

Blencowe Resources Plc

Annual Report and Financial Statements

For the year ended 30 September 2023

Blencowe Resources Plc

Table of Contents

Company Information	1
Chief Executive Officer report	2
Strategic Report	4
Director's Report	11
Corporate Governance	15
Directors' Remuneration report	21
Independent Auditor's Report	23
Consolidated Statement of Comprehensive Income	29
Consolidated Statement of Financial Position	30
Parent Statement of Financial Position	31
Consolidated Statement of Changes in Equity	32
Parent Statement of Changes in Equity	33
Consolidated Statement of Cash Flows	34
Parent Statement of Cash Flows	35
Notes to the Financial Statements	36

Blencowe Resources Plc

Company Information

For the year ended 30 September 2023

Directors

Cameron Pearce
Sam Quinn
Alexander Passmore

Registered Office

167-169 Great Portland Street
Fifth Floor
London, England
W1W 5PF

Secretary

FIM Secretaries Limited
25 Bedford Square
London
England
WC1 B3HH

Administrator

FIM Capital Limited
55 Athol Street
Douglas
Isle of Man
IM1 1LA

Auditors

Crowe U.K. LLP
55 Ludgate Hill
London
England
EC4M 7JW

Register

Share Registrars Limited
27/28 Eastcastle Street
London
England
W1W 8DH

Joint Broker

First Equity Limited
Salisbury House
London Wall
London
EC2M 5QQ

Joint Broker

Tavira Securities Limited
13th Floor
88 Wood Street
London
EC2V 7DA

Blencowe Resources Plc

Chief Executive Officer's Report for the year ended 30 September 2023

Shareholders and Stakeholders,

It gives me great pleasure to reflect on another year of progress within Blencowe and our continued efforts to unlock the value sitting in our Orom-Cross graphite project in Uganda. This project remains one of the largest, highest quality graphite projects in the world and in a market which is forecast to demand exponential tonnage of graphite ahead, in particular to deliver the huge number of batteries to power electric vehicles and store renewable energy, we are operating in very exciting times.

Our main focus of energy and efforts this past year have been in commencing the Definitive Feasibility Study (DFS) which is the last major study required prior to investment decision, and one that requires a lot more work and cost than the previous Scoping or Pre-Feasibility Studies. The DFS started in the early calendar year and was expected to take 12 months, but longer than anticipated time taken to secure necessary funding has meant the DFS will only be completed by end of 2024. The DFS requires four major thrusts; firstly, mining and infrastructure development at site; secondly revised environmental impact studies to extend the previous EIS that was done in conjunction with our mining license award in 2019; thirdly bulk sample testing in China to ultimately secure offtake contracts; and fourthly, providing a full project funding solution, for the DFS costs themselves but thereafter to implement the strategy and build the mine.

As the DFS has progressed a fifth element has now been added, which is downstream processing of graphite from a concentrate to a purified product. This is being considered as a means to significantly enhance the overall value of the project.

I am pleased to report that all DFS work to date has yielded positive results, with no exceptions. Earlier in the calendar year we mined 100 tonnes of material from Orom-Cross and shipped this to China where it underwent commercial scale testing to show that we can process and deliver the same high quality end concentrate from a much larger quantity than we had previously proven we could deliver from lab-scale testing. This pilot testing in China has been very successful and by showcasing our product over there we have also opened many doors for future relationships; in simple terms our product is well received there which is good as China accounts for the vast majority of the graphite market today. We are using very experienced partners to build these relationships in China, experts who have taken other graphite companies through this same qualification process, so we are confident we will end up with a good end result from this in 2024. In order to seek tier one partnerships for offtake we are now embarking on a further 600 tonne bulk sample to go through the same pilot testing procedure over the next six months and if successful this will hopefully complete our pre-qualification process and allow us to move to negotiate initial offtake agreements which are vital to the DFS.

Work continues in Uganda on all facets of infrastructure and environment, and we are building a strong team there to take ownership of in-country requirements. Government of Uganda support remains firm as does local community support.

The process to find a tier one strategic funding partner has taken us longer than anticipated but has ultimately borne exceptional results, as the Company was able to sign a Technical Assistance Grant with the US International Development Funding Corporation (DFC) in September 2023 for a US\$5 million grant to Blencowe for DFS costs, as well as DFC mandated as lead partner to help provide a full project funding solution ahead. Having the US Government as our strategic partner has obvious benefits and we are very proud to be the first and only graphite company that DFC have partnered with to date in this regard. Whilst this took time to lock down this grant it was absolutely worth the wait and Blencowe now has a strong funding partner ahead which is the envy of many of our peers in the graphite market.

The shift in focus to consider further downstream processing is gathering momentum, and this could have a colossal impact on the value that Orom-Cross brings to Blencowe. Whilst mining and processing graphite to a 96% concentrate was proven to be a profitable venture in the PFS we have come to realise that further processing of that concentrate to a 99.95% purified product can yield considerably higher margins and Blencowe is now considering all options how it can get involved in this downstream market. There is substantial IP (intellectual property) involved which is held by existing processing companies so any such a move would involve partnering with one or more of these processing experts, but work is underway to consider several alternatives.

Further work has been completed using international technical experts to ascertain the quality of Orom-Cross graphite as it upgrades from 96% concentrate to a purified 99.95% end product, and I am pleased to say the results have been outstanding, with Orom-Cross having passed with flying colours. At the end of the day each graphite project is unique, with inherent chemical characteristics

Blencowe Resources Plc

Chief Executive Officer's Report for the year ended 30 September 2023 (Continued)

that are different to each project, and which largely define the quality of the end product and therefore price and demand for these end products. As we continue to test Orom-Cross through to 99.95% purified product we continue to learn of its exceptional chemical properties and these characteristics will ultimately be the advantage that helps shape key relationships, offtake partners and contracts.

I would like to reach out to all the consultants, partners, and other relationships we have built to thank all of them for their efforts, including our internal management team. We are in very exciting times as the green energy revolution gathers pace and the graphite market is evolving fast due to a variety of factors, including geopolitics. Each and every one of these partnerships is critical to our success ahead and we value their expertise and support.

I would also like to thank our shareholders and the wider market for your support, and in particular our major shareholders who have stuck by us through what have been challenging market conditions. We offer the ability to be part of something unique as we develop this exceptional project, and we hope that we can continue to justify your faith and your investment.



Mike Ralston

Chief Executive officer

Blencowe Resources Plc

Strategic Report for the year ended 30 September 2023

The Directors present the Strategic Report for the year ended 30 September 2023.

Results

The results are set out in the Consolidated Statements of Comprehensive Income on page 29. The total comprehensive loss attributable to the equity holders of the Group for the period was £1,366,685 (2022: £1,089,679).

The Group paid no distribution or dividends during the period.

Business model, review of the business and future developments

The Group's principal activity is the exploration of Orom-Cross Graphite Project in Northern Uganda, which it owns through its 100% subsidiary Consolidated African Resources Limited 'CARU'.

The Group's aim is to create value for shareholders through the discovery and development of economic mineral deposits. The Group's strategy is to continue to progress the development of its existing project in Uganda and to evaluate its existing and new mineral resource opportunities.

The Group's business is directed by the Board and is managed on a day-to-day basis by the Executive Chairman, Cameron Pearce. The Board monitors compliance with objectives and policies of the Group through performance reporting, budget updates and periodic operational reviews.

Key performance indicators (KPIs)

Financial KPIs

Results for the year

With no income in the year the Group continues to monitor the loss before tax to ensure the continued viability of the Group and ability to continue to develop the Orom-Cross Graphite Project. The Group has made a loss before tax of £1,397,967 for the year ended 30 September 2023 (2022: loss before tax of £1,085,474).

Exploration expenditure – funding and development costs

At this stage in the Group's development, the Group is focusing on financing and continued development of the Orom-Cross Graphite Project. Therefore, the funding and development costs of Orom-Cross Graphite project have been chosen as Key Performance Indicators.

The Group incurred £1,190,977 (2022: £1,423,236) of capitalised exploration costs. These exploration costs are in line with the Board expectations.

In 2023 the Group raised funds of £1,313,820 net of issue costs (2022: £2,628,748) from the equity markets. Please see note 20 for further details of the funds raised after the year end.

At 30 September 2023 the Group had a cash balance of £129,853 (2022: £346,994).

Employees

There were two employees during the year apart from the directors, the Chief Executive Officer ("CEO") and the Chief Operating Officer ("COO"), who are the key management personnel. All current members of the Board and the key management personnel are males. For more information about the Group's key management personnel see note 7.

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

Social, Community and Human Rights Issues

The Orom-Cross Graphite Project is still at an early stage of project development and further consideration will need to be given to social, community and human rights issues affecting the Project. Currently a key consideration is that 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. At this time, although the Group continues to explore and test the minerals, the land has not been affected and therefore the Group has not accounted for any costs associated with the rehabilitation of the area.

On 10 September 2022 CARU signed a revised agreement with the local communal land association of Locomo village for the land surface rights and has agreed to help provide local education and sensitization of the local communities in Akurumo parish on the opportunities and advantages of mining graphite. CARU will give employment priorities to the local capable members of Akurumo parish.

Since the acquisition of CARU the Group has donated to local causes, such as a scholarship programme and to fight against COVID-19. The Group will continue to donate to the local communities around the region of Uganda in which the Project Licences are located.

Principal risks and uncertainties and risk management

The Group operates in an uncertain environment and is subject to a number of risk factors. The Directors have carried out a robust assessment on the principal risks facing the Group, including those that threaten its business model, future performance, solvency or liquidity.

The Group continues to monitor the principal risks and uncertainties with the help of specialists to ensure that any emerging risk are identified, managed and mitigated. There has been no significant impact to the Group from the Russia-Ukraine conflict and the Israel-Palestine conflict.

Geological risks

On 19 July 2022, the Group completed the pre- feasibility study for the Orom-Cross graphite project and a net present value (post tax) assessment of \$482million has been estimated from the project. The pre- feasibility study indicates a robust, long-term, and profitable mining operation at Orom-Cross. The Pre- feasibility study was managed by leading graphite technical experts Battery Limits Pty Limited (Australia), who have delivered several other graphite project feasibility study in the past. The estimated production per annum will be 36,000tpa as 96-97% end products and increasing this to 147,000tpa in stages. It is estimated that 50% of the product is +100 to +50 mesh fractions. The pre- feasibility study estimated a US\$1,307/t weighted average selling price for a basket of end products and US\$499/t operating costs, underlining one of the lowest cost graphite projects worldwide. On 26 September 2022 the Group announced that it had commenced the definitive feasibility study with completion date 2H-2023.

