PATHFINDER MINERALS PLC

ANNUAL REPORT AND

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

Pathfinder Minerals plc
Registered in England & Wales
Registered company no. 02578942
Registered office address: 35 Berkeley Square, London, W1J 5BF

Contents of the Annual Report and Consolidated Financial Statements
for the Year Ended 31 December 2023

Company Information
for the Year Ended 31 December 2023

DIRECTORS:	M Gasson P Barrett (appointed on 16 August 2023) D Edmonds (resigned on 16 August 2023) P Taylor (resigned on 22 June 2023)
SECRETARY:	Silvertree Partners LLP
REGISTERED OFFICE:	35 Berkeley Square London W1J 5BF United Kingdom
REGISTERED NUMBER:	02578942 (England and Wales)
INDEPENDENT AUDITOR:	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus London E14 4HD
SOLICITORS:	Fasken Martineau LLP 6th Floor, 100 Liverpool Street London EC2M 2AT
NOMINATED & BROKER:	Allenby Capital Limited 5 St Helen's Place London EC3A 6AB
REGISTRARS:	Link Asset Services 34 Beckenham Road Beckenham Kent BR3 4TU
BANKERS:	Royal Bank of Scotland 1 Dale Street Liverpool L2 2PP

Chairman's Statement
For the Year Ended 31st December 2023

Introduction

The Company focused on two key activities during the financial year ended 31st December 2023 – the disposal of its formerly wholly-owned subsidiary IM Minerals Limited ("IM Minerals") and engagement with a target company to acquire it through a reverse takeover. Both of these activities, which are considered to be vital steps in the relaunch of Pathfinder, are detailed further below.

Successful disposal of IM Minerals Limited and transition to AIM Rule 15 Cash Shell

Following completion of the disposal of IM Minerals on 18 August 2023 ("Completion"), Pathfinder received an initial consideration of £1.0 million. The purchaser of IM Minerals, Acumen Advisory Group LLC ("Acumen"), undertook to commence legal proceedings against the Government of Mozambique in respect of the expropriation of Mining Concession 4623C (the "Claim") within three months of completion of the disposal of IM Minerals by Pathfinder, a deadline subsequently extended by mutual agreement to January 2024. Acumen filed the request for arbitration in January 2024. Acumen has assigned the Claim to Luangwa Resources LLC ("Luangwa"). Pathfinder management have met with Luangwa's principals and are satisfied of their intentions to finalise and/or settle the claim within five years.

In the event of a successful outcome of the Claim, Pathfinder will receive a contingent payment to be made by Acumen of a share of the aggregate amount (including all deferred or conditional payments) payable on settlement or determination of the Claim less all reasonable costs and expenses properly incurred in respect of the Claim ("**Contingent Payment**"). The share of the net proceeds due to Pathfinder varies on a sliding scale from 40% to 22.5%, with Pathfinder entitled to 22.5% in the event that the amount awarded under the Claim is above US$120 million. As reported in the Company's announcement on 10 December 2021, the valuation ranges prepared by Versant Partners LLC reflect a minimum of US$110 million for an ex-ante damages award, through to US$1,500 million for an ex-post damages award.

To ensure that shareholders on Pathfinder's share register at around the time of Completion ("**Eligible Shareholders**") may in due course be compensated for the expropriation of Mining Concession 4623C, the Company intends to enter into a deed of assignment with a Special Purpose wholly owned subsidiary of the Company ("**SPV**") into which any Contingent Payment will be paid and then distributed to shareholders of the SPV. Eligible shareholders of Pathfinder are those who were on the Company's register as at 6:00pm on the record date of 5 September 2023, further details of which were announced by Pathfinder on 1 September 2023.

Following Completion, the Company ceased to own, control, or conduct all or substantially all its previous trading business, activities or assets and on 18 August 2023 became an AIM Rule 15 cash shell pursuant to the AIM Rules for Companies ("**AIM Rules**"). As such, the Company is required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 ("**Reverse Takeover**" (including seeking a re-admission as an investing company (as defined under the AIM Rules)), on or before the date falling six months from Completion and be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million), failing which the Company's ordinary shares would then be suspended from trading on AIM pursuant to AIM Rule 40.

On 29 November 2023, Pathfinder announced¸ *inter alia*, into non-binding heads of terms regarding a potential acquisition of the entire issued share capital and to be issued share capital of Rome Resources Ltd ("Rome Resources"), which would constitute a reverse takeover under the AIM Rules (together the "Proposed Acquisition"). Rome Resources is a tin explorer active in the Democratic Republic of Congo and is a company in which Mark Gasson is also a director of. The Proposed Acquisition constitutes a reverse takeover under rule 14 of the AIM Rules. Therefore, the Proposed Acquisition would be subject, *inter alia*, to the approval of the Company's shareholders. In accordance with rule 14 of the AIM Rules, the Company's ordinary shares was suspended from trading on AIM with effect from 7:30 a.m. on 29 November 2023. The Company's ordinary shares will remain suspended until such time as either an admission document is published, or an announcement is released confirming that the Proposed Acquisition is not proceeding. Details of Rome Resources and its assets are set out below along with the outline terms of the proposed Reverse Acquisition.

Rome Resources Tin Project

Rome Resources holds majority indirect beneficial interests in two permits (totalling 38.4km^2) in the eastern part of the Democratic Republic of Congo ('DRC'), collectively the Bisie Tin Project, where initial surface sampling and limited drilling to date has identified encouraging grades of tin, copper, silver and zinc in two prospects. The mineralisation is contained in early PalaeoProterozoic metamorphics (amphibolite schists) with the mineralising fluids believed to be associated with MesoProterozoic and later granite emplacement.

The project lies only 8km along trend from the Alphamin's Mpama tin mine, which currently produces currently 4% of global tin production (with plans to increase to 7%) associated with the margins of the same large granitic mass. Rome Resources has encountered grades of up to 12.8% tin, 7.8% copper, 4.2% zinc and >100ppm silver in its core samples. Two large surface anomalies have been identified on the permits, the size of which is comparable, if not larger, than the Alphamin deposits.

Rome Resources' forward programme consists of further drilling on both anomalies to delineate a tin resource by end 2024. The continuity of this programme is important and it was therefore agreed to loan Rome the necessary funds to continue drilling, as detailed below.

Outline Terms for the Proposed Acquisition

The Proposed Acquisition constitutes a reorganization under Part 8 of Policy 5.3 of the TSX Venture Exchange ("TSX-V"). Related to the Proposed Acquisition, Pathfinder has agreed to lend the Company up to C$2,500,000 paid in two drawdowns on an unsecured basis to support its ongoing exploration activities in the DRC. The TSX Venture Exchange ("TSXV") has conditionally accepted for filing the loan between the Company and Pathfinder. The first drawdown of C$500k loan funds was drawn down at year end.

Under the non-binding heads of terms governing the Proposed Acquisition, a loan has been provided to Rome Resources to support its early 2024 drilling programme in a tin and related metals prospect in the Bisie North area of the North Kivu district of the DRC. The terms of this loan facility are a maximum facility of C$2,500,000 which, when fully drawn down post year end, which trigged the issue of 10,000,000 warrants in Rome Resources to the Company, exercisable at C$0.25 per share. A fixed payment of 10% is attached to the loan, except in the case of termination, when it will be 15%. The loan becomes repayable to the Company on the first anniversary of full drawdown, i.e. 12th January 2025.

The Company is pleased with the progress made to date in relation to the Proposed Acquisition and all advisers are continuing to work hard on the proposed transaction to bring it to fruition.

Financial results and current financial position

As of 31 December 2023, cash and equivalents was £1,396,000 (2022: £46,000), primarily a result of a combination of the proceeds of £1 million from the disposal of IM Minerals and a placing undertaken in December 2023 to raise £1,275,000 before expenses. There was an earlier equity raise in January 2023 of £0.5 million to provide working capital for the Company throughout 2023. There were no operating revenues during the reporting period.

