

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the FSMA.

This Document comprises a prospectus relating to Cloudbreak Discovery plc prepared in accordance with the Prospectus Regulation Rules of the FCA made under section 73A of FSMA and approved by the FCA under section 87A of FSMA.

This Document has been approved by the FCA, as competent authority under the Prospectus Regulation ((EU) 2017/1129), as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and the UK Prospectus Regulation. The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of securities that are the subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the securities. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

The Enlarged Share Capital is currently admitted to trading on the Standard List of the London Stock Exchange under the symbol “CDL”.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED ‘RISK FACTORS’ SET OUT IN THIS DOCUMENT.

The Company, and each of the Directors, whose names appear on page 32 of this Document, accept responsibility for the information contained in this Document. To the best of the knowledge of the Company, and each Director, the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

CLOUDBREAK DISCOVERY PLC

(Incorporated and registered in England & Wales under the Companies Act 1985 with registered number 06275976)

Issue of 26,027,776 New Ordinary Shares at 2.25 pence per share
Issue of up to 394,311,111 Crescita Shares under the Equity Drawdown Facility
Admission of the New Ordinary Shares to the Official List
(by way of Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange’s Main Market for listed securities



Novum Securities Limited
Financial Adviser



Shard Capital Partners LLP
Broker

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

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the New Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, and this Document may not be distributed by any means including electronic transmission within, into, in or from the United States

or to or for the account or benefit of persons in the United States, Australia, the Republic of South Africa, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for New Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Group. The New Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Group has not been and will not be registered under the US Investment Company Act of 1940 (“**US Investment Company Act**”) pursuant to the exemption provided by Section 3(c)(7) thereof, and investors will not be entitled to the benefits of the US Investment Company Act. None of the New Ordinary Shares have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merit of the offer of the New Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

If a subscriber is an Australian Resident: (i) this prospectus (and any associated term sheet or investor presentation materials) does not constitute a prospectus or other disclosure document under Chapter 6D of the Australian Corporations Act and does not purport to include the information required of a prospectus or other disclosure document under Chapter 6D of the Australian Corporations Act; (ii) neither the Placing nor the Subscription nor this prospectus has been lodged with the Australian Securities and Investments Commission (“**ASIC**”) and no prospectus or other disclosure document has been lodged with ASIC in relation to the Placing. Accordingly: (A) an offer of the New Ordinary Shares and an invitation to apply for the New Ordinary Shares in Australia may only be made to persons who are “sophisticated investors” (within the meaning of Section 708(8) of the Australian Corporations Act), who are “professional investors” (within the meaning of Section 708(11) of the Australian Corporations Act) or who otherwise are persons to whom securities can be offered without a disclosure document pursuant to one or more of the other exemptions contained in Section 708 of the Australian Corporations Act, so that it is lawful to offer, or invite applications for, the Securities without disclosure to those persons under Chapter 6D of the Australian Corporations Act; and (B) this offer may only be made available in Australia to persons as set out in (A) above; and (iii) to the extent permitted by law, the Group makes no representation, warranty or guarantee, whether express or implied, as to the forecasted or actual future results of the Group.

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

Novum is authorised and regulated in the United Kingdom by the FCA and is acting as a financial adviser for the Group and for no-one else in connection with the Fundraising and Admission and it will not be responsible to anyone other than the Group for providing the protections afforded to customers of Novum (as applicable) or for affording advice in relation to the contents of this document or any matters referred to herein. Novum is not responsible for the contents of this Document. This does not exclude any responsibilities which Novum may have under FSMA or the regulatory regime established thereunder.

Shard is authorised and regulated in the United Kingdom by the FCA and is acting as a broker for the Group and for no-one else in connection with the Placing and Admission and it will not be responsible to anyone other than the Group for providing the protections afforded to customers of Shard (as applicable) or for affording advice in relation to the contents of this document or any matters referred to herein. Shard is not responsible for the contents of this Document. This does not exclude any responsibilities which Shard may have under FSMA or the regulatory regime established thereunder.

Application will be made for the New Ordinary Shares to be admitted by way of a Standard Listing on the Official List. A Standard Listing will afford investors in the Group a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing

Rules. It should be noted that the UKLA will not have authority to (and will not) monitor the Group's compliance with any of the Listing Rules which the Group has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Group to so comply. It is expected that Admission will become effective and that unconditional dealings in the New Ordinary Shares will commence on 25 July.

CONTENTS

	Page
SUMMARY	5
RISK FACTORS	12
CONSEQUENCES OF A STANDARD LISTING	25
IMPORTANT INFORMATION	27
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	31
FUNDRAISING STATISTICS	31
DIRECTORS, SECRETARY AND ADVISERS	32
PART I INFORMATION ON THE GROUP	34
PART II DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE	55
PART III OPERATING AND FINANCIAL REVIEW	58
SECTION (A) OPERATING AND FINANCIAL REVIEW OF THE GROUP	58
SECTION (B) OPERATING AND FINANCIAL REVIEW OF THE COMPANY	89
SECTION (C) OPERATING AND FINANCIAL REVIEW OF CLOUDBREAK	94
SECTION (D) OPERATING AND FINANCIAL REVIEW OF HOWSON	102
SECTION (E) OPERATING AND FINANCIAL REVIEW OF CABOX	110
PART IV FINANCIAL INFORMATION	115
SECTION (A) INTRODUCTION	115
SECTION (B) FINANCIAL INFORMATION OF THE GROUP	118
SECTION (C) FINANCIAL INFORMATION OF THE COMPANY	120
SECTION (D) FINANCIAL INFORMATION OF CLOUDBREAK	121
SECTION (E) FINANCIAL INFORMATION OF HOWSON	123
SECTION (F) FINANCIAL INFORMATION OF CABOX	124
PART V TAXATION	125
PART VI ADDITIONAL INFORMATION	127
PART VII NOTICE TO INVESTORS AND DISTRIBUTORS	168
PART VIII DEFINITIONS	171

SUMMARY

INTRODUCTION AND WARNINGS

This summary should be read as an introduction to this Document.

Any decision to invest in the New Ordinary Shares should be based on a consideration of this Document as a whole by the investor.

Any investor in the Company's New Ordinary Shares should be aware that they could lose all or part of their invested capital.

Where a claim relating to the information contained in this Document is brought before a court the plaintiff investor might, under national law, have to bear the costs of translating this Document before legal proceedings are initiated.

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

The name of the issuer is Cloudbreak Discovery plc and its LEI is 213800ZLZVEPOS7YID88. The issuer's registered office is at Suite 1, 15 Ingestre Place, London, England, W1F 0DU. The head office and principal place of business of the issuer, and the business address of each of the Directors, is 520-999 West Hastings Street, Box 55, Vancouver, BC V6C 2W2. The telephone number of the issuer's head office and principal place of business is +1 (778) 200-2889.

The ticker for the Ordinary Shares is CDL with ISIN number GB00B44LQR57.

This Document has been approved as a prospectus by the Financial Conduct Authority, whose principal place of business is 12 Endeavour Square, London E20 1JN and whose contact number is +44 020 7066 1000.

This Document was approved on 19 July 2022.

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

Domicile, country of incorporation, applicable law and legal form

The Company was incorporated and registered in England & Wales as a public company limited by shares on 11 June 2007 under the Companies Act 1985, as amended, with the name LatAm Resources plc, under registered number 06275976. The Company is domiciled in England & Wales.

LEI

The Company's LEI is 213800ZLZVEPOS7YID88.

Principal Activities

The Company's principal purpose and objective is to build a specialist early-stage natural resource prospect generator and development business. The Company seeks to acquire, develop and manage a diverse portfolio of mineral assets in the natural resource sector. The Company intends to develop its portfolio of assets and interests with a focus on the technical merits and inherent value of the assets on a case-by-case basis. The broad nature of the corporate objective will therefore be to incorporate material interests located across multiple jurisdictions, including the Americas, Africa, Australia, Asia and Europe.

The Company intends to emphasise its acquisition and development strategy on assets that are capable of generating positive cash flows within a realistic timeframe. Acquisition of assets may not result in 100% ownership all of the time, however, it will be the Company's primary objective to ensure that its acquisition stake and participation will allow for positions of influence within its projects.

The Company has a core platform of assets from which it can unlock value and create growth. In addition, the Company has identified a pipeline of potentially complimentary acquisitions that are available and will be pursued.

Major Shareholders

The Company is aware of the following persons who will hold, directly or indirectly, voting rights representing 3 per cent. or more of its share capital as at 18 July 2022 (being the last practicable date prior to the date of this Document) and as they are expected to be immediately following Admission:

Name	As at the date of this Document		On Admission		
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital	Warrants
Kyler Hardy ¹	91,626,929	18.33%	112,738,040	21.66%	2,930,832
John Campbell Smyth	24,959,653	4.99%	24,959,653	4.75%	494,686

1. Kyler Hardy is part of the Cronin concert party which will hold 131,145,026 Ordinary Shares at Admission

Controlling shareholder, if any

The Company is not aware of any person who, either as at the date of this Document or immediately following Admission, exercises, will exercise, or could exercise, directly or indirectly, jointly or severally, control over the Company.

Directors & Auditors

The Company's directors are Samuel Anthony "Kyler" Hardy, Andrew Male, Emma Kinder Priestley and Paul Gurney.

The Company's statutory auditors are PKF Littlejohn LLP of 15 Westferry Circus, Canary Wharf, London E14 4HD.

What is the key financial information regarding the issuer?

Group

The selected audited, consolidated financial information of the Group as at 30 June 2020 and 30 June 2021 and the years then ended, together with the unaudited, consolidated interim financial information of the Group as at 31 December 2020 and 31 December 2021, has been extracted without material amendment from the audited consolidated financial information and unaudited consolidated interim financial information of the Group for those years and period.

Summary Statement of Comprehensive Income

	Audited As at 30 June 2020 £	Audited As at 30 June 2021 £	Unaudited As at 31 December 2021 £
Total assets	913,104	6,183,845	3,705,669
Total equity	597,065	5,288,581	2,662,094

Summary Statement of Comprehensive Income

	Audited Year ended 30 June 2020 £	Audited Year ended 30 June 2021 £	Unaudited Six months ended 31 December 2020 £	Unaudited Six months ended 31 December 2021 £
Income	5,911	3,985,853	5,024,102	(1,608,036)
(Loss)/profit before tax	(1,073,538)	(902,060)	4,562,601	(2,804,575)
Comprehensive (loss)/profit for the period	(1,073,538)	(902,060)	4,562,601	(2,804,575)
Basic and diluted (loss)/profit per Share (pence)	(0.83)p	(0.85)p	0.07p	(0.72)p

Summary Statement of Cash Flows

	Audited Year ended 30 June 2020 £	Audited Year ended 30 June 2021 £	Unaudited Six months ended 31 December 2020 £	Unaudited Six months ended 31 December 2021 £
Cash flows – operating activities	(6,048)	(1,586,804)	(50,316)	(344,045)
Cash flows – investing activities	8,572	852,438	—	(197,762)
Cash flows – financing activities	—	2,005,505	83,137	—
Net cash flow for the period	2,524	1,271,139	32,821	(541,807)

Company

The selected audited, consolidated financial information of the Group as at 30 June 2019 and the year then ended has been extracted, without material amendment, from the audited consolidated financial information of the Company for that year.

Summary Statement of Financial Position

	Audited As at 30 June 2019 £
Total assets	7,667
Total equity	(126,605)

Summary Statement of Comprehensive Income

	Audited Year ended 30 June 2019 £
Total revenue	—
Operating loss	(309,189)
Loss for the period	(309,189)
Basic and diluted loss per Share (pence)	(0.97)p

Summary Statement of Cash Flows

	Audited Year ended 30 June 2019 £
Cash flows – operating activities	(68,925)
Cash flows – investing activities	51
Cash flows – financing activities	50,000
Net cash flow for the period	(18,874)

Cloudbreak

The selected audited financial information of Cloudbreak as at 30 April 2019 and 30 April 2020 and the years then ended, has been extracted, without material amendment, from the audited financial information of Cloudbreak for those years.

Summary Statements of Financial Position

	Audited As at 30 April 2019 C\$	Audited As at 30 April 2020 C\$
Total assets	201,137	222,195
Total equity	178,533	114,678

Summary Statements of Comprehensive Income

	Audited As at 30 April 2019 C\$	Audited As at 30 April 2020 C\$
Total revenue	–	–
Operating loss	(54,865)	(158,105)
Loss for the year	(54,865)	(158,105)
Basic and diluted loss per share	(0.01)	(0.03)

Summary Statements of Cash Flows

	Audited As at 30 April 2019 C\$	Audited As at 30 April 2020 C\$
Operating activities	(40,254)	(156,102)
Investing activities	(48,941)	(141,281)
Financing activities	45,128	164,462
Net cash flow for the period	(44,067)	(132,921)

Audit report qualifications

Included within the Independent Auditor's Report for the year ended 30 April 2020 is the following qualification:

“Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

Included within the Independent Auditor's Report for the year ended 30 April 2019 is the following qualification:

“Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$54,865 during the year ended 30 April 2019 and has an accumulated deficit of \$66,918 as at 30 April 2019. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

Howson

The selected audited financial information of Howson for the six-month period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019, has been extracted, without material amendment, from the audited financial information of Howson for those periods.

Summary Statements of Financial Position

	Audited As at 31 December 2018 C\$	Audited As at 31 December 2019 C\$
Total assets	323,621	814,659
Total equity	140,521	603,024

Summary Statements of Comprehensive Income

	Audited Six months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Total revenue	—	—
Operating loss	(174,889)	(129,677)
Loss for the period	(174,889)	(129,677)
Basic and diluted loss per share	(0.31)	(0.01)

Summary Statements of Cash Flows

	Audited Six months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Cash flows – operating activities	(246)	(69,274)
Cash flows – investing activities	—	(702,108)
Cash flows – financing activities	215,410	556,650

Audit report qualification

Included within the Independent Auditor's Report on both the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 is the following qualification:

“Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company's ability to continue as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These matters, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

Cabox

The selected audited financial information of Cabox for the twelve-month period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019 has been extracted, without material amendment, from the audited financial information of Cabox for those periods.

Summary Statements of Financial Position

	Audited As at 31 December 2018 C\$	Audited As at 31 December 2019 C\$
Total assets	500	735
Total equity	(16,020)	(21,963)

Summary Statements of Comprehensive Income

	Audited Twelve months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Total revenue	—	—
Operating loss	(16,520)	(5,943)
Loss for the period	(16,520)	(5,943)
Basic and diluted loss per share	(0.00)	(0.00)

Summary Statements of Cash Flows

	Audited Twelve months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Cash flows – operating activities	—	235
Cash flows – financing activities	500	—
Net cash flows for the period	500	235

Audit report qualification

Included within the Independent Auditor's Report on both the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 is the following qualification:

“Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company's ability to continue as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These matters, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

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

- The Company may fail to complete further suitable acquisitions.
- There can be no guarantee that any mineralisation discovered through its acquisitions will result in proven and probable reserves or go on to be an operating mine.
- The Company may face competition from other resource companies as well as third party financiers.
- There is typically no reliable liquid market available for the purposes of valuing the Company's early-stage assets.
- The Company may depend on Partners over which it may lack control and information.
- The Company is largely reliant on third parties for operational activity.
- Global supply and demand changes due to a potential economic downturn may adversely affect the business, cash flows, results of operations and financial condition of the Group.
- The Company is dependent upon the Directors to identify potential assets, interests and acquisition opportunities and to execute transactions and the loss of the services of the Directors could materially adversely affect it.
- The Company is not currently generating positive cash flows or revenue and may not do so in the near term.
- The Company's ability to raise further funds will depend on the success of the Company's exploration activities and its investment strategy.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Type, class and ISIN

The securities that will be subject to Admission comprise the New Ordinary Shares which will be registered with ISIN number GB00B44LQR57.

Currency, denomination, par value, and the term of the securities

The New Ordinary Shares are denominated in pounds sterling and have a nominal value of £0.001 each. The total expenses incurred (or to be incurred) by the Company in connection with Admission of the New Ordinary Shares is approximately £140,000 plus VAT. The Company also has Deferred Shares in issue which are denominated in pounds sterling, and which have a nominal value of £0.009 each.

499,974,200 Ordinary Shares and 18,995,000 Deferred Shares have been issued at the date of this Document, all of which have been fully paid up. On Admission, there will be 526,001,976 Ordinary Shares and 18,995,000 Deferred Shares in issue, all of which are fully paid. Application will be made for Admission of all of the New Ordinary Shares. However, no application for Admission is being made in respect of the Deferred Shares. Application will be made for the Crescita Shares issued under the Equity Drawdown Facility immediately following any such issue.

Rights attached to the securities

The rights attaching to the Ordinary Shares are uniform in all respects and they form a single class for all purposes, including with respect to voting and for all dividends and other distributions thereafter declared, made or paid on the Ordinary Share Capital. Each Ordinary Share grants a Shareholder who attends a general meeting (in person or by proxy) the right to one vote for Shareholder resolutions proposed by way of a show of hands and one vote per Ordinary Share for Shareholder resolutions proposed by way of a poll vote. Except as provided by the rights and restrictions attached to any class of shares, Shareholders will under general law be entitled to participate in any surplus assets in a winding up in proportion to their shareholdings.

The Deferred Shares do not carry any right to vote and are only entitled to participate in any surplus assets on a winding up when £1,000,000 has been distributed to the holders of Ordinary Shares for each Ordinary Share held.

Relative seniority of the securities in the issuer's capital structure in the event of insolvency

The Company does not have any other securities in issue or liens over its assets and so the Ordinary Shares are not subordinated in the Company's capital structure as at the date of this prospectus and will not be immediately following Admission.

Restrictions on the free transferability of the securities

All Ordinary Shares are freely transferable and are not subject to any encumbrances.

Dividend or pay-out policy

The Company intends to pay dividends on the Ordinary Shares (if any) and in such amounts (if any) as the Board determines appropriate. The Company will only pay dividends to the extent that to do so is in accordance with the Act and all other applicable laws.

Where will the securities be traded?

Application for Admission

Applications will be made to the FCA for the New Ordinary Shares to be admitted to the Official List of the FCA (by way of a standard listing ("**Standard Listing**") under Chapter 14 of the Listing Rules) and to the London Stock Exchange plc (the "**London Stock Exchange**") for the New Ordinary Shares to be admitted to trading, and for dealings to commence, on the London Stock Exchange's Main Market for listed securities.

Identity of other markets where the securities are or are to be traded

There is currently no market for the New Ordinary Shares and the Company does not intend to seek admission to trading of the New Ordinary Shares on any market other than the Main Market.

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

- The Company may require additional capital which will dilute Shareholders' interests
- The market price for the Ordinary Shares may be affected by fluctuations and volatility in the price of Ordinary Shares
- The Standard Listing of the Ordinary Shares affords investors a lower level of regulatory protection as compared to a Premium Listing
- Investors may not be able to realise returns on their investment in the New Ordinary Shares within a period that they would consider to be reasonable
- Dividend payments on the Ordinary Shares are not guaranteed

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

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

General terms and conditions

The Fundraising will comprise the issue 26,027,776 New Ordinary Shares through the Fundraising at the Placing Price of 2.25 pence per share

The Placing has been undertaken by Shard pursuant to the terms of the Second Shard Placing Agreement entered into with the Company dated 19 July 2022. Under the terms of the Second Shard Placing Agreement, subject to certain conditions, Shard has agreed to use its reasonable endeavours to procure subscribers for 2,666,665 Placing Shares.

In addition to the Placing, the Company has entered into the subscription letters with the subscribers in connection the Subscription, who have agreed to subscribe for an aggregate of 23,361,111 Subscription Shares at the Placing Price.

The 26,027,776 New Ordinary Shares subscribed for in the Fundraising at the Placing Price will represent approximately 4.95% of the Enlarged Share Capital. The Company will issue 26,027,776 New Ordinary Shares through the Fundraising at the Placing Price of 2.25 pence per share.

Shard, as the Company's agents, has procured irrevocable commitments to conditionally subscribe for the full amount of New Ordinary Shares from Placees in the Placing and the Company has received irrevocable commitments from the Subscribers in respect of the Subscription, and there are no conditions attached to such irrevocable commitments other than Admission. The net Fundraising proceeds, after deduction of expenses, will be £445,624.96 on the basis that the gross Fundraising proceeds will be £585,624.96.

The Fundraising is conditional, *inter alia*, Admission occurring by 8:00 a.m. on 25 July 2022 (or such later date as the Company and Shard may agree, not being later than 8.00 a.m. on 5 August 2022). The New Ordinary Shares will, upon issue, rank *pari passu* with the Ordinary Shares. If Admission does not proceed, the Fundraising will not proceed, and all monies paid will be refunded to subscribers.

The Placing comprises a placement of New Ordinary Shares with qualified investors and/or other relevant persons. No public offer of the securities is being made. There are no underwriting agreements on a firm commitment basis in place.

Expected timetable of the Fundraising

Publication of this Document	19 July 2022
Admission and commencement of dealings in the New Ordinary Shares	8:00 a.m. on 25 July 2022
CREST members' accounts credited in respect of New Ordinary Shares	25 July 2022
Share certificates despatched in respect of New Ordinary Shares	On or round 10 Business Days later

Details of admission to trading on a regulated market

Application will be made for the New Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence at 8:00 a.m. on 25 July 2022.

Plan for distribution

The New Ordinary Shares which are the subject of this Document will be offered by Shard exclusively to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and/or Relevant Persons. There will be no offer to the public of the New Ordinary Shares and no intermediaries offer

Amount and percentage of immediate dilution resulting from the offer

Shareholdings immediately prior to Admission will be diluted by approximately 4.95% as a result of New Ordinary Shares issued pursuant to the Placing.

Why is this prospectus being produced?

Reasons for the Fundraising, use and estimated net amount of the proceeds

The New Ordinary Shares to be allotted and issued by the Company to the Placees pursuant to the Fundraising represent 4.95% of all Ordinary Shares that have been admitted to the Standard Listing on the Official List and to trading on the Main Market of the London Stock Exchange over a period of 12 months prior to the date of Admission. As such, pursuant to Article 1(5) of the UK Prospectus Regulation, the publication of this prospectus is required for the purposes of Admission.

The Company has conditionally raised gross proceeds of £585,624.96 through the Fundraising, resulting in estimated net proceeds of £445,624.96. The total costs of the Fundraising and Admission payable by the Company are approximately £140,000 (exclusive of recoverable VAT).

The net proceeds of the Fundraising will be used as follows:

- pursue the Group's immediate objective of developing its existing portfolio of assets and interests and acquiring suitable additions thereto. The Group has allocated £247,150 to the above development and acquisition process; and provide working capital to cover the Group's ongoing annual operating costs.
- paying directors' salaries and fees, Cronin Services fees, professional advisers' fees, audit fees, accounting and bookkeeping fees, registrar and London Stock Exchange fees and other general and administrative expenses. On an annual basis, such fees and expenses are estimated at £1,700,000.

Indication of whether the offer is subject to an underwriting agreement

The Placing is not being underwritten. Shard, as the Company's agents, have procured irrevocable commitments to conditionally subscribe for the full amount of New Ordinary Shares from subscribers in the Placing and the Company has received irrevocable commitments from Subscribers in relation to the Subscription, and there are no conditions attached to such irrevocable commitments other than Admission.

