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26 September 2023

**Pathfinder Minerals plc
("Pathfinder" or the "Company")**

Half-Year Results

Pathfinder (AIM: PFP), an AIM Rule 15 cash shell, today announces its unaudited interim results for the six months ended 30 June 2023 (the "**Reporting Period**"). These results will shortly be made available on the Company's website at www.pathfinderminerals.com.

Paul Barrett, Executive Director of the Company, commented:

"Whilst the Reporting Period pre-dates the successful completion of the Disposal of IMM to AAG, that event marked a step change in the Company's strategy going forward and an improvement in its fortunes. The Board, comprising two entrepreneurial exploration geologists, is now well placed to identify and secure one or more projects for the Company's next phase of growth. I am very pleased to be part of this process and I look forward to reporting progress in due course.

Following the receipt of funds in respect of the Disposal of IMM, we have a strengthened balance sheet and an exciting opportunity to bring in new ventures to create a platform for strong shareholder value growth in the near to medium term."

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EXECUTIVE DIRECTOR'S STATEMENT

Introduction

The Company's primary activity during the Reporting Period was the negotiation of a sale of the Company's wholly owned subsidiary, IM Minerals Limited ("**IMM**") (the "**Disposal**") and the administrative processes necessary to enable the Disposal to complete. IMM holds the rights to bring a claim against the Government of Mozambique for the expropriation of Mining Concession 4623C (the "**Claim**").

Successful disposal of IM Minerals Limited

Following the Disposal, which completed after the period end, on 18 August 2023 ("**Completion**"), Pathfinder received an initial consideration of £1.0 million. The purchaser, Acumen Advisory Group LLC ("**AAG**") has undertaken to commence legal proceedings against the Government of Mozambique in respect of the Claim within three months of Completion. AAG has confirmed, among other things, that it has secured at least US\$15 million to fund the Claim and that it will use its best endeavours to settle and/or finalise 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 AAG of the greater sum of US\$30 million or 25% 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**"). As reported in the Company's announcement dated 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 the Pathfinder register 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 are those who were on the Company's register as at 6:00pm on the record date of 5 September 2023.

AIM Rule 15

Having successfully completed the Disposal, the Company has 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 constitute a reverse takeover under AIM Rule 14 ("**Reverse Takeover**") or be re-admitted to trading on AIM as an investing company (which requires, *inter alia*, the raising of at least £6.0 million) under the AIM Rules, on or before the date falling six months from 18 August 2023.

If the Company does not complete a Reverse Takeover in accordance with AIM Rule 14, or otherwise if re-admitted to trading on AIM as an investing company fails to implement its investing policy to the satisfaction of the London Stock Exchange within twelve months of becoming an investing company, the London Stock Exchange will suspend trading in the Company's AIM securities pursuant to AIM Rule 40.

In light of the Company's current position, the Board is evaluating opportunities in the sectors that it considers appropriate, seeking to identify one or more projects or assets that the Company can acquire, which would constitute a Reverse Takeover pursuant to AIM Rule 14.

Any Reverse Takeover transaction will require the publication of an AIM Rules compliant admission document and will be subject to shareholder approval at a general meeting of the Company, to be convened at the appropriate time.

Financial results and current financial position

The unaudited interim financial statements of Pathfinder for the six months ended 30 June 2023 follow later in this report.

The Income Statement for the period ended 30 June 2023 reflects a loss of £235k (H1 2022: loss of £185k). The Group's Statement of Financial Position shows total assets as at 30 June 2023 of £167k (31 December 2022: £59k). The assets were held largely in the form of cash deposits of £146k (31 December 2022: £46k).

The cash position as at the date of this report, following the receipt of the Disposal funds and settlement of several costs that were contingent on completion of the Disposal, including legal and advisory fees and termination costs, is £567k.

Board Changes

Ahead of Pathfinder's Annual General Meeting on 22 June 2023, Peter Taylor resigned as a director of the Company but remained as an employee of the Company in the role of non-Board Chief Executive Officer until Completion.

After the period end on 16 August 2023, shortly prior to Completion, Dennis Edmonds, Non-Executive Chairman, resigned from the Board, and I joined the Board as Executive Director to lead the Company's search for new opportunities following Completion.