It should be noted that immediately following the end of the reporting period, £1,177,183 (CAD$ 2,000,000) was provided to Rome in January 2024 as the second and final drawdown on the loan facility agreed as part of the Proposed Acquisition.

Board changes

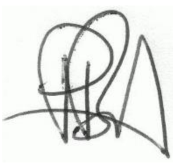
During the reporting period, there were several changes at board level, reflecting the changes in the business going forward. Peter Taylor stepped down from the board of Pathfinder on 22 June 2023 along with Dennis Edmonds on 16 August 2023. I was appointed at the same time and following the commencement of discussions with Rome Resources and took over the role of Chief Executive Officer of Pathfinder with Mark Gasson remaining a non-executive director.

Additionally in November 2023, David Taylor stepped down from the role of Company Secretary and the role was taken over by Silvertree Partners.

Outlook

The outlook for the Company is significantly better than that was the case a year ago. The disposal of IM Minerals and the potential for future value for shareholders has allowed the Company to move to the next stage of its development and with a sub—Saharan metals focus, the Company has landed on Rome Resources as a reverse takeover candidate, potentially giving shareholders exposure to a high-quality tin project. Tin has recently attracted attention as a somewhat overlooked critical metal with many commentators predicting a supply squeeze in the coming years.

We believe this project offers shareholders an excellent opportunity to see significant returns. The Rome Resources' management were responsible for the world class Alphamin tin project just 8km from the Rome project and bring a wealth of knowledge and experience which will be invaluable in the development of the project.



Paul Barrett
Executive Director
7 May 2024

Directors and strategic report
for the Year Ended 31 December 2023

Overview

2023 was transformational for the Company, with the disposal of the subsidiary company holding investments in the Mozambique asset and the agreement to acquire Rome Resources, which brings a high grade tin project to the business. During the year, changes to the board of directors and two equity raises as outlined in the statement by Paul Barrett above, have supported this transition.

Until this year, the Company focused on developing value for shareholders from the Mozambique asset. The disposal of the Mozambique asset on the 18 August 2023 and the scheme to return any monies from the settlement of the claim to all shareholders has drawn a line under that chapter of the Company's development.

Upon disposing of the Mozambique asset, the Company became an AIM Rule 15 cash shell with a clear focus on identifying and acquiring an appropriate asset or assets. The Company entered into a non-binding heads of terms with Rome Resources in November 2023 and provided a loan to Rome Resources to maintain its drilling operations in DRC.

Cash Balance
The Company's cash balance as at 31 December 2023 was £1,396,000 (2022: £46,000).

Dividends
The directors do not recommend the payment of a dividend (2022: £nil).

Events since the end of the year
Information relating to events since the end of the year is given in note 19 to the financial statements.

Directors
The directors who held office at any time during the year ended 31 December 2023 are as follows:

Dennis Edmonds (resigned 16 August 2023)
Peter Taylor (resigned 22 June 2023)
Mark Gasson
Paul Barrett (appointed 16 August 2023)

The Company has agreed to indemnify its directors against claims against them by reason of the fact that they are or were a director of the Company, and the Company has in place a directors and officers insurance policy.

The Board of Directors is responsible for overseeing the long-term success and strategic direction of the Company in accordance with the schedule of matters reserved for board decision and is responsible for monitoring the activities of the executive management.

<u>Directors' interests in shares</u>
As at 31 December 2023, the interests of the directors' beneficial interests in the shares of Pathfinder Minerals plc (including the beneficial interests of their immediate family) were as follows:

	No. shares held at 31 December 2023	**No. shares held at 31 December 2022**
D. Edmonds (resigned 16 August 2023)	n/a	-
P. Taylor (resigned 22 June 2023)	n/a	14,350,000
M. Gasson	-	-
Paul Barrett (appointed 16 August 2023)	-	-

Details of directors' remuneration is disclosed in Note 4.

Details of directors' interests in share options and warrants is given in Note 16.

Financial instruments

The Company's financial instruments consist entirely of cash that arose from financing activities undertaken to fund the business and the disposal of the IM Minerals subsidiary during 2023. The main purpose of these financial instruments is to fund the Company's operations as well as to manage working capital, liquidity and invest surplus funds. It is, and has been throughout the period under review, the Company's policy not to enter into derivative transactions, and no trading in financial instruments has been undertaken.

Political donations and expenditure

No charitable or political contributions were made during the current or previous year.

Significant shareholders

As at 7 May 2024, the registered holders of 3% or more of the Ordinary Shares were as follows:

Shareholder	**No. of Ordinary Shares held**	**% of issued share capital held**
Marc Kay Mathenz	92,000,000.00	8.70%
R S & C A Jennings & related party Catalyse Capital Ltd	80,724,175.00	7.63%
IPM Trustees (Finian O'Sullivan SIPP)	52,000,000.00	4.92%
Adam Dziubinski	45,950,000.00	4.35%

Principal risks and uncertainties

Liquidity risk

The Company's principal risk is a liquidity risk. The Group has no revenue at the present time and is therefore dependent upon the availability of additional equity finance, which is described in further detail in note 1 to the financial statements under the *going concern* section of the accounting principles. The availability of additional funding could be influenced by a wide range of factors and risks.

Dependence on key personnel

The Group and Company is dependent upon its executive management team. Whilst it has entered into contractual agreements with the aim of securing the services of these personnel, the retention of their services cannot be guaranteed. The development and success of the Group depends on its ability to recruit and retain high-quality and experienced staff. The loss of the service of key personnel or the inability to attract additional qualified personnel as the Group grows could have an adverse effect on future business and financial conditions.

In light of the Group's liquidity risk, the Group operates with minimal personnel, and this is therefore within the Group's risk appetite.

Litigation risk

The Company may also carry a litigation risk insofar as, in the event AAG does not meet its obligations under the SPA and the rights to the Claim revert back to Pathfinder after a period of five years, should Pathfinder choose to accept receipt of the shares of IMM (and therefore the rights to the Claim) back, which it is not obliged to do under the SPA.

Transaction risk

The Group's strategy is to seek opportunities to acquire other assets in which the Board believes it is able to unlock unrealised value in the near-term. An example is the Rome Resources acquisition. Any such transactions would carry an element of risk with the need to expend resources in identifying opportunities and carrying out due diligence thereon. Such activities therefore increase the pressure on the Group's cash reserves and are therefore monitored closely and conservatively.

Financing and liquidity risk
The Group has an ongoing requirement to fund its activities through the equity capital markets. There is no certainty such funds will be available when needed. To date the Group has managed to raise the required funds, primarily through equity placements, including placements undertaken during difficult market conditions. The Directors have prepared cash flows forecasts for at least the next 12 months from the date of this report and are confident that the Company has sufficient financial resources to fund its operations.

Credit risk
The Group is exposed to a credit risk arising from the loan provided to Rome Resources, the risk of the balance not being repaid is mitigated by terms and conditions noted in the Chairman's statement. The Directors regularly assess the recoverability of the loan to which suitable provisions will be made as and when required.

Internal controls and risk management

The directors are responsible for the Group's system of internal financial control. Although no system of internal financial control can provide absolute assurance against material misstatement or loss, the Group's system is designed to provide reasonable assurance that problems are identified promptly and dealt with appropriately.

In carrying out their responsibilities, the directors have put in place a framework of controls to ensure as far as possible that ongoing financial performance is monitored in a timely manner, that corrective action is taken and that risk is identified as early as practicable. The directors keep under constant review, the effectiveness of the internal financial controls, with a strong focus on monitoring the cash position and future cash flows of the business.

Disclosure in the strategic report

Strategic matters relating to the Company throughout the reporting period, including the main trends and factors likely to affect the future development, performance and position of the business, are outlined in the Chairman's Statement.

Statement of directors' responsibilities

The directors are responsible for preparing the Report of the directors and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state that the financial statements comply with UK-adopted International Accounting Standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Accounting Records

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

Going concern

The Board has assessed the prospects of the Group over a period of 12 months from the date of approval of these financial statements, involving a review of the Group's forecast prepared up to 31 May 2025 and taking account of the Board's intentions for future activities after that date.

