- Cobra Main Reef
- Cobra North Reef
- Cobra Nine Reef
- Cobra Far North and Cobra Deep
- Cobra Underground
- Cobra South

Discovery

- Discovery Pit
- Discovery South
- Discovery Hill
- Discovery West & Far West (W & FW)
- Discovery W & FW to Cobra South
- Discovery North

Beryl Kop

- Beryl Kop East
- Beryl Kop West

Sable Kop

7.3.1. EMERALD-BEARING ZONES AT COBRA AND DISCOVERY

As is the case with all geology for the Cobra and Discovery pits, ACA Howe has no knowledge of the detailed geology for the three pits, apart from the old paper copy of Whitecross noted previously (Figure 8, Figure 9 and Figure 10).

The Cobra mineralised zone is divided into two sections, the first, Cobra North, from the north of the top of Cobra Hill (at 570N) to the base on Level 9 and northwards to approximately the location of the "Hockey Stick" at 1010N (approximately 450 metres). The second (Cobra South) is located south from the top of Cobra Hill onto the flattish base area (close to the western extent of the Discovery Pit) at about 250N (Figure 6).

The main target at Cobra is at depth, at Cobra North, is below 9 and 10 levels, further north from Cobra North (Cobra Far North) and at Cobra South, below 7 Level. Levels are shown on Figure 11 below.

Cobra North

At Cobra North, mineralisation has been shown by Magnum to extend well beyond 1010N, which was postulated by ACA Howe in early reports to at least 1300N (the WT traverse). No exploration drilling was attempted to test this until the 21 hole RC programme by Magnum in 2015.

The Cobra North zone of emerald-bearing schists varies from about 20 metres in width on the crown (570N) of Cobra Hill, to 20-30 metres wide at 700N where it is covered by a serious slip which occurred (in April 1986) from the southeast sidewall of Cobra North. The slip had the effect of closing off access to ore above, on and below 9 Level in the area directly below the slip. The slip is still evident from 700N south to the change of slope going up towards the 570N view point.

The emerald-bearing schist appears to widen north from about 850N to 1010N and now along the two RC drill traverses, a width of 70 m at the "Hockey Stick" traverse and perhaps 90 m wide at the Water Tanks (see Section 10).

The large near term production potential of the Cobra deposit, appears at this stage, to be within the Cobra North and South pits themselves. Discussions with several of the geologists/miners who worked at the mine in the 80's, indicate that the largest proportion of good stones (AA & A) in the entire area come from this +-kilometre long linear zone. However, this opinion may be biased by the fact that only a small part of the historic production has come from Discovery or from Cobra South and that the Discovery mineralisation is significantly more widespread than is/was known to be the case at Cobra.

In January 1986, management estimated that there was 5,000 tonnes of ore available on 10 Level at Cobra North. This material was mined out by mid-1986 by Golden Dumps.

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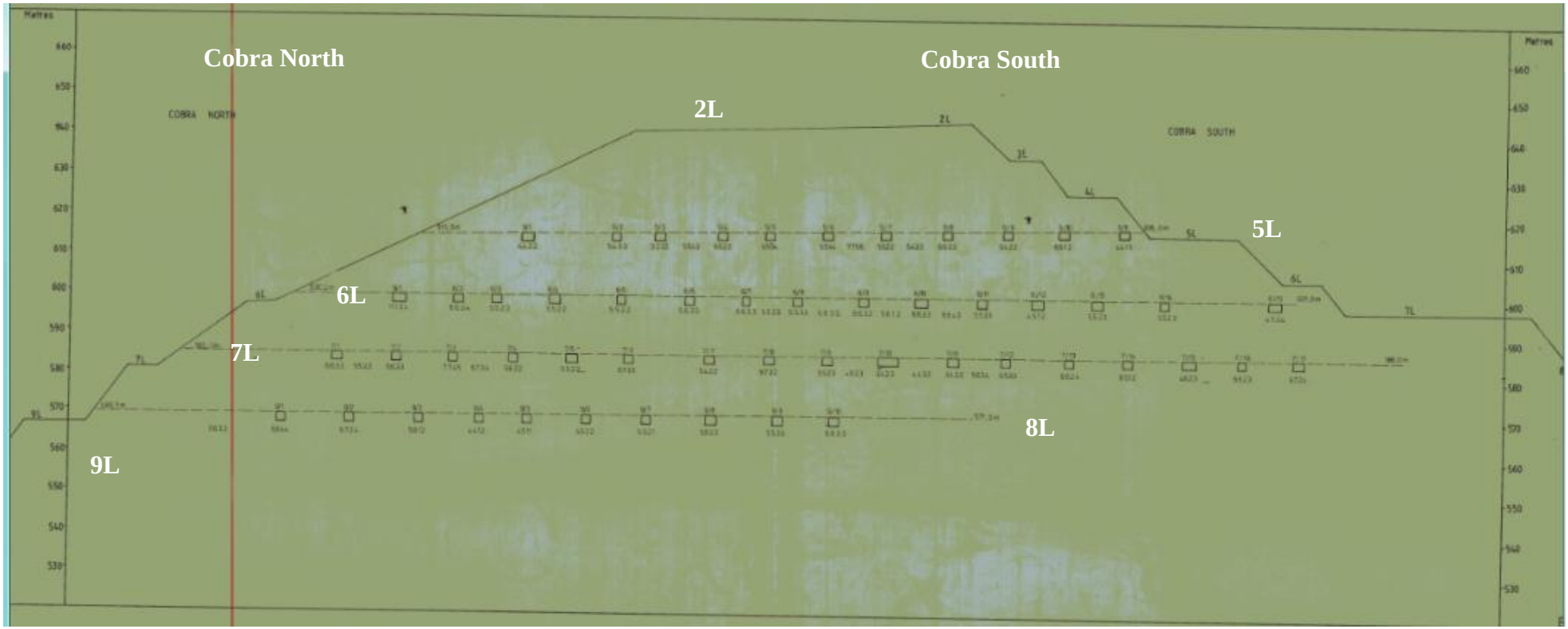
Figure 11: Longitudinal section showing Cobra North and Cobra South



Although ACA Howe had previously estimated a small volume of ore still available above Level 9 (related primarily to the North and 9 Reefs) to the west of the pit, for the purposes of this document ACA Howe have ignored these upper levels as it is likely that these upper areas have been mined in the post mid 80's era.

ACA Howe also notes that north of about 800N, the schist package, and mineralisation, appears to dip eastwards under the EBG at depth. The effect of this feature on the mineralisation here at Cobra North, can only be guessed at this stage.

However, the important issue here is that the Cobra mineralisation appears to dip underneath the eastern granite which bounds the pit face on the east (shown on a number of drill sections), suggesting that at least part of the "bounding" granite does not have deep vertical roots. A local example for the vertical rootless granite wedge can be clearly seen on the eastern side of the Cobra South pit close to the eastern zone of linear mineralisation at 2 Level near 570N (Figure 12).

This further suggests that the area under the EBG to the east of Cobra North is an important exploration target. It also indicates that the relationship between the mineralisation at Beryl and Sable Kops needs to be better understood, especially with regard to any relationship with the Cobra mineralisation and a probable genetic link between all the mineralised zones at Cobra. It is possible that a central mineralising control, such as a hydrothermal "vent/zone" for example, may have been responsible for all of the emerald mineralisation at GEM.

Subject to the successful sampling of 10 Level, ACA Howe is of the opinion that the immediate potential for additional emerald-bearing schist at Cobra North lies in the zone below 9 Level followed by the Cobra Far North section.

Cobra South

From May 1985, mining by Golden Dumps focused on establishing the Cobra South quarry. 448,000 Tonnes of waste was removed between August and September of that year between 2 and 6 Levels to provide 101,000 tonnes of high grade (+5gpt) ore. Stripping down to 8 Level was planned for October of that year but was never completed. According to J. le Cordeur, no mining work was undertaken below 7 Level here. It is doubtful that this work was ever completed. Levels are shown on Figure 13.

In April 1986, MW had reported that "final stripping of 20,000 tons to expose the emerald-bearing zone between 6.5 and 7 Levels was completed." This exposed 25 metres of emerald-bearing schist. This work followed a note by management to the board in September 1985, in which it was stated that "*detailed analysis of exploration results, historical data and underground sampling results disclosed that the major future ore reserve potential was in the Cobra South area*" and "*it was decided to cease all other mining operations as of 1 May, 1985 and concentrate on establishing the Cobra South quarry*".

Figure 12: Photo showing rootless granite apophyses/dykes (yellow outlines)

Figure 13: Cobra South face levels (and Beryl Kop)

The information on which this decision was made is no longer available but ACA Howe assumes the effort of stripping a total of 480,000 tonnes of waste over a 6 month period to expose the ore-zone down to 6 Level from 2 Level by the end of September was deemed to be worthwhile with the waste stripping cost of R1.14/tonne current at the time.

In January 1986, it was reported that a high grade zone existed between 6 1/2 and 7 Levels and 60,000 tonnes of overburden of a target 360,000 tonnes (to expose 8,000 tonnes of ore) had been removed to access this material. Stripping of another 20,000 tonnes of waste was completed by the end of April 1986 as note above. The May monthly report further notes that "further stripping operations were curtailed pending bulk sampling results". As mining operations ceased in mid 1986, it is inferred that Golden Dumps never mined below 7 Level. Information from workers at GEM in the 1980's and from the review of existing documents suggests that, at Cobra South, mineralisation above about 7 Level, was effectively exhausted by about mid 1986.

At Cobra South, mineralisation extends linearly from Section 570N (at the top of the hill) southwards to about Section 370N (mainly on and close to the eastern face of the pit in contact with the EBG) where it is truncated by the east-west Discovery structure. A single report from mid 1986 suggests that the mineralisation was traced down to Level 10 by drilling. The distance from 7 to 10 Levels, approximately 3-3.5 levels, or +40 metres below 7 Level, down to about 560-565m asl (also the approximate elevation of the surrounding plain). At this time, there is no reason why mineralisation will not continue below Level 10 here. Although ACA Howe cannot confirm this from the data that has been recovered, it appears that emerald mineralisation continues down below 7 Level to at least Level 10 here.

Relative elevations are important to consider at this stage because it is very much easier, and cheaper to tunnel through granite than it is through schist and if URA is envisaging underground development into Cobra North/South from the surface, it will be far easier to do this from granite portals at ground level. Level 9 is at 575 metres above sea level and 10 Level is +15 metres below this whilst the general elevation of the plain away from the open pits, is at about 560-565 metres.

Discovery – Cobra South

In this area immediately adjacent to the east-west trending Discovery mineralisation, the relationship between the north-south Cobra zone and Discovery is quite unclear and needs to be better understood as it is possibly a very important emerald target. The Cobra South mineralisation, certainly in the upper sections of the exposure seems to be similar to that at Cobra North with emerald being concentrated on the eastern side of the linear talc schist zone close to the margins of the granite in this locality.
Whereas, at Discovery, only a matter of 150 metres away from the Cobra South mineralisation, there is a 90^{o} change in strike direction, of the emerald-bearing schists. Clearly, there is a significant structure involved here.

There is approximately 250 metres of poorly prospected ground close to the base of the hill at 7 Level (585m asl) south and downhill to the ground level of the Discovery West area at 600m asl. The talc

schist zone here ranges from 20-60 metres in width widening to the south with the mineralised zone estimated to be of the order of about 10-20 metres wide and apparently concentrated on the eastern flank of the Cobra South pit. This area needs to be trenched, mapped and sampled to investigate the continuity between the Cobra South and Discovery mineralised packages.

SRK do not believe that there is a physical connection between the Cobra and the Discovery mineralisation zones. ACA Howe does not agree with this opinion and considers that further work is required in this area.

Discovery Pit

As noted earlier, there are no formal geological plans available for either the Discovery Pit or any of its sub-areas. The creation of a detailed geological plan using available data is an important target for URA.

It appears that the main production from inception in the Cobra area came from the Cobra North/Beryl zone, originally from the open cut first developed at the top of Beryl Hill and then on to what is now the Levels 1 and 2 view site at Cobra North. Development only much later moved onto Discovery East where outcropping emerald-bearing schist was found to exist on 1 and 2 Levels at that location. The June 1983 mine report notes that at that time, "Discovery had only produced 4.3% of all production" and that the Discovery baseline was also only put in at that time.

We have little or no information for the Discovery pit pre-1980, but it is likely that prior to that time emeralds were being produced here only in very limited quantities and then only from the upper couple of levels of the pit. Certainly, there is no evidence of significant emerald production pre the 2nd World War. However, percussion drilling on the north side of the pit on levels 1, 3 and 4 was carried out in May 1981 and showed the existence of pockets of emerald especially on 1 Level.

The Discovery emerald ore zone occupies the southern part of the Germania Koppie complex of outcropping talcose schist and various granitic and felsic bodies. The geographic intersection of the two structural trends (north-south and east-west) of the area can be clearly seen (Figure 6). However, the actual physical (on ground) geological intersection of the two trends has been obscured by talus and debris from earlier mining episodes. However the east-west trend is obviously dominant and the Discovery mineralisation zone extends, and is open, in all strike directions and down-dip. Dips vary in the pit from 45 to 70^{o} to the south with the steepest dips in the west and the shallowest in the east. It is also clear that the Discovery deposit has been influenced structurally by the Selati Salient feature described above.

It appears though, that the major limiting historical issue which affected the development of the Discovery area was its proximity to the so-called "Southern Marais Claims" (owned by W. Marais) located just south of the present quarry, at the apex of the Discovery Hill. The GEM management historically were unable to reach agreement with the owner of those claims to either work or in any way gain access to their claim area on Discovery Hill. The Marais Claims were replaced by W. Marais's inheritors (Lorraine Hardie) via the 2005 Venus Emerald application.

However, the immediate structural controls here are likely to be the probable thrust contact between the MF schists and the intruding Willie Granite. This may have provided a favourable channel way for hydrothermal fluids to move from the granite contact into a zone made up of chemically receptive talcose ultramafic schists below and carbonate-chlorite-talc schists above and a zone of pegmatoids, felsic intrusives and quartz-rich schists, all of which may have been available to the Be-rich fluids. It is plausible that the mineralising fluids that introduced the beryl and emerald into the entire GEM area may have had their immediate geographic (and granitic) source in the Willie Granite apex (nodal) area in the Beryl/Sable Kop areas just east of the Cobra North/South open pits (and north of the Discovery East area) as suggested elsewhere in this document.

Golden Dumps closed down emerald operations at Discovery in December 1984. The discovery of gold mineralisation prompted new development work and drilling at about that time in the pit, continued in and around the open pit up to 1986. This gold work seems to have resulted in the identification of many earlier emerald-focussed wagon and core drill holes, many of which do indeed pre-date 1980. Anecdotally, Golden Dumps also undertook a programme of deep, mainly inclined northward core drilling, from various locations in the Discovery pit at the behest of a member of the Pouroulis family. A direct result of the inclined core drilling programme noted above, has been the identification of widespread emerald mineralisation existing well away from the boudin targets and has proved valuable in understanding the widespread nature of this pervasive micro fracture-associated (MFR) emerald mineralisation as noted previously. This work resulted in the detailed analysis of drill core for both emerald/beryl and for gold.

ACA Howe's earlier drill hole digitisation project for Magnum (2016) did not include as much drill section information as had been available for Cobra North. However, a sufficient number of sections were acquired to attempt a first pass attempt at interpreting these sections. The results of this post 2016 work has enabled ACA Howe now to recognise the importance of the fracture-related stye of mineralisation for the first time at Discovery. At Discovery, in 2016 ACA Howe was able to digitise data from 34 of the potential 50 by 10 metre spaced sections for the 1st pass modelling undertaken at that time. The set of 34 summary drill sections was from Section 11E in the west to 43E in the far east of the quarry (all drilled in 1983-1986). Additional unscanned copies of sections from 4 to 11E, and from 43 to 47E, have been found on site (2022) but have not been included in the present modelling project as they have not yet been digitised.

The remaining Golden Dumps data also appeared to be showing significant near-surface ore remaining on and just below the southern face and bottom of the 400 metre long Discovery open pit. This mineralisation has been further enhanced, but not quantified, by core and percussion drilling undertaken during the mine life, down dip and well below the current pit bottom. The mineralisation appears to extend from about 11E to 25E. However, Magnum did not confirm whether this material had been robbed by the previous management as was the case at Cobra.

Thus, Discovery mineralisation is not only restricted to the proximity to the blackwall contact zones (as at Cobra) but is also concentrated in pervasive fracture systems (the MFR). No grade or quality

information is available for the emerald/beryl located in the core holes. This widespread MFR emerald mineralisation is now known from drill intersections to extend from Level 1 to at least as deep as the equivalent of 14 Level in this area, i.e. to about 500m asl. As a result of the Golden Dumps core drilling and emerald analyses noted above, it appears that Discovery also has a good potential for providing a number of areas where the wide-spread MFR form of mineralisation occurs at relatively near surface locations in the form of emerald-bearing schist. In his earlier capacity as consultant to Magnum, R. Spencer had alerted the company to the presence and potential importance of these widespread fracture-related mineralisation in 2015/16.

The emerald-bearing schists in the west, centre and east of the pit may extend to the same depth as the deepest intersection in the west at the 512m level (perhaps even as deep as a hypothetical 14 Level as at Cobra North), a vertical maximum distance of up to 150 metres. The extensive (10's of metres along strike) near surface intersections may also persist with depth. There appears to be good scope to firstly locate a number of bulk sampling sites and for the drill definition here of substantial tonnages more than have been identified in any of the previous resource estimates.

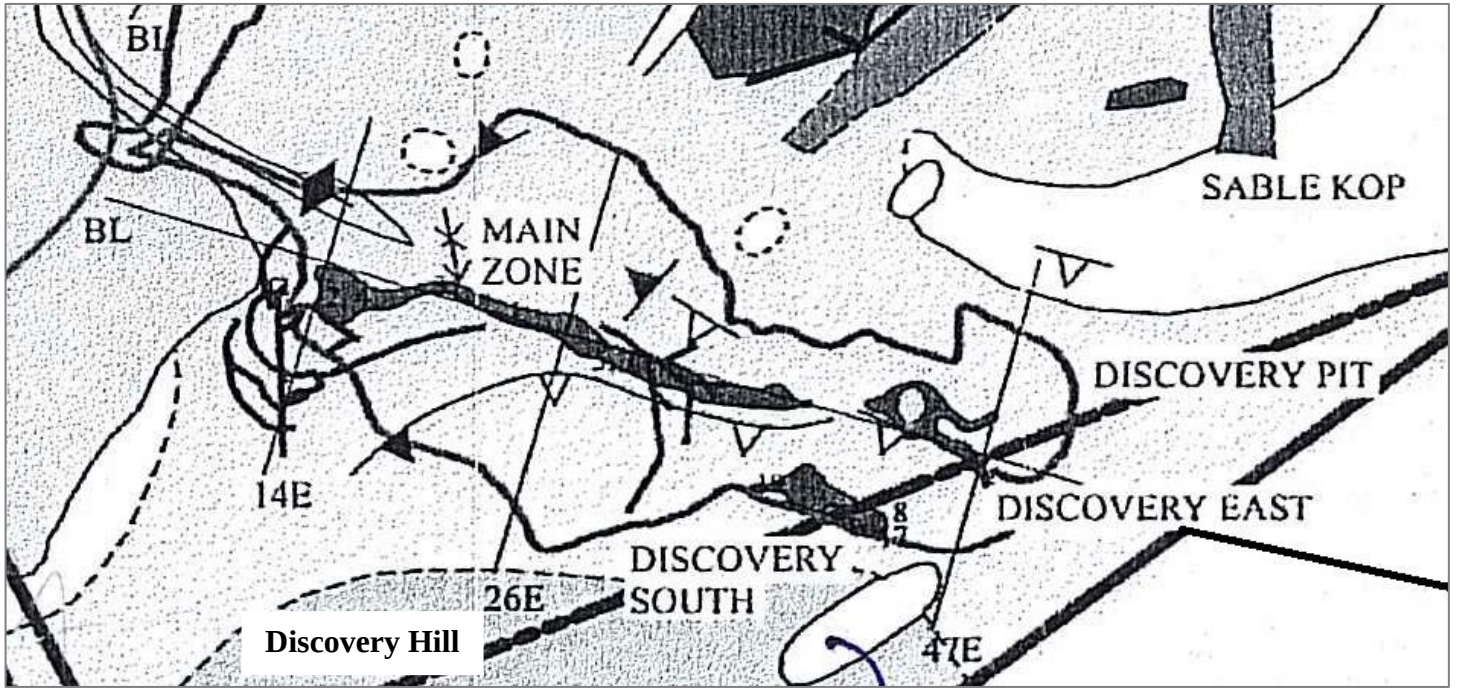
Underground Development

Previous management created a short underground adit system in the east of the main pit, at 612m asl, at the top of the 5 Level bench on section line 27.5E, just north of the baseline. The development was a reaction to the results of an emerald review by Golden Dumps in 1984 and driven eastwards to intersect an emerald wagon drill anomaly about 100 metres from the portal. Only a total of 220 metres of underground development was created and certainly from the only 31/12/1986 plan that we have found, it does not seem that much ore was recovered as a result of this work. The adit system was portaled in MFR schist.

By early 1985, exposed ore above 4 Level on the north side of the pit had been exhausted and only a limited amount of ore was available on the south side against the Marais boundary. It appears that prior to August 1984, production from the pit occurred primarily from benches on the 5 and 6 Levels. Levels 3-6 on the north side of the pit (opposite the Marais claims) had not been maintained and waste stripping neglected. By early 1985, production at Discovery basically ceased and a decision was made to focus on Cobra South. The option of underground gold mining at Discovery was being investigated at this time. At the end of 1985, management were reporting reserves of 175,000 tonnes of emerald ore at a grade of +5g/t down to 30 metres from the surface, mainly from the Main Zone. However to access this ore, approximately 700,000 tonnes of waste stripping was required on 5-6 Levels to expose new ore on both sides of the pit. Additionally, the benches on the south side of the pit at all levels appear to be too narrow for safe mining. In May 1985, instructions were being given to strip surplus existing equipment operation-wide for spares, major maintenance schedules were stopped and extensive theft of emeralds was identified as an issue.

A note in the September 1985 Progress Report says that benches on levels 3-6 on the north side of the pit had not been maintained at the time of the takeover (August 1985) and that by the end of 1984, emerald mining in the Discovery open pit had been terminated.

Figure 14: Discovery pit plan



See Figure 24 for the location of the boundary of the Mining Right in relation to the eastern side of the Discovery pit.

It should be noted that, Rozolor, a company set up by Scott Huntly and Dave Richards during the LP Hill time, submitted a PL application to the DMR over an area immediately around the existing GEM mining licence and part of this application which covered a small area east and south of the open pit as it was in 2013. The application had not been fully processed at the DMR (R. Spencer, 2015) because of the presence of a previously conflicting and unknown/reported PL made by Venus Emeralds. URA is currently investigating the status of this application and awaiting the processing of the Section 11 document (Transference) by the DMR in order to be able to access the information. If this licence application is actually current, then it will be immediately east of the Discovery Pit and the area south of the "Marais Claims" and east of the eastern Cobra entry road.

A short structural mapping programme was completed at the Discovery pit by SRK Consulting. However, field observations by J. Langlands of ACA Howe had previously suggested that many of the pegmatoidal pods at Discovery may be boudins with a steep southwesterly plunge. The Discovery South mineralisation located in the eastern part of the Discovery deposit seems, on the basis of drilling results, to plunge in this direction. It is possible that the pegmatoids which introduced the beryllium to the chromium-bearing magnesian schists are oriented parallel to the lineation formed by the interference of the steep, northerly-dipping axial fold planes of the Murchison Schist Belt proper and the southward dipping later fold axial planes of the Selati Salient (SS) cross-fold at a plunge culmination.

In the 1980's, seven vertical diamond drill holes spaced 25m apart were put down along a north-south line just west of the Discovery Pit. Emeralds were found in the three northern holes.

East of the pit, five vertical and angle holes have been drilled along a north-south line and, in conjunction with a considerable amount of percussion drilling, proved apparent ore grade intersections to the south of the pit on each side of the security fence have been reported. These drill holes have not as yet been identified on the ground.

There has been no drilling to prove mineralised ground exposed in the pit floor until this programme started in 1983. ACA Howe has not been able to locate these 12 holes either on the ground or in the database.

Discovery East

Golden Dumps had extended the Discovery baseline for some 170 metres beyond the pit boundary and further onto the SS. There is no record of any exploration being undertaken in this area thus there is a possibly significant strike length of unexplored strike east of Discovery East at least to the Willie/Farrell boundary.

However, as this area (Discovery East) may be included in the "Rozolor" PL noted above, the area has not been included in the Exploration Targets outlined in this report.

Discovery West

There are some 150 metres of strike unexplored west of the Main open pit to the southern tip of the Cobra South pit.

There is also a 500 m long airborne magnetic low which trends from the above location north and north northwest behind the dumps west of Discovery towards the entrance road. This feature needs further investigation.

Discovery Hill

- Discovery Hill is a 14 – 18 ha north west facing hill slope crowned by a large white quartz/silica outcrop at an elevation of about 675m asl
- It is known that MF talc schist outcrops over the entire hill slope below the silica deposit.
- Historically, and until the early 2000's, the hill slope was covered by a claim owned by Mr. W. Marais (who would not deal with Golden Dumps, in the companies attempts to acquire the claim to allow for the southern extension of the Discovery pit). The claim area is now included within the GEM property.
- Previous miners at Discovery had found emeralds directly below the Discovery Hill quartz outcrop in trenches and angled drill holes from the Discovery side (see DDH41 on Section 35E). DDH41 was collared 9 metres north of the Marais boundary and drilled at 50^{o} southwards. The 65m long hole entered Marais space at the equivalent of Level 2 and immediately recovered mineralization for about 9 metres down hole from 638m asl to 625m asl, the equivalent of Level 3 at Discovery. No information on this prospecting work is now available but the hill slope is clearly prospective for emeralds.
- The prospective areas south and west of the Discovery Hill covers an area of 14-18 ha between the southern and eastern boundaries of the (tenement Figure 6) with the Selati Game Reserve.
- See Plan 1032: "Discovery Quarry. All Exploration Drilling from June 1980 – May 1986", in the mine archives.

7.3.2. BERYL – COBRA DEEP ZONE CONCEPT

The two granites (WBG) and (EBG) that occur in 3 dimensions at the crest of the Cobra Hill both appear to taper vertically from Level 1 (at the crest of the hill to zero width close to the Level 2 saddle located between Cobra South and North. This suggests that these, and possibly other of the smaller granites in the mine complex area do not have significant (or varying), depth extents) but perhaps exist more in the horizontal (or inclined) plane.

The concept is presented that all of the Cobra North and South, Discovery, Beryl, and Sable Kop mineralised zones may be linked at depth (perhaps at about the 12 Level (about 520, asl) and only 30-40 metres below the present plain surface at 550-560m asl.

