Guardian Metals PLC

(Formerly Guardian Global Security PLC)

Incorporated and registered in England and Wales with registered number 06370792

Annual Reports and Accounts for the year ended 31 December 2024

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Corporate Information

Chairmans Statement

Directors	Andrew Dennan, Executive Chairman Frank Jackson, Group Managing Director Erick Pegot-Ogier Chilean Group Managing Director (appointed to GMP Board 12 February 2025)
Registered office	85 Great Portland Street, First Floor, London, England, W1W 7LT
Solicitors	Watson Farley & Williams LLP, 15 Appold Street, London, EC2A 2HB
Bankers	HSBC 5 Great Underbank, Stockport, Cheshire SK1 1LH United Kingdom
Auditor	Crowe U.K. LLP 3rd Floor St George’s House, Peter Street, Manchester M2 3NQ
Registrars	Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA, United Kingdom
Incorporation details	The Company is incorporated and registered in England and Wales with registered number 06370792

Chairman's Statement

We are excited to share updates on the Company's progress throughout 2024, a transformative year during which we established a solid foundation to rebuild the company as a battery and strategic metals reprocessing business, with a focus on Latin America and Africa.

Thanks to the team's efforts, the Company is now well-positioned with access to capital and has, post period under review, successfully acquired a 100% interest in the advanced Playa Verde copper tailings project in Chile. This flagship asset, supported by a JORC resource study and definitive feasibility study, has, post period under review and post completion of the acquisition, received unanimous approval for its Environmental Impact Assessment (EIA) in March 2025, enabling the project to be positioned to move forward. With bullish copper and gold prices, the project economics are highly promising, and we are actively evaluating financing options for its development while exploring opportunities to re-list our shares on a stock exchange when the Company can meet the required criteria.

This transformation was made possible by addressing the balance sheet, converting key creditors into equity, and the Directors' decision to forgo accrued fees up to January 2024. These measures allowed the Company to secure £750,000 in convertible loan financing, which facilitated the acquisition of Copper Bay Limited, the UK-based owner of the Playa Verde project. The project, located in Chañaral, Chile, holds 53 million tonnes of measured, indicated, and inferred resources with a 0.24% copper grade, containing over 120,000 tonnes of copper. The acquisition cost of $7.5 million will be paid in two instalments tied to future production milestones.

The project involves reprocessing tailings via an on-site plant, producing LME-grade copper cathode and a concentrate containing copper and up to 5.5 g/t of gold. With an 11-year mine life, the project aims to transform the toxic beach into an eco-tourism area with recreational facilities, enhancing the quality of life for Chañaral's 16,000 residents and attracting tourists to the region.

The Company is committed to advancing the Playa Verde project and pursuing additional tailings reprocessing opportunities in Chile, Peru, and Africa. We thank our shareholders for their patience and look forward to delivering significant free cash flows once the project is operational, expected in 2028. Updates will be provided as we progress with this flagship asset and our acquisition strategy.

Andrew Dennan
Executive Chairman

Directors' Report

The Directors submit their report together with the audited Financial Statements of Guardian Metals PLC, a publicly limited company, for the year to 31 December 2024. On 12 august 2024, the company changed its name from Guardian Global Security Plc to Guardian Metals Plc.

Results and dividends

The Financial Statements for year to 31 December 2024 are as set out on pages 11 to 26. The Company's loss for the period was £489k (2023: £578k). The Company is unable to recommend the payment of a dividend at this time due to insufficient distributable reserves (2023: £nil).

Significant transactions in the year

On 12 January 2024 the Company entered into an agreement with MBD Partners SA to raise up to £750,000 of funding for the purpose of working capital and acquisition transaction costs, via the issuance of a convertible loan note maturing 24 months from the date of issue, bearing a coupon of 100% of principal payable on maturity. The Company drew down £250,000 of this funding by the year end, and a further £325,000 was drawn down in three tranches after the year end. See note 12 and 15 for further details.

During the year, 19,236,082,606 new ordinary shares were issued at a price of £0.00014 per share, giving rise to £19,238 in additional ordinary share capital and £2,691,877 in additional share premium reserves. This issue was a part of the conversion of debts owed by the company to equity.

