Company Number: 05329401 (England & Wales)

GEM RESOURCES PLC
(FORMERLY URA HOLDINGS PLC)

Annual Report and Consolidated Financial Statements

For the year ended 31 December 2024

Corporate Information

Directors	Edward Nealon	Non-Executive Chairman
	Bernard Olivier	Chief Executive Officer
	Peter Redmond	Executive Director
	John Treacy	Independent Non-Executive Director
	Sam Mulligan	Operations Director
Company Secretary	OHS Secretaries Limited	
Registered Office	9th Floor, 107 Cheapside London EC2V 6DN	
Company Number	05329401	
Auditor	Gerald Edelman LLP 73 Cornhill London EC3V 3QQ	
Share Registrar	Computershare Services plc P.O. Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH	
Bankers	Barclays Bank plc Level 27 1 Churchill Place London E14 5HP	
Solicitors	Orrick Herrington & Sutcliffe LLP 107 Cheapside London EC2V 6DN	

Brokers	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
	Capital Plus Partners First Floor 85 Great Portland St London W1W 7LT

Chairman's Statement

Dear Shareholder

It is with great appreciation that I present to you the Annual Report for Gem Resources Plc for the year ended 31 December 2024.

This past financial year has been pivotal in the Company's history. Our restoration of the long-abandoned Gravelotte Emerald Mine to operational status was completed remarkably quickly and on a tightly controlled budget. Gravelotte is now positioned to become one of the world’s major emerald producers once again. Over the last few years, we have fully restored the mine’s infrastructure, built an efficient new production line, and engaged leading gem industry experts to evaluate Gravelotte’s prospective size and potential.

While we had hoped to commence mining and achieve an initial sale before the end of 2024, this ambitious goal was delayed slightly. Hardrock Mining operations successfully commenced in late January 2025, and we produced a trial package of material predominantly mined during February 2025 being the first full month of hard rock mining.

In addition, in October 2024, we acquired a controlling 65% stake in the Curlew Emerald Project in Western Australia for £232,000, with the right to acquire the remaining 35% at a later date. Similar to Gravelotte, Curlew is an open-cast project that was historically exploited at an artisanal level, but it clearly has significant resources, including high carat, high-quality emeralds.

Independent Evaluation of Gravelotte

At the time of acquisition and subsequently, independent evaluations have confirmed Gravelotte’s robust potential. A review by ACA Howe International Limited, a firm with knowledge of the mine dating back to 2003, inferred a mineral resource estimate of 29 million carats within the Cobra and Discovery areas alone and an exploration target of between 155 million and 360 million carats across the wider licence area.

In July 2024, ACA Howe independently reviewed the Company's discounted cash flow model. On conservative assumptions, they estimated a net present value of USD 22.4 million for the Cobra and Discovery pits and an estimated pre-tax profit of USD 79.5 million, based on the current inferred JORC resource and a projected 17-year mine life.

These independent assessments highlight the significant value potential of Gravelotte, which is not reflected in the Company’s current market valuation.

Strategic Transformation and Growth

2024 marked a major period of transformation for Gem Resources. The Company changed its name from URA Holdings Plc to Gem Resources Plc, reflecting a sharpened focus on high-value gemstone assets, particularly emeralds.

Our key achievements include the commissioning of our processing plant and sorter and the commencement of phased emerald production at Gravelotte. While production during 2024 primarily involved historical tailings and stockpiled material, these early operations allowed us to refine our recovery processes in preparation for hard rock mining.

Although technical issues, including the failure of key second-hand processing equipment, delayed initial production targets, these challenges were overcome, and the recovery plant has now been optimised for ongoing operations.

Preparation for new mining activities began in the fourth quarter of 2024, and hard rock mining at the Cobra open pit commenced in late January 2025. This represents the beginning of Gravelotte's reestablishment as an important global emerald producer.

First Emerald Sales and Market Insights

As announced on 25 April 2025, we completed our first test sales of emeralds from Gravelotte. The sale included 8,130 carats of mixed-grade emeralds, 818 grams of green beryl, and 3,000 grams of tailings-derived material, generating total gross revenue of USD 57,000.

These sales establish initial price points across product categories and enable benchmarking as we transition toward full-scale production. Notably, the majority of the emeralds sold were mined during February 2025.

While achieved prices averaged USD 5.29 per carat, reflecting challenging market conditions including uncertainty around U.S. tariffs and subdued demand in Asia, the operational viability of the mine remains intact. Under normalised market conditions, we believe significantly higher price points can be achieved.

Sustainability and Ethical Mining

We remain committed to responsible and sustainable operations. Our emeralds are fully traceable, supporting ethical sourcing throughout the value chain. We are compliant with South African Black Economic Empowerment (BEE) legislation, maintaining a 26% BEE shareholding structure that includes local community participation. This reflects our commitment to inclusive development and equitable benefit-sharing.

Financial Prudence and Low-Cost Development

Financial discipline remains a core focus. Our efficient deployment of capital has enabled significant operational progress with minimal dilution.

In 2024, we raised £475,000 (before expenses) through a placement in February and a further £425,000 (before expenses) through an institutional placement in July. These funds strengthened our financial position and supported both Gravelotte operations and the acquisition of the Curlew Project.

The Group reported a loss of £2 million for the year (0.64p per share) compared to a loss of £1.1 million in 2023 (0.42p per share). The increased loss reflects pre-revenue investments to restart mining operations. With hard rock mining now underway, we anticipate an improved financial performance in the coming year. However, the Group will require further funding from external sources as disclosed in the going concern note.

Outlook

While much work remains, we have entered 2025 with strong operational momentum. Our priorities are to scale up production at Gravelotte, optimise recoveries, and advance the Curlew Project toward initial development.

As market conditions stabilise, Gem Resources aims to become a leading, ethical emerald producer, delivering sustainable value for all stakeholders.

Edward Nealon
Chairman

Date: 30 April 2025

Strategic Report

The Directors present their Strategic Report for the year ended 31 December 2024.

Principal Activities

Throughout the period under review, the Company and its subsidiaries (the "Group") operated as a mining and mineral exploration company. The principal activity of the Group during the year was the advancement and development of its acquired assets, with the overarching objective of creating long-term value for shareholders through capital growth and/or dividends.

The Company's main strategic focus during the reporting period was to:

- utilise the in-house expertise of the Directors and management to progress the Gravelotte Emerald Mine through to initial emerald production and refine its processing methodology to maximise efficiency;
- develop a detailed understanding of the available tailings and ore at Gravelotte prior to commencing further mining activities and confirming a route to market;
- pursue joint venture opportunities for its strategic mineral licence in Zambia, aimed at unlocking value through technical and commercial partnerships; and
- commence early-stage development planning for the Curlew Emerald Mine in Australia, with a view to restarting cost-effective mining and processing operations in a phased and sustainable manner.

Investing in small natural resource projects can be very rewarding, but because of the issues and uncertainties arising from the principal risks disclosed from page 8 below, there is a significant possibility of such reward not materialising. As a result of the nature and size of the Group and Company it will, in the early years particularly, be exposed to a concentration of risk either by sector or geographically, or possibly both. These risks are outlined in more detail below.

Review of Business and Development in the Year

A review of the years activities and future prospects is contained in the Chairman's Statement.

Financial and Performance Review

The Company did not have any income producing assets during the year under review, though since the year end, production from the Gravelotte Emerald Mine has meant the Company is now revenue producing.

The results for the Company and Group are set out in detail in the financial statements. The Company reports a loss of £1,468,000 for the year ended 31 December 2024 (2023: loss £868,000). The Group reports a loss of £1,956,000 for the year ended 31 December 2024 (2023: loss £1,132,000).

Key Performance Indicators

The Company's primary financial key performance indicator ('KPI') at this stage of its development is the monitoring of its cash balances. The Company's cash at 31 December 2024 was £283,000 (2023: £667,000). The Groups cash at 31 December 2024 was £414,000 (2023: £674,000). The critical non-financial KPI during the period was the ability of the Group and Company to develop its principal exploration project (Gravelotte) to the point of being brought back into production, which the Group and Company achieved during the first half of 2024.

Cashflow
During the year, net cash outflow from Group operating activities was £550,000 (2023: £950,000). The change is primarily attributable to the ramping up of operational activities at the Gravelotte Emerald Mine. Cashflow forecasts are reported to the Board on a monthly basis to ensure progress is in line with budget. Long term forecasts are also provided to ensure that the strategy of the business can be adequately funded.

In July 2024, the Company announced the payment of AU$450,000 to acquire a 65% interest in Prasinus Exploration Limited, the owner of the Curlew Emerald Mine. The mine, located in the Pilbara region of Western Australia, holds a mining lease which runs through to May 2044.

The Group raised cash net of costs of £727,000 (2023: £1,330,000) during the year from placing of Ordinary Shares.

The Group had a £256,000 net decrease (2023: increase £371,000) in cash and cash equivalents at year end.

Balance Sheet

During 2024, non-current assets decreased to £1,156,000 (2023: £1,504,000), this was mainly due to the impairment of one licence that was held by Malaika Exploration (Zambia) Limited that was rejected during the year, offset by the acquisition of the Australian company.

The total liabilities increased to £1,017,000 (2023: £552,000). This resulted primarily from the accrued and unpaid directors' fees.

Cash has been used to fund the Group's operations and facilitate its acquisition of relevant targets. Administrative expenses are the expenses related to the Group's ability to run the corporate functions to ensure it can perform its operational commitments. Exploration costs, capitalised during the year, consist of exploration expenditure on the Group's exploration licences.

Risk & Uncertainties

This business carries a high level of risk and uncertainty, although the potential rewards can be outstanding. The Directors have identified the following principal risks in regards to the Group's future. The relative importance of risks faced by the Group can, and is likely to, change as the Group executes its strategy and as the external business environment evolves the strategy as may be required based on developments and exploration results. Key elements of this process are the Group's reporting and Board meetings. The main risks include:

Strategic risk

The Group's strategy may not deliver the results expected by shareholders. The Directors regularly monitor the appropriateness of the strategy, taking into account both internal and external factors, together with progress in, and modification to, the Company's strategy.

Geographic Risks

The concentration of the Group's licences lies in three projects, the Gravelotte Emerald Mine, Curlew Emerald Mine and Strategic Mineral Projects, located in South Africa, Australia and Zambia, respectively.

The limited number of separate projects and ongoing investments creates risk. The Company is an African and Australian focused mining company with a particular focus on coloured gemstones, specifically, emeralds at the Gravelotte and Curlew Emerald Mines and high-grade graphite, coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs) at the Strategic Mineral Projects.

The Group has limited diversification in its asset base in South Africa, Australia and Zambia. In view of its initial focus on the Gravelotte Emerald Mine, the Group will be exposed to the concentration risk of only having current operations in the coloured gemstones sector, where concentration risk may further relate to sub-sector, geography, the relative size of an investment or other factors. The Group has focused its investment strategy on the Gravelotte Emerald Mine, which as a result may expose the Group to country and local government-associated risk, and fluctuations in the demand for and the price of gemstones, specifically, emeralds and in the future, high-grade graphite, coltan (containing niobium & tantalum), lithium, and rare earth elements (REEs). Any delay in the active development of the Gravelotte Emerald Mine, or any unexpected interference in operations in the coloured gemstones sector, could in turn, materially adversely affect the revenue, business, results of operations and financial condition of the Group.

Access to infrastructure

Mining, processing, development and exploration activities depend, to a significant degree, on adequate infrastructure. Reliable roads, power sources and water supply are important determinants, which affect capital and operating costs.

Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could materially adversely affect the Group's operations, financial condition and results of operations. Any such issues arising in respect of the supporting infrastructure or on the Group's sites could materially adversely affect the Group's results of operations or financial condition.

Furthermore, any failure or unavailability of the Group's operational infrastructure (for example, through equipment failure) could materially adversely affect the production output from its mines or development of a mine or project.

Operational Risks

There can be no guarantee of the results of any detailed exploration activity at the Strategic Minerals Project. The prospects of the discovery of commercially viable mineral resources and ore reserves on the Group's exploratory licence area associated with the Strategic Minerals Project are based on the judgement of the Directors, and historical data from the Strategic Minerals Project and adjacent areas which are anticipated to have similar geology. Whilst the Directors have engaged geologists to support and inform their decisions to acquire interests in the exploration licence area associated with the Strategic Minerals Project, no mineral resource and reserve estimate has, to date, been prepared in relation to it. Until the Group carries out extensive and detailed exploration studies on the licence areas, the assumptions as to the presence of mineral resources and ore reserves on the exploration licence area associated with the Strategic Minerals Project, remain based on theoretical and limited anecdotal physical evidence and data.

Mineral exploration is an inherently speculative activity. The Group holds one exploration licence in Zambia in respect of the Strategic Minerals Project and is at an early stage of exploration in these licence areas. The Strategic Minerals Project has been selected on the basis of a set of prevailing geological conditions in the associated exploration licence area, however the asset base has yet to be comprehensively explored or tested. In the event that further exploration and/or testing reveals that the Strategic Minerals Project does not have a viable asset base, the Group will rely heavily on the benefit of having the newly acquired Curlew Emerald Mine in Australia and a JORC compliant maiden mineral resource estimate for the Gravelotte Emerald Mine in South Africa.

In the event that the geology in the associated licence areas turns out to be other than as expected and even if the geology is as anticipated, there is significant risk after spending significant sums on exploration and testing activity that no commercially viable mineral resources and ore reserves will be discovered. There is accordingly a material risk that activity at the Strategic Minerals Project could yield results that are materially below expectations which could in turn materially adversely affect the revenue, business, results of operations and financial condition of the Group.

The financial performance of the Group is also subject to its ability to achieve production at its Gravelotte Emerald Mine at target quantities and quality. Failure to do so may result in material adverse impact on the business, operations and financial performance of the Group.

Any unscheduled interruptions in the Group's operations due to mechanical, electrical or other failures or industrial relations related issues or problems or issues with the supply of goods or services could have a serious impact on the financial performance of those operations.

Legal and Regulatory Risks

The Group's intended activities in South Africa are also subject to extensive laws and regulations governing mining and mineral exploration companies. For example, the Mineral and Petroleum Resources Development Act No. 28 of 2002 and the MPRDA Amendment Act No.49 of 2008 ("MPRDA"), the Mineral and Petroleum Resources Royalty Act 2008, the Mining Titles Registration Act 1967, the Precious Metals Act 2005, National Environmental Management Act 1998 (NEMA) and Diamonds Act 1986 regulate mining in South Africa. The MPRDA outlines key requirements for exploration companies including imposing on these companies the obligation, after a prospecting right or mining right is granted, to lodge for registration with the Mineral and Petroleum Titles Registration Office within 60 days of the notarial execution of the mining right. The holder of the mining rights has various obligations during the duration of the right, such as reporting obligations. There are additional considerations related to environmental regulations and authorisations which are required for prospecting or mining operations and related activities, including the requirement by the Department of Mineral Resources and Energy of South Africa (“DMRE”) to grant environmental authorisations and approve prescribed financial provisions (the amounts set aside by mining companies for the remediation and rehabilitation of the environment in relation to mining activities).

The Group’s current and prospective activities in Australia will similarly be governed by extensive laws and regulations pertaining to environmental protection, mining, and land use. Key legislative frameworks include the Environmental Protection and Biodiversity Conservation Act 1999 (EPBC Act), which outlines requirements for environmental assessments and approvals for projects likely to have significant impacts on matters of national environmental significance. The Group’s compliance obligations also extend to the Mining Act 1978 (Western Australia), the Work Health and Safety Act 2011, and the Aboriginal Heritage Act 1972 (Western Australia), which protects culturally significant sites. Australian states also enforce specific environmental and mining regulations, including the obligation to submit environmental management plans, remediation strategies, and financial assurance for mine site rehabilitation. Additionally, the Australian government requires mining operators to obtain permits for water use, waste management, and greenhouse gas emissions under various federal and state regulations. Non-compliance with these requirements can result in significant penalties, project delays, and/or operational restrictions.