7.4. MINERALISATION AT GEM

7.4.1. MINERALOGY

The emerald mineralisation at Cobra/GEM is often (but not exclusively) located in biotite/phlogopite-rich alteration zone or selvages (known as "blackwall") developed around quartz-feldspar boudins that are related to the late stage S-type granitic intrusions of one of the several Archean granites (most probably the Willie) that are found in the general area of the GEM Property. Another important form of mineralisation occurrence at Discovery and probably at Cobra as well, are the single or clusters of emerald crystals (presumably following micro-fractures or other dilational openings well away from boudins or pegmatoids) often found on the waste dumps and which may be examples of the so-called MFR zones more fully described previously.

These clusters are usually elongate, but sometimes disjointed and dislocated (but otherwise unharmed) and simply follow the schistosity and sometimes also replace other suitable minerals such as actinolite. These elongate crystals, up to 6 cm in length and 5 mm in total width, often exhibit well-formed prismatic and hexagonal crystal forms. The crystals often appear to have been gently dislocated at right angles across the long axis but are otherwise unharmed.

The dislocation event may be a reflection of a gentle shearing movement (such as what may occur in either regional or local schistosity events) and would possibly imply the existence of already formed emerald crystals in rocks that are then subjected to gentle shearing, or possibly a mineralising event coeval with regional metamorphism,

The net effect of the dislocation though has often been to reduce the size of some of the larger crystals to a series of near identical but much shorter, individual crystals. It does appear though that this is evidence of relatively gentle post emerald formation, movement (perhaps the thrusting event suggested for the formation of the Selati Salient) and if so, indicates that the thrusting event was happening close to the time when the emeralds were being formed.

There is currently no indication that the Cobra fluids came from either the Eastern or Western Bounding Granites (EBG or WBG) at Cobra. However, the EBG does contain often significant amounts of molybdenite (absent from the WBG) and centimetre size crystals of phenakite similar to those that have been found in the Willie Granite just east of the pits (R. Spencer). This indicates that both the EBG and the Willie have had the ability to carry Be (and emerald?) further supporting the view that both granites were involved in the formation of the GEM emerald deposit.

The general mineralisation regime however is consistent with late stage reactive siliceous and alumina-rich warm acidic fluids emanating from nearby, high level S-type granites.

The following extract from the CPR summary report by SRK Consulting (2015) on the Kagem deposit currently describes the multiple mineralising environments that occur at Kagem (presently the largest

single emerald mine in the world) illustrating the fact that emerald deposits can indeed manifest several different forms of mineralisation at the same time.

"Emerald mineralisation in the Kafubu area, including the Kagem deposits, belongs to a group referred to as "schist-hosted emeralds", relating to the interaction of Be-bearing fluids relating to pegmatoid dykes or granitic rocks, with Cr-rich mafic and ultramafic schists or weakly metamorphosed ultramafic rocks. At the Mine, emerald mineralisation is hosted by with three main styles of mineralisation recognised:

- Discordant reaction zone material adjacent to the pegmatite and quartz-tourmaline vein contacts.
- Concordant reaction zone material concentrated along the footwall and rarely the hangingwall contacts of the TMS unit.
- Discordant reaction zones hosted by brittle structures within the TMS unit distal to the pegmatite and quartz-tourmaline veins."

It may be that the third of these styles noted above (the "discordant reaction zones"), are similar in origin to the MFR mineralisation as has been noted at Discovery.

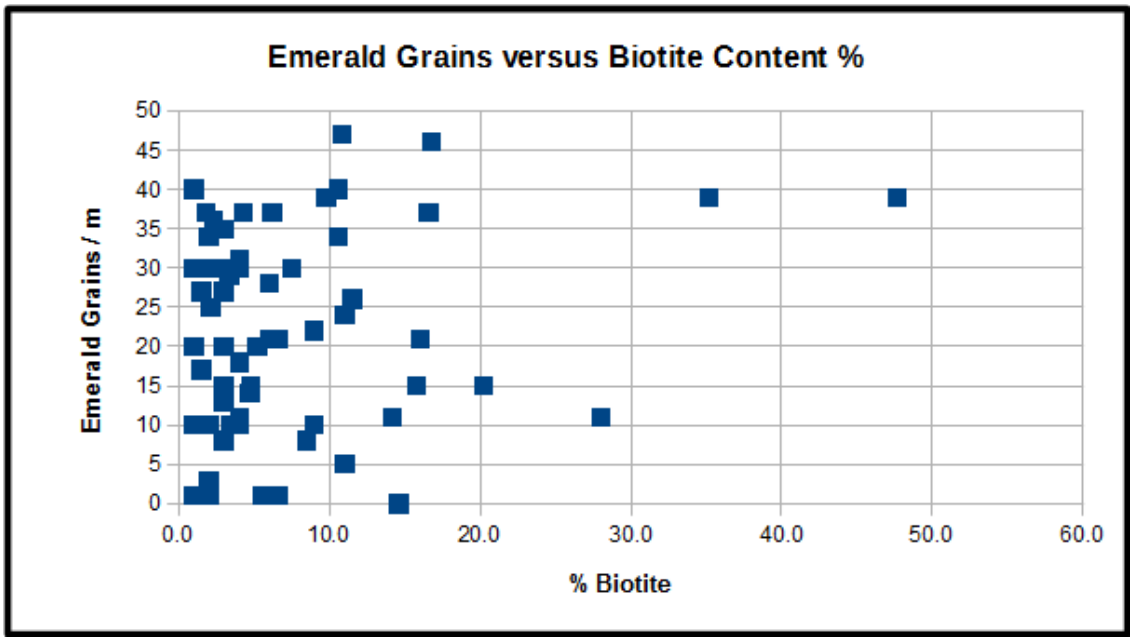
7.4.2. THE BIOTITE – PHLOGOPITE CONUNDRUM

The observed emerald distribution on the property and mirrored in the literature (e.g. Grundmann and Morteani, 1989), is that the emerald content is directly related to the biotite content of the schists. The early Cobra pit wagon drill logs (WDC series) included biotite percentages generally in 10% increments and length-weighted biotite contents (biotite % x emerald-bearing metre) were calculated to test this empirical correlation. A simple plot of emerald grains per emerald mineralised metre against metre weighted % biotite (n=73) showed this but more clearly it also shows that the actual biotite content need not be greater than say 5%, i.e. the emerald host rock would probably not be immediately classified as a biotite schist but rather a biotite-bearing schist. Greater emerald grain contents do tend to correlate with higher biotite contents (i.e. biotite schists), as shown in Figure 15 below. This simple graph was created by A. Phillips of ACA Howe in 2016, and illustrates an interesting point relevant to the biotite conundrum. That is, that the emerald grains appear to correlate with biotite content only up to about 15-17% biotite content. The data in the graph is derived from 69 emerald grains compared with variable amounts of biotite-bearing schist. It appears that 42 (61%) of the emerald grains actually occur in schists with less than 10% visible biotite (see Fig, 13).

This suggests that there is not necessarily always a direct correlation between emerald and biotite host rock, perhaps there is 'biotite' and biotite? The results of the mineralogical MSc that was created by Ms Coffin in 2015, suggests that phlogopite may be a more important emerald indicator mineral than has previously considered.

These percentages need to be better defined in any future work (in tandem perhaps with geochemical analyses), on account of their possible use in delineating potential mineralised zones. The Discovery drill data was not similarly investigated due to apparent inconsistencies in grain counts. Though this disparity was also observed by ACA Howe in the Cobra pit data, only one set of data was used.

Figure 15: Analysis showing the correlation between emerald grains and biotite content



The literature repeatedly mentions the role that biotite plays in identifying potentially emerald-bearing rocks from others. The observed emerald distribution at GEM and mirrored in the literature (e.g. Grundmann and Morteani, 1989) is that the emerald content is directly related to the biotite content of the schists. The Cobra pit (WDC Series) wagon drill logs gave biotite percentages generally in 10% increments and length weighted biotite contents (biotite % x emerald-bearing 'm') were calculated to test this empirical correlation. The ACA Howe 2016 plot of emerald grains per emerald mineralised metre against metre weighted % biotite (n=73) illustrates this (Figure 15). But more clearly it also shows that the actual biotite content need not be greater than say 15-17%, (and could be significantly less) i.e. the 'average' emerald host rock would probably not be immediately classified as a biotite schist but rather a biotite/phlogopite-bearing schist. Larger emerald grain contents do tend to correlate with higher schists containing biotite/phlogopite contents, as shown in Figure 15 above but only within the <17% level.

As far as GEM is concerned, this feature basically holds true but only as far as the perceived higher-grade targets that the early miners chased. Biotite, or "blackwall" as it is also known, certainly develops around many of the quartz and quartz feldspar boudins that became the miners primary underground targets at Cobra and Discovery from 1929 to 2001. Many of the reacted and potentially mineralised biotite encased boudins were too large to be easily broken or crushed and are still lying scattered within the dumps located around the pits.

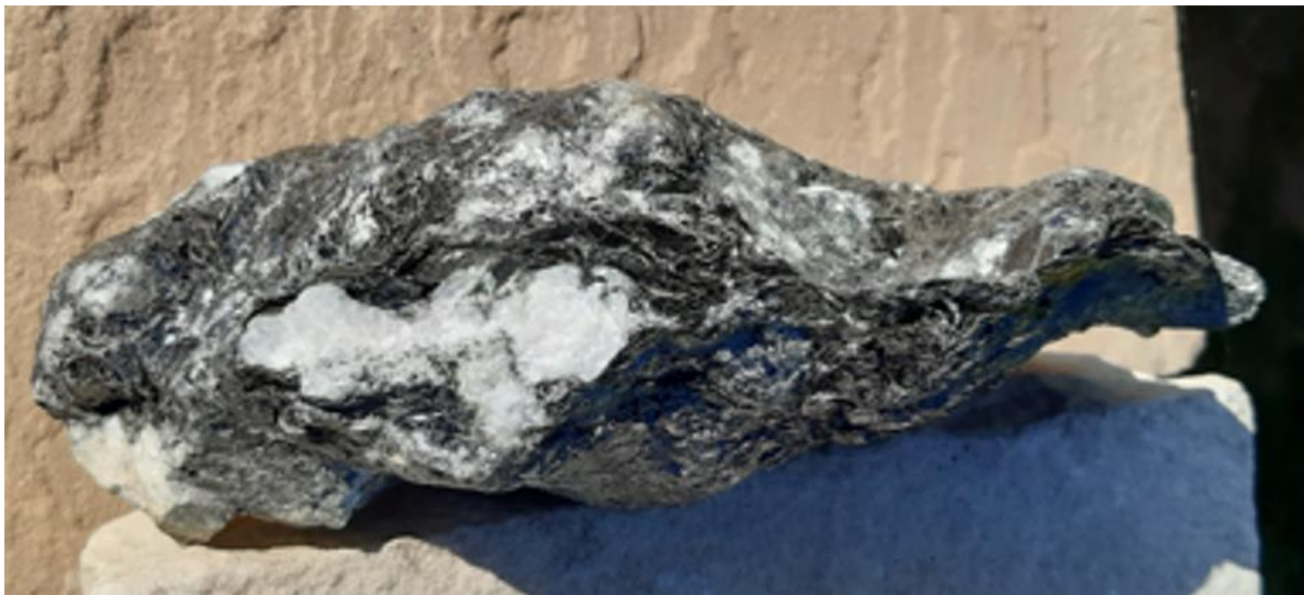


Figure 16: Hand specimen of biotite schist encasing quartz/feldspar boudin (12x4 cm)

However, black coloured biotite is the Fe-rich end member of a solid solution series of biotite on the one hand and the brassy coloured Fe-free, but Mg-rich other end member, phlogopite, on the other. Phlogopite occurs as shades of brown to golden colours. Figure 15 from the ACA Howe 2016 draft CPR, also illustrates an interesting property observed in the ACA Howe analyses of 'biotites' from the mine.

Biotite is the end member of the biotite-phlogopite micaceous series and differs from phlogopite by the relative amounts of Fe and Mg. Biotite contains significant Fe in its crystal lattice and is black in colour, in particular in the 'blackwall' zones (where the biotite is present as a reacted selvage) whilst phlogopite has no Fe.

Although the Cobra ore often does show higher grade emerald associated with "black" biotite (especially with the black selvages around the boudins) many of the inclusions particularly reported in the Coffin (2015) study, have been identified as phlogopite. This is a feature that is similar to that at Sandawana where the emerald ore is closely associated with phlogopite-actinolite schists and not biotite. Describing this non-boudin/selvage form of mineralisation, L. Contat, Mine Manager in the early 1980's (and one of the original discoverers of the Sandawana mine) noted the following when speaking about mineralisation at Discovery:

" ….. emerald mineralisation were encountered *at* Discovery Quarry. 'These' are very narrow zones of mineralisation and appear to be associated with *linear* fracture zones leading off pegmatite bodies. Mineralisation persists for more than 20 metres in some cases. The mineralisation associated with the highly discontinuous North Reef also appears to be largely controlled by fracture/shear and expansion crack planes. Preliminary investigation on Cobra South 2/0 and 3/0 levels suggest both of the above mentioned modes of emplacement".

Contat was certainly not describing the regular ‘black wall-type’ mineralisation. In fact, the mine geologist in the early 80’s, geologist Tom Hannay, reported finding emerald replacing actinolite in schist on the upper Discovery benches.

ACA Howe located a brief mention in one of rare mine research records that do survive. This work took place on-site into the chemistry of boudins or ‘felsics’ as they were also called. Apparently mine workers in the early 80’s, studied numbers of boudins (53) from both pits at GEM. A number of the boudins studied, showed a positive correlation for emerald content when these were analysed for K and Na. A K/Na2O ratio of +10 strongly indicated the presence of emeralds (and beryl?) in the rocks analysed. It was suggested that this ratio could be used to differentiate mineralised boudins from barren examples. There is no mention of whether any further work was conducted on this concept. The quote describing this work taken from a mine mangers report, describes the findings and is included below:

“53 samples of felsic intrusives were taken in and around Discovery quarry and were checked for various elements including sodium and potassium. A model was tested whereby the association of emerald mineralisation was compared with a sodium to potassium ratio. It appears as though a Na2O/K2) ratio of more than 10 correlates highly with emerald mineralisation although there are obvious exceptions to this trend.”

In summary, it does appear that there exists at Discovery (and very likely at Cobra as well), a type of emerald mineralisation whose significance has not been hitherto assessed. This ‘style’ is a widespread form of mineralisation, quite distinct from the blackwall/boudin style which was the main target during the 80’s. This may be similar to SRK’s “discordant reaction zones” at Kagem that makes up a large proportion of the resources at the largest emerald mine in the world!

7.4.3. ACADEMIC STUDIES

Microprobe analysis by Robb and Robb (1986) showed that the green colour of the Cobra Mine emeralds is directly proportional to chromium content and unrelated to iron content which remained relatively evenly distributed in the two crystals analysed. The important issue here is the reference to two crystals, which may be too small a sample size on which to draw any conclusions.

Sevdermish and Mashiah (1995) noted that emeralds from South Africa, were deep green in colour, have a high RI of 1.593-1.606 and a high SG of 2.75. They also note that “the most characteristic inclusions are brown leaflets of mica which, when great in number, can significantly affect the colour and optical properties of the stone”. Grundmann and Morteani (1989) suggest that tectonic rotation of the emerald crystals has taken place as the biotite inclusions in the emeralds have different orientations to those in the enclosing schist.

In order to commence a mineralogical study of the GEM emeralds, Magnum allowed Ms. N. Coffin to undertake a review of the emerald/green beryl minerals located on the long abandoned sorting tables in the Cobra Pit for an MSc thesis at Camborne School of Mines. A set of stones from the mine site were provided to her. These emerald crystals (some of them were greenish beryl) were collected from

the GEM sorting table at Cobra Pit but did not include any top quality stones. The thesis was completed in 2014/5 and is included in the references to this document. An important conclusion of the work was the recognition of phlogopite (previously described as biotite?) as inclusions in several of the emerald crystals that she studied. A summary of the thesis conclusions is provided in Section 9.7.

7.4.4. EMPIRICAL STUDIES (ACA HOWE)

In 2016, ACA Howe analysed differing aspects of +1.5 mm diameter sieved emerald and beryl grain counts from 1.5 metre long exploration wagon drill hole samples drilled in the Cobra (108 holes) and Discovery (180 holes) pits during the period 9th June 1983 to 19th April 1985. ACA Howe noted that the percentage of emerald grains falling into pale, medium and good green colours were 57%, 35% and 8% respectively. These grain data splits are shown in Table 9. The stone codes used at the mine are those described in Section 6.

Table 9: Wagon drill emerald colour grain counts

Location	Pale	Medium	Good	Totals
Cobra RC Grain Count	2,065	1,354	301	3,720
Cobra RC Grain Count %	55.5 %	36.4 %	8.1 %	100.0 %
Discovery RC Grain Count	808	404	79	1,291
Discovery RC Grain Count %	62.6 %	31.3 %	6.1 %	100.0 %
Total RC Grain Count	2,875	1,758	380	5,011
Total RC Grain Count %	57.3 %	35.1 %	7.6 %	100.0 %

The fact that the emeralds and beryl have extremely nuggety distributions (i.e. have markedly log-normally distributed populations) is shown by the effect of the removal of the emerald grain counts of the two best mineralised boreholes from each of the two pit areas. This has the overall effect of changing the percentages of emerald grains falling into pale, medium and good colours to 65%, 31% and 4% respectively. The exercise noted above was also designed to determine the proportion of emerald grains relative to beryl grains from 2,076 m of wagon drilling in the Cobra pit. This exercise showed that emerald grains were recorded as being more common than beryl grains in the ratio of 1.48 emerald grains to 1 beryl grain with a strong tendency for the grain counts to increase sympathetically (n=65). However, it is unclear whether ‘beryl’ means coloured beryl or white beryl, or both. It does, however, suggest that when coloured, or white beryl grains occur in samples, it is possible that emerald will occur in close proximity to the sample.

7.4.5. MAGNUM STUDIES

Magnum (2015) undertook a very preliminary geochemical investigation on a number of rock samples from Cobra pits in an attempt to replicate the Kagem work noted above. This work was undertaken by SRK on behalf of Magnum. Seven schist samples (and a single dolerite sample) were analysed for a range of elements using a hand-held analyser. The results were apparently encouraging in that it appears that there may be a suite of elements, or combinations thereof, that could assist in identifying rocks which have the potential to be emerald-bearing, at least in hand specimen. Magnum's results are available on the mine site (Table 10).

Table 10: Portable XRF Trial Analysis COBRA vs KAGEM (ppm)

Element	Cobra - mica (+/- talc) schist samples		Kagem (Gemfields)	
	No visible emeralds (average of 50 analyses)	Visible emeralds (average of 12 analyses)	Talc mica schist	Reaction zone
Zn	114	94	1,208	5,443
Sr	37	31	135	201
RB	707	1,010	96	530
V	325	280	236	255
Cr	2,100	1,467	2,125	914
K	4,944	6,831	5,710	17,354
Ni	1,363	1,035		
Mo	207	85		
Zr	32	62		

7.4.6. MICRO FRACTURE RELATED MINERALISATION

The ACA Howe analyses of the historic drill hole emerald and beryl intersections at the Discovery Pit between sections 11E to 43E has shown extensive continuous and semi-continuous down-hole, and linear (from section to section), mineralisation of both emerald and beryl with no obvious associations with boudins. This style of mineralisation is quite different from the traditional and historical style which emphasised the association of emeralds with 'black-wall' reaction zones of mica-phlogopite schists encasing boudins and other felsic bodies. These reaction zones were the focus of both exploration and production at GEM from the start of mining in the late 1920's. There is little mention in any of the surviving texts from the mine (apart from 1 or 2 odd notes by workers) of this linear style of mineralisation, and it is unlikely that without the advantage of the ACA Howe digitisation exercise in 2015, that this style would have been recognised.

Table 12 below is a summary of 22 core and wagon drill holes drilled vertically (and inclined up to 60o, mainly in a northerly direction), from the northern and southern side of the pit targeting the MF metavolcanics which host the surface and near surface mineralisation in and around the pit.

Table 11: Drill holes at Discovery with extensive down-hole mineralisation		
Section Number	**Hole Number**	**Vertical Intersection (m)**
11	132 & 133	100
12	124	75
13	127	48
15	129	55
17	130	60
19	131	60
21	148	30
23	146	35
24	10	55
25	143	65
27	141	60
29	138	53
	139	67
32	68	30 (vertical WDD hole)
34	58	30 (vertical WDD hole)
35	57	30 (vertical WDD hole)
	48	20 (vertical WDD hole)
	40	35
38	150	30
41	147	50
43	145	60

These holes clearly show the extent of the hole to hole continuity (and section to section) that appears to occur throughout the drill package that is available to ACA Howe. Figure 17, Figure 18 and Figure 19 illustrate the semi continuous mineralisation in these three holes that is typical at Discovery.

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Mining and Geological Consultants

Figure 17: Discovery cross section 11E (Cape datum)

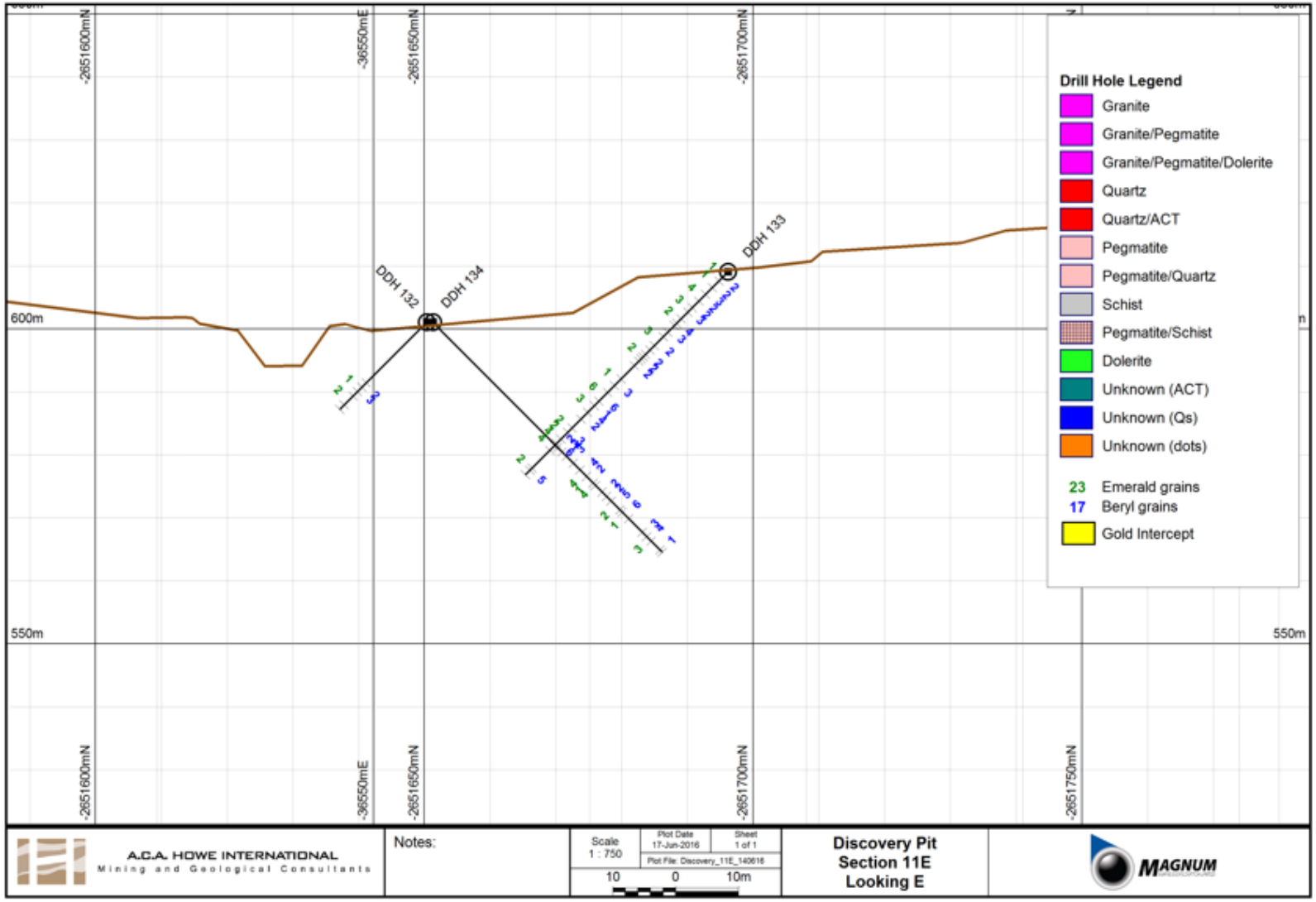

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Figure 18: Discovery cross section 15E (Cape datum)