On 6 December 2022, the Group completed the metallurgical test work on substantially up-scaled quantities of Orom-Cross composite mix. The additional metallurgical test work on Orom-Cross graphite continues to deliver a high-quality grade graphite concentrate. The program was designed to deliver the following objectives:

1. Confirm a 95-97% total graphite content, pure concentrate with low impurities.
2. Confirm 90% recovery is achievable for this concentrate.
3. Confirm the liberation process to maintain a high percentage of Jumbo/XL/Large flakes within concentrate.
4. Confirm process flow diagram for plant design as part of the Definitive Feasibility Study.
5. Deliver bulk concentrate samples to allow Blencowe to initiate discussions with potential off-take partners.

On 11 January 2023 the Ugandan Government approved a landmark one-off permit for Blencowe to export bulk sample graphite from Orom-Cross for key Metallurgical final testing. 100 tonnes of bulk samples were mined, and fast track delivered to China by air freight for initial off -site testing with a Chinese experienced graphite processing specialist Jilin Huiyang New Material Technology Company Limited. Blencowe also send an additional 5kg of concentrate to Chicago-based graphite specialist AET Co, which is a recognized industry expert in SPG (spheronised purified graphite) and expandability testing.

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

On 23 January 2023, the group appointed a leading firm from Perth, CPC Engineering to lead, develop and sign off the Definitive Feasibility study.

The Group uses advisors with specialist knowledge in mining and related environmental management for reducing the impacts of environmental risk.

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-Cross 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 the country or any other countries in which the Group may operate are beyond the control of the Group and may adversely affect its operations. To mitigate this risk, the Board continues to review any changes on the government regulations and the political stability in Uganda.

Pricing risk

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 Group. 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 expects to 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-Cross Graphite Project is dependent on the production of graphite that is adequate to make the project economically viable. The Board regularly monitors the prices of graphite and is prepared to raise further capital if it is required.

Commodity and currency risk

As the Groups' potential earnings will be largely derived from the sale of graphite, the Group'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 Group.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Group. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centers 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 Group 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 Group. The exchange rates are affected by numerous factors beyond the control of the Group, including international markets, interest rates, inflation and the general economic outlook. The Directors are confident that

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

they have put in place a strong management team capable of dealing with the above issues as they arise.

Financing

On 27 April 2023 the Group announced that it had found a strategic funding partner for the Orom-Cross Graphite project, and this was completed on 22 September 2023. The Development Finance Corporation (DFC) engaged to fund 50% of Project Definitive Feasibility Study costs by way of a technical assistance grant. US International Development Finance Corporation is America's leading development finance institution that partners with the private sector to provide finance solutions for project development in markets deemed critical. As of 10 October 2023, the Group received \$1 million of the \$5 million technical grant funding from the Development Finance Corporation. 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-Cross Graphite Project, there can be no certainty that the Group will achieve or sustain profitability or positive cash flow from its operating activities. With regards to future capital expenditure on the Orom-Cross Graphite Project, the Company will need to raise additional capital during the next 12 months in order to fully fund completion of the Definitive Feasibility Study.

The Group has been approached by potential strategic partners who may eventually provide an offtake, funding or development scenario for the Orom-Cross graphite project. If this is not successful, the Board may consider stopping the project until further cash can be generated.

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.

In common with many exploration entities, the Group will need to raise further funds in order to progress the Group from pre-construction phase of its business and eventually into production of revenues.

Environmental and safety

The Orom-Cross Graphite Project is still at an early stage of project development and further consideration will need to be given to environmental and social issues affecting the Orom-Cross Graphite Project. 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. 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.

Environmental management systems are in place to mitigate environmental hazard risks. The Group uses advisors with specialist knowledge in mining and related environmental management for reducing the impacts of environmental risk.

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

Task Force on Climate -related Financial Disclosures (TCFD)

The Task Force on Climate-related Financial Disclosures was convened by the Financial Stability Board to produce a common global framework for companies to report on how climate change will affect their business.

To help investors and wider stakeholders understand how companies are managing climate related financial risks, the TCFD recommends that companies make disclosures across four key areas, often referred to as the four pillars.

The directors support the initiatives of the TCFD, and has prepared disclosures to a level of detail that the directors consider to be consistent with the TCFD recommended disclosures, and as appropriate to the current position of the Group as an exploration entity.

The directors consider that several of the specific disclosures sought under TCFD recommendations will be less meaningful to users at the current stage of the Company's Orom-Cross Project and will have greater relevance at the conclusion of the DFS (due to be completed by the end of 2024) and following the commissioning of the Orom-Cross Project.

1. Governance

The Company view climate related risks and opportunities as growing in importance. The Board is ultimately responsible for the oversight and compliance with local environmental laws at its exploration location in Uganda, together with assessment of the impact of climate change on risk to the organisation.

In advance of commissioning the project operations, the Group will establish a Sustainability Committee, comprising the Chairman, the Chief Executive Officer and a non-executive director, that will guide and support the Group's environmental approach and plans with respect to climate-related matters. The Committee will also consider and set appropriate Group policies that will govern how management assess and manage the risks and opportunities following commissioning.

Management of the group, who are involved with the ongoing DFS are responsible for assessing and managing climate -related risks and opportunities through the current study and will input to plans and assessments related to the ESIA (environmental and social impact assessment) and ESG (environmental, social and governance) components of the study.

2. Strategy

The Group's project at Orom-Cross is currently in the stage of completing its Definitive Feasibility Study, the outcome of which in 2024 will include more detail and assessment to define the Group's strategic approach to climate-related matters.

The current global movement towards clean energy and storage solutions, in which graphite forms an integral part, together with technological advances in the use of graphite are an exciting opportunity for the Group to be a significant part of sustainable energy solutions.

3. Risk management

Identification and assessment of climate related risks and opportunities in relation to the Group's activities is performed by management on an ad-hoc basis. Management have not assessed there to be any significant climate-related risks that impact on the current exploration activity in Uganda.

The Group is currently completing the DFS, which will include ESIA and ESG assessments that will assist management to detail the climate related risks and opportunities relating to development of the project. Identification and mitigation of these risks will be addressed by the planned Sustainability Committee described in the Governance section of this statement.

At this time the Group operates no corporate offices either for the management team, or in Uganda, and has no operational graphite production activity. As such management have assessed that no significant greenhouse gas (GHG) emissions are currently produced.

As the project progresses through the DFS, the risk management framework is somewhat fluid and will be analysed, adapted and expanded as the various study components of the DFS develop. The Group is identifying and developing a 'leave no trace' solution to development wherever possible including utilising renewable energy supply and electrification options for operations. These actions will be included in the output of the DFS.

The Group currently employs the foundations of ISO Risk Management standards 31000, and will develop this by engaging in the certification process for this standard. Climate risks will be identified in detail in the ESIA and ESG assessments that form part of the DFS.

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

Management have not identified any climate-related scenarios that are expected to impact the resilience of the current exploration works performed by the Group. Assessment of different climate scenarios will be included in the works performed for the DFS.

4. Metrics and targets

The Company will define the metrics and performance targets to assess the climate-related risks and opportunities in line with its strategy and risk management processes once the Orom-Cross operation has been commissioned. Initially some of these will be outlined as part of the ESIA and ESG assessments currently being undertaken for the project DFS.

As the current exploration operations of the Group have a minimal physical presence, Greenhouse Gas emissions are not currently recorded. However as part of the ESIA and ESG study works, the Group is developing the systems and reporting standards to track these in preparation for development of the project.

Taxation

Following an inspection by the Ugandan Revenue Authority (URA) of the tax affairs of Consolidated African Resources Uganda (“CARU”) covering the period between January 2014 and December 2022, the Group has incurred a capital gains tax charge of £392,425 as set out in Note 8 to the Financial Statements. This charge related to the acquisition by the Company of CARU in 2019. The amount was chargeable to the former owners, however this was not settled by them and under Ugandan legislation the liability is reclaimable from the acquirer if it cannot be obtained from the seller. Following advice from in-country tax advisors the Company is currently in discussions with the Ugandan Revenue Authority (URA) regarding options available to the Company to either pursue the seller for the tax liability or to seek a reduction or payment plan for the liability.

Section 172 Statement

The Board believes they have acted in a way most likely to promote the success of the Group for the benefit of its members as a whole, as required by section 172.

The requirements of section 172 are or the Board to:

- consider the likely consequences of any decision in the long term,
- act fairly between the members of the Group,
- maintain a reputation for high standards of business conduct,
- consider the interest of the Group’s employees,
- foster the Group’s relationship with suppliers, customers and others, and
- consider the impact of the Group’s operations on the community and the environment.

The Group operates a mineral exploration business, which is inherently speculative in nature and, without regular income, is dependent upon fund-raising for its continued operation. The pre-revenue nature of the business is important to the understanding of the Group by its members, employees and suppliers, and the Directors are as transparent about the cash position and funding requirements as is allowed under LSE regulations.

The principal decisions taken by the Board during the year relate to the ongoing research and development of the Orom-Cross Graphite Project, which since its acquisition in 2020 is still at an early stage of project development. The Board has looked to build upon the information available and the exploration activities carried out by the Subsidiary prior to its acquisition. Through work such as Metallurgical testwork and preliminary economic assessment the board continues to gather information on the long-term viability of the project and the impact on the local community and the environment. The Board have outlined a work program for the future strategy of the Project. In order to carry out its strategy, the company has entered into a number of contracts with providers who are best placed to undertake the necessary research and review.

The Board is ultimately responsible for the direction, management, performance and long-term sustainable success of the Group. It sets the Group’s strategy and objective considering the interest of all its stakeholders. A good understanding of the Company’s stakeholders enables the Board to factor the potential impact of strategic decisions on each stakeholder group into a boardroom discussion. By considering the Company’s purpose, vision and values together with its strategic priorities the Board aims to make sure that its decisions are fair. The Board has always taken decisions for the long term and consistently aims to uphold the highest standards of business conduct. Board resolutions are always

Blencowe Resources Plc

Strategic report for the year ended 30 September 2023 (Continued)

determined with reference to the interests of the Company’s employees, its business relationships with suppliers and customers. Wherever possible, local communities are engaged in the geological operations and support functions required for field operations providing much needed employment and wider economic benefits to the local communities. In addition, the Group contributes annually towards a scholarship programme for the local community in Uganda. The Board takes seriously its ethical responsibilities to the communities and environment in which it works. We abide by the local and relevant UK laws on anti-corruption and bribery.

The Group follows international best practice on environmental aspects of our work.



