

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION, if you are in any doubt about the contents of this Document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This Document is a prospectus relating to Blencowe Resources plc (the “**Company**”) which has been approved by the Financial Conduct Authority (the “**FCA**”), as competent authority under Regulation (EU) 2017/1129 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “**Prospectus Regulation**”) and has been filed with the FCA in accordance with Rule 3.2 of the Prospectus Regulation Rules. The FCA only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the quality of the securities that are, or the Company which is the, subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the securities. This Document has been drawn up as a simplified prospectus in accordance with Article 14 of the UK Prospectus Regulation.

This Document together with the documents incorporated into it by reference (as set out in Part IV) will be made available to the public in accordance with UK Prospectus Regulation Rule 3.2 by the same being made available free of charge at <https://www.blencoweresources.com> and at the Company’s registered office at 25 Bilton Road, Rugby, Warwickshire CV22 7AG.

The Directors, whose names appear on page 27, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Company and the Directors, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect the import of such information.

THE WHOLE OF THE TEXT OF THIS DOCUMENT INCLUDING ALL THE INFORMATION INCORPORATED BY REFERENCE SHOULD BE READ BY PROSPECTIVE INVESTORS. IN PARTICULAR YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 9 OF THIS DOCUMENT WHICH YOU SHOULD READ IN FULL.

BLENCOWE RESOURCES PLC

(Incorporated in England and Wales with company number 10966847)

**Placing of 29,100,000 Shares and Subscription for 10,900,000 Shares of 0.5 pence
each at £0.05 per Share**

Joint Brokers

First Equity Limited

Brandon Hill Capital Limited

Issued share capital immediately following Placing, Subscription and Admission
161,929,950 Fully Paid Shares of 0.5 pence each

The current entire issued share capital of the Company (“**Existing Ordinary Shares**”) is admitted to the Official List of the UK Listing Authority (the “**Official List**”) (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority (“**Listing Rules**”)) and to the London Stock Exchange plc (“**London Stock Exchange**”). Application will be made for the immediate admission of the Placing Shares to trading on the Main Market for listed securities (“**Admission**”).

It is expected that Admission will become effective and that dealings for normal settlement in the Placing Shares will commence at 8.00 a.m. (London time) on 15 December 2021. No application is currently intended to be made for the Placing Shares to be admitted to listing or dealing on any other exchange. The Company will comply with its obligation to publish a further supplementary prospectus containing further updated information required by law or any regulatory authority but assumes no further obligation to publish additional information.

This document does not constitute an offer to sell or invitation to subscribe for, or solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

Brandon Hill Capital Limited (“**Brandon Hill**”) and First Equity Limited (“**First Equity**”) have been appointed by the Company as its joint brokers (“**Joint Brokers**”) in connection with the Placing. The Joint Brokers, which are each authorised and regulated by the Financial Conduct Authority in the United Kingdom, are acting exclusively for the Company and no one else in relation to the Placing. Neither of the Joint Brokers will regard any other person (whether or not a recipient of this Document) as its client in relation to the Placing and will not be responsible to anyone (other than the Company in respect to Admission) for protections afforded to the clients of such Joint Broker or for providing any advice in relation to Admission or the Placing, the contents of this Document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by either Joint Broker for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which it is not responsible. However, nothing in this paragraph excludes or limits any responsibility which such Joint Broker may have under the Financial Services and Market Act 2000 or the regulatory regime established thereunder, or which, by law or regulation cannot otherwise be limited or excluded.

This Document does not constitute an offer to sell, or the solicitation of an offer or invitation to buy or subscribe for, Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

OVERSEAS SHAREHOLDERS

This Document is not a 'prospectus', 'product disclosure statement' or other 'disclosure document' for the purposes of the Corporations Act 2001 (Cth) ("**Australian Corporations Act**") and is not required to be lodged with the Australian Securities and Investments Commission ("**ASIC**") or the Australian Securities Exchange ("**ASX**"). Accordingly, a person may not (directly or indirectly) offer for subscription or purchase or issue invitations to subscribe for or buy or sell the Shares, or distribute this admission document where such offer, issue or distribution is received by a person in the Commonwealth of Australia, its territories or possessions, except if:

- (a) the amount payable by the transferee in relation to the Shares is A\$500,000 or more or if the offer or invitation to the transferee is otherwise an offer or invitation that does not require disclosure to investors in accordance with part 6D.2 or part 7.9 of the Corporations Act; or
- (b) the offer or invitation does not constitute an offer to a 'retail client' under Chapter 7 of the Corporations Act.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Canada or Japan. Subject to certain exceptions, the Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, and this Document may not be distributed by any means including electronic transmission within, into, in or from the United States or to or for the account or benefit of persons in the United States, South Africa, the Republic of Ireland, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States, although the Company may sell the Shares in a private placement transaction in the United States pursuant to an exemption from registration.

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

None of the Shares have been approved or disapproved by the United States Securities and Exchange Commission (the "**SEC**"), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merit of the offer of the Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

Certain information in relation to the Company is incorporated by reference into this Document. Capitalised terms used herein have the meanings ascribed to them at the end of this Document under the heading "Definitions".

This Document is dated 10 December 2021

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SUMMARY

SECTION A – INTRODUCTION AND WARNINGS

Introduction

The legal and commercial name of the issuer is **Blencowe Resources plc** (the “**Company**”) with the registered address at **25 Bilton Road, Rugby, Warwickshire CV22 7AG** and telephone number **+44 01624 681250**. The **Company’s international securities identification number (ISIN) is GB00BFCMVS34** and its legal entity identifier (LEI) is **213800UXIHBIRK36GG11**. This Document has been approved on 10 December 2021 by the Financial Conduct Authority (the “**FCA**”) (whose address is at 12 Endeavour Square, London, E20 1JN, United Kingdom and telephone number is 020 7066 1000), as competent authority in the United Kingdom under Regulation (EU) 2017/1129.

Warnings

This summary should be read as an introduction to this Document. Any decision to invest in the Shares should be based on consideration of this Document as a whole by the investor. The Investor could lose all or part of the invested capital.

Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.

SECTION B – KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Issuer: The Company was incorporated as a company with limited liability on 18 September 2017 under the laws of England and Wales under the Companies Act with an indefinite life and with company number 10966847 and LEI, 213800UXIHBIRK36GG11. The Company is authorised to issue one class of shares (“**Shares**”) and had the Shares admitted by the FCA to a Standard Listing and to trading on the London Stock Exchange’s Main Market for listed securities on 18 April 2019.

Principal Activities

The Company is a natural resources sector company. The Company owns and operates 100 per cent. of the share capital of Consolidated African Resources (Uganda) Ltd (“**Consolidated African (Uganda)**”). Consolidated African (Uganda) is the owner of the Orom Graphite Project in northern Uganda.

The Company is currently completing an updated JORC (2012) Resource based upon the latest drilling program. The drill samples are currently in the SGS labs with the updated resource expected in Q4 2021.

Blencowe has prepared a Preliminary Economic Assessment (“**PEA**”) of the Orom Graphite Project which was published in October 2021, being the first full commercial study of the Orom Graphite Project. The PEA is an internally generated report and model that utilises all the information, source data and experience within the Company to put together a full mining operation and the associated outcomes. All necessary disclosures have been made within the PEA to state where assumptions have been made, or other caveats as necessary, to ensure adequate disclosure.

The Orom Graphite Project and mining operation in Uganda assumes an owner-operated open cut project, with an initial lift of mine as defined by the existing JORC (2012) Resource. This will be updated within the Pre-Feasibility Study (“**PFS**”) in 2022 as further drilling results are expected by end-2021 and will update the JORC Resource for Orom Graphite Project. The operation assumes a processing facility on-site to upgrade graphite as mined into a high-grade concentrate, which will then be bagged and transported to Mombasa port (Kenya) for shipment worldwide.

Group Strategy

The Company has outlined a work program moving forward, initial work for which will include:

- metallurgical testwork to demonstrate spheroidisation of the fines products produced;
- completion of updated JORC Resource (2012) on Northern Syncline and Camp Lode; and

- commencement of Feasibility Study on initial 10-year mine life, including all mining, plant, infrastructure and logistics.

In order to carry out its strategy, the Company has entered into a number of contracts in respect of the required area of work.

Major Shareholders

The Directors are aware of the following persons, who, as at the date of this Document and following the Placing of 29,100,000 Shares at a price of £0.05 per Share (the “**Placing**”), and the Subscription for 10,900,000 Shares at a price of £0.05 per Share (“**Subscription**”) will have a notifiable, direct or indirect, interest in the Company’s capital or Voting Rights of five per cent. (5 per cent.) or more:

Shareholder	Number of Shares as at the date of this Document	Percentage of Current Issued Share Capital	Number of Shares on Admission	Percentage of Issued Shares on Admission
Cameron Pearce	7,016,667	5.75	7,516,667	4.64
Sam Quinn	4,666,667	3.83	4,916,667	3.04
Michael Ralston & Sharon Ralston as Trustees for the Ralston Family Trust	2,725,000	2.23	3,225,000	1.99
Consolidated Africa	20,000,000	16.40	0	12.35
Oliver Stansfield	3,771,667	3.09	0	2.33
Spreadex Limited	16,719,295	13.71	0	10.33
InterTrader Limited	8,251,665	6.77	0	5.10
Brandon Hill Capital Limited	3,995,000	3.28	0	2.47

On Admission, such Shareholders will not have special Voting Rights in relation to the Shares and the Shares owned by them will rank *pari passu* in all respects with other Shares.

Directors: Cameron Pearce; Sam Quinn and Alex Passmore are Directors and Mike Ralston and Iain Wearing are key members of management.

Statutory Auditors: The Company’s auditors are Crowe U.K. LLP whose address is 55 Ludgate Hill, London EC4M 7JW which is regulated by the FCA with registration number 400456.

What is the key financial information regarding the issuer?

Selected historical key financial information relating to the Group is set out below. The information has been presented in accordance with Annex I of the UK version of the European Commission Delegated Regulation (EU) 2019/979 which is part of the UK law by virtue of the European Union (Withdrawal) Act 2018.

The tables below set out summary financial information of the Group for the periods indicated, as extracted from the Company’s website at www.blencoweresourcesplc.com. Prospective investors should review the following selected historical financial information together with the whole of this Document and should not rely on the selected information itself.

Summary Statements of Financial Position of the Group

	Audited As at 30 September 2020 £	Unaudited As at 31 March 2021 £
Total assets	4,655,004	5,086,904
Total equity	3,306,903	3,944,995

Summary Statements of Comprehensive Income of the Group

	Audited Year ended 30 September 2020 £	Unaudited Six months ended 31 March 2021 £
Revenue	–	–
Operating loss	(1,024,789)	(306,237)
Loss and comprehensive loss for the period	(1,058,084)	(329,681)
Loss per Ordinary Share (pence)	(1.74)	(0.01)

Summary Statements of Cash Flows of the Group

	<i>Audited Year ended 30 September 2020 £</i>	<i>Unaudited Six months ended 31 March 2021 £</i>
Cash used in operating activities	(851,782)	(483,090)
Cash used in investing activities	(1,084,354)	(213,956)
Cash from financing activities	2,000,000	1,102,421
Net cash increase	63,864	405,375

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

- The Orom Graphite Project is located in Uganda and the Group's activities may be affected in varying degrees by political stability and governmental regulations. Any changes in regulations or shifts in political attitudes in Uganda or any other countries in which the Group may operate are beyond the control of the Group and may adversely affect its operations. There may be unforeseen environmental liabilities resulting from both future and/or historic exploration or mining activities, which may be costly to remedy. In addition, potential environmental liabilities as a result of unfulfilled environmental obligations by the previous owners may impact the Group. If the Group is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The Group has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Group regards as reasonable.
- The development and success of any project of the Group will be primarily dependent on the future price of graphite. Prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company such as changes in commodity consumption driven by broader global industrial growth, commissioning of competing projects which can produce similar products of equal or better quality at lower cost or substitution of mineral sand products in end-user materials.
- Mineral exploration and development involves a high degree of risk. A large number of projects that are explored ultimately fail to be developed into producing mines. Success in defining mineral resources and reserves is the result of a number of factors, including the level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralisation is discovered, it may take several years of drilling and development until production is possible during which time the economic feasibility of production may change.
- The activities of the Group will be subject to usual hazards and risks normally associated with exploring and developing natural resource projects. Should any of these risks and hazards affect the Group's exploration, development or mining activities, it may cause the cost of production to increase to a point where it would no longer be economically viable to produce mineral resources from the Group's properties, require the Company to write-down the carrying value of one or more mineral projects, cause delays or a stoppage of mining and processing, result in the destruction of mineral properties or processing facilities, cause death or personal injury and related legal liability; any and all of which may have a material adverse effect on the Company.
- While the sale of graphite is principally in US Dollars throughout the world, a portion of the Group's expenses incurred in connection with the Orom Graphite Project will be in the local currency of Uganda, the Ugandan shilling. As a result, fluctuations in currency exchange rates could have a material adverse effect on the financial condition, results of operation or cash flow of the Group.

SECTION C – KEY INFORMATION ON THE SECURITIES**What are the main features of the securities?**

The securities are a total of 161,929,950 Shares of 0.5 pence each in the capital of the Company, including the new shares issued pursuant to the Placing and Subscription each at the Fundraising Price of £0.05 per Share, which are issued fully paid. The Shares are denominated in UK Pounds Sterling and the Fundraising Price is payable in UK Pounds Sterling. The Shares are registered with ISIN number GB00BFCMVS34.

The Placing Shares and Subscription Shares are issued as ordinary Shares and shall on issue rank *pari passu* for Voting Rights, dividends and distributions and return of capital on winding up (whether this be a solvent or insolvent winding up) with the Existing Shares. Each Share confers the right to receive notice of and attend all meetings of Shareholders. Each holder of Shares present at a general meeting in person or by proxy or by its authorised corporate representative has one vote, and, on a poll, one vote for every Share of which he is a holder. In the case of joint holders of Shares, if two or more persons hold Shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member, if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners, and if two or more of the joint owners are present in person or by proxy they must vote as one. No pre-emption rights exist in respect of future share issues carried out by the Company wholly or partly other than for cash. Subject to the Companies Act, on a winding up of the Company the assets of the Company available for distribution shall be distributed, provided there are sufficient assets available, to the holders of Shares pro rata to the number of such fully paid up Shares held (by each holder as the case may be) relative to the total number of issued and fully paid up Shares.

Each Placee and Subscriber will be issued on Admission with a warrant to subscribe for 1 Ordinary Share for each 2 Placing Shares or Subscription Shares ("**Warrants on Admission**"). The Placees and Subscribers will be granted the Warrants on Admission over an aggregate of 20,000,000 Shares exercisable at 8p per Share at any time from the date of Admission for three years.

Where will the securities be traded?

Application will be made for the Placing Shares and Subscription Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities

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

- The issue of the Placing Shares and Subscription Shares will dilute existing shareholders of the Company.
- Investors may not be able to realise returns on their investment in Shares within a period that they would consider to be reasonable as an investment in Shares may be relatively illiquid due to the limited number of Shareholders which may contribute to infrequent trading and volatile Share price movements. In particular, dividend payments on the Shares are not guaranteed and the Company does not intend to pay dividends in the short term.

SECTION D – KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

General Terms and Conditions

This Document does not constitute an offer or an invitation to any person to subscribe for or purchase any shares in the Company. The Placing Shares will be distributed pursuant to the Placing arranged by the Joint Brokers as agent for the Company and Subscription Shares will be issued by the Company and each issue is conditional on Admission for the Placing Shares occurring and becoming effective by 8.00 a.m. London time on, or prior to, 15 December 2021 (or such later date as may be agreed by First Equity and the Company) but it any event no later than 31 December 2021 (the "**Long Stop Date**") (the "**Admission Condition**"). The Company will raise gross proceeds of £2,000,000 from the issue and allotment of 29,100,000 Placing Shares and 10,900,000 Subscription Shares each at the Fundraising Price.

Expected Timetable

<i>Publication of this Document</i>	<i>10 December 2021</i>
<i>Admission and commencement of unconditional dealings in Shares</i>	<i>8.00 a.m. on 15 December 2021</i>
<i>Crediting of Ordinary Shares to CREST Accounts</i>	<i>15 December 2021</i>
<i>Share Certificates dispatched</i>	<i>Week commencing 27 December 2021</i>

Details of Admission to Trading

Application will be made for the Placing Shares and Subscription Shares to be admitted to trading on the London Stock Exchange's Main Market. Following such Admission, the securities subject to trading are a total of 161,929,950 Shares comprising: 121,929,950 Existing Ordinary Shares, 29,100,000 Placing Shares and 10,900,000 Subscription Shares.

Immediate Dilution Pursuant to the Placing and Subscription

Pursuant to the Placing 29,100,000 new Shares have been conditionally subscribed for by Placees at the Fundraising Price, and 10,900,000 new Shares have been conditionally subscribed for by Subscribers representing in aggregate 24.70 per cent. of the Enlarged Share Capital. The issue of the Placing Shares and Subscription Shares will result in the existing share capital being diluted so as to constitute 75.30 per cent. of the Enlarged Share Capital.

Total Expenses of the Issue

The total expenses incurred (or to be incurred) by the Company in connection with the Placing, Subscription and Admission are approximately £109,750. No expenses will be charged to the Investors.

Why is this Prospectus being produced?

The objective of the Company is to explore and develop the Orom Graphite Project in line with the strategy set out above. The Placing Net Proceeds will enable the Group to advance its strategy.

Net Proceeds

Conditional only on Admission, the Company has raised gross proceeds of £2,000,000 through the Placing and the total expenses incurred (or to be incurred) by the Company in connection with the Placing and Admission are approximately £109,750 ("**Costs**") (such that the net proceeds will be approximately £1,890,250 ("**Net Proceeds**").

It is anticipated by the management of the Company that the Net Proceeds will be used as follows:

Budget Expenditure

	£
Capital Raising costs (at 5% fees)	109,750
Completion of JORC from Phase 6 program	350,000
Additional Metallurgical Testwork (spheroidisation studies)	120,000
Pre-Feasibility Study Costings	930,000
Corporate Costs and working capital	490,250
TOTAL	<u>2,000,000</u>

Neither the Placing nor Subscription is underwritten but each Placee and Subscriber has provided a legally binding commitment to subscribe for the Placing Shares and Subscription Shares conditional on the Admission Condition.

The most material conflicts of interest pertaining to the Placing, Subscription and Admission

Save as disclosed herein, there are no interests, including any conflicting interests, known to the Company that are material to the Company or the Placing. The Directors have interests in other companies, which are in some cases of a similar nature to the Company. This may lead to conflicts of interest as a result of fiduciary obligations owed to both Companies, or simply lead to conflicts in allocating sufficient management time to the Company. The Directors may become aware of business opportunities and experience conflicts when deciding which of the companies they are interested in to present the opportunity to, which may be to the detriment of the Company.

RISK FACTORS

AN INVESTMENT IN THE COMPANY IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK

The Company is focussed on exploration and development of the Orom Graphite Project in the Republic of Uganda.

Prospective investors should note that the risks relating to the Company and the Group, its industry and the Shares summarised in the section of this Document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Document headed "Summary" but also, among other things, the risks and uncertainties described below.

The exploration for and development of natural resources are speculative activities that involve a high degree of financial risk. Prospective investors should carefully consider all the information in this Document including the risks described below. The risks and uncertainties described below are the material risk factors facing the Company which are currently known to the Directors. These risks and uncertainties are not the only ones facing the Group and additional risks and uncertainties not presently known or currently deemed immaterial may also have a material adverse effect on the Group's business, results of operations or financial condition. If any or a combination of the following risks materialise, the Group's business, financial condition, operational performance and share price could be materially and adversely affected to the detriment of the Company and the Shareholders. Investment in the Company is suitable for persons who can bear the economic risk of a substantial or total loss of their investment. The risks are not presented in any order of priority and no inference ought to be drawn as to the order in which the following risk factors are presented as to their relative importance or potential effect. Shareholders could lose all or part of their investment.

RISKS RELATING TO THE OROM GRAPHITE PROJECT

Title risk

While the Group has investigated its title to, and rights and interests in, the Project Licences making up the Orom Graphite Project, and to the best of its knowledge, such title and interests are in good standing, this should not be construed as a guarantee of the same. Title to the Orom Graphite Project may be subject to undetected defects. If a defect does exist it is possible that the Group may lose all or part of its interest in the Orom Graphite Project.