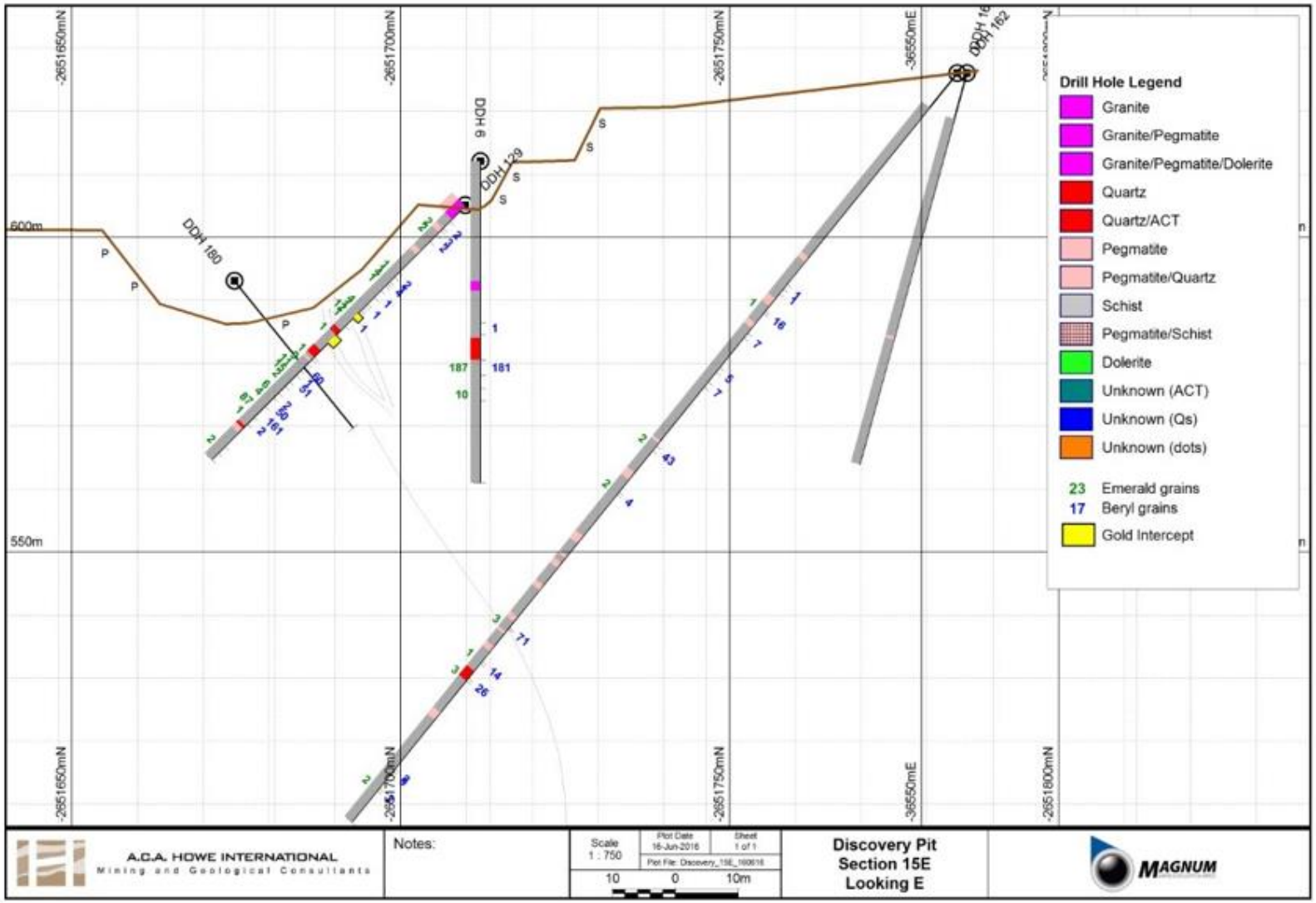

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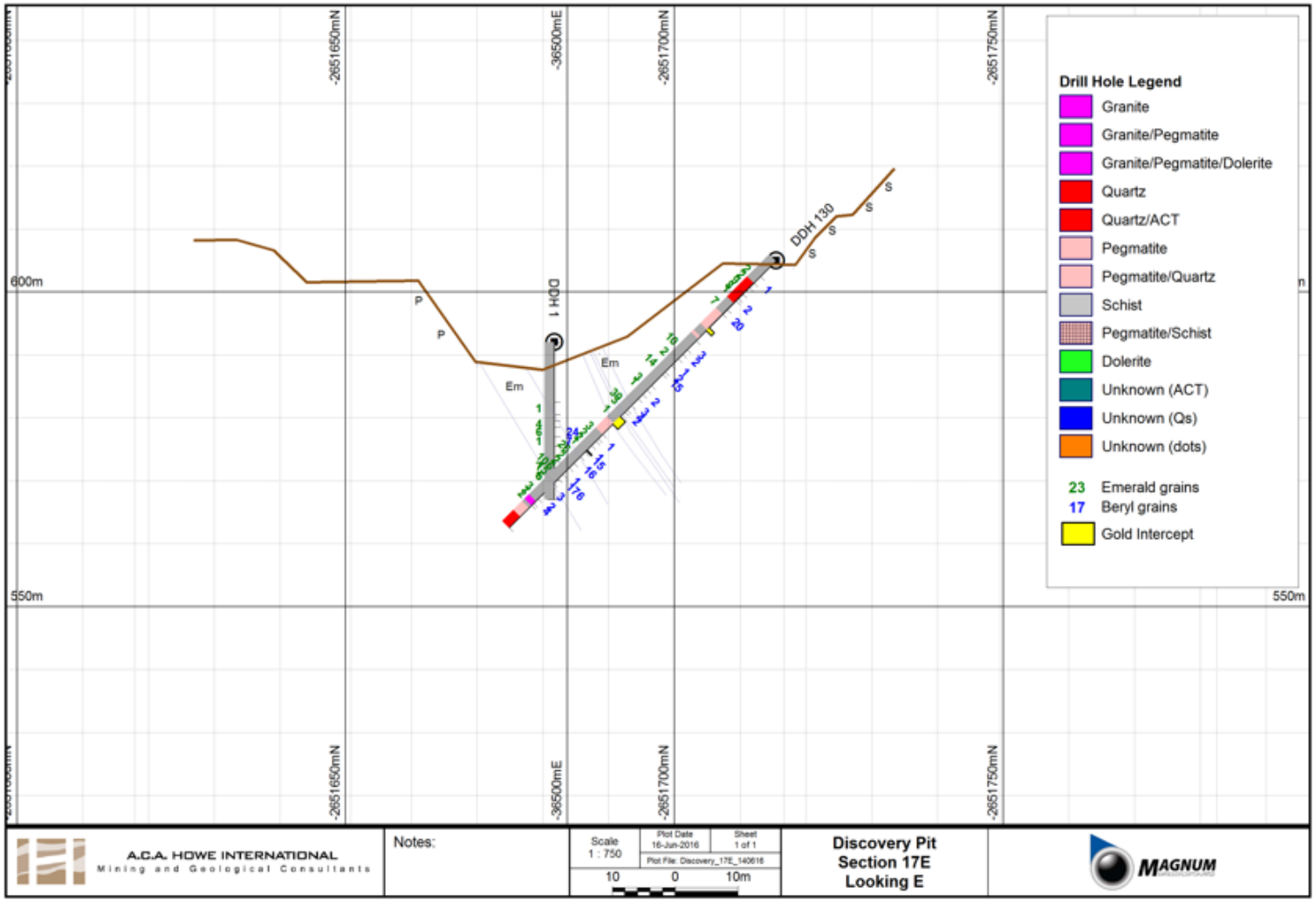
Figure 19: Discovery cross section 17E (Cape datum)



It is not possible to state unequivocally whether this type of pervasive micro-fracture related (MFR) type of mineralisation is accompanied by similar 'black-wall' reaction zones as exist for the 'boudin' style but this is likely to be the case. The fact remains that this MFR style is horizontally continuous across the length of the pit up to 300 metres, from west to east (following strike) and at right angles to the strike ie. north to south, for in some places 10's of metres. In the opinion of the author, this disposition of mineralisation can only be achieved structurally through imposed sheets of micro fractures (hence the notation 'MFR'), that are very suggestive of the "discordant rection style" of mineralisation as interpreted at Kagem in Zambia (Figure 20) that seems to develop in 'waves' out from a local source (in this case the proposed contact between the Willie and the SS structure, see Figure 6). As at Kagem, this style of pervasive mineralisation has the potential to contribute significantly to GEM's emerald and beryl inventory at the Property.

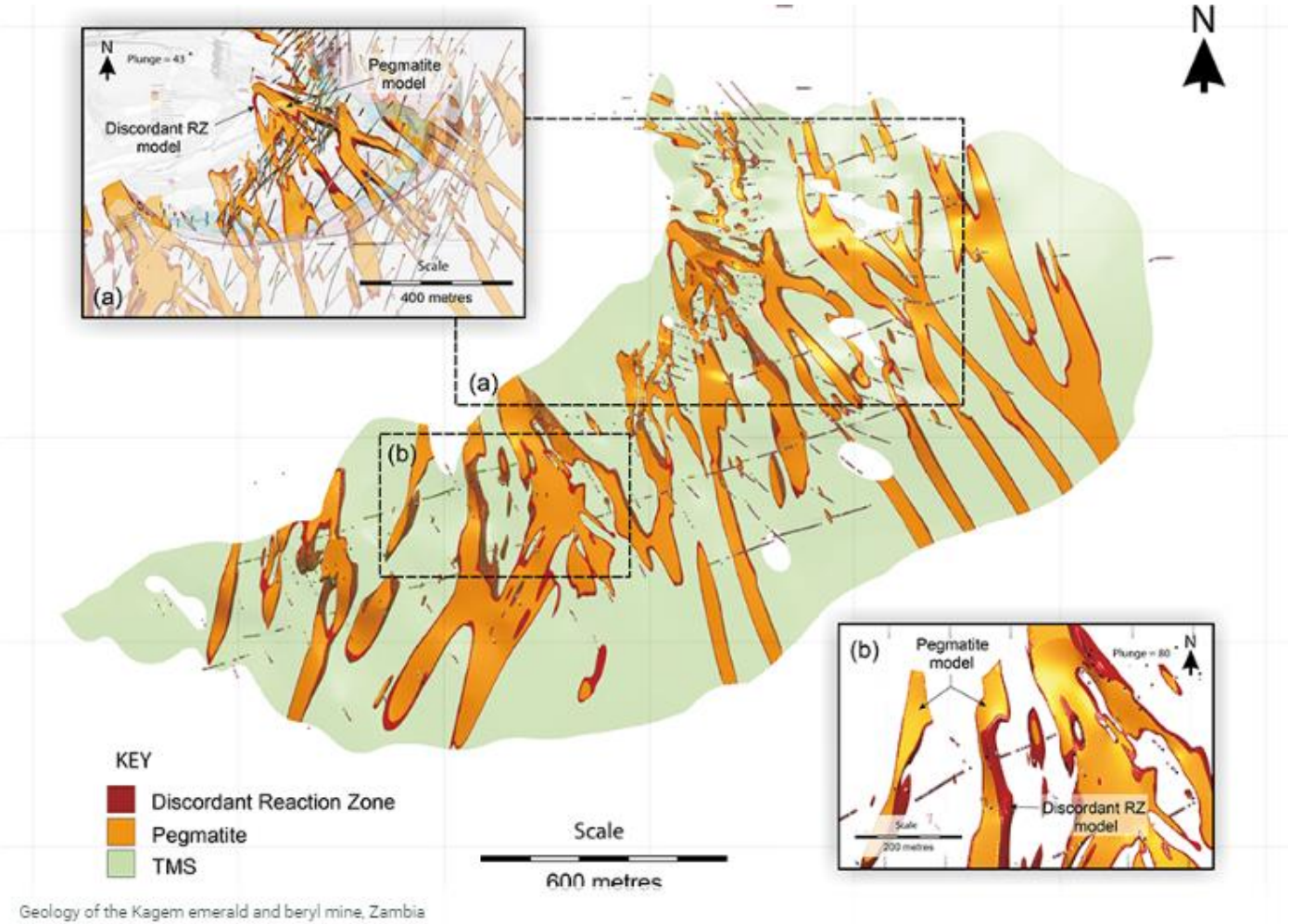
The only other similar style of emerald mineralisation known to the author is at the Ianapera Deposit in south-central Madagascar where possibly similar mineralisation is described by Andrianjakavah, et al (2009) in this +/- 500my old deposit located in metamorphosed sequences of volcanics and sediments of the Mocambique Belt of the East African Orogeny. This author describes what he calls 'distal' emerald mineralisation in a retrograde metamorphic within a post kinetic regime.

7.4.7. SUMMARY

From the perspective of being able to identify Be-prospective 'boudins' from non-prospective 'felsics', and non-prospective 'biotite' schists from those which have the potential to contain emerald, the forgoing appears to indicate that differentiating felsics on the basis of their K content and 'blackish' biotite/phlogopite schists with modest to higher amounts of Mg at the expense of Fe, has some potential for further research. These findings are provided in Section 7.4.2.

These analyses could possibly be achieved by using handheld XRF (or other) scanners, or even possibly adapting these for use on a slowly moving feed belt.

Figure 20: Postulated pegmatic vs discordant styles of mineralisation at Kagem (SRK Consulting, 2018)



8. DEPOSIT TYPES

The mineral beryl is relatively rare in nature and beryllium itself is not a common element in the upper continental crust. Unusual geologic and geochemical conditions are required for Be and Cr and/or V to combine to form emerald. In the simplistic perceived classic model, Be-bearing pegmatites interact with Cr-bearing ultramafic or mafic rocks and precipitate and/or deposit Be-containing beryls. However, in the Colombian deposits for example, there is no evidence of local magmatic or granitic activity and it has been demonstrated that near surface groundwater circulatory processes within the host black shales were sufficient here to form emerald. In addition, researchers are now also recognising that regional metamorphism and tectono-metamorphic processes such as shear zone formation and apparently, importantly, periods of post kinetic release may play a significant role in the formation of certain emerald deposits.

Groat, et al (2008) and Zwaan (2006) have reviewed the various geological styles of emerald mineralisation. These authors show that emeralds can be formed in very different geological settings, as long as a number of basic conditions are met. In this respect, the following factors are essential:

- Availability of beryllium and chromium & +/- vanadium from various sources, the former usually but not exclusively, introduced from intrusive potassium-rich, often albitised granites (possibly in the form of pegmatites) and the latter, again usually but not exclusively, from pre-existing usually komatiitic and other metamorphic lavas.
- A means and conditions of transport sufficient to bring the elements together, that is, fluids of hydrothermal, metamorphic or a combined origin.
- Conditions in which emerald may form as a stable mineral under suitable chemical conditions with temperatures generally between 300° to 600°C (i. e. lower greenschist facies).
- Sufficient space to grow transparent and well-formed crystals stable at near surface conditions.
- With older deposits, deposition/precipitation/crystallisation requires an environment of extension at the time of formation as is often available during periods of schistosity and boudinaging and late kinetic release.

8.1. HOST ROCK TYPES AND METAMORPHISM

With the exception of the Columbian deposits, most of the deposits around the world, and all of those in Africa (including GEM), are hosted by biotite/phlogopite-rich schists (in one form or another), in a regional low grade greenschist facies metamorphic environment (between 300° and 600°C). The cognomen “biotite or phlogopite” is simply descriptive of the characteristic mineral assemblage that results that can occur when Be-rich, low temperature, precursor and reactive fluids are driven ahead of a temperature/pressure gradient usually created by the upward movement of intrusive granitic bodies.

These fluids can react with Cr/V-rich metavolcanic-derived (usually komatiitic but also amphibole/actinolite-rich) schists to ultimately create emeralds and other types of Be-rich minerals. The resultant black/dark brown coloured biotite or phlogopite host rocks are often called “black wall” rocks.

8.2. REACTION ZONES, GEOCHEMICAL RATIOS AND MINERALOGICAL STYLES

“Reaction zones”, where biotite and/or phlogopite is developed, is a characteristic of many of the emerald deposits world-wide (and these reaction zones in whatever context they appear, either enclosing silicic boudins or elongate around shears) are typical, or perhaps more obvious, hosts of better grade mineralisation in most deposits – except perhaps for the unmetamorphosed Columbian deposits. This is certainly the case at GEM and in Egypt, Zambia, South Africa and Mozambique.

Possibly interesting research on the chemistry of mineralised vs non-mineralised boudins are provided in Section 7.4.2.

9. EXPLORATION BY MAGNUM

No exploration has been completed by URA since the acquisition of the project. The exploration activities described below were completed by Magnum, the former owner of the Property.

9.1. VOLUMETRIC SURVEY

Magnum estimated that approximately 3 million tonnes of emerald ore had been processed through the GEM (Cobra) operation since production began (from all sources available to the plant) and suggested that much of the tailings resultant from this work would still be located in close proximity to the mine workings. During the period from 1977 to 1982, J. Langlands of ACA Howe recorded that some 73,800 tonnes of these tailings, derived from all sources, were processed at the mine for a grade of 6.9gpt, producing 508,400 grams of exported emerald.

During the same 5 year period, 50,000 tonnes of these tails, those derived only from the Cobra and Discovery ore, produced 137,000 grams of exportable emerald at a grade of 2.73g/t. There appears to be at least 10 significantly sized dumps present on the Property.

An independent surveyor (J le Cordeur), has measured four of the largest dumps and provided a figure of approximately 850,000 tonnes of coarse tailings and untreated ore available within 1000 m of the proposed recovery plant site. Most of these tails are already crushed to –30 mm but there are also large boulders present that will have to be broken and crushed prior to processing (le Cordeur, 2015).

9.2. AIRBORNE SURVEYS

9.2.1. SURVEY BY XPOTENTIAL GEOSCIENTIFIC CONSULTING CC

In 2015, Xpotential Geoscientific Consulting CC (Xpotential) were contracted to complete an airborne survey, to provide a first pass interpretation and model the data with the following objectives:

- "Filter and image magnetic and radiometric data to provide a base set of images for further interpretation.
- Provide a structural and fracture map based on detailed heliborne magnetic data – results from this analysis can be used in exploration for pegmatites and hydrogeological applications.
- Identify magnetic domains relating to geological units based on textural detail in magnetic data – in particular identification of (non-magnetic) granite margins.
- Use radiometric data to support domains identified in the magnetic datasets.
- Process radiometric data to highlight areas of potential potassic alteration (e.g. through use of normalised K/Th ratios) associated with pegmatites.
- Model magnetic dykes for mine planning and hydrogeological applications.
- Geological Summary."

Traverses were completed on an azimuth of 330^{o} and covered 297 line km. Results of the survey are as follows (figure numbers herein refer to figures in the text of the Xpotential report):

- "Regional magnetic data, illustrated in Figure 1, highlighted the key geological formations and associated magnetic signature:
    - Highly magnetic east-northeast trending magnetic units associated with the Rooiwater metaigneous complex. The complex includes of gabbro, anorthosites and magnetite (Vearncombe, et al., 1988) all of which are expected to be highly magnetic.
    - Variably magnetic, complex terranes associated with the ultramafic and mafic schists of the La France Formation and quartz pyroclastic schists of the Rubbervale Formation.
    - Dominant, highly magnetic northeast trending anomaly which correlates with mapped iron formations in the La France Formation (Vearncombe, et al., 1988).

- Key local magnetic features are highlighted on a reduced to pole magnetic image (Figure 2) and tilt derivative reduced to pole magnetic image (Figure 3) of the survey data. The outlines of the Discovery and Cobra pits were overlain for reference:

    - Highly magnetic, linear, continuous, folded units interpreted to be associated with mapped iron formations (Vearncombe, et al., 1988).

  - Long-wavelength circular magnetic low interpreted as a weakly magnetic granitic source.
  - Complex folded magnetic units which appear to be associated with mapped amphibolites from local geological maps.
  - Cross-cutting west-northwest trending linear features interpreted to be Karoo age dykes.
  - North-northwest trending weakly magnetic linear features interpreted have an older dyke related causative source.

- Radiometric data (illustrated in Figure 4) provide an effective means of mapping outcropping/sub-cropping geology:
  - Basement granite/gneiss and granites appear characteristically bright in ternary images reflecting their high radioelement content.
  - In contrast mafic-ultramafic dominated schists are characteristically dark in ternary images.
  - Additional radioelement highs may be indicative of granites in the northwest portion of the survey area.
- Notably, the potassium response in the vicinity of the historical mines is elevated vs thorium and uranium (dark red response in the ternary images). Ratio's and potassium composite images were therefore created (Figures 5 and 6). These images clearly highlight the areas of enriched potassium which may be related to K-alteration associated with pegmatites".

Figures 10 and 11 illustrate the structural interpretation on first vertical derivative reduced to pole TMI and residual spectral filtered TMI, respectively. The following relationships are noted:

- "Known emerald mineralisation at the Cobra and Discovery pits broadly follows on open anticlinal structure on the contact of a dismembered magnetic unit. These open structures may represent a preferential site for mineralisation based on vectors discussed in Section 1.
- The southern Discovery pit margin appears to straddle a major, east-west trending structure which may play a primary role in pegmatite emplacement;
- Minor displacements in open folded units are observed on secondary northeast and northwest trending brittle structures. These structures may offset mineralisation and provide an eastern boundary to the southern Discovery pit (which may be displaced westward and continue to the south of the current pit).
- The NE margin of the Cobra pit is bounded by an extensive, relatively continuous, west-northwest trending dyke.
- A smaller fault-bounded, west-northwest trending dyke is observed to the southwest of the southern Discovery pit."

Figure 21 and Figure 22 are ternary potassium composite and potassium composite images produced by Xpotential.

9.2.2. COWAN GEOPHYSICAL ANALYSIS

Magnum also commissioned Cowan Geodata Services of Perth to formally analyse the airborne data that had been collected in 2015. The following is summarised from a report on the work undertaken:

- The biotite schists do not have a clear magnetic signature, suggesting that magnetite destruction has occurred.
- The granitoids also do not have a clear magnetic signature, suggesting that they are ilmenite-series, not magnetite-series.
- The magnetic intensity data are dominated by northeast trending linear and curvilinear anomalies due to Karoo dykes with a relatively subdued response from the areas of interest around the Gravelotte Emerald Mine and the Selati Salient Zone. The Karoo dykes in the north of the area have amplitudes in the range 1000-2500nT whereas anomalies in the vicinity of the Gravelotte Emerald Mine are typically in the range 100-250nT. The highest amplitude anomaly is on the western edge of the survey with amplitudes up to 4200nT, interpreted as a possible BIF or ultramafic fold hinge.
- The biotite schists hosting the emerald deposits do not have a clear magnetic signature so selection of targets based on magnetics is indirect.
- The various magnetic images might suggest that the target zones are a magnetic low. However, the main Cobra zone does appear to be associated with a northeast trending complex magnetic anomaly zone and based on this association, possible extensions of the emerald target zones along strike were selected as targets.
- The biotite schist host rocks have a clear potassium high signature as expected and the radiometric data suggest possible target zones along the Selati Salient Zone.
- The combination of magnetics and radiometrics suggests a number of possible extensions to known emerald deposits (Figure 23).

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Figure 21: Ternary potassium composite image (Xpotential, 2015)

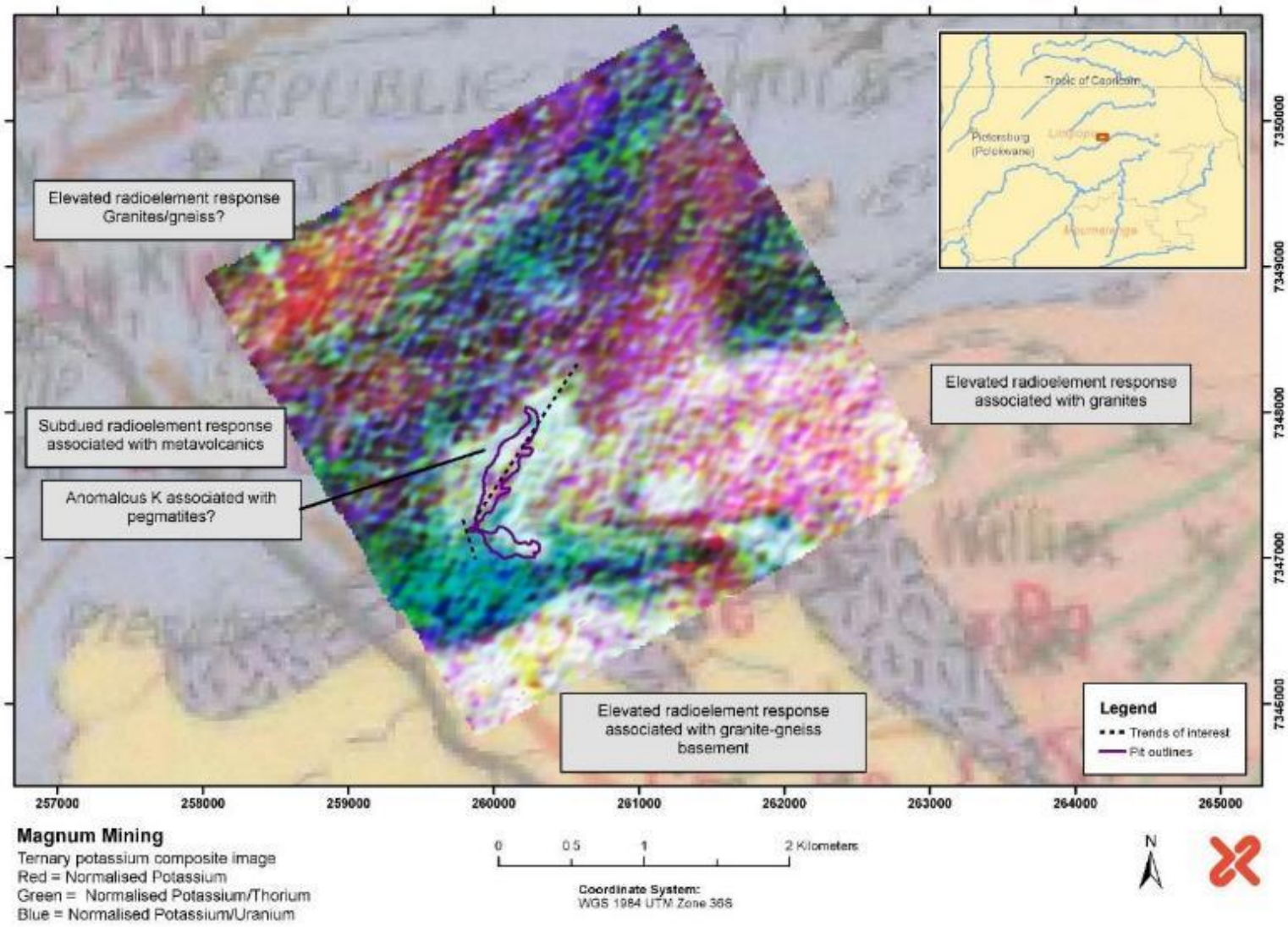

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Figure 22: Potassium composite image (Xpotential, 2015)