The Group’s operating activities in Zambia are subject to extensive laws and regulations governing waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production and other matters in Zambia (including the protection of Aboriginal heritage sites) under the Zambian Environmental Act, the Occupational Health and Safety Act No. 36 of 2010, the Mines and Minerals (Environmental) Regulations No. 29 of 1997 and the Environmental Protection and Pollution Control (Environmental Impact Assessment) Regulations SI No. 28 of 1997 (EIA Regulations).

Environmental considerations are integral to the Group’s operations across all jurisdictions. In Zambia, South Africa, and Australia, compliance with environmental laws encompasses obtaining permits for activities that may affect air, water, or soil quality, implementing mitigation measures to manage environmental risks, and adhering to stringent monitoring and reporting requirements. The Group is committed to sustainable practices, ensuring that operations align with environmental, social, and governance (ESG) principles, particularly with respect to the remediation and rehabilitation of affected sites and reducing the environmental footprint of its activities.

Market and Commodity Price Risks

The financial health of the Group is significantly tied to the market prices of emeralds and other minerals. Price drops can decrease asset valuations, diminish revenue, and reduce overall profitability, thereby affecting the Group's financial condition and operational viability.

Political, Economic and Regulatory regime

The licences and operations of the Group are in jurisdictions outside the United Kingdom and accordingly, there will be a number of risks which the Group will be unable to control. Whilst the Group will make every effort to ensure it has robust commercial agreements covering its activities, there is a risk that the Group's activities will be adversely affected by economic and political factors such as the imposition of additional taxes and charges, cancellation or suspension of licences and changes to the laws governing mineral exploration and operations.

The Group's activities will be dependent upon the grant of appropriate licences, concessions, leases, permits, and regulatory consents that may be withdrawn or made subject to limitations. There can be no assurance that they will be granted or renewed or if so, on what terms. There is also the possibility that the terms of any licence may be changed other than as represented or expected.

The current focus of the Group's activities, offer stable political frameworks and actively support foreign investment. The countries have well-developed exploration and mining code and proactive support for foreign companies. Through a programme of proactive engagement with each Government at all levels, the Group is able to partially mitigate these risks by establishing professional working relationships.

Financial Risks

The Group's operations expose it to different financial risks including foreign exchange risk, credit risk, liquidity risk and interest rate risk. Details of the principal financial risks are set out in note 19.

To develop its extraction processes in South Africa and Australia, the Group may require significant financial resources. These needs may arise from the necessity to increase or expand mineral development activities, subject to availability of capital on favourable terms.

Refer to note 2 to the consolidated and group financial statements which explains that the Group is reliant on revenue from production at the Gravelotte Emerald Mine's ramp up and on management's ability to secure additional funding in order to meet its obligation as they become due. A material uncertainty therefore exists that may cast significant doubt on the Group's and Company's ability as a going concern.

Furthermore, financial performance may be impacted by fluctuations in the exchange rates between the US Dollar, South African Rand, Zambian Kwacha, Australian Dollar and UK Pounds Sterling, particularly because the Group operates in multiple currencies, but raises capital primarily in Sterling.

Human Capital Risks

The Group's operational success and strategic management are critically dependent on the retention of skilled directors and senior management. Difficulty in maintaining or recruiting such personnel poses significant risks to operational continuity and the execution of strategic objectives. Nevertheless, through programmes of incentivising staff, appropriate succession planning, and good management these risks can be largely mitigated.

Exploration and Development Risks

The estimates of mineral resources and reserves involve significant uncertainties. These estimations are based on historical geological data and management's judgement, which may not always accurately predict actual mineral deposits. Misjudgements or errors in these estimates could lead to unanticipated variations in reserves, affecting the feasibility and profitability of mining operations. Even if there are economically recoverable deposits, delays in the construction and commissioning of mining projects or other technical difficulties may make the deposits difficult to exploit. The exploration and development of any project may be disrupted, damaged or delayed by a variety of risks and hazards which are beyond the control of the Group. These include (without limitation) geological, geotechnical and seismic factors, environmental hazards, technical failures, adverse weather conditions, acts of God and government regulations or delays.

Exploration is also subject to general industrial operating risks, such as equipment failure, explosions, fires and industrial accidents, which may result in potential delays or liabilities, loss of life, injury, environmental damage, damage to or destruction of property and regulatory investigations. The Group may also be liable for the mining activities of previous miners and previous exploration works. Although the Group intends, itself or through its operators, to maintain insurance in accordance with industry practice, no assurance can be given that the Group or the operator of an exploration project will be able to obtain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims. The Group may elect not to become insured because of high premium costs or may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

Environmental, Regulatory and Operational Safety Risks

Operations must adhere to strict environmental standards, which are subject to changes and could become more stringent. Failure to comply can lead to substantial fines and operational disruptions. Mining operations are exposed to potential accidents and infrastructure failures. Any significant safety incidents or infrastructural damages could lead to operational halts, increased costs, and legal liabilities. While the Group believes that its operations and future projects are currently, and will be, in substantial compliance with all relevant material environmental and health and safety laws and regulations, including relevant international standards, there can be no assurance that new laws and regulations, or amendments to, or stringent enforcement of, existing laws and regulations will not be introduced.

Nevertheless, the Group will continue to vigorously apply international standards to the design and execution of any and all of its activities, including engagement and consultation with local communities, and non-governmental and Governmental organisations to ensure any impacts of current and future activities are minimised and appropriately managed. The Group has established a comprehensive suite of health, safety, environmental and community policies which will underpin all future activities.

Other business risks

In addition to the current principal risks identified above, the Group's business is subject to risks relating to the financial markets and commodity markets. The buoyancy of both the aforementioned markets can affect the ability of the Group to raise funds. The Group has identified certain risks pertinent to its business including:

Strategic and Economic:

- Business environment changes
- Limited diversification

Operational:

- Difficulty in obtaining / maintaining / renewing licences / approvals

Commercial:

- Failure to maximise value from its projects
- Loss of interest in key assets
- Regulatory, compliance and legal

Human Resources and Management:

- Failure to recruit and retain key personnel
- Human error or deliberate negative action
- Inadequate management processes

Financial:

- Restrictions in capital markets impacting available financial resources
- Cost escalation and budget overruns
- Fraud and corruption

The Directors regularly monitor such risks, using information obtained or developed from external and internal sources, and will take actions as appropriate to mitigate these. Effective risk mitigation may be critical to the Group in achieving its strategic objectives and protecting its assets, personnel and reputation. The Group assesses its risk on an ongoing basis to ensure it identifies key business risks and takes measures to mitigate these. Other steps include regular Board review of the business, monthly management reporting, financial operating procedures and antibribery management systems. The Group reviews its business risks and management systems on a regular basis

Promotion of the Company for the benefit of the members as a whole

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between members of the Group and Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interest of the Group and Company's employees;
- Foster the Group and Company's relationships with suppliers, customers and others; and
- Consider the impact of the Group and Company's operations on the community and the environment.

The Group and Company has sought to act in a way that upholds these principles. The Directors believe that the application of s172 requirements can be demonstrated in relation to some of the key decisions made and actions taken during the year.

Category	How the Directors have engaged	Impact of action
Shareholders and investors	The Directors have communicated regularly with its shareholders and investors via public announcements, PR outreach via platforms such as ProActive Investor. The Directors have also maintained the listing of the Company on the Equity Shares (Transition) category of the London Stock Exchange.	The Group and Company has received positive feedback from shareholders and is listed on the Equity Shares (Transition) category and is trading on the Main Market of the London Stock Exchange. The Company, on behalf of the Group, raised fresh capital during the period with which to run its operations, demonstrating a strong relationship with investors and existing shareholders, who participated in the fundraise.
Suppliers	The Group and Company has focused on developing long term and mutually beneficial relationships with its suppliers through consistent communication, efficient use of their time, prompt payment and reasonable requests.	Relationships have been maintained with all suppliers in place at the beginning of the period.

	The Company also maintains strong Health and Safety policies on its operational mine sites to ensure the wellbeing of all suppliers.	
Employees	Whilst the Group and Company is small, it makes sure that it works closely with its employees and Directors, keeping them all closely and regularly informed of all developments at the Company. The Company's one employee is in regular contact with the Board and the Directors all communicate independently and via regular Board Meetings. Employees of the Company's South African subsidiary are on-site staff and regularly interact with senior management/directors – mainly Wessel Marais, Louis Swart and Bernard Olivier. There are 22 employees at the South African subsidiary. There is one director engaged in Australia – Michael Ast. There are two resident directors in Zambia and no employees.	There were 11 additional employees employed at the South African subsidiary.
Environmental, social and governance ("ESG")	The Directors acknowledge that our business activities could affect the society and environment around us, and that we have an opportunity and an implicit duty to ensure this impact is positive. The Company has a fully remote set up, no UK physical locations, has under 500 employees and consumes less than 40,000 kwh of energy.	No environmental or safety incidents were reported during the year.
Government	The Directors are aware of the importance of retaining close and strong working relationships with	The Company ensures that it is always operating within the parameters set by local laws,

	Government (both national and local) in the jurisdictions that the Group operates in.	as evidenced by its successful renewal of the Zambian licence, up to date filings in Australia and the deposit made for mine site rehabilitation in RSA.
Local Community	At the subsidiary level, management and the Group and Company's employees continue to maintain excellent relationships with the local communities where they operate. During the year under review, the Group and Company used local businesses for the provision of certain services, specifically for geological prospecting assistance, earth works, food and shelter. The Company also fully complies with local Black Economic Empowerment ('BEE') rules given the 26% shareholding of the BEE partners in the mining operations in South Africa and maintains a strong relationship with its BEE partners.	This created, and will continue to create, increased economic activity in the areas in which the Company operates. Local management also maintains regular dialogue with the local population and leaders to ensure support for its activities.

Its members will be fully aware, through detailed announcements, shareholder meetings and financial communications, of the Board's broad and specific intentions and the rationale for its decisions. The Company pays its employees and creditors promptly and keeps its costs to a minimum to protect shareholders funds.

Use of financial instruments

The Company's financial risk management objectives are to minimise its liabilities wherever possible, to fund its activities through equity or debt financing and to ensure the Company has sufficient working capital to pursue its corporate strategic objectives.

Edward Nealon
Chairman

Date: 30 April 2025

Directors' Report

The Directors present their Directors' Report together with the audited financial statements of Gem Resources Plc (the "Company" or "GEMR"). A commentary on the business for the year is included in the Chairman's Statement on page 4. A review of the business is also included in the Strategic Report on page 7.

The shareholdings of the Directors and Key Management Personnel ("KMP") who held office throughout the period and at the date of publication are as follows as at the end of the period:

Name	Number of Ordinary Shares	Percentage of share capital
African Critical Metals Limited	60,000,000	19.44%
Ed Nealon	10,680,768	3.46%
Peter Redmond	8,949,357	2.90%
Bernard Olivier	4,964,103	1.61%
Sam Mulligan	1,000,000	0.32%
Jeremy Sturgess-Smith	940,170	0.30%

At the time of publication of the accounts, Ed Nealon holds 49.5% of the issued share capital of Africa Critical Metals Limited ("ACM") through his family investment company, Almaretta Pty Ltd. Mr Nealon is considered to be interested, inter alia, in the shares held by Africa Critical Metals Limited in the proportions set out above. Mr Nealon is a director of ACM.

Mr Nealon's interest in shares includes 5,384,615 shares held through his family investment company, Almaretta Pty Ltd.

The Directors mitigate the risk to independence from the Chairman's large shareholding through significant decisions being made by the entire board and by consulting with the Group and Company's legal council, Orrick, and with the Company's independent director, John Treacy, on all corporate activities.

Results and dividends

The results for the year ended 31 December 2024 are set out on page 47.

The Group reports a loss of £1,956,000 for the year ended 31 December 2024 (2023: loss £1,132,000). The Company reports a loss of £1,468,000 for the year ended 31 December 2024 (2023: loss £868,000).

The loss attributable to the owners of the parent was £1,822,000 (2023: £1,063,000) and the loss attributable to non-controlling interests was £134,000 (2023: £69,000), consistent with the financial statements.

There were no dividends paid (2023: £nil) in the financial year ending 31 December 2024.

Directors' Insurance and Indemnity Provision

The Company maintains Directors' & Officers' liability insurance which gives appropriate cover for any legal action brought against its Directors. In accordance with Section 234 of the Companies Act 2006, qualifying third party indemnity provisions are in place for the Directors in respect of liabilities incurred as a result of their office to the extent permitted by law.

Employment Policy

It is the policy of the Group and Company to operate a fair employment policy. No employee or job applicant is less favourably treated than another on the grounds of their sex, sexual orientation, age, marital status, religion, race, nationality, ethnic or national origin, colour or disability and all appointments and promotions are determined solely on merit. The Directors encourage employees to be aware of all issues affecting the Group and Company and place considerable emphasis on employees sharing in its success.

Changes in share capital

Details of movements in share capital during the period are set out in note 18 to these consolidated financial statements.

Pensions

The Company did not operate a pension scheme during the period and has not paid any contributions to any scheme for Directors and employees.

All eligible Directors and employees have been invited to participate in the Company's pension scheme with True Potential. At the time of publication all Directors and employees have opted out of the workplace pension.

Energy and Emissions Data

As the Company has not consumed more than 40,000 kwh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emission, energy consumption or energy efficiency activities. Additionally, during the reporting period, there were no significant contracts in place that would affect the Energy or Emissions Data.

Going concern

During the year ended 31 December 2024, the Group incurred a loss of £2 million (2023: loss £1.1 million), the Company incurred a loss of £1.5 million (2023: loss £0.9 million) and experienced net cash outflows from operating activities. Cash and cash equivalents for the Group totalled £414,000 as at 31 December 2024 (2023: £674,000) and £283,000 as at 31 December 2024 (2023: £667,000) for the Company.

The Group and Company has no current source of operating revenue other than from the Gravelotte Emerald Mine and relies on existing cash resources, facilities, and planned fundraisings to meet its overheads and operational requirements.

Recent policy changes in the United States of America have introduced significant shifts that have affected the financial markets. The financial markets have experienced considerable turmoil due to ongoing trade tensions and the imposition of tariffs. These policies may result in higher inflation and disruptions in global trade, which could impact the Group's and Company's operations and financial performance.

In assessing the appropriateness of applying the going concern basis in the preparation of the consolidated financial statements, the Directors have considered the Group's and Company's liquidity and forecast cash flows under a range of potential scenarios taking into account reasonably possible outcomes over an 18-month period from the date of approval of these financial statements. These forecasts indicate that further funding will be required in the near term to meet the Group's and Company's working capital requirements and to advance its planned operational activities.

Scenario modelling evaluated the Group's and Company's committed cash flows, liquidity position, and future funding access, assuming no internal revenue generation, sustained working capital, and successful fundraises over 18 months.

The scenarios modelled did not consider the quantity and quality of production at Gravelotte and the restart of operations at Curlew leading to successful sales, nor the point at which the Director's expect the Group and Company to reach gross profit levels.

The Group and Company currently holds no facilities or indebtedness.

Base Case Scenario

The Group's and Company's cash flow forecasts indicate positive liquidity under the base case scenario, assuming timely successful fundraising efforts, which was required due to the absence of any turnover in the 18-month period. Should any delays or reductions in the expected funding occur, management has identified discretionary cost reductions to preserve liquidity within the forecasted period.

The Group and Company has been successful in historic fundraising efforts to develop its Gravelotte asset in South Africa. The Group and Company has also taken into consideration mitigating actions available to it, these include stopping all non-essential capital expenditure over the 18-month forecasted period which has been modelled under the base case scenario. In addition, the Group and Company has taken steps to reduce operational and administrative costs, in order to further preserve liquidity. As part of ongoing efforts to manage cash flow more effectively, management have made arrangements to extend payment terms with certain suppliers. Further steps would be taken to operate at a minimal cost basis should the Directors consider it necessary.