Cameron Pearce

Director
30 January 2024

Blencowe Resources Plc

Directors' Report for the year ended 30 September 2023

The Directors submit their report with the audited Financial Statements for the year ended 30 September 2023.

General information

Blencowe Resources Plc ("the Company"), was incorporated as a private Limited Company under the laws of England and Wales with registered number 10966847 on 18 September 2017. On 13 July 2018, the Company was re-registered as a public company under the Companies Act 2006.

Blencowe's primary focus is on exploration of the Orom-Cross Graphite Project located in Northern Uganda.

Results for the year and distributions

The Group results are set out in the Consolidated Statements of Comprehensive Income. The total consolidated comprehensive loss attributable to the equity holders of the Group for the financial year was £1,366,685 (2022: £1,089,679). The Group received no income, and the full amount of the loss is due to expenses incurred in capital raising (to the extent not deducted from share premium), and general corporate overheads.

The Group paid no distribution or dividends during the financial year (2022: £Nil).

Subsidiary change of name

On 7 March 2023 Blencowe Resources Uganda Limited a 100% owned subsidiary of Blencowe Resources Plc changed its name to Consolidated African Resources Limited.

The Board of Directors

The Directors who held office during the financial year and to the reporting date, together with details of their interest in the shares of the Company at the reporting date were:

	Number of Ordinary Shares	Percentage of Ordinary Shares
Sam Quinn	4,916,667	2.35%
Cameron Pearce	7,516,667	3.59%
Alexander Passmore	1,550,000	0.74%

The Board comprises of one Executive Director and two Non-Executive Directors as detailed below:

Cameron Pearce – Executive Chairman

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.

Sam Quinn – Non Executive Director

Sam Quinn 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 was formerly the Director of Corporate Finance and Legal Counsel for the Dragon Group, a London-based natural resources venture capital firm and is currently a partner of Silvertree Partners, a natural resource focussed back office outsourcing business. Mr Quinn has in addition held several management roles for listed and unlisted natural companies and 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.

Blencowe Resources Plc

Directors' Report for the year ended 30 September 2023 (Continued)

Alex Passmore – Non Executive Director

Alex Passmore 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.

Directors' indemnities

To the extent permitted by law and the Articles, the Company has made qualifying third-party indemnity provisions for the benefit of its directors during the year, which remain in force at the date of this report.

Policy for new appointments

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 (other than alternate directors) must not be less than two and must not be more than 15 in accordance with the Articles. Any Director so appointed shall hold office only until the annual 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 annual general meeting, he shall vacate office at the conclusion thereof.

Rules for amendments of articles

Directors cannot alter the Company's Articles unless a special resolution is approved by the shareholders. A special resolution requires at least 75% of a company's members to vote in favour for it to pass.

Substantial shareholders

The share capital of Blencowe consist of only one class: ordinary shares. Therefore, all of the Company's shares rank *pari passu* and no preferential rights apply. No single person directly or indirectly, individually or collectively, exercises control over the Company. The Directors are aware of the following persons, who had an interest in 3% or more of the issued ordinary share capital of the Company as at 30 September 2023:

Shareholder	% of issued share capital of the Company
Pershing Nominees Limited	23.91%
Hargreaves Lansdown (Nominees) Limited	16.46%
Interactive investors services Nominees Limited	9.57%
Lawshare Nominees Limited	6.08%
Vidacos Nominees Limited	5.11%
James Brearley Crest Nominees Limited	4.02%
HSDL Nominees Limited	3.40%

The Directors are not aware of any changes in interests between 30 September 2023 and the date of approval of the financial statements.

Financial risk management

The Group's principal financial instruments comprise cash balances, accounts payable and other receivables arising in the normal course of its operations.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and cash flow interest rate risk. See note 18.2 for more information on the financial risk management objectives and policies.

Blencowe Resources Plc

Directors' Report for the year ended 30 September 2023 (Continued)

Greenhouse Gas (GHG) Emissions

The energy consumption has not been disclosed as the Group's consumption is below 40,000 kWh.

Responsibility statement

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with UK adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether UK adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

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

The Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. The Directors consider the Annual Report and the financial statements, taken as a whole, provide the information necessary to assess the Group's position, performance, business model and strategy and are fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

- the financial statements have been prepared in accordance with UK adopted international accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the management report includes a fair review of the development and performance of the business and the financial position of the Group, together with a description of the principal risks and uncertainties that they face.

Blencowe Resources Plc

Directors' Report for the year ended 30 September 2023 (continued)

Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Directors are responsible for maintaining the Group's systems of controls and risk management in order to safeguard its assets.

Risk is monitored and assessed by the Board who meet regularly and are responsible for ensuring that the financial performance of the Group is properly monitored and reported. This process includes reviews of annual and interim accounts, results announcements, internal control systems, procedures and accounting policies.

Subsequent events

Please see note 20 for details of the Group's subsequent events.

Directors' confirmation

So far as the directors are aware, there is no relevant audit information of which the Group's auditors are unaware, and they have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Auditors

The auditors, Crowe U.K LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

By Order of the Board



Cameron Pearce

Director
30 January 2024

Blencowe Resources Plc

Corporate Governance

The Group recognises the importance of, and is committed to, high standards of Corporate Governance. Whilst the Group is not formally required to comply with the UK Corporate Governance Code 2018, the Group will try to observe, where practical, the requirements of the UK Corporate Governance Code 2018, as published by The Financial Reporting Council.

The Company intends to voluntarily observe the requirements of the UK Corporate Governance Code 2018, save as set out below. As at the date of the financial statements the Directors consider the Group to be in compliance with the UK Corporate Governance Code 2018 with the exception of the following:

- 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 Audit Committee does not have three independent non-executive directors. The Nomination & Remuneration Committees also do not include independent directors.
- Due to the current size of the company, and the early stages of the Project's life cycle, the Company has not developed a formal diversity policy, and investment in and rewarding of the workforce. Furthermore, there have been no board evaluations conducted within the year.
- All directors are not subject to annual re-election. Instead at least one third of the current directors are put forward for re-election at each annual general meeting, in accordance with the Company's Articles of Association.
- Remuneration for the non-executive directors includes share options. The awards are made in accordance with the Company's remuneration policy.
- The Board does not consider there to be a need for a formal succession plan at this stage, but this will be monitored as the size and complexity of the Company's activities develop.

As at the date of the financial statements, the Board has a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (comprising only the Directors at the date of this Document) shall comply with the share dealing code from the date of Admission.

Set below are Blencowe Resources Plc's corporate governance practices for the year ended 30 September 2023.

Leadership

The Company is headed by an effective Board which is collectively responsible of the long term success of the Company.

The role of the Board - The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risks for the future success of the business to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company. The Board has a formal schedule of matters reserved which is provided later in this report.

The Company aims to generate and preserve value over the long-term primarily through the development of its principal asset, the Orom-Cross Graphite project in the Republic of Uganda. The Company has previously completed a preliminary feasibility study on the project and is now in the process of completing a definitive feasibility study which will provide a risked and independent project valuation to international standards. The DFS process is rigorous and will result in an examination of all aspects of the project including economic viability, principal risks as well as engineering and geological matters.

Board Meetings - The core activities of the Board are carried out in scheduled meetings of the Board. These meetings are timed to link to key events in the Company's corporate calendar and regular reviews of the business are conducted. Additional meetings and conference calls are arranged to consider matters which require decisions outside the scheduled meetings. During the year, the Board met on 10 occasions. Any concerns identified that cannot be resolved in these meetings will be documented in written form to the Chairman and recorded in the formal minutes of the Company. In addition to the

Blencowe Resources Plc

Corporate Governance (Continued)

Leadership (continued)

Board meetings linked to corporate transactions, the directors consider on an ad hoc, non-formal basis their effectiveness and relevance, and that of management.

Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations.

Matters reserved specifically for Board - The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of:

- the Group's overall strategy;
- financial statements and dividend policy;
- management structure including succession planning, appointments and remuneration;
- material acquisitions and disposal, material contracts, major capital expenditure projects and budgets;
- capital structure, debt and equity financing and other matters;
- risk management and internal controls;
- the Group's corporate governance and compliance arrangements; and
- corporate policies

Summary of the Board's work in the financial year - During the year, the Board considered all relevant matters within its remit, but focused in particular on exploration and development of the Orom-Cross Graphite Project.

Attendance at meetings:

Member		Meeting attended
Cameron Pearce	Executive Chairman	9
Sam Quinn	Non-Executive Director	10
Alexander Passmore	Non-Executive Director	10

The Board is pleased with the level of attendance and participation of Directors at Board and committee meetings.

The Chairman, Cameron Pearce, sets the Board Agenda and ensures adequate time for discussion.

Non-executive Directors - The non-executive Directors bring a broad range of business and commercial experience to the Company and have a particular responsibility to challenge independently and constructively the performance of the Executive management (where appointed) and to monitor the performance of the management team in the delivery of the agreed objectives and targets.

Non-executive Directors - Are initially appointed for a term of three years, which may, subject to satisfactory performance and re-election by shareholders, be extended by mutual agreement.

Other governance matters - All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board committee has access to the advice of the Company Secretary.

The Company Secretary - The Company Secretary is FIM Secretaries Limited which is retained on a consultancy basis. FIM Secretaries Limited is available to Directors and advises the Board on UK compliance matters.

Effectiveness

For the period under review the Board comprised of an Executive Chairman and two non-executive Directors.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively.

Blencowe Resources Plc

Corporate Governance (Continued)

The Board believes it has the correct balance of skills, reflecting a broad range of commercial and professional skills across geographies and relevant industries that is necessary to ensure the Company is equipped to deliver its investment objective. Additionally, each Director has experience in public markets.

The Directors and their roles and key personnel are displayed on the Company's website: [Management & Directors - Blencowe Resources \(blencoweresourcesplc.com\)](https://www.blencoweresourcesplc.com)

Independence - None of the Directors are considered to be independent, as they have shareholdings in the Company as noted on page 11. It is intended that additional Directors will be appointed in future and that independence will be one of the key factors considered at that time. As at the date of this Report no prospective Directors have been identified and no arrangements exist (formal or informal) for the appointment of any other Director.

Appointments - The Board is responsible for reviewing and the structure, size and composition of the Board and making recommendations to the Board with regards to any required changes. The Non-executive directors informally scrutinise and hold to account the performance of management and the Executive Chairman, there are no other Executives on the Board. The Board are satisfied with the current size and composition of the Board and management.

Commitments - All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

Induction - All new Directors received an induction as soon as practical on joining the Board.

Conflict of interest - A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

Accountability

The Board is committed to provide shareholders with a clear assessment of the Group's position and prospects. This is achieved through this report and as required other periodic financial and trading statements.