Indication of the most material conflict of interests relating to the Fundraising or Admission The most material conflict of interest pertaining to Admission relate to the fact that one of the Directors, Kyler Hardy, holds a position with the Cronin group of companies which have the potential to give rise to a conflict in relation to the Company's business. Cronin group are participating in the Subscription. The Company has also entered into a management services agreement with one of the Cronin group companies, Cronin Services, for the provision of certain management services to the Company. The Cronin group of companies has been responsible for developing the business plan to-date and is actively using its connections and experience in the natural resource sector in order to build the Company and implement a business plan to take it from a cash shell to an active growth business. The various agreements entered into between, *inter alia*, the Company, Kyler Hardy and Cronin Services (details of which are summarised in paragraph 9 of part VI) contain terms which restrict the Cronin group of companies from competing with the Company's business. In particular, Kyler Hardy and the Cronin group of companies must not compete with the Company's business and, furthermore, where the Cronin group of companies become aware of any potential Royalty or Mineral Interests which may be suitable for acquisition by the Company then it must first offer them to the Company so that it can then evaluate and determine if they are and that they meet the Company's stated business objectives. The board of the Company will be comprised of a majority of non-executive Directors that should further minimise of any conflicts of interest and so as to ensure all significant decisions regarding any acquisitions to be made by the Company are impartial.

RISK FACTORS

Investment in the Group and the New Ordinary Shares carries a significant degree of risk, including risks in relation to the Group's business strategy, acquisitions, exploration and development projects, potential conflicts of interest or related party transactions, as well as joint venture partners, ownership and the various management and operatorship of assets and projects with which the Group derives an ownership interest in. This also includes risks relating to taxation and risks relating to the New Ordinary Share ownership. Prospective investors should carefully consider risk factors associated with any investment in the New Ordinary Shares, together with all other information contained in this Document specifically including the risk factors described below.

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

The risks referred to below are those risks the Group, and the Directors consider to be the material risks relating to the Group. However, there may be additional risks that the Group and the Directors do not currently consider to be material or of which the Group and the Directors are not currently aware that may adversely affect the Group's business, financial condition, results of operations or prospects. Investors should review this Document carefully and, in its entirety, and consult with their professional advisers before acquiring any New Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Group could be materially adversely affected. If that were to be the case, the trading price of the New Ordinary Shares and/or the level of dividends or distributions (if any) received from the New Ordinary Shares could decline significantly. Further, investors could lose all or part of their investment.

RISKS RELATED TO THE GROUP'S BUSINESS AND STRATEGY

The Group may fail to complete further suitable acquisitions

The growth of the Group is dependent on its ability to successfully identify and acquire further suitable assets. The availability of potential assets will depend, *inter alia*, on the state of the global economy, general business conditions, the availability of alternative sources of finance and financial markets generally. The Group may be unable to identify targets at valuations that the Board believes will deliver sufficient returns for Shareholders. Even if the Group successfully identifies targets, the process remains subject to execution risk and there is no guarantee that acquisitions will complete. The Group can offer no assurance that it will be able to identify or complete acquisitions that are consistent with its strategy or that it will be able to fully deploy its available capital.

The Group may face competition from other resource companies as well as third party financiers

When suitable acquisitions are identified, the Group is likely to be in competition with other resource companies as well as but not limited to private equity funds, mezzanine funds, investment banks, equity and non-equity based investment funds, and other sources of financing, including the public capital markets. Of the competition faced, it is likely that some of its competitors will have greater levels of financial resources, thus, they may have lower cost of funds and access to alternative funding sources and structures not available to the Group.

In addition, the risk profile of the Group in relation to its choice of assets may not allow the Group to consider as wide a variety of assets as some of the Group's competitors which may have higher risk tolerances or different risk assessments. This might result in competitors establishing relationships and building their market shares to the detriment of the Group. There is no assurance that the competitive pressures that the Group faces will not have a material adverse effect on its business, financial condition and results of operations. Also, because of this competition, the Group may not be able to take advantage of attractive opportunities and there can be no assurance that it

will be able to identify and complete acquisitions that satisfy its business objectives or that will enable it to meet its acquisition and development criteria.

There is typically no reliable liquid market available for the purposes of valuing the Group's early-stage assets

The Group's assets will comprise of assets and interests in the natural resource sector. There is typically no reliable liquid market for early-stage assets in the natural resource sector and the valuation of such investments involves the Board exercising its judgement. There can be no guarantee that the basis of calculation of the value of the Group's assets and interests reflect the true realisable value of those assets and interests. The internal valuation of the Group's assets and interests and potential acquisition values will be based upon a blended process of geotechnical review and analysis, financial modelling, consultation of technical sector experts and existing market reference points including the potential future value of commodities.

There is no guarantee that mineralisation discovered will result in reserves or to become an operating mine

The Group's ability to successfully exploit its exploration assets is influenced by a number of global factors, principally supply and demand which in turn is a key driver of global mineral prices; these factors are beyond the control of the Group. Exploration is a high-risk business and there can be no guarantee that any mineralisation discovered will result in proven and probable reserves or go on to be an operating mine. At every stage of the exploration process, the projects in which the Group has an interest are rigorously reviewed to determine if the results justify the next stage of exploration expenditure ensuring that funds are only applied to high priority targets.

Material facts or circumstances not revealed in the due diligence process

Prior to negotiating and subsequently making an acquisition in accordance with its business strategy, the Group will undertake legal, financial, commercial and technical due diligence on potential assets and any joint venture or counterparties to a level considered reasonable and appropriate by the Group. Whilst efforts will be taken to uncover all material facts relating to each prospect, given that every due diligence exercise involves subjective analysis and is susceptible to human error, there will be a risk that a pertinent piece of information remains undiscovered and this may have a material adverse effect upon the value of the asset or interest. As such, there can be no assurance that due diligence will reveal all material issues related to a potential asset or interest, joint venture or counterparties which might be necessary or helpful in evaluating a potential acquisition.

Dependence on members of the Board, external advisers and technical consultants

The Group's ability to provide returns to Shareholders is dependent to a large extent upon the performance of the members of the Board, external advisers and technical consultants who have and will continue to be engaged by the Group to provide key services such as the identification, acquisition and disposal of assets and interest through sale, joint venture or trailing ownership structure and the determination of any required financing arrangements. The Group will depend to a significant extent on the experience, diligence, skill and network of business contacts of such persons.

Failure by such persons to carry out their obligations to the Group in accordance with the terms of their appointment could have a material adverse effect on the operation of the Group, including, without limitation, on the Group's ability to achieve its investment and business objectives. In addition, if any of the members of the Board, external advisers and technical consultants depart from, or cease to be engaged by, the Group, there is a risk that suitable and effective replacements may not be found. Therefore, the Group's business, financial condition and results of operations may be adversely affected, if the services of the members of the Board and external advisers, consultants and/or third-party providers cease to be available to the Group.

The Group may be subject to liability for hazard that cannot be insured against

The Group, as a participant in exploration and development programmes, may become subject to liability for hazards that cannot be insured against or third-party claims that exceed the insurance cover. The Group may also be disrupted by a variety of risks and hazards that are beyond control,

including geological, geotechnical and seismic factors, environmental hazards, industrial accidents, occupational and health hazards and adverse weather conditions.

RISKS RELATED TO THE GROUP'S RELIANCE ON THIRD PARTIES

The Group may be dependent on Partners over which it may lack control and information

The Group is likely to be dependent on the operation and management of its assets, relevant Partners and through the various material interests it has entered with them. The revenue generated through such material interests, and therefore the ability to realise value uplift for Shareholders is likely to depend on the success of its Partners.

Where the Group enters into an option, sale, Royalty agreement, trailing ownership structure or deferred ownership following completion of early-stage exploration and development, it may not hold a direct interest in the minerals or projects themselves, rather, prior to making the acquisitions, the Group will seek to negotiate certain information rights and consent matters into the terms of each agreement to ensure that it will have sufficient information rights in relation to the interest being acquired in order to comply with its obligations under the DTRs. However, there is no guarantee that Partners will concede to such requests. Even with information rights and consent matters, the Group may not have significant influence over of its Partners or their operations nor the ability to exercise control over such Partners. As a result, it may be difficult for the Group to ensure that the Partners operate in the Group's best interest.

While it is anticipated that the Group will have certain information rights in such circumstances, the Group may otherwise have limited access to information, data and disclosure regarding the Partners. The Group may not have the ability to independently verify such information or provide assurance that such third-party information is complete or accurate which may affect the Group's ability to assess the underlying performance. As a result, the Group may be dependent on each Partner for the accuracy of fiscal and project reporting to meet the Group's reporting and disclosure requirements as well as updates on assets and interests.

To the extent that a Partner is a private company, there will generally be little or no publicly available information, including audited or other financial information, about such Partners. Similarly, the boards of directors and or management of these companies may not be subject to the same governance and disclosure requirements as are applicable to public companies. Therefore, although all Partners will be required to provide the Group with regular technical, financial and operating information pursuant to the Group's assets and interests, the Group may not be able to obtain all the technical, financial and operational information it deems necessary to monitor the Partner. This could affect the Group's ability to assess the performance of any relevant asset or interest.

The Group is largely reliant on third parties for operational activity

The Group has no operational workforce and will be reliant on third party providers and suppliers to provide the services and equipment required for some of, if not all the Group's early-stage work programs and there can be no assurance that such third parties will be able to provide such services in the time scale and at the cost anticipated by the Group. Whilst it is not unusual for early-stage exploration companies to subcontract exploration activity to third parties, absent an operational workforce of its own the Group will be dependent and reliant upon such third parties and may be in competition with other parties for those services, which may impact the Group's estimates of timing and planning of its activities and, in turn, may threaten the ability of the Group to meet minimum work requirements which are conditions attached to its resource licences and concessions.

The Group's assets and interests may not produce anticipated revenues or returns

Numerous factors may affect the financial performance of an asset or interest held by the Group and, in particular, the quantum of any distribution made to shareholders by the Group, or the ability of the Group to meet its business plan, will be subject to any downturn in its industry or negative economic conditions. Deterioration in any of the Group's Partner's financial condition and prospects may also be accompanied by a material reduction in the asset development completed by the Partners.

The success of the Group's assets and interests will, in part, be based on the accuracy of assumptions regarding the estimates of resources and the production estimates of operators or

asset counterparties as well as the Group's ability to make accurate assumptions regarding the valuation, timing and amount of revenues to be derived from the Group's assets.

Until resources are actually produced, the amount and quality of resources must be considered as estimates only and therefore any value formulated by management is an estimate of market value. Any material change in the amount or quality of reserves may affect the economic viability of the Group's assets or interests. Fluctuation in commodity prices, results of drilling and production and the evaluation of development plans subsequent to the date of any estimate may require revisions of such estimates. The quality and volume of resources and production rates may not be the same as anticipated at the time of investment by the Group. Additionally, production estimates are subject to change, and actual production may vary materially from such estimates. No assurance can be given that any estimates of future production and future production costs with respect to any of the fields or assets underpinning the Group's assets or interests will be achieved.

Partners may have repurchase rights which may be exercised

In a number of existing agreements with the Group, Partners have repurchase rights in respect of their Royalty agreements with the Group, and it is anticipated that this may be the case for new acquisitions and assets the Group engages in. While the exact terms of these repurchase rights will be negotiated on a case by case basis, it is anticipated that the Partners will, if certain conditions are met, be able to buyback or redeem portions of the Group's interests by paying the applicable cash consideration. Although the Board believes that the buyback or redemption price would adequately compensate the Group for the foregone trailing interests or Royalty payments, it may be required to reinvest the cash received into further assets or interests or possibly investing in its own shares through the repurchase and cancellation of Ordinary Shares. There is no assurance that the Group would be able to successfully identify and complete any such alternative acquisitions or investments or complete any such share repurchase.

RISKS RELATED TO THE LEGAL AND REGULATORY STATUS OF ROYALTY INTERESTS

Challenges to the contractual terms of Royalty interests may disrupt the Group's business and growth

Royalty interests are private agreements which are governed by applicable contract law. Problems concerning the existence, validity, enforceability, terms or geographic extent of the Group's Royalty interests could adversely affect its business and revenues, and the Group's interests may similarly be materially and adversely impacted by change of control, or the insolvency of its Partners.

Defects in or disputes relating to the Royalty interests the Group holds or acquires may prevent us from realising the anticipated benefits from these interests and could have a material adverse effect on its business, results of operations, cash flows and financial condition. Material changes could also occur that may adversely affect management's estimate of the carrying value of the Group's Royalty interests and could result in impairment charges. Whilst the Group seeks to confirm the existence, validity, enforceability, terms and geographic extent of the Royalty interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws and regulations of each jurisdiction to the particular circumstances of each parcel of mining property and to the agreement reflecting the Royalty interest. Similarly, in many jurisdictions, Royalty interests are contractual in nature, rather than interests in land, and therefore may be subject to risks resulting from change of control, insolvency or insolvency of operators, and the Group's Royalty interests could be materially restricted or set aside through judicial or administrative proceedings. The Group often does not have the protection of security interests that could help it recover all or part of the Group's investment in a Royalty interest in the event of a Partner's insolvency.

Challenges to our Royalty interests under local laws and regulations may have an adverse effect on the Group's business

Royalty interests are generally subject to uncertainties and complexities arising from the application of contract and property laws in the jurisdictions where the mining projects are located. The Group's Partners and other parties to the agreements governing the Group's existing or future Royalty or other interests may interpret the Group's interests in a manner adverse to the Group or otherwise may not abide by their contractual obligations, and the Group could be forced to take legal action to

enforce its contractual rights. The Group may or may not be successful in enforcing its contractual rights, and its revenues relating to any challenged Royalty interests may be delayed, curtailed or eliminated for the duration of any such dispute or in the event the Group's position is not upheld, which could have a material adverse effect on our business, results of operations, cash flows and financial condition. Disputes could arise challenging, among other things, methods for calculating the Royalty interest, various rights of the operator or third parties in or to the Royalty interest or the underlying property, the obligations of a current or former Partner to make payments on Royalty interests, and various defects or ambiguities in the agreement governing a Royalty interest.

RISKS ASSOCIATED WITH CLAIMS AND LITIGATION

The ability of the Group to recover from Partners for defaults under its ownership rights with them may be limited

Fractional and trailing ownership rights and agreements are largely contractual in nature unless mineral rights are purchased in specific instances. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. Such parties may not have sufficient cash flow at a particular payment date to honour the contractual terms or they may enter insolvency, bankruptcy or other analogous or similar processes in the jurisdictions in which the Partners are incorporated or conduct their operations. Additionally, the Partners may breach their representations, warranties or covenants or may not comply with their obligations to provide information or to allow the Group to exercise any applicable information or audit rights. To the extent Partners do not abide by their contractual obligations, the Group would be required to take legal action to enforce its contractual rights. Such litigation may be time consuming and costly and there is no guarantee of success or that the Partner will have sufficient assets to cover the Group's loss. If Partners do not honour their contractual obligations, either by choice or due to financial difficulties or bankruptcy, or if the Group is unable to enforce its contractual rights, it may have a material adverse effect on the Group's business, financial condition, results of operations and cash flows.

Furthermore, the failure of any Partner to fulfil its distribution obligations to the Group could also materially adversely affect its financial condition and cash flows. While it is currently anticipated that any fractional or trailing ownership rights and agreements the Group will enter into with its Partners will provide for remedies in the event of non-payment of revenues or royalties by the relevant Partner and that the Group may in certain circumstances, have security over the assets of its Partners, the Group's rights and, where applicable, its security interests may be subordinated to the payment rights and security interests of a Partner's commercial lenders.

Litigation against the Group or its Partners may disrupt its strategy and growth

It is also possible that the Group and/or any Partners will be named as parties to litigation or become involved in regulatory inquiries, which could cause substantial reputational damage to the Group and/or Partners. Such litigation or regulatory inquiries will disrupt the Group's strategy, businesses or potential growth and therefore have an adverse effect on returns to Shareholders.

Potential litigation affecting the assets underpinning the Group's assets and interests could have an adverse effect on the Group

Potential litigation or other third-party claims may arise on an asset underpinning one of the Group's assets or interests which, if successful, could impair development and/or operations or limit its counterparties' ability to enforce its title or rights with respect to the relevant asset. As the holder of an interest, the Group will not generally have any influence on the litigation and may not have access to non-public information concerning such litigation. Any such litigation that results in the cessation or reduction of production from an asset underpinning one of the Group's assets or interests (whether temporary or permanent) or results in the counterparty no longer having legal ownership of the resources or assets could have a material adverse effect on the Group's revenue, financial condition and ability to pay a dividend and, consequently, the market price of the Shares.

RISKS RELATED TO THE GROUP'S INDUSTRY

Global supply and demand changes due to a potential economic downturn or the Russia-Ukraine conflict may adversely affect the business, cash flows, results of operations and financial condition of the Group

Global supply and demand affect commodity prices. Widespread trading activities by market participants, seeking either to secure access to commodities or to hedge against commercial risks, affects commodity prices as well. Consequently, commodity prices are subject to substantial fluctuations and cannot be accurately predicted.

The current global economic environment and the volatility of international markets have caused governments and central banks to undertake unprecedented interventions designed to stabilise global and domestic financial systems, stimulate new lending and support structurally important industries and institutions, such as banks, which are at risk of failing. Many developed economies have experienced recessions over the past several years and growth has slowed in many emerging economies with serious adverse consequences for asset values, employment levels, consumer confidence and levels of economic activity. Numerous governments and central banks have responded to these economic conditions by proposing programmes to make substantial funds and guarantees available to boost liquidity and confidence in their financial systems. It is not known whether these responses will be effective in addressing the economic and market conditions that exist at present. The impact of the reversal or withdrawal of such programmes is also uncertain.

Furthermore, throughout 2021, the Russian military build-up along the border of Ukraine has escalated tensions between Russia and Ukraine and strained bilateral relations. These events have continued in 2022 with Russia commencing a full-scale military invasion of Ukraine in February 2022. On 21 February 2022, Russia recognised the independence of two separatist regions within Ukraine and ordered Russian troops into these regions with a purported mission to maintain peace in the area. Following the invasion of Ukraine, the EU and countries like the United States, UK, Switzerland, Canada, Japan, Australia and some other countries have made announcements regarding imposition of sanctions and sanctions have been implemented in the meantime (hereinafter, the **"Russia-Ukraine Conflict"**). The Russia – Ukraine Conflict has resulted in increased volatility in various financial markets and across various sectors, including the commodities market. The extent and duration of the military action, resulting sanctions and future market disruptions in the region are impossible to predict. Moreover, the ongoing effects of the hostilities and sanctions may not be limited to Russia and Russian companies and may spill over to and negatively impact other regional and global economic markets of the world, including Europe and the United States. The ongoing military action along with the potential for a wider conflict could further increase volatility in and cause negative effects on regional and global economic markets, industries, and companies, including the commodities market. It is not currently possible to determine the severity of any potential adverse impact of this event upon the global economy.

Any further deterioration of the global economic environment or increase in volatility of the commodities market could have a material adverse effect on the Group's business, results of operations and financial condition, particularly to the extent it impacts upon the price of the Group's commodities.

Commodity Prices

The value of the Group's assets and interests as well as potential earnings may be affected by fluctuations in commodity prices and exchange rates, such as the US\$ and GBP denominated zinc, lead, gold, silver, copper and barite prices, and the GBP / US\$ exchange rate. These prices can significantly fluctuate and are exposed to numerous factors beyond the control of the Group such as world demand for precious and other metals, forward selling by producers, and production cost levels in major metal producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, global economic trends, and domestic and international fiscal, monetary and regulatory policy settings. The Group's financial performance will be highly dependent on commodity prices and exchange rates.

The Group's Mineral Interests from time to time will be exposed to risks of changes in government regulation and changing political attitudes and stability in the countries in which they are situated

The Group may from time to time own Mineral Interests where the properties' mining, processing, sales, exploration and future development activities are subject to various laws governing prospecting, mining, development, production, royalties and taxes, export licences, import tariffs, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. The Group also may, in the future, own interests in a number of jurisdictions where the government may seek to be a significant owner of the mineral property or may seek to appropriate the property outright without compensation.

Amendments to current laws and regulations governing operations at the mineral properties from time to time or more stringent implementation thereof could have a substantial adverse impact on the Group's mineral properties from time to time and cause increases in exploration expenses, capital expenditures, production costs, tariffs or taxes or reduction in levels of production at producing properties or require abandonment or delays in development of new mining assets. Additionally, from time to time certain of the Group's Mineral Interests could be statutory rather than contractual and to the extent the statutes applicable to such interests are amended, this could impact the level of payments or other amounts received from the relevant Mineral Interest.

Failure to comply with applicable laws, regulations, agreements and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of Mineral Interests may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Although the Directors intend that all mining activities in connection with its Mineral Interests from time to time are currently carried out in accordance with all applicable rules and regulations, the Directors may not be able to directly influence such matters and therefore no assurance can be given that its mineral properties' activities will be carried out in accordance with all applicable rules and regulations, or that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development of the mineral properties which could have a material adverse effect on the Group's Royalty related income, business, results of operations, financial condition and ability to pay a dividend.

The Group's mineral properties, interests and operations from time to time will require various government approvals, licences and permits, and delays or a failure to obtain, maintain or comply with the terms of any such property rights, permits and licences, could result in interruption or closure of operations, exploration or development on the properties. Many of the mineral rights, interests and agreements of the Group and its mineral properties from time to time will be subject to government approvals, licences and permits. Further, such licences and permits are subject to change in various circumstances. In addition, the granting, renewal and continued effectiveness of such approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Group and its mineral properties will be successful in maintaining any or all of the various approvals, agreements, licences and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Group's mineral properties from time to time may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties, which could have a material adverse effect on the Group's income, business, results of operations, financial condition and ability to pay a dividend.

Safety, health and environmental exposures and related regulations may expose the Group to increased litigation, compliance costs, interruptions to operations, unforeseen environmental remediation expenses and loss of reputation

The natural resources sector involves extractive enterprises. These endeavours often make the sector a hazardous industry. The industry is highly regulated by health, safety, and environmental laws. The Group's operations may be subject to these kinds of governmental regulations in any region in which it operates including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. These regulations mandate, among

other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Operations are subject to general and specific regulations and restrictions governing drilling and production, mining and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and remediation requirements), workplace health and safety, social impacts and other laws. The Group's operations may create environmental risks including dust, noise or leakage of polluting substances from its operations. The Group's mineral properties from time to time may need to address contamination at their properties in the future, either for existing environmental conditions, or for leaks or discharges that may arise from its ongoing operations or other contingencies. Contamination from hazardous substances, either at the mineral properties from time to time, or other locations for which the Group's mineral properties may be responsible may subject the operator and others to liability for the investigation and remediation of contamination, as well as for claims seeking to recover for related property damage, personal injury or damage to natural resources. Non-compliance with any environmental laws or regulations could result in the loss of permits or licences necessary for the operation of the mineral properties. Failing to adequately manage environmental risks or to provide safe working environments could cause harm to the Group's employees or the environment surrounding the operations site. Facilities are subject to closure by governmental authorities and the Group may be subject to fines and penalties, liability to employees and third parties for injury, statutory liability for environmental remediation and other financial consequences, which may be significant. The Group may also suffer impairment of reputation, industrial action or difficulty in recruiting and retaining skilled employees. Subsequent changes in regulations, laws or community expectations that govern the Group's operations could result in increased compliance and remediation costs. Any of the foregoing developments could have a materially adverse effect on the Group's results of operations, cash flows or financial condition.