Mineral, metallurgical and geological risks

Only a small portion of the Orom Graphite Project has been explored with no mineral resources estimated to date. Further exploration work is therefore required to establish a mineral resource. The potential quantity and grade of any product is presently conceptual in nature and it is uncertain if further exploration will result in the estimation of a mineral resource. Flotation testwork conducted on graphite obtained from the Orom Graphite Project has confirmed a final concentrate grading 94 per cent. with a TGC recovery of 31.7 per cent.. Whilst it is expected that this recovery can be improved there is not guarantee that it will be. The Group is undertaking additional metallurgical test work and technical marketing to establish reasonable grounds for a saleable product. If the final concentrate grading is less than anticipated this will reduce the quantum of saleable product and as the Orom Graphite Project is dependent on the production of quality graphite to make the project economic this could have a material impact on the Group's financial position in the future.

Stage of development

The Group has prepared a Preliminary Economic Assessment ("**PEA**") of the Orom Graphite Project which was published in October 2021 and which is the first full commercial study of the Orom Graphite Project. However, the PEA is an internally generated report and model that utilises all the information, source data and experience within the Company to put together a full mining operation and the associated outcomes.

It is not a third party report. Within the PEA the Company states where it has made assumptions, or other caveats, to ensure adequate disclosure. However, there can be no assurance that the assumptions made in preparing the PEA will prove to be correct. It also cannot be guaranteed that any Project Licence will be brought into production or that the project will ever be profitable. The commercial viability of mineral deposits of the kind located and believed to be located at the Orom Graphite Project area is dependent upon a number of factors, including, but not limited to, the market price of the component heavy minerals, the quality, size, grade and other attributes of the deposits and the proximity to, and availability of, infrastructure necessary to develop, exploit and transport minerals on a commercial scale. The proceeds of the Placing and Subscription are to be used to carry out a Pre-Feasibility Study which will lead to a JORC Resource report, thereby giving third party assessments, but at present the outcome of the Pre-Feasibility Study and any JORC Resource assessment cannot be guaranteed.

Impact of environmental and social issues affecting the Orom Graphite Project

Although the Company has progressed the Orom Graphite Project and published the PEA, the development of the project is still at an early stage and further consideration will need to be given to environmental and social issues affecting the Orom Graphite Project as full development is undertaken. Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from both future and historic exploration or mining activities, which may be costly to remedy. Potential environmental liabilities as a result of unfulfilled environmental obligations by the previous owners may impact the Group. Risks may include on-site sources of environmental contamination such as oil and fuel from the mining equipment and rehabilitation of the site upon expiry of the Project Licences. Under Ugandan law the Company is required to rehabilitate the area affected by the mining activities, accordingly there will be a potential cost associated with undertaking this obligation. It is currently unknown what this could be but the funding of this could have a material impact on the Group's financial position in the future.

If the Group is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Group.

The Group has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Group regards as reasonable.

RISKS RELATING TO MINERAL, COMMODITIES AND EXPLORATION

Graphite prices

The development and success of any project of the Group will be primarily dependent on the future prices of graphite. The graphite prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to exchange rates, fluctuations in the value of the United States dollar and foreign currencies, global and regional supply and demand, and political and economic conditions. The price of graphite and other commodities have fluctuated widely in recent years, and future price declines could cause any future development of and commercial production from the Group's property to be impracticable. Although the Group will have sufficient working capital for the Working Capital Period, depending on the price of graphite, projected cash flow from planned mining operations may not be sufficient for future operations and the Group could be forced to discontinue any further development and may lose its interest in, or may be forced to sell, some or all of its properties. Future production from the Orom Graphite Project is dependent on the production of graphite that is adequate to make the project economic.

Exploration and development risks

Mineral exploration and development involve a high degree of risk. Many licences which are explored ultimately fail to be developed into producing mines. Success in defining mineral resources and reserves is

the result of a number of factors, including the level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralisation is discovered, it may take several years of drilling and development until production is possible during which time the economic feasibility of production may change. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in the price of heavy minerals, fluctuations in exchange rates, costs of development, infrastructure and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralisation ultimately mined may differ from that indicated by drilling results and such differences could be material.

The Group will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish resources and reserves through drilling, to develop mineral processes to extract the product from the resource and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that the minerals will be discovered in sufficient quantities and/or quality to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of the resource mined, fluctuations in mineral markets, importing and exporting of minerals and environmental protection. As a result of these uncertainties, there can be no assurance that mineral exploration and development of the Group's properties will result in profitable commercial operations.

Operating risks

The activities of the Group will be subject to usual hazards and risks normally associated with exploring and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God or unfavourable operating conditions and losses. Should any of these risks and hazards affect the Group's exploration, development or mining activities, it may cause the cost of production to increase to a point where it would no longer be economic to produce mineral resources from the Group's properties, require the Company to write-down the carrying value of one or more mineral projects, cause delays or a stoppage of mining and processing, result in the destruction of mineral properties or processing facilities, cause death or personal injury and related legal liability; any and all of which may have a material adverse effect on the Company. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability, result in increasing costs or the loss of assets and a decline in the value of the Company's securities.

Estimates of Mineral Reserves and Resources

Even though a mineral resource has been discovered at the Orom Graphite Project and the PEA has reported good results, estimates in respect of that resource are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally made may change appreciably when further information becomes available. Such resource estimates are by nature imprecise, depending on interpretations which may, with further exploration, prove to be inaccurate. Moreover, should the Group encounter ore bodies or formations which differ from those suggested by past sampling and analysis, resource estimates may have to be adjusted and any production plans altered accordingly which may adversely impact the Group's plans.

Environmental regulation

Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from exploration or mining activities, which may be costly to remedy. If the Group is unable to fully remedy an environmental problem, it may be required to

stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Group. The Group has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a price which the Group regards as reasonable.

Financing

The Group is likely to remain cash flow negative for some time and, although the Directors have confidence in the future revenue earning potential of the Group from its interests in the Orom Graphite Project, there can be no certainty that the Group will achieve or sustain profitability or positive cash flow from its operating activities. The Group will utilise the cash generated from the Placing during the Working Capital Period for the current work programme at the Orom Graphite Project and for general working capital at both the Company and Orom Graphite Project levels. However, following the completion of the current work programme during the Working Capital Period, the Group will have sufficient working capital for a further six months at the current overhead run rate. However, should the Directors identify working capital difficulties at the end of the Working Capital Period, they will be in a position to reduce the Group's monthly overheads to such an extent that a further twelve months of working capital will be available to the Group. Should the Directors be required to undertake a cost reduction exercise under this scenario, there will be no impact on the ability on the Group to deliver the current work programme at the Orom Graphite Project. This is on the basis that the cost reductions will be made from administrative expenses, primarily Directors' salaries and professional fees. With regards to future capital expenditure on the Orom Graphite Project, the Company may need to raise additional capital beyond the Working Capital Period to fund additional exploration work for the future development of the Orom Graphite Project. The quantum of any future capital raise will be dependent on the agreed work programme, which, at the time of this Document, is unknown.

Future mineral prices, revenues, taxes, capital expenditures and operating expenses and geological success will all be factors which will have an impact on the amount of additional capital required. Additionally, if the Group acquires further exploration assets or is granted additional permits and/or exploration licences, this may increase its financial commitments in respect of the Group's exploration activities.

Any additional equity financing may be dilutive to Shareholders and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as and when needed, it could result in a delay or indefinite postponement of future exploration and development activities at the Group's licence areas.

Commodity and currency risk

As the Company's potential earnings will be largely derived from the sale of graphite, the Company's future revenues and cash flows will be impacted by changes in the prices and available market of this commodity. Any substantial decline in the price of graphite or in transport or distribution costs may have a material adverse effect on the Company.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company cost base will be in Pounds Sterling and Ugandan shilling. Consequently, changes in the Pound Sterling and Ugandan Shilling exchange rates will impact on the earnings of the Company. The exchange rates are affected by numerous factors beyond the control of the Company, including international markets, interest rates, inflation and the general economic outlook.

Competition

The mining industry is competitive in all of its phases. The Group faces strong competition from other companies in connection with the acquisition of mineral properties producing, or capable of producing, as well as for the recruitment and retention of qualified employees. Larger companies, in particular, may have

access to greater financial resources, operational experience and technical capabilities than the Group which may give them a competitive advantage.

Dependence on key personnel

The Group has a small management team and the loss of a key individual could have an adverse effect on the future of the Group's business. The Group's future success will also depend in large part upon its ability to attract and retain highly skilled personnel. There can be no assurance that the Group will be successful in attracting and retaining such personnel.

Inability to obtain mining licences

Whilst the Group holds the Licences, the Group's future exploration activities will continue to be dependent upon the grant of appropriate licences, concessions, leases, permits and regulatory consents, which may not be granted or may be withdrawn or made subject to limitations. There is no guarantee that, upon completion of any exploration programme, a mining or exploitation licence will be granted with respect to the exploration territory. There can also be no assurance that any mining or exploitation licence will be issued or renewed and if so, on what terms.

Location

The successful development of the Orom Graphite Project depends on adequate infrastructure. The region of Uganda in which the Project Licences are located is sparsely populated and some parts of the properties may require additional infrastructure before the Orom Graphite Project can be fully developed. Reliable roads, bridges, power sources and water supplies are important determinants which affect capital and operating costs and the Group's ability to maintain expected levels of progress with its exploration activities. Unusual weather or other natural phenomena, sabotage or government or other interference in the maintenance or provision of such infrastructure could impact on the development of the Orom Graphite Project, increase exploration costs or delay the transportation of supplies, equipment or machinery to the Group's properties. Any such issues in respect of the infrastructure supporting or at the Orom Graphite Project could materially and adversely affect the Group's business, results of operations, financial condition and prospects.

Transportation infrastructure

Central to the Group's ability to become a commercial mining operation is access to a transportation system through which it can transport future production to a port for onward export by sea. The Orom Graphite Project does not benefit from close proximity to the nearest port, which the Group has determined will be the optimal route for production to be transported from the Orom Graphite Project to global customers, although there is an existing road and railway network. Any proposed transportation system, including port facilities, will require obtaining necessary permits or authorisations. In addition, any delays in (i) obtaining the necessary permits and authorisations, (ii) the construction or commissioning of any new port facilities (if required), or (iii) raising finance to fund the infrastructure development, could prevent altogether or impede the Group's ability to export potential heavy mineral production. Any such issues in respect of a transportation system for the Group's product could materially and adversely affect the Group's business, results of operations, financial condition and prospects

Utilities

The Company's ability to develop the Orom Graphite Project will be reliant on the availability of adequate utilities such as power and water. There can be no guarantee that such utilities will be available at an economically viable level.

RISKS RELATING TO UGANDA

Government regulation and political risk

The Group's operating activities are subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, labour standards,

occupational health standards, toxic wastes, the protection of endangered and protected species and other matters. While the Group believes that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Group or its properties, which could have a material adverse impact on the Group's current operations or planned exploration and development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and the Group cannot assure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Group from proceeding with any future exploration or development of its properties. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

The Orom Graphite Project is located in Uganda. The Group's activities may be affected in varying degrees by political stability and governmental regulations. Any changes in regulations or shifts in political attitudes in these countries or any other countries in which the Group may operate are beyond the control of the Group and may adversely affect its operations.

Terrorism

Uganda has experienced and continues to experience terrorist attacks and occasional civil disorder, although this primarily occurs in the north of the country, although the capital, Kampala has also been targeted. The rebel group the Allied Democratic Forces ("**ADF**") has carried out a number of terrorist attacks in the name of Islamic State. On 11 July 2010, Uganda experienced suicide bombings carried out against crowds watching a screening of the 2010 FIFA World Cup Final match at two locations in Kampala, leaving 74 dead and 70 injured. On 5 July 2014, several tribal gunmen armed with machetes and spears attacked in Kasese, Ntoroko and Bundibugyo districts killing civilians, military officers and policemen. It led to loss of 93 people and property worth millions of shillings. On 16 November 2021 the ADF carried out a suicide bombing in Kampala in which a number of people were killed or seriously injured. There can be no assurance that extremists or terrorist groups will not escalate or continue these violent activities in Uganda, or expand their operations to include more targets, and that domestic order and stability will be successfully secured. The effects of any such terrorist activities and security concerns could disrupt the Group's operations or negatively impact the market for the Group's services and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects as well as investor confidence in investing in Uganda.

Legal systems

The Project Licences are granted under and governed by the laws of Uganda and are granted subject to conditions, including minimum annual expenditure commitments and reporting commitments. Similar conditions may be applied to future mining permits acquired by the Company or its subsidiaries. Failure to comply with these conditions may result in forfeiture of the Project Licences.

Furthermore, the Project Licences (and any additional future mining permits held by the Group) are subject to periodic renewal. Whilst there is no reason to believe that such renewals will not be granted, the Company cannot guarantee that this will occur. New conditions may also be imposed on the Orom Graphite Project Licences (and any additional future mining permits held by the Group) under the renewal process which may adversely affect the Company.

Uganda may have a less developed legal system than more established economies which could result in risks such as (i) effective legal redress in the courts, whether in respect of a breach of law or regulation, or in an ownership dispute, being more difficult to obtain; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; (v) relative inexperience of the judiciary and courts in such matters and (vi) political interference or corruption in the administration of justice. In certain jurisdictions the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to the Group's

research permits and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

Litigation risks

Legal proceedings may arise from time to time in the course of the Group's business. There have been a number of cases where the rights and privileges of mining and exploration companies have been the subject of litigation. The Directors cannot preclude that litigation over the Group's rights and privileges may not be brought against the Company in the future from time to time or that it may not be subject to any other form of litigation.

Geopolitical and Economic Instability

Yoweri Museveni has been president since his forces toppled the previous regime in January 1986. Political parties in Uganda were restricted in their activities beginning that year, in a measure ostensibly designed to reduce sectarian violence. In the non-party "Movement" system instituted by Museveni, political parties continued to exist, but they could operate only a headquarters office. They could not open branches, hold rallies, or field candidates directly (although electoral candidates could belong to political parties but would contest for elective office as independent candidates). A constitutional referendum cancelled this nineteen-year ban on multi-party politics in July 2005. Uganda has held elections every 5 years since 1996; however the first multiparty election was conducted in 2006. Museveni was declared the winning candidate with 59 percent of the votes, amid allegations of rigging and various election irregularities and illegalities. An opposition candidate, Kizza Besigye, challenged Museveni's victory in Supreme Court of Uganda, but his petition was dismissed and the court confirmed Museveni as the duly elected president of Uganda. Uganda next held elections in 2011. On 20 February 2011, the Uganda Electoral Commission declared the incumbent president Yoweri Kaguta Museveni the winning candidate of the 2011 elections that were held on 18 February 2011. The opposition, however, were not satisfied with the results, condemning them as being rigged. According to the official results, Museveni won with 68 percent of the votes. This easily topped his nearest challenger, Besigye, who told reporters that he and his supporters "downrightly snub" the outcome as well as the unremitting rule of Museveni or any person he may appoint. Besigye added that the rigged elections would definitely lead to an illegitimate leadership and that it is up to Ugandans to critically analyse this. The European Union's Election Observation Mission reported on improvements and flaws of the Ugandan electoral process stating it was marred by avoidable administrative and logistical failures. Besigye challenged Museveni's victory in Supreme Court again, but his petition was dismissed and Museveni was confirmed the duly elected president of Uganda. The most recent elections were held in 2016 and Museveni won with approximately 61 percent of the votes. The opposition again challenged Museveni's victory in the Supreme Court, but the court confirmed Museveni as the duly elected president of Uganda. While threats to political and economic stability are not considered at this time to be material, there can be no guarantee that this will continue to be the case and any actual or perceived political, civil, religious or economic instability could materially and adversely impact the Group's operations, its financial condition and on the willingness of potential investors to invest in the Company.

RISKS RELATING TO THE ORDINARY SHARES

Dilution of Shareholders' interests

The Placing Shares and Subscription Shares will dilute existing Shareholders.

The Company may need to raise additional funds to meet expenditure obligations of the Group in relation to the Project Licences falling due after the Working Capital Period or to fund future acquisition or investments made by the Company. Furthermore, the Company may need to raise additional funds in the future to finance its development of the Orom Graphite Project, as well as future investments and/or acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a *pro rata* basis to existing Shareholders, the percentage ownership of the Shareholders may be reduced, Shareholders may experience subsequent dilution and/or such securities may, subject to Shareholder approval, have preferred rights, options and pre-emption rights senior to the

Shares. The Directors intend that the Company should be able to issue new Shares as consideration for possible acquisitions and/or raise additional working capital for the Company as required. Insofar as such new Shares are not offered first to existing Shareholders, then their interests in the Company will be diluted.

The pre-emption rights contained in the Act may be disapplied for Shareholders in certain circumstances and the Company may issue securities or incur substantial debt to raise capital or complete a further acquisition, which may dilute the interests of Shareholders or affect the Company's results of operations (due to increased interest expense) and liquidity.

The Company may in the future issue a substantial number of additional Shares or incur substantial indebtedness to raise capital or complete further acquisitions.

Any issuance of Shares may:

- significantly dilute the value of the Shares held by existing Shareholders;
- cause a Change of Control if a substantial number of Shares are issued, which may, among other things, result in the resignation or removal of one or more of the Directors and result in the Company's then existing Shareholders becoming the minority;
- subordinate the rights of holders of Shares if preferred shares are issued with rights senior to those of Shares; or
- adversely affect the market prices of the Company's Shares.

If Shares are issued as consideration for further acquisitions, the issuance of such Shares could materially dilute the value of the Shares held by existing Shareholders. Where a target company has an existing large shareholder, an issue of Shares as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding) and could lead to a Change of Control.

The occurrence of any or a combination of these factors could decrease an investor's ownership interests in the Company or have a material adverse effect on the Company's business, financial condition, results of operations and/or prospects.

Shareholders will not have the opportunity to vote to approve any further acquisition

Unless such approval is required by law or other regulatory process, Shareholders will not have the opportunity to vote on any further acquisition even if Shares are being issued as consideration for such acquisition. Chapter 10 of the Listing Rules relating to significant transactions will not apply to the Company while the Company has a Standard Listing. The Company does not expect that Shareholder approval will be required in connection with an acquisition while the Company has a Standard Listing, and therefore, investors will be relying on the Company's and the Board's ability to identify potential targets, evaluate their merits, conduct or monitor due diligence, conduct negotiations and effect such acquisition.

Dividend payments on the Shares are not guaranteed

To the extent the Company intends to pay dividends on the Shares, it will pay such dividends at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law, but expects to be principally reliant upon dividends received on shares held by it in any operating subsidiaries in order to do so. Payments of such dividends will be dependent on the availability of any dividends or other distributions from such subsidiaries. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

Notwithstanding that the Company is admitted to trading on the London Stock Exchange, an active market for the Shares may not develop further, which would adversely affect the liquidity and price of the Shares

The price of the Shares can vary due to a number of factors, including but not limited to, prevailing economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade

on the London Stock Exchange, there is no assurance that it will always do so. In addition, an active trading market for the Shares may not develop further or may not be maintained. Investors may be unable to sell their Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Shares may decline.

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

Investments in Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor may contribute both to infrequent trading in the Shares on the London Stock Exchange and to volatile Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Shares within a period that they would regard as reasonable. Accordingly, the Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Shares. Even if an active trading market develops, the market price for the Shares may fall below the issue price.

The Company may be unable to transfer to a Premium Listing or other appropriate listing venue

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Although it is unlikely that the Directors may seek to transfer from a Standard Listing to a Premium Listing, at some point in the future, the Directors may seek to transfer to another appropriate listing venue, based on the track record of the company or business it may acquire, subject to fulfilling the relevant eligibility criteria at the time. There can be no guarantee that the Company will meet such eligibility criteria or that a transfer to a Premium Listing or other appropriate listing venue will be achieved. For example, such eligibility criteria may not be met, due to the circumstances and internal control systems of the acquired business or if the Company acquires less than a controlling interest in the target. In addition, there may be a delay, which could be significant, between the completion of the Admission and the date upon which the Company is able to seek or achieve a Premium Listing or a listing on another stock exchange.

If the Company decides to maintain the Standard Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This would include a period of time after the Admission where the Company could be operating a substantial business but would not need to comply with such higher standards. In addition, an inability to achieve a Premium Listing will prohibit the Company from gaining FTSE indexation and may have an adverse effect on the valuation of the Shares.

Shareholders may be diluted if Warrants are exercised

In the event that any of the Existing Warrants or Warrants on Admission are exercised and the share price per Share is higher than the subscription price for the Warrants, the interests of the Shareholders will be diluted. Assuming no change to the Enlarged Share Capital, the maximum total dilution which would result from the exercise of all Warrants is 36.39 per cent.