Under the base case scenario, the Group and Company maintains positive liquidity against available cash facilities throughout the forecasted period up to June 2026, therefore a period of at least 12 months from the date of the annual report and financial statements.

As such, there is considered to be a material uncertainty as to whether the Group and Company will be able to support its working capital requirements and pay its liabilities when it becomes due.

Considering the liquidity implications of the scenario analysis and the uncertainty, the Board are assessing several options with regard to additional sources of liquidity including the raise of additional equity funding.

Severe but Plausible Downside Scenario
Given the current uncertainty around securing successful funds through equity raises and generation of turnover at the Group's Gravelotte or Curlew project, the Directors have considered the following severe but plausible downside scenarios to stress test the Group's and Company's financial forecasts.

Under this scenario the Group and Company would be unable to raise successful equity funding during the required funding periods. This scenario also assumed that no turnover is generated from operations during the forecasted 18-month period and that the Group and Company would require additional funding from August 2025 and would not have sufficient liquidity to sustain working capital requirements beyond this point. These circumstances represent a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and therefore where the Group and Company are unable to raise funds successfully in the short term the Group and Company will be unable to realise its assets and discharge its liabilities in the normal course of business that may lead to the Group and Company becoming insolvent.

Conclusion
In response to potential funding constraints, the Group and Company have developed contingency measures, including ceasing all non-essential expenditure and exploring supplementary funding options, such as shareholder support and asset-level transactions.

Further uncertainties exist around the successful ramp-up of the production at the Group's and Company's Gravelotte project to allow consistent production and sales and required funding from a capital raise during the coming months and across the forecast period. Given the sensitivity to immediate fundraising and operational profits, material uncertainties exist in respect of the Group and Company's ability to secure a successful fundraise and sustain current operations as sufficient liquidity does not exist to fund operational activities without the generation of operational turnover. In those circumstances the Directors may consider the sale of assets.

While the Directors remain confident in the Group's and Company's ability to secure adequate resources in the required timeframe, and in the underlying viability of the Group's projects, there can be no absolute certainty that fundraising will be concluded on acceptable terms.

The Directors have assessed the Group's ability to continue as a going concern, considering cash flow forecasts, funding requirements, and mitigating actions such as cost controls and potential asset sales. While material uncertainties exist, the Directors remain confident in securing additional funding.

The financial report does not include adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group and Company not continue as a going concern.

Directors' remuneration

Details of the remuneration of the Directors can be found in note 5 to these accounts.

Directors' interests in transactions

Other than disclosed in note 5 no Director had during, or at the end of the period, a material interest in any contract which was significant in relation to the Company's business.

Directors

The following Directors held office during the period:

Peter Redmond
John Treacy
Edward Nealon
Bernard Olivier
Sam Mulligan

Board Assessment

The Directors are aware that now GEMR has been listed for over 3 years, a full board evaluation is recommended. Whilst this has not happened yet, the Directors intend to source an independent evaluator who will review both the Board's assessment over the past years and also remuneration (the recommendations of this will be passed to the remuneration committee for review and implementation). In the interim, the performance of the Board is assessed by the Remuneration Committee keeping in view the progress through exploration, development and commissioning phases and into production.

Internal controls and corporate governance

The Board is responsible for identifying and evaluating the major business risks faced by the Company and for determining and monitoring the appropriate course of action to manage these risks.

Environmental, Social and Governance ("ESG") Statement

GEMR is committed to operating its mining and exploration activities in a responsible, ethical, and sustainable manner. While the Company is still in the early stages of production, ESG considerations are incorporated into all strategic and operational decisions as part of our long-term value creation plan.

Environmental Stewardship

GEMR acknowledges the environmental sensitivity of gemstone mining. The Company strives to:

- Minimise environmental impact through responsible land use and rehabilitation planning;
- Monitor water and waste management at its project sites;
- Ensure that future energy sourcing decisions incorporate efficiency and sustainability considerations.

During 2024, mining and processing activities were limited to tailings and low-impact hard rock mining, which allowed the Company to optimise recovery while minimising its operational footprint

Social Responsibility

GEMR is committed to building enduring relationships with the local communities in which it operates. Highlights include:

- 26% Black Economic Empowerment (BEE) ownership at the Gravelotte operation, which includes participation by the local community;
- Local employment preference at Gravelotte, providing jobs and skills development to the surrounding communities;
- Ethical sourcing and full traceability of GEMR's emeralds, contributing to consumer confidence.

Community consultation remains an ongoing part of the Company's site development and expansion planning. The inclusion of local community stakeholders in the BEE structure is a central part of GEMR's social licence to operate and long-term development strategy.

Governance and Compliance

The Board of GEMR recognises that strong governance underpins its ability to deliver on its strategic and ESG objectives. Key features include:

- Board oversight of ESG matters via the Audit and Risk Committee;
- Policies in place addressing anti-bribery and market disclosure;
- Compliance with the UK Corporate Governance Code as applicable to a standard listed company.

As the Company grows, it intends to enhance formal ESG reporting frameworks and adopt metrics consistent with the International Sustainability Standards Board (ISSB) and Sustainability Accounting Standards Board (SASB) guidance where relevant.

Streamlined Energy and Carbon Reporting (SECR)

GEMR does not meet the size or activity thresholds that would trigger mandatory disclosure under the UK Government's Streamlined Energy and Carbon Reporting (SECR) framework.

However, the Company remains committed to operating responsibly and will continue to monitor its environmental impact. As operations scale, GEMR will review the implementation of energy use monitoring and voluntary emissions reporting in line with recognised ESG reporting standards.

Whistleblowing

The Group has adopted a formal whistleblowing policy which aims to promote a very open dialogue with all its employees which gives every opportunity for employees to raise concerns about possible improprieties in financial reporting or other matters.

To date, no reports have been filed under this policy.

Diversity

The Board is aware of its lack of diversity in its Board and senior management. It has an all male Board. It therefore does not meet, either during the year or at the current time, the board diversity targets as detailed out in Policy Statement PS 22/3 of the Listing Rules and DTR requirements, on gender and on ethnicity. The Board will continue to address these issues going forward, however, the Board is conscious that the Group is small, with only one employee and the recruitment of a diverse Board in the immediate future may not be feasible owing to the necessary expertise required and prioritisation of reaching revenue generation.

Market Abuse Regulations

The Group is required to comply with article 18(2) of the Market Abuse Regulation ("MAR") with reference to insider dealing and unlawful disclosure of inside information. The LSE requires traded companies to maintain insider lists as set out in the MAR. The Board has put in place a MAR compliance process and the Company's regulatory announcements are overseen by the Board of Directors.

Substantial shareholdings

As at 31 December 2024, the Directors are aware that following shareholders hold more than 5% of the issued share capital:

Name	Number of Ordinary Shares	Percentage of share capital
Africa Critical Metals Limited	60,000,000	19.82%
Nortrust Nominees Limited	24,675,000	8.15%
Peel Hunt Partnership Limited	16,579154	5.48%
The Bank of New York (Nominees) Limited	15,200,730	5.02%

Number of shares not in public hands as at 31 December 2024, are 127,074,534 which equates to 41.99% of issued share capital.

Subsequent events

Following the end of the reporting period, the Group and Company announced that it has recorded first sales at the Gravelotte Emerald Mine, more details of this and other subsequent events are disclosed in note 24 of the consolidated financial statements.

Annual general meeting

This report and the consolidated financial statements will be presented to shareholders for their approval at the Company's Annual General Meeting ("AGM"). The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Audit committee

The Audit and Risk Committee comprises Peter Redmond as Chair and John Treacy, and meets at least twice a year. The Audit and Risk Committee is responsible for making recommendations to the Board on the appointment of auditors and the audit fee and for ensuring that the financial performance of the Company is properly monitored and reported. In addition, the Audit and Risk Committee receives and reviews reports from management and the auditors relating to the interim report, the annual report and accounts and the internal control systems of the Company.

The audit committee met 3 times during the year to 31 December 2024.

Corporate Governance Statement

The Company observes the requirements of the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time (the "UK Corporate Governance Code") (so far as it is practicable).

The Directors believe that the board is effective, have an entrepreneurial spirit and the objective of the Directors is to promote the long-term sustainable success of the company (Principle 1).

The Company has established a Remuneration Committee (Principle 5) and an audit and risk committee (Principle 4) of the Board (the "Audit and Risk Committee") with formally delegated duties and responsibilities.

The Remuneration Committee comprises John Treacy as chair and Peter Redmond, and meets at least once each year. The Remuneration Committee is responsible for the review and recommendation of the scale and structure of remuneration for Directors and any senior management, including any bonus arrangements or the award of share options with due regard to the interests of the Shareholders and other stakeholders.

As at the date of this report, the Company is, in compliance with the UK Corporate Governance Code, save as set out below:

(a) Principle 2, Division of Responsibilities - given the size of the Company, the Board only has one independent Director.

(b) Principle 3, Composition, Succession and Evaluation – the Board of the Company, due to its short time on the Equity Shares (Transition) category, has not had any turnover in Directors and so this principle has not been required. Though the Directors will ensure that when the board terms are almost over, a formal procedure is used to evaluate any incoming directors.

My fellow directors and I are committed to maintaining and enhancing our corporate governance skills and expertise through ongoing professional development and active engagement with industry best practices. We ensure that we stay abreast of the latest developments in corporate governance through continuous monitoring of regulatory updates. This dedication to staying informed and knowledgeable empowers our Board to make informed decisions that uphold the highest standards of corporate governance, fostering trust and confidence among our shareholders and stakeholders.

Political and charitable contributions

The Company made no charitable nor political donation in 2024 (2023: £nil).

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, the Directors' Report, the Remuneration Report and the consolidated 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 are required to prepare financial statements in accordance with UK adopted International Financial Reporting Standards. Under Company Law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and profit or loss of the Company for that year. 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 applicable accounting standards, UK adopted IFRS have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business
- prepare a directors' reports, strategic report and directors' remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and the Directors remuneration report comply with the Companies Act 2006 and Article 4 of the IAS Regulations. 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 confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware;
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information; and
- 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, provides the information necessary to assess the Company's performance, business model and strategy and is 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.

Information to shareholders – Website

The Company has its own website (www.gemresources.co.uk) for the purposes of improving information flow to shareholders as well as to potential investors.

Directors' Responsibilities Pursuant to DTR4

To the best of their knowledge, the Directors confirm:

- the Group and Company financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position of the Group and Company and its loss as at 31 December 2024; and
- the annual report, including the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties faced.

Statement of disclosures to auditor

So far as all the Directors, at the time of approval of their report, are aware:

a) there is no relevant audit information of which the Company's auditors are unaware; and

b) each Director has taken all the 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 Company's auditors are aware of that information.

By order of the Board

Edward Nealon
Chairman

Date: 30 April 2025

Board of Directors

Edward Nealon – Non-Executive Chairman
Edward Nealon is a geologist with 48 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation, before moving to Australia in 1980 where he spent two years in exploration with Rio Tinto. He founded his own consulting company in 1983 and has practiced in most of the world's major mining centres. Mr Nealon was co-founder and former Chairman of Aquarius Platinum Ltd dual listed on AIM and ASX, co-founder of Sylvania Platinum Ltd (AIM and ASX), co-founder of Tanzanite One (AIM). He holds a Masters degree in Geology and is a member of the Australian Institute of Mining and Metallurgy. Mr Nealon currently also serves as the Non-Executive Chairman for Lexington Gold Ltd.

Bernard Olivier – Chief Executive Officer
Dr Bernard Olivier is a qualified geologist and has been involved with the mining and exploration industry for the past 26 years. Dr Olivier has over 17 years' experience as a public company director of ASX-listed and AIM-quoted mining and exploration companies. Dr Olivier was previously the CEO of Richland (formerly Tanzanite One Limited) and was credited with restructuring and returning the group to profitability in 2010. As CEO he also led the team which established a maiden JORC Resource estimate of 3.9 million gold ounces for Bezant Resources plc's Mankayan project and achieved an 8 pence per share return of capital to its shareholders. Dr Olivier is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Dr Olivier currently serves as a Director and Chief Executive Officer of Lexington Gold Ltd.

Peter Redmond – Executive Director
Peter Redmond is a corporate financier with over 35 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years on the Unlisted Securities Market, the Main Market of the London Stock Exchange and AIM, whether by IPO or in many cases via reverse takeovers, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. He was a founder director of Cleeve Capital plc (now BigBlu Operations Limited) and Mithril Capital plc (now Be Heard Group Limited), both formerly listed on AIM prior to takeovers, and took a leading role in the reconstruction and refinancing of AIM-quoted 3Legs Resources plc (now SalvaRx Group plc). He is also a director of Hemogenyx plc (where he was involved in creating the precursor vehicle).

Sam Mulligan – Executive Director
Sam Mulligan, founder of Malaika Exploration (Zambia) Limited, has developed several successful businesses across China and Asia. He now resides in Zambia. Based in Lusaka, Mr. Sam Mulligan is the managing director and founder of Africa Prospect Development Zambia (APDZ). APDZ focusses on identifying potential new sources of critical metals. These metals are in short supply and will fuel the fourth industrial revolution. The company commenced operations in Zambia in 2016. Prior to APDZ, Sam Mulligan spent 25 years working in the market intelligence sector across Asia. During his time in Asia, Sam has worked across Japan, Korea, Australia, Singapore and China. In 2001, Sam founded a strategic market research company called Data Driven Marketing Asia (DDMA). DDMA specialized in market entry and opportunity appraisal for large scale multinationals to the China market and worked directly with many leading companies including Brown Forman, Anheuser Busch, Walmart, The

Australian Wool Board, The Chinese Sports Lottery, Standard Chartered Bank, The Norwegian Seafood Council as well as a selection of other government and foreign investment groups.

John Treacy – Independent Non-Executive Director
John Treacy is an experienced London-based financier who specialises in working with growing companies. He qualified as a solicitor in the London office of a major international law firm where he specialised in Capital Markets and Mergers & Acquisitions. From there he moved on to practice corporate finance in the advisory teams of several prominent UK brokerages where he acted as an adviser to a number of AIM companies and advised on numerous initial public offerings, acquisitions, debt restructurings and placings.

Remuneration Report and Plan

Dear Shareholder,

On behalf of the Board, I am pleased to present our Remuneration Report. It has been prepared in accordance with the requirements of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the "Regulations") and, after this introductory letter, is split into two areas: the Annual Report on Remuneration the Remuneration Policy, in that order.

GEMR's shares were admitted to what is now the Equity Shares (Transition) category and to trading on the Main Market of the London Stock Exchange on 2 March 2022. Since the listing, GEMR has been a mineral exploration company, operating its exploration assets in North-East Zambia via its subsidiary Malaika. During 2023 it acquired Gem - Venus Holdings Proprietary Limited the owner of the Gravelotte Emerald Mine in South Africa and in 2024 Prasinus Exploration Pty Ltd, the owner of the Curlew Emerald Mine in Western Australia.

During the period, the Company has had five Directors, three executive and two non-executives, and one employee, Jeremy Sturgess-Smith, who is deemed KMP. We had stated in our 13 December 2023 prospectus that the Directors will be paid annual amounts of:

- Ed Nealon - £40,000 per annum;
- Bernard Olivier - £50,000 per annum;
- Sam Mulligan - £40,000 per annum;
- Peter Redmond - £24,000 per annum;
- John Treacy - £24,000 per annum; and
- Jeremy Sturgess-Smith (employee) - £40,000 per annum.

The remuneration was amended (while others' remuneration remains the same) with effect from 1 May 2024 to:

- Edward Nealon - £45,000 per annum;
- Bernard Olivier - £70,000 per annum; and
- Peter Redmond - £40,000 per annum.

Wessel Marais and Louis Swart are directors at the South African entities and are also deemed key management personnel and are paid:

- Wessel Marais - £61,510 per annum; and
- Louis Swart - £36,000 per annum.