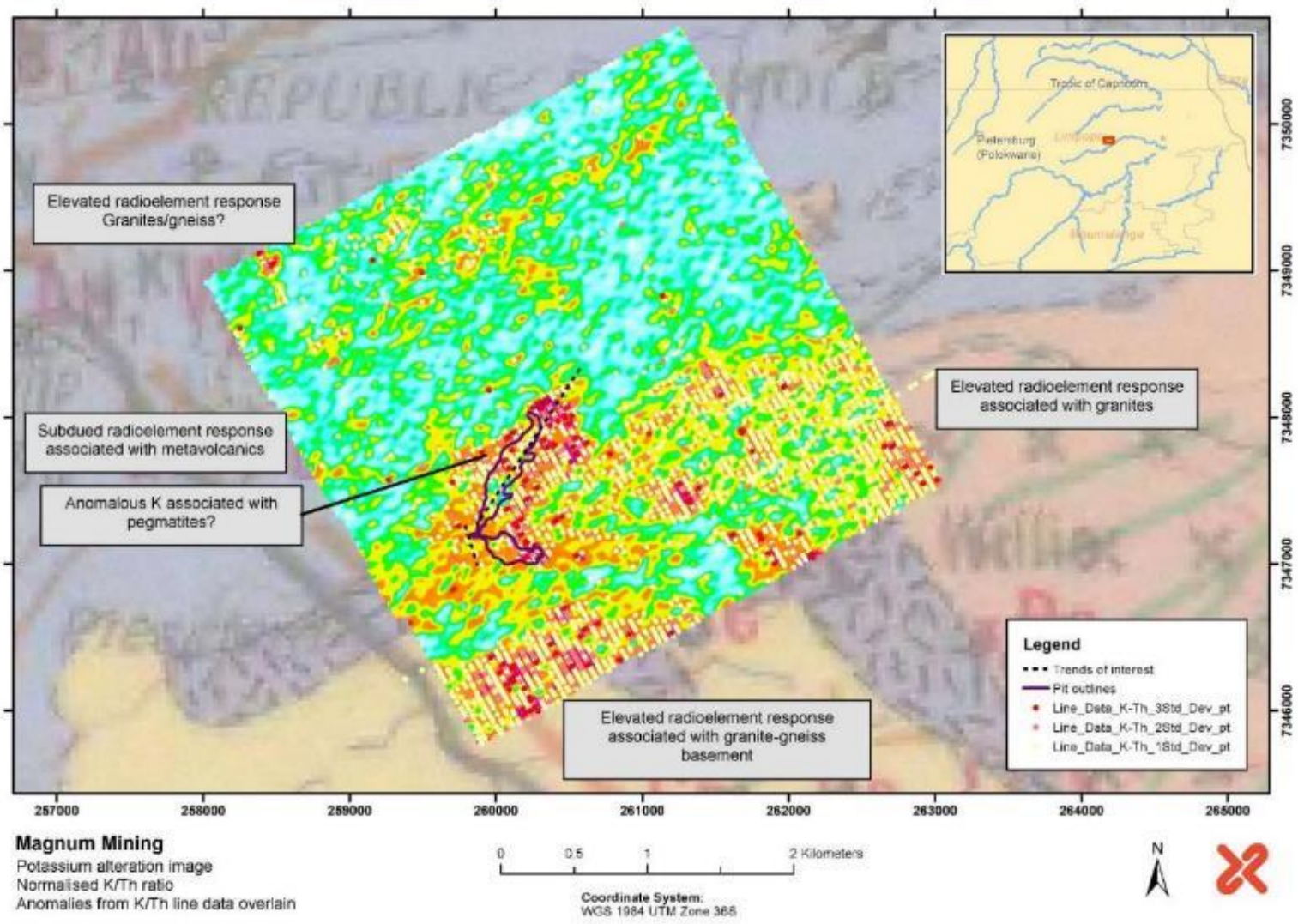

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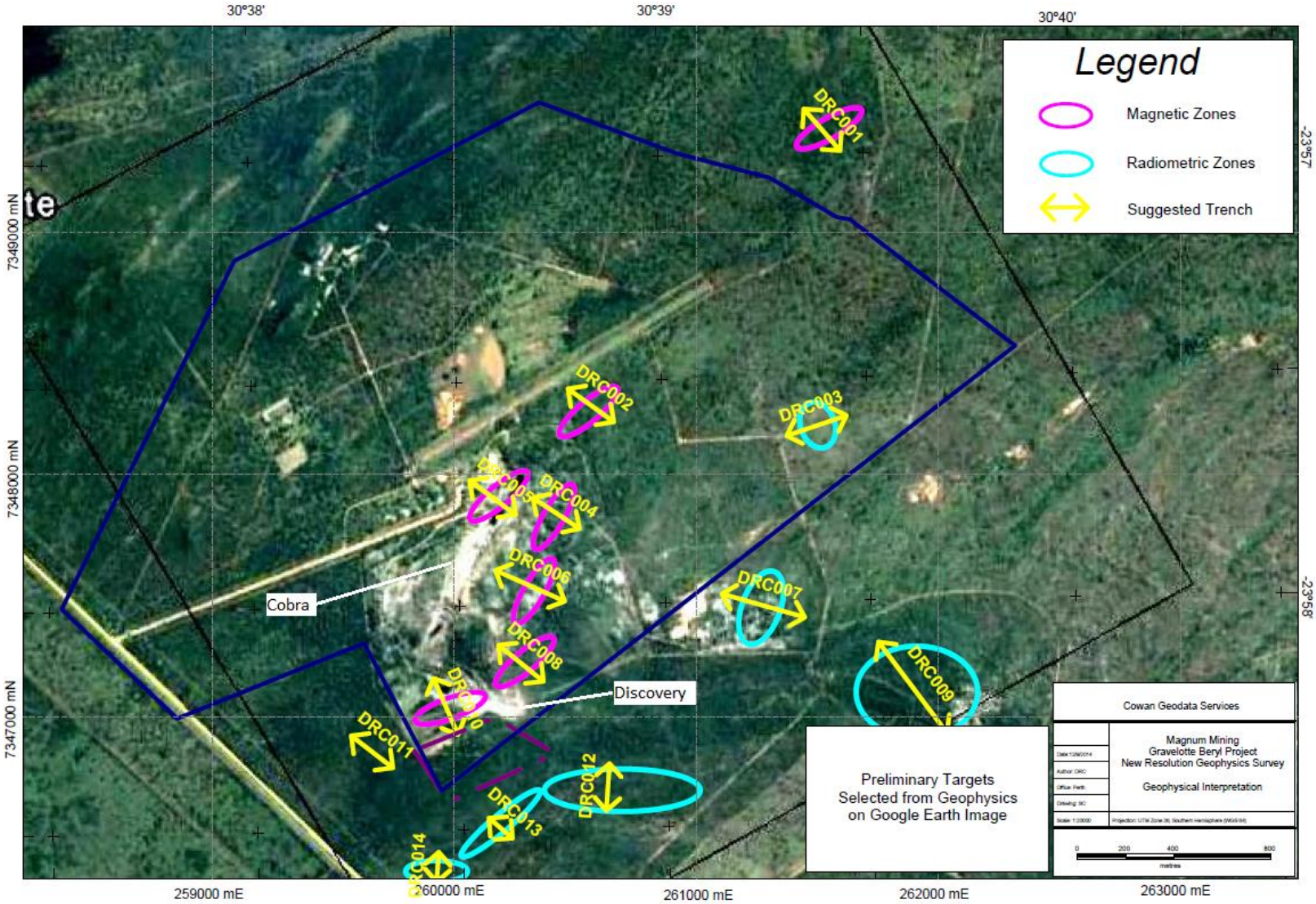
Figure 23: Preliminary target areas (Cowan GeoData Services, 2015)



9.3. PITTING PROGRAMME

A total of some 50 shallow excavator pits were dug across the property in 2015 to assist in a better understanding of the GEM geology (Figure 6). Pits were dug to between 1 and 3 metres deep (average about 1.5 m) and were logged by a geologist. The work produced several significant results such as:

- The extent and outline of the Quarry Granite was identified.
- The presence of reaction (blackwall) mineralisation was identified on the north side of the "Hockey Stick" track and across the Water Tank track and further north along strike.
- The ubiquitous presence of red residual soil profiles across the property was noted.

Further pitting and trenching will require a larger excavator to break through the various duricrusts encountered.

9.4. LIDAR SURVEY

A static LIDAR of both faces of Cobra Pit to facilitate any sampling on these faces was undertaken in 2015. An airborne LIDAR survey covering the pits and surrounding areas (Figure 24) was also utilised by ACA Howe in the construction of the geological model for Cobra and Discovery.

9.5. TAILINGS REHABILITATION

URA will continue to rehabilitate the abandoned gold/emerald slimes/tailings on Farm Willie.

- The total area of the tailings dump is approximately 14ha divided into a western third dominated by 1985+ era gold slimes and the eastern two thirds of old coarse and fine emerald potentially valuable dump material.
- The gold slimes are likely to be the most important target for rehabilitation because of the potential for acidic/metal contaminated drainages.
- The eastern area of emerald tails is likely to be far more benign than the gold slimes and are thus a secondary rehabilitation target.

Recommendations:

- Fill holes and solution cavities at the Au slimes with "inert" coarse and fine granitic gravel excavated from the surface of the Quarry Granite and the silica dumps located just west of the Discovery Pit prior to further soil deposition. This provides a similar material to the adjacent bed rock granitic geology.
- The company should consider only rehabilitating the gold slimes dump at this stage as the emerald dumps will need further investigation.
- Locate rock-filled gabions should be placed across the drainage located just downstream of the slimes dam to aid in sediment dispersion.

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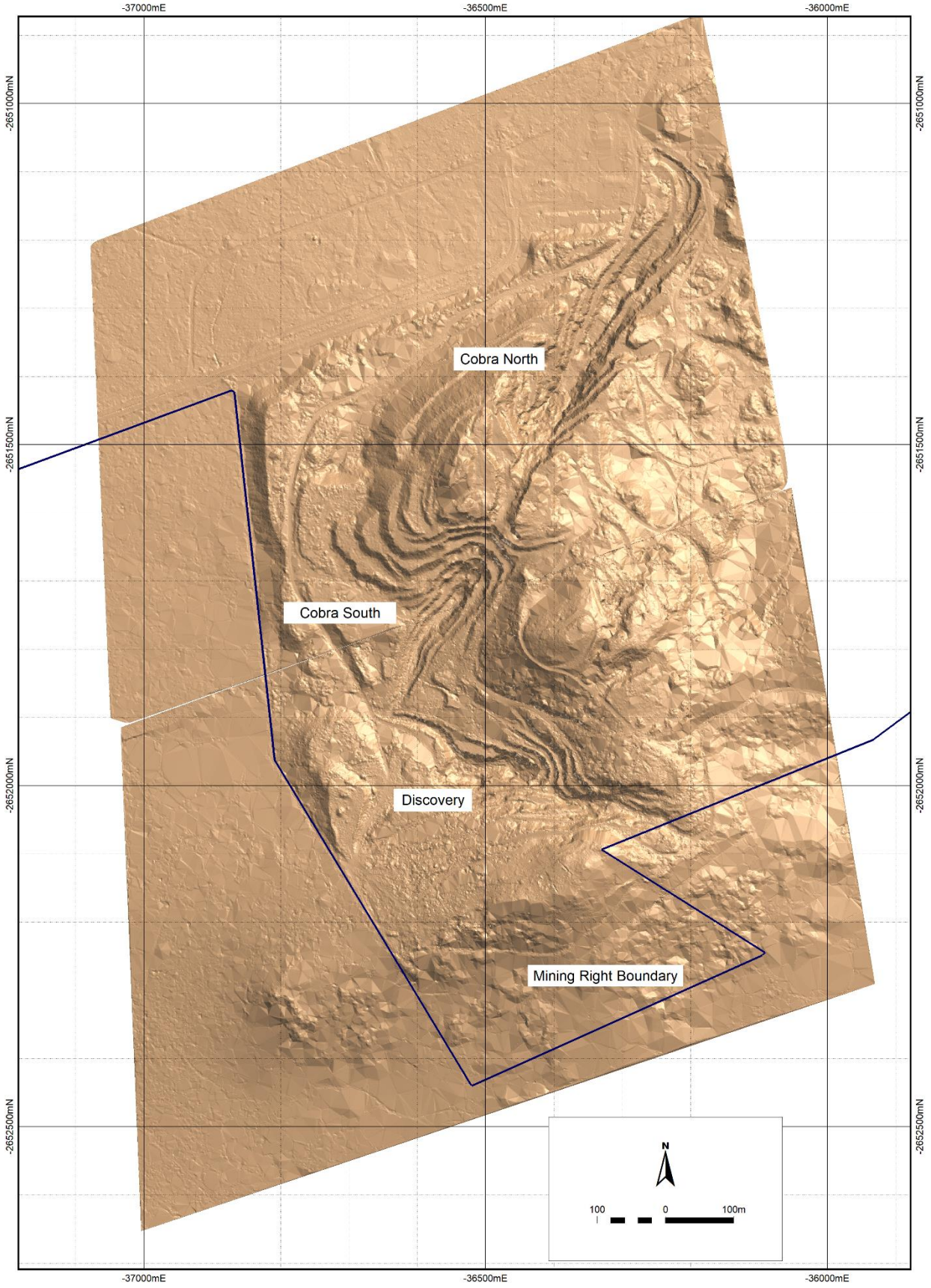
Figure 24: Western portion of the LIDAR survey covering the Cobra and Discovery pits



9.6. HISTORICAL DATA COMPILATION

Magnum also undertook a local and international search in an attempt to re-establish the information base, in particular, looking for lost historic technical data that had been developed over the 50+ years of production and also to conduct a review of the data. The search was only partially successful as no access to formal mining or governmental sources or previous pre-Magnum management proved possible. Magnum also resurrected ties with several mining professionals who worked at Cobra in the 1980's. This accumulated knowledge will prove invaluable to URA's plans to proceed into evaluation and mining.

In 2016, ACA Howe georeferenced and digitised drilling data shown on numerous (but incomplete) historical plans and cross sections. Due to the nature of the data available, ACA Howe considers that the digitised collar locations could have an error of up to 10 m at Cobra and up to 5 m at Discovery, compared to the original plans and cross sections.

9.7. MINERALOGICAL DESCRIPTION OF GEM EMERALDS

During 2014/15, Ms N. Coffin completed a review of the emerald/green beryl minerals located on the long abandoned sorting tables in the Cobra Pit for an MSc thesis at Camborne School of Mines. The conclusions were as follows:

"The South African emeralds are gemologically similar to the Zimbabwean emeralds, as both have similar colours, SG, RI and birefringence. This may be a function of the geological settings in which the emerald mineralisation occurred. Both are related to greenstone belts that are Archaean in age and have been affected by the same orogeny's. However, there is an age diffidence between the two emeralds and the emeralds form in different terrains which are likely to have different availabilities of elements, so the differences in inclusions is to be expected. The emeralds differ from Colombian emeralds as the Cobra emeralds contain higher MgO and Na2O contents and lower Al2O3 contents, but are similar to those from Zambia. Therefore, relatively high levels of substitution occur in the South African emeralds compared to the Colombian emeralds. The Cobra emeralds are geochemically most similar to those from Brazil and Zambia. The Al2O3 content does not vary with varying Cr2O3 and V2O3 values as the Cr2O3 and V2O3 concentrations are too low to affect the Al2O3, despite the fact that Cr and V substitute into the Al site in the crystal lattice. The inclusions found in the emeralds are typically solid inclusions of micas from the country rock, molybdenite, Fe-oxides, calcite, and apatite and fluid inclusions of negative crystals and some two-phase liquid and gas inclusions. The fluid inclusions could not be analysed in detail, but the range of inclusions is similar to those from Zambia, Brazil and Pakistan as these all have two-phase inclusions as well as micas, Fe-oxides and dolomite/calcite. Brazilian emeralds have also had inclusions of molybdenite recorded. The gemstones analysed in this study have relatively low contents of Cr, but this may be a function of the samples provided and not of the deposit as the gemstones cannot be considered truly representative as they are the tailings from the sorting table. Not all of the stones analysed could be termed emeralds, but green beryl, as often the Cr content was below 0.1 wt.% or below the detection limit. The value of the emeralds provided for this study would be considered low due to the poor colour and clarity of the

emeralds. The poor colour may be due to restricted availability of Cr or V surrounding the emerald, which also caused zoning in the emeralds."

9.8. GEOLOGICAL AND STRUCTURAL MAPPING

Magnum commissioned SRK Consulting to conduct a short 6-day ground geological and structural mapping programme of the Cobra and Discovery Pit areas. The mapping programme covered about 50% of the 1ha mined area at GEM and needs to be extended.

SRK's structural report, received by Magnum in 2015, largely supports the general understanding of the mineralising events at GEM and suggests that exploration/evaluation work should be concentrated around the known brown-field areas at, and close to, Cobra. The final geological map is shown in Figure 25 with an annotated 2016 photo showing the geology of the southern wall of the Cobra North pit is shown in Figure 26. Unfortunately the mapping project did not improve the understanding of the two divergent structural directions at GEM.

9.9. TOMRA COLOUR SORTING TESTS

Magnum provided emerald-bearing material to Tomra of Hamburg, Germany so that the effectiveness of colour and laser sorting could be assessed. The following conclusions and recommendations were made by Tomra:

"TOMRA's PRO Tertiary COLOR was used for the 3-10mm material, while for the sorting of the 10-30mm size fraction TOMRA´s PRO Secondary COLOR Dual and PRO Secondary LASER full-scale sorters were tested. For the fine-grained material very encouraging results were achieved with COLOR technique. Here, some pure emeralds as well as inclusions and intergrowths of emeralds with host rock were detected by the sensor. The amount of the miss-detected particles in product fraction was very low. The sorted yield was between 0.09% and 0.17%. An additional demonstration test with some added emeralds showed good results by recovering all 10 emeralds. For the coarse-grained material 10-30mm, two methodologies were tested. At first, the tests were run with the COLOR technology. Here, some quartz as well biotite specimens with emerald intergrowths were recovered from the initial feed. Thus, in total, 1.08% of the mass was ejected. Afterwards, same as for the fine-grained material, a test with some additional emeralds was performed. Here, 17 emeralds were additional added to the feed. One particle got lost to the waste. The total yield was 2.0%. In comparison to COLOR, also LASER was tested. With the TOMRA proprietary LASER technology we can generate an enhanced signal from the emeralds compared to the host rock. This better contrast in the raw signal lead to better recovery and lower yield in the LASER sorting test. Due to the higher resolution of a COLOR camera for the finer size range a COLOR sorter is recommended. Based on these very encouraging results, TOMRA recommend as a next step, discussions about flow-sheet design which can form basis of a budget estimation for equipment and operating costs."

Roy Spencer visited TOMRA in June 2022 to assess the work undertaken by TOMRA for Magnum (Adit Mining). It was concluded that the results of the test work are sufficiently accurate for URA to utilise in their assessment of equipment for their recovery plant.

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Figure 25: Mapping at GEM by SRK Consulting (2016). See Figure 24 for the location of the boundary of the Mining Right

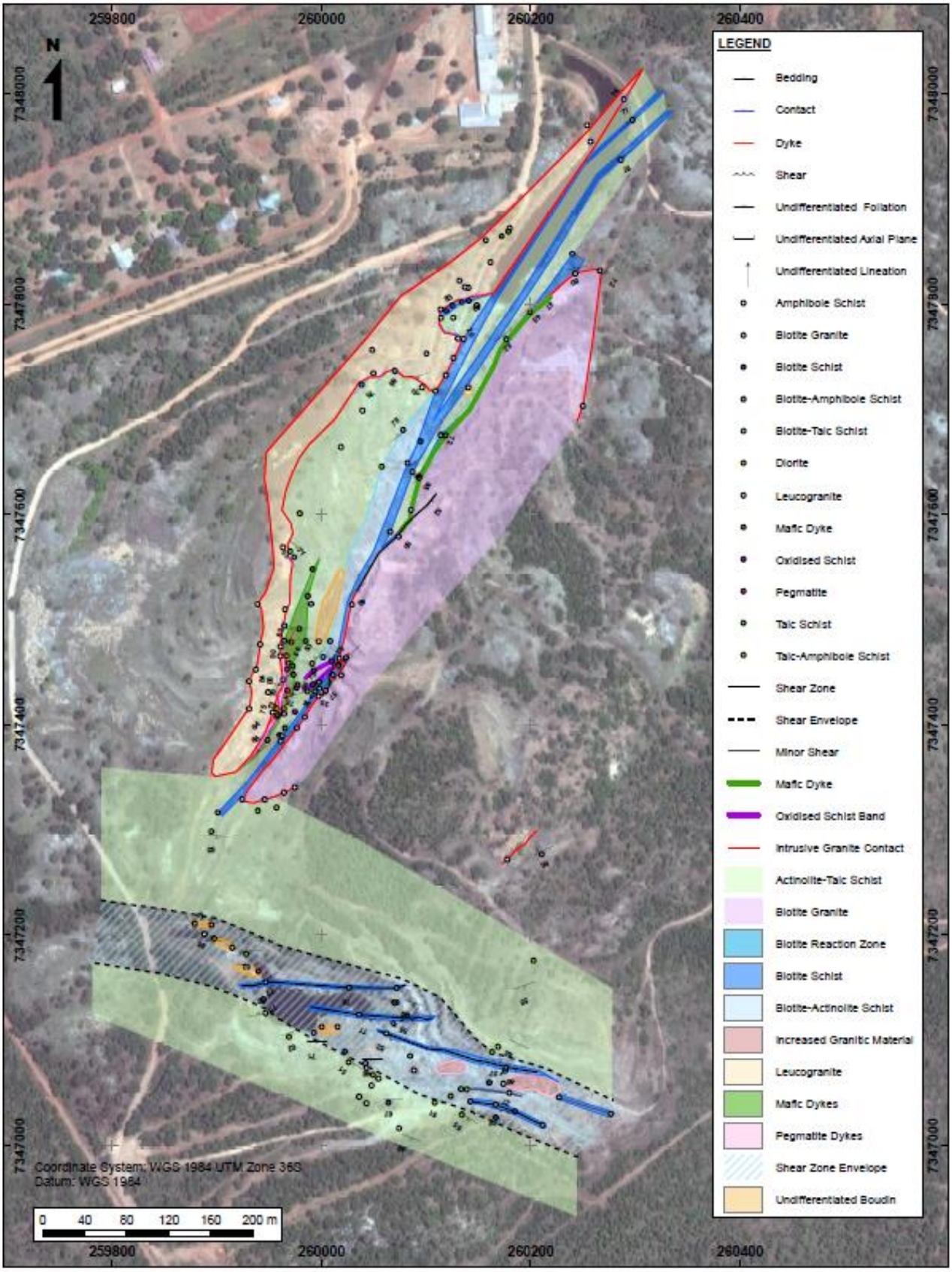
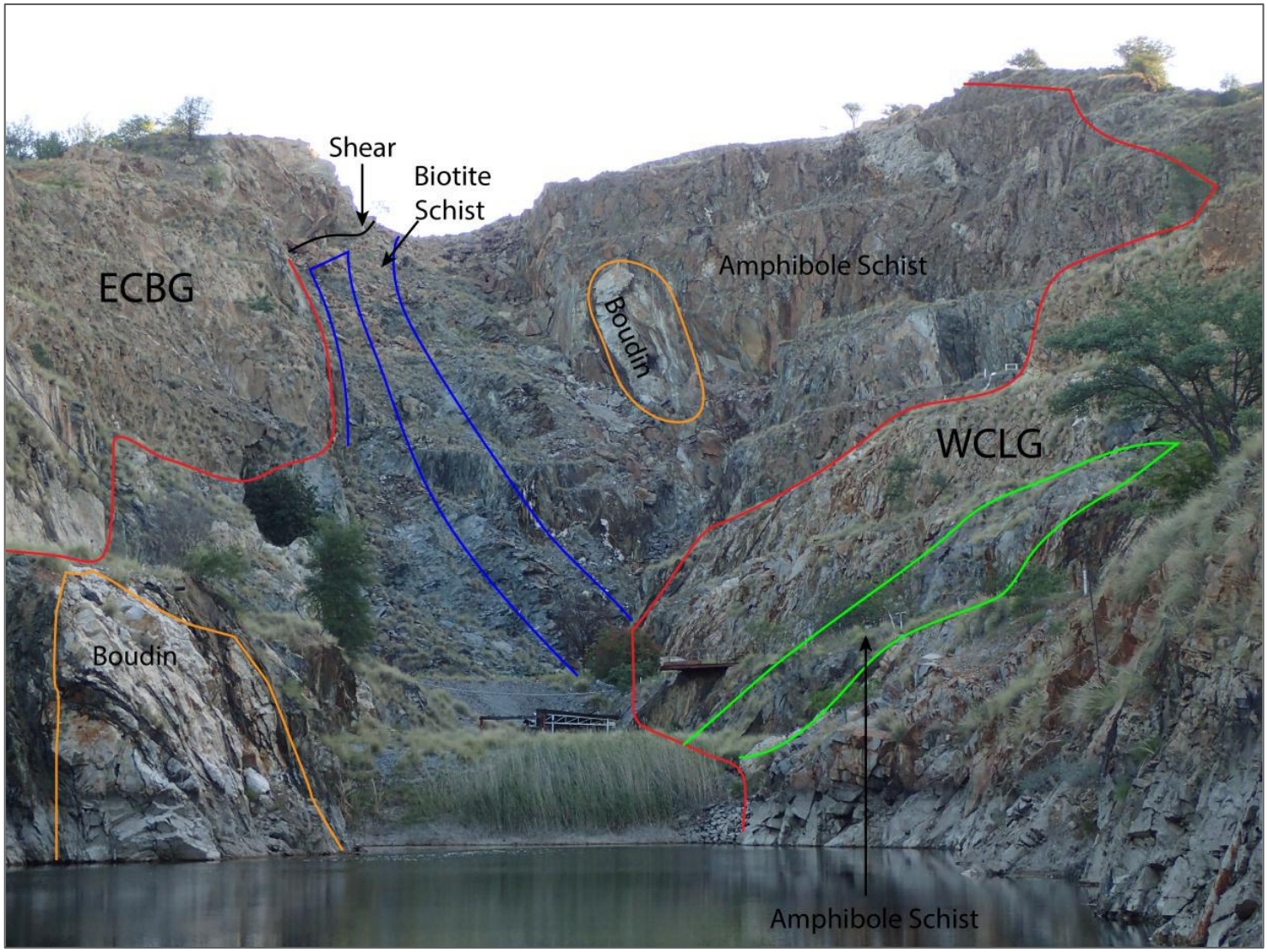


Figure 26: Annotated photo of the Cobra North pit, looking south (SRK Consulting, 2016)



10. DRILLING

No drilling has been completed by URA since the acquisition of the project. The drilling described below was completed by Magnum, the former owner of the property. A total of 21 RC holes were drilled by Magnum in two cross strike traverses to test the postulated far north strike extension of the Cobra North emerald mineralisation. Locations are shown on Figure 27 and a summary of the RC drilling is provided below:

- The 21 holes were angled (55-67º) in an attempt to provide as wide a first pass test of the on-strike extension of the Cobra mineralisation as possible (the emerald-bearing schist is interpreted to have an almost vertical dip).
- The southernmost of the traverses, called the Hockey Stick (HS) traverse (so named for the adjacent right angled access track into the Level 10 excavation), tested some 105 metres of cross-schist strike with 10 angled holes.
- The Water Tank (WT) traverse tested some 165 metres of the schist strike and was located some 260 metres northeast of the HS traverse, separated by the large emerald fines dumps. The exploration pits dug by Magnum had previously suggested that the mafic talcose schists of the Mulati Formation (the hosts for the emerald mineralisation) were present over a wider cross strike area north of the Cobra pit towards the airstrip, than exists in the pit itself. The two drill traverses do indeed support this thesis.
- The supposed source of the beryllium mineralisation has often been given as one or more of the granites that are located within the GEM Property, so the lack of obvious granite outcrops in the drilled traverse areas has been given as a reason for not considering this far northern strike extension area to be prospective for emeralds. The drilling, which intersected several granite bodies especially on the WT traverse (and which is also supported by the results of the pitting programme), has negated this assumption. This further suggests that the perceived lack of granites in this area is likely to be a function of erosion level.
- Level 9 is at about 567 m asl and this is also the approximate elevation of the collars of the HS traverse. The adjacent slimes dump reaches about 578 metres and thus present a significant obstacle to exploration of the 260 metres between the two drill traverses.
- All 21 holes are collared in variously red residual soils between 1 and 4 metres in thickness.
- It is important to note also that just west of the most westerly of the HS holes, very close to the entry track (on the northern side of the track), there is an outcrop of what may be a remnant of a pre-existing alluvial sequence possibly related to drainage off the ancient Cobra Hill. Alternatively, the sequence may also be a colluvial/eluvial remnant of very early mining activities in the area.
- Table 12 provides a summary of the samples collected at both traverses with notes on emerald/beryl grains recovered in each hole.