RISKS RELATING TO TAXATION

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

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

Changes in tax law may reduce any net returns for Shareholders

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

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner. It is intended that the Company will act as the holding company to a trading group including any company or assets acquired in any acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not borne out in practice, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium-term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

GENERAL INVESTOR RISKS

A prospective investor should consider with care whether an investment in the Company is suitable for them in light of their personal circumstances and the financial resources available to them. An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result from the investment. Prospective investors should therefore consult an independent financial adviser authorised under the FSMA before investing if based in the United Kingdom or, if not, another appropriately authorised independent adviser who specialises in advising on the acquisition of shares and other securities. Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's assets or investments will occur or that the investment objectives of the Company will be achieved. Investors may not get back the full amount initially invested. The price of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future. There is also the possibility that the market value of an investment in the Company may not reflect the true underlying value of the Company.

Changes in economic conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely affect investments and the prospects of the Company and the Group. Further, changes in the general economic climate in which the Group operates, including in particular in the mining and resource sector, may adversely affect the financial performance of the Group. Factors which may contribute to that general economic climate include, growth of countries where investments have been or may be undertaken or where the Group's commodities are sold, the level of government intervention in their respective economies (e.g. interest rates) and the perceived political and economic stability of the countries in which the Group operates.

Notwithstanding the fact that the Company intends to make an application for the Enlarged Issued Share Capital to be admitted to trading on the Standard Segment of the Main Market of the London Stock Exchange, this should not be taken as implying that there will be a "liquid" market in the Shares. An active liquid market for the Shares may not develop and the market price of the Shares may be lower than the Fundraising Price and may be highly volatile. The market for shares in smaller public companies is less liquid than for larger public companies. The Company cannot predict the effects on the price of the Shares if a liquid and active market for the Shares does not develop. In addition, if such a market does not develop, relatively small sales may have a significant negative impact on the price of the Shares and sales of a significant number of Shares may be difficult to execute at a stable price. Shareholders accordingly may not be able to realise their investment at or above the Fundraising Price.

Stock markets in general may experience extreme price fluctuations. Fluctuations in the price of the Shares may not be correlated in a predictable way to the Company's performance or operating results. Sales of substantial amounts of Shares following Admission, or the perception that these sales could occur, could

materially adversely affect the market price of the Shares available for sale compared to the demand to buy Shares. Such sales may also make it more difficult for the Company to sell equity securities in the future at a time and price that is deemed appropriate.

The following factors (among others), some of which are beyond the control of the Company, could cause the price of the Shares in the public market to fluctuate significantly from the Fundraising Price:

- (a) changes in laws or regulations, including mining legislation, tax laws, or new interpretations or applications of laws and regulations, that are applicable to the Group's business;
- (b) departure of key employees or Directors;
- (c) changes in the Group's financial performance and prospects and changes in the financial performance and prospects of companies engaged in businesses that are similar to the Group's business;
- (d) sales of Shares by Shareholders;
- (e) general economic trends and other external factors, including those resulting from war, incidents of terrorism, civil unrest, natural disasters or responses to such events;
- (f) speculation in the press or investment community regarding the Group's business, or factors or events that may directly or indirectly affect its business or investments; and
- (g) further issuances of Shares.

Securities markets in general have at times experienced extreme volatility that has been unrelated to the operating performance of particular companies or partnerships. Any broad market fluctuations may adversely affect the trading price of the Shares.

Market perception

Market perception of mining and exploration companies may change which could impact on the value of investors' holdings and impact on the ability of the Company to raise further funds by issue of further shares in the Company.

The risks noted above do not necessarily comprise all those faced by the Group and are not intended to be presented in any assumed order of priority. There may be special risks if an investor holds Shares in certain jurisdictions. At this time, the Company does not intend to make accommodations regarding its financial information to assist any holders with their tax obligations.

An investment in Shares is speculative and may not be suitable for all recipients of this Document. Potential UK investors are accordingly advised to consult a person authorised under the FSMA who specialises in advising in investments of this kind before making any investment decisions. Non-UK investors are advised to consult another appropriately authorised independent adviser who specialises in advising on the acquisition of shares and other securities. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of their personal circumstances and the financial resources available to them.

CONSEQUENCES OF A STANDARD LISTING

The Company's Existing Share Capital is admitted to the Official List by means of a Standard Listing and to trading on the Main Market of the London Stock Exchange pursuant to Chapter 14 of the Listing Rules which sets out the requirements for Standard Listings. The Company will comply with the Listing Principles set out in Chapter 7 of the Listing Rules at Listing Rule 7.2.1 which apply to all companies with their securities admitted to the Official List. In addition, the Company will also comply with the Listing Principles at Listing Rule 7.2.1A notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. With regard to the Listing Principles at 7.2.1A, the Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the UK Listing Authority.

In addition, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meetings its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor on Re- Admission;
- Chapter 10 of the Listing Rules relating to significant transactions;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a "related party transaction" as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the Directors. The provisions of DTR 7.3 do apply to the Company;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. The Company will have no authority to purchase its own Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not currently intend to seek to transfer to either a Premium Listing or other listing venue. Should the Company determine to seek a transfer to a Premium Listing there is no guarantee that it would be able to fulfil the relevant eligibility criteria.

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

IMPORTANT INFORMATION

In deciding whether or not to invest in Shares prospective investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under the FSMA, Prospectus Rules, Listing Rules and Disclosure and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective investors must not treat the contents of this Document or any subsequent communications from the Company, the Directors, or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary"

should be read as an introduction to this Document. Any decision to invest in the Shares should be based on consideration of this Document as a whole by the investor. In particular, investors must read the section headed Section D (Risks) of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 9 of this Document.

Neither Joint Broker nor any person acting on its behalf makes any representations or warranties, express or implied, with respect to the completeness or accuracy of this Document nor does any such person authorise the contents of this Document. No such person accepts any responsibility or liability whatsoever for the contents of this Document or for any other statement made or purported to be made by it or on its behalf in connection with the Company, the Shares, the Placing or Admission. Each Joint Broker accordingly disclaims all and any liability whether arising in tort or contract or otherwise which they might otherwise have in respect of this Document or any such statement. Neither Joint Broker nor any person acting on its behalf, accepts responsibility or obligation to update, review or revise the information in this Document or to publish or distribute any information which comes to its attention after the date of this Document, and the distribution of this Document shall not constitute a representation by either Joint Broker, or any such person, that this Document will be updated, reviewed, revised or that any such information will be published or distributed after the date hereof.

A Joint Broker and any affiliate thereof acting as an Investor for its or their own account(s) may subscribe for, retain, purchase or sell Shares for its or their own account(s) and may offer or sell such securities otherwise than in connection with the Placing. Neither Joint Broker intends to disclose the extent of any such investments or transactions otherwise than in accordance with any applicable legal or regulatory requirements.

This Document is being furnished by the Company in connection with an offering exempt from registration under the Securities Act solely to enable prospective investors to consider the purchase of the Shares. Any reproduction or distribution of this Document, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Shares hereby is prohibited.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this Document are required by the Company and the Directors to inform themselves about, and to observe any restrictions as to the offer or sale of Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Shares including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company or the Directors that would permit a public offering of the

Shares in any jurisdiction where action for that purpose is required nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Neither the Company nor the Directors accept any responsibility for any violation of any of these restrictions by any person.

This admission document is not a 'prospectus', 'product disclosure statement' or other 'disclosure document' for the purposes of the Australian Corporations Act and is not required to be lodged with ASIC or the ASX. Accordingly, a person may not (directly or indirectly) offer for subscription or purchase or issue invitations to subscribe for or buy or sell the Shares, or distribute this admission document where such offer, issue or distribution is received by a person in the Commonwealth of Australia, its territories or possessions, except if:

- (a) the amount payable by the transferee in relation to the Shares is A\$500,000 or more or if the offer or invitation to the transferee is otherwise an offer or invitation that does not require disclosure to investors in accordance with part 6D.2 or part 7.9 of the Corporations Act; or
- (b) the offer or invitation does not constitute an offer to a 'retail client' under Chapter 7 of the Australian Corporations Act. The Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of South Africa, the Republic of Ireland, Canada or Japan. Subject to certain exceptions, the Shares may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, South Africa, the Republic of Ireland, Canada or Japan or to any national, resident or citizen of South Africa, the Republic of Ireland, Canada or Japan.

The Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Shares for an indefinite period. Prospective investors are also notified that the Company may be classified as a passive foreign investment company for United States federal income tax purposes. If the Company is so classified, the Company may, but is not obliged to, provide to U.S. holders of Shares the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Shares for any year in which the Company is a passive foreign investment company.

Data protection

The following information is provided to prospective investors in accordance with Article 13 and Article 14 of the UK version of the General Data Protection Regulation (EU) 2016/679 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations (the "**GDPR**"). For the purposes of this section, an investor is deemed to include the legal or natural person making the investment in the Company and any beneficial owner.

1. The Company is the controller of any personal data that may be supplied by investors, and its contact details can be found on page 27 of this Document.
2. Investors will be asked to provide information to the Company, including personal data, as part of their applications for Placing Shares and Subscription Shares. If an investor does not provide all of the information requested, the Company will not be able to process the application and the investor will not receive any Placing Shares or Subscription Shares.
3. The personal data provided by investors will be processed for the following purposes:
 - 3.1 processing the investor's application for Placing Shares or Subscription Shares, collecting funds and communications regarding the Placing Shares or Subscription Shares;
 - 3.2 verifying the identity of the investor to comply with statutory and regulatory requirements including but not limited to in relation to anti-money laundering procedures;

- 3.3 meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere;
 - 3.4 administering the Company's shareholder records, including sending notices and information about the Company to its shareholders;
 - 3.5 administering the payment of dividends and any tax liabilities that may arise from the same;
 - 3.6 disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.
4. The legal basis on which such personal data is provided is:
- 4.1 processing is necessary for the performance of a contract to which the investor is party or in order to take steps at the request of the investor prior to entering into a contract (in each case the contract concerned being the contract to subscribe for shares in the Company); and/or
 - 4.2 processing is necessary for compliance with legal obligations to which the Company is subject, particularly those set out in paragraphs 3.2 and 3.3 above; and/or
 - 4.3 the processing is necessary for the purposes of the legitimate interests pursued by the Company, namely the issue of shares and the effective administration of its shareholder records.
5. The Company may provide personal data regarding investors to third parties in the following circumstances:
- 5.1 it will be required to disclose information about investors to government and regulatory and tax authorities in order to comply with applicable law;
 - 5.2 it may delegate certain administrative functions to third parties including its brokers, share registrars, solicitors and accountants and, to enable such parties to perform their functions, it may be necessary for the Company to disclose investor information for that purpose; and
 - 5.3 it may also need to disclose information about its shareholders to potential lenders or potential purchasers of the share capital of the Company.
6. In some cases, the disclosure of information in accordance with paragraph 5 will necessitate the transfer of personal data about the investor outside of the EEA to countries or territories which do not offer the same level of protection for the rights or freedoms of prospective investors as the United Kingdom. The Company will take steps to ensure that any such transfer complies with Chapter V of the GDPR.
7. If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to a third party, agent or functionary and/or makes such a transfer of personal data it will, where required by law, ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is obliged to provide an adequate level of protection in respect of such personal data.
8. The processing of the investor's personal data will not be subject to automated decision-making by the Company, including profiling, which has any legal or significant effect on him or her.
9. Personal data provided by investors will be retained as follows:
- 9.1 if the investor's application is wholly unsuccessful and it is not issued shares, any personal data regarding the investor will be deleted by the Company and its providers in accordance with any data retention policies; or
 - 9.2 if the investor's application is successful and shares are issued to them by the Company, the Company will retain the name and contact details of the investor for as long as it is obliged to maintain records of its shareholders under law, and any other details will be deleted in accordance with data retention policies, after the investor ceases to be a shareholder.
10. An investor has the right, in relation to his or her personal data held by the Company, to:
- 10.1 request access to such personal data;
 - 10.2 require the Company to rectify any inaccurate personal data;
 - 10.3 in some cases, to require the Company to:

- 10.3.1 restrict processing of the personal data;
 - 10.3.2 erase the personal data; and/or
 - 10.3.3 transfer the personal data to another controller; and/or
- 10.4 lodge a complaint with the supervisory authority, being the Information Commissioner's Office.
11. Investors are responsible for informing any third party individual to whom the personal data relates (including but not limited to any beneficial owner) of the disclosure and use of such data in accordance with these provisions.

Investment considerations

In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Company, this Document and the terms of the Admission, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, Investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Shares and any income from such Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Shares. All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Memorandum of Incorporation of the Company and the Articles, which investors should review.

Forward-looking statements

This Document includes statements that are, or may be deemed to be, "forward-looking statements", including those contained in Part I of this Document. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should", "could" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, among other things: (i) the Company's objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to the Group or any further acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performances. The Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods.

Prospective investors should carefully review the “Risk Factors” section of this Document for a discussion of additional factors that could cause the Company’s actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 9 of Part VII of this Document.

There can be no assurance that the results and events contemplated by the forward-looking statements contained in this Document will, in fact, occur. These forward-looking statements are correct only as at the date of this Document. The Company will not undertake any obligation to release publicly any revisions to these forward looking statements to reflect events, circumstances or unanticipated events occurring after the date of this Document except as required by law or by regulatory authority, including the Listing Rules, Prospectus Rules, DTR and Market Abuse Regulations.

Third party data

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used in this Document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties.

Currency presentation

Unless otherwise indicated, all references in this Document to “£”, “Pound Sterling” or “Pounds” are to the lawful currency of the U.K., and to “\$” or “US Dollars” are to the lawful currency of the United States.

International Financial Reporting Standards

As required by the Act and Article 4 of the European Union IAS Regulation, the financial statements of the Company are prepared in accordance with IFRS issued by International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Committee of the IASB as adopted by the European Union.

No incorporation of website

The contents of any website of the Company or any other person do not form part of this Document.

Definitions

A list of defined terms used in this Document is set out in “Definitions” beginning at page 70.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	10 December 2021
Admission and commencement of dealings in the Placing Shares and Subscription Shares	15 December 2021
Crediting of new Shares to CREST Accounts	15 December 2021
Share certificates for new Shares dispatched	Week commencing 27 December 2021

All references to time in this Document are to London time unless otherwise stated

STATISTICS

Total number of Existing Shares as at the date of this Document	121,929,950
Total number of Placing Shares to be issued on Admission	29,100,000
Total number of Subscription Shares to be issued on Admission	10,900,000
Gross Proceeds of the Placing and Subscription	£2,000,000
The Enlarged Share Capital in issue on Admission	161,929,950
Percentage of the Placing Shares and Subscription Shares as a percentage of the Enlarged Share Capital	24.70 per cent.
Number of Existing Warrants in issue as at the date of this Document	38,921,668
Number of Warrants on Admission and Existing Warrants	20,000,000
Total aggregate Existing Warrants and Warrants on Admission	58,921,668
Number of Options in issue on Admission	10,000,000
Estimated costs in relation to the Placing, Subscription and Admission	£109,750
Fundraising Price	5 pence
Market capitalisation of the Company at the Fundraising Price	£8,096,497.50

DIRECTORS, SECRETARY AND ADVISERS

Directors on Admission	Cameron William Leslie Pearce (<i>Executive Chairman</i>) Sam Delevan Quinn (<i>Non-Executive Director</i>) Alexander ("Alex") Ross Passmore (<i>Non-Executive Director</i>)
Manager with responsibility for Finance	Cameron Pearce
Registered Office and principal place of business	Walton House 25 Bilton Road Rugby Warwickshire CV22 7AG
Company website	www.blencowerresourcesplc.com
Company Secretary, Administration and Financial Functions	FIM Secretaries Limited 55 Athol Street Douglas Isle of Man IM1 1AL
Auditors and Reporting Accountants	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
Joint Broker	First Equity Limited Salisbury House London Wall London EC2M 5QQ
Joint Broker	Brandon Hill Capital Limited 1 Tudor Street London EC4Y 0AH
Competent Person	SRK Consulting (South Africa) (Pty) Ltd. 265 Oxford Road Illovo 2196 Johannesburg South Africa
Company's Solicitors as to English law	Mildwaters Consulting LLP Walton House 25 Bilton Road Rugby Warwickshire CV22 7AG
Registrar	Share Registrars Limited 27/28 Eastcastle Street London W1W 8DH PART I

PART I

INFORMATION ON THE GROUP

1 INTRODUCTION AND ACQUISITION OF CONSOLIDATED AFRICAN (UGANDA)

- 1.1 The Company was incorporated with limited liability under the laws of England and Wales under the Companies Act on 18 September 2017 with number 10966847 under the name Cora Gold Limited. The Company changed its name to Blencowe Resources Limited on 26 September 2017. On 13 July 2018 the Company was re-registered as a public limited company to become Blencowe Resources plc. The Company's Shares were admitted to the Standard Listed segment of the Official List and to trading on the London Stock Exchange on 18 April 2019.
- 1.2 On 28 April 2020, the Company undertook a Reverse Takeover (as defined in Listing Rule 5.6.4) of the entire issued share capital of Consolidated African (Uganda), the holder of the Orom Graphite Project following the Company, Consolidated Africa and New Energy entering into an agreement for the Company to acquire 100 per cent. of Consolidated African (Uganda), the holder of the Orom Graphite Project, to form the Group.

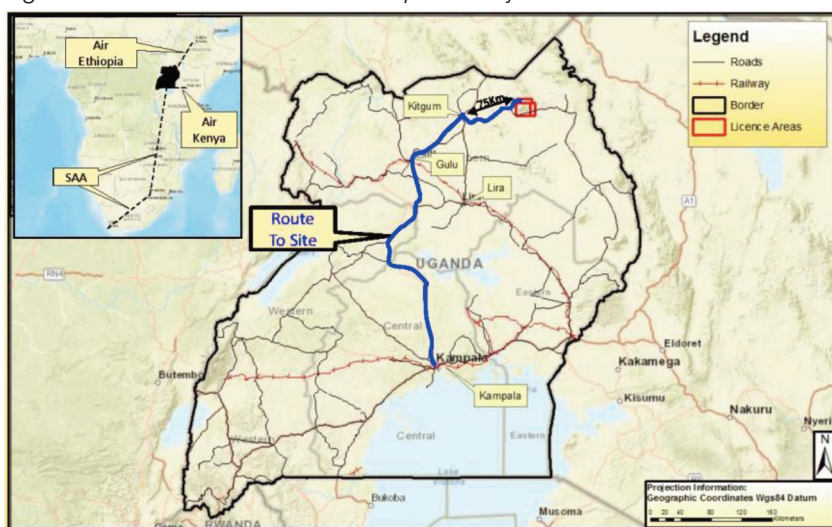
2 DEVELOPMENT OF THE GROUP

2.1 Orom Graphite Project

The Orom Graphite Project lies within the Orom District, of northern Uganda. The Project tenements encompass an area of approximately 520 000 hectares stretching from Latitude 3°18'40' to 3°30'40' N and from Longitude 33°31'50' to 33°45'40' E.

The Project is located approximately 6 km east (in a straight line) of the town of Orom and 75 km northeast of the town of Kitgum in northern Uganda (Figure 5-1). The Project can be accessed from the southwest via 104km of road from Gulu to Kitgum (Orom-Koputh road) and thereafter by 87km of gravel roads. The nearest large settlement to the Project is the village of Orom, located in Chua East Country.

Figure 1: Location of the Orom Graphite Project



Work to date has outlined graphite mineralisation at the Project associated with deformed Neoproterozoic graphitic gneisses and schists. The Project's Exploration Target is centred at Latitude 3° 23' 30' N and Longitude 33° 37' 00' E within Mining Lease (ML1959) and a previous Exploration Licence which is now under application for a Retention Licence (RL1025).

From the date of its acquisition of the Orom Graphite Project in 2012, Consolidated Africa undertook the following exploration activities between 2012 and 2018:

- field mapping;
- geophysical surveys (VTEM and Aeromagnetic);
- geological logging and geochemical analyses of drill core samples;
- geological logging and geochemical analyses of trench samples;
- metallurgical testwork of composites; and
- determination of Exploration Target ranges.

Since the Company completed its acquisition of the Orom Graphite Project in January 2020 the Company has undertaken the following works:

- a Diamond Drill program of 65 holes for a total 1,950m during H1 2020;
- completion of the metallurgical testwork on product quality and size distribution resulting in processing flowsheet for the project;
- completed an initial JORC Resource on 2 identified target lodes within the project boundaries;
- completed payments to the local communities under the commitments made as a condition of the granted Mining Licence; and
- completion of an additional Diamond Drill program in Q2 2021 of 74 holes for 2,220m to expand and upgrade the JORC Resource (2012) reported in Q1 2021.