Going concern - As part of their going concern assessment set out in note 2.3, the Board of Directors have reviewed cash flow forecasts reviewed for the 12 months from the date these financial statements were signed and considered the medium term outlook through to December 2025 as described in the Viability Statement. The Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to December 2025 provided further funding can be raised as required. Due to the requirement to raise additional funding, a material uncertainty with regard to going concern has been disclosed at note 2.3.

Risk is monitored and assessed by the Board as a whole and are responsible for ensuring that the financial performance of the Company is properly monitored and reported. This process includes reviews of annual and interim accounts, results announcements, internal control systems, procedures and accounting policies. Risk management is carried out by the Board of Directors. The Board identifies and evaluates financial risks, and the key risk factors for the Company are contained in the Financial Statements for the year ended 30 September 2023.

Internal controls - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliance and risk management. Key controls consist of segregation of duties, authorisation and approval policies and accounting controls such as monthly reconciliations. The Directors consider the Company has appropriate and effective internal controls in place for the year under review and up to the date of approval of the Annual Report and Financial Statements. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. Risk is monitored, assessed and managed by the Board as a whole who are responsible for ensuring that the financial performance of the Company is properly monitored and reported. This process includes reviews of annual and interim accounts, results announcements, internal control systems, procedures and accounting policies. The finance function is outsourced to FIM Capital Limited and details of the duties performed are in a formal agreement. The Board confirms the need for an ongoing process for

Blencowe Resources Plc

Corporate Governance (Continued)

identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments.

The Audit Committee

The Audit Committee comprises of Cameron Pearce, chairman of the committee, and Alex Passmore and aims to meet at least twice a year and is responsible for ensuring that the Group's financial performance is properly monitored, controlled and reported to the Board. During the year of review, the Audit Committee met twice. 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. Given the size of the Group and the relative simplicity of the systems, the Board considers that there is no current requirement for an internal audit function. The procedures that have been established to provide internal financial control are considered appropriate for a Group of its size and include controls over expenditure, regular reconciliations and management accounts.

The Group has no internal audit function at present, as it is not considered necessary given the current size and operations of the entity. This will be kept under review as the nature of operations becomes more complex with the planned development of the project.

The Audit Committee monitors in discussion with the auditors:

- the integrity of the financial statements of the Group and significant financial reporting judgments contained in them, such as the assessment of impairment to the Group's intangible assets.
- any formal announcements relating to the Group's financial performance
- the Group's internal financial controls and risk management systems
- the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.

The Directors are responsible for taking such steps as are reasonably available to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

External auditor's independence

Since the last tender which was conducted in 2018, Crowe U.K LLP has acted as independent auditor for six years. Crowe U.K LLP has completed mandatory partner rotation this year in accordance with their firm's policy. The Audit Committee have held discussions with the external auditors to confirm there are no non-audit services provided, and no other independence considerations they should be aware of.

Remuneration and Nominations Committee

A Remuneration and Nominations Committee was established during 2020 and is made up of the two non-executive directors. The Committee comprises Sam Quinn, chairman of the committee, and Alex Passmore. They are not considered to be independent directors. The Board considers the committee composition of two directors to be sufficient due to the size of the company at this time. The Remuneration and Nomination Committee meets at least annually and is responsible for setting the remuneration policy for all executive directors and the Company's chairman, including any compensation payments; recommends and monitors the level and structure of remuneration for senior management; evaluates the board of directors and examines the skills and characteristics required of board candidates. During the year of review, the Remuneration and Nomination Committee met once.

Remuneration paid to Directors in the period under review is disclosed in the Directors' Remuneration Report.

The Committee is dedicated to implementing a remuneration policy that promotes long-term incentives and aligns the interests of directors with those of shareholders. Share and option awards should be phased, contain performance milestones where appropriate and encourage long term participation.

The Committee considers in defining the remuneration policy that arrangements should be clear and transparent, should avoid undue complexity, and should be proportional to the services provided in delivering the Company's strategy and purpose.

The Remuneration Committee to date has focused on share options and bonus payments as the main incentives for executives, given the stage of development of the Company and to further align senior management with shareholder interests. Typically share options are subject to vesting conditions, such as completion of feasibility studies or the introduction of strategic partners. In

Blencowe Resources Plc

Corporate Governance (Continued)

addition share price hurdles have been used to provide further shareholder alignment. Given the nature of the Company as the developer of a mining project and the potential for rerating of the Company's value as the project advances, having a direct equity exposure is deemed to be the most desirable form of management incentive. In addition, cash bonus payments are generally kept to a minimum to preserve the Company's capital. Share options will typically expire three months following the cessation of employment.

In accordance with the Company's Articles of Association, at every annual general meeting at least one third of the current directors who are subject to retirement by rotation will be put forward to retire.

Shareholder relations

Communication and dialogue - Open and transparent communication with shareholders is given high priority and there is regular dialogue with institutional investors, as well as general presentations made at the time of the release of the annual and interim financial results. All Directors are kept aware of changes in major shareholdings in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly to the market via RNS and also publishes them on the Company's website: www.blencoweresourcesplc.com. Regular market news updates are made in relation to the Company including the status of its exploration and development programme which is also included on the Company's website. Shareholders and other interested parties can subscribe to receive news updates by email by registering online on the website free of charge.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance. Meetings are also held with the corporate governance representatives of institutional investors when requested.

Annual General Meeting - At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

Viability statement

In accordance with provision 31 of the UK Corporate Governance Code (2018), the Board has assessed the prospects of the Group over a two-year period, taking account of the Group's current position and principal risks. For information regarding Group's going concern position and funding requirements over the next twelve months, please see note 2.3.

Time frame

The Board believes that two years is currently the most appropriate time frame over which the Board should assess the long-term viability of the Group. The Group's current activities do not generate any revenues or positive operating cash flow, and the completion of the Definitive Feasibility Study for the Orom-Cross Graphite Project will require further capital expenditures.

Assessing viability

The main assumption in the Board making its viability assessment is the ability of the Group to raise further funds in order to progress from the exploration phase into feasibility and eventually into production of revenues. The Group may not be able to obtain additional financing as and when needed which could result in a delay or indefinite postponement of exploration and development activities.

Principal risk

The Directors have carried out a robust assessment of the principal risks facing the Group as described on the preceding pages including those that threaten its business model, future performance, solvency or liquidity. The Directors are confident that they have put in place a strong management team with wide-ranging expertise in mineral exploration and development who are capable of dealing with the risk management in order to safeguard the Group's assets. The directors are aware that the risks that could have the most adverse effect are funding and capital markets, potential other risks include the political risk in the country of business.

Blencowe Resources Plc

Corporate Governance (Continued)

Based on the financial impact of the analysis outlined above and the associated risks, management actions and controls that are either in place or could be implemented, the Board has been able to conclude that the Company will be able to deliver the Orom-Cross Graphite Project.

Confirmation of viability

Taking account of these matters, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to December 2025, assuming that the financing referred to above is completed as described. The Company's going concern statement is detailed in note 2.3.

By Order of the Board



Cameron Pearce

Director
30 January 2024

Blencowe Resources Plc

Directors Remuneration Report

Statement of Blencowe Plc's policy on Directors' Remuneration

The Directors' Remuneration Report sets out the Company's policy on the remuneration of Directors together with the details of Directors' remuneration packages and services contracts for the year ended 30 September 2023.

As set out in the Company's Prospectus dated 30 March 2020, each of the Directors may be paid a fee at such rate as may from time to time be determined by the Board. All the Directors are entitled to be reimbursed by the Company for travel, hotel and other expenses incurred by them in the course of their directors' duties relating to the Company.

Any fees payable to the Directors after an Acquisition will be determined as part of the negotiations for the Acquisition, and will be dependent on whether the Directors remain on the board of the Company in any event.

There have been no changes to the Directors' remuneration or remuneration policy since the publication of the Company's Prospectus dated 30 March 2020 with the exception of those mentioned below. The terms and conditions of appointment for all the members of the Board are available for inspection at our registered office.

Terms of employment

Cameron Pearce was appointed on 8 June 2018 by the Company to act as a Non-Executive Director and Chairman of the Company. Following the Company's readmission to the London Stock Exchange ("LSE") on 28 April 2020, Mr Pearce was reappointed with fees of £96,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Pearce will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Pearce chooses to terminate his appointment within 12 months following a change of control.

Sam Quinn was appointed on 8 June 2018 by the Company to act as a Non-Executive Director. Following the readmission of the Company to the LSE on 28 April 2020, Mr Quinn was engaged as a Non-Executive director with fees of £24,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Quinn will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Quinn chooses to terminate his appointment within 12 months following a change of control.

Alex Passmore was appointed on 8 June 2018 by the Company to act as a Non-Executive Director with fees of £12,000 per annum. On 15 March 2021, the Board agreed to increase Mr Passmore's fees from 1 March 2021 to £18,000 per annum. If there is a change of control (as defined in the letter of appointment), Mr Passmore will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Passmore chooses to terminate his appointment within 12 months following a change of control.

Remuneration Policy

Base salary levels will take into account market data for the relevant role, internal relativities, the individual's experience and their current base salary. Where an individual is recruited below market norms, they may be re-aligned over time (e.g. two to three years), subject to performance in the role. Benefits will generally be in accordance with the approved policy. Currently, there are no benefits in place.

The Remuneration and Nomination Committee comprises Sam Quinn, who acts as chairman of the committee and Alex Passmore, and meets at least annually. The Remuneration Committee reviews the scale and structure of the Directors' fees, considering the interests of the shareholders and the performance of the Company and Directors. Bonuses, pay rises and the grant of long term incentives such as share options are linked to the achievement of key funding and project milestones that are set from time to time by the Committee.

The items included in this report are unaudited unless otherwise stated.

The Company maintains contact with its shareholders about remuneration in the same way as other matters and, as required by Section 439 of the Companies Act 2006, this remuneration report will be put to an advisory vote of the Company's shareholders at the forthcoming Annual General Meeting.

Blencowe Resources Plc

Directors' Remuneration report (Continued)

Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors:

	Cameron Pearce	Sam Quinn	Alexander Passmore	Total
30 September 2022				
Base fee	96,000	24,000	18,000	138,000
Bonuses	16,000	4,000	3,000	23,000
Share Based Payments	21,068	14,045	7,023	42,136
Total 30 September 2022	133,068	42,045	28,023	203,136
30 September 2023				
Base fee	96,000	24,000	18,000	138,000
Share based payments	5,239	5,239	2,619	13,097
Total 30 September 2023	101,239	29,239	20,619	151,097

The percentage of directors' emoluments of the total administrative costs for the year is 12% (2022: 30%). The directors' base fees increased did not increase (2022: Nil) while the base salary costs of the key management employees did not increase (2022: 28%).