Environmental legislation is evolving to mandate stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Group and its Royalty and stream properties' operations from time to time. There is no guarantee that the Group will not become subject to liability for environmental issues as a party with an interest in a mineral property. Environmental hazards, which are unknown at the present time and which have been caused by previous or existing owners or operators of properties, may exist on mineral properties or the properties on which the Group's mineral properties from time to time hold interests, and such hazards may cause the Group's mineral properties' to incur significant costs that could have a material adverse effect upon the Group's income, business, results of operations, financial performance and ability to pay a dividend.

The Group's industrial activities involve a number of operating risks and hazards, many of which are outside of the Group's control.

The Group's assets, interests and acquisitions are or will be, subject to numerous operating risks and hazards normally associated with the development and operation of natural resource projects, many of which are beyond the Group's control. These operating risks and hazards include unanticipated variations in grade and other geological problems, seismic activity, climatic conditions such as flooding or drought, metallurgical and other processing problems, technical failures, unavailability of materials and equipment, interruptions to power supplies, industrial actions or disputes, industrial accidents, labour force disruptions, unanticipated logistical and transportation constraints, tribal action or political protests, force majeure factors, environmental hazards, fire, explosions, vandalism and crime. These risks and hazards could result in damage to, or destruction of, properties or production facilities, may cause production to be reduced or to cease at those properties or production facilities, may result in a decrease in the quality of the products, may result in personal injury or death, environmental damage, business interruption and legal liability and may result in actual production differing from estimates of production. The realisation of such operating risks and hazards and the costs associated with them could materially adversely affect the Group's business, results of operations and financial condition, including by requiring significant capital and operating expenditures to abate the risk or hazard, restore their property or third-party property, compensate third parties for any loss and/or pay fines or damages.

The Group's mineral properties from time to time may be subject to evolving regulations related to climate change

A number of governments or governmental bodies have introduced, or are contemplating, regulatory changes in response to the potential impacts of climate change. Legislation and increased regulation regarding climate change could impose significant costs on the operators of the Group's mineral properties (in particular, Royalty interests that the Group may hold in oil and gas assets) from time to time, including increased energy, capital equipment, environmental monitoring and reporting and other costs required in order to comply with such regulations. If an operator of a Royalty and stream property is forced to incur significant costs to comply with climate change regulation or becomes subject to environmental restrictions that limit its ability to continue or expand operations, the Group's revenues from that property could be reduced, delayed or eliminated.

Certain of the Royalty and stream properties from time to time may be subject to the rights of indigenous peoples

Various international and national laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of indigenous peoples. Certain of the mineral properties from time to time may be located in some areas presently or previously inhabited or used by indigenous peoples. Many of these materials impose obligations on government and/or asset owners to respect the rights of indigenous people. In particular there may be a requirement for consultation with indigenous peoples regarding proposed actions which may affect them, including actions to approve, grant or renew mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to indigenous people continue to evolve and be defined. The mineral properties' operations may be subject to a risk that one or more groups of indigenous people may oppose the continued operation, further development, or new development of those or other mineral properties. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the mineral properties or the operators' activities. Opposition by indigenous people to such activities may require modification of, operation of or preclude operation of projects, or may require the entering into of agreements with indigenous people. Such actions may result in a delay or reduction in the income earned by the Group from such Royalty and stream properties.

The Group's assessment and estimation of the amount of reserves recoverable through the asset, interest or acquisition may be more than actually recovered

The Group may estimate or hire third party experts to estimate an asset, interest or acquisition target's resources and reserves. These estimations are subject to a number of assumptions, including the price of commodities, production costs and recovery rates. Variations in the market realities underlying the Group's or third-party expert's estimates and assumptions may result in material changes to its reserve estimates. Such changes may have a materially adverse impact on the financial condition and prospects of the Group.

RISKS RELATING TO THE GROUP'S RELATIONSHIP WITH THE DIRECTORS AND CONFLICTS OF INTEREST

The Group is dependent upon the Directors to identify potential assets, interests and acquisition opportunities and to execute the transactions and the loss of the services of the Directors could materially adversely affect it

The Group will rely heavily on a small number of key individuals, in particular the Directors, to identify potential assets and interests and to execute any transactions. The retention of their services cannot be guaranteed. Accordingly, the loss of any such key individual may have a material adverse effect on the Group's ability to identify potential acquisition opportunities and to execute the transactions. In addition, there is a risk that the Group will not be able to recruit executives of sufficient expertise or experience to identify and maximise any opportunity that presents itself, or that recruiting and retaining those executives is costlier or takes longer than expected. The failure to attract and retain those individuals may adversely affect the Group's ability to complete the transactions.

The Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to the Group's affairs, which could have a negative impact on the Group's ability to complete any transactions

None of the Directors are required to commit their full time or any specified amount of time to the Group's affairs, which could create a conflict of interest when allocating their time between the Group's operations and their other commitments. The Directors are engaged in other business endeavours. If the Directors' other business affairs require them to devote substantial amounts of time to such affairs, it could limit their ability to devote time to the Group's affairs and could have a negative impact on the Group's ability to consummate any transactions. In addition, although the Directors must act in the Group's best interests and owe certain fiduciary duties to the Group, they are not necessarily obligated under England and Wales law to present business opportunities to the Group.

One or more Director may negotiate employment or consulting agreements with a target company or business in connection with any transactions. These agreements may provide for such Directors to receive compensation following any transaction and as a result, may cause them to have conflicts of interest in determining whether a particular acquisition is the most advantageous for the Group

The Directors may negotiate to remain with the Group after the completion of any transaction on the condition that the target company or business asks the Directors to continue to serve on the board of directors of the combined entity. Such negotiations would take place simultaneously with the negotiation of any transactions contemplated and could provide for such individuals to receive compensation in the form of cash payments and/or the securities in exchange for services they would render to it after the completion of any transaction. The personal and financial interests of such Directors may influence their decisions in identifying and selecting a target company or business. Although the Group believes the ability of such individuals to negotiate individual agreements will not be a significant determining factor in the decision to proceed with any transactions, there is a risk that such individual considerations will give rise to a conflict of interest on the part of the Directors in their decision to proceed with any transactions. The determination as to whether any of the Directors will remain with the combined company and on what terms will be made at or prior to the time of any transaction.

The Directors may in the future enter into related party transactions with the Group, which may give rise to conflicts of interest between the Group on the one hand and the Directors on the other hand

The Directors and one or more of their affiliates may in the future enter into other agreements with the Group that are not currently under contemplation. While the Group will not enter into any related party transaction without the approval of a majority of the non-conflicted Directors, it is possible that the entering into of such an agreement might raise conflicts of interest between the Group and the Directors.

Historical results of prior business activities associated with, the Directors and their affiliates may not be indicative of future performance of an investment in the Group

Investors are cautioned that historical results of prior businesses associated with, the Directors and their affiliates may not be indicative of the future performance of an investment in the Group or the returns the Group will, or is likely to, generate going forward.

The Directors are or may in the future become affiliated with entities, including other special purpose acquisition vehicles, engaged in business activities similar to those intended to be conducted by the Group

The Directors are or may in the future become affiliated with entities, including other special purpose acquisition vehicles, engaged in business activities similar to those intended to be conducted by the Group, which may include entities with a focus on target companies or businesses similar to those being sought by the Group.

RISK FACTORS SPECIFIC AND MATERIAL TO THE GROUP'S FINANCIAL SITUATION AND EARLY-STAGE BUSINESS

The Group is not currently generating positive cashflow revenue and may not do so in the near term

The Group is a natural resource focused prospect generator and seeks to exit equity positions to realise returns in the form of equity or trailing financial interests. Whilst the Group has liquid equity positions to sell on public exchanges, any such sale is dependent on liquidity in the market. Accordingly given the concentrated equity positions that the Group will seek to exit, is not possible to give any assurance that the Group will ever be capable of generating positive cash flow at the current time.

Whilst the Group has raised capital in £ Sterling, it will incur costs in Canadian Dollars and other currencies.

The Group will incur certain costs in Canadian Dollars and other currencies, but it has raised capital in £ Sterling. Fluctuations in exchange rates of the Canadian dollar and other currencies to which it has been exposed against £ Sterling may materially affect the Group's translated results of operations. In addition, given the relatively small size of the Group, it may not be able to effectively hedge against risks associated with currency exchange rates at commercially realistic rates. Accordingly, any significant adverse fluctuations in currency rates could have a material adverse effect on the Group's business, financial condition and prospects to a much greater extent than might be expected for a larger enterprise.

The Group may not be able to draw down under the Equity Drawdown Facility in certain circumstances

The Group has in place the Equity Drawdown Facility with Crescita Capital. Whilst the Group has no intention to utilise the Equity Drawdown Facility for its ongoing working capital requirements, it may elect to drawdown on the facility to accelerate its growth plans should suitable opportunities arise. Should the Group elect to drawdown, it may be constrained by provisions within the Equity Drawdown Facility which restricts the amount that the Group may draw down under, whereby the aggregate number of Crescita Shares that may be subscribed for by Crescita Capital pursuant to the service of a draw down notice by the Group must not exceed 700% of the average daily trading volume of all of the Group's Ordinary Shares in the ten days of trading following the delivery of such notice.

Furthermore, the Group cannot drawdown funds under the facility if, following the issue of Crescita Shares pursuant to the drawdown, Crescita Capital will hold in excess of 25% of the voting rights attaching to the issued share capital of the Group. Accordingly, where the number of Crescita Shares to be subscribed for in this manner does exceed the stipulated average daily trading volume or Crescita Capital's holding exceeds 25% of the voting rights attaching to the Group's issued share capital, then the number of Crescita Shares and consequently the amount the Group is able to draw down at the relevant time will be limited to the stipulated average daily trading volume amount and/or that per centage of the outstanding voting rights, as applicable.

In addition, the subscription price at which Crescita Shares are issued to Crescita Capital pursuant to any draw down notice delivered by the Group is subject to a minimum price that is stipulated by the Group in the relevant drawdown notice. Consequently, should the minimum stipulated price not be met then the Group would need to waive the minimum stipulated subscription price in order to proceed with the relevant draw down of funds under the Equity Drawdown Facility. In certain circumstances, the Group may not wish to proceed with the draw down of funds if the Board determines that the subscription price at which the Ordinary Shares are to be issued to Crescita Capital is too low and will be detrimental to the Group and its shareholders as a whole. Accordingly, these provisions may restrict the Group's ability to draw down the funds it may seek under the Equity Drawdown Facility to accelerate its growth plans.

The Group may not have sufficient cash in the longer term or existing share allotment authority to make payments to Crescita under the Equity Drawdown Facility

On 30 March 2022, the Company entered into an agreement (the "Variation Agreement") to vary the terms of the Equity Drawdown Facility with Crescita Capital, such that if Crescita Capital shall complete the sale of any of the Crescita Shares allotted and issued to Crescita Capital (or its

nominee(s)) by the Company pursuant to an equity drawdown notice under the terms of the Equity Drawdown Facility within six (6) months following the allotment and issue at an aggregate sale price which is less than 110% of the aggregate subscription price paid by Crescita to the Company for such Crescita Shares allotted and issued pursuant to the relevant equity drawdown notice (the “**110% Price**”), the Company shall pay to Crescita the shortfall from the 110% Price. Any shortfall may be settled by the Company in cash or by the issue of New Ordinary Shares at its election. Whilst it is noted that the election to draw down on the facility is the Company’s alone and that the Company will consider its capacity to issue shares or cash in satisfaction of a drawdown at the applicable time, there may be a risk that the Company may subsequently not have enough cash and/or sufficient existing authority to issue and allot shares to satisfy any such shortfall from the 110% Price from time to time, which would result in a breach of the terms of the Equity Drawdown Facility, as varied by the Variation Agreement.

RISKS RELATING TO TAXATION

Changes in tax law and practice may reduce any net returns for Investors

The tax treatment of shareholders of the Group, any special purpose vehicle that the Group may establish and any company which the Group may acquire are all subject to changes in tax laws or practices in England and Wales or any other relevant jurisdiction. Any change may reduce any net return derived by Investors from a shareholding in the Group.

There can be no assurance that the Group will be able to make returns for Shareholders in a tax-efficient manner

It is intended that the Group will structure the Group, including any company or business acquired in the Transactions, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Group has made certain assumptions, in conjunction with advice from paid consultants, regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Group’s assets, or the Group may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Group does not envisage the payment of, at least in the short to medium term). In addition, the Group may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

RISKS RELATED TO THE GROUP’S LISTING AND ORDINARY SHARES

The Fundraising will dilute Shareholders’ interests. Also, the Company may require future capital which may dilute Shareholders interest.

The Group will issue 26,027,776 New Ordinary Shares in aggregate in connection with the Fundraising. The dilutive effect will result in an overall dilution of 4.95% of existing holdings.

The Group may require additional financial resources in the future for further acquisitions. The Group may therefore in the future seek to raise additional funds. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms favourable to the Group or the Shareholders. Any such fundraising(s) may also have a dilutive effect on existing Shareholders.

The market price for the Ordinary Shares may be affected by fluctuations and volatility in the price of Ordinary Shares

Stock markets have from time to time experienced severe price and volume fluctuations, a recurrence of which could adversely affect the market price for the Ordinary Shares. The market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, some specific to the Group and some which affect listed companies generally, including variations in the operating results of the Group, divergence in financial results from analysts’ expectations, changes in earnings estimates by stock market analysts, general economic, political or regulatory conditions, overall market or sector sentiment, legislative changes in the Group’s sector and other events and factors outside of the Group’s control.

The proposed Standard Listing of the New Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing

The Company's Enlarged Share Capital is admitted to the Standard List on the Official List. The Standard Listing affords investors in the Group a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. The Standard Listing does not permit the Group to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares.

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

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

Ordinary Shares available for future sale

The Group is unable to predict whether substantial amounts of Ordinary Shares will be sold in the open market following Admission. Any sales of substantial amounts of Ordinary Shares in the public markets or the perception that such sales might occur could materially adversely affect the market price of the Ordinary Shares and the market capitalisation of the Group.

The Group may fail to pay dividends

The declaration, payment and amount of any future dividends of the Group are subject to the discretion of the Shareholders or, in the case of interim dividends to the discretion of the Directors, and will depend upon, amongst other things, the Group's earnings, financial position, cash requirements, availability of profits, as well as provisions for relevant laws or generally accepted accounting principles from time to time. As such, there can be no assurance as to the level of future dividends.

CONSEQUENCES OF A STANDARD LISTING

The Ordinary Shares are admitted to a listing on the standard segment of the Official List, and an application will be made for the New Ordinary Shares to be admitted to a listing on the standard segment of the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings, and for such Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities. Hence, a significant number of the Listing Rules will not apply to the Company. Shareholders will therefore not receive the full protection of the Listing Rules associated with a Premium Listing.

The Company complies with Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules, as required by the FCA and (notwithstanding that they only apply to companies with a Premium Listing) the Premium Listing Principles set out in Chapter 7 of the Listing Rules.

An applicant that is admitted to the Standard Listing of equity securities must comply with all the requirements listed in Chapters 2 and 14 of the Listing Rules, which specify the requirements for listing for all securities. Where an application is made for the admission to the Official List of a class of shares, at least 10 per cent. of the shares of the class must be distributed to the public. Listing Rule 14.3 sets out the continuing obligations applicable to companies with a Standard Listing and requires that such companies' listed equity shares be admitted to trading on a regulated market at all times. Such companies must have at least 10 per cent. of the shares of any listed class in public hands at all times and the FCA must be notified as soon as possible if these holdings fall below that level.

The continuing obligations under Chapter 14 also include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through to the National Storage Mechanism, and related notification to a regulatory information service authorised by the FCA ("**RIS**");
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the Listing Rules and the Disclosure and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- notifying an RIS in relation to changes to equity and debt capital; and
- compliance with, in particular, Chapters 4, 5 and 6 of the Disclosure and Transparency Rules.

As a company with a Standard Listing, the Company, is not required to comply with, among other things, the provisions of Chapters 6 and 8 to 13 of the Listing Rules, which set out more onerous requirements for issuers with a Premium Listing of equity securities. These include provisions relating to certain listing principles, the requirement to appoint a sponsor, various continuing obligations, significant transactions, related party transactions, dealings in own securities and treasury shares and contents of circulars.

The Company notes that in the case of an acquisition, the reverse takeover provisions set out in Listing Rule 5.6 may be triggered. The Company does not currently anticipate making any acquisitions.

The Company complies with Chapter 5 of the Listing Rules (suspending, cancelling and restoring listing and Reverse Takeovers). If the Company undertakes a Reverse Takeover, the Company's existing Standard Listing will be cancelled and the Company would intend to apply for a new Standard Listing or a listing on another appropriate securities market or stock exchange. The granting of a new Standard Listing or a listing on another appropriate securities market or stock exchange following a Reverse Takeover cannot be certain. The Company may have its listing suspended in the event of a Reverse Takeover.

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

- Chapter 6 of the Listing Rules containing additional requirements for the listing of equity securities, which are only applicable for companies with a Premium Listing;

- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing, which includes, *inter alia*, requirements relating to further issues of shares, the ability to issue shares at a discount in excess of 10 per cent. of market value, notifications and contents of financial information;
- Chapter 10 of the Listing Rules relating to significant transactions meaning any subsequent additional acquisitions by the Company, will not require Shareholder approval under this Chapter (although such approval may be required for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons);
- Chapter 11 of the Listing Rules regarding related party transactions. However, the Company is obliged to comply with DTR7.3 relating to related party transactions. DTR7.3 requires the Company to establish and maintain adequate procedures, systems and controls to enable it to assess whether a transaction or arrangement with a related party is in the ordinary course of business and has been concluded on normal market terms, and: to (i) make an announcement; (ii) gain Board approval; and (iii) ensure the related party or their associates do not vote on any resolution, relating to material related party transactions;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

IT SHOULD BE NOTED THAT THE FCA WILL NOT HAVE THE AUTHORITY TO AND WILL NOT MONITOR THE COMPANY'S COMPLIANCE WITH ANY OF THE PREMIUM LISTING PRINCIPLES WHICH THE COMPANY HAS INDICATED IN THIS DOCUMENT THAT IT INTENDS TO COMPLY WITH ON A VOLUNTARY BASIS, NOR TO IMPOSE SANCTIONS IN RESPECT OF ANY FAILURE BY THE COMPANY TO SO COMPLY. HOWEVER, THE FCA WOULD BE ABLE TO IMPOSE SANCTIONS FOR NON-COMPLIANCE WHERE THE STATEMENTS REGARDING COMPLIANCE IN THIS DOCUMENT ARE THEMSELVES MISLEADING, FALSE OR DECEPTIVE.

IMPORTANT INFORMATION

NOTICE TO INVESTORS

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

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

The section headed "Summary" in this Document should be read as an introduction to this Document. Any decision to invest in the New Ordinary Shares should be based on consideration of this Document as a whole by the investor. In particular, investors must read the section headed 'Key Information on the Issuer' and 'Key Information on the Securities' of the Summary, together with the risks set out in the section headed "Risk Factors" in this Document.

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

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any New Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document in certain jurisdictions may be restricted. Accordingly, persons outside the UK who obtain possession of this Document are required by the Group and the Directors to inform themselves about, and to observe any restrictions as to the distribution of this Document under the laws and regulations of any territory in connection with any applications for the New Ordinary Shares including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Group or the Directors that would permit a public offering of the New Ordinary Shares in any jurisdiction where action for that purpose is required nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Neither the Group nor the Directors accept any responsibility for any violation of any of these restrictions by any person.

The New Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, the Republic of South Africa, Canada or Japan. Subject to certain exceptions, the New Ordinary Shares may not be offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, the Republic of South Africa, Australia, Canada or Japan or to any national, resident or citizen of the United States, Australia, the Republic of South Africa, Canada or Japan.

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

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

Available information

The Group is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act. For so long as any New Ordinary Shares are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act, the Group will, during any period in which it is neither subject to section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide, upon written request, to Shareholders and any owner of a beneficial interest in New Ordinary Shares or any prospective purchaser designated by such holder or owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

Data protection

The Group may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Group (or any third party, functionary or agent appointed by the Group) for the following purposes:

- verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- carrying out the business of the Group and the administering of interests in the Group;
- meeting the legal, regulatory, reporting and/or financial obligations of the Group in the United Kingdom or elsewhere; and/or
- disclosing personal data to other functionaries of, or advisers to, the Group to operate and/or administer the Group.

Where appropriate it may be necessary for the Group (or any third party, functionary or agent appointed by the Group) to:

- disclose personal data to third party service providers, agents or functionaries appointed by the Group to provide services to prospective investors; and/or
- transfer personal data outside of the UK to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the UK.

If the Group (or any third party, functionary or agent appointed by the Group) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

Investment considerations

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

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the New Ordinary Shares;

- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the New Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the New Ordinary Shares or distributions by the Group, either on a liquidation and distribution or otherwise.

Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Group and an investment therein.

An investment in the Group should be regarded as a long-term investment. There can be no assurance that the Group's objective will be achieved over any given time period.

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

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

Forward-looking statements

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

Prospective investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Group's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 13 of Part VI of this Document.

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation Rules and UK MAR, the Group undertakes no obligation publicly to update or review any forward-looking statements, whether as a result of new information, future developments or otherwise.

Third party data

Where information contained in this Document has been sourced from a third party, the Group and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Currency presentation

Unless otherwise indicated, all references in this Document to "pounds sterling", "British pound sterling", "sterling", "£", or "pounds" are to the lawful currency of the UK.

Unless stated otherwise, the following exchange rate have been applied within this Document:

CAN\$ to GBP –\$1: £0.64

No incorporation of website

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

Definitions

A list of defined terms used in this Document is set out in “Definitions” in Part VIII of this Document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	19 July 2022
Admission and commencement of dealings of the New Ordinary Shares	8.00 a.m. on 25 July 2022

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

Each of the above dates is subject to change at the absolute discretion of the Group.

FUNDRAISING AND ADMISSION STATISTICS

Placing Price	2.25
Number of Placing Shares to be issued pursuant to the Placing	2,666,665
Number of Subscription Shares to be issued pursuant to the Subscription	23,361,111
Total number of New Ordinary Shares to be issued pursuant to the Fundraising	26,027,776
Maximum number of Crescita Shares to be issued pursuant to the Equity Drawdown Facility ¹	394,311,111
New Ordinary Shares as a percentage of the Enlarged Share Capital	4.95%
Number of Ordinary Shares in issue on Admission	526,001,976
Number of Warrants in issue on Admission	22,821,692
Number of Options in issue on Admission	14,650,000
Gross proceeds of Fundraising ²	£585,624.96
Estimated expenses of the Fundraising and Admission (exclusive of VAT)	140,000

(1) Based on the Placing Price of 2.25 pence

(2) These relate to estimated commissions, fees and expenses payable by the Group in respect of the Fundraising and Admission.