As explained further in note 1 to the financial statements, the Board, taking account of the Group's current position and principal risks over a 12 month period, has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over that period. The proposed acquisition of Rome Resources will require raising finance on re-admission, which cannot be guaranteed. However, the Company is due to receive repayment of the loan to Rome Resources made at the end of 2023, plus penalty payments, should the transaction fail to complete. Considering these two outcomes, the Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the next 12 months. The Board considers this period of assessment to be appropriate because it contextualises the Company's financial position, business model and strategy. However, as the company does not have an ability to generate revenue and the timings around this are currently uncertain, a material uncertainty exists as to the Company's ability to then raise additional equity or debt funding based on conditions in existence at the appropriate time. The auditors have included a material uncertainty in the their audit report due to circumstances noted above.

The Board's assessment of the going concern statement is further described in note 1 to the accounts.

Statement as to disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Auditors

The auditors, PKF Littlejohn LLP, will be proposed for reappointment at the forthcoming Annual General Meeting.

Corporate governance statement
for the Year Ended 31 December 2023

As an AIM-quoted company, Pathfinder Minerals plc ("Pathfinder" or the "Company") is required to apply a recognised corporate governance code, and to demonstrate how the Group complies with such corporate governance code and where it departs from it.

The Board of Pathfinder believes that a sound corporate governance policy is an essential ingredient to the Company's success. The application of these policies enables key decisions to be made by the Board as a whole, and for the Company to function in a manner that takes into account all stakeholders in the Group, including employees, suppliers and business partners.

The Directors of the Company have formally made the decision to apply the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"). The QCA Code has ten principles divided into three overarching headings:

- Deliver growth
- Maintain a dynamic management framework
- Build trust

The Board recognises the principles of the QCA Code are best suited to smaller quoted companies such as Pathfinder, but also acknowledges that Pathfinder has been operating in an unusual set of circumstances resulting from the dispute, now as an AIM Rule 15 cash shell prior to the proposed reverse takeover.

Deliver growth

<u>Establish a strategy and business model which promote long-term value for shareholders</u>
In November 2009, the Company issued a circular setting out an Investing Policy to be approved by its shareholders. Pathfinder's proposed strategy was to acquire mainly significant minority interests in both listed and unlisted companies and/or assets that the Directors believe represented opportunities to create shareholder value, specifically within the natural resource sectors, with a focus on Central Asia and Sub-Saharan Africa. The focus would be on metals and mature resource situations with both established resources and the ability to increase these through additional exploration and bring them into production.

In pursuit of this strategy, the Company entered into a Heads of Terms with Rome Resources to acquire its tin project in the DRC. The Rome project does not have documented resources, however it has been demonstrated to be a highly prospective area through early stage drilling and the 2024 drill programme is likely to result in resource reporting by the end of 2024.

<u>Seek to understand and meet shareholder needs and expectations</u>
The directors, seek regular engagement with major shareholders and investors in order to understand their views on governance and performance against the strategy.

<u>Take into account wider stakeholder and social responsibilities</u>
The continuing support of the Company's major shareholders and commitment of the directors and employees is essential to the success of the Company. The directors periodically review the Company's key resources and relationships.

The Company is subject to the rules of AIM. Maintaining a positive relationship with the Company's Nominated Adviser is an important feature of the Company's shares being traded on AIM.

At the present time, the Company does not have any customers and has negligible involvement with any communities, though this will change with the completion of the Rome acquisition.

<u>Embed effective risk management, considering both opportunities and threats throughout the organisation</u>
The Company has no operations at present. Its principal risks therefore pertain to the Board's ability to continue to raise funds to finance the pursuit of its strategy, and to its dependence on key personnel.

Maintain a dynamic management framework

Maintain the board as a well-functioning, balanced team led by the Chair
The Board currently comprises executive director Paul Barrett, who is the Chief Executive Officer and Mark Gasson, a non-executive director. Messrs. Barrett and Gasson do not hold shares in the Company and are therefore deemed independent. However, Mr. Gasson is a director and major shareholder of Rome Resources and is therefore not independent for the purposes of the Proposed Acquisition.

The Board makes share options available to non-executive directors in order to attract and retain directors of the calibre necessary for the Company to succeed whilst minimising any cash costs that would otherwise be incurred. The award of share options to directors is not considered to result in their independence being impaired; on the contrary, it is believed that modest and measured awards will provide a cost-effective mechanism to align directors' interests with those of shareholders.

All directors are expected to devote such amount of time as is necessary for the proper performance of their duties. In the case of the non-executive directors, this is expected to spend a minimum of 5 days per month on work for the Company, including time spent at board meetings and in attending any general meetings.

The Company's directors frequently meet informally and also pass resolutions in writing. During the period, six board meetings were held and all directors were in attendance either in person or via telephone.

On 30 June 2022, the Company's Board reduced to just one non-executive director. Accordingly, each of the Board's committees were dissolved. The current situation comprises 1 executive director and 1 non-executive director and therefore until such time as the Board is enlarged, such as at re-admission, the committees will be reinstated.

Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities
Details of the current Directors, their roles and backgrounds are set out on the Company's website at www.pathfinderminerals.com.

The directors maintain all relevant professional development consistent with their professional qualifications, areas of responsibility and expertise. Training and CPD may also be carried out online. Training and CPD may also be delivered through attending seminars and specific training courses, and reading relevant materials. Upon joining the Board, each director receives an induction as to the AIM Rules from the Company's Nominated Adviser. The Company Secretary and the Nominated Adviser are each also available to the directors to provide additional training from time-to-time as and when required.

Evaluate board performance based on clear and relevant objectives, seeking continuous improvement
The senior Non-Executive Director evaluates the board's performance regularly as well as that of its committees and of the individual directors by way of continuous review, incorporating any feedback from the Company's key stakeholders. Any findings arising are shared with the Board and the Nominated Advisor where appropriate. Until such time as the board is significantly larger, and the business of the Company more complex, it is considered that this method of carrying out board performance evaluation is satisfactory.

Promote a corporate culture that is based on ethical values and behaviours
The Board of Pathfinder Minerals has a policy of promoting the long-term success of the Company by conducting business with integrity. This means ensuring the appropriate disclosure of inside information and striving to prevent leaks or rumours; honesty in the full disclosure of any potential conflicts of interest; carrying out appropriate due diligence with counterparties; and upholding the Company's anti-bribery and corruption policy.

Maintain governance structures and processes that are fit for purpose and support good decision-making by the board
The Board seeks to ensure that the Group is managed for the long-term benefit of all shareholders and other stakeholders with effective and efficient decision-making. Corporate governance is an important part of that job, reducing risk and adding value to the Group. The Board will continue to monitor the governance framework of the Group as it grows.

The role of the Chairman (or senior Non-Executive Director) is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance. The CEO is currently acting as Chairman in the transition period prior to the completion of the acquisition of Rome Resources.

The role of the Chief Executive Officer is to be responsible for the day-to-day running of the Group's operations and implementation of Group strategy as determined by the Board. In addition, the Chief Executive Officer is responsible for overseeing the management of the Group.

The Board is supported by a company secretary who is responsible for ensuring the smooth day-to-day running of the Company, the Board, and any of its committees.

The composition of the Board does not reflect the directors' recognition of the benefits of diversity in gender, background, disabilities and beliefs; these benefits will be borne in mind when considering future appointments.

Build trust

Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to healthy dialogue with its stakeholders and it strives to maintain open, clear and transparent communication with shareholders, ensuring that its strategy, future business model and ultimately performance are clearly understood.

The Company communicates with shareholders through the Annual Report, full-year and half-year announcements, the Annual General Meeting and one-to-one meetings with large existing or potential new shareholders.

A Shareholder Advisory Panel has been created to assist the Company in specific matters of conflict or negotiation.