2.2 **Current works on the Orom Graphite Project**

The Company is currently completing an updated JORC (2012) Resource based upon the latest drilling program. The drill samples are currently in the SGS labs with the updated resource expected in Q4 2021.

Blencowe has prepared a Preliminary Economic Assessment (“**PEA**”) of the Orom Graphite Project which was published in October 2021, being the first full commercial study of the Orom Graphite Project. The PEA is an internally generated report and model that utilises all the information, source data and experience within the Company to put together a full mining operation and the associated outcomes. All necessary disclosures have been made within the PEA to state where assumptions have been made, or other caveats as necessary, to ensure adequate disclosure.

The Orom Graphite Project and mining operation in Uganda assumes an owner-operated open cut project, with an initial lift of mine as defined by the existing JORC Resource. This will be updated within the Pre-Feasibility Study (“**PFS**”) in 2022 as further drilling results are expected by end-2021 and will update the JORC Resource for Orom Graphite Project. The operation assumes a processing facility on-site to upgrade graphite as mined into a high-grade concentrate, which will then be bagged and transported to Mombasa port (Kenya) for shipment worldwide.

The following represents the key performance indicators that were delivered within the PEA:

- Life of mine;
- Net Present Value (NPV);
- Internal Rate of Return (IRR);
- Total Project Funding;
- Operating Cost per tonne; and
- Average Price per tonne (weighted average across all products sold).

2.3 Future Strategy

The Company has outlined a work program moving forward, initial work for which will include:

- metallurgical testwork to demonstrate spheroidisation of the fines products produced;
- completion of updated JORC Resource (2012) on Northern Syncline and Camp Lode; and
- commencement of Feasibility Study on initial 10-year mine life, including all mining, plant, infrastructure and logistics.

In order to carry out its strategy, the Company has entered into a number of contracts in respect of the following area of work:

- Minrom – Updated JORC resource and supervision of Phase 6 Drill Program (ongoing)
- ADT – Diamond Drilling for Phase 6 (works completed)
- SGS(Mwanza) – Sample preparation Phase 6 samples (works completed)
- SGS(Perth) – Sample assay Phase 6 samples (works to commence)
- SGS(Lakefield) – Preparation of bulk concentrate sample
- BatteryLimits – PFS assistance/preparation

Full details of the above contracts are set out in section 22 of Part VII (*Additional Information*).

3 PROJECT RESOURCE

3.1 Project Resource

The project area is mainly covered by rocks from two members of the West-Karamoja Group: the Kalapata which consists of mafic granulite and the Napararo which consists of banded granulite and charnockite (and a member of the Ogili Suite). To the south of the project area, the rocks are blanketed by Quaternary cover.

The major stratigraphic units in the project area include the following (from youngest to oldest):

- Quaternary Sediments;
- Neoproterozoic West Karamoja Group;
- Neoproterozoic Ogili Suite Granite and charnockite; and the
- Nearchaen Amuru Group.

These rocks have a regional north-northwest trend. As well as a northwest-southeast thrust, dipping westward, in the northeast, the regional 1:100,000 ROM Sheet 17 indicates sinistral shearing also occurred along the structure. This is in harmony with a horizontal north-northeast directed maximum horizontal compression.

The geological mapping work done by Minrom in the Orom project area revealed that metamorphic rocks of the West Karamoja Group and the Okaka Suite outcrop on surface and underlie the project. The graphite mineralisation is hosted within granulite or retro granulite facies rocks of the West Karamoja Group (Brock, et al., YEAR) and 6 main areas were identified and delineated by Minrom. The three major lithologies that occur within the Orom project area are:

- basic pyroxene granulite and pyroxene gneiss;
- felsic graphic granulite; and
- banded granulite and charnockite.

3.2 Mineralisation Zones

The Orom Graphite Project is located in the Kitgum District in north-eastern Uganda. The exploration activity identified and named at least five (5) major graphite mineralised zones (Figure 1) within the project property underpinned by Mining Licence (ML) 1959, namely:

- (1) Northern Syncline
- (2) Camp-Lode
- (3) Central Anticline
- (4) Synformal Saddle
- (5) Southern Anomaly

The Diamond Drill program in 2020 aimed at investigating the near surface, free dig graphite mineralised material within a portion of the Northern Syncline and Camp-Lode. In February 2021 the company declared a project resource in the Northern Syncline area of 16.35Mt @ 6.01 per cent. C (refer table 1 below). A further potential resource was identified in the Camp Lode that failed to satisfy the JORC reporting requirements. The company then undertook an additional drill program to upgrade the classifications of resources in both the Northern Syncline and Camp Lode areas.

Mineral Resources – Block Models

Area	Material	Resource Category	Cut-off Grade	Tonnage (t)	Mt	SG	%GC	%TC
Northern Syncline	Weathered	Inferred	4% GC	3 517 350	3.5	2.18	5.86	6.09
		Indicated	4% GC	1 941 840	1.9	2.18	5.60	5.82
		Measured	<i>Not reported</i>					
	Subtotal		4% GC	5 459 190	5.4	2.18	5.77	5.99
	Insitu	Inferred	4% GC	8 979 330	8.9	2.70	5.83	6.06
		Indicated	4% GC	1 911 300	1.9	2.69	5.52	5.80
	Measured	<i>Not reported</i>						
Subtotal		4% GC	10 690 650	10.7	2.70	5.78	6.01	
Camp Lode	Weathered	<i>Not estimated – insufficient data & low-grade continuity</i>						
	Insitu	<i>Not estimated – insufficient data & low-grade continuity</i>						
TOTALS	All	Inferred	4% GC	12 496 700	12.5	2.56	5.84	6.07
	All	Indicated	4% GC	3 353 140	4.3	2.43	5.56	5.81
	TOTAL	Inf. + Ind.	4% GC	16 349 840	16.3	2.53	5.77	6.01

3.3 Project Licences

The licences are held through Consolidated African (Uganda).

Consolidated African (Uganda), upon application and fulfilment of the terms and conditions prescribed in the Mining Act, was granted Exploration Licences for a duration of 3 years for graphite, gold, zinc and mica. An application made by Consolidated African (Uganda) to renew EL 00076 (formally EL 1025) was granted and renewed for a period of 3 years effective 17 September 2020. The Exploration Licence was renewed with the same terms and conditions as relating to the area and size.

Mining Lease 1959 was awarded to Consolidated African (Uganda) on 20th June 2019 for a period of 21 years, to develop and mine graphite.

Exploration Licence 1612 expired on 14 November 2019, however Consolidated African (Uganda) submitted a reapplication for a 2-year extension to the licence which was granted. Exploration Licence

1612 was renewed on the provision of relinquishment of 50 per cent. of the area. The Company has relinquished the northern 50 per cent. of the original licence area due to potential for mineralised extensions on trend from the existing zones in ML1959. Exploration Licence 1612 covers an area that is not currently being exploited and it does not form any part of the area for the studies proposed to be undertaken in the near or medium term.

A summary of the Project Licences is shown in the Table below:

Table:

Tenement

Schedule

Licence Type

Licence

Number

Area km2

Registered

Holder

Granted

Expiry

District

Comment

Licence Type	Licence Number	Area km2	Registered Holder	Granted	Expiry	District	Comment
EL	00076	325.56	CARL	17 Sept 2020	10 Sept 2023	Kitgum, Kaabong	Originally EL1025 part converted to ML1959..
EL	1173	96.54	CARL	8 Jul 2020	7 Jul 2023	Kitgum, Kaabong	Current, renewed on 8 Aug 2020
EL	1612	51.4	CARL	14 Nov 2020	13 Nov 2022	Kitgum, Kotido, Kaabong	Converted from TN2390; 50% relinquished in 2020 as per DGSM guidelines
ML	1959	-20.97	CARL	20 Jun 2019	19 Ju 2040	Kitgum	

Notes: RL – Retention Licence; EL – Exploration Licence; ML – Mining Lease; CARL – Consolidated African Resources (Uganda) Limited

Rents and fees of Uganda Shilling 34,800,000 paid.

Source: CPR

3.4 Ugandan Legal and environmental requirements

The Ministry of Energy and Mineral development, through the Directorate of Geological Survey and Mines (“**GSMD**”), is responsible for issuing exploration and mining licenses and administering the Mining Act (2003). GSMD is an integral part of the Ministry of Energy and Mineral Development responsible for regulating mining activities in Uganda and is based in Entebbe.

Ownership of all mineral resources is vested in the State to be held in trust for the people of Uganda and their use and exploitation is regulated by the Mining Act and the regulations made thereunder. Accordingly, the right to prospect, mine or explore mineral resources is granted by the State subject to terms and conditions in the Mining Act.

Under the Mining Act, a Retention Licence or Exploration Licence can become a Mining Lease, and are issued where mining is justified, through a full feasibility study with environmental impact assessment submitted to the government. There is no maximum or minimum size, though the licence must be rectangular. The licence gives the holder the exclusive right to mine, refine, process and/or sell stated minerals within the area granted, and the right to establish a camp, plant and dumps within the licence. The lease has an initial term of up to 21 years, renewable for no more than 15 years.

4 PROSPECTS OF THE GROUP

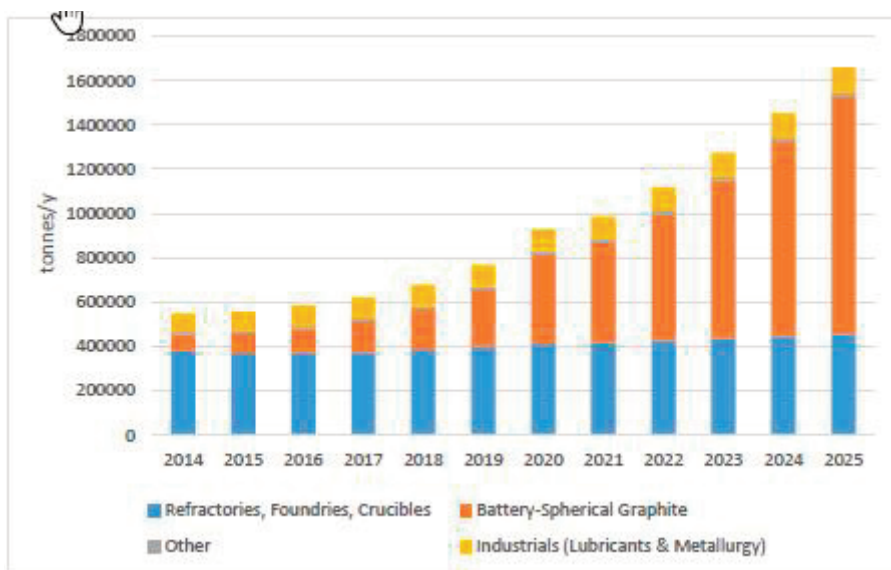
4.1 Company’s Markets

Following the completion of the metallurgical testwork to define the Project product streams, the Company will be focussing on markets for both fines and flake graphite. Two industries that use natural graphite have the potential to more than double global demand over the next five years – lithium-ion batteries and fire-retardant building materials. Industrial Minerals forecast growth in flake graphite is shown in Figure 3 below.

For the growth sectors of fire-retardant building materials and lithium-ion batteries, most new supply will be naturally sourced graphite, which is beneficial to the Orom Graphite Project. The demand for flake graphite from both the expandable applications sector (including fire-retardant building materials) and lithium-ion will continue to increase ahead of industry forecasts, representing a significant

opportunity for the Company of the short to medium term.

The Project's graphite products have a distinct advantage over its competitors in that the concentrates with have negligible levels of thorium.



Forecast pricing across the relevant flake sizes, purity and product types has been sourced from a combination of bespoke industry reports and material including research bodies, BMI and Industrial Minerals. Shorter term pricing also reflects current industry reporting.

Product size, grade distribution and average sales price is shown in Figure 3 below.

Size (μm)	Size (#)	% Distribution	%TGC	Price (US\$/tonne)
+300	+50	13.7	98.0	1900
+180	+80	22.5	97.7	1350
+150	+100	24.7	97.5	1175
-150	-100	39.2	95.7	700
	Total	100		1129

Graphite is formed by metamorphism of organic matter in sedimentary units. It is a natural form of carbon (chemical formula C) and is characterised by its hexagonal crystalline structure. The two main forms of graphite are natural and synthetic. Natural and synthetic graphite is processed at temperatures of up to 2,500°C to produce high purity graphite with up to 99.9 percent TGC. This permits the introduction of selected promoter elements, such as boron and silicon into the graphite structure, which enhances its consistency, lubricant properties and conductivity. Whilst crystalline graphite is preferred for making crucibles, amorphous graphite is used in foundry facings, steelmaking and refractories. Natural graphite also has a low co-efficient of friction rendering it suitable for coatings, pencils, powder metallurgy, refractories, lubricants and batteries. Low quality graphite can also be used in high technology applications, which were once the domain of synthetic material. Natural graphite offers significant cost advantages over synthetic graphite, but limited recycling capacity as it tends to be gradually consumed during use in applications such as refractories or brake linings. However, recycling applications include renewal of used electrodes or as substitutes for amorphous graphite. Hence, the use of recycled graphite refractories in such products as brake linings and thermal insulation is growing, but due to the abundance of natural graphite in the world markets, there is no great incentive or value at present for recycling graphite on a mass scale. Substitution of graphite by other minerals is currently low as no mineral is so versatile and with such unique and important physical and chemical properties

4.2 Graphite Supply

China is the world's largest producer of graphite. The majority of graphite mining is centred on Hellingjiang in the northeast and Shandong in east China. Mines located in the north are adversely affected by weather and tend to close during winter. As a result, the global market is affected by seasonal availability of supply leading to tightening prices during the northern hemisphere's winter period. Graphite deposits in China are not publicly reported despite China having the largest graphite reserves and production capacity, currently producing around 75 percent of the world's supply. However, due to environmental and other issues supply from China has reduced by approximately 20 per cent. in 2018, with a total forecast supply 400k tonnes per annum by 2020. Graphite from China however is declining in quality as easily mined surface oxide deposits are being depleted. Additionally, the costs of production are increasing as mines become deeper, compounded by increasing costs from tightening labour and environmental standards. Outside of China, the largest graphite projects occur in Mozambique through the Syrah Resources Balama Project, and Tanzania, an area noted for large, high purity flake, and Brazil. There is a total forecast supply for 2025 of approximately 1,150k tonne per annum, with China supplying 400k tonnes per annum, Mozambique 350k tonne per annum and other countries supplying the balance of 400k tonnes per annum. This total supply of 1,150k tonnes per annum does not cover a forecast total demand for flake graphite of 1,550k tonnes per annum by 2025.

4.3 Graphite Demand

Global demand for natural graphite doubled between 2006 and 2012 and has been steadily increasing since 2013 and into 2018. Annual usage of natural flake graphite in 2017 was 710,000 tonnes. China and India are the largest producers, accounting for over 70 percent of the global production. During 2018, China produced over 70 percent of the world's natural graphite (56 percent was flake and 44 percent was amorphous). Whilst China does produce some large flake graphite, the majority of its production is very small (i.e. 200-mesh range). Other major natural graphite suppliers are Canada, North Korea, Mexico (amorphous), India and Brazil (USGS, 2019). Over 80 percent of graphite demand is driven by industrial applications with the dominant market (39 percent of demand) being refractories, which in turn is 70 percent dependent on steel production. A significant and growing portion of demand is also tied to hi-tech applications through their use in batteries as an anode material with batteries being the fastest growing market for graphite with growth driven by 15 to 25 percent demand a year, as a result of increasing consumption of portable electronics (e.g., mobile phones, smartphones and tablets). It is forecast that growth in graphite demand will be primarily driven by refractories demand from the construction and car manufacturing industries. Batteries will probably see the greatest growth as a result of portable technology that will require larger and more powerful graphite intensive batteries. Fully electrical vehicles that require batteries of 10 kWh and above are forecast to have a major impact on volume. Predictions are that the battery sector will increase market share of graphite consumption from about 8 to 10 percent over the near to medium term.

Flake graphite is typically mined as a 6-12 per cent. product in its natural form – a few higher natural grade projects occur but not many. Mining is followed by basic crushing and milling, and floatation to release the graphite. The end product is a graphite concentrate that can be anywhere between 86 per cent. – 98 per cent. purity.

Natural graphite comes in different flake sizes:

- Jumbo
- Large
- Medium
- Small/Fines

Different flake sizes are used for different products and usages, with over 150 applications. Pricing of primary product varies considerably according to flake size and purity of concentrate.

Flake graphite concentrate may be subjected to further processing for higher purity levels, expandable, micronized and spherical graphite. Downstream value-add may be completed by the mining company itself, or alternatively by a specialist beneficiation expert that focuses on delivering particular graphite into specific markets.

There has been a rapid growth in the flake graphite demand relating to EV batteries from 120,000 tonnes in 2017 to 165,000 tonnes in 2018. The Company anticipates that there will be significant projected growth in flake demand for EV batteries. The growth in EV batteries is driven by:

- 71 new giant Giga-factories are currently under construction, that will produce millions of EV batteries, whereas 18 months ago there were just 17 being built. This includes 45 new Giga-factories in China;
- Benchmark Mineral Intelligence estimates planned lithium-ion capacity to rise from 289GWh (2019) to 1,549GWh (2028) over the next decade;
- Every 100GWh of Li-battery capacity requires approximately 100,000 tonnes of natural flake graphite – hence 1,549GWh would require ~1.5mtpa flake graphite;
- A typical EV battery for a medium sized sedan vehicle contains 50kgs graphite – considerably more weight than any other material used in the battery;
- Electric vehicle manufacturers all have significant growth targets ahead – 1,549GWh equates to 23m EVs; and
- Natural flake and synthetic graphite will share this growth over the next decade – but analysts forecast mostly natural flake.

Currently the main user of flake graphite is in the steel production process (approximately 550,000 tonnes per annum) as a liner for ladles and crucibles, within furnaces and in graphite electrodes to help melt scrap metal. This market is forecast to remain relatively flat ahead, but it still consumes considerable tonnes of the highest quality product.

5 THE PLACING, SUBSCRIPTION AND USE OF PROCEEDS

The Net Proceeds of the Placing and Subscription, being £1,890,250, being the gross proceeds of £2,000,000 raised through the Placing and Subscription less Costs (£109,750), will be used to develop and advance the Orom Graphite Project with a view to generating value for Shareholders. None of the Costs will be charged to the Placees, Subscribers or to any Shareholders. Details of the Placing and Subscriber is set out in Part III of this Document. The only conditions to completion of the Placing and Subscription is completion of Admission of the new Shares. All funds in relation to the Placing have been raised by the Company and are either being held by First Equity pending Admission or will be received in conjunction with Admission. All funds in relation to the Subscription have been raised by the Company and are either being held by the Company pending Admission.

The maximum funding requirement of the Group over the next 12 to 18 months, excluding any funding which may be required for potential corporate acquisitions, will be available from the net proceeds of the Placing. A summary of the Group's budget is set out below:

<i>Budget Expenditure</i>	£
Capital Raising costs (at 5% fees)	109,750
Completion of JORC from Phase 6 program	350,000
Additional Metallurgical Testwork (spheroidisation studies)	120,000
Pre-Feasibility Study Costings	930,000
Corporate Costs and working capital	490,250
TOTAL	<u>2,000,000</u>

Following Admission, net of Costs (set out above), the Group will have funds of approximately £1,922,740 available.

Upon Admission, the Company will have sufficient funds to meet the exploration expenditure and work programme requirements in respect of the Project Licences for the Working Capital Period.

6 ADMISSION TO TRADING

The Directors will apply for the Placing Shares and Subscription Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. Dealings in such Shares are expected to

commence at 8.00 a.m. on 15 December 2021, and copies of this Document and other documents the Company is required to make available for inspection will be available to the public, free of charge, from the Company's registered office for a period of 14 days from the of dealings.

Such documents will also be made available on the Company's website at www.blencowerresourcesplc.com from the date of publication of this Document.