(3) The market capitalisation of the Group at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of a New Ordinary Share will at any given time equal or exceed the Placing Price

DEALING CODES

ISIN	GB00B44LQR57
SEDOL	B44LQR5
TIDM	CDL

DIRECTORS, SECRETARY AND ADVISERS

Directors	Samuel Anthony “Kyler” Hardy (Chief Executive Officer and Chairman) Andrew Male (Non-Executive Director) Emma Kinder Priestley (Non-Executive Director) Paul Gurney (Non-Executive Director)
Registered office	Suite 1 15 Ingestre Place London W1F 0DU
Head office and business address	520 – 999 West Hastings Street. Vancouver British Columbia V6C 2W2 Canada
Company Secretary	Westend Corporate LLP Suite 1 15 Ingestre Place London United Kingdom W1F 0DU
Financial Adviser	Novum Securities Limited 2 nd Floor, Lansdowne House 57 Berkeley Square London W1J 6ER
Broker to the Company	Shard Capital Partners LLP 20 Fenchurch Street London EC3M 3BY
Legal advisers to the Company	Bird & Bird LLP 12 New Fetter Lane London EC4A 1JP
Auditors	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Reporting accountants	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
Financial PR	BlytheRay 4-5 Castle Court London EC3V 9DL

Registrars

Share Registrars Ltd
The Courtyard
17 West Street
Farnham
Surrey
GU9 7DR

Principal banker

HSBC Bank PLC
94 Kensington High Street
London
W8 4SH

PART I

INFORMATION ON THE GROUP

1. Introduction

The Group is focused on building a specialist early-stage natural resource prospect generator and development business. The Group acquires, develops and manages a diverse portfolio of mineral assets in the natural resource sector.

Given present global geopolitical uncertainty and the advent of increased interest in specialist minerals as well as traditional ones, the Group believes we are in the early-stages of another commodity super cycle. While being mineral and commodity agnostic, the Group will continue to build its portfolio with a focus on the technical merits and inherent value of the assets on a case by case basis. The broad nature of the corporate objective is to incorporate material interests located across multiple jurisdictions, including the Americas, Africa, Australia, Asia and Europe.

Early stage acquisitions in the natural resource sector are often speculative in nature and in turn companies rely on their board of directors and management to take advantage of opportunities which are inherently undervalued at this stage. With a view to this, the Group has brought together a team that it believes is capable of this assessment, investment and development, with many years experience in the resource sector.

In making early-stage acquisitions of this nature, the Group seeks to create shareholder value from the outset. As part of the Group strategy, acquisitions of royalties, or similar ownership structures, in exchange for investments for exploration or development capital may be considered. Transitioning assets from exploration to development is a key consideration and includes mine processing assets such as beneficiation processing, tailings processing, enhanced recovery methods and overall operations.

The Group focuses its acquisition and development strategy on assets that are capable of generating positive cash flows within a realistic timeframe which are therefore expected to generate attractive returns for the Group and its Shareholders.

Investment and acquisition of assets may not result in 100% ownership all of the time. However, the Group's primary objective is to ensure that its acquisition stake and participation will allow for positions of influence within its projects. Key to this process is the use of the Group's management and consultants to oversee and conduct technical, operational and financial work streams to increase the value of the assets.

Once assets have been identified, acquired, and developed, regardless of stage progression, the objective is to improve value of these assets. It is at this juncture of value accretion that the Group considers monetisation of the benefited assets in question and recapitalising the Group as needed for additional asset acquisition opportunities.

2. History of the Group

The Company was incorporated on 11 June 2007 as a public limited company under the name Latam Resources plc and with registered number 06275976. The Company initially remained dormant until it changed its name to Imperial Minerals PLC on 24 April 2010 and was admitted to the AQSE (then called PLUS Markets) on 24 November 2010.

The Company was admitted to AQSE as an investment vehicle with the strategy of investing in, or acquiring, companies or assets in the natural resources sector. The Company made its initial investments in pursuance of that strategy in 2014. The first comprised a £422,000 equity investment in North River Resources PLC, an AIM listed and African focused mining company and the second was made by way of a £150,000 convertible loan note subscription in Symerton Holdings S.A. to fund certain preliminary exploration activities at a South American gold project. These investments were eventually disposed of by the Company and the Board continued to seek potential investment opportunities.

The recent history of the Company is summarised in the following timeline:

7 January 2019 – The Company changed its name to Imperial X plc and adopted a revised investment strategy focused on the medical cannabis sector. No investments were made in this sector.

September 2019 – A new management team conducted a review of the business and its opportunities and decided to refocus on investment opportunities in the energy sector.

24 December 2019 – Management announced its focus to build a royalties platform in the upstream energy and mining sectors which in turn it expected to generate positive cash flows and attractive returns for shareholders.

28 August 2020 – The Company announced it had reached a series of agreements to acquire a package of mineral assets, equity, and investment positions to establish it as a growth-focused, diversified early-stage natural resource prospect generator and development business.

16 December 2020 – The Company undertook a subscription for C\$110,000 in a bridge financing round into Imperial Helium Corp.

16 February 2021, the Company entered into the Acquisition Agreements. Further details can be found in paragraphs 11.1 and 11.9 of part VI of this Document.

5 January 2021 – The Company completed a private fundraising of £416,348 by way of subscriptions made by certain investors for 16,653,937 new Ordinary Shares at £0.025 per share. In conjunction with the private fundraising, the Company also issued 8,326,968 Warrants (the first tranche of this private fund raise completed on 23 November 2020 in respect of 14,739,737 new Ordinary Shares). In addition, Warrant holders exercised 4,774,686 £0.01 Warrants at £0.01 each on 31 May 2020, raising additional cash of £47,747.

16 February 2021 – The Company executed the Equity Drawdown Facility with Crescita Capital. The agreement prescribes the conditions for the drawdown of £10,000,000 by way of non-revolving equity. The Equity Drawdown Facility (which was varied pursuant to the Variation Agreement) is further discussed in paragraph 11.10 of Part VI. Any potential capital drawn from this facility will be used to fulfil the Company's business objectives.

3 June 2021 – The Company's Ordinary Shares were admitted to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's Main Market for listed securities. The Company simultaneously completed the Acquisitions pursuant to the terms of the Acquisition Agreements, the details of which can be found in paragraphs 11.1 and 11.9 of part VI of this Document.

Cloudbreak, Howson, Cabox and Imperial BC Sub became Amalco pursuant to the Amalgamation, which became a wholly owned subsidiary of Imperial BC, a wholly owned subsidiary of the Company after the Acquisitions.

8 December 2021 – Imperial BC, Amalco and 1250263 B.C. Ltd. were vertically amalgamated into the Holdco, which became a wholly owned subsidiary of the Company, pursuant to the Second Amalgamation.

12 December 2021 – The Company incorporated a US subsidiary, Cloudbreak Discovery (US) Ltd., in order to hold mineral property rights in the US. The Company owns 100% of this subsidiary.

4 January 2022 – The Company issued 58,000,000 Ordinary Shares in accordance with the marketing, consulting and corporate development contract with OIG Overseas Investment Group Ltd.

18 January 2022 – The Company incorporated Kudu Resources Limited, an exploration and development company focused on gold production in Africa. The Company owns 100% of this subsidiary.

15 March 2022 – The Company completed a private fundraising of £1,469,770 by way of subscriptions made by certain investors for 19,596,931 new Ordinary Shares at £0.075 per share.

28 March 2022 – The Company drew down £750,000 on the Equity Drawdown Facility and issued 12,000,000 Crescita Shares at £0.0625 per share to Crescita Capital.

30 March 2022 – The Company entered into the Variation Agreement, such that if Crescita Capital shall complete the sale of any of the Crescita Shares allotted and issued to Crescita Capital (or its nominee(s)) by the Company pursuant to an equity drawdown notice under the terms of the Equity Drawdown Facility within six (6) months following the allotment and issue at an aggregate sale price which is less than the 110% Price, the Company shall pay to Crescita the shortfall from the 110% Price. Further details can be found at paragraph 11.10 of Part VI of this document.

5 July 2022 – The Company drew down £378,000 on the Equity Drawdown Facility and issued 16,800,000 Crescita Shares at £0.0225 per share to Crescita Capital.

3. Business Strategy

The Group's objective is to build a specialist early-stage natural resource prospect generator and development business. The Group seeks to acquire, develop and manage a diverse portfolio of mineral assets in the natural resource sector.

The Group owns an initial portfolio of assets and interests with a focus on the technical merits and inherent value of the assets on a case-by-case basis. The broad nature of the corporate objective will therefore be to incorporate material interests located across multiple jurisdictions, including the Americas, Africa, Australia, Asia and Europe.

In the shorter-term period, when the Board and management considers value has been captured from particular assets in its portfolio, the Group will seek to monetise a portion of those holdings acquired in the Acquisitions. In the medium to longer-term period, asset positions and ownership stakes are expected to generate ongoing regular cash flow through production profiles and in turn could become potential saleable assets.

In comparison to mid and large size, producing miners, where grade of product, size of deposits, infrastructure solutions and permitting are known, investment in the early-stage natural resource sector comes with numerous unknown factors. To increase the likelihood of acquiring and developing valuable assets and also mitigate risk as much as possible with assets that may not become economically viable for a multitude of reasons, the Directors and management utilise the following approaches;

- i) a diversified assets and portfolio approach to match market expectations and indices; and
- ii) strategic development of assets into various stages of value beneficiation which in turn will allow for the monetisation of assets through the deployment of technical, operational and financial expertise

By undertaking the latter approach, the Group seeks to be more opportunistic in its review of assets in all commodities and utilise expertise held by the Board, management and consultants. The Board is confident in this approach and that it will improve the probability of positive returns in early and development stage projects.

The Group has adopted the business strategy which was previously employed by one its subsidiaries, Cloudbreak, as described below:

- Develop a project thesis, then research and review prospective assets within that asset class (for example, helium in the Western Canadian Sedimentary Basin).
The macro-economic environment has a tremendous influence on commodity demand and therefore pricing of commodities. The Group will utilise long-term trend analysis to understand where short term pricing of assets are opportunities that can be taken advantage of over the longer term. Once a particular asset or commodity thesis has been developed, the Group will conduct in depth analysis on jurisdictions that it is familiar with. To assist in sourcing projects that fit the investment criteria set by the Directors, the Group will engage with trusted partners and historically reputable stakeholders.
- Leverage financial expertise in management and engage consultants to acquire assets using cash and/or Ordinary Shares as consideration. Financial acquisition structures will be primarily dependent on the needs of the project and the opportunistic nature of the transaction undertaken.
The Group seeks to complete the acquisition of Mineral Interests and assets using any financeable structures at its disposal so as to ensure flexibility in putting together transactions, something which the Board view as paramount to being a preferred buyer and/or investment entity for its partners.
- Utilise technical and operational expertise to undertake rapid, low-cost, early-stage exploration to generate strong value creation
Once an interest in an asset or group of assets has been acquired, the Directors and management seek to unlock valuation upside by ensuring the completion of cost-effective work programs including early-stage drill programs, trend analysis and seismic surveys as well as use the latest technology available for analysis intervention.

The Board's understanding of the jurisdiction, regional conditions and property structures significant in the ability to target specific features or locations during work programs and to provide for significant outcome-based leverage when compared with a less experienced or knowledgeable exploration company.

Joint-venture on assets and projects with qualified partners is key to the development of the asset portfolio. This enables the Group to have a continued influence and guidance over the development of the assets through the various development phases.

Once early-stage work programmes and/or technical analysis has been undertaken and early-stage value created for the shareholders of the Group, the Board and management look to divest assets to qualified partners who share the thesis of the Group but can also provide expertise beyond the Group's core knowledge base. Any divestiture will need to be accretive for the Group's stakeholders.

Many mid-tier mining and development companies require the efforts of companies like the Company to identify the possible assets and opportunities that the Group specialises in. Partnering with larger industry participants going forward through the divestiture and or joint venture of assets will be key to secure value appreciation. Past significant success for the Board and management demonstrates that the team has the skills needed to realise these opportunities.

- Joint ventures and diversified interests in assets and projects allow not only for the addition of knowledge but also for the participation in project investment for development. With possible partners supporting exploration costs to advance an asset and in turn build asset value is key to the inherent valuation.

If the Group brings in financial or knowledge-based participants on a project the Group will enjoy the upside of project development with a reduction in the requirement for capital to cover all development costs. A portion of the upside and downside valuation risk is still held by the Group, however, the financial risk is potentially deferred. In the Board's view, this leads to an expected higher value and operating margin.

- De-risking the Group's sensitivity to an asset, reduction of capital exposure and monetisation of investments by completing sales and/or joint ventures are all part of the Group's ongoing review of its intended business objectives.

To reduce the Group's exposure to the specific material interest and generate capital to be used on opportunities that the Group sees fit, the Group seeks to monetise assets as valuation uplift occurs to ensure the Board and Management is best equipped to capture as much upside as possible in the platform's assets.

The Board believes that the Group's business model offers a significant degree of stability against the backdrop of a relatively volatile industry which has tended to be prone to cyclicality over the years. This belief is founded on the understanding that the continual reinvestment of capital into opportunities at an early-stage with high speed, strategic and cost-effective development programs is not typically seen in the natural resource sector. The Board sees this as a fundamental difference to its peers.

The Group's strategy utilises the many years' experience of the Directors in this sector, in conjunction with the technical and operational professional relationships that the Group has built with its Partners. These relationships will be further developed as the Group builds its business and will form a core component of value creation in the assets acquired.

4. Selection Criteria

The primary focus is on acquiring further early-stage assets in attractive commodities consistent with the Group's business objectives. Generally, the Group seeks tier one jurisdictions, or jurisdictions that have an established history of mining and resource sector controls, usually endorsed by the World Bank.

To complement the early-stage assets in its portfolio, the Group will continue its due diligence on near term production assets as well. This demonstrates the Group's ability to fit and select assets throughout the development cycle in turn creating a diversified asset portfolio which has multiple points of value for shareholders.

The Board and management understands that the natural resources market, especially at the smaller end, has many opportunistic events where existing owners of assets may not understand the value of the asset or interest, may not have capital to develop or simply may not have the technical expertise or desire to. Considering this, the Board and management are opportunistic in their view on acquisitions, and consider a diverse set of opportunities.

The Directors and management seek to utilise the current cash resource and liquid assets to make further acquisitions which fall within the prescribed categories further set out in this Part I. Should appropriate opportunities be identified, the Board may also seek to raise further capital through fundraisings and may also consider additional draw downs under the Equity Drawdown Facility as part of this process. Primarily, prospective assets and interests must be economic in nature and have attractive terms, sound technical characteristics and be capable of generating positive cash flow returns for the Group.

5. Sourcing of Assets

The Board and management will principally look to use their internal expertise in order to source suitable acquisitions. At key points the network of industry contacts and experts will be made aware of the Group's objectives and in turn the Group will begin to entertain projects and opportunities sourced by third parties.

The Group has engaged Cronin, a Vancouver, Canada based merchant bank focused exclusively on natural resources, to consult on target acquisitions and potential joint ventures. The working relationship with Cronin is one that brings a wealth of knowledge and expertise into Board and management levels; Kyler Hardy is a principal of Cronin. The Management Services Agreement with Cronin is summarised in Part VI of this Document.

In addition, the Board and management will seek to take advantage of the various resources and opportunities made available to it through its membership of various industry trade organisations and bodies.

6. Portfolio of Assets

As at the date of this Document, the Group owns the following portfolio of assets directly and through Holdco, details of which are set out below:

The Group's objective is to operate a specialist early-stage natural resource prospect generator and development business. The Group seeks to acquire, develop and manage a diverse portfolio of mineral assets in the natural resource sector.

The Group owns an initial portfolio of assets and interests with a focus on the technical merits and inherent value of the assets on a case-by-case basis. The broad nature of the corporate objective will therefore be to incorporate material interests located across multiple jurisdictions, including the Americas, Africa, Australia, Asia and Europe. The equity positions and similar assets are in privately held businesses and publicly traded companies and of those that are public traded equities, they are primarily listed on the CSE and TSX-V exchange in Canada.

The Group owns equity positions in:

- 13115 16 BC Ltd. 5,000,000 common equity units
 - 1311516 BC Ltd. ("**1311516**") is a private entity, headquartered in Vancouver, Canada.
 - 1311516 is an exploration and development company focused on gold, silver, lead and zinc production. The flagship Rizz and Ice Fall properties are located in British Columbia, a focal point for the Canadian and Pacific North West building materials sector.
 - On 25 April 2022, 1311516 signed a letter of intent with Power Group Projects Corp. ("**PGP**") where PGP will acquire all of the outstanding share capital of 1311516.
 - The Group owns 10.8% of the issued and outstanding equity of 1311516.
- Alchemist Mining Incorporated 1,250,000 common equity units
 - Alchemist Mining Incorporated ("**Alchemist Mining**") is a publicly listed entity (CSE: AMS), focused on developing the early-stage mineral assets. Alchemist Mining has a valuation of C\$4.7 million (£3.0 million).

- Alchemist Mining's primary asset is the Rhodes Marsh project, an early stage project in Nevada, USA.
- The Group owns 6.7% of the issued and outstanding equity in Alchemist Mining.
- Allied Copper Corp. 1,000,000 common equity units
 - Allied Copper Corp. ("**Allied Copper**") is a publicly listed entity (TSX-V: CPR – OTCQB: CPRRF), focused on acquiring, exploring and developing copper assets. Allied Copper has a market capitalisation of C\$4.0 million (£2.56m).
 - Allied Copper's current projects are centralized around western United States, including the SK property in south-eastern Nevada, and the Klondike and Stateline properties in Colorado and Utah.
 - The Group owns 2.6% of the issued and outstanding equity in Allied Copper.
 - Information in respect of the acquisition of equity of Allied Copper Corp. is included in paragraphs 11.15 and 11.27 of Part VI of this Document.
- Anglo African Minerals plc 11,000,000 equity positions
 - Anglo-African Minerals plc ("**AAM**") is a private entity, headquartered in Dublin, Ireland. AAM has a valuation of £1.
 - AAM is focused on exploration and development of bauxite with over 1.4 billion of commercial grade metric tons in potential bauxite resources, the primary feedstock for aluminum production. AAM's resources are located in the Republic of Guinea, the world's leading country in terms of bauxite reserves with over 25% of the world's proven resources. AAM currently ranks amongst the top 10 owners of high-grade bauxite resources globally. AAM currently has three bauxite assets in development stage, summarized as follows:
 - Forward African Resources, a project targeting 73.0 million metric tons of export quality bauxite resources;
 - Société Minière d'Alumine S.A., a project with inferred resources of 459.0 million metric tons of export quality bauxite resources; and
 - Tougue Bauxite and Alumina Corporations S.A., a project targeting 865.0 million metric tons of export quality bauxite resources.
 - The Group owns 2.31% of the issued and outstanding equity of AAM.
 - Information in respect of the acquisition of the material interests and position acquired in AAM is included in paragraph 11.1 of Part VI of this Document.
- Buscando Resources Corp. 1,000,000 common equity units
 - Buscando Resources Corp. ("**Buscando**") is a publicly listed entity (CSE: BRCO), focused on developing early-stage mineral assets. Buscando has a market capitalisation of C\$1.16 million (£0.74 million).
 - Buscando's primary asset is the Rupert property, located 3 kilometres east of BHP's past-producing Island Copper Mine on Vancouver Island, British Columbia.
 - The Group owns 9.0% of the issued and outstanding equity in Buscando.
 - Information in respect of the acquisition of equity of Buscando is included in paragraph 11.19 of Part VI of this Document.
- Calidus Resources Corp. 500,000 common equity units
 - Calidus Resources Corp. ("**Calidus**") is a private entity, seeking to initiate a go-public capital raise in the second quarter of 2022, focused on developing resource assets in North America. Calidus has a valuation of C\$1.7 million (£1.01 million).
 - Calidus is currently a single asset company with the project is the South Timmins property located in the Abitibi Gold Belt in Ontario, Canada. The project aims to recover gold and copper deposits in an underexplored area of a prolific gold-bearing region.
 - The Group owns 5.7% of the issued and outstanding equity in Calidus.

- Imperial Helium Corp. 778,267 common equity units and 247,500 preferred shares
 - Imperial Helium Corp. ("**Imperial Helium**") is a publicly listed entity (TSXV: IHC) currently exploring and developing Helium assets in Alberta, Canada. Imperial Helium has a market capitalisation of C\$16.39 million (GBP10.49m).
 - Imperial Helium is focused on creating multiple revenue streams, primarily through the acquisition and development of Helium properties and secondarily by capturing value associated with the separation and refinement of helium. More specifically, seeking to acquire working interests in assets with existing well bores and proven helium concentrations, through the acquisition of Helium properties by purchase, lease, or farm-in agreements with the intent to develop and produce helium molecules.
 - The Group owns 0.9% of the issued and outstanding equity of Imperial Helium.
- Kudu Resources Limited 5,000,000 common equity units
 - Kudu Resources Limited ("**Kudu Resources**") is a private entity, headquartered in Vancouver, Canada. Kudu Resources has a market capitalisation of GBP0.5m.
 - Kudu Resources is an exploration and development company focused on gold production in Africa.
 - The Group owns 100% of the issued and outstanding equity of Kudu Resources.
- Linceo Media Group 4,000 common equity units
 - Linceo Media Group Inc. ("**Linceo**") is a private entity, headquartered in Vancouver, Canada. Linceo has a market capitalisation of GBP12.0m.
 - Linceo is an exploration and development company of Industrial Minerals, focused on alumina silicate and high-grade silica, important feedstocks for cement production. Its PEM 100 quarry asset is located in British Columbia, a focal point for the Canadian and Pacific North West building materials sector. The PEM 100 quarry is currently in care and maintenance and Linceo is seeking to move the asset back in to production after a capital raise, which is expected to take place in the near term
 - The Group owns 11.5% of the issued and outstanding equity of Linceo.
- Moonbound Mining Ltd. 700,000 common equity units
 - Moonbound Mining Ltd. ("**Moonbound Mining**") is a private entity, seeking to initiate a go-public capital raise in the second quarter of 2022, focused on Gold and Silver mineral exploration and development in northwestern British Columbia, Canada. Moonbound Mining has a valuation of C\$0.74 million (£0.47 million).
 - Moonbound Mining's primary asset is the Yak property, located approximately 80km south of Whitehorse, Yukon Territory, and immediately south of the Yukon border in British Columbia.
 - The Group owns 9.4% of the issued and outstanding equity in Moonbound Mining.
- Norseman Silver Corp. 6,023,500 common equity units
 - Norseman Silver Corp. ("**Norseman**") is a publicly listed entity (TSX-V: NOC – OTCQB: NOCSF), focused on acquiring, exploring and developing silver assets. Norseman has a market capitalisation of C\$7.39m GBP4.73m.
 - Norseman's current property portfolio includes the Cariboo, Silver Vista and Silver Switchback projects. All three properties are located a prolific mining region in central British Columbia, Canada. The three projects can be accessed from Smithers, B.C. which has a long history of providing exploration support for the mining industry.
 - Norseman's portfolio also includes two other projects: the Taquetren Silver Project in the Navidad-Calcatreanu Mining District of Argentina; and New Moon which is located 60 kilometres east of Kitimat, British Columbia.
 - The Group owns 10.5% of the issued and outstanding equity of Norseman Silver Corp..
 - Information in respect of the acquisition of the common equity units in Norseman Silver Corp. is included in paragraphs 11.24 and 11.25 of Part VI of this Document.