No other remuneration has been paid to Directors. However, in order to preserve cash, 50% of all Directors salaries were accrued (as was 50% of the salary of GEMR's only employee).

At year end, the following amounts was outstanding to the Directors/employee:

	2024	2023
	£	£
Peter Redmond	14,667	5,000
John Treacy	9,000	5,000
Ed Nealon	18,333	15,000
Bernard Olivier	32,083	18,750
Sam Mulligan	29,167	15,833
Jeremy Sturgess-Smith	21,667	8,333
Total	**124,917**	**67,916**

As was announced on 28 February 2025, the Company issued 5,999,998 new ordinary shares of £0.0001 each ("Ordinary Shares") at an issue price of 0.65 pence per Ordinary Share to the directors, Bernard Olivier, Ed Nealon and Peter Redmond in lieu of cash settlement of part of their accrued fees. Refer to note 24.

On 1 September 2021, the Company adopted an unapproved share option plan, which all executives and employees of the Company and its subsidiaries are eligible to participate in. The Remuneration Committee have not granted any further options beyond those detailed in the Remuneration Policy below; however they will select individuals to whom any further share options are to be granted from time to time.

Shareholders should note that the Company's Remuneration Policy contains provisions that the Remuneration Committee be granted powers to set new remuneration arrangements from time to time. As referred to above, the Remuneration Committee implemented an option plan in 2021. An annual review will be undertaken to ensure Remuneration is competitive and in line with market practice and good governance. No arrangements other than the unapproved option plan will be implemented for the Executive Directors or any other directors or employees until such a time as the Remuneration Committee may feel it is appropriate. Any changes to the Remuneration Policy will be put to shareholders at the next available Annual General Meeting.

John Treacy
Chairman of Remuneration Committee

Date: 30 April 2025

Remuneration Policy

As part of the current Remuneration Policy, the Remuneration Committee has extensive discretionary powers to set new remuneration arrangements that are commensurate with the business, from time to time. The Remuneration Committee would expect to change salary levels of the existing Executive Directors, set salaries and compensation and introduce benefits, pension, annual bonus and long term incentive arrangements which are competitive and in line with market practice and governance guidelines and which would be designed to align the interests of shareholder growth and director compensation. Salaries and fees of all Directors were agreed following the admission of the Company's shares to what is now the Equity Shares (Transition) category and to trading on the Main Market of the London Stock Exchange on 2 March 2022, with an amendment to Ed Nealon, Bernard Olivier and Peter Redmond's remuneration effective 1 May 2025. No further arrangements other than the unapproved option plan took place for the existing directors before 31 December 2024 but the Remuneration Committee will keep the matter under review as the Company develops.

<table>
<tr><th>Element</th><th>Detail</th></tr>
<tr><td>Base salary</td><td>Directors:
• Ed Nealon - £45,000 per annum;
• Bernard Olivier - £70,000 per annum;
• Sam Mulligan - £40,000 per annum;
• Peter Redmond - £40,000 per annum; and
• John Treacy - £24,000 per annum.

Key Management Personnel:
• Jeremy Sturgess-Smith - £40,000 per annum;
• Wessel Marais – £61,510 per annum; and
• Louis Swart - £36,000 per annum.

At the end of the reporting period, a total of £124,917 of the above based salary remains unpaid and accrued.</td></tr>
<tr><td>Benefits</td><td>No benefits are currently provided. A detailed review will be undertaken on the 12-month anniversary of publication of these accounts.</td></tr>
<tr><td>Pension</td><td>All eligible Directors and employees have been invited to participate in the Company's pension scheme with True Potential. At the time of publication, all eligible Directors and employees have opted out.</td></tr>
<tr><td>Annual Bonus</td><td>No annual bonus scheme is intended to be implemented during 2024 or 2025. A detailed review will be undertaken on the 12-month anniversary of publication of these accounts. The review will reflect the scale and complexity of the business at the time. Given the strategy of the Company, the Committee will continue to monitor this throughout the period.</td></tr>
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<tr>
<td>Option Plan</td>
<td>
The unapproved option plan put in place on Admission in March 2022 is intended to support the delivery of the Company’s strategy, to retain the Directors and reward them for driving its successful delivery. At this stage, the Option Plan is the Company’s sole long-term incentive plan for current Directors and employees following admission. The Option Plan operates over a period commencing on admission to what is now the Equity Shares (Transition) category and trading on the Main Market of the London Stock Exchange and ending on the 10th anniversary of this date (2 March 2032). For the full terms of the Option Plan, please refer to the Company’s prospectus published on its website.
(https://gemresources.co.uk/publications/).
At the time of publication, current participants are as follows as follows:
<table>
<tr><th>Name</th><th>Number of Options:</th><th>Exercise Price:</th><th>Date of Grant:</th><th>Expiry Date:</th></tr>
<tr><td>Bernard Olivier</td><td>8,000,000</td><td>1st Tranche – 2p per share; 2nd tranche- 2.5p per share and 3rd tranche 2.7p per share.</td><td>1 September 2021</td><td>1 September 2031</td></tr>
<tr><td>Peter Redmond</td><td>4,000,000</td><td>1st Tranche – 2p per share; 2nd tranche- 2.5p per share and 3rd tranche 2.7p per share.</td><td>1 September 2021</td><td>1 September 2031</td></tr>
<tr><td>Jeremy Sturgess-Smith</td><td>8,000,000</td><td>1st Tranche – 2p per share; 2nd tranche- 2.5p per share and 3rd tranche 2.7p per share.</td><td>1 September 2021</td><td>1 September 2031</td></tr>
</table>
As at 31 December 2024, none of the options have been exercised.
No other incentive plan is in place.
</td>
</tr>
</table>

Notice periods

The notice period for all Directors is 12 months’ notice in writing.

Other Employees

Jeremy Sturgess-Smith is the Company’s only employee. He also has a 12 month notice period.

Other policy matters

Policy sections normally set out approaches in the areas of executive recruitment, termination of employment, shareholder consultation, consideration of employment conditions elsewhere in the Company and employee consultation. Other than items explained above, the Company believes that these issues are not applicable at present.

Annual Report on Remuneration

The Remuneration Committee presents its report for the year ended 31 December 2024.

The Remuneration Committee's main responsibilities

- The Remuneration Committee considers the remuneration policy, employment terms and remuneration of the Board and advisers;
- The Remuneration Committee's role is advisory in nature, and it makes recommendations to the Board on the overall remuneration packages; and
- The Remuneration Committee, when considering the remuneration packages of the Company's Board, will review the policies of comparable companies in the industry.
- The remuneration committee met once during the period to 31 December 2024.

Membership of the Remuneration Committee, meetings and Advisers

The Remuneration Committee is comprised of Peter Redmond as Chair and John Treacy (both Non-Executive Directors). A meeting was held on 24 June 2024 and the Chairman of the Remuneration Committee presented an initial recommendation to the Board.

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

Report Approval

A resolution to approve this report will be proposed at the AGM of the Company. The vote will have advisory status.

Directors' and Key Management Personnel ("KMP") emoluments and compensation (audited)

Set out below are the emoluments of the Directors and KMP for the years ended 31 December 2024 and 31 December 2023:

	2024	**2023**
	£	**£**
Directors		
Peter Redmond	34,667	24,000
John Treacy	24,000	24,000
Ed Nealon	43,333	40,000
Bernard Olivier	63,333	50,000
Sam Mulligan	40,000	38,333
Total	**205,333**	**176,333**
KMP		
Jeremy Sturgess-Smith	40,000	44,000
Wessel Marais	61,510	61,799

Louis Swart	15,000	-
Total	**116,510**	**105,799**

At the end of the reporting period, a total of £103,250 of the total board remuneration of £205,333 remains unpaid and accrued. Accrued and unpaid fees totalling £39,000 was converted to shares (refer note 24) at a 31% premium, as was announced on 28 February 2025.

Long term incentive plan arrangements

There is a charge of £34,161 (2023: £34,162) for Bernard Olivier and a charge of £17,081 (2023: £17,080) for Peter Redmond charged to the Comprehensive Income in the year for the unapproved option plan.

Other disclosures on remuneration during 2024 and intention for 2025

Other than the salaries and fees, detailed above in this Report, and the Directors' and Employee option plan participation, no other remuneration was paid, payable or is at present expected to be paid or payable for 2024. As such, there are no further disclosures to be made in respect of salary or fee changes for 2024, pension, benefits, annual bonus in respect of 2023 or 2024, vesting, outstanding or forward long-term incentive plan awards. No payments were made for loss of office during the year ended 31 December 2024.

UK 10-year performance graph against CEO remuneration

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company is not paying dividends. The Directors will continue to monitor the appropriateness or not of including a graph for future annual reports.

Relative importance of spend on pay

The table below illustrates the year-on-year change in total remuneration compared to distributions to shareholders and operational cash flow for the financial periods ended 31 December 2024 and 2023:

	Distribution to shareholders £'000	Total directors and employee pay £'000	Operational cash outflow £'000
31 December 2024	Nil	322	550
31 December 2023	Nil	282	950

Total employee pay includes wages and salaries, social security costs and pension costs for employees. Further details on Employee remuneration are provided in note 5.

UK Remuneration percentage changes

Listed companies are required to make disclosures in respect of percentage year-on-year changes in the lead executive's and employee remuneration, the ratio of the lead executive's remuneration to that of different employee groups. These disclosures are not applicable due to there being only one employee.

Compliance with the Corporate Governance Code

The Committee has considered and will continue to monitor the regulatory environment and in particular, the revised UK Corporate Governance Code. As the Company develops and introduces a formal remuneration policy, the Committee will reflect on these issues. The Committee is satisfied that in respect of 2024 the remuneration policy operated as intended in terms of Company performance and quantum.

The Committee will ensure that policies and practices are consistent with the six factors set out in Provision 40 of the Code including Clarity, Simplicity, Risk, Predictability, Proportionality and Alignment of Culture. Given the limited and simple nature of existing remuneration arrangements, the Committee believes they are consistent with these principles.

UK Directors' shares (audited)

The interests of the Directors who served during the year in the share capital of the Company as of 31 December 2024 and at the date of this report has been set out in the Directors' Report on page18.

Policy Approval

A resolution to approve this policy will be proposed at the AGM of the Company.

Approved on behalf of the Board of Directors by:

John Treacy
Chair of the Remuneration Committee

Date: 30 April 2025

Independent Auditors' Report
FOR THE YEAR ENDED 31 DECEMBER 2024
Registered number 05329401

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GEM RESOURCES PLC

Opinion

We have audited the financial statements of Gem Resources Plc (the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated and Company Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Company Statement of Changes in Equity, the Consolidated Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows, and the notes to the Consolidated and Company Financial Statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the Company financial statements is applicable law and United Kingdom 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 Company's affairs as at 31 December 2024 and of the Group's and Company's loss for the year then ended;
- the Group's financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Company's financial statements have been properly prepared in accordance with UK adopted international accounting standards; and
- the Group's and Company's 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 Company in accordance with the ethical requirements that are relevant to our audit of 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 related to going concern

We draw attention to note 2 of the financial statements, which indicates that the Group and the Company generated a loss for the year and will require additional funding in the short to medium term in order to continue to fund the Group's and the Company's operations and to meet its liabilities as they fall due. The Group's and Company's projected working capital requirements, expenditure for further exploration, level of projected production and financial returns thereon are dependent on the Group's and Company's ability to secure additional funding. As stated in note 2, these events or conditions, along with the other matters as set forth in note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Given the conditions and uncertainties disclosed in note 1, we considered going concern to be a Key Audit Matter. Our evaluation of the Directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting and in response to the Key Audit Matter included the following:

We obtained an understanding of the Group's and Company's relevant controls over the preparation and review of cash flow projections and assumptions used in the cash flow forecasts to support the going concern assumption and understood the design and implementation of these controls;

- We obtained and evaluated the financial forecasts through comparing actual outcomes in the current year against prior forecasts. We assessed the reasonableness of key assumptions, including operating and capital expenditure by considering factors such as commitments under licences, and comparison to historic actuals in order to assess the reasonableness of the forecasts. As appropriate we confirmed the key inputs to publicly available information and underlying source documentation.
- We considered the Group's and Company's ability to achieve the forecasted production levels during a period of at least twelve months from the date of approval of the financial statements.
- We assessed the mathematical accuracy of the Group's and Company's cash flow forecasts.
- We assessed the ability of the Directors' to raise additional funding based on historical successful fundraising. We also assessed alternative sources of funding available to the Group and Company.
- We performed sensitivity analysis on the Group's cash flow forecast to consider the available headroom under different reasonably possible scenarios such as the Directors' inability to secure additional funding.
- We performed a reverse stress test that considered the possible impact on cash flows if no production were to occur at Gravelotte and Curlew.
- We made enquiries of Management and Directors and reviewed Board minutes and key operational contracts to assess the completeness of commitments considered in the cash flow forecasts.
- We evaluated the adequacy of disclosures made in the financial statements in respect of going concern.

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

Overview

<table>
<tr><td>Coverage</td><td colspan="3">95% (2023: 96%) of Group loss before tax
87% (2023: 98%) of Group total assets</td></tr>
<tr><td rowspan="6">Key audit matters</td><td></td><td>2024</td><td>2023</td></tr>
<tr><td>1. Going concern</td><td>X</td><td>X</td></tr>
<tr><td>2. Classification and capitalisation of assets (licenses, exploration, evaluation and production assets)</td><td>X</td><td>X</td></tr>
<tr><td>3. Carrying value (impairment) of assets (licenses, exploration, evaluation and production assets).</td><td>X</td><td>X</td></tr>
<tr><td>4. Accounting for acquisition of Australian subsidiary</td><td>X</td><td></td></tr>
<tr><td>5. Accounting for acquisition of South African subsidiary</td><td></td><td>X</td></tr>
<tr><td></td><td colspan="3">The acquisition of the Australian entity occurred in the current financial year, and contributed to the recognition of the material goodwill balance. The accounting for the acquisition of the Australian subsidiary occurred</td></tr>
</table>

	in the year ended 31 December 2024 and therefore considered a Key Audit Matter for the first time in the year ended 31 December 2024. In the prior year, the acquisition of the South African entities was considered a Key Audit Matter and no reassessment of the acquisition accounting is required in the following year, therefore it is no longer considered a Key Audit Matter for the year ended 31 December 2024.
Materiality	Group financial statements as a whole £25,000 (2022: £42,000) based on 1.5% (2023: 1.5%) of Total Assets. Company financial statements as a whole £22,500 (2023: £21,000) based on 1.5% of Total Assets capped to 90% of Group materiality (2023: 1.5% of Total Assets capped to 50% of Group materiality)

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Company is a significant component and was subject to full scope audit procedures by the Group audit team. Adit Mining Consultants and Trading (Proprietary) Limited is a significant component and were subject to full scope audit procedures by a non-member firm. Our scope on the non-significant components were the performance of analytical review procedures by the Group audit team and non-member firm. We also performed specified audit procedures over certain account balances and transaction classes that we regarded as material to the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgement, 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. In addition to the matter described in the Material Uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Classification and capitalisation of assets (licenses, exploration, evaluation and production assets) The group is currently in the exploration, as well as production phases with regards to its respective emerald projects. Consequent to this, the Group's most significant asset on the consolidated statement of financial position is its intangible and tangible mining assets.	We have performed the following audit procedures: • We evaluated the Directors' and Management's impairment review for each cash generating unit identified. • We challenged if the capitalisation of the intangible asset is in line with the relevant accounting standard and agreed a sample of transactions to supporting invoices. • We obtained the Directors' and Management's assessment of commencement of production at Gravelotte to establish whether it was transferred from intangible to fixed assets at the appropriate date, and that costs incurred after that date have been expensed appropriately.