7 PREVIOUS FUNDRAISING

Since 28 April 2020, being the date of Re-Admission following the acquisition of CAR(U), the following Shares have been issued by the Company:

- (i) on 12 October 2020 the Company issued 3,339,806 Ordinary Shares at a price of £0.0515 to raise £172,000;
- (ii) on 27 November 2020 the Company issued 1,750,000 Ordinary Shares at a price of £0.04 to raise £70,000;
- (iii) on 23 December 2020 the Company issued 5,000,000 Ordinary Shares at a price of £0.06 to raise £300,000;
- (vi) on 29 January 2021 the Company issued 6,250,000 Ordinary Shares at a price of £0.08 to raise £500,000;
- (v) on 12 February 2021 the Company issued 666,667 Ordinary Shares at a price of £0.04 to raise £26,667;
- (vi) on 30 March 2021 the Company issued 437,500 Ordinary Shares at a price of £0.05 to raise £26,250;
- (vii) on 14 April 2021 the Company issued 166,667 Ordinary Shares at a price of £0.04 and 520,000 Ordinary Shares at a price of £0.06 to raise £37,867; and
- (viii) on 20 July 2021 the Company issued 3,925,000 Ordinary Shares at a price of £0.06 to raise £235,500.

PART II

DIRECTORS, KEY MANAGEMENT AND CORPORATE GOVERNANCE

Details of the Directors and Key Management and their backgrounds are as follows:

1. DIRECTORS IMMEDIATELY ON AND FOLLOWING ADMISSION

Cameron William Leslie Pearce (*Executive Chairman*), aged 49 (date of birth 13 February 1972)

Cameron Pearce was a founder of the Company and has extensive professional experience in both the Australian and United Kingdom finance industries. In recent times he has provided corporate, strategic, financial and advisory assistance to private and public companies in both Australia and the United Kingdom. Mr Pearce is a member of the Australian Institute of Chartered Accountants and has been in commerce over twenty years holding senior financial and management positions in both publicly listed and private enterprises in Australia, Europe, Asia, Africa and Central America. Mr Pearce has considerable corporate and international expertise and over the past decade has focussed on mining and exploration activities.

Mr Pearce was appointed as a director on 13 November 2017.

Sam Delevan Quinn (*Non-Executive Director*), aged 44 (date of birth 18 June 1977)

Sam Quinn was a founder of the Company and is a corporate lawyer with over a decade's worth of experience in the natural resources sector, in both legal counsel and executive management positions. Mr Quinn is currently the Director of Corporate Finance and Legal Counsel for the Dragon Group, a London-based natural resources venture capital firm and a Non-Executive Director of AIM quoted Red Rock Resources Plc, a mineral and exploration and production company (primarily focussed on the discovery and development of gold, and in recent times oil and gas projects), a founder and Non-Executive Director of Emmerson Plc, an Official List quoted, by way of a 'Standard Listing', natural resources company, and a director of NEX Exchange Growth Market quoted Tectonic Gold plc (formerly Stratmin Global Resources Plc). Mr Quinn has gained significant experience in the administration, operation, financing and promotion of natural resource companies. Prior to working in the natural resources sector, Mr Quinn worked as a corporate lawyer for Jackson McDonald Barristers & Solicitors in Perth, Western Australia and for Nabarro LLP in London.

Mr Quinn was appointed as a director on 13 November 2017.

Alexander Ross Passmore (*Non-Executive Director*), aged 43 (date of birth 20 October 1978)

Alex Passmore (aged 40) is an experienced corporate executive with strong financial and technical background. Mr Passmore managed the arrangement of debt for many well-known resources companies and has a wealth of experience in project evaluation. He also managed the WA natural resources business of CBA which comprised a substantial portfolio of loan, hedge, trade finance and working capital products to ASX-listed and multi-national resource companies. Prior to this, Mr Passmore held senior roles at Patersons Securities and was director of corporate finance and head of research. Mr Passmore holds a BSc (Hons) in Geology from the University of Western Australia and a graduate diploma of Applied Finance and Investments from the Institute of Securities Australia.

Mr Passmore was appointed as a director on 18 May 2018.

2. KEY MANAGEMENT

Michael (Mike) Ralston, aged 54 (date of birth 22 April 1967)

Mr Ralston is a Chartered Accountant with 25 years' experience successfully developing businesses worldwide, including in Africa. He has been a senior executive and board member for several junior listed resource companies over the past 15 years and he has raised A\$300m in debt and equity over that period. He brings a wealth of corporate and management experience and he has been involved in developing at least three mining companies from start-up through to production. Mr Ralston was previously MD of Balamara Resources Ltd, which developed two large scale coal projects in Poland, and before that CFO of

Kangaroo Resources Ltd, which developed several coal projects in Indonesia into production, before trade sale to a major Indonesian coal producer for A\$600m in 2010. Mr Ralston is currently Non-Executive Chairman of Trigg Mining Limited.

Iain Wearing, aged 59 (date of birth 26 December 1961)

Mr Wearing is a Mining Engineer with 30 years' experience in the resource industry, including significant project experience in Africa. He has been involved in the technical management of African projects for several companies, including Resolute Mining and Barrick Gold, and he has managed studies for several major projects including the Kibali Gold Project for Moto Gold, Syama Project in Mali, and Golden Pride in Tanzania. He brings a wealth of technical expertise to the team. His knowledge in study management, operations planning and costing, as well as operations management, will be critical to the Orom Graphite Project moving forward as the Company moves towards first production.

3. CORPORATE GOVERNANCE

3.1 UK Corporate Governance Code

The Company voluntarily observes the requirements of the UK Corporate Governance Code, save as set out below. As at the date of this Document the Company is, and at the date of Admission will be, in compliance with the UK Corporate Governance Code with the exception of the following:

- Given the composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation), are considered by the Board to be inapplicable to the Company. In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent director and the Board's committees do not at present have three independent non-executive directors.
- The UK Corporate Governance Code also recommends the submission of all Directors for re-election at annual intervals. Each Director has agreed to submit himself for re-election at each Annual General Meeting.

4 BOARD COMMITTEES

The Board is committed to the principles underpinning good corporate governance, applied in a manner which is most suited to the Company, and to best addressing the Directors' accountability to security holders and other stakeholders. The Company publishes its Corporate Governance Statement on its website at www.blencowerresourcesplc.com. The Company has in place an Audit Committee and a Remuneration and Nominations Committee, the particulars of which are set out below.

Audit Committee

The Audit Committee comprises of Cameron Pearce, chairman of the committee, and Alex Passmore and meets at least twice a year and is responsible for ensuring that the Group's financial performance is properly monitored, controlled and reported. The Audit Committee is responsible for the scope and effectiveness of the external audit and compliance by the Group with statutory and other regulatory requirements.

The Audit Committee monitors in discussion with the auditors the integrity of the financial statements of the Group, any formal announcements relating to the Group's financial performance and review significant financial reporting judgments contained in them and reviews the Group's internal financial controls and review the Group's internal control and risk management systems and reviews and monitors the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.

Remuneration and Nominations Committee

The Remuneration Committee comprises Sam Quinn, chairman of the committee, and Alex Passmore, and meets at least annually and is responsible for setting the remuneration policy for all executive directors and

the Company's chairman, including pension rights and any compensation payments and recommends and monitors the level and structure of remuneration for senior management.

5 GROUP POLICIES

Anti-bribery and Anti-corruption Policy

It is the Company's policy, as set out in the Anti-bribery and Anti-corruption Policy, to conduct all of its business in an honest and ethical manner and to take a zero-tolerance approach to bribery and corruption. The Company is committed:

- (a) to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates; and
- (b) to implementing and enforcing effective systems to counter bribery and corruption, including the adoption of this Policy.

The purpose of the Policy is to set out the Company's responsibilities, and the responsibilities of those working for the Group, in observing and upholding its position on anti-bribery and anti-corruption and to provide information and guidance to those working for the Group on how to recognise and deal with bribery and corruption issues.

Share Dealing Policy

The Company has adopted a share dealing policy regulating dealing in securities of the Company by the Board and other persons discharging managerial responsibilities (and their persons closely associated) which contains provisions appropriate for a company whose shares are admitted to trading on the LSE and subject to MAR. The Company will take all reasonable steps to ensure compliance by the Board and any relevant employees with the terms of that share dealing policy. The Directors consider that this share dealing policy is appropriate for a company whose shares are admitted to trading on the LSE.

Conflicts of Interest

Potential areas for conflicts of interest for the Directors in relation to the Group include:

- the Directors have or may have interests (whether directorships, partnerships or otherwise) in other companies, partnerships, projects or ventures, in some cases of a similar nature to that of the Group. Therefore, the Directors may have a limited amount of time to dedicate to the business of the Group and, accordingly, they may have conflicts of interest in allocating management time to the Group and each aspect of the Group's business. As such some aspects or the whole of the Group's business may receive less of the Directors time and management attention than may be considered necessary or desirable;
- in the course of their other business activities, the Directors may become aware of investment and business opportunities which may be appropriate for presentation to the Group as well as the other entities with which they are affiliated (that are of a similar nature to the Company) and the Directors may have conflicts of interest in determining to which entity a particular opportunity should be presented to; and
- the Directors have, or may come to have, other fiduciary obligations, including to other companies on whose board of directors they presently sit or to other companies whose board of directors they may join in the future. To the extent that they identify business opportunities that may be suitable for the Group or other companies on whose board of directors they may sit, the Directors will honour any pre-existing fiduciary obligations ahead of their obligations to the Group. Accordingly, they may refrain from presenting certain opportunities to the Group that come to their attention in the performance of their duties as directors of such other entities unless the other companies have declined to accept such opportunities or clearly lack the resources to take advantage of such opportunities.

The Articles contain provisions whereby a director shall not vote on or be counted in the quorum of any Board meeting in respect of, any matter in which he has, directly or indirectly, any material interest.

PART III

THE PLACING AND SUBSCRIPTION

1 Description of the Placing, Subscription and Placing arrangements

Placees have agreed to subscribe for the Placing Shares at a Fundraising Price of £0.05 per Placing Share. Subscribers have agreed to subscribe for the Subscription Shares at the Fundraising Price. The Directors and Key Management have each Subscribed for Subscription Shares as follows:

Cameron Pearce	500,000
Sam Quinn	250,000
Alex Passmore	50,000
Mike Ralston (through his family trust)	500,000
Iain Wearing	200,000.

The subscription by the Placees of the Placing Shares under the Placing is irrevocable but conditional on Admission and is subject to certain conditions as set out in the Placing Letter including, amongst other things, fulfilment of the following conditions:

- (a) the Placing Letter having become unconditional in all respects save for Admission; and
- (b) Admission having become effective at or before 8.00 a.m. on 31 December 2021.

The Subscription Letters provide that the subscription by the Subscribers for the Subscription Shares is irrevocable but conditional on Admission. Neither the Placees nor the Subscribers have any statutory right of withdrawal. If any of the conditions to the Placing / Subscribers are not satisfied, the Placing / Subscription will not take place and any Placing / Subscription monies will be returned to the relevant Placee / Subscriber.

The Placing Shares and Subscription Shares will, when issued as fully paid, rank *pari passu* in all respects with the existing issued Shares, including the right to receive all dividends or other distributions declared, made or paid after the date of their issue and in respect of Voting Rights.

Each Placee and Subscriber will be issued with a Warrant on Admission to subscribe for 1 Ordinary Share for each 2 Placing Shares or Subscription Shares. The Placees and Subscribers will be granted warrants over an aggregate of 20,000,000 Shares exercisable at 8p per Share at any time from the date of Admission for three years.

In respect of the Placing, allocations have been determined by agreement between the Directors and First Equity after indications of interest from prospective Placees were received. A number of factors were considered in deciding the basis of allocations under the Placing, including the level and nature of the demand for the Shares, investor profile and the firm through which the application was to be made, if any. Allocations have been managed by the Directors and First Equity so that the Company shall have sufficient shares in public hands, in accordance with Listing Rule 14.2.2.

At the Fundraising Price, the Enlarged Share Capital will have a market capitalisation of £8,096,497.50 at Admission. The Placing Shares and Subscription Shares will be registered within ISIN GB00BFCMVS34 and SEDOL number BFCMVS3ISIN.

2. Admission and Dealings

Application will be made for the Placing Shares and Subscription Shares to be admitted to trading on the London Stock Exchange's Main Market. It is expected that Admission will become effective and dealings in the new Shares will commence at 8.00 a.m. on 15 December 2021.

In accordance with LR 14.3, on Admission at least 25 per cent. of the Shares will be in public hands (as defined in the Listing Rules).

3 Payment for the New Shares

Each Placee and Subscribers must pay the Fundraising Price for the Placing Shares or Subscription Shares issued to the Placee / Subscriber in the manner directed by the Company.

If any investor fails to pay as so directed by the Company, the relevant investor's application for Placing Shares / Subscription Shares may be rejected.

If Admission does not occur, placing monies will be returned without interest at the risk of the Placee by First Equity and subscription monies will be returned without interest at the risk of the Subscriber by the Company.

No expenses will be charged by the Company to Investors in connection with the Placing or Subscription. Details regarding liability for stamp duty and stamp duty reserve tax is as set out in Part VI of this Document.

4 CREST

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

CREST is a voluntary system and investors who wish to receive and retain certificates for their securities will be able to do so. Except as otherwise described herein, the Placees / Subscribers may elect to receive Shares in uncertificated form if such Shareholder is a member (as defined in the CREST Regulations) in relation to CREST.

It is intended that settlement of Shares allocated to Placees or issued to Subscribers will take place by means of crediting relevant CREST stock accounts on Admission. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned.

5 Overseas Shareholders

The Ordinary Shares will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within into or in the United States. The Placing and Subscription is being made by means of offering the Placing Shares and Subscription Shares to certain institutional and other investors in the UK and elsewhere outside the United States in accordance with Regulation S. The Company has not been and will not be registered under the US Investment Company Act and Shareholders will not be entitled to the benefits of that Act.

PART IV

HISTORICAL FINANCIAL INFORMATION OF THE GROUP

The information set out below is incorporated by reference into this Document in relation to the Group and relevant to Admission. The various sections of the documents detailed below, which are incorporated by reference into this Document, are included to provide the information required under the Prospectus Regulation Rules and to ensure that Shareholders and others are aware of all information which, according to the particular nature of the Group and of the Ordinary Shares, is necessary to enable Shareholders and others to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Group.

Any non-incorporated parts of the documents incorporated by reference and detailed below are either not relevant for the investor or the relevant information is included elsewhere in this Document. Any documents themselves incorporated by reference or referred or cross-referred to in the documents referred to below shall not form part of this Document.

Summary of financial information incorporated by reference

The Company was incorporated on 18 September 2017 and its entire issued share capital was admitted to the Official List (by way of a standard listing under Chapter 14 of Listing Rules) and to the London Stock Exchange on 18 April 2019. On 27 April 2020, the Company acquired the entire issued share capital of Consolidated African Resources (Uganda) Limited (“Consolidated African (Uganda)”), thereby forming the Group.

The following financial information has been incorporated by reference:

- unaudited consolidated interim financial information of the Group for the six-month period ended 31 March 2021; and
- audited consolidated historical financial information of the Company for the year ended 30 September 2020, including the results of Consolidated African (Uganda) from the date of its acquisition by the Company on 27 April 2020.

Unaudited interim financial information for the six-month period ended 31 March 2021

The Group’s unaudited interim financial information for the six-month period ended 31 March 2021 can be viewed on the Company’s website at:

<https://blencoweresourcesplc.com/wp-content/uploads/2021/09/Blencowe-Interim-Accounts-31-March-2021-FINAL.pdf>

The unaudited interim financial information available includes the following:

- Interim Management Report (page 1);
- Responsibility Statement of the Directors in respect of the Interim Report (page 2);
- Consolidated Statement of Comprehensive Income for the six-month period ended 31 March 2021 (page 3);
- Consolidated Statement of Financial Position as at 31 March 2021 (page 4);
- Consolidated Statement of Changes in Equity for the six-month period ended 31 March 2021 (page 5);
- Statement of Statement of Cash Flows for the six-month period ended 31 March 2021 (page 6); and
- Notes to the Financial Statements for the six-month period ended 31 March 2021 (page 7).

Audited historical financial information for the year ended 30 September 2020

The Group's audited financial information for the year ended 30 September 2020 can be viewed on the Company's website at:

<https://blencoweresourcesplc.com/wp-content/uploads/2021/09/Blencowe-FS-30.09.2020-signed.pdf>

The audited historical financial information available includes the following:

- Company Information (page 1);
- Chief Executive Officer Report (page 2);
- Strategic Report (page 4);
- Directors' Report (page 9);
- Directors' Remuneration Report (page 15);
- Report of the Independent Auditors (page 17);
- Consolidated Statement of Comprehensive Income (page 22);
- Consolidated Statement of Financial Position (page 23);
- Parent Statement of Financial Position (page 24);
- Consolidated Statement of Changes in Equity (page 25);
- Parent Statement of Changes in Equity (page 26);
- Consolidated Statement of Cash Flows (page 27);
- Parent Statement of Cash Flows (page 28);
- Notes to the Financial Statements (page 29).

Audit report

The Group's independent auditors concluded that the financial statements have been properly prepared in accordance with IFRS and give a true and fair view of the state of the Group's affairs as at 30 September 2020.

In relation to the audited historical financial information for the year ended 30 September 2020 incorporated by reference above, the audit report has not been refused by the auditors of the Group and the audit report contains no qualifications or disclaimers.

PART V
CAPITALISATION AND INDEBTEDNESS

Capitalisation

The following table shows the Group's capitalisation as at 31 March 2021, extracted without material adjustment from the unaudited interim financial information of the Group incorporated by reference in Part IV "Historical Financial Information of the Group" of this Document:

	<i>Unaudited as at 31 March 2021 £</i>
Total Current Debt	
– Guaranteed	–
– Secured	233,049
– Unguaranteed/Unsecured	–
Total Non-Current Debt (excluding current portion of long-term debt)	
– Guaranteed	–
– Secured	764,494
– Unguaranteed/Unsecured	–
Shareholder's Equity	
Share capital	878,258
Share premium	4,884,146
Warrants reserve	164,601
Retained earnings	(1,982,010)
Total capitalisation	<u><u>4,942,538</u></u>

There has been no material change in the capitalisation of the Group since 31 March 2021.

Indebtedness

The following table shows the Group's indebtedness as at 30 September 2021, extracted without material adjustment from the unaudited management information of the Group as at that date:

	<i>Unaudited As at 30 September 2021 £</i>
A. Cash	93,288
B. Cash equivalent	–
C. Trading securities	–
D. Liquidity (A) + (B) + (C)	<u>93,288</u>
E. Current financial receivable	–
F. Current bank debt	–
G. Current portion of non-current debt	–
H. Other current financial debt	–
I. Current Financial Debt (F) + (G) + (H)	<u>–</u>
J. Net Current Financial Indebtedness (I) – (E) – (D)	<u>(93,288)</u>
K. Non-current bank loans	–
L. Bonds issued	–
M. Other non-current loans	887,560
N. Non-current Financial Indebtedness (K) + (L) + (M)	<u>887,560</u>
O. Net Financial Indebtedness (J) + (N)	<u><u>794,272</u></u>

There has been no material change in the indebtedness of the Group since 30 September 2021.

PART VI

TAXATION

Taxation in the UK

The following information is based on UK tax law and HMRC practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

1. Tax treatment of UK investors

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

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

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

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

1.1. Dividends

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

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

Dividend income received by UK tax resident individuals will have a £2,000 annum dividend tax allowance. Dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent for higher rate taxpayers and 38.1 per cent. for additional rate taxpayers. An additional Health & Social Levy of 1.25 per cent. has also been announced that will apply on dividend payments from April 2022.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

1.2. Disposals of Ordinary Shares

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

The rate of capital gains tax on disposal of Ordinary shares by basic rate taxpayers is 10 per cent., and 20 per cent. for upper rate and additional rate taxpayers.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19 per cent. The rate will increase to 25 per cent. after 1 April 2023

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

“Transactions in securities”

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

2. Stamp Duty and Stamp Duty Reserve Tax

No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of Ordinary Shares pursuant to the Placing.