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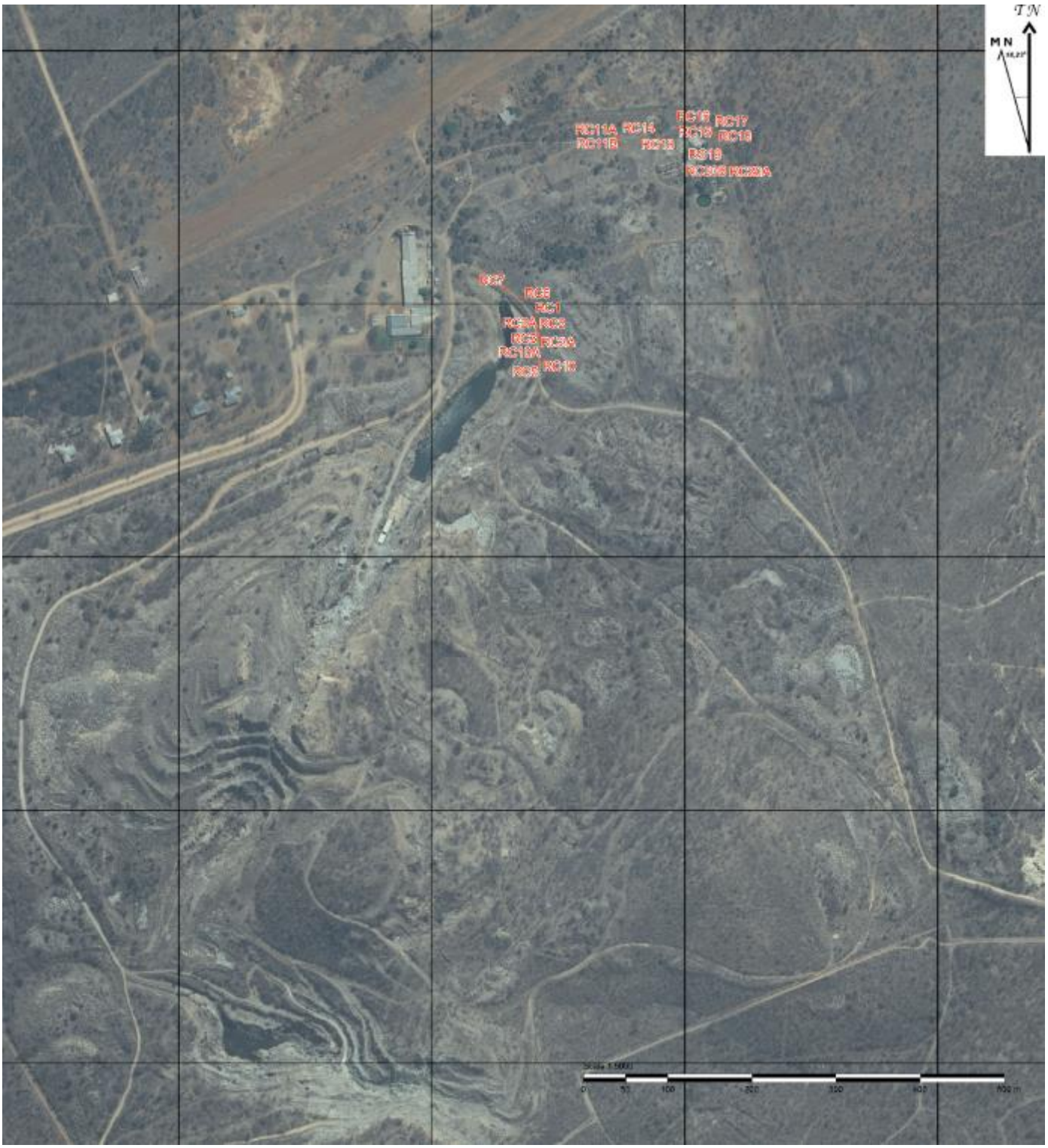
Figure 27: Location of Magnum RC drilling (modified after Planet RSA, 2015)



- Of the 21 holes, only two had no emerald/beryl recovered at all. All but two of the 21 holes reported talc schists. This indicates not only that the Mulati Formation is much more widespread across the GEM property than has hitherto been understood, but that the Cobra emerald/beryl mineralisation may extend for a significant distance northwards from the Cobra pit itself.
- This in itself is significant as it calls into question whether there are other undiscovered extensions of the general Cobra/Discovery mineralisation. For example, west of the known Discovery deposit and further to the north of the Cobra pit.
- There is a need for a more efficient sample reduction system which incorporates efficient dust removal.

10.1.1. HOCKEY STICK TRAVERSE

- Of the ten holes drilled on this 105 metre long cross strike traverse, nine were drilled to 40 m downhole and a single hole to 30 m. Total meterage drilled was 390 m with approximately 35 420 kg samples collected and processed at the mine (see Table 12).
- Of the 10 holes, only 1 had no emeralds/beryl at all (RC10) and that is because it intersected dolerite for its entire 40 m length. All other holes contained emeralds/beryl (from 1 grain up to 350 grains in RC5) not only occasionally in the red soil overburden, but mostly in the deeper hard rock talcose schist sequences. There was only one granite intersection recorded in the samples, located in hole RC6 over a four metre long intersection. This unit may be related to a granitic intrusive that outcrops in the HS part of the entry track into the pit.

10.1.2. WATER TANK TRAVERSE

Of the eleven holes drilled on this 165 metre long cross strike traverse, ten were drilled to 35 m downhole and a single hole to 16 m. Total meterage drilled was 366 m with approximately 315 20 kg samples collected and processed at the mine (see

10.1.3. DRILL SAMPLE ANALYSES

All drill samples were prepared at the GEM property by the Magnum staff. Analyses for all the RC holes drilled on the two traverses are shown in Table 12 below.

Of the eleven drill holes, only two had no emeralds/beryl at all (RC11A & 11B) and that is because they intersected dolerite and granite for their entire lengths. Granite was also intersected in RC13, 14, 15, perhaps indicating the presence of a large buried granitic body. All other holes contained emeralds/beryl (from 2 grains up to 700 grains in RC18) and also occurring in the in the red soil overburden occasionally (eg. RC19), but mostly in the deeper hard rock talcose schist sequences.

The fact that the emerald mineralisation appears to be widespread across the two traverses and that not all of the emerald intersections are associated directly with granites or boudins is also important. This may point to the newly identified Discovery type of microfracture associated mineralisation (MFR).

Table 12: RC Summary Cobra Far North						
Location	**Hole ID**	**Hole Depth (m)**	**From (m)**	**To (m)**	**Emerald / Beryl Grains**	**Comments**
Hockey Stick	1	40	4	5	1	Undifferentiated talc schist
			11	12	4	
			20	22	56	
	2	40	10	11	50	Talc schist
			11	12	17	
			24	26	67	
	2A	40				Dolerite 13 to 19 m
	3	40	1	3	2	Talc schist
			4	8	85	
			31	40	78	
	3A	40	0	1	2	Talc schist
			7	9	2	
			15	16	1	
	5	40	1	2	1	Talc schist
			33	38	300	
	6	40	0	3	35	Talc schist and 5 m granite
			5	8	7	
			15	16	6	
	7	30	0	2	35	Talc schist
			8	9	1	
	10	40	38	39	1	Talc schist
	10A	40	23	26	15	Talc schist
			28	29	21	
			32	33	1	
			35	40	35	
Water Tank	11A	16				Dolerite 3 to 16 m
	11B	35				Granite 4 to 35 m
	13	35	0	1	3	Talc schist
			9	13	71	
			24	25	30	
			26	27	30	

Table 12: RC Summary Cobra Far North						
Location	**Hole ID**	**Hole Depth (m)**	**From (m)**	**To (m)**	**Emerald / Beryl Grains**	**Comments**
			28	29	8	
			34	35	5	
	14	35	0	2	2	Granite 2 to 35 m
	15	35	3	5	6	Contamination? Granite to 35 m
	16	35	0	1	1	Granite 3 to 4 m. Talc schist
			14	17	69	
			26	33	90	
	17	35	1	4	5	Talc schist
			4	7	121	
			10	13	38	
			19	21	68	
			28	35	83	
	18	35	2	15	400	Talc schist
			25	35	279	
	19	35	0	3	32	Talc schist
			3	5	2	
			14	16	19	
			22	25	86	
	20A	35	5	6	2	Talc schist
			8	9	3	
			16	17	4	
			25	26	70	
	20B	35	14	16	19	Talc schist
			19	21	18	

10.1.4. DRILLING CONCLUSIONS

The analysis presented in Table 12 shows the intersections by Magnum in the Hockey Stick and Water Tank areas, 250 m along strike to the northeast of the Cobra pit. The RC drilling programme confirmed the earlier results of Magnum's pitting work north of the Cobra pit and demonstrates geological continuity from the Cobra pit. The drilling also confirmed that the MF schist package in this area is significantly

wider than that encountered within the Cobra pit itself and shows the potential for additional discoveries along strike from the Cobra pit.

11. EMERALD PROCESSING

11.1. GENERAL

Magnum's on-site staff constructed a plant capable of processing up to approximately 20 tph. Plans are being prepared by URA to increase the effective feed rate up to 50 tph.

The plant is based on a jaw crusher, wet trommel, sizing screens and manual sorting. URA/Magnum have investigated state of the art colour sorters and believe these will have an important role in the future production plant.

Gemstones recovered in the washing plant could be termed crystals in rock due to the variable amounts of host rock matrix adhering to the stones. This rock matrix and badly fractured portions of individual gemstones are removed manually to produce rough material (crystal) ready for gem cutting and polishing. In the past, some larger crystals and crystal aggregates have been sold with attached matrix as specimens, with mine estimates of the weight and quality of the included gemstone crystals. These two materials would eventually be considered to be the first saleable product and form the basis of royalty (fee) payments to the State.

The exact details of the 1980's recovery plant are not known. However, a brief description accessed by ACA Howe, indicates that the mine used a 2-circuit system with a 1º and 2º crusher with screens and storage bins. Crushed, washed and sized material was fed onto a rectangular disposed set of belts where up to 150 sorters worked through the feed and raked off the waste. Sorting was only undertaken during daylight hours. No sorting was undertaken on cloudy or dull days. It is known that at its peak in the 1960's and 1970's, GEM employed a staff of hundreds of local individuals as miners, plant workers and particularly as sorters.

During the later period of the Pourolis's tenure, a "secret" emerald recovery system (a Dense Medium System - DMS), was introduced by the Golden Dumps management. DMS systems were successfully used by Rio Tinto at Sandawana in the 1970's but require significant experience and technical expertise to operate successfully. ACA Howe has no information about the success of this system at GEM.

J. Langlands of ACA Howe visited GEM in late 1982 and early 1983 and was acting mine geologist from late March until mid-June 1983. However, he was not involved with the processing procedures in the main plant or with the sorting and classification of the main plant emerald production. He was however, more closely involved with the test plant processing and Coding of verification samples from 19 locations (8 tonnes/sample) but was not allowed to be involved in the classification of the cleaned product into the following categories:

- ABC/LARGE (ABC/L).

- REJECT/LARGE (R/L).
- ABC/SMALL (ABC/S).
- REJECT/SMALL (R/S).
- VERY/SMALL (V/S).
- WASTE.

The test plant processing was apparently similar to, but on a smaller scale than, the main plant processing and the following description of test plant procedure, Coding and final cleaning, sorting and weighing, is based on a report by J. Langlands report (see Section 10.5 - ACA Howe, March 1983).

11.2. ACA HOWE TEST PLANT PROCEDURE

The test plant feed as run by J. Langlands (in the early 1980's) was regularly dampened down to reduce dust. Larger material was broken using sledge hammers to pass through a grizzly. Primary crushings were passed through a two-deck vibrator with 1/2 inch and 1/8 inch screens. Undersize went to sand tailings for stacking.

The +1/8 inch material was washed and screened in a trommel and classified in a 3 deck vibrator into +1/2 inch, -1/2 inch to +3/8 inch, and -3/8 inch to +1/8 inch. These three products were fed to separate, white-topped, slow-moving conveyor belts manned by twelve local sorters who were supervised by two security guards. Emeralds and emerald-bearing schist fragments were hand-picked off white coloured belts and put into secure boxes, of which there were one per sorter.

The tailings of the two finer grained streams were transferred to the main plant coarse tailings conveyor. After initial picking, the tailings of the coarse +1/2 inch belt were passed to a secondary crusher, wet-screened and passed to the sorting belts to pick newly-exposed emeralds. The contents of the boxes were bagged by the senior security guard.

11.3. CODING

The system of emerald sample classification that was in use at the time, orchestrated by two senior members of mine management (Managing Director and Mine Manager), was known as "Coding". Codes were assigned visually and subjectively, based on experience, without obvious reference to standards or standard samples and used to describe test plant production from the 8 tonne samples, to decide which sources of emerald-bearing rock to process through the main treatment plant.
The Codes were 4 digit numbers representing colour, clarity, quantity and payability, each digit was scored on a scale of 0 to 9. In spite of the ideals expressed in a written description of this system by the Managing Director, it has been suggested that from time to time, the assigned Codes were changed to suit the purposes of the mine owners.

In theory, a Code of 3191 would represent a large yield sample of low general significance. A Code of 8859 would represent a sample with high quality emerald with high payability in spite of a low

index of quantity (ACA Howe, March 1983). The very subjective nature of the system is provided in the analysis by ACA Howe (see Table 13).

By the end of February 1983, 46 test plant samples (8 tonnes in weight each, with occasionally multiple samples collected per location) were collected and processed and supervised by ACA Howe geologist J. Langlands. These had also been coded and assigned a saleable emerald grade in grams/tonne. A graph of Code Payability against saleable emerald average grade showed positive correlation with wide grade ranges. This data is no longer available to ACA Howe.

Payability Code 3 and above probably represented schist with an emerald grade of 2.5 g/t or more. A grade of 5 g/t is probably represented by Codes 4 and 5. The wide grade ranges are probably due in part to the subjectivity of the Coding system, the absence of fractional Codes and the presence of unusually good or unusually poor stones in some samples.

An example of code variability (based on three separate individuals coding parcels of stones from individual bulk samples) is shown in Table 13 below. This is based on codes recorded on sample tags associated with the ACA Howe sampling. An "Averaged" Code is also shown to illustrate differences between the different coded values given and has no basis in fact.

Table 13: Code variations in ACA Howe bulk sampling (1983)

Sample Number & Location	Grams Emerald	JGL Code	TS Code	LJC # Code	"Averaged" Code
14 - North Reef	20.0	7744	n.a.	6643	"7194"
15 - North Reef	55.0	7667	n.a.	7756	"7712"
16 - Cobra Main	185.8	7688	7787	7797	""7757"
18 - Cobra Main	131.5	7788	7887	8888	"8188"

Note: Codes sequentially represent collective values for colour, clarity, quantity and payability for the parcel of stones produced from the bulk sample. # Code used in documentation.

In the future, ACA Howe strongly recommends that a reference collection based on stone colour and clarity be prepared (at least in duplicate) over time so that stone grading is uniformly and consistently codified and buyers are not confronted by variable grading of parcels by different stone graders. If cutting and polishing is found to be viable, similar reference collections would also be required for faceted and cabochon stones.

11.4. FINAL CLEANING, SORTING AND WEIGHING, HISTORIC AND RECENT

After Coding, the primary emerald sortings from the test plant were washed, cleaned of adhering schist, tumbled with -1/2 inch +1/4 inch clean crushed quartz, and sorted by size, colour and clarity by trained

local sorters in a locked final sorting cage at the mine office. Each sample of cleaned stones was sorted into the categories provided in Section 11.

The sizes of these products are believed to have been determined by the use of sieves inside the secure final sorting cage but ACA Howe's geologist (J. Langlands) formed the opinion that these were not standardised and the nominal sieve sizes were not available. The emerald samples were bagged, labelled and sealed in polythene in the final sorting cage. The bags were opened in the weighing room of the office building and the contents weighed to the nearest 0.1 gram and immediately sealed again.

Huddlestone (January, 1983, in Appendix 2 of ACA Howe, March 1983) reported that ABC/SMALL material from the 19 samples produced by ACA Howe in 1983, included individual emerald rough stones from 0.40 to 2.60 carats in weight. He did not report the weights of ABC/LARGE stones or VERY SMALL stones.

Writing in Appendix V of the Cobra Emerald Mines Limited Placing Final Proof prospectus by Laing & Cruikshank and MMG Limited of May 1983, Mrs J M Coutts, an experienced and qualified gem trader, described a 30 kg consignment of emerald rough production from Gravelotte. The emerald rough was reported to be typical of Gravelotte and was examined in size and quality parcels determined by the mine, as ABC/LARGE - approximately 2.5 carats and over in size and ABC/SMALL - approximately up to 2.5 carats.

In November 1982, J. Langlands of ACA Howe took colour slide photographs of cleaned and sorted emerald rough together with pages from his notebook in the weighing room at Gravelotte. This photography allowed 69 grams of Cobra North Reef ABC/LARGE emeralds, comprising about 60 discrete emerald fragments to be measured as 2 x 4 mms up to 6 x 12 mms, with an average weight of 1.15 grams or 5.7 carats per rough stone. A similar photograph allowed 1,108 grams of ABC/SMALL emeralds, comprising a few thousand discrete emerald fragments, to be estimated with an average grain diameter of 3 mm, and an average weight of perhaps 0.40 grams or 2.0 carats per rough stone. The present author has not reviewed these photographs for this current CPR.

From the reports by Huddlestone and Coutts and photography by Langlands, the weights of individual rough emerald stones may be simplified and summarised as follows:

ABC/SMALL (ABC/S); 0.4 carats (0.08) to 2.6 carats (0.52), averaging 2.0 carats (0.40g).
ABC/LARGE (ABC/L); above 2.5 carats (0.50), averaging 5.7 carats (1.15g).

11.5. 2002 ACA HOWE SITE VISIT

Emerald processing at Gravelotte was witnessed by the visiting ACA Howe geologist (J. Langlands) in 2002. In 2002 Langlands was allowed to view the new treatment plant that had been set up using the secret DMS process to preconcentrate crushed and trommelled material so that 70% of the feed could be rejected prior to intensive manual sorting on static table screens by a complement of 31 sorters. In addition, a number of the sorters were allowed to collect richer material in rubber buckets from places chosen by themselves from newly blasted underground working areas, for personal

sorting. Sorting was seen in progress on static table screens in the open air at the recovery plant which was located on the floor of the Cobra quarry and on one of the higher western benches. ACA Howe was not allowed to inspect the plant closely due to the apparent commercial sensitivity of the DMS ore pre-concentration process being used.

At the sorting tables, the Run of Mine (ROM) emerald-bearing concentrate, known by the mine as ROM in 2002, which included rough emerald with attached waste, were put into numbered steel safe boxes with two locks, issued to each sorter. These boxes were issued daily to the same sorter and kept overnight in the mine safe and emptied once a month in the presence of the mine owner. A close watch was kept on the individual performance of each sorter on a monthly basis but each sorter's emerald production was no longer being individually classified. An individual bonus scheme was being operated to reward emerald productivity.

The mine owner visited the site for a few days a month to classify, weigh and transport the emerald rough production for export.

The tonnage of mineralised material extracted for processing and emerald rough (g) production figures were recorded in shift reports and an emerald ROM rough and bonus ledger. About 70% of ROM was rough emerald and included all A, B, C, D and Low Grade rough emerald stones. The classification criteria of these different qualities, including stone sizes, were not provided but the J Langlands reported that the emeralds looked very similar to those produced under his supervision as acting mine geologist in 1983.

11.6. SALES DESCRIPTION – HISTORIC

Details of historical sales and valuations are given in Section 6.5. Unfortunately, there are no detailed historic descriptions of the Cobra Mine ROM emeralds save that given below and by R. Huddlestone (1983), a well known London-based gemstone appraiser who inspected a parcel of Cobra emeralds. He commented that the run of mine (ROM) rough material seen by himself contained a “commercially acceptable range of colours”; namely green with secondary yellow, green without secondary colouration and green with a secondary bluish colour.

ACA Howe considers it doubtful that any moderate to good quality stones would have ever been made available to academic studies during the mine life. This calls into question the relevance of all opinions and test work that are available in the published world other than the more recent report by Coffin (2015).

12. RECENT EMERALD PRODUCTION

No mining or processing has been completed by URA since the acquisition of the project. The emerald production described below was by Magnum, the former owner of the property.

Magnum undertook a 4229 m^3 bulk sampling programme at both the Cobra and Discovery pits in March 2019. Details of this programme are provided below, from original Magnum documents.

The bulk sampling was undertaken by South Africa firm DOMINO BLASTING on behalf of Adit Mining. The work was completed under the supervision of mine personnel who also carried out the sample processing at a plant designed and created by Magnum using a DebTech colour sorter. However, it is understood that the DebTech sorter was eventually considered by Magnum to be unsuitable for the programme and was removed from site. As summarised below, the total volume of material sampled from Cobra and Discovery was 4229 m^3.

Cobra Samples:

- RC1 (1004 m^3) was located to the east of the pit on the "Hockey Stick".
- Cobra 930 and 950 (total of 700 m^3) were located on the eastern face of the pit between the 930 and 950 grid sections.
- Cobra 990 (1229 m^3) was also located on the eastern side of the pit centred on grid line 990.

All four samples were located on the 8 and 9 Levels and after blasting produced effective five metre deep pits.

Discovery Samples:

L28 (1296 m^3) was located on the northern face of the pit and also produced a 5 metre deep pit.

The processing plant for the programme consisted of the following items:

- Grizzly for oversize.
- Primary jaw crusher.
- Trommel for washing.
- Sizing screens.
- Manual sorting.

Colour Sorting testwork was carried out on selected parts of these samples by TOMRA in Germany on behalf of Magnum with satisfactory results (see Section 9.9). ACA Howe was able to visit the TOMRA test facility in Hamburg in June 2022 and examine the units used by the company in the processing of these samples and believe that TOMRA have an effective system with applicability at GEM, if only for washed, cleaned and sorted feed.

An Excel spreadsheet describing the results of this work was made available by URA. Unfortunately, ACA Howe understands that none of the emerald or beryl product recovered during this programme are available for inspection and that no statistical analysis or valuation study was conducted on the

product and that full JORC protocols were not applied to the exercise. Neither are there detailed geological descriptions available for the samples. As such, ACA Howe is unable to use the results to support a grade/value estimate.

13. DATA VERIFICATION

13.1. ACA HOWE SITE VISIT

ACA Howe's Senior Associate Geologist, Roy Spencer, completed a site visit to GEM from 29th May to 3rd June, 2022 accompanied by URA representatives B. Olivier and W. Marais.

The following activities were completed during the site visit in 2022:

- Property inspection and review of 2019 bulk sample sites.
- Review of on site hard copy historic data.
- Discussions with URA representatives with respect to their future plans for the GEM property.
- Inspection of and discussions regarding the recovery plant on site.
- Discussions regarding enhanced security plans, power and process water supplies and labour sources.

URA has advised ACA Howe that no exploration has been completed since the site visit, however the following changes have been made to the site infrastructure:

- Upgrade of water supply and water storage capacity available for processing operations.
- Completion of site security upgrades and electrical fencing.
- Establishing, rehabilitating and upgrading of the main haulage roads between the open pits and processing plant.
- Rehabilitating and upgrading of the main electrical infrastructure.
- Approximately 1.5ha of historic gold slimes and tailings have been rehabilitated.
- Management accommodation has been refurbished.
- Upgrading of the dewatering and screening circuit.

13.2. PREVIOUS EXPERIENCE AT GEM BY THE CP

Roy Spencer made several previous visits to GEM during his involvement in the project on behalf of Magnum, the previous owners.

During these visits, Roy Spencer completed the following activities and was closely involved in activities completed by independent consultants, namely:

- Verification of the presence of significant quantities of emeralds of varying size and quality.
- Verification of deposit type and identification of potential for structurally controlled mineralisation principally at Discovery, but also possibly at Cobra.
- Surface geological mapping completed by SRK Consulting.
- The assessment, compilation and digitising of historical drill hole data by ACA Howe.
- Supervision and design of various property-wide surveys (helicopter geophysics, pitting, RC drilling of the northern extension of the Cobra North schist body).
- Suggestions for the staged rehabilitation of gold slimes dam.
- Identification of future potable water supplies by hydro drilling.
- Identification of MF-type mineralisation.

The completion or involvement of the Competent Person in these activities enables him to verify that they were completed to acceptable standards for the purposes used in this report.

13.3. DRILL HOLE DATA

ACA Howe has used historical drill hole data to interpret and identify inert hole geological continuity at the Cobra and Discovery pits, together with surface geological mapping. Emerald and beryl counts have been used to aid interpretation but have not been used in grade estimation.

Drill hole collar location data was sourced from historical plans and cross sections. Cross sections used by ACA Howe varied from 10 to 20 m spacing. The drill hole data was digitised from existing cross sections digitised by ACA Howe in 2016 on behalf of Magnum. ACA Howe considers that the digitising process could have resulted in location errors up to 10 m at Cobra and up to 5 m at Discovery. Future drilling in and around and influenced by this drilling will need to be undertaken with these errors in mind. Not all available cross sections were digitised by ACA Howe as a number of sections were not available at the time.

Detailed original information on core and percussion drilling, geological logging and sampling methods are not available to ACA Howe. However, during his time onsite in 1982-83, J Langlands of ACA Howe observed two serviceable, trailer and skid mounted, Tone core drilling rigs equipped to drill angled and vertical holes to about 200 metres using N and B series down-hole tools to produce core samples between approximately 61 and 37 millimetres diameter. He recalled that core recoveries exceeded 95% and saw a specimen drill log which recorded 97% core recovery. He also observed three so-called Wagon drills capable of air-flush hammer drilling in angled and vertical holes up to approximately 152 millimetres diameter, to depths of a few tens of metres.

ACA Howe notes that the relatively small size of drill hole samples and the relatively large grain size of emerald mineralisation calls into question the representativeness of both the core and hammer

methods of drilling. However, since hammer drilling is fast and inexpensive, it may be an appropriate method to provide semi-quantitative indications of emerald mineralisation. The inevitable breakage of emerald grains, possible sample contamination and the absence of geological details and structure and loss of important geological data needs to be understood before using this hammer system.

Core drilling is slower and more expensive and may be more appropriate as follow-up to successful hammer, wagon or RC drilling to provide geological, structural and gemmological information.

It is important to note that while ACA Howe used the drill hole data during the construction of the geological model, it was not used for grade estimation (Section 14).

13.4. PRODUCTION AND BULK SAMPLE DATA

ACA Howe has used historical production and bulk sample data to make a grade estimate. Historical production and bulk sampling procedures are described in Section 6. Importantly, in 1983, while in the position of acting mine geologist, J. Langlands of ACA Howe supervised the test plant processing and coding of verification bulk samples from 19 locations. The procedures and results of the work are described in Section 11. On completion of the work he noted:

"A comparison of test plant assays from rock in situ and from stockpiles of mined ore from the Discovery 388 zone and Discovery South (Discovery 8 zone) with the recovered grades from full scale production, indicates that for the Discovery South material, main plant recoverable grades are about 65% of test plant grades and for the Discovery 388 zone about 50% of the test plant grades. This discrepancy is extremely serious and could, if not corrected, result in the virtual disappearance of orebodies. For example, 6 g/t ore, assessed by test plant data may produce only 3 g/t in production, which is below the grade required for the monthly call.