<table>
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<td>
There is a risk of inappropriate capitalisation of assets.
During the year-ended 31 December 2024, the Group commenced operations at its Gravelotte mine. There is a risk that the transfer of the asset from an exploration and evaluation asset (‘intangible’) to a production asset (‘tangible’) occurred incorrectly and resulted in the incorrect capitalisation of costs.
As explained in Note 10 and 12 to the consolidated financial statements, the classification and cost capitalisation to the licenses in relation to the exploration, developed and production assets under the relevant accounting standard require the exercise of significant judgement by Management and the Directors.
Given the significance of the assets to the Group’s consolidated statement of financial position and the significant management judgements and estimates involved in this area, we considered this a key audit matter.
Refer to Accounting Policies, Note 10 and Note 12.
</td>
<td>

We obtained and inspected third party documents relating to the licence status and commitments to check legal title and validity of each of the licences.
We assessed the function of the operating facilities through enquiries of Directors and Management in order to confirm our understanding of the operations and appropriate classification. We further inspected board minutes and other publicly available information.
We assessed the adequacy and reasonableness of disclosures in the financial statement in this regard.

Key observations:
Based on the audit work performed, we do not have any key observations to note.
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Carrying value of assets (licenses, exploration, evaluation and production assets).
The group carries significant exploration and evaluation assets, as well as production assets for the year ended 31 December 2024. Management are required to perform an indicator of impairment assessment on the valuation of the exploration and evaluation assets (Zambia) per IFRS 6. Further, they are required to assess the production asset (South Africa and Australia) for impairment per IAS 36. These assessments involved significant Management judgements and estimates.
As explained in Note 10 and 12 to the consolidated financial statements, the indicators of impairment assessment in relation to the exploration assets under the relevant accounting standard require the exercise of significant judgement by Management and the Directors. Management and the Directors are required to assess whether there are any potential impairment triggers which would indicate that the carrying value of the assets may not be recoverable for each cash generating unit. Management identified the expired licence at its Zambian operations as an indicator of impairment for that cash generating unit.
Management and the Directors are required to assess whether there are any impairment to its developed and production asset by considering
</td>
<td>
We have performed the following audit procedures:

We evaluated the Directors’ and Management’s impairment review for each cash generating unit identified.
We assessed the function of the operating facilities through enquiries of Directors and Management in order to confirm our understanding of the operations and in order to assess whether there are any indicators of impairment. We further inspected board minutes and other publicly available information.
We critically challenged the considerations made regarding indicators of impairment in accordance with the relevant accounting standards by performing the following procedures:

We assessed the Directors’ and Management’s impairment indicator review to establish whether it was performed in accordance with the requirements of the relevant accounting standards for the Group’s exploration assets (Zambia).
We assessed the Directors’ and Management’s impairment review (to establish whether it was performed in accordance with the requirements of the relevant accounting standards for the Group’s developed and production assets Australia and South Africa).
We obtained and inspected third party documents relating to the licence status and commitments to check legal title and validity of each of the licences.

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</table>

these cash generating units value in use or fair value less costs to sell. The Directors did not identify any indicators of impairment with regards to its South African or Australian assets. Given the significance of the assets to the Group's consolidated statement of financial position and the significant management judgements and estimates involved in this area, we considered this a key audit matter. **Refer to Accounting Policies, Note 10 and Note 12.**	o We inspected third party reports obtained from the Directors and Management's experts relating to the reserves and resources impacting the impairment indicator assessment. We challenged the Competent Person's Report for any impairment indicators based on the reserve and resource profile. o We performed an assessment of the competence, independence and objectivity of Management's expert. • We assessed the adequacy and reasonableness of disclosures in the financial statement in this regard. **Key observations:** Based on the audit work performed, we do not have any key observations to note.
Accounting for acquisition of Australian subsidiary under IFRS 3 inclusive of recognition and impairment of goodwill. On 18 July 2024, the Group acquired a new subsidiary, Prasinus Exploration Proprietary Limited, which included material developed assets. Management's and the Directors' assessment of the transaction required making a number of judgements, which includes an assessment of the fair value of the acquired asset and liabilities, fair value of consideration paid and the related goodwill recognition. The risk exist that acquired assets and liabilities and consideration paid are not complete or accurately valued, and the resulting goodwill recognised is therefore not appropriate. Given the significant management judgements and estimates involved to determine the fair values this was considered to be a key audit matter. **Refer to Accounting Policies and Note 13.**	We have performed the following audit procedures: • We challenged the reasonableness of the Group's considerations of their assessment of the fair value of the net assets acquired in accordance with the relevant accounting standards. • We challenged the Directors' and Management's determination of the fair value of the assets and liabilities acquired in order to assess whether the fair values are supportable by agreeing a sample to underlying support such as invoices and agreements. • We assessed the completeness of the fair value of assets and liabilities acquired by inspecting the trial balance of the acquired entities at acquisition date and comparing these to Management's purchase price allocation and appropriateness to the relevant accounting standard. • We compared the fair value of the assets and liabilities to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date to assess the appropriateness of the fair value of the consideration paid and consequent recognition of goodwill. • We challenged the Directors' and Management's assessment of the fair value of assets and liabilities evident in the Competent Person's Report as identified by the expert. • We performed an assessment of the competence, independence and objectivity of the Management's expert. • We assessed the adequacy and reasonableness of disclosures in the financial statement in this regard. **Key observations:** Based on the audit work performed, we do not have any key observations to note..

Our application of materiality

Materiality is assessed as the magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality provides a basis for determining the nature and extent of our audit procedures.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	**Company financial statements**
Overall materiality	£25,000 (PY: £42,000)	£22,500 (PY: £21,000)
How we determined it	Based on 1.5% (PY: 1.5%) of gross assets.	Based on 1.5% (PY: 1.5%) of gross assets capped to 90% (PY: 50%) of Group materiality given the assessment of the components aggregation risk, and size based on total assets of the Group.
Rationale for benchmark applied	We considered total assets to be the most significant consideration for users of the financial statements as the Group continues to explore its portfolio of gem assets through to production.	We considered gross assets to be the primary measure used by shareholders in assessing the performance of the Company as it is the holding company within the group.
Performance materiality	£15,000 (PY: £27,300)	£13,500 (PY: £13,650)
Basis for determining performance materiality	60% (PY: 65%) of materiality. In reaching our conclusion on the level of performance materiality to be applied we considered a number of factors including the expected total value of known and likely misstatements (based on past experience), our knowledge of the Group's control environment and management's attitude towards proposed adjustments.	60% (PY: 65%) of materiality. In reaching our conclusion on the level of performance materiality to be applied we considered a number of factors including the expected total value of known and likely misstatements (based on past experience), our knowledge of the Company's control environment and management's attitude towards proposed adjustments.

Component materiality

For each component in the scope of our Group audit, we allocated a materiality that is equal to or less than our overall Group materiality. The range of materiality allocated across components is ranged from £13,500 to £22,500. We set materiality for each significant component of the Group based on a percentage of between 60% and 90% of Group materiality dependent on the size and our assessment of the risk of material misstatement of that component. In the audit of each component, we further applied performance materiality levels of 60% of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report all misstatements above £1,250 (2023: £2,100) for both the Group and Company audit, as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

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.

In connection with our audit of the financial statements, 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 or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities statement set out on page 26, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

The objectives of our audit, in respect to fraud are to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatements due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations in the United Kingdom, South African, Australia and Zambia.
- we identified the laws and regulations applicable to the Group and Company through discussions with directors and other management, and from our knowledge and experience of the entity's activities.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including Companies Act 2006, taxation legislation, data protection, employment and health and safety legislation.
- We instructed our component auditor to focus on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including local environmental legislation, mining legislation, taxation legislation, data protection, employment and health and safety legislation.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and reviewing legal expenditure; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias. Key judgements and assumptions are comprised in the impairment assessment of the carrying value of intangible assets and goodwill, going concern and the purchase price allocation for the acquisition of the Australian entity as assessed within our Key Audit Matters above; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation which included our evaluation of Management's assessment on the impact of climate change on the Group and Company and related disclosures;
- reading the minutes of meetings of those charged with governance; and
- enquiring of management as to actual and potential litigation and claims

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify noncompliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

This description forms part of our auditor's report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Hemen Doshi FCCA (Senior Statutory Auditor)
For and on behalf of Gerald Edelman LLP,
Chartered Accountants
Statutory Auditor
73 Cornhill
London
EC3V 3QQ
Date: 30 April 2025

Consolidated and Company Statement of Comprehensive Income

		GROUP		COMPANY	
	Note	31 Dec 2024 £'000s	31 Dec 2023 £'000s *Restated**	31 Dec 2024 £'000s	31 Dec 2023 £'000s *Restated**
Continuing operations					
Operating expenses	4	(1,152)	(1,128)	(672)	(868)
Impairment	9, 12, 13	(754)	-	(752)	-
Finance costs		(50)	(4)	(44)	-
Loss before taxation		(1,956)	(1,132)	(1,468)	(868)
Taxation	3	-	-	-	-
Loss for the year		(1,956)	(1,132)	(1,468)	(868)
Attributable to:					
Owners of the parent		(1,822)	(1,063)	(1,468)	(868)
Non-controlling interest		(134)	(69)	-	-
		(1,956)	(1,132)	(1,468)	(868)
Other comprehensive income					
Loss for the year		(1,956)	(1,132)	(1,468)	(868)
Items that may be reclassified to profit or loss:					
Exchange difference on translation of foreign operations		(66)	(101)	-	-
Total comprehensive loss for the year		(2,022)	(1,233)	(1,468)	(868)
Attributable to:					
Owners of the parent		(1,866)	(1,164)	(1,468)	(868)
Non-controlling interest		(156)	(69)	-	-
		(2,022)	(1,233)	(1,468)	(868)
Earnings per share					
Basic and diluted earnings per share (pence)	21	(0.64)	(0.42)	(0.52)	(0.34)

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

Consolidated Statement of Financial Position

Company number: 05329401		31 Dec 2024 £'000s	31 Dec 2023 £'000s	1 Jan 2023 £'000s
ASSETS	**Note**		***Restated****	***Restated****
Non-current assets				
Exploration asset	12	26	153	11
Goodwill	13	728	1,286	995
Property, plant and equipment	10	373	31	-
Right of use asset	11	29	34	-
Total non-current assets		**1,156**	**1,504**	**1,006**
Current assets				
Inventories	6	9	-	-
Other receivables	7	101	239	27
Restricted cash	8	12	-	-
Cash and cash equivalents		414	674	362
Total current assets		536	913	389
Total assets		**1,692**	**2,417**	**1,395**
LIABILITIES				
Non-current liabilities				
Lease liabilities	11	(19)	(26)	-
Other payables	15	(479)	(436)	-
Provisions	16	(12)	-	-
Deferred tax liability	17	(8)	-	-
Total non-current liabilities		(518)	(462)	-
Current liabilities				
Trade and other payables	14	(489)	(81)	(132)
Lease liabilities	11	(10)	(9)	-
Total current liabilities		(499)	(90)	(132)
Total liabilities		(1,017)	(552)	(132)
NET ASSETS		**675**	**1,865**	**1,263**
EQUITY				
Share capital	18	30	25	14
Share premium	18	4,690	3,980	2,546
Other reserves	18	344	291	57
Retained earnings		(4,184)	(2,362)	(1,354)
Total equity attributable to equity owners of the parent		**880**	**1,934**	**1,263**
Non-controlling interest		(205)	(69)	-
TOTAL EQUITY		**675**	**1,865**	**1,263**

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 April 2025 and signed on its behalf by:

E. N

Edward Nealon
Chairman

Company Statement of Financial Position

Company number: 05329401	Note	31 Dec 2024 £'000s	31 Dec 2023 £'000s *Restated**	1 Jan 2023 £'000s *Restated**
ASSETS				
Non-current assets				
Investment in Subsidiary	9	752	1,272	1,000
Total non-current assets		752	1,272	1,000
Current assets				
Other receivables	7	1,348	846	48
Cash and cash equivalents		283	667	362
Total current assets		1,631	1,513	410
Total assets		**2,383**	**2,785**	**1,410**
LIABILITIES				
Non-current liabilities				
Other payables	15	(479)	(436)	-
Total non-current liabilities		(479)	(436)	-
Current liabilities				
Trade and other payables	14	(356)	(145)	(118)
Total current liabilities		(356)	(145)	(118)
Total liabilities		(835)	(581)	(118)
NET ASSETS		**1,548**	**2,204**	**1,292**
EQUITY				
Share capital	18	30	25	14
Share premium	18	4,690	3,980	2,546
Other reserves	18	489	392	57
Retained earnings		(3,661)	(2,193)	(1,325)
TOTAL EQUITY		**1,548**	**2,204**	**1,292**

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

These financial statements were approved and authorised for issue by the Board of Directors on 30 April 2025 and signed on its behalf by:

E. N

Edward Nealon
Chairman

Company Statement of Changes in Equity

COMPANY	Share Capital £'000s	Share premium £'000s	Other Reserves £'000s	Retained earnings £'000s	Total equity £'000s
Balance at 1 January 2023	**14**	**2,546**	**57**	**(1,325)**	**1,292**
Total comprehensive income (restated*)	-	-	-	(868)	(868)
Net equity issued (restated*)	11	1,434	-	-	1,445
Share warrant reserve	-	-	250	-	250
Share option reserve	-	-	85	-	85
Balance at 31 December 2023 (restated*)	**25**	**3,980**	**392**	**(2,193)**	**2,204**
Total comprehensive income	-	-	-	(1,468)	(1,468)
Net equity issued	5	722	-	-	727
Share warrant reserve	-	(12)	12	-	-
Share option reserve	-	-	85	-	85
Balance at 31 December 2024	**30**	**4,690**	**489**	**(3,661)**	**1,548**

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

Consolidated Statement of Changes in Equity

GROUP	Share Capital	Share premium	Other Reserves	Retained earnings	Non-controlling interest	Total equity
	£'000s	£'000s	£'000s	£'000s	£'000s	£'000s
Balance at 1 January 2023	**14**	**2,546**	**57**	**(1,354)**	**-**	**1,263**
Total comprehensive income (restated*)	-	-	(101)	(1,008)	(69)	(1,178)
Net equity issued (restated*)	11	1,434	-	-	-	1,445
Share warrant reserve	-	-	250	-	-	250
Share option reserve	-	-	85	-	-	85
Balance at 31 December 2023 (restated*)	**25**	**3,980**	**291**	**(2,362)**	**(69)**	**1,865**
Total comprehensive income	-	-	(44)	(1,822)	(156)	(2,022)
Net equity issued	5	722	-	-	-	727
Share warrant reserve	-	(12)	12	-	-	-
Share option reserve	-	-	85	-	-	85
Acquisition of subsidiary	-	-	-	-	20	20
Balance at 31 December 2024	**30**	**4,690**	**344**	**(4,184)**	**(205)**	**675**

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

Consolidated and Company Statement of Cash Flows

		GROUP		COMPANY	
	Note	31 Dec 2024 £'000s	31 Dec 2023 £'000s	31 Dec 2024 £'000s	31 Dec 2023 £'000s
Cash flows from operating activities			*Restated**		*Restated**
Loss for the period		(1,956)	(1,132)	(1,468)	(868)
Finance costs		50	4	44	-
Amortisation/depreciation and impairment		799	22	752	-
Share warrant reserve		-	250	-	250
Share based payment		85	85	85	85
Foreign exchange		-	2	-	-
(Increase)/decrease in inventories	6	(9)	-	-	-
(Increase)/decrease in receivables	7	85	187	60	(76)
Increase/(decrease) in payables	14	396	(368)	211	27
Net cash used in operating activities		(550)	(950)	(316)	(582)
Cash flows from investing activities					
Purchase of property plant and equipment	10	(125)	(7)	-	-
Purchase of intangible asset	12	(58)	-	-	-
Acquisition of subsidiary, net of cash acquired	22	(232)	9	(232)	-
Loans provided to subsidiaries		-	-	(563)	(443)
Net cash used in investing activities		(415)	2	(795)	(443)
Cash flows from financing activities					
Issue of shares for cash, net of costs	18	727	1,330	727	1,330
Finance costs		(6)	(4)	-	-
Finance lease payments		(12)	(7)	-	-
Net cash from financing activities		709	1,319	727	1,330
(Decrease) / Increase in cash and cash equivalents		(256)	371	(384)	305
Foreign exchange translation differences		(4)	(59)	-	-
Cash and cash equivalents at beginning of the year		674	362	667	362
Cash and cash equivalents at the end of the year		414	674	283	667

The notes to these consolidated financial statements on pages 53 to 82 form an integral part of these consolidated financial statements. * For details of restatement please refer to note 25.