Any significant developments are announced via a regulatory information service, published on the Company's website, and shareholders or other investors who have signed up for an alert service, receive electronic notifications of any new announcements.

Pathfinder's directors believe that the successful development of any mining project is best achieved through maintaining close working relationships with all stakeholders; this includes government agencies and local communities. Part of this, in the context of an early-stage minerals exploration company, is to ensure careful attention is paid to ensure that all exploration activity is performed in an environmentally responsible manner and abides by all relevant mining and environmental acts.

The AGM is a forum for shareholders to engage in dialogue with the Board. The results of the AGM are published via a regulatory information service announcement and on the Company's website. Regular progress reports are also made via RNS announcements and are available on the Group's website, which contains all announcements and financial reports.

Pathfinder's management intends to maintain a close dialogue with local communities and its workforce. Where issues are raised, the Board will take the matters seriously and, where appropriate, steps will be taken to ensure that these are integrated into the Company's strategy.

Both the engagement with local communities and the performance of all activities in an environmentally and socially responsible way will be closely monitored by the Board to ensure that ethical values and behaviours are recognised.

ON BEHALF OF THE BOARD:

Paul Barrett
Director
7 May 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PATHFINDER MINERALS PLC

Opinion

We have audited the financial statements of Pathfinder Minerals plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2023 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

When preparing financial statements, those charged with governance should satisfy themselves as to whether the going concern basis is appropriate.

ISA (UK) 570 "Going concern" specifically requires the auditor to conclude on: whether a material uncertainty related to going concern exists; the appropriateness of the directors' use of the going concern assumption in the preparation of the financial statements; and the appropriateness of any relevant disclosures in the financial statements.

We draw attention to note 1 in the financial statements, which indicates that as a result of the group and company not generating revenue, additional cash resources are expected to be required in order for the group to continue as a going concern. As stated in note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group and company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- A review of the Directors' going concern assessment and verification of management estimates to supporting documentation;
- A review of management's budget forecast up to and including September 2025 including the basis for underlying assumptions.
- An assessment, where applicable, of the amount of additional funding required compared to the likelihood of success, the nature of the source(s) and historic experience;

- Evaluating the efficacy and feasibility of management's plans for future actions in relation to its going concern assessment;
- A consideration of actual results for the year to past budgets to assess the forecasting ability/accuracy of management; and
- Checking the disclosures in the financial statements, including those relating to judgements and uncertainties.

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. The materiality applied to the group financial statements was set at £60,200 (2022: £17,500), with performance materiality set at £42,200 (2022: £12,250).

Materiality has been calculated using the benchmark of 4% of the net assets of the group as at 31 December 2023, which we have determined, in our professional judgement, to be the principal benchmark within the financial statements relevant to members of the group in assessing financial performance. A benchmark of 70% performance materiality was applied during our audit of the group and parent company as we believed this would give sufficient coverage of significant and residual risks within the financial statements.

The materiality applied to the parent company financial statements was £60,199 (2022: £17,499) calculated using the benchmark of 4% of the net asset value as at year end and restricted to below group overall materiality. The performance materiality was again set at 70%, being £42,199 (2022: £12,249). For each component in the scope of our group audit, we allocated a materiality that was less than our overall group materiality. We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £3,000 at group level and company level.

We applied the concept of materiality both in planning and performing the audit, and in evaluating the effect of misstatement.

Our approach to the audit

Our audit approach for the group included only substantive testing. There was no reliance placed on controls. As part of designing our audit, we determined materiality and assessed the risk of material misstatement in the Financial Statements. In particular, we looked at areas involving significant accounting estimates and judgement by the directors such as share-based payments as well as the recoverability of the loan receivable. We also addressed the risk of management override of internal controls including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Our audit scope focused on the principal area of operation, being the United Kingdom.

The audit was overseen and concluded in London where we acted as group auditor. There were no component auditors.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Disposal of interest in subsidiary – see Note 8	
The group disposed of its direct holding in the subsidiary IM Minerals Limited during the year. **As a result of continuous revisions to the sale and purchase agreement as well as the complexity of the transaction, there is a risk that the disposal of the subsidiary and resulting gain on disposal have not be accounted for correctly in accordance with IFRS 10 or appropriate disclosures made in the financial statements. Given the size of the transaction and impact on the financial statements we have assessed this to be a key audit matter.**	Our work included: - Carrying out a review of the Share Purchase Agreement and all subsequent revisions to the agreement. - Reviewing the calculation of the gain on disposal to ensure all inputs are reasonable and mathematically accurate and assessing whether there was any carrying amount of the subsidiary at the date of disposal. - Ensuring accounting entries made in respect of this transaction are in accordance with the final agreement and with IFRS 10; - Reviewing the adequacy and completeness of disclosures in the financial statements. Based on the work performed as described above, the disposal of the investment in the subsidiary and the subsequent gain on sale of the investment have been accounted for fairly and in accordance with IFRS 10, with appropriate disclosures being made within the financial statements.

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, review of RNS announcements and Board meeting minutes, and application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from AIM Listing rules and the Companies Act 2006.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
    - enquiries of management, review of minutes, review of RNS announcements, review of legal and professional expenditure
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the

potential for management bias. This was identified in relation to the share-based payments and recoverability of the loan receivable, we addressed this by challenging the assumptions and judgements made by management when auditing these significant accounting estimates.

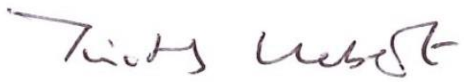
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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



Timothy Herbert (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

15 Westferry Circus
Canary Wharf
London E14 4HD

7 May 2024

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2023

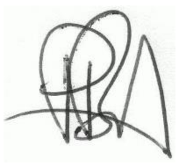
	Note	**Year ended 31 December 2023 £'000**	Year ended 31 December 2022 £'000
CONTINUING OPERATIONS			
Revenue		-	-
Administrative expenses	3, 4	(1,043)	(376)
OPERATING LOSS		(1,043)	(376)
LOSS BEFORE INCOME TAX		(1,043)	(376)
Income tax	5	-	-
LOSS AFTER INCOME TAX		(1,043)	(376)
Gain on sale of investment	17	1,000	-
LOSS FOR THE YEAR		(43)	(376)
Total comprehensive loss for the year attributable to equity holders of the parent		(43)	(376)
Loss per share from continuing operations in pence per share:	7		
Basic and diluted		(0.01)	(0.07)

The notes on pages 24 to 36 form part of these financial statements

Consolidated Statement of Financial Position
for the Year Ended 31 December 2023

	Note	**Year ended 31 December 2023 £'000**	Year ended 31 December 2022 £'000
NON-CURRENT ASSETS			
Investments	8	-	-
CURRENT ASSETS			
Trade and other receivables	9	**389**	13
Cash and cash equivalents	10	**1,396**	46
TOTAL ASSETS		**1,785**	59
EQUITY AND LIABILITIES			
Capital and reserves attributable to equity holders of the Company:			
Share capital	11	**18,817**	18,717
Share premium	11	**14,613**	14,239
Share based payment reserve		**42**	162
Shares to issue reserve	11	**1,215**	-
Warrant reserve		**11**	104
Accumulated deficit		**(33,180)**	(33,357)
TOTAL EQUITY		**1,518**	(135)
CURRENT LIABILITIES			
Trade and other payables	12	**267**	114
Borrowings	13	**-**	80
TOTAL LIABILITIES		**267**	194
TOTAL EQUITY AND LIABILITIES		**1,785**	59

The financial statements were approved for issue by the Board of Directors on 7 May 2024 and were signed on its behalf by:



Paul Barrett
Director

The notes on pages 24 to 36 form part of these financial statements

Consolidated Statement of Changes in Equity
for the Year Ended 31 December 2023

	Called up share capital £'000	Share premium £'000	Share based payment reserve £'000	Warrant reserve £'000	Shares to issue reserve £'000	Accumulated deficit £'000	Total equity £'000
Balance at 1 January 2022 as previously stated	18,716	14,234	199	255	-	(33,169)	235
Loss for the year	-	-	-	-	-	(376)	(376)
Total comprehensive loss for the year	-	-	-	-	-	(376)	(376)
Issue of share capital	1	5	-	-	-	-	6
Cost of share issue	-	-	-	-	-	-	-
Share based payments	-	-	(37)	(151)	-	188	-
Balance at 31 December 2022	**18,717**	**14,239**	**162**	**104**	**-**	**(33,357)**	**(135)**
Loss for the year	**-**	**-**	**-**	**-**	**-**	**(43)**	**(43)**
Total comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**	**(43)**	**(43)**
Issue of share capital	**100**	**400**	**-**	**-**	**-**	**-**	**500**
Cost of share issue	**-**	**(25)**	**-**	**-**	**-**	**-**	**(25)**
Shares to issue	**-**	**-**	**-**	**-**	**1,215**	**-**	**1,215**
Share based payments	**-**	**(1)**	**(120)**	**(93)**	**-**	**220**	**6**
Balance at 31 December 2023	**18,817**	**14,613**	**42**	**11**	**1,215**	**(33,180)**	**1,518**

The notes on pages 24 to 36 form part of these financial statements

Consolidated Statement of Cash Flows
for the Year Ended 31 December 2023

	Note	**Year ended 31 December 2023 £'000**	Year ended 31 December 2022 £'000
Cash flows from operating activities			
Loss before tax		**(43)**	(376)
Adjustments for:			
Finance income		**(7)**	-
Finance expense		**9**	-
Share-based payments		**6**	-
Funds received for disposal of assets	17	**(1,000)**	-
Net cash flow from operating activities before changes in working capital		**(1,035)**	(376)
Changes in working capital:			
Increase in trade and other payables	12	**154**	6
Increase in trade and other receivables	9	**(376)**	(35)
Net cash flow used in operating activities		**(1,257)**	(405)
Cash flow from investing activities			
Interest received		**7**	-
Gain on disposal of assets	17	**1,000**	-
Net cash flow from investing activities		**1,007**	-
Cash flow from financing activities			
Proceeds arising as a result of the issue of ordinary shares		**500**	6
Costs related to issue of ordinary share capital		**(26)**	-
Shares to issue	11	**1,215**	-
Repayment of borrowings	13	**(80)**	80
Finance expense		**(9)**	-
Net cash flow from financing activities		**1,600**	86
Net increase in cash and cash equivalents in the year		**1,350**	(319)
Cash and cash equivalents at beginning of the year		**46**	365
Cash and cash equivalents at end of the year	10	**1,396**	46

The notes on pages 24 to 36 form part of these financial statements

Company Statement of Financial Position
for the Year Ended 31 December 2023

	Note	Year ended 31 December 2023 £'000	Year ended 31 December 2022 £'000
NON-CURRENT ASSETS			
Investments	8	-	-
CURRENT ASSETS			
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Cash and cash equivalents	10	**1,396**	46
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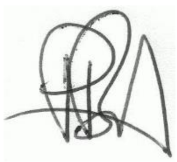
Accumulated deficit		**(33,180)**	(33,357)
TOTAL EQUITY		**1,518**	(135)
CURRENT LIABILITIES			
Trade and other payables	12	**267**	114
Borrowings	13	**-**	80
TOTAL LIABILITIES		**267**	194
TOTAL EQUITY AND LIABILITIES		**1,785**	59

The Company has taken exemptions allowed under section 408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The loss after tax of the parent Company for the year was £43k (2022: £376k).

The financial statements were approved and authorised for issue by the Board of Directors on 7 May 2024 and were signed on its behalf by:



Paul Barrett
Director

The notes on pages 24 to 36 form part of these financial statements

Company Statement of Changes in Equity
for the Year Ended 31 December 2023

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Balance at 1 January 2022	18,716	14,234	199	255	-	(33,169)	235
Loss for the year	-	-	-	-	-	(376)	(376)
Total comprehensive loss for the year	-	-	-	-	-	(376)	(376)
Issue of share capital	1	5	-	-	-	-	6
Cost of share issue	-	-	-	-	-	-	-
Share based payments	-	-	(37)	(151)	-	188	-
Balance at 31 December 2022	**18,717**	**14,239**	**162**	**104**	**-**	**(33,357)**	**(135)**
Loss for the year	**-**	**-**	**-**	**-**	**-**	**(43)**	**(43)**
Total comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**	**(43)**	**(43)**
Issue of share capital	**100**	**400**	**-**	**-**	**-**	**-**	**500**
Cost of share issue	**-**	**(25)**	**-**	**-**	**-**	**-**	**(25)**
Shares to issue	**-**	**-**	**-**	**-**	**1,215**	**-**	**1,215**
Share based payments	**-**	**(1)**	**(120)**	**(93)**	**-**	**220**	**6**
Balance at 31 December 2023	**18,817**	**14,613**	**42**	**11**	**1,215**	**(33,180)**	**1,518**

The notes on pages 24 to 36 form part of these financial statements

Company Statement of Cash Flows
for the Year Ended 31 December 2023

	Note	**Year ended 31 December 2023 £'000**	Year ended 31 December 2022 £'000
Cash flows from operating activities			
Loss before tax		**(43)**	(376)
Adjustments for:			
Finance income		**(7)**	-
Finance expense		**9**	-
Share-based payments		**6**	-
Funds received for disposal of assets	17	**(1,000)**	-
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Cash flow from financing activities			
Proceeds arising as a result of the issue of ordinary shares		**500**	6
Costs related to issue of ordinary share capital		**(26)**	-
Shares to issue	11	**1,215**	
Repayment of borrowings	13	**(80)**	80
Finance expense		**(9)**	-
Net cash flow from financing activities		**1,600**	86
Net increase in cash and cash equivalents in the year		**1,350**	(319)
Cash and cash equivalents at beginning of the year		**46**	365
Cash and cash equivalents at end of the year	10	**1,396**	46

The notes on pages 24 to 36 form part of these financial statements

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

1. ACCOUNTING POLICIES

General information
Pathfinder Minerals Plc is a public limited company, quoted on AIM and is incorporated, registered and domiciled in England.

The Company's registered office is 35 Berkeley Square, London, England, W1J 5BF.

Basis of preparation
These financial statements have been prepared in accordance with UK-adopted International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IASs) and with those parts of the Companies Act 2006 applicable to companies reporting under IASs. The financial statements have been prepared under the historical cost convention. The functional and presentational currency of the Company is Pound Sterling.

New standards, amendments and interpretations adopted by the Company
At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Company and which have not been applied in these financial statements, were in issue but were not yet effective.

Standard	Effective date, annual period beginning on or after
IAS 1: Non-current liabilities with covenants	1 January 2024
IAS 1: Classifications of current or non-current liabilities	1 January 2024
IAS 7 and IFRS 7: Supplier finance arrangements	1 January 2024
IFRS 16 Leases: Lease liability in a Sale and Leaseback	1 January 2024
IAS 21: Lack of exchangeability	1 January 2025

The adoption of these standards is not expected to have any material impact on the financial statements of the Company.

Going concern

In determining whether these financial statements should be prepared on the going concern basis, the Directors must consider whether the business has adequate financial resources to continue to operate and meet its obligations for a period of at least 12 months from the date of this report.

The Directors have assessed the funding needs of the business as it continues to progress the Proposed Acquisition with Rome Resources, together with the various forms of funding that remain available to it, including but not limited to the allotment of new ordinary shares for cash and the drawing of other forms of finance such as convertible debt instruments. Following consideration of the timing of costs associated with the continued efforts to complete the transaction, coupled with the assessment of the funding options that remain available as this process continues, the Directors have determined that sufficient funding remains available for the Company to continue to meet its obligations as they fall due over the course of this process. However, as the company does not have an ability to generate revenue and the timings around this are currently uncertain, a material uncertainty exists as to the Company's ability to then raise additional equity or debt funding based on conditions in existence at the appropriate time. The auditors have included a material uncertainty in the their audit report due to circumstances noted above.