Future developments

On 6 February 2025 the Company entered into a Sale and Purchase Agreement (SPA) for the acquisition of a copper project in Chile, which completed on 31 March 2025. See the Chairmans Statement and note 15 to these financial statements for further detail. The Company is therefore now in the process of raising the necessary funding to advance the project to production, with a variety of such funding options under consideration.

Capital structure and significant shareholders

Details of the issued share capital together with details of movements in share capital during the year are included in the Statement of Changes in Equity on page 13 and in Note 10 to the Financial Statements.

General Meeting

The Company is calling its next Annual General Meeting to be held on the 15th August 2025. A notice of the Annual General Meeting will be issued in July2025.

Independent auditors

A resolution to reappoint Crowe U.K. LLP ('Crowe') as the Company's independent auditors will be proposed at the forthcoming Annual General Meeting.

Going concern

The Directors judge it appropriate to adopt the going concern basis in preparing the financial statements.

In forming this judgement, the Directors reviewed the Company's funding, budget and business plan for the twelve months from signing the financial statements. The Directors have relied upon the critical assumption that the Company will be able to achieve the key milestones of the business plan, notably with regard to securing suitable funding for the project acquired on the 31 March 2025. See note 2 to these financial statements for more details.

On consideration of the above, the Directors believe that the Company will remain able to meet its obligations as they fall due for a period of at least 12 months from the date of this report, and hence that preparation of the financial statements on the going concern basis remains appropriate.

However, given there remains a level of uncertainty regarding the availability of further funding, the Directors consider that there remains a material uncertainty over the capacity of the Company to continue meeting its obligations as they fall due over this period and hence the status of the Company as a going concern.

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 to reduce the cost of capital.

Disclosure of information to auditors

As far as each Director is aware, there is no relevant audit information of which the Company's Auditors are unaware. In addition, 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 Company's Auditors are aware of that information.

Approved by the Board of Directors on 30 June 2025 and signed on its behalf by

F Jackson Director

Guardian Metals plc, Registered number 0637079

Directors' responsibilities statement

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

The directors have elected to prepare the financial statements in accordance with applicable law and UK adopted International Accounting Standards (IAS). 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 of the profit or loss of the Company for the period for which they are being prepared.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

These financial statements were approved by the Board on 30 June 2025 and signed on its behalf by:

F Jackson

Frank Jackson
Director

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN METALS PLC

Opinion

We have audited the financial statements of Guardian Metals PLC for the year ended 31 December 2024, which comprise the statement of total comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flow, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of the company's loss for the year then ended;
- have been properly prepared in accordance with International Accounting Standards as adopted by the United Kingdom, and;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to the Section titled "Going Concern" in Note 2, and to Note 15 in the financial statements, which indicates that the continued going concern status of the Company is dependent on further funding being obtained to allow the Chañaral Copper Project, as acquired on 31 March 2025, to be successfully undertaken. The Directors can access a further £125,000 of funding against the Senior loan note facility, besides the £250,000 received during the year ended 31 December 2024, and the further £375,000 received subsequently to that date, as disclosed in Note 15. The Directors expect that additional sources of funding can be identified within the next 12 months, but as stated in Note 2, a material uncertainty exists in relation to these events or conditions and may cast doubt on the 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Other information

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

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN METALS PLC (continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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 company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors report and from the requirement to prepare a strategic report.

Responsibilities of directors

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

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

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.

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN METALS PLC (continued)

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 legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, testing on the posting of journals and reviewing accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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 the audit report

This report is made solely to the company's directors, 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 directors 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 directors as a body, for our audit work, for this report, or for the opinions we have formed.

Michael Harvey

Michael Harvey (Senior Statutory Auditor)
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
3rd Floor, St George's House
Peter Street
Manchester
M2 3NQ
30 June 2025

STATEMENT OF TOTAL COMPREHENSIVE INCOME

£ '000	Note	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Administrative credit* / (expenses)		152	(156)
Operating profit/(loss)	5	152	(156)
Finance costs	6	(641)	(422)
Loss before tax		(489)	(578)
Taxation	7	-	-
Loss after tax		(489)	(578)
Loss attributable to continuing operations		(489)	(578)
Total Comprehensive Income for the period		(489)	(578)

*Administrative expenses in the year represents a net credit due to the inclusion of £614,000 of write-backs of prior year directors fee accruals in the current year (see note 3 for further details) (2023: nil).