Notes to the Consolidated and Company Financial Statements

1. General information

Gem Resources Plc ("the Company" or "GEMR") is domiciled in England having been incorporated on 11 January 2005 under the Companies Act with registered number 05329401 as a public company limited by shares. The Company's shares were delisted from trading on the AIM Market ("AIM") of the London Stock Exchange plc on 20 December 2018. On 2 March 2022 the Company's shares were admitted to what is now the Equity Shares (Transition) category and to trading on the Main Market of the London Stock Exchange. The Company changed its name from URA Holdings Plc to Gem Resources Plc on 30 September 2024.

The principal accounting policies applied in the preparation of these consolidated and company financial statements are set out below. These policies have been applied to all years presented, unless otherwise stated below.

In the opinion of the Directors the consolidated financial statements present fairly the financial position, and results from operations and cash flows for the period in conformity with the generally accepted accounting principles consistently applied.

2. Accounting policies

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the United Kingdom.

Basis of preparation

The consolidated and company financial statements are prepared on the going concern basis, under the historical cost convention as modified for fair value accounting, if applicable. The consolidated financial statements are presented in Pounds Sterling and have been rounded to the nearest £'000.

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. The functional currency of the parent company is Pounds Sterling (£) as this is the currency that finance is raised in. The functional currency of its South African subsidiary is South African Rands (ZAR) as this is the currency that mainly influences labour, material and other costs of providing services. The functional currency of its Zambian subsidiary is Zambian Kwacha, being the currency in which the majority of the Zambian company's transactions are denominated. The functional currency of its Australian subsidiary is Australian Dollars, being the currency in which the majority of the company's transactions are denominated. The Group has chosen to present its consolidated financial statements in Pounds Sterling (£), as the Directors believe it is the most relevant presentational currency for users of the consolidated financial statements. All values are rounded to the nearest thousand pounds (£'000) unless otherwise stated. Foreign operations are included in accordance with the policies set out below.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial information are disclosed in this note.

Going concern

During the year ended 31 December 2024, the Group incurred a loss of £2 million (2023: loss £1.1 million), the Company incurred a loss of £1.5 million (2023: loss £0.9 million) and experienced net cash outflows from operating activities. Cash and cash equivalents for the Group totalled £414,000 as at 31 December 2024 (2023: £674,000) and £283,000 as at 31 December 2024 (2023: £667,000) for the Company.

The Group and Company has no current source of operating revenue other than from the Gravelotte Emerald Mine and relies on existing cash resources, facilities, and planned fundraisings to meet its overheads and operational requirements.

Recent policy changes in the United States of America have introduced significant shifts that have affected the financial markets. The financial markets have experienced considerable turmoil due to ongoing trade tensions and the imposition of tariffs. These policies may result in higher inflation and disruptions in global trade, which could impact the Group's and Company’s operations and financial performance.

In assessing the appropriateness of applying the going concern basis in the preparation of the consolidated financial statements, the Directors have considered the Group’s and Company’s liquidity and forecast cash flows under a range of potential scenarios taking into account reasonably possible outcomes over an 18-month period from the date of approval of these financial statements. These forecasts indicate that further funding will be required in the near term to meet the Group’s and Company’s working capital requirements and to advance its planned operational activities.

Scenario modelling evaluated the Group's and Company’s committed cash flows, liquidity position, and future funding access, assuming no internal revenue generation, sustained working capital, and successful fundraises over 18 months.

The scenarios modelled did not consider the quantity and quality of production at Gravelotte and the restart of operations at Curlew leading to successful sales, nor the point at which the Director’s expect the Group and Company to reach gross profit levels.

The Group and Company currently holds no facilities or indebtedness.

Base Case Scenario

The Group’s and Company’s cash flow forecasts indicate positive liquidity under the base case scenario, assuming timely successful fundraising efforts, which was required due to the absence of any turnover in the 18 month period. Should any delays or reductions in the expected funding occur, management has identified discretionary cost reductions to preserve liquidity within the forecasted period.

The Group and Company has been successful in historical fundraising efforts to develop its Gravelotte asset in South Africa. The Group and Company has also taken into consideration mitigating actions available to it, these include stopping all non-essential capital expenditure over the 18-month forecasted period which has been modelled under the base case scenario. In addition, the Group and Company has taken steps to reduce operational and administrative costs, in order to further preserve liquidity. As part of ongoing efforts to manage cash flow more effectively, management have made arrangements to extend payment terms with certain suppliers. Further steps would be taken to operate at a minimal cost basis should the Directors consider it necessary.

Under the base case scenario, the Group and Company maintains positive liquidity against available cash facilities throughout the forecasted period up to June 2026, therefore a period of at least 12 months from the date of the annual report and financial statements.

As such, there is considered to be a material uncertainty as to whether the Group and Company will be able to support its working capital requirements and pay its liabilities when it becomes due.

Considering the liquidity implications of the scenario analysis and the uncertainty, the Board are assessing several options with regard to additional sources of liquidity including the raise of additional equity funding.

Severe but Plausible Downside Scenario
Given the current uncertainty around securing successful funds through equity raises and generation of turnover at the Group's Gravelotte or Curlew project, the Directors have considered the following severe but plausible downside scenarios to stress test the Group's and Company's financial forecasts.

Under this scenario the Group and Company would be unable to raise successful equity funding during the required funding periods. This scenario also assumed that no turnover is generated from operations during the forecasted 18-month period and that the Group and Company would require additional funding from August 2025 and would not have sufficient liquidity to sustain working capital requirements beyond this point. These circumstances represent a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and therefore where the Group and Company are unable to raise funds successfully in the short term the Group and Company will be unable to realise its assets and discharge its liabilities in the normal course of business that may lead to the Group and Company becoming insolvent.

Conclusion
In response to potential funding constraints, the Group and Company have developed contingency measures, including ceasing all non-essential expenditure and exploring supplementary funding options, such as shareholder support and asset-level transactions.

Further uncertainties exist around the successful ramp-up of the production at the Group's and Company's Gravelotte project to allow consistent production and sales and required funding from a capital raise during the coming months and across the forecast period. Given the sensitivity to immediate fundraising and operational profits, material uncertainties exist in respect of the Group and Company's ability to secure a successful fundraise and sustain current operations as sufficient liquidity does not exist to fund operational activities without the generation of operational turnover. In those circumstances the Directors may consider the sale of assets.

While the Directors remain confident in the Group's and Company's ability to secure adequate resources in the required timeframe, and in the underlying viability of the Group's projects, there can be no absolute certainty that fundraising will be concluded on acceptable terms.

The Directors have assessed the Group's ability to continue as a going concern, considering cash flow forecasts, funding requirements, and mitigating actions such as cost controls and potential asset sales. While material uncertainties exist, the Directors remain confident in securing additional funding.

The financial report does not include adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group and Company not continue as a going concern.

Cash and cash equivalents

Cash and cash equivalents are carried in the consolidated statement of financial position at cost and comprise cash in hand, cash at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities on the consolidated statement of financial position. For the purposes of the statement of cash flows, cash and cash equivalents also includes any bank overdrafts.

Property plant and equipment

Property, plant, equipment and mine development includes buildings and infrastructure, machinery, plant and equipment, site preparation and development that are expected to be used during more than one period.

Assets that are in the process of being constructed are measured at cost less accumulated impairment and are not depreciated. All other classes of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment.

Direct costs incurred on major projects during the period of development are capitalised. Subsequent expenditure on property, plant and equipment is capitalised only when the expenditure enhances the value or output of the asset beyond original expectations, it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Costs incurred on repairing and maintaining assets are recognised in the income statement in the period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Depreciation is charged to profit or loss so as to allocate the cost of assets less their residual values over their estimated useful lives, using the straight-line method or unit of production method. The following useful lives are used for the depreciation of property, plant and equipment:

Item	**Depreciation method**	**Average useful life**
Furniture and fittings	Straight line	6
Vehicles	Straight line	5
Plant and equipment	Straight line	6
Mine Development and Stripping Activity	Units of production	Life of Mine*

* Depreciation of mining assets is computed principally by the units-of-production method over life-of-identified ore based on estimated quantities of recoverable inferred resources, which can be recovered in future from known mineral deposits.

Development begins once the technical feasibility and commercial viability of extracting mineral resources have been established. At this stage, expenditures incurred to bring the property to commercial production are classified as development costs. These costs include activities such as constructing haul roads, removing overburden, and building facilities necessary for extraction and treatment.

The costs of stripping activity which provides a benefit in the form of improved access to ore is capitalised as a non-current asset.

Intangible assets - Exploration assets
All costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on a project are written off as incurred. Following the granting of a prospecting right, general administration and overhead costs directly attributable to exploration and evaluation activities are expensed and all other costs are capitalised and recorded at cost on initial recognition. As the capitalised exploration and evaluation expenditure asset is not available for use, it is not depreciated.

The following expenditures are included in the initial and subsequent measurement of the exploration and evaluation assets:

- Acquisition of rights to explore;
- Topographical, geological, geochemical or geographical studies;
- Exploratory drilling;
- Trenching;
- Sampling;
- Activities in relation to the evaluation of both the technical feasibility and the commercial
- viability of extracting minerals;
- Exploration staff related costs; and
- Equipment and infrastructure.

Exploration and evaluation costs that have been capitalised are classified as either tangible or intangible according to the nature of the assets acquired and this classification is consistently applied.

If commercial reserves are developed, the related deferred exploration and evaluation costs are then reclassified as development and production assets within property, plant and equipment.

All capitalised exploration and evaluation expenditure is monitored for indications of impairment in accordance with IFRS 6.

The useful lives of intangible assets are assessed annually. Exploration assets are not amortised until commercial production begins. Goodwill is not amortised but is tested for impairment annually.

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

Deferred tax is accounted for using the liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit or loss. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The Group has losses to be carried forward on which no deferred tax asset is recognised due to the uncertainty as to the timing of profit.

Financial instruments
Financial assets
Initial recognition and measurement
Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group and the Company determines the classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e. the date that the Group and the Company commits to purchase or sell the asset.

The Group's and the Company's financial assets include cash and short-term deposits, other receivables and loans and other receivables.

Subsequent measurement - Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. 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 EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognized in the income statement in finance costs for loans and in cost of sales or other operating expenses for receivables.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Group and the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company has transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group and the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognized to the extent of the Group's and the Company's continuing involvement in the asset. In that case, the Group and the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company has retained.

Intercompany receivable balances
Financial receivables are classified as financial assets measured at amortised cost under IFRS 9. These receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method, less any impairment losses. Impairment is assessed using the Expected Credit Loss (ECL) model, which incorporates historical data, current conditions, and forward-looking estimates to determine the likelihood of recoverability. The simplified approach is applied for short-term receivables, where lifetime ECLs are recognised. Receivables are derecognised when the rights to receive cash flows from the asset have expired or when the Group transfers substantially all risks and rewards of ownership. Any impairment losses are recognised in profit or loss, and reversals of impairment losses are credited to profit or loss when recovery is objectively evident.

Investments
Investments are recognised at the lower of cost or market value.

Financial liabilities
Basic financial liabilities, including trade and other payables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

Share based payments
The Company enters equity-settled share-based compensation plans with its Directors and contractors, in which the counterparty provides services to the Company in exchange for remuneration in the form of certain equity instruments of the Company. The equity instruments comprise warrants and share options.

The services received by the Company in these share-based payment agreements are measured by reference to the fair value of the equity instruments at the date of grant and are recognised as an expense in the statement of total comprehensive income with a corresponding increase in equity The Company estimates the fair value of the equity instruments at the grant date using the Black Scholes model in which the terms and conditions upon which those equity instruments were granted are considered. Share options exercised or lapsed are derecognised at that point in time.

Warrants
Warrants issued for are recognised at fair value at the date of grant. The fair value is measured using the Black-Scholes model. Where warrants are issued in respect of services rendered, the fair value is expensed over the vesting period (if applicable). Where warrants are considered to

represent a transaction cost attributable to a liability recorded at amortised cost, the fair value is deducted from the liability and amortised subsequently through the effective interest rate. Where a fixed number of warrants are issued and the exercise price is in functional currency of the issuer the warrant fair value is credited to equity.

Foreign Currency and foreign exchange reserves
In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks (see below under financial instruments/hedge accounting); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Earnings per share
Basic earnings per share is calculated by dividing;

- the profit or loss attributable to the owners of the company, excluding any costs of servicing equity other than ordinary shares;
- by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- weighted average number of ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

New standards and interpretations

a) ***New standards, amendments and interpretations adopted by the Group.***

There were no new or amended accounting standards that required the Group to change its accounting policies for the year ended 31 December 2024 and no new standards, amendments or interpretations were adopted by the Group.

b) ***New standards, amendments and interpretations not yet adopted by the Group.***

The standards and interpretations that are relevant to the Group, issued, but not yet effective, up to the date of the Financial Statements are listed below. The Group intends to adopt these standards, if applicable, when they become effective. The Directors do not expect any material impact as a result of adopting the standards and amendments listed above in the financial year they become effective.

Standard	***Impact on initial application***	***Effective date***
Lack of Exchangeability (Amendments to IAS 21)	The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.	1 January 2025
Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments	The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 *Financial Instruments*.	1 January 2026
IFRS 18 *Presentation and Disclosures in Financial Statements*	IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements.	1 January 2027
IFRS 19 *Subsidiaries without Public Accountability: Disclosures*	IFRS 19 specifies the disclosure requirements an eligible subsidiary is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards.	1 January 2027

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Per IFRS 10, control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Company reassesses 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 listed above. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

The Group recognises any non-controlling interest in the acquired entity at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The loss attributable to non-controlling interest represents 26% of the total losses from the South African subsidiaries' operations, reflecting the minority equity share held by BEE partners as part of the Group's ownership structure. Non-controlling interests represent a 26% equity interest held by BEE shareholders in the Group's South African operations. Losses attributable to non-controlling interests have been calculated proportionally and reported within equity.

Business combinations and goodwill
Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognized either in the profit or loss or as a change to other comprehensive income.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Right-of-use-assets
The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use-assets includes the amount of lease liabilities recognised, initial direct costs, and lease payments made at or before the commencement date less any incentives received.

Right-of-use-assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If the ownership of the leased assets transfers to the group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Provisions
A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The provision for environmental rehabilitation is recognised as and when an obligation to incur rehabilitation and mine closure costs arises from environmental disturbance caused by the development or ongoing production of a mining property. For South Africa, the liability is calculated based on the determined values as per the Department of Mineral Resources and Energy (“DMRE”).