Statement of Directors' shareholding and share interest (audited)

The Directors who served during the year ended 30 September 2023, and their interests at that date, are disclosed on page 11.

Issue of options

As at the reporting date, the number of shares options that the Company has issued to the Board and Senior Management are as follow;

Cameron Pearce (Chairman)	5,000,000
Mike Ralston (CEO)	5,500,000
Lionshead Consultants Ltd (Sam Quinn) (Non Exec Director)	3,750,000
Alexander Passmore (Non Exec Director)	1,750,000
Iain Wearing (COO)	5,000,000

For further information, please see notes 17 and 20.

Other matters

The Company does not currently have any annual or long-term incentive schemes (other than the one stated above) in place for any of the Directors and as such there are no disclosures in this respect.

The Company does not have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

The Company has not paid out any excess retirement benefits to any Directors or past Directors. The Company has not paid any compensation to past Directors.

By Order of the Board

Sam Quinn

Director
30 January 2024

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

Opinion

We have audited the financial statements of Blencowe Resources Plc (the "Parent Company") and its subsidiary (the 'Group') for the year ended 30 September 2023 which comprise the Consolidated statement of comprehensive income, Consolidated statement of financial position, Parent Company statement of financial position, Consolidated statement of changes in equity, Parent Company statement of changes in equity, Consolidated statement of cash flows, Parent Company statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the Group and the Parent Company financial statements is applicable law and UK-adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 September 2023 and of the Group's loss for the year then ended;
- the Group and the Parent Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty in relation to going concern

We draw attention to note 2.3 to the financial statements, which explains that the Group and Parent Company's ability to continue as a going concern is dependent on the availability on further fundraising. These conditions indicate the existence of a material uncertainty which may cast significant doubt over the Group's and Parent Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. We have highlighted going concern as a key audit matter due to the estimates and judgements the Directors are required to make in their going concern assessment, and their effect on our audit strategy. Our audit work in response to this key audit matter included:

- We obtained the going concern assessment prepared by the directors, and performed a detailed review of the supporting cash flow forecasts. We challenged the key assumptions based on expected activity within the going concern period, and comparison to historical actual monthly expenditure.
- We checked the mathematical accuracy of the projections and agreed the opening cash position to bank statements. We confirmed that the period of going concern assessment covered at least twelve months from the date of approval of the financial statements, and enquired regarding any matters shortly after this date that would impact the going concern consideration.
- We reviewed the prior year going concern projections against the actual performance in the current financial year, in order to assess management's ability to forecast accurately.
- We assessed the systems and controls in place for the preparation of management's going concern projections.
- We reviewed the requirements of the grant awarded by the US Development Funding Council in September 2023 regarding works to be performed in order to receive each tranche of funding. We discussed with the directors how these were factored into budgets and exploration plans during the going concern assessment period.
- We held discussions with the directors on how they plan to raise the additional funding required

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

by the cash flow forecasts. This was considered against their previous success in fundraising for the project.

- We reviewed the completeness of disclosures made in the financial statements in relation to going concern, and that these are in line with the going concern assessment provided to us by the directors.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £155,000 (2022 £140,000), based on 2% of total assets. Materiality for the parent company financial statements as a whole was set at £140,000 (2022: £120,000) based on 2% of total assets.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. Performance materiality was set at 70% of materiality for the financial statements as a whole, which equates to £108,500 (2022: £98,000) for the Group and £98,000 (2022: £84,000) for the parent.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £7,700 (2022: £7,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

The Group operates through the Parent Company based in the United Kingdom whose main function is the incurring of administrative costs and providing funding to its exploration subsidiary in Uganda. The Parent Company, and its Ugandan subsidiary, were both considered to be a significant components.

In establishing our overall approach to the group audit, we determined the type of work that needed to be performed in respect of each component. As significant components, full scope audit were performed for both the Parent Company and the Ugandan subsidiary. All audit work was carried out by the group audit team.

Given the Ugandan subsidiary is in the exploration stage of its work, we did not consider it necessary to visit Uganda. Documentation and explanations from Uganda were obtained by email and through telephone calls.

Key Audit Matters

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

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

We set out below, together with the material uncertainty in relation to going concern above, those matters we considered to be key audit matters.

Key audit matter	How our scope addressed the key audit matter
<u>1. Carrying value of intangible assets (note 9)</u> The Group carries intangible assets totalling £7.6m (2022: £6.6m) in relation to the Orom-Cross project in Uganda. These costs are capitalised in accordance with the requirements of IFRS 6. At each reporting date, the directors are required to assess whether there are any indicators of impairment, that would require an impairment assessment to be carried out. The directors concluded there were no indicators of impairment. The directors' consideration of the impairment indicators requires them to make certain judgements, and may include certain estimates. These matters, together with the materiality of the exploration and evaluation assets make this a key audit matter.	<p>We performed the following procedures as part of our audit of management's assessment of the carrying value of intangible assets:</p> <ul style="list-style-type: none">• We obtained and reviewed the directors' assessment of the indicators of impairment, as set out in IFRS 6 "Exploration for and evaluation of mineral resources".• We assessed the design and implementation of controls over the impairment assessment process.• We obtained copies of all licenses held by the Group, and performed procedures to confirm the Group's control of the licenses, that they remain valid, and to check there is an expectation that any exploration licenses that have expired will be renewed in the normal course of business.• We made specific enquiries of the directors and key staff involved in the exploration work, and reviewed budgets and forecasts to support the Group continuing with further exploration work in each of its license areas.• We considered the results of the bulk sampling works completed during the period, for any matters that may indicate impairment.• We reviewed the adequacy of disclosures in the financial statements in relation to the impairment consideration. <p>Based on our work performed, we consider the directors' assessment, and the financial statements disclosures to be appropriate.</p>

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

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

We have nothing to report in this regard.

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

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

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's voluntary compliance with the provisions of the UK Corporate Governance Statement specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 17;
- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why they period is appropriate set out on pages 19 and 20.
- Directors' statement on whether they have a reasonable expectation that the Group will be able to continue in operation and meets its liabilities set out on page 17;
- Directors' statement on fair, balanced and understandable set out on page 13;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 5;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 17; and
- Section describing the work of the audit committee set out on page 18.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 13, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group, and the procedures in place for ensuring compliance. The most significant regulations identified were the Companies Act 2006, listing rules of the London Stock Exchange and the requirements of the Group's mining and exploration licenses. Our work included direct enquiry of the directors, who oversee all legal proceedings, reviewing Board minutes and inspection of correspondence.
- We made enquiries of management, the Audit Committee and the Group's external legal counsel in Uganda about any litigations and claims and compliance with local legislation in Uganda.
- We communicated the relevant laws and regulations identified to all members of the engagement team, and remained alert to any indication of non-compliance with laws and regulations, or potential fraud, throughout our audit work.
- As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas that involve significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimation or judgement, this included risk-based testing of journal transactions using data analytic software, both at the year end and throughout the year.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Other matters which we are required to address

We were appointed by the board of Directors on 14 December 2018 to audit the financial statements for the period ending 30 September 2018. Our total uninterrupted period of engagement is six years, covering the periods ending 30 September 2018 to 30 September 2023.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Blencowe Resources Plc

Independent Auditor's Report to the Members of Blencowe Resources Plc

Use of our report

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

Nick Jones
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London, U.K.

Date:

Blencowe Resources Plc

Consolidated Statement of Comprehensive Income for the year ended 30 September 2023

	Notes	30 Sep 2023 GBP	30 Sep 2022 GBP
Exploration costs		(53,347)	(4,853)
Impairment - Akelikongo project	9	-	(404,533)
Administrative fees and other expenses	5	(1,298,872)	(681,488)
Adjustments to surface liability	15	-	51,316
Operating loss		(1,352,219)	(1,039,558)
Finance costs	15	(45,748)	(45,916)
Loss before tax		(1,397,967)	(1,085,474)
Taxation	8	-	-
Loss for the year attributable to owners of the parent		(1,397,967)	(1,085,474)
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operation:		31,282	(4,205)
Other comprehensive income/(loss), net of tax		31,282	(4,205)
Total comprehensive loss attributable to owners of the parent		(1,366,685)	(1,089,679)
Basic and diluted loss per share (pence)	10	(0.70)	(0.68)

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Consolidated Statement of Financial Position as at 30 September 2023

	Notes	30 Sep 2023 GBP	30 Sep 2022 GBP
Non-Current Assets			
Intangible assets	9	7,604,564	6,615,253
Current assets			
Trade and other receivables	13	31,863	85,847
Cash and cash equivalents		129,853	346,994
Total current assets		161,716	432,841
Total assets		7,766,280	7,048,094
Current liabilities			
Creditors: Amounts falling due within one year	14	(1,076,169)	(326,375)
Total current liabilities		(1,076,169)	(326,375)
Non-current liabilities			
Surface liabilities	15	(818,915)	(823,852)
Total liabilities		(1,895,084)	(1,150,227)
Net assets		5,871,196	5,897,867
Equity			
Share capital	16	1,338,566	1,181,316
Share premium	16	8,637,399	7,480,829
Share options reserve		428,342	402,148
Translation reserve	2.9	30,739	(543)
Accumulated losses		(4,563,850)	(3,165,883)
Total equity		5,871,196	5,897,867

These financial statements were approved by the Board of Directors and authorised for issue on 30 January 2024 and signed on its behalf by:



Cameron Pearce
Director



Sam Quinn
Director

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc


Parent Statement of Financial Position as at 30 September 2023

	Notes	30 Sep 23 GBP	30 Sep 22 GBP
Fixed assets			
Investment in subsidiaries	11	6,027,940	4,892,924
Non-current assets	12	671,905	521,944
Total fixed assets		6,699,845	5,414,868
Current assets			
Trade and other receivables	13	342,197	315,030
Cash and cash equivalents		129,853	346,994
Total current assets		472,050	662,024
Total assets		7,171,895	6,076,892
Current liabilities			
Creditors: Amounts falling due within one year	14	(567,867)	(159,530)
Total current liabilities		(567,867)	(159,530)
Net assets		6,604,028	5,917,362
Equity			
Share capital	16	1,338,566	1,181,316
Share premium	16	8,637,399	7,480,829
Share options reserve		428,342	402,148
Accumulated losses		(3,800,279)	(3,146,931)
Total equity		6,604,028	5,917,362

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent Company for the year was £653,348 (2022: £1,178,756).