STATEMENT OF FINANCIAL POSITION

£ '000	Note	As at 31 Dec 24	As at 31 Dec 23
Current assets			
Cash and cash equivalents		14	2
Trade and other receivables		12	-
Total assets		26	2
Current liabilities			
Loans	12	(190)	(2,301)
Trade and other payables	8	(503)	(1,090)
		(693)	(3,391)
Non-current liabilities			
Loans	12	(500)	-
Total liabilities		(1,193)	(3,391)
Net liabilities		(1,167)	(3,389)
Shareholders' equity			
Ordinary share capital	10	214	195
Share premium account		35,276	32,584
Warrant reserve		-	415
Other reserves		3,016	3,016
C4 Loan reserve		-	1,682
Accumulated losses		(39,673)	(41,281)
Total equity		(1,167)	(3,389)

Registration Number: 06370792

The financial statements together with the notes to the financial statements were approved by the Board of directors and authorised for issue on 30 June 2025. They were signed on its behalf by:

Frank Jackson
Director

STATEMENT OF CHANGES IN EQUITY

£'000	Ordinary Share Capital	Share Premium Account	C4 Loan reserve	Warrant and Other Reserves	Accumulated Losses	Total Equity
Balance, 31st December 2022	**194**	**32,535**	**1,682**	**3,431**	**(40,703)**	**(2,861)**
Loss for the period	-	-	-	-	(578)	(578)
Comprehensive loss	**-**	**-**	**-**	**-**	**(578)**	**(578)**
Issue of shares	1	49	-	-	-	50
Transactions with owners	**1**	**49**	**-**	**-**	**-**	**50**
Balance, 31st December 2023	**195**	**32,584**	**1,682**	**3,431**	**(41,281)**	**(3,389)**
Loss for the period	-	-	-	-	(489)	(489)
Comprehensive loss	**-**	**-**	**-**	**-**	**(489)**	**(489)**
Issue of shares	1	210	-	-	-	211
Expiry of options/warrants	-	-	-	(415)	415	-
Conversion of Convertible Loan Note	18	2,482	(1,682)	-	1,682	2,500
Transactions with owners	**19**	**2,692**	**(1,682)**	**(415)**	**2,097**	**2,711**
Balance, 31st December 2024	**214**	**35,276**	**-**	**3,016**	**(39,673)**	**(1,167)**

At 31 December 2024, the balance for warrants and other reserves comprises a deferred shares reserve of £3,016,000 which arose following the share sub-division in November 2019.

STATEMENT OF CASH FLOWS

£ '000	Note	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Cash flows from operating activities			
Cash used in operations	9	(238)	(53)
Net cash used in operating activities		(238)	(53)
Cash flows from financing activities			
Issue of shares		-	50
Proceeds from drawdown of loans		250	-
Net cash from financing activities		250	50
Net increase / (decrease) in cash and cash equivalents		12	(3)
Cash and cash equivalents at the start of the period		2	5
Cash and cash equivalents at the end of the period		**14**	**2**

The only major non-cash transaction in the year was the issuance of 19,236,082,606 shares in relation to the settlement of creditors. See note 12 for further details.

NOTES TO THE FINANCIAL STATEMENTS

1. General

Corporate Information

Guardian Metals PLC (the 'Company') is a company incorporated in England on 13 September 2007 and has registered address of 85 Great Portland Street, London, W1W 7LT and registration number 06370792. The Company is domiciled in the UK for tax purposes.

At the reporting date, the Company held a 100% interest in the following UK incorporated subsidiary companies;

- Guardian Africa Limited – 13227659 - 85 Great Portland Street, First Floor, London, England, W1W 7LT
- Guardian West Africa Limited – 15960363 - 85 Great Portland Street, First Floor, London, England, W1W 7LT
- Guardian Mining Limited – 13236945 - 85 Great Portland Street, First Floor, London, England, W1W 7LT

None of the above subsidiary companies have commenced trading since incorporation and therefore remain dormant at the reporting date. The Company is exempt from audit by virtue of s479A of Companies Act 2006. The aggregate amount of their capital and reserves as at 31 December 2024 was immaterial to the group.