Critical Accounting Estimates and Judgements
In applying the Group's accounting policies, which are described in note 2, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

a) ***Critical judgement in the recoverability of exploration and evaluation assets***
Exploration and evaluation assets include mineral rights and exploration and evaluation costs, including geophysical, topographical, geological and similar types of costs. Exploration and evaluation costs are capitalised if management concludes that future economic benefits are likely to be realised and determines that economically viable extraction operation can be established as a result of exploration activities and internal assessment of mineral resources. According to 'IFRS 6 Exploration for and evaluation of mineral resources', the potential indicators of impairment include: management's plans to discontinue the exploration activities, lack of further substantial exploration expenditure planned, expiry of exploration licences in the period or in the nearest future, or existence of other data indicating the expenditure capitalised is not recoverable. At the end of each reporting period, management assesses whether such indicators exist for the exploration and evaluation assets capitalised, which requires significant judgement. During the year, the Company was informed that the renewal of one of its licences held by Malaika Exploration (Zambia) Limited was rejected. Following this, an appeal was lodged directly with the Minister of Mines and are awaiting a response. Given the uncertainty around the renewal, an impairment charge was recorded. Other than that, the other exploration projects are actively being progressed and therefore the Company does not believe any circumstances have arisen to indicate these assets require impairment.

b) Critical estimate in accounting for share-based payments and warrants
The Group has issued various share options and warrants to its service providers. These are valued in accordance with IFRS 2 "Share-based payments". The grant date fair value of such share-based payments is calculated using a Black-Scholes model whose input assumptions are derived from market and other internal estimates. These are set out in note 5 to the accounts. Changes to these inputs may impact the related charge.

c) Critical judgement in accounting for contingent consideration
At 31 December 2024, the Group recognised an amount of £479,179 (2023: £435,618) within other payables, which relates to contingent consideration payable to the owners of Gem - Venus Holdings Proprietary Limited, on acquisition of the shares in Gem - Venus Holdings. Under the terms of the SPA, the company was to pay a consideration of AU$200,000 (Two hundred thousand Australian dollars only) for each tranche of 5 million Carats of emerald mined, up to a maximum of AU$2 million (Two million Australian dollars only). In accordance with IFRS 3 paragraph 37, the management has recognised the contingent consideration as part of the consideration transferred in exchange for the acquiree, accordingly the contingent consideration meets the definition of financial instrument as a financial liability, and therefore the management have recognised this in accordance with IAS 32. In recognising this financial liability, the management has used a discount rate of 10%, in accordance with the market conditions, having regard to risk free rate, equity risk premium and country specific risk premium. Changes to these may impact the amount of liability recognised.

d) Company Only - Critical judgement in the impairment assessment of investment in subsidiaries
In preparing the parent company financial statements, the Directors apply their judgement to decide if any or all of the Company's investments (including capital contributions) in its subsidiaries should be impaired.

In undertaking their review, the Directors consider the outcome of their impairment assessment in accordance with IAS 36. The Company assesses, at each reporting date, whether there is an indication that an investment may be impaired. If any indication exists, or when annual impairment testing for an investment is required, the Company estimates the investment's recoverable amount. Recoverable amount is the higher of an investment's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. The CGU's were determined to be the three operational locations at Gravelotte, Malaika and Prasinus. Recoverable amount is determined for an individual investment, unless the investment does not generate cash inflows that are largely independent of those from other investment or Groups of investments. When the carrying amount of an investment or CGU exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

e) Critical judgement in accounting for business combination
The group completed the acquisition of Prasinus Exploration Pty Ltd ("Prasinus") on the 17 July 2024. In accordance with IFRS 3 the management carried out an exercise of determining the fair value of assets and liabilities acquired on acquisition of Prasinus, and it was concluded by the

management after their review of the assets and liabilities acquired that the fair value of assets be uplifted by £31,000.

In undertaking their review the directors considered each class of assets/liabilities acquired and accordingly assessed its fair value.

3. Taxation

(Group)	**2024 £'000s**	2023 £'000s
UK Corporation tax	-	-
Deferred tax	-	-
Total tax charge	-	-
The tax charge can be reconciled to the profit for the period as follows:		
Loss for the period	(1,956)	(1,132)
Tax at the standard rate of UK corporation tax of 25% (2023: 25%)	(489)	(283)
Effects of:		
Disallowed expenses	1	6
Increase in tax losses carried forward	488	277
Total tax charge	-	-

(Company)	**2024 £'000s**	2023 £'000s
UK Corporation tax	-	-
Deferred tax	-	-
Total tax charge	-	-
The tax charge can be reconciled to the profit for the period as follows:		
Loss for the period	(1,468)	(868)
Tax at the standard rate of UK corporation tax of 25% (2023: 25%)	(367)	(217)
Effects of:		
Disallowed expenses	-	1
Increase in tax losses carried forward	367	216
Total tax charge	-	-

As at 31 December 2024 the Company had unused tax losses of £5.4 million (2023: £4.88 million) available for offset against future profits. The deferred tax asset relating to these losses is not provided for due to the uncertainty over the timing of any future non-trading profits. The management plans to utilise the losses within the 5-year period on the basis of future expected profit forecast and projections prepared by the management.

4. Operating expenses

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Audit fee – Group	(90)	(85)	(90)	(70)
Audit fee - Group - preceding periods under accrual	(25)	-	(25)	-
Audit fee - Subsidiaries	(13)	(12)	-	-
Accounting	(49)	(2)	(28)	(2)
Amortisation and depreciation	(45)	(22)	-	-
Directors' remuneration	(205)	(176)	(205)	(176)
Staff salaries	(40)	(43)	(40)	(43)
General expenses	(51)	(69)	(16)	(54)
Legal and professional fees	(123)	(107)	(118)	(118)
Foreign exchange losses	-	(2)	-	-
Consultancy fees	(13)	(24)	(13)	(17)
UK Listing Authority application fee	(25)	(40)	(25)	(40)
Director and officer insurance	(8)	(17)	(8)	(9)
Share based payment expense	(85)	(335)	(85)	(335)
Other operating expenses	(380)	(194)	(19)	(4)
Total	**(1,152)**	**(1,128)**	**(672)**	**(868)**

Legal and professional fee comprise fee in relation to stock exchange and regulatory fee and 2023 includes a fee of £5,000 paid in respect of acquisition of Gem - Venus Holdings Proprietary Limited and a fee of £1,000 in 2024 in relation to the acquisition of Prasinus Exploration Pty Ltd.

5. Staff Costs (including Directors)

Key management of the Company are considered to be the Directors of the Company and their accrued remuneration was as follows:

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Peter Redmond	35	24	35	24
John Treacy	24	24	24	24
Ed Nealon	43	40	43	40
Bernard Olivier	63	50	63	50
Sam Mulligan	40	38	40	38
Other staff	40	44	40	43
Other consultants	77	62	15	-
Closing balance	**322**	**282**	**260**	**219**

The average monthly number of employees, including the directors, during the year was as follows:

	GROUP		COMPANY	
	2024	2023	**2024**	2023
Staff/consultants	28	16	2	1
Directors	5	5	5	5
Total	**33**	**21**	**7**	**6**

Included within staff costs is an amount of £40,000 paid to Jeremy Sturgess-Smith who is a Key Management Personnel. An amount of £34,161 (2023: £34,161) has been charged in respect of unapproved option plan for Jeremy Sturgess-Smith.

Wessel Marais and Louis Swart are both directors at the South African entities of the Group and is considered Key Management Personnel. An amount of £61,510 (2023: £61,799) has been charged to professional and accounting fees for Wessel Marais and £15,000 (2023: £nil) for Louis Swart.

Share based payments
The amount recognised in respect of share-based payments was £85,403 (2023: £335,477).

The Group has established share option programmes that entitle certain employees to purchase shares in the Group.

There are no performance conditions attaching to these options. No options were exercised in 2024 (2023: Nil).

No new options were issued during 2024 and the total options on issue as at 31 December 2024 amount to 20,000,000 (2023: 20,000,000).

Total number of warrants in issue as at 31 December 2024 amounted to 29,559,000.

The share options have been valued using a binomial model applying the following inputs:

- Exercise price – equal to the share price at grant date,
- Vesting date – all options vest in three tranches, on the first, second and third anniversary from the grant date;
- Expiry/Exercise date – 114 months from the grant date, expiring 1 September 2031;
- Volatility (sigma) – 45.4%. This has been calculated based on the historic volatility of the Company's share price.
- Risk free rate – yield on a zero-coupon government security at each grant date with a life congruent with the expected option life;
- Dividend yield – 0%; and
- Performance conditions – none

6. Inventories

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Rough inventory carried at net realisable value	9	-	-	-
Closing balance	**9**	**-**	**-**	**-**

7. Other Receivables

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Prepayments	30	17	30	15
Sundry debtors	15	180	15	72
Amounts owed by group companies	-	-	1,285	722
VAT recoverable	56	42	18	37
Closing balance	**101**	**239**	**1,348**	**846**

The Directors consider that the carrying amount of other receivables is approximately equal to their fair value. Included in sundry debtors is an amount of £15,000 due by Peter Redmond.

Amounts owed by group companies total £1,285,000 as at 31 December 2024 and are classified as financial assets measured at amortised cost under IFRS 9. These balances arise from unsecured intra-group transactions and funding arrangements. They are interest-free with no fixed repayment terms, making them repayable on demand. The receivables have been assessed as current assets based on management's expectation of repayment timing.

The Company evaluates impairment using the Expected Credit Loss (ECL) model under IFRS 9, applying the simplified approach due to the short-term nature and liquidity of these balances. This assessment considers historical repayment performance, the financial condition of the subsidiaries, and forward-looking estimates about future cash flow generation. No impairment has been recognised for the year ended 31 December 2024, as the subsidiaries are forecasted to maintain sufficient solvency and liquidity.

The carrying amount of intercompany receivables approximates fair value due to their short-term nature and immediate repayment terms. These balances are assessed for recoverability at each reporting date based on the subsidiaries' operational forecasts and financial health.

Management monitors credit risk associated with these receivables by maintaining regular oversight of subsidiary financial performance, including monthly cash flow analysis and ongoing dialogue with subsidiary management teams. While the receivables are unsecured, the subsidiaries have sufficient equity and operational capacity to mitigate any material credit risk. Sensitivity analysis indicates that adverse changes in subsidiary cash flow or liquidity would not materially impact recoverability.

The directors have considered the recoverability of amounts owed by group companies to the Company and having regard to the future cashflow of the subsidiaries are satisfied that the amount owed by group companies is fully recoverable. Amounts owed by group undertakings are interest free and repayable on demand.

8. Restricted cash

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
At beginning of period	-	-	-	-
Deposit held at DMRE	12	-	-	-
Closing balance	**12**	**-**	**-**	**-**

Restricted cash consists of amounts paid as rehabilitation deposit to the Department of Mineral Resources and Energy (“DMRE”) in South Africa.

9. Investments in Subsidiaries

	GROUP		COMPANY	
Cost and net book value	**2024 £’000s**	2023 £’000s	**2024 £’000s**	2023 £’000s
At beginning of period	-	-	1,272	1,000
Investment in subsidiaries	-	-	232	272
Impairment	-	-	(752)	-
Closing balance	**-**	**-**	**752**	**1,272**

The Company’s investments at the Statement of Financial Position date in the share capital of companies include the following:

Subsidiary companies

Name	**Address of the registered office**	**Nature of business**	**2024 Proportion of ordinary shares held by parent (%)**	2023 Proportion of ordinary shares held by parent (%)
Malaika Exploration (Ireland) Limited	FDW House, Blackthorn Business Park, Coes Road, Dundalk, Co. Louth, Ireland	Exploration	100	100
Malaika Developments Limited**	Zambia	Exploration	100	100
Gem - Venus Holdings (Pty) Ltd	South Africa	Investment	100	100
Adit Mining Consultants and Trading (Pty) Ltd**	South Africa	Mining	74	74
Venus Emeralds (Pty) Ltd**	South Africa	Exploration	74	74
Prasinus Exploration Pty Ltd	Australia	Mining	65	-

** *Subsidiaries held indirectly through Gem - Venus Holdings Proprietary Limited and Malaika Exploration (Ireland) Limited.*

The Company owns 100% of Malaika Exploration (Ireland) Limited, which owns 100% of Malaika Developments Limited.

On 24 February 2023, the Company acquired 100% of the shares in Gem - Venus Holdings Proprietary Limited. On 18 July 2024, the Company acquired 65% of the shares in Prasinus Exploration Pty Ltd. Refer to note 22 for further detail of the acquisitions.

The directors have reviewed investment for any indication of impairment, in assessing this the directors consider the investment’s recoverable amount. The recoverable amount is higher of the investment’s or cash-generating units (CGU) fair value less costs to sell and its value in use. In assessing value is use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks associated with the investments.

10. Property, plant and equipment (Group)

COST	Fixture and fittings £'000	Plant and equipment £'000	Mine deve-lopment and stripping activity £'000	Total Assets £'000
At 1 January 2024	20	24	-	44
Additions	7	114	4	125
Acquired through business combination	-	83	-	83
Transfers from exploration asset	-	-	175	175
Foreign exchange	-	(5)	(2)	(7)
At 31 December 2024	**27**	**216**	**177**	**420**
AMORTISATION / IMPAIRMENT				
At 1 January 2024	-	13	-	13
Charge for the year	7	28	-	35
Foreign exchange	-	(1)	-	(1)
At 31 December 2024	**7**	**40**	**-**	**47**
CARRYING VALUE				
At 31 December 2024	**20**	**176**	**177**	**373**
At 31 December 2023	20	11	-	31

11. Leases (Group)

Right of use asset

Following are the changes in the carrying value of right of use assets for the year ended 31 December 2024.

COST	Car Lease £'000
At 1 January 2024	43
Foreign exchange	(9)
At 31 December 2024	**34**
DEPRECIATION	
At 1 January 2024	9
Charge for the year	10
Foreign exchange	(14)
At 31 December 2024	**5**

CARRYING VALUE	
At 31 December 2024	**29**
At 31 December 2023	34

	31 December 2024 £'000	31 December 2023 £'000
Current lease liabilities	10	9
Non-current lease liabilities	19	26
	29	**35**

The non-current lease liabilities are all due within one to five years.

12. Exploration asset

	GROUP		COMPANY	
Cost and net book value	**2024 £'000s**	2023 £'000s	**2024 £'000s**	2023 £'000s
At beginning of period	153	11	-	-
Additions during the year	58	142	-	-
Transfer to property, plant and equipment	(175)	-	-	-
Impairment	(7)	-	-	-
Foreign exchange	(3)	-	-	-
Closing balance	**26**	**153**	**-**	**-**

In November 2022, the company published its Maiden Resource Estimate for its Gravelotte Emerald Mine, which reported that there is an estimated 29 million carats of contained emeralds, 12 additional JORC exploration targets totalling between 168 million carats and 344 million carats. The company further had a Competent Persons Report (CPR), in November 2023, which confirmed the above resource at the Gravelotte Emerald Mine.

In accordance with IFRS 6, the Directors undertook an assessment of the following areas and circumstances which could indicate the existence of impairment:

- The Group's right to explore in an area has expired or will expire in the near future without renewal.
- No further exploration or evaluation is planned or budgeted for.
- A decision has been taken by the Board to discontinue exploration and evaluation in an area due to the absence of a commercial level of reserves.
- Sufficient data exists to indicate that the book value may not be fully recovered from future development and production.

During the year, the Company was informed that the renewal of one of its licences held by Malaika Exploration (Zambia) Limited was rejected. Following this, an appeal was lodged directly with the Minister of Mines and are awaiting a response. Given the uncertainty around the renewal, the directors concluded that an impairment charge in respect of the rejected licence application, was necessary for the year ended 31 December 2024 of £7,000 (2023: £nil). The estimate was based on the proportionate size of the licence area not renewed.

13. Goodwill (Group only)

	Goodwill
Carrying value	**£'000**
At 1 January 2024	1,487
Additions	189
At 31 December 2024	**1,676**
AMORTISATION / IMPAIRMENT	
At 1 January 2024	201
Impairment	747
At 31 December 2024	**948**
CARRYING VALUE	
At 31 December 2024	**728**
At 31 December 2023	1,286

Goodwill arose as a result of acquisitions carried out by the group over the years. During the year, the Company acquired 65% of the shares in Prasinus Exploration Pty Ltd. Refer to note 22 for further detail of the acquisition. Goodwill is reviewed for impairment annually. During the year, the Company was informed that the renewal of one of its licences held by Malaika Exploration (Zambia) Limited was rejected. Following this, an appeal was lodged directly with the Minister of Mines and are awaiting a response. Given the uncertainty around the renewal, an impairment charge was recorded.