The Financial Statements were approved and authorised for issue by the Board of Directors on 30 January 2024 and were signed on its behalf by:


 Cameron Pearce
 Director


 Sam Quinn
 Director

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Consolidated Statement of Changes in Equity for the year ended 30 September 2023

	Share capital GBP	Share premium GBP	Share option reserve GBP	Accumulated losses GBP	Translation reserve GBP	Total equity GBP
Balance as at 30 Sep 2021	901,316	5,132,081	317,876	(2,080,409)	3,662	4,274,526
Loss for the year	-	-	-	(1,085,474)	-	(1,085,474)
Exchange differences on translation of foreign operations	-	-	-	-	(4,205)	(4,205)
Total comprehensive loss	-	-	-	(1,085,474)	(4,205)	(1,089,679)
Transactions with owners						
New shares issued (note 16)	280,000	2,520,000	-	-	-	2,800,000
Share issue costs	-	(171,252)	-	-	-	(171,252)
Share based payment charge	-	-	84,272	-	-	84,272
Total transactions with owners	280,000	2,348,748	84,272	-	-	2,713,020
Balance as at 30 Sep 2022	1,181,316	7,480,829	402,148	(3,165,883)	(543)	5,897,867
Loss for the year	-	-	-	(1,397,967)	-	(1,397,967)
Exchange differences on translation of foreign operations	-	-	-	-	31,282	31,282
Total comprehensive loss	-	-	-	(1,397,967)	31,282	(1,366,685)
Transactions with owners						
New shares issued (note 16)	157,250	1,227,750	-	-	-	1,385,000
Share issue costs	-	(71,180)	-	-	-	(71,180)
Share based payment charge	-	-	26,194	-	-	26,194
Total transactions with owners	157,250	1,156,570	26,194	-	-	1,340,014
Balance as at 30 Sep 2023	1,338,566	8,637,399	428,342	(4,563,850)	30,739	5,871,196

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Parent Statement of Changes in Equity for the year ended 30 September 2023

	Share capital GBP	Share premium GBP	Share option reserve GBP	Accumulated losses GBP	Total equity GBP
Balance as at 30 Sep 2021	901,316	5,132,081	317,876	(1,968,175)	4,383,098
Loss for the year	-	-	-	(1,178,756)	(1,178,756)
Total comprehensive loss	-	-	-	(1,178,756)	(1,178,756)
Total transactions with owners					
New shares issued (note 16)	280,000	2,520,000	-	-	2,800,000
Share issue costs	-	(171,252)	-	-	(171,252)
Share based payment charge	-	-	84,272	-	84,272
Total transactions with owners	280,000	2,348,748	84,272	-	2,713,020
Balance as at 30 Sep 2022	1,181,316	7,480,829	402,148	(3,146,931)	5,917,362
Loss for the year	-	-	-	(653,348)	(653,348)
Total comprehensive loss	-	-	-	(653,348)	(653,348)
Total transactions with owners					
New shares issued (note 16)	157,250	1,227,750	-	-	1,385,000
Share issues costs	-	(71,180)	-	-	(71,180)
Share based payment charge	-	-	26,194	-	26,194
Total transactions with owners	157,250	1,156,570	26,194	-	1,340,014
Balance as at 30 Sep 2023	1,338,566	8,637,399	428,342	(3,800,279)	6,604,028

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Consolidated Statement of Cash Flows for the year ended 30 September 2023

	Notes	30 Sep 2023 GBP	30 Sep 2022 GBP
Operating activities			
Loss after tax		(1,397,967)	(1,085,474)
Finance costs		45,748	45,916
Adjustment to surface liability	15	-	(51,316)
Share based payment	17	26,194	84,272
Impairment – Akelikongo costs	9	-	404,533
Unrealised currency translation		182,264	(208,371)
<i>Changes in working capital</i>			
Decrease/(increase) in trade and other receivables		53,984	(33,267)
Increase in trade and other payables		272,664	76,483
Net cash flows utilised by operating activities		(817,113)	(767,224)
Cash flows from investing activities			
Investment in exploration assets	9	(713,848)	(1,423,236)
Net cash flows utilised by investing activities		(713,848)	(1,423,236)
Cash flows from financing activities			
Shares issued (net of issue cost)	16	1,313,820	2,444,166
Net cash flows from financing activities		1,313,820	2,444,166
(Decrease)/increase in cash and cash equivalents		(217,141)	253,706
Cash and cash equivalents at the beginning of the year		346,994	93,288
Cash and cash equivalents at the end of the year		129,853	346,994

Net Debt note

	Cash at bank and in hand GBP	Surface Liability GBP	Total GBP
At 1 October 2021	93,288	(887,560)	(794,272)
Cash flows	253,706	-	253,706
Other non-cash changes	-	(90,695)	(90,695)
As 30 September 2022	346,994	(978,255)	(631,261)
As 30 September 2022	346,994	(978,255)	(631,261)
Cash flows	(217,141)	-	(217,141)
Other non-cash changes	-	159,340	159,340
As 30 September 2023	129,853	(818,915)	(689,062)

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Parent Statement of Cash Flows for the year ended 30 September 2023

		30 Sep 2023	30 Sep 2022
	Notes	GBP	GBP
Operating activities			
Loss after tax		(653,348)	(1,178,756)
Less finance income		(55,873)	(24,354)
Increase in bad debt provision	12,13	11,742	9,408
Share based payment	17	26,194	84,272
<i>Changes in working capital</i>			
Increase in trade and other receivables		(27,167)	(120,783)
(Decrease)/increase in trade and other payables		(58,641)	64,002
Net cash flows from operating activities		(757,093)	(1,166,211)
Cash flows from investing activities			
Loan advanced to subsidiary		(105,828)	(68,278)
Investment in subsidiary, relating to exploration costs paid	11	(668,040)	(955,971)
Net cash flows from investing activities		(773,868)	(1,024,249)
Cash flows from financing activities			
Shares issued (net of issue cost)	16	1,313,820	2,444,166
Net cash flows from financing activities		1,313,820	2,444,166
Increase/(decrease) in cash and cash equivalents		(217,141)	253,706
Cash and cash equivalents at the beginning of the year		346,994	93,288
Cash and cash equivalents at the end of the year		129,853	346,994

The accompanying notes on pages 36 to 49 form an integral part of the Financial Statements.

Blencowe Resources Plc

Notes to the Financial Statements

for the year ended 30 September 2023 (continued)

1. General

Blencowe Resources Plc (the "Company") is a public limited company incorporated and registered in England and Wales on 18 September 2017 with registered company number 10966847 and its registered office is situated in England and Wales at 167-169 Great Portland Street, Fifth Floor London, W1W 5PF.

The Group did not earn any trading income during the year under review but incurred expenditure associated with financing and operation of the Group and developing its principal assets.

2. Accounting Policies

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the Company and Group's Financial Statements are set out below. These policies have been consistently applied to the periods presented, unless otherwise stated.

The Company and Group's Financial Statements have been prepared in accordance with UK adopted international accounting standards ("IFRS"). The Company Financial Statements have been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense.

The Group's Financial Statements are presented in GBP, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise stated.

2.2 Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Company and its subsidiary Consolidated African Resources Limited ("CARU") (formerly Blencowe Resources Uganda Ltd ("BRUL")).

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the Group Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions that are recognised, are eliminated in full.

2.3 Going concern

At 30 September 2023, the Group had £7,766,280 of total assets (2022: £7,048,094), of which £129,853 are held as cash and cash equivalents (2022: £346,994).

In making an assessment of going concern for the Group and Company, the Board of Directors have reviewed cash flow forecasts covering a period of 12 months from the date these financial statements were approved, and have concluded that it is appropriate to prepare the financial statements on a going concern basis.

The Group has successfully been granted a \$5 million grant through the US Development Finance Corporation (DFC). This funding will be provided in a number of tranches aligned to completion of works related to the Definitive Feasibility Study. The DFC grant will not cover the entirety of the DFS costs and hence additional funding will be required during the going concern period. These conditions are considered to indicate the existence of a material uncertainty, which may cast doubt over the Group's

Blencowe Resources Plc

Notes to the Financial Statements

for the year ended 30 September 2023 (continued)

and Company's ability to continue as a going concern. The financial statements do not include adjustments that would arise in the event of the Group and Company not being a going concern.

2.4 Changes in significant accounting policies

The Group has adopted all new IFRS and amendments to IFRS applicable for this period. There has been no change to the Group's accounting policies as a result, and no other significant impact to the financial statements.

2.5 Standards, amendments and interpretations to published standards not yet effective

The Directors have reviewed the IFRS standards in issue which are effective for annual accounting years ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial statements of the Group.

2.6 Intangible assets

Exploration and evaluation assets

The Group recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral resources. Expenditure included in the initial measurements of exploration and evaluation assets and which are classified as intangible assets relate to the acquisition of rights to explore, exploratory drilling, sampling and activities to evaluate the technical feasibility and commercial viability of extracting a mineral resource. Capitalisation of pre-production expenditure ceases when the mining property is capable of commercial production.

Impairment

Exploration and evaluation assets are not subject to amortisation until production commences but are assessed for impairment when an event or trigger requires an assessment to be carried out. The assessment is carried out by allocating exploration and evaluation assets to cash generating units ("CGU's"), which are based on specific projects or geographical areas. Currently there is only one CGU relating to the Orom-Cross Project. Whenever the exploration for and evaluation of mineral resources in cash generating units does not lead to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities of that unit, the associated expenditures are written off to the Statement of Comprehensive Income.

Exploration and evaluation assets recorded at fair-value on acquisition

Exploration assets which are acquired are recognised at fair value. When an entity is acquired whose only significant assets are its exploration asset and/or rights to explore, the Directors consider that the fair value of the exploration assets is equal to the consideration.

2.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another.

(i) *Financial assets*

Financial assets are classified at initial recognition. The classification of financial assets at initial recognition that are debt instruments depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Classification and measurement is based on both whether contractual cash flows are solely payments of principal and interest; and whether the debt instrument is held to collect those cash flows. In the case of the Group, all financial assets meet this criteria and they are held at amortised cost.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the ECL model.

Blencowe Resources Plc

Notes to the Financial Statements

for the year ended 30 September 2023 (continued)

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a '12-month ECL'). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a 'lifetime ECL').

For the Company's receivables from its subsidiary, management have assessed there to be no significant change in credit risk and have assessed a 12 month ECL at 5% to be appropriate for the current year. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

(ii) *Financial liabilities*

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost. The Group's financial liabilities include trade and other payables and surface liabilities.

Subsequent measurements

Surface liabilities and trade and other payables.