Basis of Preparation

The financial statements have been prepared on a going concern basis and in accordance with UK adopted international accounting standards ('IAS') in conformity with the requirements of the Companies Act 2006. In addition, they have been prepared under the historical cost convention. The preparation of the financial statements in conformity with IAS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

2. Significant Accounting Policies

The principal accounting policies have been applied consistently throughout the period.

Going Concern

The Directors judge it appropriate to adopt the going concern basis in preparing the financial statements.

In forming this judgement, the Directors reviewed the Company's funding, budget and business plan for the twelve months from signing the financial statements. The Directors have relied upon the critical assumption that the Company will be able to achieve the key milestones of the business plan, notably with regard to securing suitable funding for the project acquired on the 31st March 2025.

On 12 January 2024, the Company entered into an agreement to raise up to £750,000 of funding for application against general working capital needs and proposed transaction costs, with an initial tranche of £250,000 having been drawn down in the year, a further £50,000 having been drawn down in January 2025. On 6 February 2025 the Company entered into an SPA for the acquisition of a Chilean copper project, which completed on 31st March 2025, see note 15 for further details. In April, the company completed an agreement to draw down a further £200,000 under this facility, with the lender indicating that a further £250,000 would become available within sixty days. A further draw down of £125,000 has been completed in June 2025, leaving a remaining

£125,000 accessible under this facility. The Company is in the process of assessing various further funding options available to advance its newly acquired project to production.

In addition to the funding noted above, the Directors have been in discussions with a variety of creditors of the Company to reach agreement for settlement of these liabilities by way of conversion of amounts payable into ordinary shares, with a total of £2.7m in loans and other payables having been so converted during the year. The Directors remain in discussions with the remaining legacy creditors regarding the conversion of these amounts and remain confident that agreement for such conversions will be made during the course of 2025, further reducing the funding needs of the business over the 12 months from the date of signing of this report.

The financial statements do not include any adjustments that may arise in the event that the company is not a going concern.

On consideration of the above, the Directors believe that the Company will remain able to meet its obligations as they fall due for a period of at least 12 months from the date of this report, and hence that preparation of the financial statements on the going concern basis remains appropriate.

However, given there remains a level of uncertainty regarding the availability of further funding, the Directors consider that there remains a material uncertainty over the capacity of the Company to continue meeting its obligations as they fall due over this period and hence the status of the Company as a going concern.

Financial instruments

Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis. Financial assets which are measured at amortised cost, are measured using the Effective Interest Rate Method (EIR) and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions, in accordance with IAS 32:

- They include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- Where the instrument will or may be settled in the Company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments. To the extent that this definition is not met, the financial instrument is classified as a financial liability.

As such, financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest of the assets of the Company after deducting all of its liabilities.

Borrowings

Borrowings are recognised initially at the fair value of the proceeds received which is determined using a discount rate which reflects the cost of borrowing to the Company. In subsequent periods borrowings are recognised at amortised costs, using an effective interest rate method. Any difference between the fair value of the proceeds costs and the redemption amount is recognised as a finance cost over the period of the borrowings.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholder's equity, net of income tax effects.

Trade and other payables

Trade payables are non-interest bearing and are stated initially at fair value and then amortised cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Foreign currency translation

The Company's presentation and functional currency is sterling.

In preparing the financial statements, transactions in foreign currencies other than the functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date.

Exchange rate differences arising on the settlement of monetary items and on the retranslation of monetary items are included in profit or loss for the period. Exchange rate differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

Income taxes

Current income tax assets and liabilities for the current and prior period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Equity

Share capital is determined using the nominal value of shares that have been issued.

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

Equity-settled share-based payments are credited to a warrants and other reserve as a component of equity until related options or warrants are exercised or lapse.

The warrant and other reserve include share warrants issued to shareholders in connection with share capital issues that are measured at fair value at the date of issue and treated as a separate component of equity, as well as a deferred shares reserve which arose following the share sub-division in November 2019.