Ore in place at Cobra Main Reef between 6 L and 9 L as defined by TP samples 16, 18, 20-22, and 517 give an average grade of 17.9 g/t. The average main plant recoverable grade from the same material has only been 8.4 g/t (consignments 1/83 – 5/83). The reasons for this discrepancy between test plant and main plant may be many including:

- Sampling errors.
- Accidental or deliberate dilution.
- Differing sorting methods between the two plants.
- The quality of the labour at each plant.
- Theft from the Main Plant.
- Different final sorting procedures and standards for TP and MP product."

In the estimate in Section 14, ACA Howe has utilised mine production and bulk sample grades, rather

than the test plant data. Considering the discrepancy described above, the historical mine production and bulk sample grade may be an underestimate. It is recommended that URA conducts a closely controlled bulk sampling programme to JORC standards to determine whether this is indeed the case. The use of formal Chains of Custody are imperative for all programme involving gemstones.

14. MINERAL RESOURCE ESTIMATES

In contrast to other commodities, the estimation of resources for coloured gemstone projects is usually completed by assigning bulk sample and/or production grades to zones with demonstrated potential to host mineralisation. At GEM, emeralds have been recovered from emerald-bearing schist by previous owners from production (open pit and underground), bulk sampling, trenches and drill hole samples.

The resource estimation methodology used by ACA Howe for this Resource Estimate is as follows:

- Incorporation of previously digitised drill hole data (complied by ACA Howe in 2015) from drilling programmes undertaken throughout the areas of Cobra, Discovery and adjoining areas.
- Construction of a geological model using Leapfrog Geo, from which the volume of emerald-bearing schist was estimated for the Cobra and Discovery Pits.
- Analysis of the grade of emerald-bearing schist from past production and bulk sampling records.
- Exploration Targets were estimated for zones for which there is limited sampling data but where some continuity of geology and mineralisation can be demonstrated.

14.1. TOPOGRAPHY

A LIDAR survey completed by Magnum in 2015 was used in the construction of the current geological model. Wireframes were extended past the topography in the initial modelling phase and then cut by the topography in Leapfrog Geo in the creation of the final model.

14.2. GEOLOGICAL WIREFRAMES

Paul Gribble, Senior Associate Resource Geologist of ACA Howe, has created a geological model by implicit modelling in Leapfrog Geo, under the supervision of the Competent Person, R. Spencer. The basis for the model is the emerald-bearing schist identified by past workers at Cobra and Discovery. Interpretation of the emerald-bearing schist by past workers shown on historical cross sections was utilised and was added to by the Competent Person's own experience at GEM. Historical drill hole data including emerald/beryl grain counts, geological drill hole logging, as well as surface geological mapping by SRK Consulting were also used in the construction of the model.

Drill hole data available for the modelling is summarised in Table 5 (Section 6) and cross sections are shown in Figure 17, Figure 18 and Figure 19. A plan view of the modelled emerald-bearing schist, and the location of the Inferred Resource and Exploration Targets is shown on Cross sections of the geological model are shown in Figure 29 and Figure 30.

Figure 28: Modelled emerald-bearing schist, and location of Inferred Resource and Exploration Targets

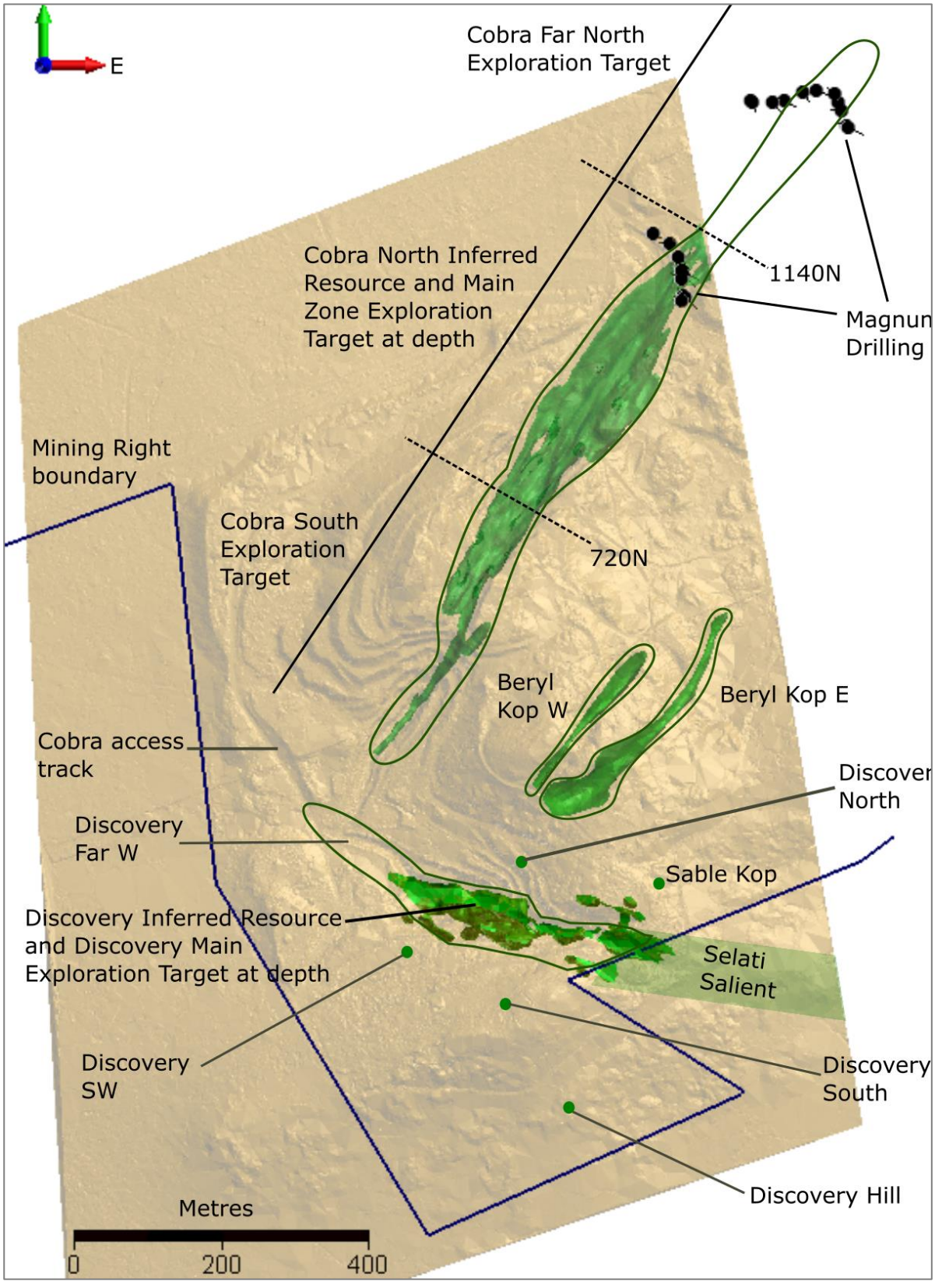


Figure 29: Cross section 750N showing the geological model (P. Gribble, 2023) used in resource estimation at Cobra

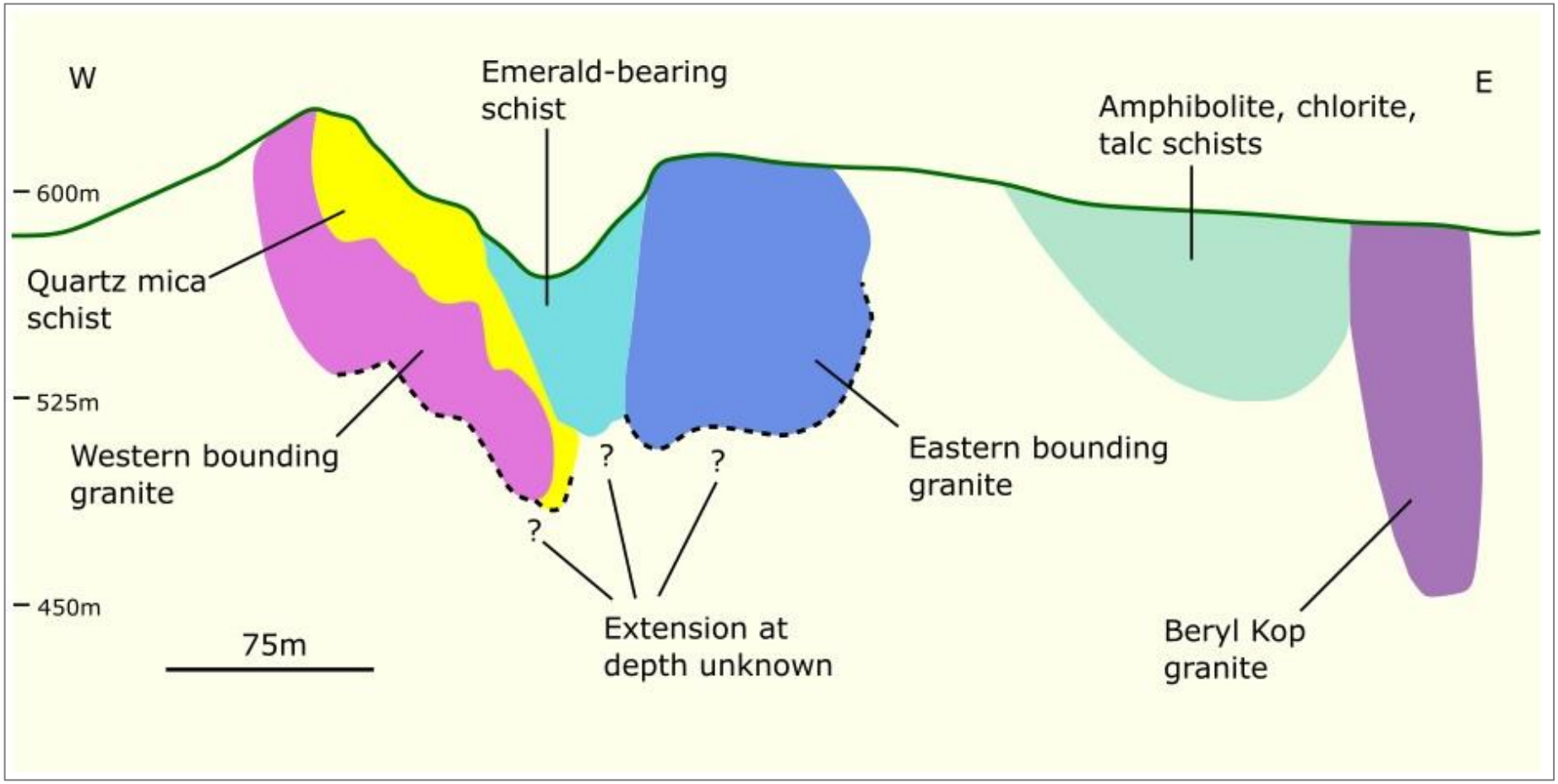
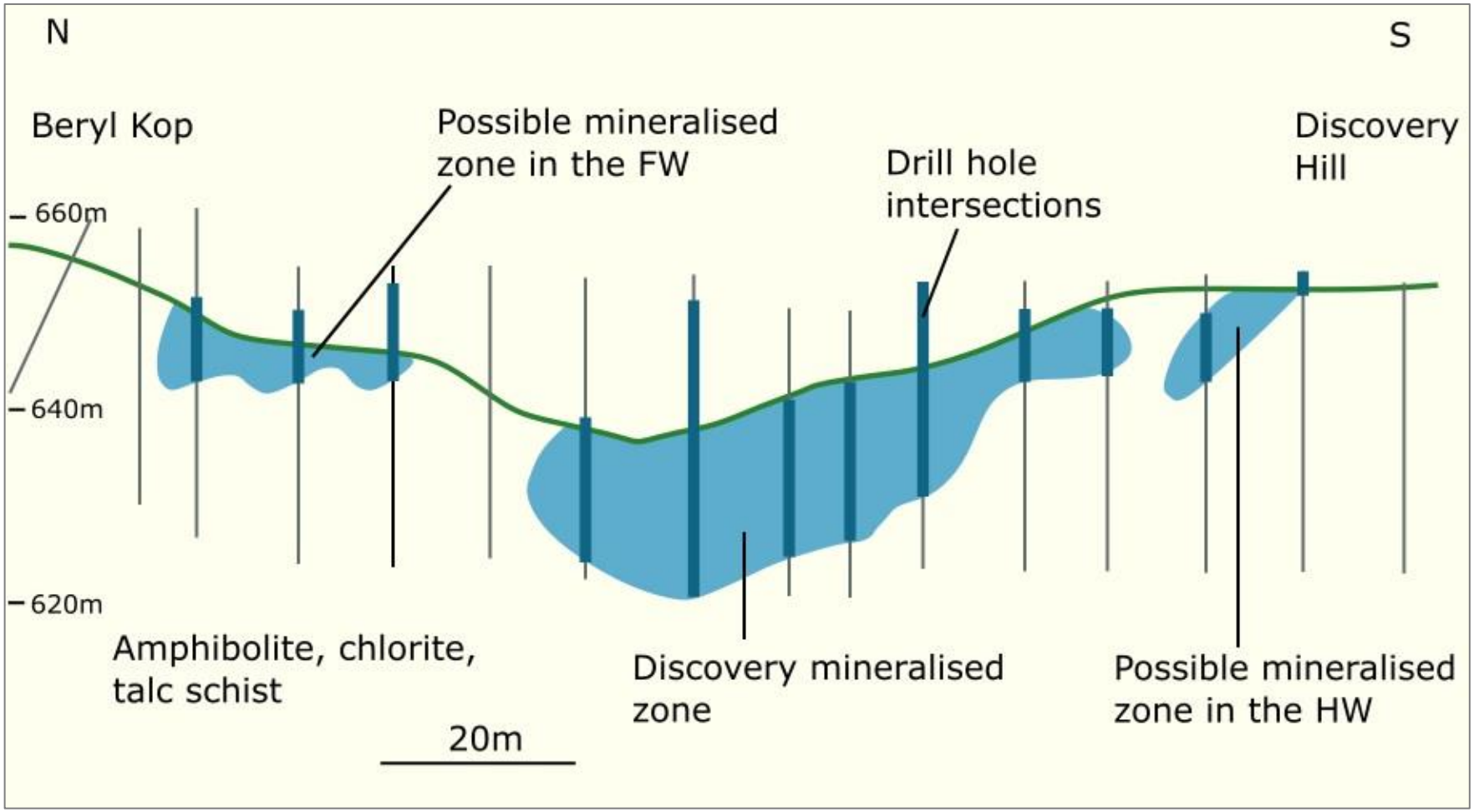


Figure 30: Cross section 42E showing the geological model (P. Gribble, 2023) used in resource estimation at Discovery



14.3. BULK DENSITY

A bulk density of 2.7 g/cm^3 has been used to convert the volume of the modelled emerald-bearing schist to tonnes. This is in line with the figures used in the historical estimates described in Section 6, though no information on the origin of this figure is available to ACA Howe.

As a check on the bulk density, in 2016 A. Phillips, Senior Associate Geologist of ACA Howe, assessed the mineralised emerald-bearing schist proportion of each lithology intersected in 180 one metre long samples from nine wagon drill holes (mostly collected from Cobra and mineralised). Using the average density for the rock types intersected the assessment resulted in a density of 2.79 g/cm^3 (Table 14). While this is not a replacement for a detailed programme of density measurements, the assessment provides a degree of confidence in the density of 2.7 g/cm^3 used in historical resource estimates and the current study.

Table 14: Calculated Cobra tonnage factor

Mineral/Schist in Drill Dust / Chips	Interval SG Used	Total Percent Present [per m]	Overall Percentage
Amphibole/ite	2.96	3,379	18.7 %
Dark Mica	2.92	3,051	6.9 %
Carbonate	2.90	665	3.7 %
Chlorite	2.87	1,118	6.2 %
Dolerite	2.90	480	2.7 %
Muscovite	2.83	10	0.1 %
Pegmatite	2.70	3,571	19.8 %
Quartz	2.73	917	5.1 %
Talc/Talc Schist	2.75	4,836	26.8 %
Totals & Averages	**2.79**	**18,027**	**100.0 %**

14.4. RESOURCE DEPLETION

The LIDAR survey provides an accurate, up to date surface showing the extent of historical open pit mining. However, records of past underground mining are incomplete. In the mid 1980's, mine geologists estimated that there was "in excess" of 5,000 tonnes of emerald-bearing schist between 5 and 9 Levels at Cobra. However, it is known the area above 9 Level (570m RL) was worked

extensively between 1984 and 2001 and therefore, none of this zone has been included in the Inferred Resource category.

This amounts to the removal of the following estimated tonnages calculated previously from the historic draft CP reports and thus not included in the current resource estimate:

- Levels 1 to Level 9: of the order of 10,000 tonnes of emerald-bearing schist.

14.5. POTENTIAL FOR EVENTUAL ECONOMIC EXTRACTION

ACA Howe has considered the potential for economic extraction of the emerald mineralisation using open pit mining as preferred by URA. ACA Howe constructed a series of conceptual pit shapes enabling the reporting of tonnages of emerald-bearing schist and waste rock bench by bench. Using estimates provided by URA, the mining of the conceptual pit shapes containing the Resources stated in Section 14.7 was shown to have the potential to be extracted economically.

14.6. MINERAL RESOURCE CLASSIFICATION

The classification of mineral resources used in this report conforms with the definitions provided in the 2012 edition of the JORC Code.

Mineral Resource classification is based on measurement and estimates of geological and grade continuity. At Cobra and Discovery, the assessment of geological continuity is based on wagon and diamond drilling on cross sections spaced 10 metres and 20 m apart. Grade continuity is derived from production and bulk sampling data. Emerald recovered in drill holes only provides an indication of potentially emerald-bearing schist zones and cannot be considered as emerald grade. This is due to, amongst other items, the considerable nugget effect in coloured gemstone deposits, the small diameter of the drill holes, and the style of some of the drilling. Therefore these indications can only be semi-quantitative. However, the consistency of emeralds recovered from drill holes at Cobra and Discovery on section lines spaced at only 10 to 20 metres apart does provide an indication of the continuity of mineralisation in the emerald-bearing schist.

A number of factors result in coloured gemstone deposits having a lower level of confidence than other commodities and these are discussed in the following sections.

14.6.1. ASSESSMENT OF RESOURCE ESTIMATION FACTORS

Tonnage:

- Data interpretation - low to moderate level of confidence: the package of emerald-bearing schist is reasonably well defined from drilling and surface geological mapping, and the interpretations of previous mine workers are readily available. A payability factor of 50% has

been applied to the emerald-bearing schist to acknowledge that mineralisation within the schist is controlled by factors that have not been modelled due to the limited quantity of data. The 50% payability factor was first proposed by J. Langlands of ACA Howe after his experience working on the project, including the supervision of a bulk sampling. Roy Spencer, also with extensive experience at GEM and the Competent Person for this report, is in agreement that 50% is a suitable figure.

- Data spacing - high level of confidence: the drilling was completed on cross sections spaced at approximately 10 to 20 metres at both Cobra and Discovery, providing confidence in the continuity of the emerald-bearing schist.
- Data provenance - low level of confidence: the historical nature of the data results in a lower level of confidence due to limited information on drilling and sampling procedures, together with a limited control on drill hole locations. ACA Howe estimates that the drill hole locations at Cobra and Discovery could have an error of up to 10 m and 5 m respectively. However, ACA Howe considers that this will have a low impact on the overall volume of emerald-bearing schist estimated.
- Density - low level of confidence: volumes were converted to tonnes using a density of 2.7 g/cm^3 as described in Section 14.3.
- Depletion - low level of confidence: the LIDAR survey provides a sufficiently accurate representation of historical open pit mining, though information on underground mining is limited (Section 14.4).

Grade:

- Data interpretation - low level of confidence: production and bulk sample grades vary significantly, potentially due to controls on mineralisation that have not been possible to model due to limited data.
- Data provenance - low level of confidence: the emerald grade has been estimated using production and bulk sample grades achieved by previous owners of the project. Other than for the bulk sampling supervised by J. Langlands of ACA Howe, there is only limited information on procedures available for this work. It is considered that previous owners were focused on higher grade mineralisation related to reaction zones around boudins, possibly without regard for other forms of structurally controlled mineralisation.
- In-situ grade estimation - low level of confidence: the final emerald grades assigned to the estimate are a measure of recovered, cleaned rough prepared from an intermediate plant product, rather than an in-situ grade. In addition, the grade does not include any measure of colour or quality. There are several sources of potential losses during mining and processing as described below:

    1. Mining losses - apart from actual losses of material underground, yield depends partially on the method of breaking the enclosing rocks without breaking or damaging the emeralds.

2. Plant losses - stones which are not wholly liberated from the mainly biotite and/or phlogopite matrix will report to tailings. Processing may also impact on stone size and quality.
3. Preparation of rough - gemstones recovered generally have variable amounts of host rock matrix adhering to the stones. The removal of this material from fractured or poor quality stones can reduce the yield grade.
4. Theft - this is a widely acknowledged major issue at all gemstone mines (especially historically). Importantly, stolen stones are often the largest and best quality material produced. There is ample anecdotal evidence of theft at GEM, including people being offered emeralds from the mine.

Roy Spencer believes that total grade loses between mining face and sales point at any coloured gemstone mine could be as much 30-40% of the total in situ geological grade. The more serious point however, is that the loss of revenue on a per tonne mined basis from face to sales from all factors, could be as much as over 50% of the hypothetical in situ value.

Aside from ACA Howe's 1983 bulk sampling programme, there is insufficient direct sampling evidence to estimate the likely grade of any potential resource. An overall average yield grade for rough stones of 6.4 g/t is assumed here. This grade is the averaged production yield grade of 6.37 g/t for the period from 1978 to 1982, which excluded a dump retreatment adjustment for the same period from approximately 50,000 tonnes. Hence the decision by ACA Howe to use the more reliable, and available, production grade estimations from the 5 years of production.

Emerald Valuation:

- Valuation data - low level of confidence: historical indications of emerald value from GEM are described in Section 6.5. No recent independent valuations, comments or confirmed sales have been made available to ACA Howe. It is acknowledged that GEM was an operating mine for over 50 years with total emerald production of nearly 113 million carats, at times employing over 300 staff and it is understood that there were emeralds of sufficient value to support such an operation.
- ACA Howe inspection: Roy Spencer, the Competent Person for this report, is a coloured gemstone expert and has inspected numerous emeralds from GEM during his time working on the project. He has verified the presence of significant quantities of emeralds of varying size and quality on the GEM property both in situ in emerald-bearing schist outcrops and in tailings and other dumps around the Cobra pit.

Based on the factors discussed above, ACA Howe has classified part of the deposit as an Inferred Resource and part as an Exploration Target. The Inferred Resource is defined as areas of demonstrated geological continuity shown by closely spaced drilling, in areas where production and bulk sampling have been completed by previous owners (Cobra and Discovery). Exploration Targets have been

estimated beneath the drilling in areas where there is no evidence of a break in geological continuity, and along strike of the drilling, particularly to the north of the Cobra pit, under the Cobra North Pit and in both strike directions and at down-dip depth below 10 Level to 14 Level (and under 7 Level at Cobra South to at least 10 Level). Exploration targets are also present at Discovery basically from the present mine surface in all directions (north, south, east and west) and onto the Discovery Hill.

14.7. INFERRED MINERAL RESOURCE STATEMENT

The Inferred Mineral Resource estimated is summarised in Table 15. Note that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to Inferred Mineral Resources, it cannot be assumed that all or any part of an Inferred Mineral Resource will be upgraded to an Indicated or Measured Mineral Resource as a result of continued exploration.

Table 15: Inferred Mineral Resource estimate for the GEM emerald deposit

Deposit Zone	Category	Tonnage (Mt) Emerald-Bearing Schist*	Grade (g/t)	Emerald Tonnes*	Emerald Carats (Mct)*
Cobra	Inferred	1.2	6.4	3.9	19.4
Discovery	Inferred	0.7	5.7	1.9	9.6
Total	Inferred	1.9		5.8	29.0

*After applying 50% payability.

Notes: Mineral Resources effective 6th December 2023

1. Mineral Resources were estimated using the definitions and guidelines of the JORC Code (2012).

2. Assigned grades are derived from limited historical production and bulk sampling.

3. Tonnages are derived from modelling of interpreted emerald-bearing schist based on historical drilling. A payability factor has been applied as acknowledgement that it has not been possible to model controls on mineralisation within the schist due to limited data.

4. Both the estimates for Cobra and Discovery have been depleted by an approximate tonnage based on historical information and limited historical records.

5. Inferred Mineral Resources have a large degree of uncertainty as to their existence and whether they can be mined economically. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

6. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.

7. A bulk density of 2.7 g/cm^3 was used for the modelled emerald-bearing schist. The value used is based on the figure used by previous owners and assessment of lithologies intersected in drilling.

14.8. EXPLORATION TARGETS

The JORC (2012) definition of an Exploration Target is as follows:

"An Exploration Target is a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource."

Exploration Target mineralisation has been defined as part of the modelling programme described in Section 13.2 together with additional areas of mineralisation known and observed in the project area. The Exploration Targets (Table 16) are all areas where the current database for the GEM property indicates that there is geological continuity with adjacent Mulati Formation (MF) emerald-bearing schists, (except in the case of the "Area between Cobra South and Discovery West" where there is only geological continuity with adjacent MF schists). ACA Howe recommends that, inter alia, the first three of these Exploration Targets, Cobra pit Main Zone, Far North and South, are assessed in year 1 of the two year programme, together with three other Exploration Targets selected from the remainder. These latter three could be Discovery Hill, Discovery West to Cobra South and Cobra South itself.

Table 16: Exploration Target mineralisation for the GEM emerald deposit

Exploration Targets	Location	Tonnage Range of Emerald-Bearing Schist (Mt)*	Grade (Em. & Beryl) Range (g/t)
Cobra pit	Main Zone 10.5 to 14 Level (510 to 485m RL)	0.6 – 0.8	4.8 to 8
	Far North	0.7 – 0.9	4.8 to 8
	South	0.4 – 0.5	4.8 to 8
Discovery Main	Below Inferred Resource	0.4 – 0.5	4.5 to 7
Discovery	West/Far West	0.35 – 0.45	4.5 to 7
	North	0.5 – 0.7	4.5 to 7
	South	0.4 – 0.5	4.5 to 7
	Hill	3.3 – 4.0	4.5 to 7
Area between Cobra South and Discovery West		0.3 – 0.4	4.5 to 7
Sable Kop		0.1 – 0.2	4.5 to 7
Beryl Kop	East	0.2 – 0.3	2.2 to 5
	West	0.4 – 0.5	2.2 to 5

*After applying 50% payability

Notes:

1. Exploration Targets were estimated using the definitions and guidelines of the JORC Code (2012).

2. Exploration Targets are conceptual in nature and are not Mineral Resources. An Exploration Target is material that has a reasonable degree of geological confidence but for which there is insufficient exploration to define a Mineral Resource. It is not certain that further exploration will result in the target being delineated as a Mineral Resource.