The current Board is comprised of Mark Gasson and me. Between us, we have many years of natural resource sector experience, and we believe that this places Pathfinder in a strong position to follow up on and progress suitable Reverse Takeover candidates which includes, but are not limited to, potential resource opportunities, which may be presented to the Company.

Outlook

The Disposal finally positioned Pathfinder to realise value from the Claim, predominantly in the form of the substantial Contingent Payment in the event of success, without incurring further costs associated with bringing the Claim. It follows a long and costly process after the unsatisfactory events that occurred in 2011, the responsibility for which ultimately lies with the Government of Mozambique. I hope in due course the Eligible Shareholders will be compensated through the Contingent Payment. Following the receipt of funds in respect of the Disposal, we have now begun a new chapter for Pathfinder as an AIM Rule 15 cash shell with a strengthened balance sheet and an exciting opportunity to bring in new ventures.

Paul Barrett
Executive Director
26 September 2023

Unaudited Consolidated Statement of Comprehensive Income
For the 6 months ended 30 June 2023

	6 months ended 30 June 2023 Unaudited £'000	6 months ended 30 June 2022 Unaudited £'000	Year ended 31 December 2022 Audited £'000
CONTINUING OPERATIONS			
Revenue	-	-	-
Administrative expenses	(235)	(185)	(376)
OPERATING LOSS	(235)	(185)	(376)
Net finance charges	(8)	-	-
LOSS BEFORE INCOME TAX	(243)	(185)	(376)
Income tax	-	-	-
LOSS FOR THE PERIOD	(243)	(185)	(376)
Total comprehensive loss for the period attributable to equity holders of the parent	(243)	(185)	(376)
Loss per share from continuing operations in pence per share: Basic and diluted	(0.04)	(0.03)	(0.07)

Unaudited Consolidated Statement of Financial Position
For the 6 months ended 30 June 2023

		6 months ended 30 June 2023 Unaudited £'000	6 months ended 30 June 2022 Unaudited £'000	Year ended 31 December 2022 Audited £'000
NON-CURRENT ASSETS				
Investments		-	-	-
CURRENT ASSETS				
Trade and other receivables		21	20	13
Cash and cash equivalents		146	146	46
TOTAL ASSETS		167	166	59
EQUITY AND LIABILITIES				
Capital and reserves attributable to equity holders of the Company:				
Share capital	2	18,817	18,717	18,717
Share premium		14,614	14,239	14,239
Share based payment reserve		157	162	162
Warrant reserve		82	107	104
Accumulated deficit		(33,567)	(33,169)	(33,357)
TOTAL EQUITY		103	56	135
CURRENT LIABILITIES				
Trade and other payables	3	64	110	114
Borrowings		-	-	80
NON-CURRENT LIABILITIES				
		-	-	-
TOTAL LIABILITIES		64	110	194
TOTAL EQUITY AND LIABILITIES		167	166	59

Unaudited Consolidated Statement of Changes in Equity
For the 6 months ended 30 June 2023

	Called up share capital £'000	Share premium £'000	Share based payment reserve £'000	Warrant reserve £'000	Accumulated deficit £'000	Total equity £'000
Balance at 31 December 2021	18,716	14,234	199	255	(33,169)	235
Loss for the period	-	-	-	-	(185)	(185)
Issue of share capital	1	5	-	-	-	6
Cost of issue	-	-	-	-	-	-
Share based payments	-	-	(37)	(148)	185	-
Balance at 30 June 2022 – Unaudited	18,717	14,239	162	107	(33,169)	56
Loss for the period	-	-	-	-	(191)	(191)
Issue of share capital	-	-	-	-	-	-
Cost of share issue	-	-	-	-	-	-
Share based payments	-	-	-	(3)	3	-
Balance at 31 December 2022 – Audited	18,717	14,239	162	104	(33,357)	(135)
Loss for the period	-	-	-	-	(243)	(243)
Issue of share capital	100	400	-	-	-	500
Cost of share issue	-	(25)	-	-	-	(25)
Share warrants – lapsed	-	-	-	(22)	22	-
Share based payments – repriced	-	-	6	-	-	6
Share based payments – lapsed	-	-	(11)	-	11	-
Balance at 30 June 2023 – Unaudited	18,817	14,614	157	82	(33,567)	103