The C4 Loan reserve includes the transfer and refinancing of the loan amount with C4 and has been released into retained earnings in the year on full conversion of the loan into equity.

Retained earnings includes all current and prior period results as disclosed in the income statement.

Share-based transactions

From time to time, the Company may pay for goods or services through the issue of new shares. The cost of such equity-settled transactions is recognised in the income statement, together with a corresponding increase in equity, in the period during which the goods or services are received. The value of such share based payments is measured by reference to the fair value of the goods or services received or the market value of the shares issued, whichever value is more readily determinable.

Warrants

From time to time, the Company may issue warrants to suppliers as partial payment for goods or services or to investors or advisers in relation to the raising of new equity finance. When warrants are issued as partial payment for goods or services related to operations, the fair value of those warrants is recognised as a cost in the income statement. When warrants are issued in relation to the raising of new equity finance, the fair value of those warrants is set off against share premium. Warrants issued but not exercised are held in a warrant reserve within equity.

Critical accounting judgements and estimates in applying the Company's accounting policies

The preparation of the financial statements in conformity with UK adopted IAS requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. In the process of applying the Company's accounting policies, management have made the following estimates that may have a significant effect on the amounts recognised in the financial statements.

Going Concern: The financial statements have been prepared assuming the Company will continue as a going concern. The basis to which the Directors have formed this critical accounting judgement is further outlined in note 2 of the Company's financial statements which discloses a material uncertainty.

Determination of Discount Rates: Where settlement of the liability component of a compound financial instrument is deferred, the amounts payable in the future are discounted to their present value as at the date of initial recognition. The discount rate used is generally judged to be the entity's incremental borrowing rate, being the rate at which a similar borrowing might be obtained from an independent financier under comparable terms and conditions; in other words, a similar liability (including any embedded nonequity derivative features) that does not have an associated equity component.

New Standards and revisions to existing standards issued that are effective at 1 January 2024

Certain new accounting standards and interpretations have been published that are effective at 1 January 2024:

	Effective Date
Amendments to IAS 1: Presentation of financial statements	1 January 2024
Amendments to IAS 7: Statements of cashflow	1 January 2024
Amendments to IFRS 16: Leases	1 January 2024
Amendments to IFRS 7: Financial instruments disclosures (supplier finance)	1 January 2024

These amendments had no impact on the financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

New Standards and revisions to existing standards issued that are not yet effective

Certain new accounting standards and interpretations have been published that are not yet effective

	Effective Date
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	1 January 2025
IFRS S2 Climate-related Disclosures	1 January 2025
Amendments to IAS 21 - Lack of currency exchangeability	1 January 2025

The Company is currently assessing the impact of the amendments to determine the impact they will have on the Company's accounting policy disclosures.

3. Staff Costs

In the year ended 31 December 2024 there were no staff costs (2023: £nil).

	Note	12 months ended 31 Dec 24 £'000	12 months ended 31 Dec 23 £'000
Directors fees – current year	4	200	-
Directors fees – write back of pre-2023 accruals		(614)	-
Net charge – Directors fees		**(414)**	**-**

Average number	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Executives/ Directors	2	2
Administration	-	-
Total	**2**	**2**

4. Directors Emoluments

Directors Emoluments	12 months ended 31 Dec 24 £'000	12 months ended 31 Dec 23 £'000
Frank Jackson	100	-
Andrew Denham	100	-
Total	**200**	**-**

Directors fees in the current year have been accrued, with no cash payments having been made in settlement of directors fees in the year (2023: nil).

During the year retirement benefits were accruing to no directors (2023 - nil) in respect of defined contribution pension schemes.

There were no other related party transactions in the year ended 31 December 2024 or the period ending 30 December 2023.

5. Operating Loss

Operating profit/(loss) is after charging:

£ '000	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Directors fees provision	200	-

During the period, the Company obtained various services from its auditors, the costs of which are set out below:

£ '000	12 months ended 31 Dec 24	12 months ended 31 Dec 24
Audit fees	22	20
	22	20

6. Finance Costs

£ '000	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Interest expense	638	422
Other finance costs	3	-
Total Finance costs	641	422

In October 2019, Shard Capital Management Limited ('Shard') sold its interest in the Shard Loan to C4 Energy Limited ('C4'). Following the novation of the loan, the Company agreed refinancing terms with C4 and entered into a convertible loan note instrument resulting in the issuance of loan notes with a par value of £2,500,000. The notes were converted into 17,712,227,064 ordinary shares in October 2024.