Cobra Main Zone

This area is defined as that area below the Inferred Resource from 10.5 to 14 Levels (510 – 485 RL). The majority of the drilling by previous owners did not test these depths, however the deepest hole intersected emerald-bearing schist down to 490 RL.

Cobra Far North

This area extends from approximately 1010N to 1300N, from the northeastern limit of the Cobra Inferred Resource to the RC drilling by Magnum (described in Section 10). Little exploration has been undertaken further north than 1300N (northeast along strike of the Water Tank traverse) and there is no outcrop in this area. However, preliminary pitting by Magnum in this area has identified MF reaction-type zones between 1300N and the airstrip.

ACA Howe considers it reasonable to assume that at least geological continuity exists in this area along strike from the Cobra pit.

Cobra South

Limited sub-surface data is available on the Cobra South area, however geological mapping and past mining provides evidence of geological continuity and continuity of emerald-bearing schist from 570N to approximately 320N. The Exploration Target has been extended to the deepest drill intersection of emerald-bearing schist at 10 Level (approximately 45 m below surface).

Discovery Main (below the Inferred Resource)

This area, in part, is the focus of the MFR style of mineralisation. A number of angled holes were drilled by previous owners on the north facing benches of the pit, where the +/- 60^{o} core holes drilled northwards by Golden Dumps contain significant MRF mineralisation for long distances down-hole and along the section lines. The deepest emerald intersection at Discovery is approximately 200 m below surface or approximately 155 m below the Inferred Resource, though this was a single emerald grain. The deepest zone with more consistent emerald grain counts is approximately 115 m below surface or 70 m below the Inferred Resource. Therefore, the extension of the Exploration Target to only 30 m below the Inferred Resource is conservative.

Discovery West to Far West

This zone covers the extension of the Inferred Resource at Discovery, westwards to the Cobra track. Historical records show that a small number of drill holes were completed in this area but no downhole data is available, other than a single reference to emeralds having been found in three of these holes. However, interpretation of airborne geophysical data appears to show what may be the geophysical reflection of a shear zone extending the west of the Inferred Resource in the same area.

Discovery North

This area covers the northern face of the pit for approximately 30 metres north to meet up with the Beryl and Sable Kop zones. Historical records show that this area has been tested by drilling in the past but no downhole data is currently available. However, approximately 100 metres to the east, in an analogous geological area along strike from Discovery East (in MF schists), drilling data from the 1980's shows that a number of emeralds were recovered in drill hole samples. ACA Howe is not aware of any outcropping emerald-bearing schists in this area.

This area is parallel to the strike of the Discovery pit and may be the northern extension of the Discovery MF package.

Discovery South

This is the area opposite Discovery North but covering the southern face and adjacent to the Discovery Hill mineralisation. A fence of drilling extends southwest from the Discovery pit for 150 m. Significant consecutive emerald grain counts were recorded in schist in three drill holes, up to 30 or 40 m from the southern edge of the pit.

Discovery Hill

This 14-18ha north facing hill slope below the quartz deposit at the crest of the hill is possibly the most important of the Discovery Exploration Targets, with significant emerald recoveries from both trenches and drill holes and exposed MF metavolcanics over its entire surface area. The MF metavolcanics may extend as much as 100 metres below surface here.

Discovery West/Far West to Cobra South

ACA Howe has not located any prior detailed mapping of this area. However, there is good indication that the MF metavolcanics do occur in at least part of the area and given its location between the Discovery and Cobra South mineralised zones, and on strike with both, it is a reasonable assumption that this area could be mineralised. Ground examination of this area suggests that whereas the other Exploration Targets should contain relatively good drilling ground, this area may be more challenging and triple tube drilling may be necessary.

Approximate dimensions for the twelve Exploration Targets are provided in Table 17 below.

Table 17: Exploration target dimensions		
Zone	**Exploration Target**	**Approximate Dimensions (Length x Width x Depth)**
Cobra	Main Zone	425 m x 50 m x 25 m
	Far North	300 m x 80 m x 25 m
	South	250 m x 30 m x 45 m
Discovery	Main	400 m x 30 m x 30 m
	West/Far West	200 m x 50 m x 30 m
	North	300 m x 50 m x 30 m
	South	300 m x 40 m x 30 m
	Hill	450 m x 400 m x 15 m
	Between Discovery West and Cobra South	130 m x 70 m x 30 m
Beryl Kop	East	250 m x 25 m x 30 m
	West	350 m x 30 m x 30 m
Sable Kop		150 m x 25 m x 30 m

14.9. COMPARISON TO PREVIOUS RESOURCE ESTIMATES

Previous historic resource estimates are described in Section 6.9 and are summarised below:

14.9.1. M. WILSON - GEOLOGIST (MAY 1985)

- Estimate by M. Wilson, Chief Geologist at GEM, in May 1985.
- The total of 2.387Mt of schist in which mineralised zones bearing emeralds were estimated to contain 1.055Mt of emerald-bearing schist at a cut-off grade of 3 g/t. Of this +3 g/t material, 0.71Mt was estimated to contain grades of over 5 g/t (see Section 6.9 for a detailed breakdown of the estimate).
- The methodology used for the estimate is not known, though it is noted that it was made at the time when production was taking place and likely with access to all of the project and governmental data.

14.9.2. MINE MANAGER (SEPTEMBER 1985)

- Estimate for Cobra by an unnamed Mine Manger.
- The estimate suggests that 100,000t of schist had been mined since May 1985. This included 40,000t of +3 g/t emerald-bearing material, of which 25,000t had a grade of above 5 g/t (see Section 6.9 for a detailed breakdown of the estimate). The cut-off of 3 g/t would provide some justification of the decision that a payability of 40%, was appropriate.
- The methodology used for the estimate is not known, though it is noted that it was made at the time when production was taking place and likely with access to all of the project and governmental data.

14.9.3. JOHN LANGLANDS - ACA HOWE (MARCH 2013)

- Estimate by J Langlands of ACA Howe in 2013, included in a draft report.
- The report shows an Inferred 1.03Mt of emerald-bearing schist at Cobra and Discovery.
- An additional Exploration Target below the inferred tonnage at Discovery was estimated at 0.32Mt. Additional Exploration Targets northeast of Cobra, east of Discovery (outside the current Mining Right), southwest and south of Discovery, northwest of Discovery, and at Beryl and Sable Kop increased the total Exploration Target tonnage to 1.84Mt.
- The estimate was based on manual interpretation between cross sections to estimate volumes rather than being based on a computer-generated 3D model.
- The estimate took no account of open pit extractability.
- Mr Langlands provided a grade of 6.48 g/t from 82,400 tonnes of Discovery emerald-bearing schists in his Table 2.

14.9.4. JOHN LANGLANDS - ACA HOWE (FEBRUARY 2014)

- Mr Langlands revisited his earlier (2013) estimate but reduced the number of Exploration Targets to six.
- This estimate is also based on a manually derived tonnage calculated from individual calculations of 10 metre separated cross-trend sections.
- The Inferred Resource estimate was the same as previously (1.03 M tonnes at 6.4 g/t).

14.9.5. COMPARISON WITH 2023 ACA HOWE RESOURCE ESTIMATES AND EXPLORATION TARGETS

The earlier Resource estimates by J. Langlands of ACA Howe are described in Sections 14.9.3 and 14.9.4. The 2023 ACA Howe Inferred Resource estimate is a total of 1.9 Mt of emerald-bearing schist, divided into 1.2 Mt for Cobra North and 0.7 Mt for Discovery.

The major difference in the estimation methodology used for the historical and 2023 modelling is that the 2023 estimate has utilised Leapfrog modelling software, as opposed to a manually derived model. However, the 2023 estimate is similar to that provided previously as was expected.

The current estimate does not include Cobra mineralisation above 9 Level as this is now believed to be largely mined out and the confidence in the tonnage was improved by Magnum's bulk sampling in both pits and from the discovery of significant numbers of emeralds in reacted biotite schists in both of the RC traverses. ACA Howe has removed in the order of an estimated order of magnitude 10,000 tonnes from the Inferred Resource as a result of the expected losses of mine from selective mining operations after the mine closed in 1986.

The 2023 estimate includes a total of 12 Exploration Targets rather than the 6 and 7 of the earlier draft versions. This increase follows an improved understanding of the regional targets as a result of the detailed data review and time spent on site by Roy Spencer. This version has added an Exploration Target for each of Discovery West/Far West, Discovery West to Cobra South, Cobra South, a second zone for Beryl Kop and Cobra North Deep below 10.5 Level to 14 Level and the Cobra Far North zones.

It has been demonstrated that eleven of the twelve Exploration Targets show continuity of both mineralisation and geology. The other Exploration Target, the area between Cobra South and Discovery West, shows continuity of prospective geology though no evidence of mineralisation has been discovered to date.
It should also be noted that there are a number of drill holes that have not been included in the data digitisation undertaken in 2015 by ACA Howe as they have only recently been rediscovered and added to the data base. Digitisation of these will improve the general model, especially at Discovery.

15. OTHER COMMODITIES

14.1 GOLD

According to van Eeden et al (1939), gold was first discovered in the region in 1870 by French Bob, The Leydsdorp goldrush began in 1888, and ended when a malaria epidemic occurred locally in 1890 and compounded the effects of the very poor logistics that existed in the area at the time and even poorer water availability.

Prospecting and mining continued intermittently at a few localities (and pertinent to this report – at the Blue Jacket Mine) until 1916. In October 1888 there were 6000 claims pegged in the area and a public gold field proclaimed in that year with the town of Leydsdorp established in 1890 together with a formal Mining Commissioner. Jeppe produced a map of the "Zoutpansberg" Goldfields 1893, with Steuart's much maligned but actually accurate map of 1899.

During this short gold rush, Leydsdorp was renowned for the nuggety and refractory nature of the gold found, with only 45 claims remaining in 1891. The Zoutpansberg or Leydsdorp Gold Field compared

poorly to that at Barberton (established in 1884), with plenty of water and supposedly no malaria and on the route to Lourenco Marques. The old Sites East Battery and cyanide works are located just west of the tar road outside of the front entrance gate at GEM.

Relatively modern, post 1960's, exploration and mapping identified up to four parallel linear mineralised zones present along a 15 km strike distance (between Gravelotte in the east and Leydsdorp in the west) in this the southern part of the MGB as follows:

a) The well known **Antimony Line**, up to 250 m wide, on which the ConsMurch antimony-gold operation was based. Refractory antimony-rich gold reefs especially in the Gravelotte area east of Leydsdorp which were mined by ConsMurch from 1937 up until 2014 when the mine finally closed and the Australian company Stibium, took over.

b) The **Cu-Zn Line** of VMS deposits approximately 4 km to the north of the Antimony Line.

c) The **Blue Jacket Line** approximately 3 km south of the Antimony Line and over 3 km of strike.

d) The **Discovery-LaFrance Diggings Line** parallel to the Blue Jacket Line and approximately 3 km southeast of it.

Little is known of gold mineralisation in the modern literature in the region (or around GEM), except for a brief mention of the old Blue Jacket Gold Mine located at the far northern extremity of the GEM tenement on the western point of Blue Jacket Hill, just east of the tarred Gravelotte-Mica road. The Blue Jacket mine was apparently re-entered by the Pouroulis family in the late 90's (Mem. 81) and may have been the subject of a legal action by JCI at that time when underground workings held by ConsMurch/JCI were penetrated. In a modern repeat of this, local artisanal miners have taken over the Blue Jacket Line and commenced illegal mining there.

Note that in October 2010, the ConsMurch tenement which still existed over the Blue Jacket Hill area in 2011 (as per the Minxcon CPR for VillageMain and the ConsMurch ppt for an investor trip dated 22 November 2011). Although as of the 22 November 2011, the application for renewal had still not been granted.

However, an old (dated 1899?) mining claim plan of the Gravelotte area shows the gold workings in an area of very poor outcrop south of Gravelotte and basically south (see also the 1899 Steuart Map of the then so-called Zoutpansberg Goldfields), shows what seems to be a continuous line of old workings in schists and BIF over an approximately 7.5 km long west-east strike length across an area from the Cobra emerald workings to the Blue Jacket Hill. In the eastern extent of the workings, the schist belt appears to change strike (in the vicinity of GEM) to a north easterly direction and perhaps significantly, where the strike changes a concentration of gold occurrences are shown which were identified from surface and accessed underground via a number of shallow shafts and pits. The strike of the Blue Jacket reef zone changes from west-east to northeast at about the location of the GEM property. The extent of the old workings continues for another 8 or 9 km eastwards to La France in the east.

The change of strike may be related to a possible shear structure which is located just to the west of Spitz Kop Hill with a strike of +-120^{o} from true north and also may have something to do with the location of the high level Willie Granite which is likely to be the source of the Be of the GEM emerald mineralisation. The concentration of gold seems to increase markedly east of this structure towards and along the northern shoulder of Blue Jacket Hill. The Steuart plan (G388) indicates a 7.5 km long zone of BIF and ferruginous quartz reefs parallel to the Antimony Line and approximately 2500-3000 metres southeast of it and about 1800 metres northwest of the Cobra pit. This mineralisation may link the old Nyblatt and President workings just to the south of Spitz Kop Hill to the Blue Jacket Hill further east – a distance of 1500 metres.

The general strike of the reefs shown on G388 is west-east some 1300 metres south-southeast of the Spitz Kop hill. At this location the reefs appear to change trend to the northeast. The change of strike may be related to a structure which controls the location of the western side of Spitz Kop Hill. Van Eeden, et al (1939) record old gold workings on Beryl Kop.

14.1.1 PREVIOUS WORK (GOLDEN DUMPS)

Discovery

Gold was discovered in and below the Discovery open pit by Golden Dumps in the mid 1980's. From October 1985, the drilling and sampling programme was intensified and this led to the eventual development of the Discovery Shaft, on Level 5 bench and in April 1986 in the western part of the Discovery pit to exploit the auriferous pyritic schist. Evaluation delineated some 25,500 tons of material at an average grade of 13.5 g/t to approximately 150 m (Cobra Emerald Mines Limited, 1986). The auriferous pyritic schist was largely exhausted in 18 months but the operation continued intermittently until April, 1990.

In 1992 the Discovery Shaft was reportedly being tributed with the shaft pillars being extracted (Kedda, 1992). There were reported issues with JCI over ownership of the claims adjacent to the Golden Dumps workings here.

Access to the gold data was denied to J. Langlands of ACA Howe in 2002 and no emerald assays were carried out on the drill core after DDH 162. It is probable (based on anecdotal evidence) that emerald-bearing schist was exposed underground in the Discovery Pit gold mine but the extent to which the emerald potential of the underground workings has been assessed is unknown.

In a report to mine management in 1990, Burger reported the following:
"Discovery: The auriferous pyrite reef was mined from 1 Level down to 12 Level and consisted of a fold structure with the limbs striking north (western limb) and east (eastern limb). This fold structure plunges south west at 60^{o}.

From 5 Level down, granitoids apparently increase in size and number from 5 Level down and truncate the western limb on the northern side.

The eastern extension of the eastern limb pinches out at about 9 Level and from below 9 Level the western limb is characterised by deformation, pinching and short strikes of the reef and remnants of this can be seen up to 150m on strike.

The mechanism behind these phenomena is interpreted as due to granitoid intrusions. From about 5 Level it appears that these intrusions are much closer to the pyrite reef and the size and number of these intrusions increases.

The strike of mineralisation also changes due to these intrusions. As mentioned above, the pyrite reef is more deformed, but in addition low grade mineralisation is present in the granitoids with slightly higher grades on the contacts. Due to the general orientation of the mineralisation (ie. paralleling schistosity) further strike extensions west and east could be found." (See below Hostel Project).

In his draft 2012/3 CPR, J. Langlands makes reference to geochemical traverses for gold that the consultancy completed by ACA Howe to the east of Cobra.
Minor gold/sulphide mineralisation will undoubtedly continue to be encountered at GEM, and with the anticipated relatively low throughput it could be possible to contemplate a moderate to low angled riffle-type recovery system for fine (<1 cm) pyrite-associated gold recovery.

Northwest of Discovery to Hostel

A helicopter magnetic survey was flown over the area by Golden Dumps for which data is available in the onsite GEM offices. Burger (1990) reported that "The aerial geophysical work for this area support the strike extension of geological features for at least 1000 m" and he speculated the presence of "A magnetic gold-bearing zone at an average of 3.32 g/t Au over 148 cm". Six holes were apparently drilled at the Hostel anomaly and two were described as being successful. No further details are available to ACA Howe.

14.2 QUARTZ (SILICA) AT DISCOVERY HILL

It is the opinion of ACA Howe that the quartz of Discovery Hill is of high quality, lump quartz, suitable for industrial applications.

In 2005-2007 Venus collected surface samples on a grid covering the boundary between the GEM and Venus properties. These samples were chemically analysed by Silicon Smelters (SS) in Pietersburg, who currently consume 12 -13,000 tons of quartz per month and by Mintek in Randburg for suitability for smelting for the production of silicon metal. The laboratory tests were reported by Venus as very favourable with very low contaminant levels (Table 18) and reportedly, SS agreed to an initial amount of 3000 tonnes to conduct furnace production trials. Apparently, they would also take a regular monthly delivery of an amount yet to be determined, delivery to be paid by the producer.

Table 18: Quartz composition	
Element	**Amount**
SiO2	+99%
Fe	-500 ppm
Al	-500 ppm
Ca	-400 ppm
Ti	-129 ppm
Cr	-15 ppm
P	-10 ppm
B	-5 ppm

However, it was understood by ACA Howe (from Venus) that a few thousand tonnes had been trucked, sold to and tested by SS with satisfactory results. However, when working with Magnum in 2014, Roy Spencer had preliminary discussions with representatives of SS on site, and they suggested that the material that was sent to their facility in Polokwane was not of the same quality as they had tested previously. Therefore, SS had declined to proceed with the business arrangement with Venus.

Based on a preliminary compilation of 1/2500 scale topographic, geological and air photo maps and a visit to the site by ACA Howe in June 2007, an inferred resource of 1.5 million tonnes of quartz was estimated to be present above the level of the roads along the north and south side of Discovery Hill over a strike length of some 450 m and a horizontal map width of +10 m at each end and up to 80 m through the top of the hill, over a relief of about 30 m (ACA Howe, 2007). The structure of the contacts of the quartz and its extent in depth remained to be tested by drilling. It was expected that drilling would convert part of the resource at least, to the indicated category which is a sufficiently high level of confidence for economic planning for extraction.

ACA Howe recommended three drill locations to assess the resource. Due to the topography, it was judged too difficult to drill elsewhere without significant site preparation. However, with some surface work to expose the contacts of the quartz and new geological mapping to locate the contacts and measure the structure of the quartz at surface, it was thought that this would be sufficient drilling for the purposes.

In 2007, ACA Howe visited the site and carried out an informal, pre-drilling resource estimation using Micromine software and available topographic, GPS and geological data to guide the project and plan resource drilling (ACA Howe, 2007).

Venus conducted a small drilling programme in 2009 and estimated the following:

- Based on a stated area of about 5,000 m² and a depth of 20 m, 260,000 tonnes of quartz vein were estimated.
- Based on a stated area of about 20,000 m² and a depth of 3 m, an estimate of 156,000 tonnes of large quartz cobbles and soil was derived.
- Based on a stated area of about 45,000 m² and a depth of 1.5 m, an estimate of 175,500 tonnes of fine quartz cobbles and soil.

From these figures, ACA Howe re-estimated the total (non-JORC2012) resource as very approximately 590,000 tonnes. Without regard to the structure indicated by the drilling results and assuming continuity in width and depth to the base level of the Discovery Pit, Venus extrapolated a further million tonnes of quartz. These later numbers appear to be excessive and have not been verified by ACA Howe.

In December 2009 the results of the drilling of 6 vertical holes into and through the quartz were reported by Barry (2009). No further work has been undertaken on this deposit since this time.

However, this quartz resource if ultimately converted to production, may defray some of the costs of stripping waste off the adjacent emerald bearing schist of Discovery South.
The deposit clearly has some potential as an industrial product and could be revisited with SS if so desired.

14.3 MOLYBDENITE

The granite at Beryl Kop contains scattered molybdenite mineralisation possibly associated with the EBG molybdenum porphyry. This has been commented on by van Eeden in 1939 and recently by M. Wilson. To the best of ACA Howes knowledge, there has never been an assessment of the molybdenite potential of this porphyry. No further information is available to ACA Howe and the potential mineralisation needs investigation.

16. ADJACENT PROPERTIES

Emeralds are found on a number of farms along the southern side of the MGB in the Gravelotte to Phalaborwa area, including Willie 787 LT, Josephine 777 CT, Granville 767 LT, Farrell 781 LT, BVB Ranch 776 LT, Koedoes Rand 790 LT, Alonbridge 768 LT, Esmefour 29 MT, Danie 789 LT and Leeuwspruit 18 LU (Wilson and Annhauser, 1998).

Common beryl is associated with emerald in the above farms and has additionally been found on the farms Selati Ranch 143 KT and Morelag 5 KU in pegmatites in the vicinity of the town of Mica, 38 km on the R526 to the southeast of Gravelotte.

The gemstone chrysoberyl has also been found on the farm Arundel 788 LT near Gravelotte (Coetzee, 1976). Aquamarine has been found (Van Eeden, 1936) on the farms Arundel No 483*, Thankerton No 527* and Willie No 787 LT (* old style farm numbers).

17. INTERPRETATIONS AND CONCLUSIONS

Significant quantities of emerald have been mined from the GEM deposit by past owners. Closely-spaced drill hole data shows continuity of emerald-bearing schist beneath and along strike from the Cobra and Discovery pits. Drilling by Magnum further along strike has demonstrated the exploration potential, particularly to the north-northeast of Cobra North.

Based on the available data, ACA Howe has estimated Inferred Resources of 1.2Mt at 6.4 g/t at Cobra and 0.7Mt at 5.7 g/t at Discovery (where "g" is the equivalent to the weight in grammes of recoverable emerald rough). These emeralds are in historical categories ABC/L, R/L, ABC/S, R/S and V/S (as consigned to the selling organisation in Johannesburg) and "t" is the tonnage of emerald-bearing schist to be processed. This after allowing for a payability factor of 50% from the favourable host rock. Exploration Targets have been estimated at 12 locations.

Given the above, ACA Howe is of the opinion that bulk sampling and near-mine drilling is warranted, as well as drilling along strike of Cobra and Discovery, and at the other Exploration Targets. However, the Property is subject to certain inherent risks, which to some degree apply to all aspects of the international gemstones and/or metals mining industry. These include but are not limited to:

- Gemstone Price Fluctuations: These may be influenced, inter alia, by demand for rough emeralds in the market/industry, actual or expected sales and production cost levels for rough and/or cut emeralds in major producing countries.
- Exchange Rate Fluctuations: Specifically, in relation to the strength of the US$, the currency in which coloured gemstone prices are generally quoted.
- Inflation Rate Fluctuations: Specifically related to macro-economic policies.
- Country Risk: Specific country risks for South Africa include in no particular order: political, economic, legal, tax, operational and security risks.
- Legislative Risk: Potential changes to future legislation pertaining to exploration and mining (tenure, mining activity, labour, occupational health, safety and environmental).
- Exploration Risk: Resulting from the elapsed time between discovery of deposits, development of technically and economically viable feasibility studies to bankable standards and the associated uncertainty of outcome.
- Environmental Risk: The environmental impact to date for the Property is largely limited to activities associated with both historical exploration and historical open pit and underground mining activities. The ultimate development of the Property will inevitably impart positive

aspects on the local economy in respect to employment and the potential for taxation revenues to be used for further social development.

- Development Project Risk: Specifically, technical risks associated with brown-field projects for which current economic studies such as pre-feasibility or feasibility studies have not been completed.

Project-specific risks and opportunities with the further exploration of the GEM Property are as follows:

- The land owner, Peet Cilliers, confirmed to Wes Marais, GM of GEM, that the land claim by the Balapye community (Section 4.3.4) has been settled with the Land Claims Commissioner and that the property has been exempted from the claim. No documentation on the status of the claim is available to ACA Howe.
- The Inferred Resource has been estimated utilising data from past owners of the project. More recent work by Magnum, such as data from geological mapping, Lidar survey and RC drilling was readily available. Records of past production and drilling are incomplete. However, ACA Howe's independent involvement in the project since the early 1980s (intermittently) has proved valuable, both in terms of data availability, and the independence of observations and bulk sampling supervision by J. Langlands.
- ACA Howe has sought to reduce the risk in the Inferred Resource estimate by assigning grades from production data rather than by using drill hole data. In addition, the grade of the Inferred Resource represents a recovered emerald rough grade (including losses) rather than an in-situ grade. Further risks and uncertainties associated with the estimate are described in Section 14.6.

  Up to date survey data showing the underground working is not available. Therefore, ACA Howe has excluded all of the material from above 9 Level at Cobra North. . These upper levels appear to have borne the brunt of much of the post mid 1980's high grading and pillar removal operations undertaken by various miners and as such would not contribute significant volumes to any future resource estimate. Additionally, because of access issues, it would be difficult to access, define and estimate a resource for these levels.
- In any future estimates or eventual mining, it will be necessary to consider all potential deposit types, such as mineralisation that occurs in reaction zones and in structures.
- Tonnages reported are of inferred emerald-bearing schist identified in surface geological mapping and drilling and extrapolated from previously mined emerald mineralisation of the Cobra and Discovery zones, to some extent supported by semi-quantified emerald-bearing drill intercepts (i.e. emerald and beryl grain counts in drill core and percussion drill chips).
- The in situ grade that pre-mining sampling should aspire to understand, is always reduced by the various ore processing techniques to eventually provide a ROM number. The mining process should seek to get as close to the idealised pre-mining grade as possible. The most important of the factors which affect a recovered grade as opposed to an in situ grade is theft.

Note that as theft is always significantly skewed towards larger, better stones, this always has a major impact on all parts of the sampling, mining, processing and marketing areas. However other factors such as mining technique and crusher losses also conspire to move a ROM grade away from the in situ geological grade.

18. RECOMMENDATIONS

ACA Howe is aware that URA is focusing on re-starting mining and processing operations at Gravelotte Emerald Mine (GEM) in a phased approach and aiming to scale up processing and mining operations over time. URA is planning to focus its initial mining activities on the extension of the Discovery and Cobra open pit as identified from the resource estimation work contained in this report. URA is further planning to conduct additional exploration work in the future while in production.

ACA Howe recommends that the following exploration activities are conducted in the future in conjunction with the planned mining and extraction activities.

18.1. EMERALD AND GOLD

A programme of data rehabilitation, compilation, surveying, mapping, trenching, drilling, bulk sampling and emerald assaying is recommended. This programme should include the set-up of an exploration department and an emerald assay laboratory and should be designed to convert portions of the Inferred Resources of emerald-bearing schist to Indicated Resources and to investigate the postulated emerald mineralised areas in the Exploration Targets, at least to the Inferred Resource level.

Both emeralds and gold occur within a complex geochemical environment at the Gravelotte mine and detailed analysis of data contained within a thesis by Whitecross (1993) and other relevant literature and mine records and orientation surveys over known mineralisation are listed in the References List.