- Power Group Projects Corp. 5,350,000 common equity units
 - Power Group Projects Corp. ("**Power Group Projects**") is a publicly listed entity (TSX-V: PGP – OTCQ: PGPGF), focused on developing the early-stage mineral assets centred around energy metals such as Cobalt. Power Group Projects has a valuation of C\$1.46 million (£0.93 million).
 - The Group owns 7.3% of the issued and outstanding equity in Power Group Projects.
- Temas Resources Corp. 10,000,000 common equity units
 - Temas Resources Corp. ("**Temas**") is a publicly listed entity (CSE: TMAS – OTCQB: TMAF), currently exploring for Titanium, Vanadium, and Iron Ore in Quebec, Canada. as well as Borate in Serbia. Temas has a market capitalisation of C\$4.6m GBP2.9m.
 - Temas has entered into an option and joint venture agreement with Erin Ventures Inc. ("**Erin**") for the joint development of Erin's Piskanja Borate Project, located in Serbia ("**Piskanja**").
 - At it's flagship La Blache property, Temas has 100% ownership of 48 semi-contiguous mineral claims which cover 2,653 hectares (26.53 km²) within the Grenville Geological Province.
 - At it's Lac Brule property, Temas has 100% ownership of 36 semi-contiguous mineral claims which cover 2,016 hectares (20.16 km²) within the Labrieville Anorthosite Complex in Quebec, Canada.
 - Temas has a 50% ownership stake in industry-leading technology ORF Technologies and the patents owned by ORF that are focused on production of Titanium Oxide production.
 - Temas has an exclusive North American and European licensing agreement with Metaleach Limited to deliver technologies that were focused on the production of copper, zinc, nickel, cobalt, molybdenum and rhenium.
 - The Group owns 14.2% of the issued and outstanding equity of Temas.
 - Information in respect of the acquisition of the common equity units in Temas is included in paragraph 11.14 of Part VI of this Document.

The Group is due to receive the following equity positions upon certain dates in the future under the terms of the option agreements

● Allied Copper	4,625,000 common equity units
● Buscando	2,750,000 common equity units
● Calidus	1,750,000 common equity units
● Moonbound Mining	2,000,000 common equity units
● Norseman	1,000,000 common equity units
● Power Group Projects	5,000,000 common equity units

The Group is due to receive the following cash positions upon certain dates in the future due to option agreements

● 1311516	\$190,000
● Allied Copper	\$237,500
● Deep Blue Trading	\$45,000
● Buscando	\$125,000
● Calidus	\$225,000
● Moonbound Mining	\$135,000
● Norseman	\$50,000
● Power Group Projects	\$225,000

The Group owns the following properties:

- Northern Treasure
 - The Northern Treasure property is large, underexplored, claim group project (2 blocks covering 29,580ha) located in northwestern BC. The project includes several Minfile occurrences documented across the property in Triassic to Eocene volcano-plutonic

complex, including related sedimentary units, which are favourable hosts for epithermal, VMS and porphyry style mineralization. Northern Treasure is along trend northwest of Brixton's Thorn property. There are no resources or reserves on the property.

The Group owns Royalty positions on the following properties:

- Apple Bay 1.5% Net Smelter Return ("**NSR**")
 - The Apple Bay property is located in Northern Vancouver Island and has historically produced high grade silica and aluminosilicate for the Canadian cement industry, producing between 32,000 – 125,000 tonnes per annum between 2004 – 2016. The associated mineralisation covers the majority of a structurally disrupted ENE-trending graben which preserves virtually all units of the Bonanza Group and the upper Vancouver Group rocks within and along its margins. The graben structure is roughly canoe-shaped, with its centre dipping NNE, and the ends plunging inwards towards the thickest portion of the structure, with the property sitting roughly in the center. These layered rocks have been extensively intruded by differentiated stocks, dykes and sills of the Island Plutonic Suite, mainly exposed in widest portion of the graben. Porphyry copper mineralisation and related alteration are associated with these intrusions. The mine has been in care and maintenance since 2016, pending an upgraded mine plan and refinancing of the operating company. The property does not have resources or reserves in an inventory.
 - The NSR relates to any material produced on Apple Bay.
 - Information in respect of the acquisition of the Royalty position in Apple Bay is included in paragraph 11.6 of Part VI of this Document.
- Caribou 2.0% NSR
 - The Caribou is an early-stage exploration property which is located approximately 35km West of Smithers, British Columbia. The property is underlain by interbedded sedimentary and volcanic rocks of jurassic and cretaceous age and eocene and cretaceous plutonic rocks. The property has not been explored to a great extent, with work which includes trenching, rock sampling programs, soil geochemistry surveys, induced polarization geophysics surveys, mapping and drilling. Significant copper and silver mineralisation has been found in bedrock on the property including a trench which yielded 4.93% copper and 242.5 g/t silver in a 7.6 meter trench in the A zone in 1968. Trenching of 7.40% copper and 362.8 g/t silver over 3m of chip samples were taken in 1987. The most interesting with mineralisation comprised of Copper Sulphides in fractures and calcite veinlets from soil anomalies across an area of 1500m x 500m. Drilling denoted porphyry style alterations in volcanics. The property is prospective for copper and silver mineralisation in quartz veins, as well as volcanic redbed copper. The aforementioned soil anomaly and bedrock mineralisation are the most significant mineralisation found on the property to date and there are no resources or reserves on the property.
 - The NSR relates to any material produced on Caribou.
 - Information in respect of the acquisition of the Royalty position in Caribou is included in paragraph 11.8 of Part VI of this Document.
 - Information in respect of the acquisition of the royalty position in Caribou is included in paragraph 11.8 of Part VI of this Document.
- Gold Vista 0.5% NSR
 - The Gold Vista property is located 65 kilometres north north-east of Smithers, British Columbia and immediately NNW of the Silver Vista property.
 - The NSR relates to any material produced on Gold Vista.
 - Information in respect of the acquisition of the Royalty position in Gold Vista is included in paragraph 11.11 of Part VI of this Document.
- Klondike 1.0% NSR
 - The Klondike property is a copper-silver project that lies within the Paradox Copper Belt of San Miguel County, Colorado, USA. The property consists of 76 unpatented lode claims and exclusive right to a State Lease for a total property size of 2216 acres. It is an early-stage exploration project and does not contain any resources or reserves.

- The NSR relates to any material produced on Klondike.
- Information in respect of the acquisition of the Royalty position in Klondike is included in paragraph 11.13 of Part VI of this Document.
- La Blache 2.0% NSR
 - The La Blache property comprises 48 claims and covers 2,653.25 hectares of ground approximately 100km north of the community of Baie-Comeau, Quebec located in the North Shore region of the province of Quebec, part of the Grenville Geological Province. The tectonic fabric of the Grenville is predominantly northwest-southeast trending. The Grenville consists of gneiss domes and basins with complex and irregular structural patterns, intrusive rocks of variable composition, from gabbros to alkaline rocks. The lithologies are divided into three major units: the gneissic and intrusive rocks of varied composition of the Hulot Complex, intrusive rocks that include the east-west trending La Blache Anorthosite Complex, and late crosscutting gabbro-norites, gabbros, diabasic gabbros, mangerites, granites and pegmatites. The La Blache Anorthosite Complex is an almost ellipsoid batholith of 35 kilometres by 20 kilometres within intrusive rocks that extends for 100 kilometres by up to 20 kilometres. The anorthosites are cut by granites and pegmatites varying from a few centimetres to several metres of multiple orientations. The mineralisation at the La Blache property is composed of veins, dykes, lenses and tubular bodies of massive titaniferous magnetite linked to anorthosites that are common to the Grenville Geological Province. The property is part of the La Blache Anorthosite Complex and hosts the Farrell-Taylor and Hervieux East-Extension, which are magnetite-ilmenite mineralized lenses. Both targets have been drill tested, but the focus of the drilling to date on the property has been at Farrell-Taylor. An example of the drilled mineralisation at Farrell Taylor is 109m of 66.9% Fe₂O₃, 20.6% TiO₂, and 0.4% V₂O₅ starting at 392m depth in drill hole FT-11-01 which is an ENE trending, moderately dipping to the ENE (20°) lens 1,150m long, 470m wide 50m thick and starts approximately 90m below surface. Preliminary metallurgical work has also been conducted resulting in high recovery of iron, titanium and vanadium. The property does not currently have any resources or reserves defined and is still considered an exploration project with identified mineralized targets.
 - The NSR relates to any material produced on La Blache.
 - Information in respect of the acquisition of the Royalty position in La Blache is included in paragraph 11.14 of Part VI of this Document.
- New Moon 2.0% NSR
 - The New Moon property is located in the Omineca Mining Division, within 120 km of the communities of Terrace, Kitimat, Smithers and Houston, British Columbia. The property is largely underlain by volcanic and sedimentary rocks of the Jurassic Hazelton Group which have been intruded by Jurassic and Tertiary plutonic rocks. Mineralization styles on the property currently include epithermal precious and base. There are several prospects on the property that require further investigation, below describe some of the target areas and provide examples of the property potential. There are no resources or reserves on the property.
 - The NSR relates to any material produced on New Moon.
 - Information in respect of the acquisition of the Royalty position in New Moon is included in paragraph 11.16 of Part VI of this Document.
- Rupert 2.0% NSR
 - The Rupert property is located in northern Vancouver Island to the east of BHP's past producing Island Copper Mine. The property has had limited exploration work to date but consist of coincident geophysical signatures and muted soil anomalies of Copper and Molybdenum. The property is under significant till cover and exposure is limited. The exploration target is Mesozoic intrusions and related mineralized breccias resulting in a copper porphyry, similar to the Island copper mine's deposit or NorthIsle Copper and Gold's Hushamu deposit. There are no resources or reserves on the property.
 - The NSR relates to any material produced on Rupert.

- Information in respect of the acquisition of the Royalty position in the Rupert property is included in paragraph 11.21 of Part VI of this Document.
- South Timmins 0.5% NSR
 - The South Timmins property is a large grassroots prospect located approximately 40km south of Timmins, Ontario. The property is part of the Abitibi Greenstone Belt.
 - The NSR relates to any material produced on South Timmins.
 - Information in respect of the acquisition of the Royalty position in South Timmins is included in paragraph 11.26 of Part VI of this Document.
- Silver Switchback 1.0% NSR
 - The Silver Switchback property is located 55 kilometres east-southeast of Terrace, British Columbia, in the Stikine terrane. The property is underlain by volcanosedimentary rocks that host copper and silver mineralisation as both fine-grain disseminated copper and silver minerals within volcanic stratigraphy as well as mineralized quartz veins. To date, only limited reconnaissance programs have been conducted on the property, which have started to define a small, anomalous for copper and silver anomaly in soil samples over the northern portion of the Switchback showing. The outcrop sampling includes samples that returned 626.3 grams per tonne Ag and 4.39 per cent Cu. The property is prospective for copper and silver mineralisation in quartz veins, as well as volcanic redbed copper deposit types. This project is an early-stage exploration project and does not contain resources or reserves.
 - The NSR relates to any material produced on Silver Switchback.
 - Information in respect of the acquisition of the Royalty position in Silver Switchback is included in paragraph 11.24 of Part VI of this Document.
- Silver Vista 1.0% NSR
 - The Silver Vista property is located 55 kilometres north-east of Smithers, British Columbia. Malachite and azurite staining was originally discovered in outcrop in 1990. The work conducted since has delineated Ag-Cu mineralized sandstone that is 300 meters long by 50m wide and 3 to 150 m deep. The mineralisation is observed to be weak to strong carbonate-quartz alteration characterized by matrix replacement by carbonate +/- quartz and quartz-carbonate veining and local brecciation. Local Ag-Cu mineralisation is patchy and in veins. Drill hole MR92-02 contained a 1-2 cm thick semi-massive sulfide vein containing 569 g/t Ag and 14.7% Cu as chalcocite and trace bornite at 193.68m depth. Most Ag-Cu mineralisation is very fine grained with no apparent vein or fracture control. Mineralisation can be difficult to estimate visually and an XRF or similar machine should be used to guide drilling and prospecting. Total sulfide concentrations are low ranging from trace up to 2% with an approximate average of 0.5%. Drilling has intercepted multiple, stacked zones of finely disseminated mineralisation in Hazelton Group sedimentary rocks, which appear to be stratabound to moderately dipping sandstone horizons. The property is an early-stage prospect with limited outcrop and not contain any resources or reserves.
 - The NSR relates to any material produced on Silver Vista.
 - Information in respect of the acquisition of the Royalty position in Silver Vista is included in paragraph 11.25 of Part VI of this Document.
- Stateline 1.0% NSR
 - The Stateline property is a copper-silver project located in San Miguel County, Colorado, USA, straddling the border with Utah. Stateline has favourable stratigraphy for sediment hosted copper deposits in the emerging Paradox Copper Belt. The Stateline property consists of 22 unpatented mining claims totaling 148 hectares (1.48 km²). The project targets copper sediment-hosted mineralizations in several outcropping sandstones and other stratigraphic positions. It is an early-stage exploration project and does not contain any resources or reserves.
 - The NSR relates to any material produced on Stateline.

- Information in respect of the acquisition of the Royalty position in Stateline is included in paragraph 11.28 of Part VI of this Document.
- **West Atlin 2.0% NSR**
 - The West Atlin property is located in NW British Columbia. The property is The Atlin West Project is underlain by undivided sedimentary and volcanic rocks of the Cache Creek Complex, which have been subsequently intruded by late Cretaceous felsic volcanic and intrusive rocks. The area is bounded by the Nahlin fault and crosscut by east-west and northwest trending faults. The project targets gold, silver and copper deposits. It is an early-stage exploration project and does not contain any resources or reserves.
 - The NSR relates to any material produced on West Atlin.
- **Yak 2.0% NSR**
 - The Yak project is located in the Northwest mining region of the province of British Columbia, approximately 80km south of Whitehorse, Yukon Territory, and immediately south of the Yukon border in British Columbia. The geologic setting for the property has been interpreted to be the southern portion of the Bennett Lake structural dome and thick succession of pyroclastic and epiclastic rocks of the Sloko Group Volcanic Assemblage. The property offers newly exposed prospective ground resulting from receding glaciers. The project targets copper, gold and silver porphyry and epithermal deposits. The Yak area is an early-stage target. It is an early-stage exploration project and does not contain any resources or reserves.
 - The NSR relates to any material produced on Yak.
 - Information in respect of the acquisition of the Royalty position in Yak is included in paragraph 11.29 of Part VI of this Document.

The Group holds unsecured convertible loan notes issued by AAM in an outstanding principal amount of £1,065,590. As at 31 June 2021, the Group impaired the balance of all outstanding notes to AAM to \$nil as collectability was considered doubtful.

The Group entered into a strategic alliance with Alianza to explore for copper deposits in the United States on 7 June 2021. The alliance focuses on the identification, acquisition and advancement of copper projects in the states of Arizona, Colorado, New Mexico and Utah with the intent of finding a partner to further the projects. Under the terms of the alliance, each of the Group and Alianza can introduce projects. Projects accepted will be held 50/50 but funding of the initial acquisition and any preliminary work programs will be funded 40% by the introducing partner and 60% by the other party. Project expenditures are determined by committee, consisting of two senior management personnel from each party. Alianza shall be the operator of alliance projects unless the alliance steering committee determines that Cloudbreak would be a more suitable operator, on a case-by-case basis. The initial term of the alliance is two years and can be extended for an additional two years. In the second half of 2021, the strategic alliance acquired its first properties both located in southwestern US: the Klondike property and the Stateline property. On 7 December 2021, the strategic alliance optioned its first project Klondike to Allied Copper.

7. Pipeline

In addition to those properties held by the Company as at the time of this prospectus outlined in Part I, section 6, the Group has identified a strong pipeline of potentially complimentary further acquisitions that are available. Following the strong underlying pricing market that the natural resource market has experienced in H2 2021 and H1 2022, there has been continued flow in prospective deal flow and opportunities being sourced by and shown to the Board. Importantly, the Group continues to identify a number of grassroots mineral assets in tier one jurisdictions that are along trend lines and in attractive locations near infrastructure and transport hubs. Further to these, the Board and management have been undertaking due diligence in non-tier one jurisdictions that are attractive and anticipate progressing those opportunities. The Board notes that opportunities in this context are not limited to equity ownership and prospective deals with attractive Royalty structures are regularly being presented and sourced by the Board.

As the Group grows in scale, the Board anticipates that the currency of its equity will continue to strengthen and that counterparties would more readily recognise the value potential of taking listed

equity as part, or the entirety, of a transaction consideration. The Board intends to be mindful of the use of its equity insofar as this form of acquisition currency is given due weight or value by the market. To ensure capital efficiency, the Board also intends on utilising debt structures where appropriate cash flowing assets can be acquired.

It is emphasised that the completion of any pipeline transactions remains subject to the satisfactory completion of such due diligence to ensure that each potential transaction meets the Group's criteria. Consequently, the process with each pipeline opportunity remains subject to execution risk and there is no certainty that any binding Royalty and stream agreements will be entered into by the Group.

8. Natural Resource Markets

Metals and Minerals

The price index for metals and minerals was broadly stable in Q4 of 2021 with small fluctuations intra-quarter but finishing essentially flat. The most notable near-term catalysts for much of the industry are centred around the developing Russia-Ukraine conflict, affecting both supply and demand forces globally. Upside risks remain in the near term, including further energy-related supply disruptions, additional lockdowns due to COVID-19, and restrictive environmental policies. On the downside, a deterioration in China's real estate sector could limit demand for some metals. Over the longer term, the global energy transition away from fossil fuels is expected to increase demand for most metals.

Aluminium prices were somewhat volatile in Q4 of 2021 and finished slightly up on the quarter by 2%. Supply reductions in China, higher input costs, and energy supply shortages were largely to blame for the volatility. Coal shortages along with China's new policies, which aimed to limit energy intensity and its overall consumption, further curtailed smelter capacity, production has also fallen outside of China.¹ More recently in Q1/22, aluminium prices have set record highs as a result of major sanctions imposed on Russia, who is a significant producer.² The cost of aluminium production has also increased due to higher energy prices caused by potential gas disruptions stemming from the Russia-Ukraine conflict. The smelting process for aluminium carries significant energy requirements, which has spilt over into higher aluminium pricing.³

Bauxite prices remain stable in Q4 of 2021.⁴ Bauxite is the principal ore of alumina, and hence, its demand is primarily driven by aluminium production, which has fallen in 2021. However, despite the COVID-19 pandemic, in 2020 global output grew by 1.2%.⁵ In China, bauxite demand has been growing at an accelerated pace over the past few years as the country's alumina industry hits an accelerated pace. Demand in China is expected to rise by approximately 20% in 2022 from 2021 levels, primarily led by soaring demand from domestic alumina producers.⁶ It is projected that the global market will grow at a CAGR of 6.2% between 2021 and 2026.⁷

Copper prices rose 9% in Q4 of 2021 and have continued to climb into 2022. Diverging monetary policies by major central banks, a more robust USD, and supply worries in Latin America have all contributed to a strengthened copper price. Forecasts in 2022 have improved as a result of the Russia conflict, and demand is expected to remain strong over the medium term. Copper is set to be a main beneficiary of the energy transition, with usage expected to increase for electric vehicles, charging, renewables generation, and grid storage.³

Iron Ore prices continued to descend in Q4 of 2021. This can be linked to steel production cuts in China, which aimed to meet government orders to limit emissions and energy consumptions and increasing iron ore exports from Australia and Brazil. Similarly, Australian authorities project mine production to increase 7% in the coming quarters from new mines. In 2022, prices have mounted a comeback in Q1 as growing supply concerns are stemming from the reality that Russia is a major exporter of iron ore therefore retaliating sanctions could impact the market significantly.

1 World Bank – Commodity Markets Outlook October 2021

2 Aluminum price streaks to record on fears logistics issues will hit supply – MINING.COM

3 S&P Capital IQ – Consensus Price Forecasts March 7, 2022

4 <https://thebauxiteindex.com/news/weekly-wraps/>

5 (<https://www.mining-technology.com/bauxite-commodity-dashboard/>)

6 <https://www.spglobal.com/platts/en/market-insights/latest-news/metals/121021-chinas-2022-demand-for-imported-bauxite-to-increase-about-20-on-year-antaike>

7 <https://www.expertmarketresearch.com/reports/bauxite-market>

Lead prices rose 10% in Q4 of 2021 standing almost 18% higher than a year ago. Increased demand for lead-acid batteries owing to the boom in used cars sales in which old batteries are being replaced. Looking into the future, lead prices are forecast to fall by 5% in 2022. This could be due to the negative impact of the energy transition as demand for electric vehicles (which use nickel/lithium batteries) expands and gas-powered cars (which use lead-acid batteries) recedes. Meanwhile, lead supply is expected to increase given its by-product output from zinc mines, further weighing on prices.¹

Nickel prices rose 16% in Q4 of 2021 and have continued rising to hit an 11-year high in March 2022. Prices have been carried higher in 2022 as a direct consequence of the Russian invasion as the country is a leading producer. Trade sanctions on Russian nickel could throw off decarbonization plans for major countries around the world as nickel supply for EV batteries may be disrupted. Supply disruptions may be partially mitigated by increased Indonesian production. Longer term, nickel is still projected to ultimately be a prime beneficiary of the energy transition. Initial pessimism for 2022 nickel forecasts have largely turned around due to current events; consensus expectations for pricing are now forecasted to be higher than 2021.^{1,3 3}

Tin prices set new highs in Q4 of 2021, rising 11%. Prices had been increasing for 16 consecutive months before a slight fall in September 2021, but have continued their upward climb into 2022, setting a new record high in March 2022. Growth in electronics and photovoltaic installations significantly increased demand for tin. On the supply side, lockdowns interrupted mine production in Indonesia and Malaysia and further pandemic-related issues may cause additional disruptions in the near future. In the longer term, several new tin mining projects are underway, although environmental policies could limit their scope. Demand continues to grow rapidly, and global supply may struggle to keep pace. Tin prices are expected decline only slightly in 2022.

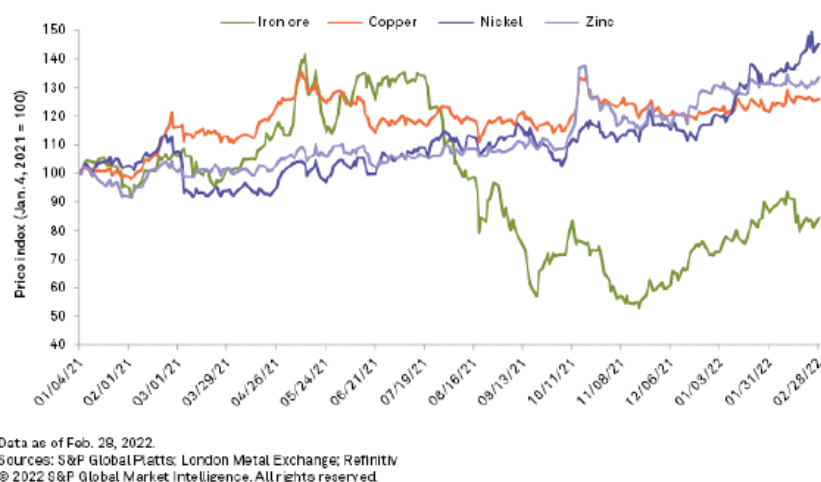
Zinc prices jumped 21% in Q4 of 2021 and have continued to climb higher in 2022, setting a 15 year high in March 2022. Prices were driven by strong demand and weakened supply. Power restrictions in China along with more expensive energy costs in Europe have deterred smelters from refining zinc and meeting global demand. The threat of further supply disruption of Russian gas are further expected to impact energy pricing and subsequently zinc pricing. Consensus forecasts of zinc see a price increase of 4.3% in 2022 and 3.7% in 2023.^{1,3}

Vanadium prices, on average, moved higher in 2021 as they recover from the uncertainty that COVID-19 brought in 2020. The steel sector continued to be the main driver of this, and throughout the first half of 2021 demand from the rest of the world continued to catch up with China, after theirs had swiftly recovered. One of the reasons demand was behind in the rest of the world, outside of China, was due to those economies being more exposed to the aerospace and chemical industries which were both hit heavily in 2020. Vanadium's price gains in the first half of the year were not sustained. Lower steel production in China due to the energy crisis, and mediocre demand globally are thought to be of blame. Going into 2022, global demand for vanadium is expected to grow as the aerospace industry recovers and as demand for batteries is projected to be up significantly.⁶

1 World Bank – Commodity Markets Outlook October 2021

3 S&P Capital IQ – Consensus Price Forecasts March 7, 2022

6 <https://investingnews.com/daily/resource-investing/battery-metals-investing/vanadium-investing/vanadium-outlook/>



Precious Metals

The precious metals index rose by 10% in Q4 of 2021 due to improving investor sentiment and higher physical demand. The index has strengthened another 22% YTD in March 2022, reflecting more robust commodity pricing and investor interest in tangible stores of value heading into a period of high inflation and increased global conflicts. Upside risks to this outlook include the threat of new virus variants, amplified geopolitical tensions, and more persistent inflation than anticipated.