In January 2024 the Company entered into a £750,000 convertible loan facility with MDB Partners SA, with £250,000 of the loan having been drawn down in the year. The loan attracts a 100% coupon on principal drawn down, matures 24 months following draw down of the facility and is convertible into ordinary shares of the Company at a price being the lower of 0.0025624 pence per share and the price at which the Company issues new shares to third parties to raise additional funding during the term of the loan, at the election of the noteholder.

7. Taxation

£ '000	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Statutory income tax rate	19%	19%
Loss for the period	(489)	(578)
Expected income tax recovery	(93)	(110)
Transferred to losses	93	110
Total tax	-	-

The deferred income tax asset not recognised at 31 December 2024 and 31 December 2023 are £11,557,000 and £11,464,000 respectively.

8. Trade and Other Payables

£ '000	As at 31 Dec 24	As at 31 Dec 23
Trade payables	158	398
Accruals	345	692
	503	1,090

9. Cash Used in Operations

£ '000	12 months ended 31 Dec 24	12 months ended 31 Dec 23
Loss before tax	**(489)**	**(578)**
Increase/(decrease) in trade and other payables	(378)	103
Decrease/(increase) in receivables	(12)	-
Non-cash transaction – effective interest charge	641	422
Cash flows used in operating activities	**(238)**	**(53)**

10. Ordinary Share Capital and Share Premium Account

The company undertook a re-organisation of its share capital in October 2015 and again in year ended June 2020. Under the Companies act 2006 a company is unable to issue shares at a subscription price which is lower than the nominal value. Therefore, in order to raise additional funding a reorganisation of the Company's share capital was performed. The reorganisation subdivided existing shares into new ordinary shares with a nominal value of £0.000001 and deferred shares with a nominal value of £0.009. The deferred shares, amongst other things, are not traded, do not receive dividends and do not have voting rights. The issuance of new ordinary shares will not require the issuance of deferred shares to new subscribers.

	Ord Shares	Deferred Shares	Share Capital	Share Premium
	0.0001p each	0.0999p each	£ '000	£ '000
As at 1 January 2024	**5,358,250,360**	**189,792,348**	**195**	**32,584**
Allotments – conversion of debt and creditors	19,236,082,606	-	19	2,692
As at 31 December 2024	**24,594,332,966**	**189,792,348**	**214**	**35,276**

During the year, 19,236,082,606 new ordinary shares were issued at a price of £0.00014 per share, giving rise to £19,238 in additional ordinary share capital and £2,691,877 in additional share premium reserves.

During the prior year, 892,857,143 new ordinary shares were issued at a price of £0.000056 per share, giving rise to £893 in additional ordinary share capital and £49,107 in additional share premium reserves.

The weighted average number of ordinary shares in issue during the period was 9,251,236,451 (December 2023: 4,560,794,391).

As at 31 December 2024, the there were no warrants relating to the Company's ordinary share capital in issue (2023: 118,333,333).

11. Share-based payments

The Company recognised an expense relating to equity-settled share-based payment transactions of £nil during the period to 31 December 2024 (31 December 2023: £nil).

Details of movements in share options during the current and prior periods are as follows:

	As at 31-Dec 24		As at 31-Dec 23	
	Number of share options thousand	**Weighted average exercise price pence**	Number of share options thousand	Weighted average exercise price pence
Outstanding at start of period	**180,000,000**	**0.0625**	180,000,000	0.0625
Granted during the period	**-**	**-**	-	-
Lapsed during the period	**(180,000,000)**	**(0.0625)**	-	-
Exercised during the period	**-**	**-**	-	-
Outstanding at period end	-	-	180,000,000	0.0625
Exercisable at period end	-	-	180,000,000	0.0625

The table below shows details in relation to options outstanding at the period end:

		31 Dec 2024		**31 Dec 2023**	
Performance share plan	Average exercise price pence	**Number of share options thousand**	**Contractual life remaining years**	Number of share options thousand	Contractual life remaining years
4 Nov 2019	0.0625	**-**	**-**	180,000,000	0.84

There were no performance share plan options granted during the period 31 December 2024 (31 December 2023: nil).