After initial recognition, surface liabilities and trade and other payables are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised, as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in the statement of profit or loss.

Derecognition

A financial liability is derecognised when the associated obligation is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

2.8 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

Warrants

Warrant options are classified as equity. The fair value of the warrants has been calculated using the Black-Scholes option pricing model. For more information, please see note 17.

Share options

The Group accounts for the equity-settled share options it has issued in accordance with IFRS 2. The share options are recognised at their fair value at the date of grant. The total share based payment charge expensed is recognised over the vesting period, which is the period over which performance conditions are to be satisfied. The fair value is calculated using the Black-Scholes option pricing model, adjusted for the probability of meeting market based vesting conditions where these are included. The inputs used in the model are based on management's best estimate.

No expense is recognised for options that do not ultimately vest, except for awards where vesting is conditional on a market condition or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided all other performance or service conditions are satisfied.

Blencowe Resources Plc

Notes to the Financial Statements

for the year ended 30 September 2023 (continued)

2.9 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Great British Pounds currency (GBP).

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on the consolidation of the Group's companies are accumulated in the translation reserve. The Company's only subsidiary is Blencowe Resources Uganda Limited, whose functional currency is USD

2.10 Earnings per share

The Company presents basic and, when appropriate, diluted earnings per share ("EPS") data for its Ordinary Shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of Ordinary Shares outstanding during the year. Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive potential Ordinary Shares.

2.11 Income tax

Income tax expense comprises current tax and deferred tax.

Current income tax

A 19% rate of corporate income tax applies to the Company. From 1 April 2023 the main corporation tax increased from 19% to 25%, and a new 19% small profits rate of corporation tax was introduced for companies whose profits do not exceed £50,000.

Deferred income tax

Deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply to the period when the related asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the Consolidated Statement of Financial Position.

2.12 Investment in subsidiary

Investments in subsidiary are done at cost less impairment, with the investment balance being added to the exploration costs paid on behalf of the subsidiary.

2.13 Cash and cash equivalents

Cash and cash equivalents in the Company and Group statements of financial position comprise bank balances only.

Blencowe Resources Plc

Notes to the Financial Statements

for the year ended 30 September 2023 (continued)

3. Critical accounting estimates and judgments

In preparing the Company and Group Financial Statements, the Directors are required to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Accounting estimates and assumptions are made concerning the future and, by their nature, may not accurately reflect the related actual outcome. There are no key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Critical accounting estimates

Interest charge on amounts falling after one year

At year end, the NPV of the liability for surface rights to the owners of the land was £818,915 (2022: £978,255). Interest is charged on the liabilities at a rate of 5%, if the discount rate used to calculate the present value of the liabilities was to increase by 1%, the carrying value of the surface rights liability would increase by around £34,506 (2022: £60,000). The interest charged during the year was for the surface rights was £45,748 (2022: £45,916), if the rate was increased by 1% then the interest charge would increase by approximately £6,235 (2022: £5,000). For further information on the lease, please see note 15.

Critical accounting judgements

Impairment of intangible assets – exploration and evaluation costs

IFRS 6 requires entities recognising exploration and evaluation assets to perform an impairment test on those assets when specific facts and circumstances indicate an impairment test is required. The assessment involves judgement as to the status of licenses and the likelihood of renewal of exploration licenses which expire in the near future. The directors also make a judgement on the ability to meet license obligations, budgets and plans for future exploration activity, the results of that exploration activity, and to assess the recoverability of the capitalised exploration and evaluation costs on development of the project.

Going concern

In their assessment of going concern, the Directors have prepared cash flow forecast showing the Groups' expected future expenditure. The Directors were required to make estimated and judgements over future cash flows and funding. For further information about the Group's going concern, please see note 2.3.

4. Operating Segment activities

The Group is engaged in the business of mining. At this stage in the Group's development, the Group is focusing on financing and continued development of the Orom-Cross Graphite Project in Uganda. This is considered to be the only operating segment.

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

5. Administrative fees and other expenses

	30 Sep 2023	30 Sep 2022
	GBP	GBP
Directors' remuneration (see note 6)	140,051	163,770
Professional fees	226,471	274,333
Salaries (see note 7)	150,000	142,500
Listing fees	41,123	26,910
Audit fees	35,000	29,000
Share option/warrant cost (see note 17)	26,194	84,272
Administration fees	47,000	47,000
Broker fees	41,000	38,048
Travelling expenses	16,852	34,167
Ugandan taxes (note 8)	392,425	-
Miscellaneous fees	72,625	40,505
Foreign currency (gain)/loss	110,131	(199,017)
Total	1,298,872	681,488

Key management remuneration, together with any share-based payments, are disclosed in note 7.

6. Directors' remuneration

	30 Sep 2023	30 Sep 2022
	GBP	GBP
Base fees	138,000	138,000
Employer NI	2,051	2,770
Bonuses	-	23,000
Share based payments	13,097	42,136
Total	153,148	205,906

In addition, the Directors received options which are disclosed in note 17.

7. Key management personnel

The number of key management (excluding members the Board) employees throughout the year was as follows;

	30 Sep 2023	30 Sep 2022
By the Company	2	2
By the Group	2	2

The key management employees who served during the year, together with details of their interest in the shares of the Company as at the reporting date were:

	Number of shares	Value of the shares
Michael Ralston - CEO	3,225,000	£188,950
Iain Wearing – COO	408,333	£22,500

The total base salary costs recognised as an expense for the year was £150,000 (2022: £142,500). A further £90,000 (2022: £75,000) was capitalised as they are related to the Orom-Cross Graphite Project. Total share-based payments for the year were £13,097 (2022: £42,136). There was no other component of compensation.

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

8. Taxation

A 19% rate of corporate income tax applies to the Company. From 1 April 2023 the main corporation tax increased from 19% to 25%, and a new 19% small profits rate of corporation tax was introduced for companies whose profits do not exceed £50,000.

Analysis of charge in the year	30 Sep 2023	30 Sep 2022
	GBP	GBP
Current tax:		
UK Corporation tax on loss for the year	-	-
Deferred tax	-	-
<hr/> Tax on loss on ordinary activities	<hr/> -	<hr/> -
	30 Sep 2023	30 Sep 2022
	GBP	GBP
Loss on ordinary activities before tax	(1,397,967)	(1,085,474)
Tax charge at 19%	(265,614)	(206,240)
Tax effect of expenses not deductible for tax	24,993	34,709
Tax losses for which no deferred tax asset is recognised	240,621	171,531
<hr/> Taxation charge for the year	<hr/> -	<hr/> -

The Parent Company has accumulated tax losses arising in the UK of £3,002,632 (2022: £2,480,826) that are available, under current legislation, to be carried forward against future profits.

Following an inspection by the Ugandan tax authorities of the tax affairs of CARU covering the period between January 2014 and December 2022, the Group has incurred a capital gains tax charge of £392,425. This related to the acquisition by the Company of CARU in 2019. The amount was chargeable to the former owners, however this was not settled by them and under Ugandan legislation the liability is reclaimable from the acquirer if it cannot be obtained from the seller. This amount has been included within administrative expenses, as it does not relate to the profits or gains made by the Group.

9. Intangible and other assets

For the year ended 30 September 2023 intangible assets represent only capitalised costs associated with the Group's exploration, evaluation and development of mineral resources.

Group	Exploration assets	Total
	GBP	GBP
Balance at 30 September 2021	5,296,289	5,296,289
Additions - during the year	1,423,236	1,423,236
Impairment-Alelikongo costs	(404,533)	(404,533)
Exchange differences	300,261	300,261
<hr/> Balance at 30 September 2022	<hr/> 6,615,253	<hr/> 6,615,253
Additions - during the year	1,190,977	1,190,977
Exchange differences	(201,666)	(201,666)
<hr/> Balance at 30 September 2023	<hr/> 7,604,564	<hr/> 7,604,564

On 22 February 2022 the Group entered project Akelikongo which is a Nickel project with SIPA this project was to be acquired in stages. On completion of the first stage, the Board made a decision to terminate the agreement on 6 September 2022 so that they could focus on the Orom-Cross project, following the positive results from its pre-feasibility study. As a result, the costs capitalised relating to the Akelikongo project were fully impaired at that date.

Additions during the year represent exploration costs at Orom-Cross Graphite Project. Management performed a review for indications of impairment as at 30 September 2023 and concluded no impairment was required.

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

10. Loss per share

The calculation of the basic and diluted loss per share is based on the following data:

	30 Sep 2023	30 Sep 2022
Earnings		
Loss from continuing operations for the year attributable to the equity holders of the Company (£)	(1,397,967)	(1,085,474)
Number of shares		
Weighted average number of Ordinary Shares for the purpose of basic and diluted earnings per share	200,041,594	160,790,224
Basic and diluted loss per share (pence)	(0.70)	(0.68)

11. Investment in subsidiary

Details of the Company's subsidiary at 30 September 2023 are as follows:

Name of the subsidiary	Place of incorporation	Portion of ordinary shares held	Principal activity
Consolidated African Resources Limited (Formerly Blencowe Resources Uganda Limited)	Uganda	100%	Exploration

	30 Sep 2023	30 Sep 2022
Investments in subsidiary		
Investments at the beginning of the year as previously stated	4,892,924	3,936,953
Additions during the year	1,135,016	955,971
Total investment in subsidiary	6,027,940	4,892,924

12. Long term: non-current assets

	30 Sep 2023		30 Sep 2022	
	Group GBP	Company GBP	Group GBP	Company GBP
Loan to subsidiaries (see below)	-	707,268	-	549,415
Less: ECL provision	-	(35,363)	-	(27,471)
Total	-	671,905	-	521,944

On 18 December 2020 the Company and its subsidiary entered into a loan agreement. This agreement replaces any previous loan agreements. The facility is for an amount up to £5,000,000 and carries a base interest of 5% plus Bank of England interest rate per annum chargeable at year end. Following the acquisition of CARU, the loan is considered to be a long-term asset.

During the year, the Company agreed to cover some expenses for Consolidated African Resources Limited (CARU) for the value of £96,051 (2022: £88,148). The amount borrowed at the year end was £589,062 (2022: £487,081). The total interest charged for the year ended 30 September 2021 was £55,873 (2022: £24,351). The interest payable at the year end was £118,206 (2022: £62,334).

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

12. Long term: non-current assets (continued)

The value of the loan is subject to 12 months ECL of 5%, representing the possible default events over the next 12 months of the financial instrument. Due to the increase of expenses paid by the Company on behalf of CARU, the loan and its interest has increased, this has led to an increase in the provision during the year.