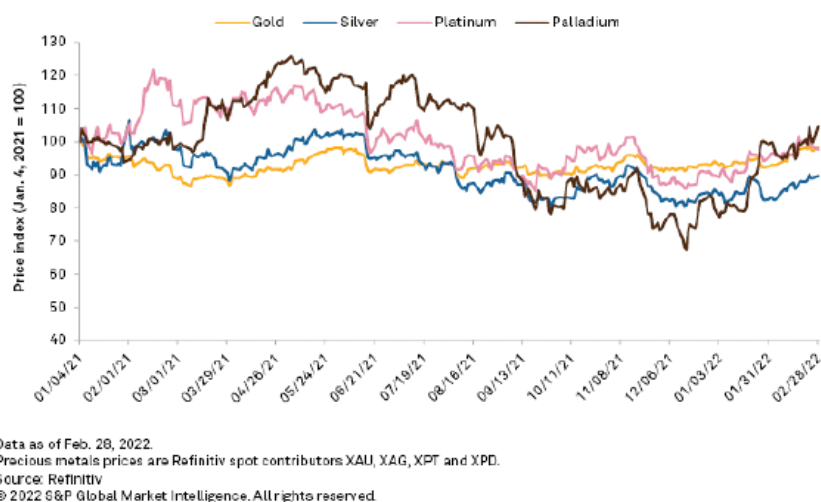
Gold prices increased by 3.6% in Q4 of 2021 and have continued to rise in Q1 of 2022. Geopolitical tensions and an inflationary environment have caused investors to seek safe haven assets, driving up the price of gold. On the other hand, strong jewellery demand in China and India provided some reprieve to gold prices. Short term forecasts for gold envision a price stabilizing in 2022, but that is subject to upward revisions should global conflicts develop further. A slight price increase of 0.2% is expected in both 2022 and 2023.^{1,3}

Silver prices rose by 7% in Q4 of 2021, and have followed gold's trend higher in Q1 of 2022. Both China and Japan are major producers of products containing silver, such as electronics, solar panels, and photographic equipment. However, silver's status as a safe-haven is responsible for most of its price appreciation over the last two quarters. Consensus forecasts predict fairly stable pricing pending further geopolitical conflict developments.^{1,3}

Platinum prices were flat in Q4 of 2021 but have seen an increase in pricing in Q1 of 2022, following along gold and silver. Global auto production has slumped due to a shortage of semiconductors, and this is likely to extend well into 2022. This slump has resulted in a reduction on auto catalyst demand, which accounts for more than a third of platinum demand. On the supply side, South African mines have been operating normally after production was hampered by pandemic-related shutdowns and plant outages last year. The rebound in supply alongside waning demand is likely to exert downward pressure on prices. Consequently, prices are forecasted to decrease slightly over the medium term.

1 World Bank – Commodity Markets Outlook October 2021

3 S&P Capital IQ – Consensus Price Forecasts March 7, 2022



Energy

Energy prices were volatile in Q4 of 2021, but rapidly increased in Q1 of 2022.

Crude oil prices have set all-time highs in Q1 of 2022, eclipsing even the pricing seen in 2008. The Russia-Ukraine conflict coupled with a very high inflationary environment have been the two primary catalysts in the record-setting oil price. Russia accounts for 16% of global energy production therefore any slow down of energy exports from the nation lead to a significant impact on most oil pricing benchmarks. Reinvestment into oil and gas projects globally has slowed considerably over recent years, with non-OPEC capital spending estimated to have fallen 55% since the peak in 2014. Additional supply to replace any disruptions from Russia will take time to come onstream, so the high-priced environment has the potential to last in the short to medium term. The price of oil has also been supported by soaring natural gas and coal prices, which have made crude oil increasingly competitive as a substitute in heating and electricity generation.

After a gradual recovery since March 2021, crude oil production declined in August and September due to supply disruptions. OPEC+ production was significantly reduced due to unplanned outages, persistently weak investment in Angola and Nigeria, and maintenance issues in Kazakhstan. Crude oil production in the United States fell sharply as a result of Hurricane Ida.

Consumption of crude oil continued to recover, rising by an estimated 3% in Q3 of 2021, and is now just 3% below its pre-pandemic peak. Rapid growth has been seen in Canada and some European countries, as lockdown measures eased, and transport rose. Demand, however, remains below its pre-pandemic level. In contrast, demand in China was more than 10% higher than its pre-pandemic level in Q3 of 2021 due to its faster economic recovery. Jet fuel consumption remains well below its pre-pandemic level, reflecting still subdued international travel.

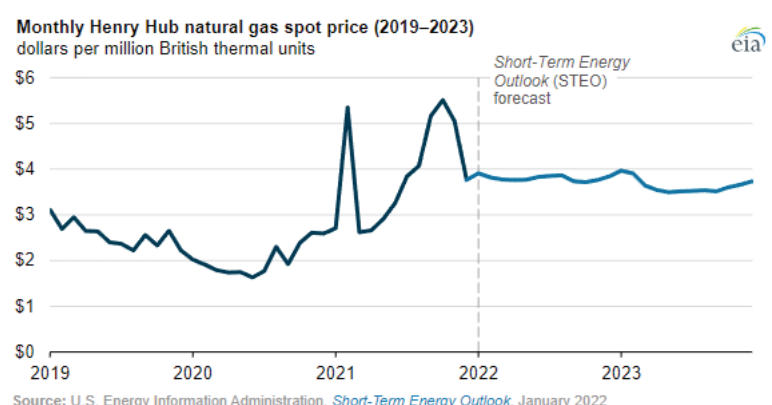
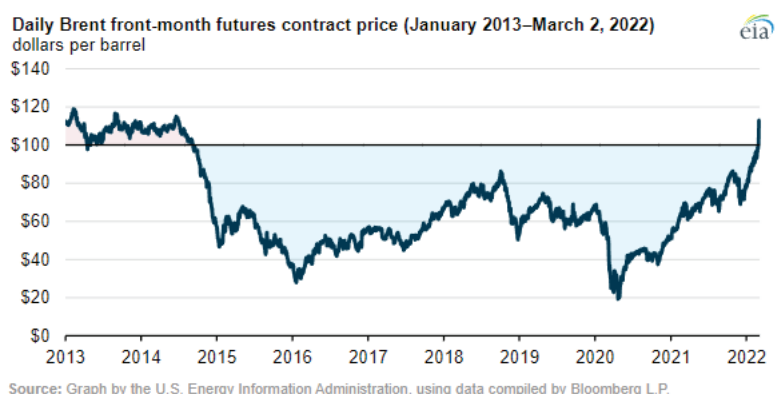
Looking further into 2022 demand is expected to exceed its pre-pandemic level, although estimates of the speed of recovery vary. A risk to the forecast is persistently weak investment, particularly by large international oil companies, which could see production failing to keep pace with demand. In the longer-term, the growing popularity of electric vehicles will dampen oil demand.

Natural gas and coal prices soared in the second half of 2021, with some benchmarks reaching all-time highs, driven by a combination of supply and demand factors. European natural gas levels ended the year well below previously seen levels, therefore a shortage is projected for the duration of 2022. Natural gas pricing has continued to rise in Q1 of 2022 as the reliability of Russian supply is brought into question given the political environment.

Post pandemic demand for natural gas and coal rebounded, both for electricity generation as well as for industrial purposes. Hotter-than-normal weather boosted demand for electricity for cooling in major economies including China and the United States. On the supply side, drought reduced hydroelectric power generation in several countries, notably Brazil, China, Turkey, and the United States, low wind speeds also reduced wind power generation in Europe. Together, these developments further increased demand for fossil fuels.

Production has been slower to pick up than consumption. In China, the world's largest coal producer, had safety regulations introduced to limit the coal mines production. Recent flooding has

also shut down some mines, exacerbating the supply crunch. Global production of natural gas fell 3% in 2020 and has also been slow to recover.



Conclusion

Overall, much of the commodities market has received substantial pricing support from current geopolitical tensions. On the demand side, the commodity market is still in recovery from the effects of the pandemic. Energy prices continued to surge to record highs as supply concerns outweigh the green energy transition away from hydrocarbons.

High commodity prices, if sustained, could slow growth in energy importing countries and exacerbate food insecurity in low-income countries. Risks to the forecast include adverse weather, further supply constraints, and new outbreaks of COVID-19. The fluctuations in commodity prices this year highlight some of the challenges in transitioning to a zero-carbon economy.¹

9. The Fundraising and use of the Fundraising proceeds

The Group has conditionally raised approximately £585,627.96 before expenses through the issue of 26,027,776 New Ordinary Shares at the Placing Price of 2.25 pence per New Ordinary Share.

The Fundraising is conditional only on Admission occurring on or before 25 July 2022 or such later date as may be agreed by Novum, Shard and the Group. Total expenses in relation to the Fundraising and Admission are £140,000. Shard, as the Company's agents, have procured irrevocable commitments to conditionally subscribe for the full amount of New Ordinary Shares from subscribers in the Placing and the Company has received irrevocable commitments to conditionally subscribe from subscribers to the Subscription, and there are no conditions attached to such irrevocable commitments other than Admission.

All New Ordinary Shares issued pursuant to the Fundraise will be issued at the Placing Price which has been determined by the Directors, in consultation with Shard.

In accordance with Listing Rule 14.2.2, the Board has ensured that at Admission at least 10 per cent. of the Ordinary Shares (as the listed class) will be in public hands (as defined in the Listing Rules) and that a minimum of 10 per cent. of the Enlarged Share Capital has been allocated to investors whose individual and unconnected shareholdings will each equate to less than 5 per cent. of the Enlarged Share Capital, and who do not fall within any of the other excluded categories of investors in Listing Rule 14.2.2 (4).

Conditional upon Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 25 July 2022 (or such later date as agreed by Novum, Shard, and the Group), each of the Placees agrees to become a member of the Group and agrees to subscribe for the New Ordinary Shares set out in his placing letter. To the fullest extent permitted by law, Placees will not be entitled to rescind their agreement at any time. In the event that Admission does not become effective by 8.00 a.m. London time on or prior to 25 July 2022 (or such later date as Novum, Shard and the Group may agree), Placees will receive a full refund of monies subscribed. The Fundraising is not being underwritten.

Confirmation of the completion of the Fundraising will be announced via an RIS on Admission, which is expected to take place at 8.00 a.m. on 25 July 2022 (or such later date as may be agreed by the Group, Shard, and Novum being not later than 8.00 a.m. on 5 August 2022).

The rights attaching to the New Ordinary Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

The gross proceeds of the Fundraising will be £734,625 which, after settling expenses of £12,475, will result in net proceeds of £722,150 will be used to:

- pursue the Group's immediate objective of developing its existing portfolio of assets and interests and acquiring suitable additions thereto. The Group has allocated £247,150 to the above development and acquisition process; and provide working capital to cover the Group's ongoing annual operating costs.
- paying directors' salaries and fees, Cronin Services fees, professional advisers' fees, audit fees, accounting and bookkeeping fees, registrar and London Stock Exchange fees and other general and administrative expenses. On an annual basis, such fees and expenses are estimated at £1,700,000.

10. Liquidity and capital resources

Sources of cash and liquidity

As at the date of this Document, the Group has a cash balance of £672,172 and will receive the gross proceeds of £734,625. The aggregate cash balance of £1,406,797 will be used to:

- pursue the Group's immediate objective of developing its existing portfolio of assets and interests and acquiring suitable additions thereto. The Group has allocated £750,000 to the above development and acquisition process; and
- provide working capital of £656,797 to partially cover the eighteen-month period following the date of this Document in relation to the Group's ongoing operating costs. On an annual basis, ongoing operating costs amount to £1,690,000, comprising:
 - Directors' salaries and fees of £180,000;
 - Cronin Services fees of £1,000,000;
 - Consulting fees of £301,000;
 - Legal and accounting fees of £130,000; and
 - Filing fees, registrar and office and administration fees of £79,000.

11. Regulatory Environment

Mining and mineral exploration companies in Canada are obliged to follow National Instrument 43-101 Standards of Disclosure for Mineral Projects of the British Columbia Securities Commission ("**NI 43-101**") which contains specific rules for public disclosure, designed to improve both the integrity and accuracy of the information they provide. As the Company is engaged in early-stage natural resource prospect generation and development, it is not subject to any regulatory obligations

in relation to its interests in natural resources. However, the Directors have opted to voluntarily comply with the provisions of NI 43-101 .

This disclosure must be based on information that has been reviewed by a qualified person. Rory Kutluoglu P. Geo., Chief Operation Officer of the Company, acts as the Company's Qualified Person. A technical report must be filed at certain times which includes scientific and technical information about mineral projects and is prepared in a prescribed format. Specified terminology, such as what constitutes a resource or reserve, which has been defined by the Canadian Institute of Mining, Metallurgy, and Petroleum ("CIM"), is required. Disclosure standards apply to both oral statements and written documents. The Company provides timely updates regarding the projects in its portfolio of assets, this disclosure is conducted in accordance with NI 43-101.

NI 43-101 is divided into ten parts:

- Part one – definitions and interpretation. This section sets out the specified terminology, including proper definitions applicable to resources and reserves, as defined by CIM
- Part two – requirements applicable to all disclosure regarding technical information and descriptions of the property and its geologic potential. This outlines what a company can and cannot disclose, mainly information regarding mineral resources or mineral reserves.
- Part three – additional requirements for written disclosure. This summarises the requirements applicable to written disclosure of exploration information. As well as disclosing data verification and the name of the qualified person.
- Part four – obligation to file a technical report. A company must file a technical report for each mineral property material to the issuer upon becoming a reporting issuer. This section lays out the requirements for the technical report.
- Part five – author of a technical report. This outlines who is allowed to author a technical report.
- Part six – preparation of a technical report. This section describes the requirements of a company before they file a technical report.
- Part seven – use of foreign code. This summarises when a foreign code can be used for disclosure purposes.
- Part eight – certificates and consents of qualified persons for a technical report. This section sets out who can author a technical report and the consents required from such author.
- Part nine – exemptions. This describes those who are exempt from producing technical reports and some filings.
- Part ten – effective date – when NI 43-101 came into effect.

As per part nine of NI 43-101 (9.2), "an issuer whose interest in a mineral project is only a Royalty or similar interest is not required to file a technical report to support disclosure in a document." As the Company minor stakes or Royalty interests, it is not required to file technical reports on its portfolio of assets.

12. Borrowings

The Group does not currently have any borrowings; however, debt may be raised in the future to fund the development for expansion. Further information on the borrowing powers of the Group is set out in paragraph 7.21 of Part VI of this Document.

13. Dividend policy

The Group intends to pay dividends on the Ordinary Shares and in such amounts (if any) as the Board determines appropriate notwithstanding that the Board may retain future distributable profits from the business, to the extent any are generated, to reinvest to achieve long term capital growth for its Shareholders.

The Group will only pay dividends to the extent that to do so is in accordance with the Act and all other applicable laws.

14. Share options

The Directors consider that an important part of the Group's remuneration policy should include equity incentives through the grant of Share Options to Directors, consultants and employees. Accordingly, the Group has granted certain Directors and consultants options to subscribe for up to 4,550,000 shares in the capital of the Group at an exercise price of £0.025 per share and for up to 10,100,000 shares in the capital of the Group at an exercise price of £0.03 per share and shall vest and become exercisable in equal monthly instalments starting on the month following the vesting commencement date until fully vested on the second anniversary of the vesting commencement date. The Board has discretion to accelerate vesting. Further details of the Share Options are set out in paragraph 10.1 of Part VI of this document.

15. Equity Drawdown Facility

The Group entered into the Equity Drawdown Facility with Crescita Capital on 16 February 2021. The Equity Drawdown Facility is for an aggregate amount of £10 million and is available for drawdown for a period of three years from the date of the Equity Drawdown Facility, save for the fact that the Group has agreed that it will not drawdown against this facility for six months from Listing. The funds drawn down will be used for the Group's acquisition and other development opportunities in the natural resources sector, but not for general working capital purposes.

The Group can draw down funds from the Equity Drawdown Facility from time to time during the three year term at the Group's discretion by providing a notice to Crescita Capital and in return the Group will allot and issue fully paid Ordinary Shares to Crescita Capital. The Crescita Shares issued in connection with any Subscription (as defined below) will be priced at the higher of: (i) the minimum floor share price set by the Group; and (ii) 90% of the average closing bid price resulting from the following ten days of trading after each notice is given, subject to adjustment in certain situations where a pricing exception exists.

The amount requested by the Group in any notice cannot exceed 700% of the average daily trading volume in the ten days of trading following such notice. The Group cannot draw down on the facility if, following the allotment and issue of Crescita Shares in respect of the particular drawdown, Crescita Capital will hold an interest in excess of 25% of the voting rights attaching to the Group's issued share capital.

On 28 March 2022 the Company drew down £750,000 of the £10,000,000 Crescita Equity Facility and allotted and issued 12,000,000 new Ordinary Shares at £0.0625 per share to Crescita Capital.

On 30 March 2022, the Company entered into the Variation Agreement to vary the terms of the Equity Drawdown Facility with Crescita Capital, such that if Crescita Capital shall complete the sale of any of the Ordinary Shares allotted and issued to Crescita Capital (or its nominee(s)) by the Company pursuant to an equity drawdown notice under the terms of the Equity Drawdown Facility within six (6) months following the allotment and issue at an aggregate sale price which is less than the 110% Price, the Company shall pay to Crescita the shortfall from the 110% Price. The Company may settle any shortfall in cash or in New Ordinary Shares.

On 5 July 2022 the Company drew down £378,000 of the £10,000,000 Crescita Equity Facility and allotted and issued 16,800,000 new Ordinary Shares at £0.0225 per share to Crescita Capital.

Following the amounts drawdown under the Equity Drawdown Facility on 28 March 2022 and 5 July 2022, a further £8,872,000 is available to be drawn down by the Company. Based on the Placing Price of 2.25 pence per share it is expected that up to 394,311,111 Crescita Shares may be issued.

Further details of the Equity Drawdown Facility are set out in paragraph 11.10 of Part VI of this Document.

16. CREST

CREST is the system for paperless settlement of trades in listed securities. CREST allows securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer in accordance with the CREST Regulations.

The Articles permit the holding of Ordinary Shares in uncertificated form under the CREST system. Application has been made for the New Ordinary Shares to be admitted to CREST with effect from Admission. It is anticipated that the New Ordinary Shares will be delivered in uncertificated form and

settlement and dealings will take place through CREST on Admission. No temporary documents of title will be issued.

Accordingly, settlement of transactions in the New Ordinary Shares following Admission may take place within CREST if any Shareholder so wishes. However, CREST is a voluntary system and holders of New Ordinary Shares who wish to receive and retain share certificates will be able to do so.

17. Admission to trading and settlement

Application will be made for the New Ordinary Shares to be admitted to the Official List, by way of a Standard Listing, and to trading on the Main Market. Dealings in the New Ordinary Shares are expected to commence at 8.00 a.m. on 25 July 2022 (or such later date as may be agreed by the Group, Novum and Shard, being not later than 8.00 a.m. on 5 August 2022). Application will be made for the Crescita Shares issued under the Equity Drawdown Facility immediately following any such issue. No application will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

Accordingly, settlement of transactions in the New Ordinary Shares following Admission may take place within the CREST System if any Shareholder so wishes. CREST is a voluntary system and holders of New Ordinary Shares who wish to receive and retain share certificates will be able to do so.

18. Takeover Code

The Group is a public company incorporated in the UK and is admitted to the Official List, by way of a Standard Listing, and to trading on the Main Market. Accordingly, the provisions of the Takeover Code apply to the Group and Shareholders are therefore entitled to the protections afforded by the Takeover Code.

Under Rule 9 of the Takeover Code, a person who acquires, whether by a series of transactions over a period of time or not, shares which (taken together with securities in which he is already interested and which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, the person is normally required by the Takeover Panel to make a general offer to all the remaining shareholders of that company to acquire their shares.

Similarly, when any person individually or a group of persons acting in concert, already holds interests in securities which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, that person may not normally acquire further securities without making a general offer to the shareholders of that company to acquire their shares.

An offer under Rule 9 must be in cash and at the highest price paid by the person required to make an offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Investors should be aware that, under the Takeover Code, if a person (or group of persons acting in concert) holds interests in shares carrying more than 50 per cent. of the company's voting rights, that person (or any person(s) acting in concert with him) will normally be entitled to increase their holding or voting rights without incurring any further obligations under Rule 9 to make a mandatory offer, although individual members of a concert party will not be able to increase their percentage shareholding through or between a Rule 9 threshold without Takeover Panel consent.

Under the Takeover Code, a concert party arises, *inter alia*, when persons acting together pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of, or frustrate the successful outcome of an offer for, a company to which the Takeover Code applies. "Control" means an interest or interests in shares carrying an aggregate of 30 per cent. or more of the voting rights of a company, irrespective of whether the holding or holdings give *de facto* control. Persons acting in concert include persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate, to obtain or consolidate control of that company.

PART II

DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE

1. Directors and Senior Managers

The Directors are Kyler Hardy (Chief Executive Officer), Andrew Male (Non-Executive Director), Emma Priestley (Non-Executive Director) and Paul Gurney (Non-Executive Director).

Brief biographies of the Directors and senior managers are set out below. Paragraph 8 of Part VI of this Document contains further details of current and past directorships and certain other important information regarding the Directors and senior managers.

Directors

Samuel “Kyler” Hardy (Age 39)

Kyler has over 19 years of experience in the global resource sectors. He has worked with venture capital, private equity funds and has introduced strategic partners to advance projects. Mr. Hardy has founded, managed, and successfully sold several resource sector businesses. Mr. Hardy is currently the CEO of Cronin Group a natural resource focused merchant bank.

Emma Kinder Priestley (Age 49)

Emma has a background in mining and financial services having worked with mining companies and consultants, IMC Mackay & Schnellmann, investment bank CSFB, advisers VSA Resources, Ambrian Partners, where she worked as corporate broker and adviser, and most recently as an executive director of Lonrho Plc until its successful takeover. Emma is a graduate of Camborne School of Mines, is a chartered Mining Engineer and Chartered Mineral Surveyor.