Pathfinder elements for both emeralds and gold are noted in the literature. However the stand-out elements which may be useful to map unexposed ultramafic rocks in locally derived soils include Ni, Cr and Co. The important elements which may be useful to map the albite-quartz pegmatoids and their associated hydrothermal alteration and emerald and gold mineralisation in locally derived soils include Au, Mo, W, Be, B, Sb and Hg, as identified by Jaguin et al (2012).

URA will need to establish statistically valid size distribution (and value) sample analyses for both the Cobra and Discovery pits and any future sampling exercises must be undertaken by suitably qualified professionals and must follow international best practices.

18.1.1. BUDGET AND RECOMMENDED 24 MONTH WORK PROGRAMME

ACA Howe makes the following recommendations to be completed over the next 24 months. The items in Phase 1 are recommended to progress towards the next bulk sampling programme and the

first drilling programme, all aimed at developing Inferred Resources into Indicated Resources. ACA Howe believes that these work items will be achievable within URA's budget of USD $1.99 million.

URA has expressed a wish to begin a trial mining programme at GEM. It is understood that the trial mining would be completed over three years in order to firstly test the TOMRA colour-based emerald identification equipment proposed for inclusion in the emerald recovery circuit in the on-site plant, and then to further test the grade and stone value/descriptions of the emerald-bearing schists at the GEM project. ACA Howe believes that a trial mining programme could be achievable in parallel with the recommendations noted below with some flexibility in the various work schedules and budget.

18.1.2. PHASE 1 - PREPARATION

General Recommendations

1. SSR/LIDAR survey to identify old workings away from the known pits especially north and east of Cobra Pit.
2. An initial orientation geochemical survey is necessary prior to investigating the areas north and east of Cobra Pit. This would be followed by surface geochemical sampling for emerald-bearing schists and gold mineralisation.
3. Pump water out of Cobra North pit to expose 10 Level for mapping and in preparation for drilling and bulk sampling.
4. Design and build an emerald laboratory for analysing samples from drilling and bulk sampling.
5. Review the latest technology available for plant recovery. Identify a method which enables the processing of a large volume and to remove waste. Make additions or adjustments to the existing plant if necessary.
6. Security review.
7. Use onsite local granite cobble and gravel from the Quarry Granite to seal sinkholes and dig a sealed central drainage ditch to move rainwater onto a controlled drainage. Place gabions downstream and across creeks.

Update of Geological Mapping

8. Review the pitting programme across the Property but especially within 500 metres of the Willie Granite contact, to measure 'red soil' depth to bedrock, etc and contour these.
9. Clean out and map the network of old drainage ditches to support the regional geological map and to direct rainwater safely into Cobra Creek Dam.
10. Dig, map and sample trenches especially at Discovery Hill and Cobra Far North, but also the previously recommended trenches ahead of mapping and sampling. The extension of geological mapping of Cobra to Discovery Hill to Beryl and Sable Kop is seen as an important activity.

11. Dig mapping trenches on the eastern flank of the EBG and at Discovery West to Cobra South is also required.

Drilling

12. Clear vegetation and clean out line of old vertical WD holes at Discovery West. Locate old drill holes at Cobra North & South, Discovery and Discovery West for potential twinning. Select a limited number of holes for first stage drilling.

Bulk Sampling

13. Identify and prepare bulk sampling sites at Cobra and Discovery.
14. Prepare suitable standard operating procedures for bulk sampling and sampling processing in the onsite laboratory in line with international best practices.

18.1.3. PHASE 2 - IMPLEMENTATION

Phase 2 assumes the implementation and completion of the items outlined in Section 18.1.2, including larger bulk sampling if warranted, drilling and surface geochemical sampling for emeralds and gold. The completion of Phase 2 is not dependent on the results of Phase 1.

Drilling

An estimate of the drilling required in Phase 2, enabling comparison with historical data, validation of the geological model in certain areas and additional information on the controls on mineralisation, is as follows:

- Cobra Pit Area: 1,500 m.
- Cobra Deep: 150 m.
- Cobra South: 200 m.
- Discovery Pit Area: 1,200 m.
- Total: 3,050 m of combined RC and core drilling.

Target Locations and Waste Storage for Bulk Sampling and Eventual Trial Mining:

ACA Howe believes that it is important that areas selected for bulk sampling or trial mining should subjected to appropriate scrutiny. Mapping and testing should be undertaken before large scale work begins. Approximately 100 tonnes should be collected at each bulk sample site. Potential sample site locations are shown in Table 19.

Table 19: Potential bulk sample locations		
Location	**Area**	**Number of Samples**
Cobra	Pit tails	2
	10 Level	2
	Far North	4
	South	1
Discovery	South face	3
	Central zone	3

ACA Howe also suggests that an initial stage of trial mining could include a combination of the collection and processing of easily accessible tailings to assist in the development of the optimum processing techniques, followed by the larger scale mining programme as planned by URA.

However, without detailed bulk sampling or trial mining plans, ACA Howe cannot provide appropriate recommendations for the location of the either bulk sample or trial mining sites at this stage.

A formal programme to map the many emerald dumps located east of the Cobra Pit should be undertaken. A follow-up formal project of testing dumps should begin with using a hydraulic rock breaker mounted on a TLB (or similar), supplemented by hand-held jack hammers. Target material could be passed over a heavy duty mobile grizzly located on site before being transported to the processing plant.

The tailings could be sourced from the following locations:

- The easily accessible tailings may be sourced from the approximately 10,000 tonnes of tails stored in the Cobra North pit. These tails are likely to be derived from the latest emerald production at GEM, possibly partly from the high grade mining in 2001.
- A second target could be the so-called ‘Gupta’ tails and the adjacent dumps, close to the gold slimes tails.
- Analysis of the emerald dumps by J. le Cordier in 2015, indicated that the four largest dumps consist of in excess of 850,000 tonnes of coarse tails, located close to the eastern side of the Cobra North pit. These tails could provide a large tonnage of feed to the plant over several years and are made up of largely unprocessed material too coarse to be easily processed in the plant in use in the 1980’s. The largest of the tails tend to be either granite or quartz-rich boudins (with some MF schist) some of which still display coatings of blackwall, and some of which are obviously mineralised. The unprocessed material (excluding the barren quartz) may well provide emerald grades substantially more representative of the in situ geological grade than

those that were produced by the earlier plants. The selection of large quartz/schist boulders for breaking could be ameliorated by the presence of geological personnel to identify such boulders prior to action.

For the initial testing and trial mining, ACA Howe recommends that considerable thought be given to the placement of waste material. This amount of plant feed will require significant waste to be moved and stored. The only areas where waste can be usefully stored within the Mining Right are east, north and west of the Cobra Pit, and that is only after these areas have been comprehensively investigated geologically.

It is probable that the Mulati Formation exists east of the pit and perhaps up to the boundary with Selati. Until this area is explored adequately for emeralds, no waste should be stored there. Reaction zones are known to exist in the old northern Marais claims to the northeast of the pit.

Similarly for the area north of the pit - the Cobra Far North area. Emeralds are known to be present at least as far north as the water tanks and it is assumed that the emerald-bearing schists will extend along strike at least to the airstrip and possibly further to the eastern boundary fence with Selati. Exploration pitting and trenching should be completed before any decision can be made as to whether the waste could be stored in these areas.

A logical short term area for waste storage is on the Quarry Granite in the area of the Cobra Creek dam. However, adequate allowance will have to be made for the trace of Cobra Creek (which moves runoff from the large source area west of the main access road to the accommodation at the top of the hill), to be adequately accommodated on its easterly course. A suggestion is that the area east of the dam wall be considered initially for waste storage (but only over the granite outcrop) and possibly parallel to the wall, but then a drainage diversion would have to be created for Cobra Creek to continue on its drainage passed the wall.

18.1.4. POTENTIALLY USEFUL TECHNOLOGIES

There are a number of very interesting new technologies on the metallurgical horizon that may have application singly, or together, in a 21st century emerald recovery plant. The first target of any ‘new technology’ would be to identify the mineral beryl, with its low Zeff either resting on a belt or exposed on the surface of a rock on a feed belt or optimally, wholly enclosed in the ore rock. This has obvious advantages in major capital and operating cost savings.

Secondly, there is the issue of being able to release the beryl crystals from the matrix without damaging particularly the larger stones. All of the above to be accomplished out of sight of potential thieves.

Thirdly, and the ‘holy grail’ would be to discover a system capable of identifying emerald crystals completely enclosed in emerald-bearing schist on a moving belt at speeds of up to 50-100 t/hr, then

removing the “pregnant” rocks from the feed belt and allowing the remaining barren waste to be sent directly to waste dumps.
The items noted below may be of some advantage in a modern emerald/beryl circuit.

Selfrag

It appears that this interesting development has lost favour with its original developers in the mining context who are now focussing on the recycling industry. However, one of the early Selfrag proponents and Selfrag employee (now consultant and based in the UK) Dr Daniel Parvaz, is keen to reinvigorate the mining connection.

The system as it works at present involves subjecting electrical charges to ore at high voltages. This has the effect of creating micro fractures throughout the ore which, when subjected to relatively benign crushing/disaggregation such as with a trommel or SAG mill, in practices allows for the non-destructive release and recovery of say emeralds, hence overcoming 1 of the repeated issues of crushing emerald ore, that being damage to the largest and hence most valuable stones.

Sitoro

The Australian company has developed cutting-edge XRT scanning technology that provides high speed, high-resolution transmitted X-ray attenuation images along with accurate an increased ability to measure the effective atomic number (Zeff). This may help to identify emeralds wholly hidden in schist and thus provide a means of separating emerald-bearing schist from barren rock well before ROM reaches a crusher.

Colour Sorters

URA have already set up a line of communications with TOMRA in Hamburg in connection with using colour sorters to ID emerald on low throughput feed belts. This technology works well on small throughput systems but can be expanded with the addition of additional units. ACA Howe has reviewed the system used by TOMRA in Germany recently in the context of the schist samples sent to them by Magnum and have concluded that the system has distinct merit for the ore processing at GEM.

Solar Panels

Solar panels that cover an entire pre-existing roof in sheets of solar cells are now commercially available from EU suppliers and are easy to fit to any sized/shaped roof.

Berylometer

In the 60’s portable berylometers were developed to identify beryl minerals in rock outcrops. These instruments were successful but are no longer commercially available. However, a US company ‘Materion’ is apparently using them in some newer form in their beryllium recovery flow sheet to identify beryl minerals.

LIBS

Laser induced breakdown Spectroscopy (LIBS) is 1 of the few techniques in common use currently which can provide on-site rock analyses for beryllium. Commercial products are available from Niton, Vulcan and SciAps. These handheld analysers are ideal for near instantaneous identification of exposed Be-rich minerals, emerald, beryl, phenakite, in outcrop and hand sized specimens.

18.2. SILICA/QUARTZ

This is a significant quartz deposit and efforts should be made to re-introduce the deposit to Silicon Smelters in Polokwane and to hopefully redress the issues that SS had with the previous mine owners in the past. The following recommendations are made:

1. However, a short retest of the chemistry of the quartz outcrop collected by an unbiased professional group and tested at a professional laboratory should be undertaken as a first step.
2. Armed with a positive set of analyses, URA should then make contact with SS and provide them with these results and to re-establish their interest.
3. Assuming a positive result from point 1), and as noted above, it will be essential to confirm and reinterpret the drilling results reported by Barry (2009) and to determine whether these can be used to further define the deposit in 3 dimensions and refine the revised ACA Howe inferred resource estimate.
4. Core drilling in massive quartz will be an expensive affair so it is recommended that a wagon or some other relatively inexpensive drill be used for this. However, for transparencies sake, the drill programme will need to the supervised and sampled by a group independent of URA.

19. REFERENCES

ACA Howe International Limited

1. Internal Draft Memo: J. Langlands June 1983 Geological Progress Report to June, 1983 For NEW RESIDENT GEOLOGIST.
2. J. Langlands; Various draft CPR's to LP Hill, Magnum & others; 2006, 2013-2015.
3. Geological Report in Laing & Cruickshank Document. C. Armstrong 1983
4. Various Mine plans held in the UK.
5. J. Langlands: 3 June Production Memo to Management.
6. R. Bolton Feb. 2014 Annual State of the Environment Report J3031.
7. J. Langlands Geological Report 1983.
8. Cobra and Discovery schematic drill sections.
9. Langlands: COBRA Drawings Borrowed from Gravelotte 8 June 2007
10. Langlands: DISCOVERY Drawings Borrowed from Gravelotte 8 June 2007
11. Phillips, A. March 2016 "Draft acquisition CPR "The geology, resources and exploration potential of the Gravelotte Emerald Project, located near Phalaborwa, Limpopo Province, Republic of South Africa. On Behalf of Magnum Mining and Exploration Limited".

ALS (2014). Stream Sediment & Slimes/Tailings Samples.

Andrianjakavah, P.R., S. Salvi, D. Beziat, M. Rakotondrazafy, and G. Giulani. (2009) Proximal and Distal styles of pegmatite-related metasomatic emerald mineralization at Ianapera, southern Madagascar. Miner. Deposita (2009) 44:817-835.

Anon. (1985) PROGRESS REPORT TO THE BOARD OF DIRECTORS OF GRAVELOTTE EMERALDS (PTY) LIMITED FOR THE PERIOD AUGUST 1984 TO SEPTEMBER 1985. Int. rep.

Antunes, Q.C., van Heerden, D. Odendaal, N. J. (2010) An Independent Competent Persons Report on the Consolidated Murchison Mine, Limpopo Province. MinxconRef.: M2010-49

Barishnikov, A.M. and M. L. Graft. (2014) The Application of Laser Element Online Analyser MAYA for Extraction of raw material.

Barry, I.C. 2009 Geological report for the quartz vein deposit at THE GRAVELOTTE EMERALD MINE. Council for Geoscience.

Batchelor, L. 2005 The Geology of Selati Game Reserve **(2005)** Compiled by L. Batchelor based on text, photographs and a presentation by Prof. J. Kramer & geology students. University of Berne.

Block, S., Moyen, J.F., Zeh, A. Poujo, M. Jaguin, J. and J-L Paquette (2012) THE MURCHISON GREENSTONE BELT, SOUTH AFRICA: ACCRETED SLIVERS WITH CONTRASTING METAMORPHIC CONDITIONS. Precambrian Research (2012) 22

Bukanov, V. (2006). Russian Gemstones Encyclopedia

CAPRICORN VETERINARY LABORATORIES cc Oct. (2013). LABORATORY TEST REPORT. WATER CHEMISTRY.

Cobra Office Various Plans and reports held on mine site

Chikambwe, E. M., (2002). GIS-based predictive mapping for aquamarine-bearing pegmatites, Lundazi area, northeast Zambia. Masters Thesis ed. sl.: INTERNATIONAL INSTITUTE FOR GEOINFORMATION SCIENCE AND EARTH OBSERVATION.

Coffin, N (2014). A Comparison of emeralds from Cobra Pit, Gravelotte Mine, SA. to Classical emeralds. Un. Exeter. M.Sc. Thesis.

Cooper, C. (2013). Independent Review of the Gravelotte Silica and Emerald mine, South Africa May (2013)

Cowan Geodata Services (2014) Magnum Mining, Gravelotte Project, South Africa. Processing & Interpretation of Aeromagnetic and Radiometric Data. Prepared for Magnum Mining. Report dated Sept. 2014.

Delport, J.M., Drapanoitis, & Williams, L. (1986) REPORT ON THE SHORT TO MEDIUM PRODUCTION AND RECOVERY PLAN. Int. Rep. Jan. 1986.

Fritsch,E., Rondeau, B., Hainschwang,T. and S. Karampelas *(2012) Raman spectroscopy applied to* earth sciences and cultural heritage. *Chap .13, Gemmology,*

Gaft,M., Seydoux-Guillaume, A. and X. Wang;et al., (2005) Characterization of emeralds by micro-Raman**,** Raman and **f**luorescence.

Gaft,M. and G. Panczer (2013) Laser-induced time-resolved luminescence spectroscopy of minerals: a powerful tool for studying the nature of emission centres

Gaft, M., Reisveld,R and G. Panczer (2005) Luminescence Spectroscopy of Minerals and Materials Springer Verlag

Groat, L.A., Giuliani, G., D. Marshall and D. Turner. (2008) Emerald deposits and occurrences: A review. *Ore Geology Reviews*, Volume 34, Issue 1, Pages 87-112.

Hall, A.L. (1912). The Geology of the Murchison Range and District. Mem 6, Geological Survey, Pta.

Hardie, A. (2011). A general Introduction to: GEM-VENUS HOLDINGS (Pty) Ltd and its 3 subsidiaries Modadji Manufacturing (Pty) Ltd, Venus Emeralds (Pty) Ltd and ADIT Mining Consultants & Trading (Pty) Ltd.

Hargeaves, D., (2010).

1. THE EMERALD POTENTIAL OF THE GEM-VENUS PROJECT.
2. The Gem-Venus Emerald Silica Mine GRAVELOTTE, South Africa

J. le Cordeur

1. Various mine plans held in Polokwane office
2. 2015 Gravelotte Emerald Mine Coarse Tailings Volumes
3. 2015 Calculation of Quantum for Environmental submission. Rules-based assessment of the Quantum for financial provision. Adit Mining (Pty) Ltd., Farrell 781 LT Ptn 7: Evaluator C.J. le Cordeur LP30

Jaguin, J., Poujol, M., Boulvais,P. and J-F Moyen (2012). The Murchison Greenstone Belt (South Africa): a general tectonic Framework. S.A. JNL OF GEOL. FEB. 2012

Jaguin, J., Moyen, J.-F., Boulvais, P. and Poujol, M., 2010. Mid-Archean granites south of the Murchison Greenstone Belt, South Africa: the oldest large biotite-muscovite leucogranite bodies. Abs. In: I.M. Tyler & Knox Robinson (Eds), Abstract, 5th International Archean Symposium, Geological Survey of Western Australia.

Jasinevicius, R. (2009). CHARACTERIZATION OF VIBRATIONAL AND ELECTRONIC FEATURES IN THE RAMAN SPECTRA OF GEM MINERALS. DEP. GEOSCIENCES, UN. OF ARIZONA. M.SC. thesis.

Kedda, S.W (1992) Geochemical and Stable Isotope Studies of Gold Bearing Granitoids in the Murchison Schist Belt, North Eastern Transvaal. M.Sc Thesis.

Keller, P.C. 1(981) EMERALDS OF COLOMBIA, GEMS AND GEMMOLOGY 1981
LAING & CRUICKSHANK Placing Document 1983 Final Proof

le Cordeur, J. (2014), Gravelotte Emerald Mine Coarse Tailings Volumes

Leichliter, S. TerraSpec Halo for the Mine Geologist ASD Inc. Resource Centre

Long, A.J. (2015) Reverse Circulation Percussion Drilling Program, September 2015

Mendelsohn, (1938). Gold deposits of the central Murchison Range, Transvaal

MSA Boulton, R. (2015) Development of an Environmental Management Plan. Proposal Submitted to Adit Mining Consultants and Trading (Pty) Ltd J3202. Submitted on 23 July 2015

N. Pauls.

1. APPLICATION FOR THE CONSENT OF THE MINISTER TO AMEND RIGHTS PERMITS PROGRAMMES OR PLANS IN TERMS OF SECTION 102.To amend the Mining Right through an update to the Mining Work Programme, Submitted 14th December 2015
2. Assistance with updates to documents supporting a Mining Right.
3. Mineral Right Management on behalf of Adit Mining Consultants & Trading (Pty) Ltd.

M. Reichardt

1. Report on the financial quantum for closure. Report prepared by The MSA Group (Pty) Ltd on behalf of: Adit Mining Consultants and Trading (Pty) Ltd. 27 Feb2015.
2. Rep. J3031 Mineral Right Management on behalf of Adit Mining Consultants & Trading (Pty) Ltd. J2999. Proposal Submitted to Adit Mining Consultants & Trading (Pty) Ltd. Submitted on 11 September 2014.

Russell, M., Boersma, N and J. Perold, 2015 Social and Labour Plan in Support of a New Order Mining Right in the Limpopo Province.

Nwe, Y. Y., & Morteani, G. (1993). Fluid evolution in the H2O-CH4-CO2-NaCI system during emerald mineralisation at Gravelotte, Murchison Greenstone Belt, Northeast Transvaal, South Africa. *Geochimica et Cas-mochimica Acta , 57*, 89-103.

Patterson, J.I.H., (2015) HH-XRF and HH-LIBS for alloy analysis. Choosing the Right Tool for the Right Job Portable Analytical Technologies LLC April 30, 2015.

Poujol M, R. L. 1996. 3.07–2.97 Ga greenstone belt formation in the northeastern Kaapvaal Craton: implications for the origin of the Witwatersrand Basin. *Econ Geol 91*, 1455–1461.

Poujol, M. 2001. U-Pb isotope evidence for episodic granitoid emplacement within and to the south of the Murchison greenstone belt, SA. Jnl. Earth Sci. July 2001.

Poujol, M., Jaguin, J., Moyen, J-F., Bouvais, P. and J-L, Paquette (2021) Archaen S-Type granites: petrology, geochemistry and geochronology of the Lekkersmaak and Willie plutons, Kaapvaal Craton, South Africa.

Poujol, M., Robb, L.J. and Respaut, J.P. 1998 Origin of Gold and Emerald Mineralization in the Murchison Greenstone Belt, Kaapvaal craton, South Africa. Min. Dep., vol.62A.

Sawyer, A. R. (1892) Mining: Geological and General Guide to the Murchison range. London. 92 pp.
Schappmann, J. (2005): Die gruben Morrua, Marropino und Maria III in der Pegmatitregion Alto Ligonha im Norden von Mozambique. Mineralien-Welt 16 (2): 34-46

Shaw, I., Bunbury,J. and Jameson (1999) Emerald mining in Roman and Byzantine Egypt', Journal of Roman Archaeology 12

Sliwa, A.S. and Nguluwe, C.A. 1984 GEOLOGICAL SETTING OF ZAMBIAN EMERALD DEPOSITS. PreCamb. Res., 25, (1984) 213-228.

Spencer, R. (2015)

1. Discovery Quarry Review September, 2015.
2. Cobra Technical Status Review 27/07/2015, and other reports.
3. Drill holes by Pouroulis.
4. List of ACAH Plans – amended by R. Spencer.
5. List of Historic Drill holes at Discovery as provided by ACAH.
6. COBRA MINE: INTERNAL TECHNICAL REVIEW. Grosvenor Exploration and Mining Services (2017).

SRK Consulting (UK) Ltd

1. A Competent Persons Report on the Kagem Emerald Mine, Zambia. Prepared For Gemfields.
2. 2015 structural mapping of the Gravelotte Emerald Project, South Africa.
3. P. Stenhouse. 2016 The Structural Geology of the Cobra Emerald Project.

Taranik, J.V. (2011) Reflectance Spectroscopy Applied to Exploration for Mineral Deposits and Geothermal Systems James V. Arthur Brant Laboratory for Exploration Geophysics, UNR.

van der Wielen,K, Pascoe,R., Weh,A., Wall,F. and G. Rollinson (2013) The influence of equipment settings and rock properties on high voltage breakage. Mins. Eng., Vol. 46–47.

Van Eeden, O.R., Partridge, F.C., Kent, L.R. and Brandt, J.W., (1939) The mineral deposits of the Murchison Range east of Leydsdorp. Memoir of the Geological Survey of South Africa, 36,

Vearncombe, J.R. (1988) STRUCTURE AND METAMORPHISM OF THE ARCHEAN MURCHISON BELT, KAAPVAAL CRATON, SOUTH AFRICA. Tectonics, vol. 7, No.4.

Vearncombe, J.R., Barton, J.M., Cheshire, P.E., de Beer, J.H., Stettler, E.H., Brandl, G., (1992). Geology, geophysics and mineralization of the Murchison Schist Belt, Rooiwater Complex and surrounding granitoids. Memoir Geological Survey South Africa 81, 139p.

Venus Emeralds (Pty) Ltd. Silica Quartz small scale mining operation at Gravelotte Mine (undated).

XPotential (2014). MAGNETIC AND RADIOMETRIC INVERSION MODELLING AND INTERPRETATION, COBRA PIT, RSA.

Wilson, M. Various pers. comms 2014-2015 and reports filed on site.

Whitecross, S.J. (1993) THE GEOLOGY OF GRAVELOTTE EMERALD MINE, NORTH EASTERN TRANSVAAL M.Sc. Thesis, Un. Natal (Pmb).

Zwaan, J.C. (2006) Gemmology, geology and origin of the Sandawana emerald deposits, Zimbabwe. Ph.D thesis. Vrije Universiteit Amsterdam.

20. COMPETENT PERSON'S STATEMENT

A.C.A. HOWE INTERNATIONAL
Mining and Geological Consultants

Competent Person's Report on the Gravelotte Emerald Mine in South Africa by ACA Howe International Limited (dated 6th December 2023).

I, Roy Spencer FAusIMM, MGSSA, confirm that I am the Competent Person for the CPR and:

- I have read and understood the requirements of the 2012 Edition of the Australasian Code for Report of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition).
- I am a Competent Person as defined by the JORC Code 2012 Edition, having five years' experience that is relevant to the style of mineralisation and type of deposit described in the CPR, and to the activity for which I am accepting responsibility.
- I am a Fellow of The Australasian Institute of Mining and Metallurgy.
- Neither ACA Howe nor any of the authors of this Report, have any material present or contingent interest in the outcome of this CPR, nor do they have any pecuniary or other interest that could be reasonably regarded as being capable of affecting their independence or that of ACA Howe.
- ACA Howe has no beneficial interest in the outcome of the technical assessment being capable of affecting its independence. ACA Howe's fee for completing this CPR is based on its normal professional daily rates plus reimbursement of incidental expenses. The payment of that professional fee is not contingent upon the outcome of this CPR.
- ACA Howe is not a sole trader and is qualified under the ESMA Recommendations to provide such reports for the purposes of inclusion in public company prospectuses and admission documents.
- ACA Howe has given and has not withdrawn its written consent for this CPR to be used for the purposes of URA Holdings plc's prospectus, including publication on Cobra's website. This consent also covers the inclusion of statements made by ACA Howe and references of its name in other documents pertaining to URA Holdings plc's prospectus.
- ACA Howe provides this consent on the basis that the technical assessments expressed in the Summary and in the individual sections of this CPR be considered with, and not independently of, the information set out in the complete CPR and the Cover Letter.

- ACA Howe confirms that to the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this CPR is in accordance with the facts and does not omit anything likely to affect the import of such information.
- ACA Howe confirms that nothing has come to its attention to indicate any material change to what is reported in this CPR. ACA Howe also confirms that it has reviewed the information contained elsewhere within the documentation of the URA Holdings plc's prospectus relating to the information contained within this CPR and confirms that the information presented is accurate, balanced, complete and not inconsistent with this CPR.

[SIGNED AND SEALED]
{Roy Spencer}

Roy Spencer, FAusIMM, MGSSA