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

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

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

PART VII

ADDITIONAL INFORMATION

1 Responsibility statement

- 1.1 The Directors, whose names appear on page 27, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

2 The Company

- 2.1 The Company was incorporated with limited liability under the laws of England and Wales under the Companies Act on 18 September 2017 with number 10966847 under the name Cora Gold Limited. The Company changed its name to Blencowe Resources Limited on 26 September 2017. On 13 July 2018 the Company was re-registered as a public limited company to become Blencowe Resources plc. The legal and commercial name of the issue is Blencowe Resources Plc.
- 2.2 The principal legislation under which the Company operates and under which the Shares are created and issued is the Companies Act 2006.
- 2.3 The Company's registered office is at Walton House, 25 Bilton Road, Rugby, Warwickshire CV22 7AG, United Kingdom. The telephone number for the Company is +44 01624 681250.
- 2.4 On 13 July 2018, as part of the re-registration as a public limited liability company, the Company adopted the Articles in substitution for and to the exclusion of the Company's then existing articles of association. The Company operates in conformity with its Articles and the laws of England and Wales.
- 2.5 As at 9 December 2021, the latest practicable date prior to publication of this Document, the Company's only subsidiary is Consolidated African (Uganda), and it does not own any other shares in any company.
- 2.6 The Company is subject to the Listing Rules, Disclosure Guidance and Transparency Rules (and the resulting jurisdiction of the UK Listing Authority), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.
- 2.7 The registrars of the Company are Share Registrars Limited. They are responsible for maintaining the register of members of the Company.
- 2.8 The ISIN of the Shares is GB00BFCMVS34.
- 2.9 The Legal Entity Identifier (LEI) of the Company is 213800UXIHBIRK36GG11 and its SEDOL is BFCMVS3.
- 2.10 The Company's TIDM in respect of the Shares is BRES.
- 2.11 The website of the Company is <https://www.blencoweresourcesplc.com/> and such website, and its contents does not form part of this Document, save for any documents incorporated by reference.

3 Share capital

- 3.1 The following is a summary of the changes in the issued share capital of the Company from incorporation to the date of this Document:

Issue of Shares

- 3.2 On incorporation of the Company, one fully paid subscriber ordinary share of £1 was issued to Mr Kieren Mildwaters.

- 3.3 On 13 November 2017 each ordinary share of £1 was subdivided to 200 ordinary Shares of 0.5 pence each.
- 3.4 On 13 November 2017 9,999,800 Ordinary Shares were issued with 0.0125 pence being paid up on each ordinary Share; and by 25 July 2018 the balance on such shares was paid up.
- 3.5 Between 9 April 2018 and 30 July 2018, a total of 11,666,664 Ordinary Shares were issued at an issue price of 3 pence per ordinary Share, fully paid up.
- 3.6 On 18 April 2019, a total of 10,000,000 Ordinary Shares were issued at an issue price of 4 pence per Ordinary Share.
- 3.7 On 28 April 2020, a total of 66,666,662 Shares were issued which comprised of the following:
- (i) 24,999,996 placing Shares were issued to certain institutional and other investors at £0.06 each;
 - (ii) 8,333,333 Shares were subscribed for by Apul Investments Limited at £0.06 each;
 - (iii) 25,000,000 Shares were issued to Consolidated Africa Limited as consideration shares for the sale of Consolidated African Resources (Uganda) Ltd;
 - (iv) 8,333,333 Shares were issued to New Energy Minerals Africa Pty Ltd. in relation to the acquisition of Consolidated African Resources (Uganda) Ltd.;
- 3.8 On 12 October 2020 the Company issued 3,339,806 Ordinary Shares at a price of £0.0515,
- 3.9 On 27 November 2020 the Company issued 1,750,000 Ordinary Shares at a price of £0.04,
- 3.10 On 2 December 2020 the Company issued 1,540,984 Ordinary Shares to Minrom Consulting (Pty) Ltd, a contractor to the Company which has elected to be paid in shares in lieu of fees;
- 3.11 On 23 December 2020 the Company issued 5,000,000 Ordinary Shares at a price of £0.06,
- 3.12 On 29 January 2021 the Company issued 6,250,000 Ordinary Shares at a price of £0.08,
- 3.13 On 12 February 2021 the Company issued 666,667 Ordinary Shares at a price of £0.04.
- 3.14 On 30 March 2021 the Company issued 437,500 Ordinary Shares at a price of £0.06.
- 3.15 On 14 April 2021 the Company issued 166,667 Ordinary Shares at a price of £0.04 and 520,000 Ordinary Shares at a price of £0.06.
- 3.16 On 20 July 2021 the Company issued 3,925,000 Ordinary Shares at a price of £0.06 to raise £235,500.
- 3.17 The issued share capital of the Company at the date of this Document, not including the Placing Shares and Subscription Shares (issued conditional upon Admission) is as follows:
- | | |
|----------------------------|---------------|
| <i>Issued (fully paid)</i> | <i>Number</i> |
| Shares | 121,929,950 |
- 3.18 Upon Admission, the issued share capital of the Company will be as follows:
- | | |
|---------------------------|---------------|
| <i>Issued (full paid)</i> | <i>Number</i> |
| Shares | 161,929,950 |

Grant of Warrants

- 3.19 As at the date of this Document the Company has Existing Warrants outstanding over 38,921,668 Shares. The Existing Warrants have been issued pursuant to a number of warrant instruments as follows:
- (a) under the warrant instrument created on 27 June 2018 the Company has outstanding Existing Warrants over 8,250,002 Shares which are exercisable till 18 April 2023 at 4 pence;
 - (b) under the warrant instrument created on 31 August 2018 the Company has outstanding Existing Warrants over 2,667,500 Shares which are exercisable till 18 April 2022 at 6 pence;
 - (c) under the warrant instrument created on 24 March 2020 the Company issued Warrants over 1,250,000 Shares to Brandon Hill which are exercisable till 18 April 2025 at 6 pence;
 - (d) under the warrant instrument created on 24 March 2020 the Company has outstanding Existing Warrants over 16,666,666 Shares which are exercisable till 28 April 2025 at 8 pence;
 - (e) under the warrant instrument created on 15 December 2020 the Company has outstanding Existing Warrants over 5,000,000 Shares which are exercisable till 15 December 2023 at 8 pence;
 - (f) under the warrant instrument created on 29 January 2021 the Company has outstanding Warrants over 3,125,000 Shares which are exercisable till 29 January 2024 at 10 pence; and
 - (g) under the warrant instrument created on 14 July 2021 the Company has outstanding Existing Warrants over 1,962,500 Shares which are exercisable till 20 July 2024 at 8 pence.
- 3.20 The Company will also issue Warrants on Admission over 20,000,000 Ordinary Shares to the Placees and Subscribers with one warrant being issued for each 2 Placing Shares and Subscription Shares to be issued at Admission. Each Warrant on Admission will be exercisable at 8p per Share at any time from the date of Admission for three years.
- 3.21 Further details regarding the terms of the Existing Warrants and Warrants on Admission are set out at paragraph 22 of this Part VII of this Document.
- 3.22 The Company has issued 10,000,000 options over Shares under the Company's Share Option Plan as detailed in paragraph 5 of this Part VII.

General

- 3.23 Except as otherwise described herein, all the issued Shares are in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the Company's register of members and arranging for it to be kept at a location within the United Kingdom. Temporary documents of title will not be issued.
- 3.24 The Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the Shares and the Placing Shares and Subscription Shares will rank *pari passu* in all other respects with other Existing Shares in issue on Admission.
- 3.25 The Shareholders in general meeting have authorised that, in addition to the existing authority granted by the Shareholders at the last Annual General Meeting, the pre-emption rights in the Articles are disapplied in respect of the issue for cash of Shares with an aggregate nominal amount of £150,000 ("**Authorised Limit**") and, therefore, statutory pre-emption rights do not apply to the issue of the Placing Shares and Subscription Shares. Such authority is till the next Annual General Meeting, unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in general meeting, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be issued or granted after such expiry and the Directors of the Company may issue or grant equity securities in pursuance of any such offer or agreement notwithstanding that the authority given to the Directors of the Company pursuant to the above resolution have expired.
- 3.26 Save as disclosed in paragraph 3 of this Part VII as at the date of this Document no issued Shares of the Company are under option or have been agreed conditionally or unconditionally to be put under option.

4 Substantial Shareholders

- 4.1 Save for the interests of the Directors and Key Management, which are set out in paragraph 6 of this Part VII, the Company is aware of the following persons who hold, or will on Admission hold, directly or indirectly, voting rights representing three per cent. or more of the Voting Rights of the Company:

<i>Shareholder</i>	<i>Number of Shares as at the date of this Document</i>	<i>Percentage of Current Issued Share Capital</i>	<i>Number of Shares on Admission</i>	<i>Percentage of Issued Shares on Admission</i>
Consolidated Africa	20,000,000	16.40	0	12.35
Spreadex Limited	16,719,295	13.72	0	10.33
InterTrader Limited	8,251,665	6.77	0	5.10
Brandon Hill Capital Limited	3,995,000	3.28	0	2.47
Oliver Stansfield	3,771,667	3.09	0	2.33

- 4.2 Save as disclosed in paragraph 4.1 above, the Company is not aware of any person who, either as at the date of this Document or immediately following the Admission, exercises, or could exercise, directly or indirectly, jointly or severally, control over the Company, or through a direct or indirect holding of financial instruments (in each case for the purposes of Chapter 5 of the Disclosure Guidance and Transparency Rules).
- 4.3 Any person who is directly or indirectly interested in five per cent. (5 per cent.) or more of the Company's Voting Rights, is required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules, and such interests will be notified by the Company to the public.
- 4.4 No Shareholder of the Company holds any class of share that at the date of this Document or following Admission will have different Voting Rights from other holders of Shares.
- 4.5 The Company is not, so far as it is aware, directly or indirectly owned or controlled by any single Shareholder or group of Shareholders who are connected.
- 4.6 So far as the Company is aware, there are no arrangements in place, the operation of which may at a subsequent date result in a change of control of the Company.

5 Options

- 5.1 As at the date of this Document, the Company has granted options over 10,000,000 Shares pursuant to the terms of the Company's Share Option Scheme.
- 5.2 All options were granted on 15 December 2020 and will expire on 15 December 2025 and have an exercise price of £0.06 and are held as follows:
- (i) Cameron Pearce – 2,500,000 options;
 - (ii) Lionshead Consultants Ltd – 1,750,000 options, Lionshead Consultants Ltd is beneficially owned by Sam Quinn;
 - (iii) Alexander Passmore – 750,000 options;
 - (iv) Mike Ralston – 2,500,000 options; and
 - (v) Iain Wearing – 2,500,000 options.

6 Directors' and Key Management interests

- 6.1 The interests of the Directors and Key Management and their respective connected persons (within the meaning of section 252 of the Companies Act) in the issued share capital of the Company, on Admission, all of which are beneficial, are as follows:

<i>Name</i>	<i>Number of Shares as at the date of this Document</i>	<i>Number of Placing Shares subject to Admission</i>	<i>Total Shares and % interest in Issued Shares on Admission*</i>
Cameron Pearce	7,016,667	500,000	4.64
Sam Quinn	4,666,667	250,000	3.04
Alex Passmore	1,500,000	50,000	0.96
Michael Ralston & Sharon Ralston as Trustees for the Ralston Family Trust	2,725,000	500,000	1.99
Iain Wearing		200,000	0.12

- 6.2 Save as disclosed in paragraphs 3.13, 6.1 and the Warrants disclosed in paragraph 3.19 of this Part VII, as at the date of this Document, no Director or member of the Key Management, administrative, management or supervisory bodies have any interests in options or warrants or in the issued share capital of the Company.

7 Summary of Memorandum and Articles of Association

The Company is incorporated in England and Wales as a company under the provisions of the Companies Act and therefore is subject to English law. Certain provisions of the Companies Act are summarised below. The following is not intended to provide a comprehensive review of the applicable law, or of all provisions which differ from equivalent provisions in jurisdictions, with which interested parties may be more familiar. This summary is based upon the law and the interpretation of the law applicable as at the date of this Document and is subject to change.

7.1 Memorandum of Association

The provisions contained in the Company's Memorandum of Association determining its objects state that the Company's main activity is that of a general commercial company.

7.2 Shares

Subject to any limitation or provisions to the contrary contained in the memorandum or articles of association of a company, the issuance of shares and other securities in a company are under the control of its Directors. Under the Articles all unissued shares in the Company shall be at the disposal of the Board who, subject to being authorised to do so by the Company by an ordinary resolution, may allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of them or rights to subscribe for or convert any security into shares to such persons, at such times and generally on such terms and conditions as the Board may decide.

7.3 Articles of Association

The Articles of Association of the Company, contain, *inter alia*, the following provisions relating to the rights attaching to Shares

- (a) There are no rights of pre-emption in respect of transfers of issued Shares. However, in certain circumstances, the Company's Shareholders may have statutory pre-emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to place new shares for allotment of existing Shareholders on a pro-rata basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares are offered to the Company's Shareholders.

- (b) In order to transfer Shares, the instrument of transfer of any such shares must be in any usual form or in such other form as may be approved by the Directors and must be executed by or on behalf of the transferor and, if the shares are not fully paid, by or on behalf of the transferee. The Articles of Association contain no restrictions on the free transferability of fully paid shares, provided that the transfer is in respect of only one class of share and is accompanied by the share certificate and any other evidence of title required by the Directors and that the provisions in the Articles of Association relating to the deposit of instruments for transfer have been complied with.
- (c) Each Share confers the rights to receive notice of and attend all meetings of shareholders. Each holder of Shares present at a general meeting in person or by proxy has one vote, and, on a poll, one vote for each Share of which he is the holder.
- (d) On a winding up a liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the holders of the Company's shares (in specie or in kind) the whole or any part of the assets of the Company, and may, with the like sanction, determine how such diversion is to be carried out.
- (e) The Shares confer upon their holders the right to participate in any profits which the Company may from time to time determine to distribute in respect of any financial period.
- (f) Subject to the provisions of the Act and if the profits of the Company justify such payments, the Directors may declare and pay interim dividends on shares of any class of such amounts as and when they think fit. All dividends are apportioned and paid pro-rata according to the amounts paid on the shares. No dividend or other monies payable on or in respect of a share will bear interest as against the Company. The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply them towards the satisfaction of the debts, liability or engagements in respect of a lien. A dividend may be retained if a shareholder has failed to comply with the statutory disclosure requirements of the Act. Any dividend unclaimed for twelve years will be forfeited and revert to the Company;
- (g) Subject to the provisions of the Act, the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares be authorised by an ordinary resolution of the Company in a general meeting before the Company enters into such a contract;
- (h) All or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated with the consent in writing of the holders of three quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class. At every such separate general meeting the quorum is two persons holding or representing by proxy one-third in nominal value of the issued shares of that class; and
- (i) The Company may make arrangements for any class of its shares to be issued in uncertificated form and in accordance with and subject as provided in The Uncertificated Securities Regulations 2001 and transfer of title of those shares shall be effected by means of relevant system in the manner provided for and subject as provided for in the Uncertificated Securities Regulations 2001. Shares held in certificated form and those held in uncertificated form may be changed to certificated form.

Shares are defined in the Articles as "shares in the Company". The rights attaching to the shares, as set out in the Memorandum and the Articles, and other key provisions, are set out as follows.

7.3.1.1 *Rights of Shareholders*

The Articles provide that each Share confers upon the Shareholder:

- (a) the right to one vote on a show of hands and on a poll to one vote for every share of which he is the holder at a meeting of the Shareholders.
- (b) the right to receive dividends according to the amounts paid up (otherwise than in advance of calls) on the shares on which the dividend is paid by the Company; and

the right in the distribution of the surplus assets of the Company on its liquidation to a share in proportion to the amount to which, at the commencement of the winding, the shares held by him are paid up.

7.3.1.2 *Variation of rights*

Subject to the provisions of the Companies Act, if at any time the share capital of the Company is divided into shares of different classes any of the rights for the time being attached to any share or class of shares in the Company may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three quarters of the issued shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class duly convened and held as provided in the Articles. The foregoing provisions of this paragraph shall apply also to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the separate rights of which are to be varied.

7.3.1.3 *Transfers of shares*

Each member may transfer all or any of his shares in the case of certificated shares by instrument of transfer in writing in any usual form or in any form approved by the Board or in the case of uncertificated shares without a written instrument in accordance with the Uncertificated Regulations. Any written instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

7.3.1.4 The Directors may also, in their absolute discretion, refuse to register any transfer of a certificated share unless the following conditions are satisfied:

- (a) it is in respect of only one class of shares;
- (b) it is in favour of a single transferee or not more than four joint transferees;
- (c) it is duly stamped (if so required); and
- (d) it is delivered for registration to the registered office of the Company or such other place as the Directors may decide, accompanied by the certificate for the shares to which it relates (except in the case of a person to whom the Company is not required by sections 769, 776, 777 or 778 of the Companies Act to issue a certificate, or in the case of a renunciation) and such other evidence as the Directors may reasonably require to prove the title of the transferor or person renouncing and the due execution by him of the transfer or renunciation or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so,

provided that if the Directors refuse to register the transfer, the instrument of transfer must be returned to the transferee as soon as practicable and in any event within 2 months, with the notice of refusal and reasons for refusal unless they suspect that the proposed transfer may be fraudulent. The Board will not exercise such discretion if it would conflict with the Listing Rules.

Purchase and Redemption of shares

Shares may be purchased, redeemed or otherwise acquired for any consideration provided that such redemption or acquisition does not contravene the requirements of the Companies Act.

7.3.1.5 *Payment of dividends*

Subject to the provisions of the Companies Act and the Articles, the Company may, by ordinary resolution declare that dividends out of the Company's profits may be paid to

members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board.

The Board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appear to the Directors that the profits available for distribution justify the payment. If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. If the Directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

All dividends, interest or other sum payable and unclaimed after having been declared and become payable may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of twelve years after having become due for payment shall (if the Board so resolves) be forfeited and shall revert to the Company.

Unless otherwise provided by the rights attached to the share no dividend or other moneys payable by the Company or in respect of a share shall bear interest as against the Company.

7.3.1.6 *Return of capital*

Under the Articles, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different lands; and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine.

7.3.1.7 *Borrowing powers*

The business and affairs of the Company may be managed by, or under the direction or supervision of the Board. The Board has all the powers necessary for managing and for directing and supervising, the business and affairs of the Company. Subject to the Articles and to the provisions of the Companies Act, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, and all or any part of its property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Directors

- (a) Unless and until otherwise determined by the Company by ordinary resolution the number of Directors (other than any alternate Directors) shall be not less than two and there shall be no more than 15 Directors.
- (b) At every General Meeting at least one third of the Directors who are subject to retirement by rotation, provided that if there is only one Director who is subject to retirement by rotation, he shall retire.
- (c) Without prejudice to the power of the Company to appoint any person to be a Director pursuant to the Articles the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not exceed any maximum number fixed in accordance with the Articles. Any Director so appointed shall hold office only until the General Meeting of the Company next following such appointment and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that meeting. If not re-appointed at such General Meeting, he shall vacate office at the conclusion thereof.
- (d) The Company may by resolution remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between

the Company and such Director and, without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Company, may (subject to the Articles) by resolution appoint another person who is willing to act to be a Director in his place.

- (e) No shareholding qualification is required by a Director.
- (f) The Directors may by resolution of Directors appoint officers of the Company at such times as may be considered necessary or expedient.

7.3.1.8 *Meetings of Shareholders*

Subject to the Companies Act, the Company must hold a General Meeting in each period of six months beginning with the day following its accounting reference date (in addition to any other general meeting held in that period). Any General Meeting so convened shall be held at such a time and place as the Board may determine

The Directors may call a general meeting whenever they think fit. At any meeting so convened (or any meeting requisitioned pursuant to section 303 of the Companies Act) no business shall be transacted except that proposed by the Board or stated by the requisition. If there are not sufficient members of the Board to convene a general meeting, any Director or any member of the Company may call a general meeting.

Any General Meeting shall be convened by not less than twenty-one clear days' notice in writing. Other general meetings shall be convened by not less than fourteen clear days' notice in writing. Notwithstanding that a meeting is convened by a shorter notice than that specified in the Articles, it shall be deemed to have been properly convened if it is so agreed by all members entitled to attend and vote in the meeting.

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending the meeting do not constitute a quorum. If the Company has only one member entitled to attend and vote at the general meeting, one qualifying person present at the meeting and entitled to vote is a quorum; provided that in all cases two qualifying persons present at the meeting and entitled to vote are a quorum.

If a general meeting was requisitioned by members and the persons attending the meeting within 30 minutes of the time at which the meeting was due to start (or such longer time as the chairman of the meeting decides to wait) do not constitute a quorum, or if during the meeting a quorum ceases to be present, the meeting is dissolved. In the case of a general meeting other than one requisitioned by members, if the persons attending the meeting within 30 minutes of the time at which the meeting was due to start (or such longer time as the chairman of the meeting decides to wait) do not constitute a quorum, or if during the meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. The continuation of a general meeting adjourned for lack of quorum is to take place either: on a day that is not less than 14 days but not more than 28 days after it was adjourned and at a time and/or place specified for the purpose in the notice calling the meeting; or where no such arrangements have been specified, on a day that is not less than 14 days but not more than 28 days after it was adjourned and at such time and/or place as the chairman of the meeting decides (or, in default, the Directors decide). At an adjourned meeting the quorum is one qualifying person present and entitled to vote. If a quorum is not present within five minutes from the time fixed for the start of the meeting, the adjourned meeting is dissolved.