Andrew Male (Age 55)

Andrew, based in the UK, is an experienced Director holding senior positions at international public and private investment and operational companies. He is an Associate of Columbus Energy Partners, an incubator and accelerator of companies in the energy sector, a Director of Global UAV Technologies Ltd., a geotechnical drone services company, a Non-Executive Director of Graph Blockchain Inc. and Managing Director of a privately held Corporate Finance & Investment entity. He also works closely with several Family Offices that seek access to an array of transformational opportunities and is also a former Founder and CEO of a TSX Venture Exchange Top 50 Company.

Paul Gurney (Age 45)

Paul has more than 15 years' experience of capital markets, most recently as a Managing Director of the Bank of Montreal's ("BMO") equity desk in London. For over a decade, Paul led BMO's coverage of large institutional equity clients in Europe and Asia-Pacific. BMO is a top 10 bank in North America, with a strong capital markets business and significant exposure to the public markets. Prior to BMO, Paul spent seven years as a senior salesperson at IBM. Throughout his career, Paul has had experience in researching companies, syndicating transactions, structuring deals and providing value-added advice to institutional and corporate clients across multiple sectors. Paul has extensive knowledge of the gold, copper, cobalt, nickel, iron ore, lithium and other battery metals markets, built over a decade of marketing companies in Europe and Asia-Pacific. Paul received a Bachelor of Science in Computer Science from the University of Western Ontario and an MBA from the University of Toronto.

Senior Managers

Rory Kutluoglu – Chief Operating Officer

Rory Kutluoglu is a Canadian geologist with more than fifteen years of exploration experience in a wide variety of commodities across North America. He has worked for Wallbridge Mining, Aeroquest Surveys Limited, Equity Exploration Consultants Ltd., Goldfields Canada, Kiska Metals Corp. and Kaminak Gold Corporation. Currently he works on the technical team with Cronin and is a Director of Tamas. Rory obtained his Bachelor of Science degree in Geology from Lakehead University is a registered Professional Geoscientist and is a Fellow of the Society of Economic Geologists.

David Robinson – Chief Financial Officer

David Robinson is a CPA and CA with over 15 years of accounting and capital markets experience. Mr. Robinson provided audit, tax and consulting services to private and public companies for a number of years at MNP LLP before moving to the TELUS Pension Fund as a senior analyst where he gained significant exposure to equity portfolio management and commercial lending. He is currently the CFO for the Cronin group of companies, a resource focused merchant banking and advisory services firm.

Cam Bartsch – Vice President Exploration

Cam Bartsch is a professional geologist with over 20 years of industry experience on projects across the mining life cycle, from exploration to production. His focus has been on structural and economic geology while exploring for base and precious metals throughout North and South America, Eastern Europe, and Western Asia. Cam was previously Senior Structural Geologist with Terrane Geoscience Inc., worked at the British Columbia Securities Commission, Dundee Precious Metals and Sabina Gold and Silver Corp.

2. Corporate governance

With a Standard Listing, the Group is not required to comply with the provisions of the UK Corporate Governance Code. The Directors are committed to maintaining high standards of corporate governance and propose, so far as is practicable given the Group's size and nature, to adopt and comply with the QCA Code.

The Group will hold timely board meetings as issues arise which require the attention of the Board. The Board is responsible for the management of the business of the Group, setting the strategic direction of the Group and establishing the policies of the Group. It is the Directors' responsibility to oversee the financial position of the Group and monitor the business and affairs of the Group, on behalf of the Shareholders, to whom they are accountable. The primary duty of the Directors is to act in the best interests of the Group at all times. The Board also addresses issues relating to internal control and the Group's approach to risk management and has formally adopted an anti-corruption and bribery policy.

The Directors have established an audit committee, a nomination committee and a remuneration committee with formally delegated duties and responsibilities.

Emma Priestley and Paul Gurney are considered by the Board to be independent Non-Executive Directors.

Audit committee

The audit committee, which currently comprises Andrew Male (chairperson), Emma Priestley and Paul Gurney, has the primary responsibility for monitoring the quality of internal control and ensuring that the financial performance of the Company is properly measured and reported on and for reviewing reports from the Company's auditors relating to the Company's accounting and internal controls. The committee is also responsible for making recommendations to the Board on the appointment of auditors and the audit fee and for ensuring the financial performance of the Company is properly monitored and reported. The audit committee will meet not less than three times a year.

Remuneration committee

The remuneration committee, which currently comprises Emma Priestley (chairperson) and Andrew Male, is responsible for the review and recommendation of the scale and structure of remuneration for senior management, including any bonus arrangements or the award of share options with due regard to the interests of the Shareholders and the performance of the Company.

Nomination committee

The nomination committee, which currently comprises Emma Priestley (chairperson) and Andrew Male, is responsible for reviewing and recommending nominees as new directors to the Board.

Market Abuse Regulation

The Company has adopted a share dealing policy which sets out the requirements and procedures for the Board and applicable employees' dealings in any of its Ordinary Shares in accordance with the provisions of UK MAR.

3. Managing Conflicts of Interest

Kyler Hardy, is a director of the Company and also a director of and a significant shareholder in Cronin Services. Pursuant to the terms of a management services agreement dated 1 June 2021, Cronin Services was appointed to provide certain services to the Company, including but not limited to provision of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Vice President Exploration, back office management services, full cycle accounting services, the preparation of quarterly and annual financial statements and MD&A, liaising with and coordinating with auditors and legal counsel, coordination of communications and marketing and provision of office space in Vancouver, British Columbia, Canada.

In return for the provision of such services, Cronin Services is paid a sum of \$111,083 USD per annum, payable monthly in arrears. Cronin Services appoints an individuals, who shall carry out the services on behalf of Cronin Services. These individuals currently are:

- Samuel "Kyler" Hardy (CEO)
- Rory Kutluoglu (COO)
- David Robinson (CEO)
- Cam Batsch (VP Exploration)

The engagement of Cronin Services shall remain in force indefinitely until either Cronin Services gives the Company two months written notice or the Company gives Cronin Services three months' written notice. The Company shall reimburse all reasonable expenses properly and necessarily incurred by the Cronin Services or the individual appointed thereunder.

In view of Kyler Hardy's relationship with Cronin Services, provisions have been included in the management services agreement to manage the relationship between the Company and Cronin Services to ensure that it is conducted at arm's length and on normal commercial terms.

Accordingly, it has been agreed by the Board that in the event of any proposed amendment or waiver to the terms of the agreement, the independent non-executive director shall negotiate and determine any such amendments or waivers. In addition, in the event of any dispute between the Company and Cronin Services in relation to the management services agreement, the independent non-executive director shall be responsible for managing such dispute on behalf of the Company.

The management services agreement also contains certain covenants which prevent Cronin Services or the group of companies of which it is a member ("**Cronin Group**") from competing with the Company's business. In particular, it requires the Cronin Group to give a first right of refusal on any potential acquisition opportunities it becomes aware of to the Company. Those Cronin Group companies must also not, without the prior written consent of the Board or as previously disclosed, be interested in any other business which is of a similar nature to and competes with, that carried out by the Company.

PART III

OPERATING AND FINANCIAL REVIEW

SECTION (A) OPERATING AND FINANCIAL REVIEW OF THE GROUP

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the Group Financial Information included in Section (B) “Financial Information of the Group” of Part IV “Financial Information” of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the Group Interim Financial Information, the Group Financial Information and the other information in this Document. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 29 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled “Risk Factors” on pages 12 to 24 of this Document.

Summary Statements of Comprehensive Income

Summarised below are the audited consolidated Statements of Comprehensive Income of the Group for each of the years ended 30 June 2020 and 30 June 2021, together with the unaudited consolidated interim Statement of Comprehensive Income of the Group for the six-month period ended 31 December 2021:

	Audited Year ended 30 June 2020 £	Audited Year ended 30 June 2021 £	Unaudited 6 months ended 31 December 2021 £
Unrealised gain/(loss) on financial investments	—	1,412,787	(1,825,446)
Realised gain on financial investments	—	12,996	—
Profit on disposal of exploration & evaluation asset sales	5,911	2,560,070	217,410
Income	5,911	3,985,853	(1,608,036)
Administrative expenses	(184,272)	(872,422)	(1,202,182)
Listing fees	(557,992)	(2,365,634)	—
Bad debts	(384,614)	—	—
Impairment of financial investments	—	(1,502,671)	(73,359)
Unrealised foreign exchange gain/(loss)	5,631	(193,772)	5,643
Finance income	41,798	46,586	73,359
Loss before tax	(1,073,538)	(902,060)	(2,804,575)
Income tax	—	—	—
Loss for the year	(1,073,538)	(902,060)	(2,804,575)

Source: Audited financial statements and unaudited interim financial information

Summary Statements of Financial Position

Summarised below are the audited consolidated Statements of Financial Position of the Group as at 30 June 2020 and 30 June 2021, together with the unaudited consolidated Statement of Financial Position of the Group as at 31 December 2020:

	Audited 30 June 2020 £	Audited 30 June 2021 £	Unaudited 31 December 2021 £
Investments	28,306	4,353,318	2,631,507
Royalty asset	178,232	1	1
Exploration and evaluation assets	228,863	30,679	93,971
Non-current assets	435,401	4,383,998	2,725,479
Other receivables	2,971	518,849	239,885
Tax receivable	8,290	3,381	4,495
Convertible loan note receivable	459,964	—	—
Cash and cash equivalents	6,478	1,277,617	735,810
Current assets	477,703	1,799,847	980,190
Total assets	913,104	6,183,845	3,705,669
Share capital	50,120	560,520	561,020
Share premium	2,163,168	10,905,507	10,920,007
Reverse asset acquisition reserve	—	(4,134,019)	(4,134,019)
Share option and warrant reserve	36,645	511,501	674,588
Retained losses	(1,652,868)	(2,554,928)	(5,359,502)
Equity	597,065	5,288,581	2,662,094
Trade and other liabilities	316,039	895,264	1,043,575
Current and total liabilities	316,039	895,264	1,043,575
Total equity and liabilities	913,104	6,183,845	3,705,669

Source: Audited financial statements and unaudited interim financial information

Summary statements of cash flows

Summarised below are the audited consolidated statements of cash flows of the Group for each of the years ended 30 June 2018, 30 June 2019 and 30 June 2020, together with the unaudited consolidated statement of cash flows of the Group for the six-month period ended 31 December 2020:

	Audited Year ended 30 June 2020 £	Audited Year ended 30 June 2021 £	Unaudited 6 months ended 31 December 2020 £
Loss before tax	(1,073,538)	(902,060)	(2,804,575)
<i>Adjustments for non-cash items:</i>			
Exploration and evaluation asset sales	(28,279)	(2,186,891)	17,039
Change in fair value of investments	—	(1,412,787)	1,825,446
Gain on sale of investments	—	(12,996)	—
Impairment loss	—	1,502,671	73,359
Interest income	(42,012)	(36,021)	(73,359)
Administrative expense	—	—	15,000
Unrealised foreign exchange gain/(loss)	217	(155,069)	(14,969)
Finance charge	15,536	200,000	—
Listing fees	557,992	2,365,634	—
Consulting fees	—	—	32,560
Bad debts	384,614	—	—
Stock-based compensation	80,501	—	159,292
<i>Working capital adjustments:</i>			
Change in other receivables	(5,357)	(406,449)	277,850
Change in trade and other payables	104,278	(542,836)	148,312
Cash used in operating activities	(6,048)	(1,586,804)	(344,045)
Funds received on sale of investments	—	195,510	—
Funds spent on investments	(27)	(173,786)	(312)
Cash received in reverse take-over	8,599	860,389	—
Exploration and evaluation expenses	—	(29,675)	(197,450)
Cash from investing activities	8,572	852,438	(197,762)
Issue of Ordinary Shares	—	2,008,773	—
Ordinary Shares cancelled	—	(3,268)	—
Cash from financing activities	—	2,005,505	—
Net cash inflow/(outflow) for the year/period	2,524	1,271,139	(541,807)
<i>Cash brought forward</i>	<i>3,954</i>	<i>6,478</i>	<i>1,277,617</i>
Cash carried forward	6,478	1,277,617	735,810

Source: Audited financial statements and unaudited interim financial information

Presentation of the Group Financial Information and the Group Interim Financial Information

The Company acquired the entire issued share capital of each of Cloudbreak, Howson, Cabox and 1278953 B.C., by way of share exchange, on 2 June 2021. On 29 June 2021, Cloudbreak, Howson, Cabox and 1278953 B.C. were amalgamated into Cloudbreak Canada, resulting in Cloudbreak Canada becoming a wholly-owned subsidiary of the Company. The acquisition of Cloudbreak Canada constituted a reverse acquisition in as much as the shareholders of Cloudbreak Canada now own a majority of the Ordinary Shares of the Company. In substance, the shareholders of

Cloudbreak Canada acquired a controlling interest in the Company and the transaction has therefore been accounted for as a reverse acquisition. The audited historical financial information for each of the two years ended 30 June 2021 and 30 June 2020 is presented as if the amalgamation of Cloudbreak, Howson, Cabox and 1278953 B.C. into Cloudbreak Canada was affected on 1 July 2019. In accordance with reverse acquisition accounting principles, these consolidated financial statements represent a continuation of the consolidated financial statements of Cloudbreak Canada and include:

- the assets and liabilities of Cloudbreak Canada at their pre-acquisition carrying amounts and the results for both the years ended 30 June 2020 and 30 June 2021; and
- the assets and liabilities of the Company as at 30 June 2021 and its results from 2 June 2021 to 30 June 2021.

The unaudited consolidated interim financial information includes the assets and liabilities of the Group as at 31 December 2021 and the Group's results for the six-month period then ended.

Results for the year ended 30 June 2020

Overview

During the year ended 30 June 2020, the Directors investigated a number of acquisition opportunities in the minerals and oil & gas sectors. These due diligence activities did not produce an opportunity that the Directors believed was suitable of pursuing. Part way through the year, the Directors changed the Group's acquisition strategy to focus on the wider energy sector.

Trading results

No revenues were reported during the year ended 30 June 2020, however, a profit of £5,911 was reported on the sale of exploration and evaluation assets. The Group reported a loss before tax of £1,073,538, comprising administrative expenditure of £184,272, listing fees of £557,992, bad debt write-offs of £384,614, an unrealised foreign exchange gain of £5,631 and finance income of £41,798.

The £184,272 administrative fees comprised:

	Audited Year ended 30 June 2020 £
Professional fees	145,790
Consulting fees	2,955
Transfer agent and filing fees	695
Other expenses	34,832
Administrative expenses	184,272

The listing fees of £557,992 were incurred in relation to the merger of Cloudbreak with Ridge Royalty Corp. on 19 May 2020.

The total number of Directors who served during the year ended 30 June 2020 was four. There were no employees of the Group. The four Directors were paid aggregate directors' and consulting fees of £nil during the year.

Due to the loss-making nature of the Group, no charge to corporation tax was reported during the year.

Following the loss for the year of £1,073,538, the retained deficit carried forward as at 30 June 2020 was £1,652,868.

Cash flows, financing and capital reserves

During the year ended 30 June 2020, the Group reported a net cash inflow of £2,524 from all sources, resulting in a closing cash balance of £6,478.

The principal source of cash inflow during the year was the Group's investing cash flows of £8,572, comprising the cash received on completion of the reverse takeover of £8,599, offset by £27 cash expenditure on investments.

The £8,572 cash inflow from investing activities was offset by a £6,048 net cash outflow for the year from operating activities.

Total assets

As at 30 June 2020, the Group's total assets of £913,104 comprised non-current assets of £435,401 and current assets of £477,703.

Non-current assets

The Group's non-current assets of £435,401 comprised £228,863 of exploration and evaluation assets, £178,232 of Royalty assets and £28,306 of investments.

Exploration and evaluation assets

The Group's exploration and evaluation assets of £228,863 comprised:

		Audited Year ended 30 June 2020 £
	Location	
Caribou property	British Columbia	1
Gold Vista property	British Columbia	5,941
La Blache property	British Columbia	29,704
Spectrum property	British Columbia	75,880
Silver Vista property	British Columbia	53,470
Silver Switchback property	British Columbia	4,456
Rupert property	British Columbia	59,411
Exploration and evaluation assets		228,863
<i>Cost b/fwd as at 1 July 2019</i>		<i>28,576</i>
<i>Additions (non-cash)</i>		<i>200,287</i>
Cost c/fwd as at 30 June 2020		228,863

- **Caribou property**

On 20 November 2017, the Group acquired the Caribou mineral property for £1 from a company controlled by the CEO of the Group. As at 30 June 2021 the carrying value of the property was included at £1. On 2 June 2020, the Group entered into an option agreement with Norseman Silver Inc., a company with a common director, under which Norseman Silver Inc. may acquire up to a 100% interest in the Caribou Property subject to a 2% net smelter return to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Caribou property, it must pay the Group an aggregate of C\$80,000, issue 2,750,000 common shares of Norseman Silver Inc. and incur exploration expenses of C\$225,000 over three years. Norseman Silver Inc. will have the right to repurchase one-half (1%) of the 2% net smelter return for C\$1,000,000.

- **Gold Vista property**

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Gold Vista property. To earn a 100% interest, the Group must make aggregate cash payments of C\$65,000 (of which C\$30,000 has been paid as at 30 June 2021), issue

1,375,000 shares in the Group and incur work commitments on the property of C\$225,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

- *La Blache property*

On 20 May 2019, the Group purchased 100% of the La Blache mineral claims in Cote-Nord, Quebec for C\$50,000.

On 18 June 2020, the Group and Cronin Services, a company controlled by the CEO and President of the Group (collectively known as “**Vendors**”), entered into a definitive agreement with Tamas for the sale of 100% interest in the property for 10,000,000 Tamas shares, C\$30,000 in cash payments and a 2% net smelter return to the Group. Tamas has the right to repurchase one-half (1%) of the net smelter return for C\$2,500,000.

- *Spectrum property*

On 10 January 2019, the Group entered into an option agreement to acquire 100% interests in the Spectrum property located in the Lillooet Mining Division of British Columbia. In order to exercise the option, the Group must pay an aggregate of C\$70,000 in cash (of which C\$50,000 has been paid as at 30 June 2021), issue 1,200,000 common shares (of which 675,000 had been issued by 30 June 2021), and incur work commitments of C\$1,250,000 (of which C\$50,000 had been incurred as at 30 June 2021) over three years. The property is subject to a 3% net smelter return which the Group may acquire 1% for C\$1,000,000.

- *Silver Vista property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Vista property located in British Columbia, Canada. To earn a 100% interest, the Group will need to make aggregate cash payments of C\$65,000 (of which C\$20,000 had been paid as at 30 June 2021), issue 1,375,000 shares (of which 370,000 shares had been issued at a value of C\$75,000 as at 30 June 2021) in the Group and incur work commitments on the property of C\$275,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

- *Silver Switchback property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Switchback property located in British Columbia, Canada. To earn a 100% interest, the Group must make aggregate cash payments of C\$75,000 (of which \$15,000 had been paid as at 30 June 2021), issue 1,850,000 shares (of which 250,000 shares had been issued as at a value of C\$40,000 as at 30 June 2021) in the Group and incur work commitments on the property of C\$475,000 over three years. The property is subject to a 2% net smelter return which the Group may re-purchase 1.5% for C\$1,250,000.

- *Rupert property*

On 11 September 2018, the Group entered into an asset purchase agreement with a company controlled by a director of the Group and two unrelated persons to purchase the Rupert property, located in British Columbia, Canada. As consideration for the property, the Group issued 2,000,000 common shares valued at C\$100,000 and granted a 2% net smelter return. At any time, 1% of the net smelter return can be purchased by the Group for C\$1,500,000. Of the common shares issued to acquire the property, 1,000,000 were issued to a company that was controlled by a director of the Group. The Group also agreed to incur aggregate expenditures on the property of C\$800,000 (of which C\$100,000 had been incurred as at 30 June 2021).

Royalty asset

As at 30 June 2020, the Group had a non-current Royalty asset with a carrying value of £178,232. On 5 April 2017, the Group purchased a 1.50% production Royalty on the Apple Bay property located in British Columbia, Canada. The production Royalty was purchased for 3,000,000 shares of the Group at a deemed value of C\$0.10 per share from a company controlled by the CEO of the Group.

Investments

As at 30 June 2020, the Group had a non-current investments with a carrying value of £28,306, all of which were additions during the year. The additions comprised:

- Imperial Helium Corp.
On 20 April 2020, the Group purchased 450,000 preferred shares in Imperial Helium Corp. for C\$45 (£26).
- Linceo Resources Corp.
On 17 August 2019, the Group sold the Granny Smith and Fuji mineral claims to Linceo Media Group, a company with a director in common, for 4,000 shares in Linceo at a value of C\$47,600 (£27,793) and retained a 2.5% net smelter return on each property.

Current assets

The Group's current assets of £477,703 comprised a convertible loan note to the value of £459,964, tax receivable of £8,290, other receivables of £2,971 and cash and cash equivalents of £6,478.

Convertible loan note

On 20 March 2019, the Group issued a US\$500,000 (£361,847) unsecured convertible loan note to Anglo-African Minerals plc. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had an original maturity date of 20 September 2019. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. The maturity date of the convertible loan note was subsequently extended to 20 March 2020, and the Group was issued 21,029,978 Anglo-African Minerals plc warrants per the terms of the extension. These warrants have a strike price of US\$0.025 per share, with an expiry date of 19 September 2021.

Other receivables

Other receivables of £2,971 comprise £2,971 of sundry debtors and a fully impaired loan due from Symerton Holdings S.A to the value of £119,468. On 20 December 2014 the Group entered into a loan agreement with Symerton Holdings S.A in which the Group lent Symerton Holdings S.A US\$150,000 (equivalent to £119,468). The loan is unsecured and bears an interest rate of 12% per annum. The Directors have fully impaired the loan as at 30 June 2020.

Equity

As at 30 June 2020, the Group's equity comprised share capital of £50,120, share premium of £2,163,168, a share option and warrant reserve of £36,645 and a retained deficit of £1,652,868. In aggregate, the Group's equity had a carrying value of £597,065 at the year end.

The share capital balance of £50,120 comprises the aggregate nominal value of the issued Shares of £0.001 of the Company. During the year, an aggregate 6,553,778 Shares were issued, comprising:

- on 11 May 2020, 1,355,000 common shares at C\$0.10 (£0.058) per share were issued to a consultant of the Group for professional services. These were recorded as share-based payments of C\$135,500 (£80,501);
- on 19 May 2020, the Cloudbreak merged with Ridge Royalty Corp. pursuant to which Ridge Royalty Corp. amalgamated with Cloudbreak's wholly owned subsidiary 1237611 B.C. Ltd. and became a 100% owned subsidiary of Cloudbreak. Under the transaction, Cloudbreak issued an aggregate of 26,485,071 post consolidated common shares *pro rata* to Ridge Royalty Corp. shareholders. After the merger, Cloudbreak had 31,683,849 common shares issued and outstanding. Upon closing, former Ridge Royalty Corp. shareholders will hold approximately 84% of the outstanding shares of Cloudbreak. After merger, three properties of Ridge Royalty Corp.: La Blache property, Caribou property and Apple Bay property were included in the Group's exploration and evaluation assets of Cloudbreak. A listing expense of C\$944,011 (£557,992) was recorded.

As at 30 June 2020, the Company had 50,119,849 Shares in issue with a nominal value of £50,120.