The Directors believe that the Company has adequate financial resources available to continue its operational existence for at least 12 months from the date of the approval of these financial statements. Accordingly, the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing these financial statements.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

1. ACCOUNTING POLICIES *(continued)*

Basis of consolidation

Although the Company's direct subsidiary as at 31 December 2022, IM Minerals Limited holds 99.9% of the issued share capital of Companhia Mineira de Naburi SARL, which in turn holds 99.8% of the issued share capital of Sociedade Geral de Mineracao de Moçambique SARL, events in 2011 indicated that the Company does not control either of these Moçambique-domiciled companies group companies; neither has it been possible to obtain the statutory registers or audited accounts for them; accordingly, these financial statements consolidate the financial statements of IM Minerals Limited only. IM Minerals Limited is a dormant intermediate holding company registered in England & Wales. In July 2023 the Company sold its holdings in IM Minerals Limited and its subsidiaries to Acumen Advisory Group LLC along with the rights to bring a claim against the government of Mozambique. As a consequence of this divestment, the Company no longer consolidates the performance of IM Minerals Limited.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are considered in arriving at the operating result.

Employee benefit costs

The Group makes available a defined contribution pension scheme to eligible employees. Any contributions paid to the Group's pension scheme are charged to the income statement in the period to which they relate.

Equity instruments and reserves description

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

Ordinary shares are classified as equity.

Deferred shares are classified as equity but have restricted rights such that they have no economic value.

Share capital account represents the nominal value of the ordinary and deferred shares issued.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Share based payment reserve represents equity-settled share-based employee remuneration until such share options are exercised.

Warrant reserve represents equity-settled share-based payments until such share warrants are exercised.

The shares to issue reserve represents the total value of funds received in the year for issuance of share capital issued post reporting period end to which the price and number of shares are fixed.

Share-based payments

Where equity settled share options or warrants are awarded, the fair value of the options at the date of grant is charged to the statement of comprehensive income over the vesting period. Non-market vesting conditions are considered by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

1. ACCOUNTING POLICIES *(continued)*

Financial instruments

Trade and other receivables

Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Trade and other receivables are accounted for at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, considering the age of the debt, historical experience and general economic conditions. If a trade debt is determined to be uncollectable, it is written off, firstly against any provisions already held and then to the statement of comprehensive income. Subsequent recoveries of amounts previously provided for are credited to the statement of comprehensive income.

Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss in accordance with the expected credit loss model under IFRS 9. For trade and other receivables which do not contain a significant financing component, the Company applies the simplified approach. This approach requires the allowance for expected credit losses to be recognised at an amount equal to lifetime expected credit losses. For other debt financial assets, the Company applies the general approach to providing for expected credit losses as prescribed by IFRS 9, which permits for the recognition of an allowance for the estimated expected loss resulting from default in the subsequent 12-month period. Exposure to credit loss is monitored on a continual basis and, where material, the allowance for expected credit losses is adjusted to reflect the risk of default during the lifetime of the financial asset should a significant change in credit risk be identified.

The majority of the Company's financial assets are expected to have a low risk of default. A review of the historical occurrence of credit losses indicates that credit losses are insignificant due to the size of the Company's clients and the nature of its activities. The outlook for the natural resources industry is not expected to result in a significant change in the Company's exposure to credit losses. As lifetime expected credit losses are not expected to be significant the Company has opted not to adopt the practical expedient available under IFRS 9 to utilise a provision matrix for the recognition of lifetime expected credit losses on trade receivables. Allowances are calculated on a case-by-case basis based on the credit risk applicable to individual counterparties.

Trade and other payables

Trade and other payables are held at amortised cost which equates to nominal value.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions and liquid investments generally with maturities of 3 months or less. They are readily convertible into known amounts of cash and have an insignificant risk of changes in values.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

1. ACCOUNTING POLICIES *(continued)*

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from the net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Critical accounting estimates and judgements

The preparation of financial information in accordance with generally accepted accounting practice, in the case of the Group using IFRSs, requires the directors to make estimates and judgements that affect the reported amount of assets, liabilities, income and expenditure and the disclosures made in the financial statements. Such estimates and judgements must be continually evaluated based on historical experience and other factors, including expectations of future events.

Details of accounting estimates and judgements that have the most significant effect on the amounts recognised in the financial statements have been disclosed under the relevant note or accounting policy for each area where disclosure is required.

Valuation of share-based payments to employees

The Company estimates the expected value of share-based payments to employees and this is charged through the income statement over the vesting period. The fair value is estimated using the Black Scholes valuation model which requires a number of assumptions to be made such as level of share vesting, time of exercise, expected length of service and employee turnover and share price volatility. This method of estimating the value of share-based payments is intended to ensure that the actual value transferred to employees is provided for by the time such payments are made.

Recovery of loan to Rome Resources Ltd

As announced on 29 November 2023, the Company has entered into a proposed acquisition agreement to acquire the entire share capital of Rome Resources Ltd ("Rome"). The Company has entered into a loan agreement with Rome to fund the acquisition process, providing a total of CAD2,500,000 to Rome over the course of the transaction completion process. As at the reporting date, the amount of CAD500,000 had been provided to Rome and which is carried in these financial statements at £299,000 as a non-current asset receivable. Recovery of this receivable remains contingent on the completion of the proposed transaction. The directors are of the opinion that completion of the proposed transaction is highly probable and as there is no indication that the loan receivable from Rome may not be recovered, no impairment has been recognised as regards this asset.

2. SEGMENTAL REPORTING

The Group has one activity only. The whole of the value of the Group's and the Company's net assets in their respective financial statements at 31 December 2023 and 2022 was attributable to UK assets and liabilities.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

3. OPERATING LOSS

Group and Company

	2023	2022
	£'000	£'000
Loss from operations has been arrived at after charging:		
Directors' Remuneration	**219**	124
Share based payment charge	**6**	-
Legal Fees	**270**	4
Nomad Fees	**45**	50
Fees payable to the Company's auditor for the audit of the Group and Company's financial statements	**26**	22

4. EMPLOYEES AND DIRECTORS

The average number of persons employed by the Company in the financial year (including directors that receive remuneration) was 4 (2022: 5).

The highest paid director during the year received £130,000 (2022: 62,000).

The following tables set out and analyse the remuneration of directors for the years ended 31 December 2023 and 2022.

For the year ended 31 December 2023:

	Salary	**Fees**	**Total emoluments**	**Contribution to Pension schemes**	**Share Based Payments**	**Total remuneration**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Dennis Edmonds	**56**	**-**	**56**	**-**	**-**	**56**
Peter Taylor	**125**	**-**	**125**	**1**	**4**	**130**
Mark Gasson	**-**	**28**	**28**	**-**	**1**	**29**
Paul Barrett	**10**	**-**	**10**	**-**	**-**	**10**
	191	**28**	**219**	**1**	**5**	**225**

For the year ended 31 December 2022:

	Salary	**Fees**	**Total emoluments**	**Contribution to Pension schemes**	**Share Based Payments**	**Total remuneration**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Dennis Edmonds	30	-	30	-	-	30
Peter Taylor	60	-	60	2	-	62
Mark Gasson	-	25	25	-	-	25
Jonathan Summers	7	-	7	-	-	7
	97	25	122	2	-	124

No share options were exercised by the directors, and no shares were received or receivable by any director in respect of qualifying services under a long-term incentive scheme.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

5. INCOME TAX

The charge for the year is made up as follows:

	2023	2022
	£'000	£'000
Current tax	-	-
Tax charge for the year	-	-

Analysis of tax expense
No liability to UK corporation tax arose for the year ended 31 December 2023 nor for the year ended 31 December 2022. No deferred tax asset has been recorded on tax losses carried forward.