	30 Sep 2023		30 Sep 2022	
	Group GBP	Company GBP	Group GBP	Company GBP
Brought forward ECL provision	-	27,471	-	23,463
Provision expense	-	7,892	-	4,008
Carried forward ECL provision	-	35,363	-	27,471

13. Trade and other receivables

	30 Sep 2023		30 Sep 2022	
	Group GBP	Company GBP	Group GBP	Company GBP
Other receivables	9,421	9,421	24,765	24,364
Amounts due from subsidiary	-	310,334	-	229,584
Prepayments	22,442	22,442	61,082	61,082
Total	31,863	342,197	85,847	315,030

Included within other receivables is amounts receivable from CARU.

	Group GBP	Company GBP	Group GBP	Company GBP
Amount receivable from CARU (formerly BRUL)	-	326,667	-	241,667
Less: ECL provision	-	(16,333)	-	(12,083)
Total	-	310,334	-	229,584

In the current year the value of the receivable was subject to 12 months ECL of 5%. The increase in the provision expense is due to the charge of management fees from the Company to its subsidiary CARU. As of the year end, the amount that CARU (formerly BRUL) owes the Company on management services was £326,667 (2022: £241,667).

	30 Sep 2023		30 Sep 2022	
	Group GBP	Company GBP	Group GBP	Company GBP
Brought forward ECL provision	-	12,083	-	7,084
Provision expense	-	4,250	-	4,999
Carried forward ECL provision	-	16,333	-	12,083

14. Creditors: Amounts falling due within one year

	30 Sep 2023		30 Sep 2022	
	Group GBP	Company GBP	Group GBP	Company GBP
Trade Payables	644,585	528,708	140,018	127,577
Land Owners Liability	-	-	154,403	-
Ugandan taxes (note 8)	392,425	-	-	-
Accruals	39,159	39,159	31,954	31,953
Total	1,076,169	567,867	326,375	159,530

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

15. Creditors: Amounts falling after one year

The Ugandan Mining Act 2003 requires an applicant for a mining lease to obtain surface rights from landowners in the mineral area before the respective mining lease can be granted. Accordingly, when the Group acquired its subsidiary, it obtained surface rights by way of 49 years lease over the area. The liability to the landowners is to be paid in 10 instalments on a section basis as the project progresses. The progress on each section is not limited to any time frames and is at the Group's discretion.

On 10 September 2022 the surface rights agreement was revised and signed between the Locomo Communal Land Association and Consolidated African Resources Limited, the surface rights remain at 49 years. The liability to the land owners will be paid in 8 instalments at defined dates with the final payment due in 2035.

	30 Sep 2023	30 Sep 2022
	GBP	GBP
Total payable as at 1 October	978,255	887,560
Change in estimate	-	(51,316)
Utilisation	(148,468)	-
Interest charged during the period	45,748	45,916
Exchange (gain)/loss	(56,620)	96,095
Total payable as at 30 September	818,915	978,255
Analysis between current and non-current liability		
Payable within 12 months	-	154,403
Payable after 12 months	818,915	823,852
	818,915	978,255

The value of the liability is measured at the present value of the contractual payments due to the Land Owners' Association over the lease term, with the discount rate of 5%.

At the statement of financial position date, the Group undiscounted amount payable to the Land Owners is;

	2023	2022
	GBP	GBP
Payable within 1 years	-	154,403
Payable within 2-5 years	290,388	308,806
Payable after 5 years	871,164	926,418
	1,161,552	1,389,627

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

16. Share capital

	Number of shares issued	Nominal value per share GBP	Share capital GBP	Share Premium GBP	Total share capital GBP
At 30 Sep 2021	121,929,950		901,316	5,132,081	6,033,397
Issue of Ordinary Shares	56,000,000	0.005	280,000	2,520,000	2,800,000
Share issue costs	-	-	-	(171,252)	(171,252)
At 30 Sep 2022	177,929,950		1,181,316	7,480,829	8,662,145
Issue of Ordinary Shares	18,750,000	0.005	93,750	656,250	750,000
Issue of Ordinary Shares	12,700,000	0.005	63,500	571,500	635,000
Share issue costs	-	-	-	(71,180)	(71,180)
At 30 Sep 2023	209,379,950		1,338,566	8,637,399	9,975,965

During the year ended 30 September 2023, the Company issued the following shares;

Date	Number of Ordinary Shares issued	Nominal Share Value GBP	Share price GBP
26 October 2022	18,750,000	0.005	0.0400
18 May 2023	12,700,000	0.005	0.0500

All of the shares issued are classed as ordinary and have similar rights attached to them. 9,375,000 warrants classified as equity were issued with the 26 October 2022 share issue, and a further 6,350,000 warrants classified as equity were issued with the 18 May 2023 share issue.

The Directors are authorised to issue 209,379,950 ordinary shares. As at 30 September 2023 the number of shares issued and fully paid were 209,344,950 (2022: 177,594,950), 35,000 shares are unpaid at 30 September 2023 (2022: unpaid shares 335,000).

17. Share based payments

Warrants

The following warrants were issued in exchange for a good or service:

<i>Warrants</i>	30 Sep 2023		30 Sep 2022	
	Number warrants	Weighted Average exercise price	Number warrants	Weighted Average exercise price
Outstanding on 01 Oct	1,250,000	6.00p	1,250,000	6.00p
Issued during the year	-	-	-	-
Cancelled/ Exercised	(1,250,000)	-	-	-
Outstanding on 30 Sep	-	6.00p	1,250,000	6.00p
Weighted average remaining contractual Life		-		0.57 years

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

17. Share based payments (Continued)

The warrants have no vesting period and have been recognised in full upon issue. If the warrants remain unexercised after a period of three years from the date of grant, they will expire. The holder may exercise the subscription right at any time within the subscription period.

The above warrants were valued using the Black Scholes valuation method. The assumptions used are detailed below. The expected future volatility has been determined by reference to the average volatility of similar entities:

<i>Warrants</i>	30 Sep 2022
Weighted Average Share Price	6.00p
Weighted Average Exercise Price	6.00p
Expected Volatility	56%
Expected Life	3 years
Risk-free Rate	0.23%
Expected Dividend	Nil
Weighted Average Fair Value (GBP)	32,603

Options

The following options were issued in exchange for a good or service:

<i>Options</i>	30 Sep 2023		30 Sep 2022	
	Number Options	Weighted Average exercise price	Number Options	Weighted Average exercise price
Outstanding on 01 Oct	16,000,000	6.00p	10,000,000	6.00p
Issued during the year	5,000,000	5.00p	6,000,000	6.00p
Cancelled/ Exercised	-	-	-	-
Outstanding on 30 Sept	21,000,000	5.76p	16,000,000	6.00p
Weighted average remaining contractual Life	3.23 years		3.78 years	

The options issued prior to 1 October 2021 have no vesting periods and have been recognised upon issue. If the options remain unexercised after a period of five years from the date of grant, they will expire. The share options cannot be exercised if the holder has ceased employment.

The options issued in the current year and prior year include a market based vesting condition, the share options would only vest if the share price of the Company trades in excess of 10p per share for 10 consecutive days.

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

17. Share based payments (Continued)

The above options were valued using the Black Scholes valuation method, adjusted for the probability of meeting the market-based vesting condition. The assumptions used for the options granted in the current and prior period are detailed below. The expected future volatility has been determined by reference to the average volatility of similar entities during the year:

<i>Options</i>	30 Sep 2023	30 Sep 2022
Share Price	4.6p	4.3p
Exercise Price	5.00p	6.00p
Expected Volatility	67%	48%
Expected Life	5 years	5 years
Risk-free Rate	3.47%	0.76%
Expected Dividend	Nil	Nil
Fair Value (GBP)	26,194	84,272

Deferred Tax

No deferred tax asset has been recognised in respect of share options and warrants due to the uncertainty of the future trading profits.

18. Financial instruments

18.1 Categories of financial instruments

	30 Sep 2023		30 Sep 2022	
	Group	Company	Group	Company
	GBP	GBP	GBP	GBP
Financial assets at amortised cost				
Trade and other receivables	9,421	319,755	24,765	253,948
Cash and cash equivalents	129,853	129,853	346,994	346,994
Financial liabilities at amortised cost				
Trade and other payables	1,076,169	567,867	326,375	159,530
Surface liability	818,915	-	978,255	-

18.2 Financial risk management objectives and policies

The Company's major financial instruments include cash and cash equivalents, trade and other payables and other receivables. The fair value of the Groups financial instruments are equal to their carrying value. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Blencowe Resources Plc
Notes to the Financial Statements
for the year ended 30 September 2023 (continued)

18. Financial instruments (Continued)

Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States Dollar (“USD”) and Ugandan shilling (“UGX”). Foreign exchange risk arises from recognised monetary assets and liabilities. The Group also exposes to currency exposure, BRUL expenses are paid in both USD and UGX, with the amount payable to the land owners denominated in UGX.

The table below summaries the financial assets and liabilities denominated in foreign currencies.

	30 Sep 2023		30 Sep 2022	
	USD	UGX	USD	UGX
Financial Assets	891	-	1,534	-
Financial Liabilities	41,827	818,915	35,509	978,256

With all other variables held constant, the effect on profit and loss had the functional currency of the Group weakened or strengthened against USD/UGX by 5% at the year end results in a £29,532 (2022: £28,709) change in value.

Credit risk

Credit risk arises on cash balances. The amount of credit risk is equal to the amounts stated in the statements of financial position for each of the assets (notes 12 & 13).

The Group’s policy to manage this risk is to deal with banks that are regulated entities. The Group’s principal banker, Barclays Bank PLC, is regulated by the United Kingdom Financial Services Authority, and has a credit rating of A1 (2022: A1).

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit. The Company aims to maintain flexibility in funding.

The maturity of the Company’s financial liabilities at the statement of financial position date, based on the contracted undiscounted payments is disclosed in notes 14, falls within one year and payable on demand.

Capital risk

The Company defines capital as the total equity of the Company. The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

19. Related party transactions

Details of Directors’ remuneration are disclosed in note 6.

Sam Quinn is a director and shareholder of the Company and a Director of Lionshead Consultants Limited. During the year, Lionshead Consultants Limited charged consultancy fees of £36,000 (2022: £24,000).

20. Events after the reporting date

On 10 October 2023, the Company announced that it had received its first US\$1 million mobilisation tranche payment from the Development Finance Corporation. On 25 January 2024 an additional US\$1 million tranche was received from the Development Finance Corporation and the total received now is US\$2 million. This represents 40% of the full US\$5 million DFC grant for the Definitive Feasibility Study costs.