Unaudited Consolidated Statement of Cash Flows
For the 6 months ended 30 June 2023

	6 months ended 30 June 2023 Unaudited £'000	6 months ended 30 June 2022 Unaudited £'000	Year ended 31 December 2022 Audited £'000
Cash flows from operating activities			
Operating loss	(243)	(185)	(376)
Adjustments for:			
Share-based payments	6	-	-
Finance income	(1)	-	-
Finance expense	9	-	-
Net cash flow from operating activities before changes in working capital	(229)	(185)	(376)
Changes in working capital:			
(Increase)/decrease in trade and other receivables	(8)	(39)	6
Decrease in trade and other payables	(50)	(2)	(35)
Net cash flow used in operating activities	(287)	(226)	(405)
Cash flow from financing activities			
Proceeds arising as a result of the issue of ordinary shares	500	6	6
Costs related to issue of ordinary share capital	(25)	-	-
Proceeds of borrowings	-	-	80
Repayment of borrowings	(80)	-	-
Finance expense	(9)	-	-
Net cash flow from financing activities	386	6	86
Net increase/(decrease) in cash and cash equivalents in the period	99	(220)	(319)
Cash and cash equivalents at beginning of the period	46	365	365
Cash and cash equivalents at end of the period	146	145	46

1. ACCOUNTING POLICIES

Basis of preparation

These unaudited consolidated interim financial statements (“**interim financial statements**”) for the six months ended 30 June 2023 have been prepared in accordance with the requirements of the AIM Rules for Companies (the “**AIM Rules**”). As permitted, the Group has chosen not to adopt IAS 34 ‘Interim Financial Statements’ in preparing this interim financial information. The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with international accounting standards in accordance with the requirements of the Companies Act 2006 applicable to Companies reporting under IFRS.

The interim financial statements of Pathfinder Minerals plc are unaudited financial statements for the six months ended 30 June 2023. These include unaudited comparatives for the six-month ended 30 June 2022 together with audited comparatives for the year to 31 December 2022. The unaudited financial statements do not constitute statutory accounts, as defined under section 244 of the Companies Act 2006. The financial statements have been prepared under the historical cost convention. The functional and presentational currency of the Company is Pound Sterling.

The accounting policies applied in preparing these financial statements are consistent with those applied in the previous annual financial statements for the year ended 31 December 2022.

Going concern

Following the Disposal and with it, the Company’s rights to the Claim, the Company has ceased to own, control, or conduct all or substantially all its previous trading business, activities and assets and, on 18 August 2023, became an AIM Rule 15 cash shell.

As such, the Company is required to make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 (“**Reverse Takeover**”) or be re-admitted to trading on AIM as an investing company (which requires, inter alia, the raising of at least £6.0 million) under the AIM Rules, on or before the date falling six months from 18 August 2023.

If the Company does not complete a Reverse Takeover in accordance with AIM Rule 14, or otherwise if re-admitted to trading on AIM as an investing company fails to implement its investing policy to the satisfaction of the London Stock Exchange within twelve months of becoming an investing company, the London Stock Exchange will suspend trading in the Company’s AIM securities pursuant to AIM Rule 40.

Accordingly, the Company will evaluate opportunities in the sectors the directors consider appropriate, seeking to identify one or more projects or assets which the Company can acquire, which would constitute a Reverse Takeover under AIM Rule 14.

Following the Board changes in August 2023, the monthly cost of maintaining the Company has reduced.

The directors have considered a number of alternative scenarios which include the identification of a Reverse Takeover target. Whilst the cash resources of the Company are currently expected to be sufficient to cover the costs of a Reverse Takeover, this is unlikely to remain the case if there is a significant delay in identifying or completing the acquisition of, an appropriate target.

As the successful completion of any Reverse Takeover target cannot be assured at this time, the directors have concluded that a material uncertainty exists as to the Company's ability to continue as a going concern beyond the AIM Rule 15 timetable. This uncertainty arises primarily because should the Company's shares be suspended from trading on AIM or its listing is cancelled, the Company's ability to raise finance would be significantly impaired.