12. Net debt

£ '000	YA Global	C4 Loan	MBD Partners	Total
Balance 31 Dec 22	**(190)**	**(1,690)**	**-**	**(1,880)**
Loan write-off	-	-	-	-
Effective interest charge	-	(422)	-	(422)
Balance 31 Dec 23	**(190)**	**(2,112)**	**-**	**(2,302)**
Drawndown	-	-	(250)	(250)
Effective interest charge	-	(388)	(250)	(638)
Converted	-	2,500	-	2,500
Balance 31 Dec 24	**(190)**	**-**	**(500)**	**(690)**

In October 2019, Shard Capital Management Limited ('Shard') sold its interest in the Shard Loan to C4 Energy Limited ('C4'). Following the novation of the loan, the Company agreed refinancing terms with C4 and entered into a convertible loan note instrument resulting in the issuance of loan notes with a par value of £2,500,000. The notes are convertible into ordinary shares at a fixed price of 0.05p per share at the option of the lender, are freely transferable and repayable in full at the maturity date in October 2024. The notes are unsecured and carry a nil interest coupon.

In accordance with IAS 32, judgement is requirement when determining the classification of financial instruments in terms of liability or equity. These judgements include an assessment of whether the financial instrument includes any embedded derivative features, whether it includes contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party, and whether that obligation will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Under the terms of accounting standard IAS 32, the C4 loan note instrument is assessed to be a non-derivative compound financial instrument and as such the Company is required to recognise separately the components of the financial instrument that (a) creates a financial liability and (b) grants an option to the holder of the instrument to convert it into an equity instrument of the entity. In establishing the value of these components, an effective interest rate must be used. The value of the liability component is determined by discounting the par value at the effective interest rate upon initial recognition. The discount rate used for this purpose has been assessed to be 25%. By reference, the cost of capital of the Shard loan was used as a start point in forming this judgement; a sensitivity of +/- 5% in the interest rate would result in a decrease/increase in the value of the liability component as at the reporting date of £146,000/£185,000 and an increase in the finance expense of £3,000/£2,000. The discount is then unwound over the remaining life of the loan. The value attributable to equity component represents the residual interest in the instrument upon initial recognition. Consequently, at the point of initial recognition, the sum of the carrying amounts assigned to the liability and equity components is always equal to the value of the instrument as a whole, namely £2,500,000.

On 8 December 2023, an agreement was entered into with the holders of the £2,500,000 convertible loan notes in issue at the reporting date. The parties agreed that the entire balance of £2,500,000 owing shall be settled in full through the issuance of 16,192,122,950 new ordinary shares on readmission of the Company shares to trading on AIM/LSE, subject to Shareholder approval at a general meeting. This agreement was subsequently amended following expiry of the terms such that the entirety of the principal of £2,500,000 was converted on 3 October 2024 into 17,712,227,064 new ordinary shares at an effective price of £0.00014 per share.

The Company also has a loan with YA Global. In March 2020, the Company reached a settlement agreement with YA Global regarding amounts owing to them upon satisfactory completion of a transaction constituting a reverse takeover. YA Global has indicated it may accept settlement via newly issued ordinary shares, with discussions on this matter continuing.

On 12 January 2024 the Company entered into an agreement with MBD Partners SA to raise up to £750,000 of funding for the purpose of working capital and acquisition transaction costs, via the issuance of a convertible loan note maturing 24 months from the date of issue, bearing a coupon of 100% of principal payable on maturity and convertible as follows:

- Principal – on the earliest of the election of the noteholder or the execution of an SPA for the acquisition of a suitable project as defined in the agreement, with such conversion resulting in the issuance of shares equating to 50% of the issued share capital of the Company at such time;
- Coupon – on readmission of the Company's shares to trading on a recognised exchange, with such conversion resulting in the issuance of shares at 80% of the readmission price.

The funding under this agreement is available to the Company in 2 tranches, with the first tranche of £250,000 having been made available on execution of the agreement and the second tranche of £500,000 becoming available to the Company to be drawn down once an SPA for the acquisition of a suitable project has been executed.