Factors affecting the tax expense
The tax assessed for the year is higher than (2022: higher than) the standard rate of corporation tax in the UK. The difference is explained below:

	2023	2022
	£'000	£'000
Loss on ordinary activities before tax	**(43)**	(376)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2022: 19%)	**(8)**	(71)
Effects of:		
Non-deductible expenses	**-**	-
Income not chargeable to tax	**-**	-
Unrelieved tax losses carried forward	**8**	71
Tax expense	**-**	-

6. LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £43k (2022: £376k).

7. LOSS PER SHARE

Basic loss per share is calculated, as set out in the tables below, by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

In accordance with IAS 33, as the Group is reporting a loss for both this and the preceding year the share options and warrants are not considered dilutive because the exercise of these would have the effect of reducing the loss per share.

As at 31 December 2022:

	Loss £'000	**Weighted average number of shares**	**Per-share amount, pence**
Basic loss attributable to the ordinary shareholders	376	532,094,193	0.07p

As at 31 December 2023:

	Loss £'000	**Weighted average number of shares**	**Per-share amount, pence**
Basic loss attributable to the ordinary shareholders	43	623,727,711	0.01p

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

8. INVESTMENTS

Parent company	Shares in group undertakings £'000
COST	
At 1 January 2022 and 1 January 2023	34,806
Disposal of subsidiaries in the year	(34,806)
PROVISION FOR IMPAIRMENT	
At 1 January 2022 and 1 January 2023	(34,806)
Reversal of impairment on disposal in the year	34,806
NET BOOK VALUE	
At 31 December 2022 and 31 December 2023	-

Subsidiaries

Pathfinder Battery Commodities Ltd

Registered office:	35 Berkeley Square, London, W1J 5BF, United Kingdom
Nature of business:	Holding company
Class of shares:	Ordinary
Holding:	100.00%
Incorporated:	20 May 2022

IM Minerals Limited held the shares in Companhia Mineira de Naburi SARL ("CMdN") which held titanium dioxide mining concessions in the Republic of Mozambique. In November 2011, the original vendors of IM Minerals' subsidiary, CMdN, advised the Company that they had procured the cancellation of IM Minerals Ltd's shares in CMdN and the transfer of its assets (the mining licences) to another company controlled by them. Whilst the Company is taking legal and other action in order to recover the shares and the licences, the Company, in the interest of accounting prudence, made full provision in the 2011 financial statements against the cost of its investment in IM Minerals Ltd. As a consequence of the situation regarding the Company's legal claims, the Company has been unable to verify the current registered office addresses for the Mozambique-domiciled companies, CMdN and Sociedade Geral de Mineracao de Moçambique SARL. Furthermore, whilst the Company believes these companies to be non-trading, the Company has been unable to verify their trading statuses.

On 28 July 2023 Pathfinder Minerals Plc sold 100% of its position to Acumen Advisory Group LLC along with its rights to bring a claim against the Government of Mozambique for initial consideration of £1,000,000. The remaining consideration consists of a contingent payment of the aggregate amount payable on settlement or determination of the claim shown in the below table.

Amount for which Rights Claim Finalised (US$M)	Percentage of Net Recoveries to be paid to Pathfinder
0 – 10m	40.0%
10m – 20m	37.5%
20m – 30m	35.0%
30m – 40m	32.5%
40m – 50m	30.0%
50m – 70m	27.5%
70m – 120m	25.0%
>120m	22.5%

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

9. TRADE AND OTHER RECEIVABLES

Current	Group		Parent Company	
	2023	2022	**2023**	2022
	£'000	£'000	**£'000**	£'000
Other debtors	**8**	8	**8**	8
VAT	**21**	5	**21**	5
Prepayments	**61**	-	**61**	-
Loan receivable	**299**	-	**299**	-
	389	13	**389**	13

The loan receivable balance of £299k (C$500K) is owed by Rome Resources, a related party entity as a result of having a common director.

10. CASH AND CASH EQUIVALENTS

	Group		Parent Company	
	2023	2022	**2023**	2022
	£'000	£'000	**£'000**	£'000
Bank accounts	**1,396**	46	**1,396**	46

11. SHARE CAPITAL

a) Called up, allotted, issued and fully paid share capital

	No. Ordinary shares of 0.1p each	Deferred shares of 9.9p each	Allotment price (£s)	Share Capital £'000	Share Premium £'000	Shares to Issue Reserve £'000
Total as at 31 December 2021	531,328,168	183,688,116		18,716	14,234	-
6 May 2022	1,166,666	-	0.005	1	5	-
Total as at 31 December 2022	532,494,834	183,688,116		18,717	14,239	-
1 Feb 2023	100,000,000	-	0.005	100	374	-
Total as at 31 December 2023	632,494,834	183,688,116		18,817	14,613	1,215

On the 29th November 2023 the Company allotted 425,000,000 shares for total consideration of £1,275,000 net of associated costs. As at year end £60,000 remained outstanding from investors with £1,215,000 having been received in the year. This issuance was subject to shareholder approval which was obtained January 2024 and as a result these shares were issued subsequent to the year end and the cash received of £1,215,000 is shown within a shares to be issued reserve as at 31 December 2023.

b) Share options & warrants in issue

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

Share options

Exercise Price	Grant Date	Expiry Date	At 1 January 2023	Issued / (lapsed)	At 31 December 2023
1.25p(1)	11 May 2020	30 June 2025	10,000,000	-	10,000,000
1.25p(1)	4 August 2020	30 June 2025	6,000,000	-	6,000,000
1.75p	21 September 2018	20 September 2023	18,750,000	(18,750,000)	-
0.55p	17 March 2021	16 March 2023	6,000,000	(6,000,000)	-
1.25p	1 April 2021	31 March 2023	6,000,000	(6,000,000)	-
1.25p	9 June 2021	30 June 2025	6,000,000	-	6,000,000
1.25p	23 June 2021	30 June 2025	3,000,000	-	3,000,000
1.25p	4 October 2021	30 June 2025	5,000,000	-	5,000,000
			60,750,000	**(30,750,000)**	**30,000,000**

(1) On 27 April 2023, the following amendments were made to certain of the above share options:

- 6,000,000 of the 6,000,000 1.25p options that were otherwise due to expire on 8 August 2023 were extended so as to lapse on 30 June 2025
- 5,000,000 options with an exercise price of 1.25p and an expiry date of 3 October 2023, were extended so as to expire on 30 June 2025.
- 6,000,000 options with an exercise price of 1.25p and an expiry date of 8 June 2023, were extended so as to expire on 30 June 2025.
- 3,000,000 options with an exercise price of 1.25p and an expiry date of 22 June 2023, were extended so as to expire on 30 June 2025.
- 10,000,000 options with an exercise price of 1.25p and an expiry date of 11 May 2023, were extended so as to expire on 30 June 2025.

11. SHARE CAPITAL (continued)

Share warrants

Exercise Price	Expiry Date	At 1 January 2023	Issued/(lapsed)	At 31 December 2023
0.50p	31 May 2023	11,666,668	(11,666,668)	-
1.50p	31 May 2023	3,076,923	(3,076,923)	-
0.60p	29 April 2024	3,500,000	-	3,500,000
0.5p(1)	31 January 2025	-	5,000,000	5,000,000
		18,243,591	**(9,743,591)**	**8,500,000**

(1) On 31 January 2023, 5,000,000 warrants over Ordinary shares were issued at a strike price of 0.45p per share, the exercise period is 2 years.

12. TRADE AND OTHER PAYABLES

	Group		Parent Company	
	2023	2022	**2023**	2022
	£'000	£'000	**£'000**	£'000
Trade creditors	**224**	4	**224**	4
Social security and other taxes	**12**	43	**12**	43
Other creditors	**-**	42	**-**	42
Accruals and deferred income	**31**	25	**31**	25
	267	114	**267**	113

13. BORROWINGS

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

On 29 September 2022 and 28 December 2022, the Company announced it has entered into a loan agreement whereby an FCA authorised financial institution has arranged for the provision to the Company by an individual, of an unsecured loan facility of up to £120,000 (the "Loan") for working capital purposes. The Loan carried a simple fixed interest of 5.0 percent on any amounts drawn down and had issue costs of £5,000. The Loan was designed to provide the Company with access to additional working capital, should it be required. As at 31 December 2022 £80,000 had been drawn down.