Notwithstanding the above, as at the date of approval of the financial statements, the base case cash flow forecast indicated that no additional cash resources will be required over the course of the next 12 months. The directors therefore consider the Group and the Company to be a going concern and have therefore prepared these financial statements on the going concern basis.

2. SHARE CAPITAL

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
Total as at 31 December 2022	532,494,834	183,688,116	n/a	18,717	14,239
1 February 2023	100,000,000	-	0.005	100	400
1 February 2023	-	-	-	-	(25)
Total as at 30 June 2023	632,494,834	183,688,116	n/a	18,818	14,614

Share options in issue

Exercise Price	Grant Date	Expiry Date	At 1 January 2023	Lapsed	At 30 June 2023
0.75p ⁽¹⁾	11 May 2023	30 June 2025	10,000,000	-	10,000,000
0.75p ⁽²⁾	30 August 2023	30 June 2025	6,000,000	-	6,000,000
n/a	n/a	20 September 2023	18,750,000	-	18,750,000
n/a	n/a	16 March 2023	6,000,000	(6,000,000)	-
n/a	n/a	31 March 2023	6,000,000	(6,000,000)	-
0.75p ⁽³⁾	8 June 2023	30 June 2025	6,000,000	-	6,000,000
0.75p ⁽⁴⁾	22 June 2023	30 June 2025	3,000,000	-	3,000,000
0.75p ⁽⁵⁾	3 October 2023	30 June 2025	5,000,000	-	5,000,000
			60,750,000	(12,000,000)	48,750,000

On 27 April 2023, the directors extended the expiry date and amended the exercise price of certain of the subsisting share options as follows:

	Previous expiry date	Revised expiry date	Original exercise price	Revised exercise price
(1)	11 May 2023	30 June 2025	1.25p	0.75p
(2)	30 August 2023	30 June 2025	1.25p	0.75p
(3)	3 October 2023	30 June 2025	1.25p	0.75p
(4)	8 June 2023	30 June 2025	1.25p	0.75p
(5)	22 June 2023	30 June 2025	1.25p	0.75p

Share warrants in issue

Share Warrants Exercise Price	Expiry / Date	At 1 January 2023	Lapsed	At 30 June 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
		18,243,591	-	3,500,000

3. TRADE AND OTHER PAYABLES

	6 months ended 30 June 2023 Unaudited £'000	6 months ended 30 June 2021 Unaudited £'000	Year ended 31 December 2022 £'000
Trade creditors	1	5	4
Social security and other taxes	21	64	43
Other creditors	42	41	42
Accruals and deferred income	-	-	25
	<hr/> 64	<hr/> 110	<hr/> 114

4. SALE OF INVESTMENT

Although shareholders had approved the Disposal in May 2023, the transaction was renegotiated before being reapproved by shareholders and the Disposal was completed in August 2023. As at 30 June 2023, in view of the uncertainty around whether the Disposal would complete, neither the funds received in the transaction of £1,000,000 nor the associated costs of £371,088, including legal and advisory fees contingent on completion, have been reflected in these financial statements. Following the settlement of these costs, the Company's cash position as of the date of this report is £567k.

A further £100,000 will become payable at the earlier of the Company's next fundraising or 1 February 2024. An additional success fee relating to the Claim, of 2.5% of the gross value of the proceeds arising, will become payable to a third-party in connection with their introducer fee.

5. EVENTS AFTER THE REPORTING DATE

Completion of the sale of IM Minerals Limited

Following the end of the reporting period, the aforementioned transaction concerning the disposal of IM Minerals Limited was necessarily renegotiated and approved by shareholders and the disposal completed on 18 August 2023, resulting in the receipt of £1.0 million. Full details of the disposal, which would entitle the Company to receive the greater of US\$30 million or 25% of any damages award in respect of the Claim, are set out in the Company's Notice of General Meeting dated 31 July 2023.

The Company set a record date of 6pm on 5 September 2023; whereby shareholders on the Company's register of members as at that date would be entitled to receive Bonus Preference Shares which would entitle the holders thereof, to the net proceeds received in respect of the Claim. Initial details relating to this was announced by the Company on 16 August 2023 and 1 September 2023.