Settlement of the loan owed to C4 is considered a related party transaction by virtue of the entities having a common Director.

13. Financial Instruments

The Company's principal financial instruments comprise cash, trade and other receivables, trade and other payables and accruals and loan amounts owed, which are set out in the Statement of Financial Position. The carrying values of the Company's financial instruments approximate their fair values due to the short-term maturity and normal trade credit terms of these instruments.

Financial instruments issued by the Company are treated as equity only to the extent they meet the relevant conditions in accordance with IAS 32. Specifically, the Company's loan with C4 is the only such instrument issued by the Company, refer Note 15. Credit risk and expected credit losses on receivables is considered negligible.

Credit risk on liquid funds is considered limited because the Company counterparty exposure is to a UK and international bank with an investment grade credit rating. Credit risk and expected credit losses on receivables is considered negligible. Liquidity risk implies maintaining sufficient funds to meet the Company's liabilities when they fall due. The Board has been disciplined in managing the Company's cash and commitment positions actively engaging with creditors and advisors to ensure committed credit lines are agreed and reasonable and through its regular review of the Company's cash forecast. The exposure of financial instruments to liquidity risk is considered neglible.

14. Related party transactions

- The C4 loan was considered to be a related party transaction by virtue of the entities having a common Director. Full details of the transaction relating to this loan are given in Note 12.
- In the current year the Company incurred travel and administrative costs totalling £829 (2023: £2,396) from Sustainable Energy Projects Limited, a related party as a result of having a common director.

15. Events subsequent to period end

On 6 January 2025 the Company drew a further £50,000 in principle on its convertible loan facility with MDB Partners, leaving a remaining balance £450,000 of undrawn amounts available under the facility terms. In April and June 2025, the Company completed agreements to draw down a further £200,000 and £125,000 respectively under this facility leaving a remaining balance of £125,000 of undrawn amounts available under the facility terms.

On 6 February 2025, the Company entered into a Sale and Purchase Agreement (SPA) for the acquisition of 100% of the ordinary share capital of Copper Bay Limited (the "Target"), a company holding a 100% interest in the Chañaral Copper Project in Chile through Chilean subsidiaries. The key terms of the SPA are as follows:

- Total consideration payable to the vendors of US$7.5m for the 100% interest in the project
- Consideration payable in two equal tranches on production from the project having reached 7,500 tons of aggregate copper and 15,000 tonnes of aggregate copper respectively
- Completion conditional on execution of all necessary Drag clauses and agreements to ensure minority shareholders of the company participate in the sale
- $114,000 in regulatory approval costs incurred by the vendor to be reimbursed on the Company having raised £2.7m in new funding, post completion of the SPA
- Early termination break fee payable by the vendor of £600,000 and by the Company of $237,000
- The consideration payable by the Company to the vendors is to be secured by a charge over the shares in the Target until the conditions for payment are met and payable settled in full.

The completion of the conditions and therefore acquisition of the Target took place on 31st March 2025.

As the above acquisition represents a business combination within the scope of IFRS 3, the Company notes the following elements relating to the transaction as required by the standard:

- The acquisition is in line with the existing strategy to resume generating income through undertaking of new operations;
- The consideration payable of US$7.5m will require to be present valued for the purposes of the acquisition accounting under IFRS 3. At the time of preparation of these financial statements, the Company cannot reliably estimate the present value of these future cashflows due to the uncertainties around the availability of development funding for the project and therefore the expected timing of operational commencement and revenue generation. The Company expects to have clarification of these criteria such that it will be able to reliably estimate the present value of the consideration payable when preparing its financial statements for the year ended 31 December 2025.
- As at the date of acquisition, the net liabilities of the Target were £4,181, including cash of £5,231. Further details of the fair value of assets and liabilities acquired have not been included as they were not available at the date of signing these accounts.

On 26 March 2025, the Company agreed the settlement of £26,136 in amounts payable to legacy creditors by the payment of £5,200 in cash.

On 27 March 2025 the Company raised an additional £5,200 in cash by the allotment of 185,170,707 new ordinary shares to an existing high net worth investor at a price of 0.0028082 pence per share.