7.3.1.9 *Pre-emption rights of Shareholders*

Shareholders have pre-emption rights as set out in the Companies Act, subject to any additional authority given by special resolution. The pre-emption provisions shall not apply to the allotment of any shares for a consideration other than cash or in connection with an employees' share scheme, and, accordingly, the Directors may allot or otherwise dispose of any unissued shares in the capital of the Company for a consideration other than cash to such persons at such times and generally on such terms as they may think fit.

A reference in the foregoing paragraphs to the allotment of any shares includes the grant of a right to subscribe for, or to convert any securities into, shares but such reference does not include the allotment of any relevant shares pursuant to such a right

7.3.1.10 *Management*

Subject to the provisions of the Companies Act, the Memorandum and the Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business or not. No alteration of the Memorandum or the Articles and no such direction given by the Company shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained in the Articles as to any specific power of the Board shall not be deemed to limit the general powers given by the Articles

7.3.1.11 *Accounting and auditing requirements*

Under the Articles, the Directors must ensure that accounting records are kept in accordance with the Companies Act. The accounting records shall be kept at the registered office of the Company or, subject to the Companies Act, at another place decided by the Directors and shall be available during business hours for the inspection of the Directors and other officers. No member (other than a Director or other officer) has the right to inspect an accounting record or other document except if that right is conferred by the Companies Act or he is authorised by the Directors or by an ordinary resolution of the Company.

The Directors may determine that persons entitled to receive a copy of the Company's annual accounts, the directors' report, the strategic report, the directors' remuneration report, the auditors' report on those accounts and on the auditable part of the directors' remuneration report are those persons entered on the register at the close of business on a day determined by the Directors; provided that, if the Company is a participating issuer, the day determined by the Directors may not be more than 21 days before the day that the relevant copies are being sent.

A printed copy of the Directors' and auditors' reports accompanied by printed copies of the annual accounts (including every document required by law or regulations applicable to the Company to be comprised in them or annexed or attached to them) shall not less than twenty-one clear days before the meeting before which they are to be laid, be delivered, sent by post or sent by Electronic Communication to every member who is entitled to receive notices from the Company and holder of debentures of the Company and to the auditors and to every other person who is entitled to receive notice of general meetings.

7.3.1.12 *Winding up*

The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

Under the Articles, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different lands; and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine.

If the Company is wound up the liquidator may, set the value he deems fair on a class or classes of property; and determine on the basis of that valuation and in accordance with the then existing rights of members how the division is to be earned out between members or classes of members. The liquidator may not, however, distribute to a member without his consent an asset to which there is attached a liability or potential liability for the owner

7.3.1.13 *Disclosure of Interests in shares*

The provisions of Chapter 5 of the Disclosure and Transparency Rules and section 793 of the Companies Act apply to the disclosure of interests in shares.

Chapter 5 details the circumstances in which a person may be obliged to notify the Company that he has an interest in voting rights in respect of shares (a “**notifiable interest**”). An obligation to notify the Company arises: (a) when a person becomes or ceases to be interested (by way of a direct or indirect holding of shares or of certain “Qualifying Financial Instruments” (as defined in the Disclosure and Transparency Rules) or other instruments creating a long position on the economic performance of the shares) in three per cent. or more of the voting rights attaching to the shares; and (b) where such person’s interests alters by a complete integer of one per cent. of the voting rights attaching to the shares.

The Companies Act permits the Company to serve a notice on any person where the Company has reasonable cause to believe such person is interested in the shares or has been interested in the shares at any time during the three years immediately preceding the date on which the notice is issued. Such notice may require the person to confirm or deny that he has or was interested in the shares and, if holds, or has during that time held, any such interest to give such further information as may be required in accordance with the Articles. Where such Shareholder fails to comply with the terms of the notice within the period specified in such notice the Shareholder will be in default (such Shareholder’s shares being referred to as “**Default Shares**”). The Board may direct that voting rights and dividend rights be suspended in respect of Default Shares.

Under the Disclosure and Transparency Rules, a person must notify the Company of the percentage of its voting rights if, at any time after the date on which the Articles came into force the percentage of voting rights which he holds as shareholder or through his direct or indirect holding of financial instruments (or a combination of such holdings):

- (a) reaches, exceeds or falls below 3 per cent, 4 per cent, 5 per cent, 6 per cent, 7 per cent, 8 per cent, 9 per cent, 10 per cent and each 1 per cent threshold thereafter up to 100 per cent; or
- (b) reaches, exceeds or falls below an applicable threshold in (a) as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with the Articles.

A person shall not be required to aggregate his holdings in the circumstances prescribed in rule 5.4 of the Disclosure and Transparency Rules.

The Company must at the end of each calendar month during which an increase or decrease has occurred, notify to a Regulatory Information Service for distribution to the public the total number of voting rights and capital in respect of each class of share which it issues.

An obligation to give a notice to the Company in relation to notifying of the change in his percentage of voting rights shall be fulfilled as soon as possible and in any event before the end of the second working day after the relevant person learns the relevant threshold was reached or crossed.

In addition, under the Articles, and in accordance with the process set out under the Articles, where notice is served by the Company under section 793 of the Act (a “**section 793 notice**”) on a member, or another person appearing to be interested in shares held by that member, and the member or other person has failed in relation to any shares (the “**default shares**”, which expression includes any shares allotted or issued after the date of the section 793 notice in respect of those shares) to give the Company the information required within the prescribed period from the date of service of the section 793 notice, the following sanctions apply, unless the Directors otherwise decide:

- (1) the member shall not be entitled in respect of the default shares to be present or to vote (either in person, by proxy or by corporate representative) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll; and
- (2) where the default shares represent at least 0.25 per cent in nominal value of the issued shares of their class (excluding any share of their class held as treasury shares):
 - (a) a dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it, and the member shall not be entitled to elect, under article 106, to receive shares instead of a dividend, and
 - (b) no transfer of any certificated default shares shall be registered unless the transfer is an excepted transfer; or
 - (I) the member is not himself in default in supplying the information required; and
 - (II) the member proves to the satisfaction of the Directors that no person in default in supplying the information required is interested in any of the shares the subject of the transfer.

7.4 **Dividends and distributions**

Subject to the provisions of the Companies Act, the Company's memorandum and articles of association, Directors may declare dividends in money, shares or other property provided they determine the company will pass the solvency test (i.e. the value of the company's assets will exceed its liabilities and it will be able to meet its debts as they fall due).

8 **City Code on Takeovers and Mergers and Compulsory Acquisition Rules**

8.1 **Mandatory Bid Rules**

The City Code applies to the Company. The City Code is issued and administered by the Takeover Panel. The Takeover Panel has been designated as the supervisory authority to carry out certain regulatory functions in relation to takeovers pursuant to the Directive on Takeover Bids (2004/25/EC) (the "**Directive**"). Following the implementation of the Directive by the Takeovers Directive (Interim Implementation) Regulations 2006, the rules in the City Code which are derived from the Directive now have a statutory basis.

The City Code applies to all takeovers and merger transactions, however effected, where *inter alia*, the offeree company is a public company which has its registered office in the United Kingdom, the Isle of Man or the Channel Islands, if the company has its securities admitted to trading on a regulated market in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man. The City Code will therefore apply to the Company from Admission and its Shareholders will be entitled to the protection afforded by the City Code.

Under Rule 9 of the City Code, where: (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons in which he is already interested and in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company subject to the City Code; or (ii) any person who, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. but not more than 50 per cent. of the voting rights of such a company, if such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Takeover Panel, he, and any person acting in concert with him, must make a general offer in cash to the holders of any class of equity share capital, whether voting or non-voting, and also to the holders of any other class of transferable securities carrying voting rights to acquire the balance of the shares not held by him and his concert party.

Save where the Takeover Panel permits otherwise, an offer under Rule 9 of the City Code must be in cash and at the highest price paid within the 12 months prior to the announcement of the offer for any shares in the company by the person required to make the offer or any person acting in concert

with him. Offers for different classes of equity share capital must be comparable; the Takeover Panel should be consulted in advance in such cases.

8.2 **Compulsory Acquisition Rules**

Under sections 974 to 991 of the Companies Act, if an offeror acquires or contracts to acquire (pursuant to a takeover offer) not less than 90 per cent. of the shares (in value and by voting rights) to which such offer relates it may then compulsorily acquire the outstanding shares from the relevant holders who have not assented to the offer. It would do so by sending a notice to outstanding holders of shares telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for the outstanding holders of shares. The consideration offered to the holders whose shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

In addition, pursuant to section 983 of the Companies Act, if an offeror acquires or agrees to acquire not less than 90 per cent. of the shares (in value and by voting rights) to which the offer relates, any holder of shares to which the offer relates who has not accepted the offer may require the offeror to acquire his shares on the same terms as the takeover offer.

The offeror would be required to give any holder of shares notice of his right to be bought out within one month of that right arising. Sell-out rights cannot be exercised after the end of the period of three months from the last date on which the offer can be accepted or, if later, three months from the date on which the notice is served on the holder of shares notifying them of their sell-out rights. If a holder of shares exercises his rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

9 **Working capital**

The Company is of the opinion that the working capital available to the Group is for at least the next 12 months from the date of this Document sufficient for its present requirements (the “**Working Capital Period**”).

10 **Further Disclosures on Directors and Key Management**

10.1 The Directors have or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this Document, other than the Company:

<i>Director/ Key Management</i>	<i>Current directorships and partnerships</i>	<i>Previous directorships and partnerships</i>
Cameron Pearce	Polish Coal Resources Limited JLP Nominees Pty Ltd Waitaki Pty Ltd Citius Resources Plc	CEB Resources plc Black Gibb Pty Ltd Pangaea Energy Limited Forum Energy Limited Kabuni Limited Mantle Diamonds Limited Glenwick plc Stallion Resources plc Emmerson plc
Sam Quinn	Savannah Minerals Limited Tectonic Gold plc Lionshead Consultants Limited Red Rock Resources plc Nutrimentum (UK) Limited Ceylon Phosphates (UK) Limited Ceyphos Fertilisers (Private) Limited Sedgwick Resources Limited Alkemy Capital Investments plc Gem Recovery Systems Limited	Glenwick plc Dragon Diamond Ventures Limited Foriet Oy Marula Gold Mines (Pty) Ltd BMR Resources Bulgaria EAD BMR Resources Poland Sp Zoo Dragon Resource Ventures Limited Balkan Mineral Resources Limited Silvertree Partners LLP Direct Excellence Limited

<i>Director/ Key Management</i>	<i>Current directorships and partnerships</i>	<i>Previous directorships and partnerships</i>
		Emmerson plc Diamond Manufacturing Corporation Maseru (Pty) Ltd Pacific Petroleum Holdings plc Trident Resources plc Parq Capital Management (UK) Limited
Alex Passmore	Aspire Mining Ltd Cockatoo Iron NL Archipelago Iron Pty Ltd Pearl Gull Pty Ltd Silver Gull Iron Pty Ltd Horizon Advisors Pty Ltd Verde Trading Pty Ltd Venus Corporation Pty Ltd Neptuen Corporation Pty Ltd	Equator Resources Ltd
Mike Ralston	Trigg Mining Limited Goldsuite Pty Ltd NorthWest Cobalt Pty Ltd	Balamara Resources Pty Ltd
Iain Wearing	None	None

10.2 At the date of this Document no Director:

- (a) has had any convictions in relation to fraudulent offences;
- (b) has been declared bankrupt or has been a director of a company or been a member of an administrative, management or supervisory body or a senior manager of a company at the time of any bankruptcy, receivership or liquidation proceedings;
- (c) has been the subject of any official public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body) or has ever been disqualified by a court from acting as a director of any company or as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company.

11 Directors' and Key Management's terms of employment or service

Directors and Key Management

11.1 *Cameron Pearce – Letter of Appointment*

The Company and Mr Pearce have entered into a letter of appointment, effective from Admission dated 27 February 2020 pursuant to which Mr Pearce is engaged as an Executive Director and Chairman of the Company with fees of £96,000 per annum. The appointment is for a term of 24 months from Admission and thereafter can be terminated by the Company on six months written notice or by Mr Pearce on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Pearce will be entitled to 100 per cent. of his annual fee as a lump sum payment if the Company terminates his appointment, or if Mr Pearce chooses to terminate his appointment within 12 months following a change of control.

11.2 *Sam Quinn – Letter of Appointment*

The Company and Mr Quinn have entered into a letter of appointment, effective from Admission dated 27 February 2020 pursuant to which Mr Quinn is engaged as a Non-Executive Director with fees of £24,000 per annum. The appointment is for a term of 24 months from Admission and thereafter can be terminated by the Company on six months written notice or by Mr Quinn on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Quinn will be entitled to 100 per cent. of his annual fee as a lump sum payment if the Company terminates his appointment, or if Mr Quinn chooses to terminate his appointment within 12 months following a change of control.

11.3 *Alex Passmore – Letter of Appointment*

The Company and Mr Passmore have entered into a letter of appointment, effective from Admission dated 27 February 2020 pursuant to which Mr Passmore is engaged as a Non-Executive Director with fees of £24,000 per annum. The appointment is for a term of 24 months from Admission and thereafter can be terminated by the Company on six months written notice or by Mr Passmore on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Passmore will be entitled to 100 per cent. of his annual fee as a lump sum payment if the Company terminates his appointment, or if Mr Passmore chooses to terminate his appointment within 12 months following a change of control.

11.4 *Mike Ralston – Employment Agreement*

The Company and Mr Ralston have entered into an employment contract, effective from Admission, dated 27 February 2020 pursuant to which Mr Ralston is appointed to serve as Chief Executive Officer to oversee all administrative, financial and operational activities of the Company. The employment is subject to a six month probationary period, following which the employment may be terminated on either party giving six months' notice of termination. The Company may terminate the employment for cause at any time. Mr Ralston will be paid a salary of £96,000. The agreement provides for restrictive covenants on termination.

11.5 *Iain Wearing – Employment Agreement*

The Company and Mr Wearing have entered into an employment contract, effective from Admission, dated 27 February 2020 pursuant to which Mr Wearing is appointed to serve as Chief Operating Officer to oversee all technical and operational activities of the Company. The employment is subject to a six month probationary period, following which the employment may be terminated on either party giving six months' notice of termination. The Company may terminate the employment for cause at any time. Mr Wearing will be paid a salary of £120,000 p.a. The agreement provides for restrictive covenants on termination.

12 Pension arrangements

12.1 There are no existing arrangements or proposals existing in connection with the Admission whereby any member of the administrative, management or supervisory bodies of the Company or any other person which provide for benefits upon termination of employment or in connection with retirement from office with the Company or any of its subsidiaries

13 Employees and premises

13.1 In addition to the Directors the Group will only have two employees as at Admission being Mike Ralston and Iain Wearing.

13.2 As at the date of this Document, the Company has no premises.

14 Subsidiaries

14.1 Following Admission the Company will be the ultimate holding company of the following subsidiary:

<i>Name</i>	<i>Country of Incorporation and Company Number</i>	<i>Date of Incorporation</i>	<i>Issued/ Stated Share Capital</i>	<i>% Owned by the Group</i>	<i>Statutory Managers</i>	<i>Activity</i>
Consolidated African Resources (Uganda) Ltd	Uganda Reg No. 133327	6 July 2011	2	100*		Local Project company

Note: * one share held by a nominee of the Company

15 Dilution of Share capital

- 15.1 The issue of the Placing Shares and Subscription Shares will constitute 24.70 per cent. of the Enlarged Share Capital and the interests of Existing Shareholders will be diluted accordingly.
- 15.2 The Directors are authorised to issue Shares pursuant to the grant of the Warrants as set out in paragraph 3.19 of this Part VII. In addition, the Company may issue Shares pursuant to the Share Option Scheme constituting in aggregate up to 10 per cent. of the issued Shares from time to time. Subject to Admission, the aggregate of the Existing Warrants and the Warrants on Admission entitle holders to subscribe for a total of 58,921,668 Shares representing 36.39 per cent. of the fully diluted Issued Shares of the Company upon Admission, assuming full exercise of such Warrants and the share options.

16 Related party transactions

Since the incorporation of the Company on 18 September 2015, the Company has not completed any related party transactions of a kind set out in the Standards adopted according to Regulation (EC) No 1606/2002 as it applies in the European Union. The participation of the Directors in the Subscription as disclosed in this Document is not a material related party transaction for these purposes.

17 Sources of cash, liquidity and cash uses

- 17.1 The Group's ability to finance its strategy in the 12 months following Admission and to meet the Group's obligations as they become due will be fulfilled by cash currently held by the Company and the Net Proceeds. It will use such cash primarily to provide working capital to the Group to enable it to execute its strategy as described under paragraph 2.3 of Part I of this Document. As at the date of this Document, the Group had cash resources of £32,490.

18 Dividend Policy

The Directors' current intention is to retain any earnings for use in the Group's operations and the Directors do not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends at such times (if any) and in such amounts (if any) as the Board determines appropriate and to the extent that to do so is in accordance with all applicable laws.

19 Regulatory Disclosures

Summaries of the announcements made by the Company pursuant to its obligations under the Market Abuse Regulations in the twelve months preceding the date of this Document are set out below:

<i>Date</i>	<i>Key aspects of regulatory disclosure</i>
6 October 2020	The announcement of the issue of 3,339,806 Ordinary Shares to certain project contractors in lieu of fees at 5.15 pence per shares (being the closing price as at 5 October 2020).
7 October 2020	TR1 Notification of holding by InterTrader Limited to give a total holding of 4.492%
9 October 2020	TR1 Notification of holding by InterTrader Limited to give a total holding of 6.186%
13 October 2020	TR1 Notification of holding by Barclays Plc to give a total holding of 6.186%
14 October 2020	TR1 Notification of holding by InterTrader Limited to give a total holding of 4.344%
14 October 2020	TR1 Notification of holding by Barclays Plc to give a total holding of 6.186%
14 October 2020	TR1 Notification of holding by Brandon Hill Capital Limited to give a total holding of 6.67%
23 November 2020	Exercise by Cameron Pearce of warrants in respect of 500,000 Shares and Sam Quinn in respect of 250,000 Shares
25 November 2020	Notification of application for block listing of 7,500,000 Shares to be admitted to trading, effective 1 December 2020 to enable the Company to issue shares to project contractors in lieu of payments in cash with such Shares to be issued

16 December 2020	Notification of a placing to raise £300,000 at 6 pence per Share by the issue to certain directors, the CEO and 3 other placees of 5,000,000 Shares. On completion of the placing Cameron Pearce holds 6,916,667 Shares; Sam Quinn holds 4,666,667 Shares and Mike Ralston holds 2,625,000.
8 February 2021	Notification of the receipt of warrant exercise notices in respect of 666,667 Shares for an aggregate exercise price of £26,667.
12 February 2021	TR1 Notification of holding by InterTrader Limited to give a total holding of 7.100%
24 March 2021	Notification of the receipt of warrant exercise notices in respect of 437,500 Shares for an aggregate exercise price of £26,250.
7 April 2021	Notification of the receipt of warrant exercise notices in respect of 686,667 Shares for an aggregate exercise price of £37,866.69.
26 April 2021	Notification of an acquisition by Oliver Stansfield of an additional 500,000 Shares on 26 April 2021 to give a holding of 3.2%.
29 April 2021	Notification of the acquisition by Cameron Pearce and Mike Ralston of 100,000 Shares each at a price of 6.45pence per Share. Following such acquisition Cameron Pearce holds 5.9% and Mike Ralston holds 2.3%.
1 June 2021	TR1 Notification of an acquisition and holding by Spreadex Limited to give a total holding of 18.75%.
24 June 2021	TR1 Notification of holding by Spreadex Limited to give a total holding of 19.810%
14 July 2021	Notification a placing to raise £235,000 at 6 pence per Share by the issue of 3,925,000 Shares to give a total number of issued Shares of 121,929,950 with the placees receiving one warrant for every two placing shares at 8 pence per Share, exercisable for a period of 3 years.
17 September 2021	TR1 Notification of holding by Spreadex Limited to give a total holding of 20.04%.
12 November 2021	Notification of completion, subject to publication of this document and Admission, of the Placing and Subscription.