The Loan was repaid in full together with accrued interest and the issue costs on 1 February 2023.

14. CONTINGENT LIABILITIES

As at the reporting date, the Company had an obligation to disburse the second tranche of the loan to Rome Resources Ltd pursuant to the loan agreement announced on 29 November 2023, totalling C$2,000,000, contingent on receiving a formally executed drawdown request. Such a drawdown request was received in January 2024 and consequently disbursement of this second tranche of the loan took place in January 2024, see note 19 for further details.

15. RELATED PARTY DISCLOSURES

- Related party receivables are disclosed in note 9 and 19.
- Details of directors' remuneration are given in note 4 above.

16. SHARE BASED PAYMENTS

The fair values of the share options and warrants at the date of grant have been measured using the Black Scholes pricing model, which takes into account factors such as the option life, share price volatility and the risk-free rate.

Each share option and warrant vested and was exercisable immediately upon grant. The share-based expense relating to each share option and share warrant was recognised in full on the date of grant.

Share options

Date of grant	Share price	Exercise price	Risk Free Rate(1)	Expected life of options	Expected yield	Expected volatility(2)	Fair value per option
11 May 2020	0.93p	1.25p(3)	0.07%	2 years	0%	55%	£0.00190
4 August 2020	0.43p	1.25p(3)	0.06%	2 years	0%	55%	£0.00022
9 June 2021	0.79p	1.25p(3)	0.05%	2 years	0%	55%	£0.00127
23 June 2021	0.75p	1.25p(3)	0.05%	2 years	0%	55%	£0.00111
4 October 2021	0.73p	1.25p(3)	0.05%	2 years	0%	55%	£0.00101
27 April 2023(4)	0.5p	0.75p	4.18%	2.2 years	0%	55%	£0.00107

(1) Daily sterling overnight index average (SONIA) rate at the date of grant was adopted as the effective risk-free rate.
(2) Expected volatility is based on management's estimate of the expected volatility.
(3) Repriced to 0.75p on 27 April 2023.
(4) Values for repricing model of existing options for FV adjustment determination.

Share warrants

Date of grant	Share price	Exercise price	Risk Free Rate	Expected life of warrants	Expected yield	Expected volatility	Fair value per option
21 May 2021	0.68p	0.6p	0.05%	2.9 years	0%	55%	£0.00271
31 January 2023	0.41p	0.5p	3.45%	2 years	0&	19%	£0.00023

SHARE BASED PAYMENTS (*Continued*)

On 27 April 2023, the Company extended the expiry date of certain directors' share options and share warrants issued to a related party. The details are as follows:

Director	Date of Grant	No. Options	Exercise Price	Original Expiry Date	New Expiry Date
Dennis Edmonds	27/04/2023	10,000,000	£0.0125	11/05/2023	30 June 2025
Peter Taylor	27/04/2023	6,000,000	£0.0125	30/08/2023	30 June 2025
Peter Taylor	27/04/2023	5,000,000	£0.0125	03/10/2023	30 June 2025
Mark Gasson	27/04/2023	6,000,000	£0.0125	08/06/2023	30 June 2025
David Taylor	27/04/2023	3,000,000	£0.0125	22/06/2023	30 June 2025

The extension of share options and warrants did not result in a change to the fair value that was determined on initial recognition.

The directors' interests in the share options and warrants of the Company as at 31 December 2023 are as follows:

Director	Number of options	Number of warrants	Exercise price per share	Latest exercise date
M Gasson	6,000,000	-	1.25p	8 June 2023

The total share-based payment expense in the year for the Company was £6k in relation to options (2022: £nil) and £nil in relation to warrants (2022: £nil).

17. Disposal of IM Minerals Limited ('IMM')

On 28 July 2023 the Company, completed the disposal of 100% of the shares in IMM, a wholly owned subsidiary of the Company with Acumen Advisory Group LLC ("AAG").

The gain on disposal in the consolidated financial statements are as follows:

Carrying value of total identifiable net assets disposed of	**-**
Total Present Value of consideration	**1,000**
Gain on disposal	**1,000**

Consideration for the disposal of IMM is receivable in two tranches, being:

- Tranche 1 - £1,000,000 on completion of the transaction;
- Tranche 2 – A contingent payment based on a sliding recovery scale varying between 40% - 22.5% dependant on the amount recovered from the claim less reasonable costs incurred as shown in note 8.

The Company had historically fully impaired all the fair value of the assets and liabilities of AAG, see note 8 for further details.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

18. FINANCIAL INSTRUMENTS

The Group and Company's principal financial instruments comprise cash and cash equivalents and other receivables/payables. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in note 1. The Company does not use financial instruments for speculative purposes.

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

	Group		Parent Company	
	2023	2022	**2023**	2022
Financial assets at amortised cost	**£'000**	£'000	**£'000**	£'000
Cash and cash equivalents	**1,396**	46	**1,396**	46
Other debtors	**29**	13	**29**	13
Loans	**299**	-	**299**	-
Financial liabilities at amortised cost				
Trade payables	**236**	114	**236**	114

a) Financial risk management objectives and policies
The Company's major financial instruments include bank balances and amounts payable to suppliers. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

b) Liquidity risk
Liquidity risk arises from the Company's management of working capital.

The Company regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Directors have considered the liquidity risk as part of their going concern assessment (see note 1). Controls over expenditure are carefully managed in order to maintain its cash reserves whilst it targets a suitable transaction. Financial liabilities are all due within one year.

c) Credit risk
The Company's credit risk is attributable to its cash and loan balance. The credit risk from its cash and cash equivalents is limited because the counterparties are banks with high credit ratings and have not experienced any losses in such accounts. The Company assesses the creditworthiness of loans receivable from related parties and establishes appropriate terms and conditions for loan agreements.

d) Interest risk
The Company's exposure to interest rate risk is the interest received on the cash held, which is immaterial.

e) Capital risk management
The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Company has no borrowings. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares.

f) Fair value of financial assets and liabilities
There are no material differences between the fair value of the Company's financial assets and liabilities and their carrying values in the financial information.

Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023

19. EVENTS AFTER THE REPORTING PERIOD

The Company and Rome Resources entered into a non-binding heads of terms providing for the potential acquisition of the issued and outstanding securities of Rome by the Company. Related to the Proposed Acquisition, Pathfinder has agreed to lend the Company up to C$2,500,000 paid in two drawdowns on an unsecured basis to support its ongoing exploration activities in the DRC. The first drawdown of C$500k loan funds have been drawn down at year end.

Under the terms of the Heads of Terms governing the acquisition of Rome Resources, a loan has been provided to Rome to support its exploration programme in a tin and related metals prospect in the Bisie North area of the North Kivu district of the Democratic Republic of Congo ('DRC'). The terms of this loan facility are a maximum facility of C$2,500,000 which, when fully drawn down, triggers the issue of 10,000,000 warrants in Rome Resources to the Company, exercisable at C$0.25 per share. A fixed payment of 10% is attached to the loan, except in the case of termination, when it will be 15%. The loan becomes repayable to the Company on the first anniversary of full drawdown, ie 12th January 2025.

As at year end the second drawdown of C$2,000,000 remains unpaid, being paid in full January 2024.

On the 29th November 2023 the Company allotted 425,000,000 shares for total consideration of £1,275,000 net of associated costs and warrants of 212,500,000 with an exercise price of £0.0045. This issuance was subject to shareholder approval which was obtained January 2024. As a result these shares were issued subsequent to the year end.

20. ULTIMATE CONTROLLING PARTY

The directors believe there is no ultimate controlling party.