14. Trade and other payables

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Trade payables	232	30	124	30
Other payables	17	-	17	-
Accruals	240	51	215	115
Closing balance	**489**	**81**	**356**	**145**

The Directors consider that the carrying amount of trade payables approximates to their fair value. Accruals predominantly comprise audit fee accrual of £88,000 (2023: £97,000) and accrued and unpaid directors and salaries of approximately £125,000 (2023: £68,000).

15. Other payables

	GROUP		COMPANY	
	2024	2023	**2024**	2023
	£'000s	£'000s	**£'000s**	£'000s
Contingent consideration				
At beginning of period	436	-	436	-

Contingent consideration on acquisition of Gem – Venus Holdings Proprietary Limited	-	436	-	436
Accretion	43	-	43	436
Closing balance	**479**	**436**	**479**	**436**

The contingent consideration represents consideration payable on acquisition of Gem - Venus Holdings Proprietary Limited ("GEMV"). The total contingent consideration payable is a maximum of AU$2 million, payable in tranches of AU$200,000 for each 5 million carats of emerald mined. In accordance with IFRS 3, management has recognised the contingent consideration as part of the consideration transferred in exchange for the acquiree. Accordingly, the contingent consideration meets the definition of financial instrument as a financial liability, and therefore management have recognised this in accordance with IAS 32. In recognising this financial liability, the management has used a discount rate of 10% having regards to risk free rate, equity risk premium and country specific risk premium.

The contingent consideration liability was calculated using a discount rate of 10%, reflecting market conditions. Sensitivity analysis indicates that using a 9% rate would increase the liability to £525,000, whereas applying an 11% rate would reduce the liability to £438,000.

16. Provisions

	GROUP		**COMPANY**	
	2024 £'000s	2023 £'000s	**2024 £'000s**	2023 £'000s
Rehabilitation				
At beginning of period	-	-	-	-
Provision raised	12	-	-	-
Closing balance	**12**	**-**	**-**	**-**

The rehabilitation provision was provided based on DMRE agreed values.

17. Deferred tax liability

	GROUP		**COMPANY**	
	2024 £'000s	2023 £'000s	**2024 £'000s**	2023 £'000s
At beginning of period	-	-	-	-
Acquired through business combination	8	-	-	-
Closing balance	**8**	**-**	**-**	**-**

18. Share capital

	2024 £'000s	**2023 £'000s**
Allotted, called up and fully paid share capital	30	25

Movements in Equity

	Number of shares in issue
Opening balance of Ordinary Shares in issue of £0.0001 each	252,345,590
Shares issued in 2024	50,312,500
Closing balance of Ordinary Shares in issue of £0.0001 each	302,658,090

In prior year the movements in equity were as below:

	Number of shares in issue
Opening balance of Ordinary Shares in issue of £0.0001 each	141,845,592
Shares issued in 2023	110,499,998
Closing balance of Ordinary Shares in issue of £0.0001 each	252,345,590

The Company has one class of ordinary shares which carry no right to fixed income.

Share Capital	2024 £'000s	2023 £'000s
Cost b/f	25	14
Shares issued in year	5	11
	30	**25**

Share Premium	2024 £'000s	2023 £'000s
Cost b/f	3,980	2,546
Shares issued in year	710	1,434
	4,690	3,980

Ordinary shares
All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Share Premium
Represents excess paid above nominal value of shares issued.

Other reserves:
Other reserves include:

Share Option Reserve £227,000 (2023: £142,000)
This represents the amounts charged on share options that have been granted to employees and directors.

Share warrant reserve £262,000 (2023: £250,000)
This represents amounts charged on share warrants granted to service providers. During the year 1,425,000 warrants were issued with an exercise price of 2p per share. In 2023, 3,309,000 warrants

were issued with an exercise price ranging from 1.25p to 2.4p per share. No warrants were exercised or lapsed during the year.

Foreign exchange translation reserve debit £145,000 (2023: £101,000)
This represents amounts charged through other comprehensive income related to the translation of subsidiaries' financial statements from a currency other than £.

19. Financial instruments (Group and Company)

Interest rate risk
The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates on classes of financial assets and financial liabilities, was as follows:

	Floating interest rate 2024 £'000s	Floating interest rate 2023 £'000s
Cash	414	674
	414	**674**

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the statement of financial position and in the related notes.

Financial risk management
The Directors recognise that this is an area in which they may need to develop specific policies should the Company become exposed to further financial risks as the business develops.

Capital risk management
The Company considers capital to be its equity reserves. At the current stage of the Company's life cycle, the Company's objective in managing its capital is to ensure funds raised meet the Company's working capital commitments.

Credit risk management
With respect to credit risk arising from financial assets of the Company, which comprise cash and cash equivalents held in financial institutions, the Company are deemed to be at low credit risk.

Liquidity risk
The Company manages liquidity risk by maintaining adequate banking facilities and no current borrowing facilities. The Company continuously monitor forecasts and actual cash flows, matching the maturity profiles of financial assets and liabilities and future capital and operating comments. The Directors consider the Company to have adequate current assets and forecast cash from operations to manage liquidity risks arising from current and non-current liabilities.

Foreign currency risk
Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group reports in Pounds Sterling, but the functional currency of its subsidiary is in Australian Dollars (AU$), South African Rands (ZAR) and Zambian Kwacha (ZMW). The Group does not currently hedge its exposure to other

currencies. The Group's cash and cash equivalents are held in Pounds Sterling, Australian Dollars, South African Rand and Zambian Kwacha.

Sensitivity analysis
A 10 per cent strengthening of the Pounds Sterling against the following currencies at 31 December would have increased/(decreased) profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis as at 31 December 2023.

	2024 £'000	2023 £'000
Australian Dollars	(5)	-
South African Rand	(39)	(24)
Zambian Kwacha	1	-

Funding risk
Funding risk is the possibility that the Group might not have access to the financing it needs. The Group's continued future operations depend on the ability to raise sufficient working capital through the issue of equity share capital. The Directors are confident that adequate funding will be forthcoming with which to finance operations. The Directors have a strong track record of raising funds as required. Controls over expenditure are carefully managed and activities planned to ensure that the Group has sufficient funding.

20. Related party transactions

The only transactions with the Directors relate to:
- all the Director's remuneration as disclosed in note 5.
- Directors participation in the Company's placements during 2024 on the same terms and conditions as all other participants in the placements.

21. Earnings per share

Earnings per share is calculated by dividing the loss for the period attributable to ordinary equity shareholders of the parent by the number of ordinary shares outstanding during the year.

During the year the calculation was based on the loss for the year attributable to owners of the parent of £1,822,000 (2023: £1,063,000) divided by the weighted number of ordinary shares 283,957,748 (2023: 252,345,590).

The diluted loss per share and the basic loss per share are recorded as the same amount as conversion of the share options and warrants decreases the basic loss per share, thus being anti-dilutive.

22. Acquisition of subsidiaries

On 17 July 2024, the Company announce the acquisition of a 65% interest in Prasinus Exploration Pty Ltd ("Prasinus"), the owner of the Curlew Emerald Mine located in the Pilbara Region of Western Australia ("Curlew Mine") for a consideration of A$450,000 and an option to acquire the remaining 35% interest for a further A$300,000 in GEMR shares after an initial 12-month period (expiring on 18 October 2025). This acquisition represents a significant addition to GEMR's asset portfolio, of producing emerald mines and enhancing its strategic position in the global gemstone market.

The group gained control on 17 July 2024, being the date when the group had a control of the board of directors of Prasinus.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed as a result of the acquisition are as follows:

	Net book value of assets acquired £'000	**Fair value adjustments £'000**	**Fair value of assets acquired £'000**
Property, plant and equipment	52	31	83
Trade and other receivables	1	-	1
Trade and other payables	(13)	-	(13)
Deferred tax liability	-	(8)	(8)
Non-controlling interest at proportionate share	(14)	(6)	(20)
Total identifiable assets acquired, and liabilities assumed	**26**	**17**	**43**
Goodwill arising on acquisition			**189**
Total consideration			**232**
Fair value of consideration paid:			
Cash paid			232
Consideration transferred			**232**

Costs and expenses amounting to £1,000 were incurred which have been expensed through profit and loss (see note 4).

From the date of acquisition (17 July 2024) to 31 December 2024, Prasinus contributed £nil to Group revenue and £12,000 to Group expenses. If the acquisition of Prasinus had taken place at the beginning of the year, Group loss for the 2024 year would have been £1,679,000.

The fair value adjustment relates to the uplift in value of onsite equipment.

In the prior year, on 24 February 2023, the Company completed its acquisition of the entire issued share capital of Gem - Venus Holdings Proprietary Limited, a company based in South Africa, for a consideration in form of fully paid up GEMR shares amounting to £100,000 and a contingent consideration of a maximum of AU$2 million, payable in tranches of AU$200,000 for every 5 million carats of gemstones produced by the mine. The acquisition provides the company with the opportunity to expand its mineral exploration programme. Gem Resources Plc was deemed to have gained control over Gem - Venus Holdings Proprietary Limited on 24 February 2023, due to holding the majority of the voting rights on the board of directors of Gem - Venus Holdings Proprietary Limited.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed as a result of the acquisition are as follows:

	Net book value of assets acquired £’000	Fair value adjustments £’000	Fair value of assets acquired £’000
Intangible assets	151	-	151
Tangible assets	43	45	88
Financial assets	341	-	341
Financial liabilities	(543)	(58)	(601)
Intragroup loan	264	-	264
Total identifiable assets acquired, and liabilities assumed	**256**	**(13)**	**243**
Goodwill arising on acquisition			**292**
Total consideration			**535**
Fair value of consideration paid:			
Share consideration			100
Contingent consideration			435
Consideration transferred			**535**

Costs and expenses amounting to £5,000 were incurred which have been expensed through profit and loss (see note 4).

The fair value adjustment relates to recognition of right of use assets and corresponding lease liabilities and provision for rehabilitation of the site. The right of use asset and corresponding lease liabilities’ fair value was determined by use of the interest rate implicit in the lease agreement over the lease period. The rehabilitation provision was fair valued in line with funds acquired at acquisition.

23. Segment information

Operating segments

The Board considers that the Group has one operating segment, being that of emerald mining and exploration. Accordingly, all revenues, operating results, assets and liabilities are allocated to this activity.

Geographical segments

The Group operates in three principal geographical areas – South Africa, Zambia and Australia.

The Group’s non-current assets by location of assets are detailed below.

	South Africa £’000	Zambia £’000	Australia £’000	Group £’000
As at 31 December 2024				
Total non-current assets	623	270	263	1,156
As at 31 December 2023				
Total non-current assets	501	1,003	-	1,504

24. Events after the period end date

Hard Rock Mining Commencement
In early 2025, we initiated hard rock mining operations at Gravelotte, marking an important step in accessing deeper, higher-grade emerald deposits.

First Sale
As was announced on 25 April 2025, the Gravelotte Emerald Mine recorded its first test sales of emeralds, totalling USD 57,000. Of this, USD 43,000 was achieved from the sale of 8,130 carats of mixed-grade emeralds, achieving an average price of USD 5.29 per carat. These initial sales represent a significant operational milestone for the Company and provide encouraging indications regarding the geological model, recovery process, and the potential for future commercial viability.

Issue of Equity in Lieu of Director's Fees
On 28 February 2025, Directors Dr Bernard Oliver, Edward Nealon and Peter Redmond, agreed to issue 5,999,998 new ordinary shares of £0.0001 each ("Ordinary Shares") at an issue price of 0.65 pence per Ordinary Share in lieu of cash settlement of part of their accrued and unpaid fees.

Following such issuances, Directors have the following interests in Ordinary Shares:

Name of Director	Interest in Ordinary Shares (Number)	Interest in Ordinary Shares (Percentage)
Bernard Olivier	4,964,103	1.61%
Edward Nealon	10,680,768	3.46%
Peter Redmond	8,949,357	2.90%

25. Prior period adjustments

(i) Restatement of prior year balances

The Group holds 74% in Venus Emeralds Proprietary Limited and Adit Mining Consultants and Trading Proprietary Limited via Gem – Venus Holdings Proprietary Limited. The prior year statement of comprehensive income did not reflect the 26% portion of the profit or loss attributable to non-controlling interests and has therefore been restated. The non-controlling interest debit adjustment of £69,000 reflects the 26% share of losses attributable to South African subsidiaries, in compliance with IFRS 10. This adjustment aligns with the proportional allocation of equity ownership within the Group

The earnings per share have been restated as the adjustment affects the profit or loss attributable to owners of the parent used as the numerator.

During a review of the share premium balance it was discovered that £15,000 paid by Ed Nealon in September 2023 and £15,000 due by Peter Redmond was not recorded as part of the capital raise as was announced on 1 September 2023. In addition, share issue cost was overcharged by £12,000 for which a refund was received in 2024. The overcharge was not recorded as a debtor in 2023. It was also discovered that fees amounting to £38,000 paid on behalf of a subsidiary was incorrectly charged to profit and loss and should have been allocated against the intercompany loan account.

Impact on adjustment on the consolidated statement of changes in equity

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as re-stated) £'000
Increase in share premium	3,938	42	3,980
Decrease in non-controlling interest	-	(69)	(69)
Increase in retained earnings	(2,469)	107	(2,362)
Impact on Profit and Loss	(1,170)	38	(1,132)
Effect on total equity	-	80	-

Impact on adjustment on the company statement of changes in equity

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as re-stated) £'000
Increase in share premium	3,938	42	3,980
Increase in retained earnings	(2,231)	38	(2,193)
Impact on Profit and Loss	(906)	38	(868)
Effect on total equity	-	80	-

(ii) Restatement of prior year statement of cash flows

The Group and Company have restated certain prior year comparatives to correctly present amounts in the Group and Company financial statements for the year ended 31 December 2023.

The prior year cash flow incorrectly included non-cash movements related to the acquisition of Gem - Venus Holdings Proprietary Limited.

Accordingly the prior year statement of cash flows has been restated to correct these errors.

Impact on adjustment on the consolidated statement of cash flows

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as re-stated) £'000
Cash flows from operating activities			
Contingent consideration	436	(436)	-
(Increase)/decrease in receivables	10	177	187
Increase/(decrease) in payables	50	(418)	(368)
Cash flows from investment activities			
Purchase of subsidiary, property plant and equipment	(559)	559	-
Purchase of property plant and equipment	-	(7)	(7)
Acquisition of subsidiary, net of cash acquired	-	9	9

Cash flow from financing activities			
Issue of shares for cash, net of costs	1,402	(72)	1,330

Impact on adjustment on the company statement of cash flows

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as restated) £'000
Cash flows from operating activities			
Contingent consideration	436	(436)	-
(Increase)/decrease in receivables	(453)	377	(76)
Cash flows from investment activities			
Purchase of subsidiary, property plant and equipment	(536)	536	-
Loans provided to subsidiaries	-	(443)	(443)
Cash flow from financing activities			
Issue of shares for cash, net of costs	1,402	(72)	1,330

(iii) Restatement of prior year goodwill

The Group and Company have restated certain prior year comparatives to correctly reflect the loan provided to Venus Emeralds Proprietary Limited in 2022. Venus Emeralds Proprietary Limited was acquired in 2023 as part of the Gem - Venus Holdings Proprietary Limited group acquisition and the loan balance of £264,000 that was impaired by GEMR in 2022, but was not included in the net asset acquired calculation in 2023.

Impact on adjustment on the consolidated statement of financial position

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as restated) £'000
Decrease in goodwill	1,550	(264)	1,286
Decrease in other payables	(345)	264	(81)

Impact on adjustment on the company statement of financial position

	31 Dec 2023 (as previously stated £'000	Prior year adjustment £'000	31 Dec 2023 (as restated) £'000
Investment in subsidiary	1,536	(264)	1,272
Increase in other receivables	582	264	846