20 Significant Change

20.1 Since 31 March 2021 (being the date to which the Group's unaudited consolidated interim financial information for the six-month period ended 31 March 2021 incorporated by reference in Part IV "*Historical Financial Information of the Group*" of this Document has been prepared), there has been no significant change in either the financial performance or the financial position of the Group to the date of this Document.

21 CREST

21.1 The Shares to be issued in connection with the repayment and settlement of the Placing will be in registered form and may be held in either certificated form or uncertificated form, except as otherwise described herein. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument. The Articles permit the holding of Shares in CREST. Accordingly, settlement of transactions in the Shares following Admission may take place within CREST if any Shareholder so wishes. However, CREST is a voluntary system and Shareholders who wish to receive and retain share certificates are able to do so. The records in respect of Shares held in uncertificated form will be maintained by Euroclear and the Company's transfer agents, Share Registrars Limited.

22 Material contracts

The following material contracts are those contracts which have been entered into by the Company: (a) in the two years immediately preceding the date of this Document (other than in the ordinary course of business); and (b) which contain any provision under which the Company has any obligation or entitlement

which is material to the Company as at the date of this Document (other than those entered into in the ordinary course of business):

22.1 *Brandon Hill Joint Broker Agreement*

On 1 May 2019, the Company entered into an engagement letter with Brandon Hill pursuant to which Brandon Hill agreed to act as broker to the Company in connection with any fundraising, which includes the Placing (the “**BH Broker Agreement**”). In consideration for this service, the Company will pay to Brandon Hill a commission of 5 per cent. of the gross proceeds of the total funds raised by Brandon Hill pursuant to the Placing, payable in cash on Admission.

22.2 *Warrant Instrument – 27 June 2018*

A deed of warrant grant dated 27 June 2018 has been created by the Company pursuant to which warrants were granted to certain shareholders that subscribed for Shares prior to the initial public offering of the Company. Each such shareholder was granted a Warrant to subscribe for 1 Share, for each 2 Shares held by such shareholder. Each Warrant is exercisable at 4p per Share at any time from the date of initial admission for four years. Details of the Warrants are set out in paragraphs 3.19 of this Part VII.

22.3 *Warrant Instrument – 31 August 2018*

A deed of warrant grant dated 31 August 2018 has been created by the Company pursuant to which warrants were granted to each shareholder that subscribed for Shares in the initial public offering of the Company. Each such shareholder was granted a Warrant to subscribe for 1 Share, for each 2 Shares held by such shareholder. Each Warrant is exercisable at 6p per Share at any time from the date of initial admission for three years. Details of the Warrants are set out in paragraph 3.19 of this Part VII.

22.4 *Warrant Instrument – 24 March 2020*

A deed of warrant grant dated 24 March 2020 has been created by the Company pursuant to which warrants were granted to each Placee and Subscriber of the fundraising which took place at the time of the Reverse Takeover. Each Placee and Subscriber was granted a Warrant to subscribe for 1 Share, for each 2 Shares held by such shareholder. Each Warrant is exercisable at 8p per Share at any time from the date of re-admission following the Reverse Takeover for five years. Details of the Warrants are set out in paragraph 3.19 of this Part VII

22.5 *BH Broker Warrants – 24 March 2020*

A deed of warrant grant dated 24 March 2020 has been created by the Company pursuant to which warrants were granted to Brandon Hill in accordance with the terms of the Broker Agreement. Brandon Hill was granted warrants over 1,250,000 Shares exercisable at 6p per Share at any time from the date of Admission for three years.

22.6 *Warrant Instrument – 15 December 2020*

A deed of warrant grant dated 15 December 2020 has been created by the Company pursuant to which warrants were granted to a number of subscribers over 5,000,000 Ordinary Shares. Each Warrant is exercisable at 8p per Share at any time from issue for three years.

22.7 *Warrant Instrument – 29 January 2021*

A deed of warrant grant dated 29 January 2021 has been created by the Company pursuant to which warrants were granted to a number of subscribers over 3,125,000 Ordinary Shares. Each Warrant is exercisable at 10p per Share at any time from issue for three years.

22.8 *Warrant Instrument – 20 July 2021*

A deed of warrant grant dated 20 July 2021 has been created by the Company pursuant to which warrants were granted to a number of subscribers over 1,962,500 Ordinary Shares. Each Warrant is exercisable at 10p per Share at any time from issue for three years.

22.9 **Warrant Instrument for Warrants on Admission**

A deed of warrant grant to be dated on or about the date of this document will be created by the Company pursuant to which the Warrants on Admission will be granted to the Placees and Subscribers on the basis of 1 warrant for 2 new Placing Shares or Subscription Shares. The Placees and Subscribers will be granted warrants over an aggregate of 20,000,000 Shares exercisable at 8p per Share at any time from the date of issue for three years.

22.10 **Geological Drilling Contract with Minrom Consulting**

The Company has entered into a contract with Minrom Consulting (Pty) Ltd ("**Minrom Consulting**") dated 29 April 2021 to provide geological studies. Minrom Consulting will perform a definition drilling programme over two mineralisation areas. The programme aims to better define the current delineated graphite mineralised targets, with focus of upgrading declared resources from the mineralisation target to inferred resources category and exploration result to the indicated category. To achieve this, Minrom Consulting will undertake a 2220m definition drilling programme focusing on drilling the high grade targets in the Northern syncline and Camp-Lode areas. It is anticipated that the final report will be delivered by Minrom Consulting within a 26 week period from appointment. The total budget is estimated to be US\$945,000. The contract is governed by the laws of South Africa.

22.11 **Geochemical Analytical Services Contract**

The Company entered into a services contract with SGS Tanzania Superintendence Co. Ltd. ("**SGS**") dated 14 August 2021 to provide geochemical analytical services. All laboratory analyses will be conducted at the SGS Mwanza Laboratory. SGS will undertake the preparation and export of graphite samples. The contract sets out the process of preparation depending on whether the samples are received in pulp or re received as raw rocks, drill core or drill cuttings. Price charged is dependent on weight and volume and other actions taken in respect of each sample.

22.12 **Prefeasibility Study Scope with BatteryLimits**

The Company has entered into a contract with BatteryLimits (Pty) Ltd ("**BatteryLimits**") dated 6 December 2021 pursuant to which BatteryLimits will provide Stage 1 PEA study assistance and Stage 2 PFS for the Orom Graphite Project. Stage 1 will comprise a review of testwork data and resultant flow sheet, establish high level process design criteria; estimate key equipment requirements; factored capital estimate from in-house benchmark data and high level operating cost estimate from in-house benchmark data. Stage 2 will be undertaken in conjunction with input from the Company. The contract provides for cost estimates for each stage based on deliverables.

23 **General financial matters**

23.1 Since the date of the Company's incorporation, the auditors of the Company have been Crowe U.K. LLP.

23.2 Save as disclosed, there are no effects on the assets and liabilities of the Company as a result of the Placing or Admission.

24 **Legal and Arbitration Proceedings**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which the Company is aware), during the 12-month period prior to the date of this Document which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability.

25 **Other information**

25.1 The expenses of the Placing, Subscription and Admission are estimated at £109.750, including VAT and are payable by the Company).

- 25.2 The estimated Net Proceeds, after deducting fees and expenses in connection with the Placing, Subscription and Admission are approximately £1,890,250. Net asset value per Share as of the date of the latest balance sheet was minus £0.28.
- 25.3 Crowe U.K. LLP, whose business address is 55 Ludgate Hill, London EC4M 7JW, has given and not withdrawn its written consent to the inclusion, in this Document, of the references to its name in the form and context in which they appear. Crowe U.K. LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and the Financial Reporting Council.
- 25.4 The historical financial information of the Group included in this Document has been incorporated by reference from the Group's interim and annual accounts as set out in Part IV "*Historical Financial Information of the Group*" of this Document. In relation to the year ended 30 September 2020, the audit report has not been refused by the auditors of the Company and it contains no qualifications or disclaimers.
- 25.5 The Placing Shares and Subscription Shares shall represent 24.70 per cent. of the Enlarged Share Capital and Voting Rights of the Company immediately following Admission. Following Admission, the issued Shares and Voting Rights of the existing Shareholders shall (assuming that they do not participate in the Placing) represent 75.30 per cent. of the Enlarged Share Capital of the Company.
- 25.6 Copies of the following documents will be available for inspection during normal office hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company from the date of this Document:
- (a) the Articles;
 - (b) the audited annual accounts of the Company incorporated into this document by reference in Part IV of this Document;
 - (c) the letters of consent referred to in Part VII of this Document; and
 - (d) this Document.
- 25.7 In addition, this Document will be published in electronic form and be available and free to download from the date of publication from the Company's website at:
www.blencowerresourcesplc.com.

PART XII

NOTICE TO INVESTORS

The distribution of this Document and the Placing and/or Subscription may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

1. General

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

This Document has been approved by the FCA as a prospectus for the purposes of the UK Prospectus Regulation and the Prospectus Regulation Rules. This Document has not been approved as a prospectus by the competent authority in any EEA State and no arrangement has been made with the competent authority in any other jurisdiction for the use of this Document as an approved prospectus in such jurisdiction. Accordingly no public offer is to be made in any EEA state (or in any other jurisdiction). Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below.

2. For the Attention of European Economic Area Investors

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), an offer to the public of the Ordinary Shares may only be made at any time in a Relevant Member State (i) where a prospectus has been approved in such Relevant Member State in accordance with EU Prospectus Regulation or, where appropriate, in another Relevant Member State and notified to the competent authority in that Relevant Member State; or (ii) under the following exemptions under the EU Prospectus Regulation:

- (a) where the offer is solely addressed to any legal entities which are qualified investors as defined under the EU Prospectus Regulation;
- (b) where the offer is addressed to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in such Relevant Member State; or
- (c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the EU Prospectus Regulation.

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

The distribution of this prospectus in other jurisdictions may be restricted by law and therefore persons into whose possession this prospectus comes should inform themselves about and observe any such restrictions.

3. For the Attention of UK Investors

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

In the United Kingdom this Document is for distribution to, and is directed only at, legal entities which are qualified investors as defined under the Prospectus Directive and are (i) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Order; or (iii) persons to whom it may otherwise be lawfully distributed under the Order, (all such persons together being “**Relevant Persons**”). In the United Kingdom, any investment or investment activity to which this Document relates is only available to and will only be engaged in with Relevant Persons. Persons who are not Relevant Persons should not act or rely on this Document or any of its contents.

4. For the Attention of Australian Investors

This admission document is not a ‘prospectus’, ‘product disclosure statement’ or other ‘disclosure document’ for the purposes of the Australian Corporations Act and is not required to be lodged with ASIC or the ASX. Accordingly, a person may not (directly or indirectly) offer for subscription or purchase or issue invitations to subscribe for or buy or sell the Shares, or distribute this admission document where such offer, issue or distribution is received by a person in the Commonwealth of Australia, its territories or possessions, except if:

- (a) the amount payable by the transferee in relation to the Shares is A\$500,000 or more or if the offer or invitation to the transferee is otherwise an offer or invitation that does not require disclosure to investors in accordance with part 6D.2 or part 7.9 of the Corporations Act; or
- (b) the offer or invitation does not constitute an offer to a ‘retail client’ under Chapter 7 of the Corporations Act.

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission of the Placing Shares to trading on the LSE’s main market for listed securities
“Articles”	the articles of incorporation of the Company for the time being
“Board” or “Directors”	the directors of the Company for the time being
“Brandon Hill” or “Joint Broker”	Brandon Hill Capital Limited, a private limited company incorporated in England and Wales with number 4258441
“City Code”	the UK City Code on Takeovers and Mergers
“Company” or “Blencowe”	Blencowe Resources plc a company incorporated with limited liability in England and Wales under the Act on 18 September 2017, with number 10966847
“Connected Person(s)”	connected persons (within the meaning of section 252 of the Act)
“Consolidated African (Uganda)”	Consolidated African (Uganda) Limited, the subsidiary of the Company incorporated in Uganda
“Costs”	total expenses incurred (or to be incurred) by the Company in connection with the Placing and Admission of the Company totalling approximately £109,750
“CREST”	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form which is administered by Euroclear
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
“Directors”	the directors of Blencowe as at the date of this Document whose names are set out on page 27
“Disclosure Guidance and Transparency Rules” or “DTR”	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“Document”	this prospectus
“Enlarged Issued Share Capital” or “Enlarged Share Capital”	the Existing Share Capital of the Company together with the Placing Shares
“equity securities”	shares, or rights to subscribe for or to convert into shares
“EU Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales
“Existing Share Capital” or “Existing Shares”	the 121,929,950 Shares in issue immediately preceding the completion of the Placing and the issue of the Placing Shares

“Existing Warrants”	the 38,921,668 Warrants on the date of this Document to subscribe for Shares in the Company as more particularly described in paragraphs 3.19 and 22 of Part VII of this Document
“FCA”	the UK Financial Conduct Authority
“First Equity” or “Joint Broker”	First Equity Limited, a private limited company incorporated in England and Wales with number 02019652
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Fundraising Price”	£0.05 (5 pence)
“Group”	the Company and its subsidiary, Consolidated African (Uganda)
“HMRC”	HM Revenue and Customs
“IFRS”	International Financial Reporting Standards as adopted by the European Union
“Investor”	means a person who purchases, considers the purchase or holds Shares in the Company
“JORC 2012 Code”	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and “JORC Resource” means a resource identified in accordance with the JORD 2012 Code
“Joint Brokers”	mean Brandon Hill and First Energy
“Listing Rules”	the listing rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time
“London Stock Exchange” or “LSE”	London Stock Exchange plc
“Main Market”	the main market of the London Stock Exchange for officially listed securities
“Market Abuse Regulations”	Regulation (EU) No 596 (2014 of the European Parliament and of the Council on market abuse)
“Net Proceeds”	the funds received in relation to the Placing less Costs
“Official List”	the Official List of the UK Listing Authority
“Orom Graphite Project”	means the Orom project owned and operated by Consolidated African (Uganda) as described in Part 1 of this Document
“Placee”	a party that agrees to subscribe for new Shares in the Placing
“Placing”	the proposed placing of 29,100,000 Shares by First Equity on behalf of the Company at the Fundraising Price and on the terms and subject to the conditions set out in the Placing Letter
“Placing Letter”	the placing letters issued by First Equity on behalf of the Company and executed by each Placee relating to the Placing
“Placing Shares”	the 29,100,000 Shares to be issued pursuant to the Placing
“Premium Listing”	a listing on the Premium Listing Segment of the Official List under Chapter 6 of the Listing Rules
“Project Licences”	means the licences held by Consolidated African (Uganda) as described in section 3.3 of Part 1

“Prospectus Regulation Rules”	the prospectus rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“Registrar”	Share Registrars Limited
“Regulatory Information Service”	a regulatory information service authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies
“Securities Act”	the U.S. Securities Act of 1933, as amended
“Share Option Scheme”	the enterprise management incentive (EMI) and share option plan and unapproved share option plan adopted by the Company
“Shares”	shares of 0.5 pence each in the Company
“Shareholders”	holders of Shares
“Standard Listing”	a Standard Listing under Chapter 14 of the Listing Rules on the Standard Segment of the Main Market of London Stock Exchange
“Subscribers”	the subscribers for the Subscription Shares
“Subscription”	the subscription by each Director and other investors for the Subscription Shares conditional on the publication of this Document and Admission
“Subscription Letter”	the letters of subscription between the Company and each Subscriber in relation to the Subscription
“Subscription Shares”	the 10,900,000 Shares to be issued pursuant to the Subscription
“Takeover Panel”	the UK Panel on Takeovers and Mergers
“UK Listing Authority” or “UKLA”	the FCA in its capacity as the competent authority for listing in the UK pursuant to Part VI of FSMA
“UK Prospectus Regulation”	the UK version of Regulation (EU) 2017/1129 which is part of the UK law by virtue of the European Union (Withdrawal) Act 2018/EUWA
“UK Sterling” or “£”	Pound Sterling, the lawful currency of the United Kingdom
“uncertified” or “uncertified form”	in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST
“Uncertified Regulations”	the Uncertificated Securities Regulations 2006 (as amended or replaced from time to time)
“US Dollars” or “\$”	United States Dollars, the lawful currency of the United States
“Voting Rights”	all the voting rights attributable to the capital of a company which are currently exercisable at a general meeting
“Warrants”	the Existing Warrants and the Warrants for Admission
“Warrants for Admission”	the warrants over 20,000,000 Ordinary Shares to be granted to the Places and Subscribers at Admission

GLOSSARY OF TECHNICAL TERMS

Aeromagnetic	An aeromagnetic survey is a common type of geophysical survey carried out using a magnetometer aboard or towed behind an aircraft. The magnetometer measures and records the total intensity of the magnetic field at the sensor, which is a combination of the desired magnetic field generated in the Earth as well as tiny variations due to the temporal effects of the constantly varying solar wind and the magnetic field of the survey aircraft. By subtracting the solar, regional, and aircraft effects, the resulting aeromagnetic map shows the spatial distribution and relative abundance of magnetic minerals (most commonly the iron oxide mineral magnetite) in the upper levels of the Earth's crust. Because different rock types differ in their content of magnetic minerals, the magnetic map allows a visualization of the geological structure of the upper crust in the subsurface, particularly the spatial geometry of bodies of rock and the presence of faults and folds.
amorphous graphite	A natural mineral. Contrary to the name, amorphous graphite is not truly amorphous, but is a microcrystalline form of natural graphite. It is granular except in extremely fine grinds, which have a flakey structure.
banded granulite and charnockite	Granulite and charnockite laid down in separate horizontal layers.
basic pyroxene granulite and pyroxene gneiss	Granulites and Gneiss metamorphic rocks containing rock-forming silicate minerals.
Charnockite	Any orthopyroxene-bearing quartz-feldspar rock, formed at high temperature and pressure.
crystalline graphite	A crystalline form of the element carbon with its atoms arranged in a hexagonal structure. It occurs naturally in this form and is the most stable form of carbon under standard conditions.
felsic graphic granulite	Granulites that are relatively rich in elements that form feldspar, quartz and graphite.
granulite or retro granulite facies	Granulites are a class of high-grade metamorphic rocks of the granulite facies that have experienced high-temperature and moderate-pressure metamorphism. They are medium to coarse-grained and mainly composed of feldspars sometimes associated with quartz and anhydrous ferromagnesian minerals.
lithologies	The lithology of a rock unit is a description of its physical characteristics visible at outcrop, in hand or core samples, or with low magnification microscopy. Physical characteristics include colour, texture, grain size, and composition. Lithology may refer to either a detailed description of these characteristics, or a summary of the gross physical character of a rock. Lithology is the basis of subdividing rock sequences into individual lithostratigraphic units for the purposes of mapping and correlation between areas.
Mafic-Granulite	A granulite with >30 per cent. mafic minerals. (Mafic is an adjective describing a silicate mineral or igneous rock that is rich in magnesium and iron) (Granulites are a class of high-grade metamorphic rocks of the granulite facies that have experienced high-temperature and moderate-pressure metamorphism.)

Neoproterozoic Era	The unit of geologic time from 1,000 to 541 million years ago. Deformed – the rock has been shaped by the earth's movements during time.
Neoproterozoic Ogili Suite	Granite and charnockite formed in the Neoproterozoic Era from 1,000 to 541 million years ago.
Neoproterozoic West Karamoja Group	A geologic group of rock formations in the Northeastern Uganda region formed in the Neoproterozoic Era from 1,000 to 541 million years ago.
Neoproterozoic Amuru Group	A geologic group of rock formations in the Northern Uganda region formed in the Archaean Eon. The Neoproterozoic spans the period from 2,800 to 2,500 million years ago.
Ogili Suite	Series of rock formations and layers banded into a group covering a regional geological area.
Quaternary	Denoting the most recent period in the Cenozoic era, following the Tertiary period and comprising the Pleistocene and Holocene epochs.
Quaternary Sediments	Estuarine and river sands and gravels laid down by flood or wind over the last two million years, during the current Quaternary period.
ROM Sheet 17	Regional mapping sheet 17.
Schist	A foliated metamorphic rock made up of plate-shaped mineral grains that are large enough to see with an unaided eye, if the schist is metamorphosed further, it might become a granular rock known as gneiss. The plate-shaped mineral grains can be graphite, talc or hornblende, and the schist will be defined with the major mineral.
sinistral shearing	Horizontal movement (left-handed) of geological components in response to deformation by compressive stress.
TGC	The total organic carbon content is subtracted from the total carbon content to determine the total inorganic carbon content of a given sample.