The share premium balance of £2,163,168 comprises the difference between the aggregate prices of issued Shares of the Company and their aggregate nominal values. The increase in share premium during the year reflects the aggregate share premium of £452,197 arising from the issue of the above Shares.

The share option and warrant reserve of £36,645 represents the value of Shares to be issued under the Company's options and warrants. The increase on the reserve during the year related to the grant of 500,000 warrants granted to Howson at a weighted average exercise price of £0.06 each.

As at 30 June 2020, the Company had 950,000 options and 4,803,000 warrants in issue, comprising:

- 3,800,000 warrants issued to Cloudbreak, with a weighted average exercise price of £0.06, a weighted average remaining expected life of 1.55 years and a weighted average remaining contractual life of 1.55 years;
- 200,000 warrants issued to Cloudbreak, with a weighted average exercise price of £0.06, a weighted average remaining expected life of 1.63 years and a weighted average remaining contractual life of 1.63 years;
- 303,000 warrants issued to Cloudbreak, with a weighted average exercise price of £0.23, a weighted average remaining expected life of 1.02 years and a weighted average remaining contractual life of 1.02 years; and
- 950,000 options issued to Cloudbreak, with a weighted average exercise price of £0.03, a weighted average remaining expected life of 3.75 years and a weighted average remaining contractual life of 3.75 years.

The retained deficit of £1,652,868 is the aggregate value of all retained profits and losses of the Group since incorporation. The movement of £1,073,538 reflects the reported loss after tax for the year.

Current and total liabilities

As at 30 June 2020, the Group's current and total liabilities of £316,039 comprised trade payables of £156,205 and accruals and other payables of £159,834.

Net assets

As at 30 June 2020, the Group had total assets of £913,104 and total liabilities of £316,039, resulting in net assets of £597,065.

Results for the year ended 30 June 2021

Acquisition of Cloudbreak Canada

On 2 June 2021, the Company acquired the entire issued share capital of Cloudbreak, Howson, Cabox and 1278953 B.C. (together "Cloudbreak Canada"), which are private companies incorporated in British Columbia, by way of share exchange. These entities amalgamated on 29 June 2021, and were renamed Cloudbreak Canada.

Although the transaction resulted in Cloudbreak Canada becoming a wholly owned subsidiary of the Company, the transaction constitutes a reverse acquisition in as much as the shareholders of Cloudbreak Canada own a majority of the outstanding ordinary shares of the Company. In substance, the shareholders of Cloudbreak Canada acquired a controlling interest in the Company and the transaction has therefore been accounted for as a reverse acquisition.

As the Company was engaged in acquiring Cloudbreak Canada and raising equity financing to provide the required funding for the operations of the acquisition and listing on the main market of the LSE, it did not meet the definition of a business according to the definition in IFRS 3. Accordingly, this reverse acquisition did not constitute a business combination and was accounted for in accordance with IFRS 2 "*Share-based payment*" and IFRIC guidance, with the difference between the equity value given up by the Cloudbreak Canada shareholders and the share of the fair value of net assets gained by the Cloudbreak Canada shareholders charged to the Statement of Comprehensive Income as the cost of acquiring an LSE quoted listing, being £2,365,634.

In accordance with reverse acquisition accounting principles, the audited consolidated financial information for the year ended 30 June 2021 represents a continuation of the consolidated financial information of Cloudbreak Canada and includes:

- the assets and liabilities of Cloudbreak Canada at their pre-acquisition carrying amounts and the results for both periods; and
- the assets and liabilities of the Company as at 30 June 2021 and its results from 2 June to 30 June 2021.

On 2 June 2021, the parent company issued 216,182,566 Shares for the issued and outstanding capital of Cloudbreak Canada. On that date, the quoted share price of the Company was £0.03 and therefore this valued the investment in Cloudbreak Canada at £6,485,477.

As the legal subsidiary, Cloudbreak Canada, was treated as the accounting acquirer and the Company was treated as the accounting subsidiary, the fair value of the shares and warrants and options deemed to have been issued by Cloudbreak Canada was calculated at £2,764,950, based on an assessment of the purchase consideration for a 100% holding in the Company.

The fair value of net assets of the Company at the date of acquisition was as follows:

	£
Cash and cash equivalents	860,389
Receivables	215,267
Liabilities	(1,122,063)
Net assets	(46,407)

The fair value of shares issued for Cloudbreak Canada's net assets and the warrants and options assumed upon acquisition was as follows:

	£
Warrants	21,092
Options	99,572
Common shares issued	2,198,563
Total deemed cost	2,319,227

The difference between the deemed cost and the fair value of the net assets acquired of £2,365,634 was expensed in accordance with IFRS 2 "*Share based payments*", reflecting the economic cost to the Cloudbreak Canada shareholders of acquiring a quoted entity.

A reverse asset acquisition reserve was also recorded of £4,134,019, which represents the retained losses of the Company before acquisition and the Company equity at reverse acquisition.

Trading results

During the year ended 30 June 2020, an unrealised gain on financial investments of £1,412,787 (2020: £nil) was recorded, a realised gain on financial investments of £12,996 (2020: £nil) and a profit of £2,560,070 (2020: profit of £5,911) was reported on the sale of exploration and evaluation assets. The Group reported a loss before tax of £902,060 (2020: £1,073,538), comprising administrative expenditure of £872,422 (2020: £184,272), listing fees of £2,365,634 (2020: £557,992), an impairment of financial assets of £1,502,671 (2020: £nil), an unrealised foreign exchange loss of £193,772 (2020: gain of £5,631) and finance income of £46,586 (2020: £41,798).

The £872,422 (2020: £184,272) administrative fees comprised:

	Audited Year ended 30 June 2021 £	Audited Year ended 30 June 2020 £
Professional fees	279,568	145,790
Consulting fees	302,485	2,955
Finance charge (<i>Crescita Capital commitment fee</i>)	200,000	—
Transfer agent and filing fees	65,178	695
Other expenses	25,191	34,832
Administrative expenses	872,422	184,272

The listing fees of £2,365,634 were incurred in relation to the reverse acquisition of the Company by Cloudbreak on 2 June 2020. This charge relates to the difference between the deemed cost and the fair value of the net assets acquired, reflecting the economic cost to the Cloudbreak Canada shareholders of acquiring a quoted entity.

The total number of Directors who served during the year ended 30 June 2020 was four (2020: four). There were no employees of the Group (2020: none). The four Directors were paid aggregate directors' and consulting fees of £23,760 during the year (2020: £nil).

Due to the loss-making nature of the Group, no charge to corporation tax was reported during the year (2020: £nil).

Following the loss for the year of £902,060 (2020: £1,073,538), the retained deficit carried forward as at 30 June 2021 was £2,554,928 (2020: £1,652,868).

Cash flows, financing and capital reserves

During the year ended 30 June 2021, the Group reported a net cash inflow of £1,271,139 from all sources (2020: inflow of £2,524), resulting in a closing cash balance of £1,277,617 (2020: £6,478).

The principal sources of cash inflows during the year were the Group's financing cash flows of £2,005,505 (2020: £nil) and its investing cash flows of £852,438 (2020: £8,572). The Group's financing cash flows comprised £2,008,773 from the issue of Shares (2020: £nil), offset by the cancellation of £3,268 of Shares (2020: £nil). The Group's investing cash flows comprised cash received on the reverse take-over of £860,389 (2020: £8,599), funds received on the sale of investments of £195,510 (2020: £nil), offset by £173,786 expenditure on investments (2020: £27) and exploration and evaluation expenditure of £29,675 (2020: £nil).

The cash inflows from financing activities of £2,005,505 (2020: £nil) and investing activities of £852,438 (2020: £8,572) was offset by a £1,586,804 net cash outflow for the year from operating activities (2020: outflow of £6,048).

Total assets

As at 30 June 2021, the Group's total assets of £6,183,845 (2020: £913,104) comprised non-current assets of £4,383,998 (2020: £435,401) and current assets of £1,799,847 (2020: £477,703).

Non-current assets

The Group's non-current assets of £4,383,998 (2020: £435,401) comprised £4,353,318 (2020: £28,306) of investments, £30,679 (2020: £228,863) of exploration and evaluation assets and £1 (2020: £178,232) of Royalty assets.

Investments

As at 30 June 2021, the Group had a non-current investments with a carrying value of £4,353,318 (2020: £28,306). The movement during the year in the carrying value was as follows:

	Level 1 £	Level 2 £	Level 3 £	Total £
<i>As at 30 June 2020</i>	—	—	28,306	28,306
Additions	3,008,047	—	434,090	3,442,137
Disposal proceeds (<i>cash</i>)	(195,510)	—	—	(195,510)
Realised gain on sale of investments (<i>income</i>)	12,996	—	—	12,996
Fair value changes	1,412,787	—	—	1,412,787
Foreign exchange changes	85,743	—	—	85,743
Impairment	—	—	(433,141)	(433,141)
As at 30 June 2021	4,324,063	—	29,255	4,353,318

The additions comprised:

- Imperial Helium Corp.**
 On 20 April 2020, the Group purchased 450,000 preferred shares in Imperial Helium Corp. for C\$45 (£26). On 15 December 2020, 45,000 of these preferred shares were converted into common shares for no additional consideration. On 11 December 2020, the Group purchased C\$110,000 (£66,138) in Imperial Helium Corp. convertible debenture notes that yielded 10%. On 18 May 2021, the convertible debenture converted into 575,767 ordinary shares of Imperial Helium Corp.. As at 30 June 2021, the fair value of the Imperial helium Corp. shares was £107,679.
- Temas Resources Corp.**
 On 23 September 2020, the Group sold its La Blache property to Temas Resources Corp. for a cash payment of C\$30,000 (£17,517) and 10,000,000 Temas Resources Corp. shares which had a value at that time of C\$2,000,000 (£1,167,815). The Group retained a 2% net smelter return on the La Blache Property. The Temas Resources Corp. shares are subject to pooling restrictions, with 2,500,000 Temas Resources Corp. shares released 23 March 2021 and a further 7,500,000 Temas Resources Corp. shares released on 23 September 2021.
- Norseman Silver Inc.**
 On 19 August 2020, the Group received 1,000,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Caribou property. The Norseman Silver Inc. shares had a value of C\$50,000 (£29,195) when received.
 On 27 August 2020, the Group received 370,000 shares in Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Silver Switchback property. The Norseman Silver Inc. shares had a value of C\$83,250 (£48,610) when received.
 On 9 December 2020, the Group sold its New Moon property to Norseman Silver Inc., in exchange for C\$10,000 (£5,839) and 2,500,000 Norseman Silver Inc. common shares. The Group retained a 2.0% net smelter return Royalty on the property.
 On 6 January 2021, the Group sold and transferred 1,350,000 Norseman Silver Inc. common shares for gross proceeds of C\$337,500 (£197,068).
 On 1 March 2021, the Group participated in a private placement whereby it purchased 1,200,000 shares in Norseman Silver Inc. at \$0.25 per share for a cost of C\$300,000 (£175,172).
 On 30 April 2021, the Group received 2,000,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Silver Vista property. The Norseman Silver Inc. shares had a value of C\$760,000 (£443,770) when received.

- **Buscando Resources Corp.**
On 31 December 2020, the Group sold its Rupert property to Buscando Resources Corp., in exchange for 1,000,000 shares in Buscando Resources Corp. at a value of C\$50,000 (£29,195).
- **Linceo Resources Corp. (impaired)**
On 17 August 2019, the Group sold the Granny Smith and Fuji mineral claims to Linceo Media Group, a company with a director in common, for 4,000 shares in Linceo at a value of C\$47,600 (£27,793) and retained a 2.5% net smelter return on each property. During the year ended 30 June 2021, the Group impaired the shares in Linceo to C\$1.
- **Anglo African Minerals plc shares (impaired)**
On 2 June 2021, the Group acquired 12,500,000 Anglo African Minerals plc share purchase warrants that had a conversion price of US\$0.03 and an expiry date of 1 July 2021 and acquired 11,000,000 Anglo African Minerals plc ordinary shares. The Group issued 1,200,000 ordinary shares to acquire the 12,500,000 Anglo African Minerals plc share purchase warrants (with a £36,000 value) and 3,520,000 ordinary shares (with a £105,600 value) to acquire the 11,000,000 Anglo African Minerals plc ordinary shares. The warrants expired on 1 July 2021, with the £36,000 impaired to US\$1. During the year ended 30 June 2021, the Group impaired the shares in Anglo African Minerals plc to US\$1.

Exploration and evaluation assets

The Group's exploration and evaluation assets of £30,679 (2020: £228,863) comprised:

		Audited Year ended 30 June 2021 £	Audited Year ended 30 June 2020 £
	Location		
Caribou property	British Columbia	1	1
South Timmins	British Columbia	16,080	—
Gold Vista property	British Columbia	1	5,941
La Blanche property	British Columbia	—	29,704
Spectrum property	British Columbia	—	75,880
Silver Vista property	British Columbia	1	53,470
Silver Switchback property	British Columbia	1	4,456
Rupert property	British Columbia	14,595	59,411
Exploration and evaluation assets		30,679	228,863
<i>Cost b/fwd as at 1 July 2020</i>		<i>228,863</i>	
Additions		97,058	
Net proceeds from sale		(2,855,312)	
Gain on sale (income)		2,560,070	
Cost c/fwd as at 30 June 2021		30,679	

- **Caribou property**
On 20 November 2017, the Group acquired the Caribou mineral property for £1 from a company controlled by the CEO of the Group. As at 30 June 2021 the carrying value of the property was included at £1. On 2 June 2020, the Group entered into an option agreement with Norseman Silver Inc., a company with a common director, under which Norseman Silver Inc. may acquire up to a 100% interest in the Caribou Property subject to a 2% net smelter return to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Caribou Property, it must pay the Group an aggregate of C\$80,000, issue 2,750,000 common shares of Norseman Silver Inc. and incur exploration expenses of C\$225,000 over three years. Norseman Silver Inc. will have the right to repurchase one-half (1%) of the 2% net smelter return for C\$1,000,000.

- *South Timmins property, Canada*

During the year ended 30 June 2021, the Group paid C\$27,540 (£16,080) in asset staking costs to acquire twelve mineral titles in Ontario, Canada, known as the South Timmins property. Subsequent to 30 June 2021, the Group optioned the South Timmins property.

- *Gold Vista property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Gold Vista property. To earn a 100% interest, the Group must make aggregate cash payments of C\$65,000 (of which C\$30,000 has been paid as at 30 June 2021), issue 1,375,000 shares in the Group and incur work commitments on the property of C\$225,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

On 6 October 2020, the Group entered into an option agreement with Deep Blue Trading, in which Deep Blue Trading may acquire up to a 100% interest in the Gold Vista Property subject to a 1% net smelter return to the Group. Deep Blue Trading will have the right to repurchase one-half (0.5%) of the net smelter return for C\$500,000 at any time prior to commercial production. In order for Deep Blue Trading to fully exercise the option on the Gold Vista property, they must pay the Group a C\$10,000 (£5,839 received as at 30 June 2021) and assume certain obligations payable to the original vendor.

- *La Blache property*

On 20 May 2019, the Group purchased 100% of the La Blache mineral claims in Cote-Nord, Quebec for C\$50,000.

On 18 June 2020, the Group and Cronin Services Ltd., a company controlled by the CEO and President of the Group (collectively known as “**Vendors**”), entered into a definitive agreement with Tamas Resources Corp. for the sale of 100% interest in the property for 10,000,000 Tamas Resources Corp. shares, C\$30,000 in cash payments and a 2% net smelter return to the Group. Tamas Resources Corp. has the right to repurchase one-half (1%) of the net smelter return for C\$2,500,000.

On 23 September 2020, the transaction closed with the Group receiving 10,000,000 Tamas Resources Corp. shares valued at C\$2,000,000 (£1,167,815) and C\$30,000 (£17,517). The 10,000,000 shares the Group received are subject to pooling restrictions as follows: 25% of the Tamas Resources Corp. shares were released from the pool on 23 March 2021, with the balance being released on 23 September 2021. Upon its sale, total value of C\$50,000 (£29,195) in exploration and evaluation assets attributed to La Blache property was expensed.

- *Spectrum property*

On 10 January 2019, the Group entered into an option agreement to acquire 100% interests in the Spectrum property located in the Lillooet Mining Division of British Columbia. In order to exercise the option, the Group must pay an aggregate of C\$70,000 in cash (of which C\$50,000 has been paid as at 30 June 2021), issue 1,200,000 common shares (of which 675,000 had been issued by 30 June 2021), and incur work commitments of C\$1,250,000 (of which C\$50,000 had been incurred as at 30 June 2021) over three years. The property is subject to a 3% net smelter return which the Group may acquire 1% for C\$1,000,000.

During the year ended 30 June 2021, the Group sold, transferred and assigned all of the Group’s right, title interest and obligations under its original Spectrum property option agreement to 1162832 BC Ltd. (the “**Vendor**”) for C\$10,000 (£5,839) cash. Upon the Vendor receiving at least 500,000 shares from the transfer, option, or other disposition of some or all of the Vendor’s interest in the Spectrum property (“**Consideration Shares**”), the Vendor will transfer to the Group at least 500,000 of those Consideration Shares. As a result of the sale, total value in exploration and evaluation assets of C\$117,722 (£49,456) attributed to the property was expensed in the year.

- *Silver Vista project*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Vista property located in British Columbia, Canada. To earn a 100% interest, the Group will need to make aggregate cash payments of C\$65,000 (of which C\$20,000 had been

paid as at 30 June 2021), issue 1,375,000 shares (of which 370,000 shares had been issued at a value of C\$75,000 as at 30 June 2021) in the Group and incur work commitments on the property of C\$275,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

During the year ended 30 June 2021, the Group made a payment of C\$80,000 (£46,713) to a prior optionor to fulfil prior option agreement obligation.

On 21 September 2020, the Group entered into an option agreement with Norseman Silver Inc., under which Norseman Silver Inc. may acquire up to a 100% interest in the Group's Silver Vista property subject to a 1% net smelter return payable to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Silver Switchback property, it must pay the Group C\$50,000 (of which £29,500 had been received as at 30 June 2021), and issue 2,000,000 common shares (of which C\$40,000 (£23,600) had been received and valued as at 30 June 2021). Norseman Silver Inc. will have the right to repurchase one-half (0.5%) of the net smelter return for C\$500,000.

- *Silver Switchback property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Switchback property located in British Columbia, Canada. To earn a 100% interest, the Group must make aggregate cash payments of C\$75,000 (of which \$15,000 had been paid as at 30 June 2021), issue 1,850,000 shares (of which 250,000 shares had been issued as at a value of C\$40,000 as at 30 June 2021) in the Group and incur work commitments on the property of C\$475,000 over three years. The property is subject to a 2% net smelter return which the Group may re-purchase 1.5% for C\$1,250,000.

On 27 August 2020, the Group entered into an option agreement with Norseman Silver Inc., under which Norseman Silver Inc. may acquire up to a 100% interest in the Group's Silver Switchback property subject to a 1% net smelter return to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Silver Switchback property, it must pay the Group C\$30,000 (received as at 30 June 2021), issue 750,000 common shares (of which 370,000 had been received as at 30 June 2021, valued at C\$83,250 (£46,610)), and assume certain obligations due to the original vendor over three years. Norseman Silver Inc. will have the right to repurchase one-half (0.5%) of the net smelter return from the Group for C\$500,000.

- *Rupert property*

On 11 September 2018, the Group entered into an asset purchase agreement with a company controlled by a director of the Group and two unrelated persons to purchase the Rupert property, located in British Columbia, Canada. As consideration for the property, the Group issued 2,000,000 common shares valued at C\$100,000 (£59,000) and granted a 2% net smelter return. At any time, 1% of the net smelter return can be purchased by the Group for C\$1,500,000. Of the common shares issued to acquire the property, 1,000,000 were issued to a company that was controlled by a director of the Group. The Group also agreed to incur aggregate expenditures on the property of C\$800,000 (of which C\$100,000 (£59,000) had been incurred as at 30 June 2021).

On 11 December 2020, the Group sold the Rupert property to Buscando Resources Corp., a company with a director in common. Payments to be received by the Group are as follows:

- C\$150,000 in total cash payments with C\$25,000 (£14,750) on closing (received as at 30 June 2021), C\$50,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange and C\$75,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange;
- 3,750,000 shares in total issued to the Group with 1,000,000 shares issued on closing (received and valued at C\$50,000 (£29,500) as at 30 June 2021), 1,250,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange and 1,500,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange; and
- C\$200,000 expenditures incurred on the property, with C\$100,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange, C\$100,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange.

As a result of the sale to Buscando Resources Corp., the original vendors waived the exploration commitments required by the Group under the 11 September 2018 agreement.

- **New Moon property**

On 20 August 2020, the Group acquired the New Moon property in British Columbia, Canada for acquisition costs of C\$6,188 (£3,651). On 9 December 2020, the Group sold the New Moon property to Norseman Silver Inc., in exchange for C\$10,000 (£5,800) (received as at 30 June 2021) and 2,500,000 Norseman Silver Inc. shares (of which C\$50,000 (£29,500) had been received and valued as at 30 June 2021). The Group retained a 2% net smelter return on the property. Norseman Silver Inc. will have the right to repurchase one-half (1.0%) of the net smelter return for C\$1,000,000 any time prior to commercial production.

Royalty asset

On 5 April 2017, the Group purchased a 1.50% production Royalty on the Apple Bay property located in British Columbia, Canada. The production Royalty was purchased for 3,000,000 shares of the Group at a deemed value of C\$0.10 per share from a company controlled by the CEO of the Group. As at 30 June 2021, the Royalty asset attributable to the Apple Bay property had a carrying value of £1 (2020: £178,232). During the year ended 30 June 2021, the Directors determined that the Royalty was impaired and reduced the balance to £1.

Current assets

The Group's current assets of £1,799,847 (2020: £477,703) comprised other receivables of £518,849 (2020: £2,971), a tax receivable of £3,381 (2020: £8,290) and cash and cash equivalents of £1,277,617 (2020: £6,478).

Other receivables

Other receivables of £518,849 (2020: £2,971) comprised £291,830 (2020: £nil) of prepayments, £227,019 (2020: £2,971) of sundry debtors and a fully impaired loan due from Symerton Holdings S.A to the value of £119,468. On 20 December 2014 the Group entered into a loan agreement with Symerton Holdings S.A in which the Group lent Symerton Holdings S.A US\$150,000 (equivalent to £119,468). The loan is unsecured and bears an interest rate of 12% per annum. The Directors have fully impaired the loan as at 30 June 2021.

Convertible loan notes

As at 30 June 2021, the Group had in issue the following convertible loan notes:

	Principal US\$	Principal £	Audited as at 30 June 2021 £	Audited as at 30 June 2020 £
Convertible loan note	500,000	361,847	450,591	459,964
Convertible loan note	420,000	303,744	350,718	—
Convertible loan note	49,750	35,949	44,000	—
Convertible loan note	250,000	180,500	220,281	—
Impairment provision		(1,065,590)	—	
			—	459,964

On 20 March 2019, the Group issued a US\$500,000 (£361,847) unsecured convertible loan note to Anglo-African Minerals plc. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had an original maturity date of 20 September 2019. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. The maturity date of the convertible loan note was subsequently extended to 20 March 2020, and the Group was issued 21,029,978 Anglo-African Minerals plc warrants per the terms of the extension. These warrants have a strike price of US\$0.025 per share, with an expiry date of 19 September 2021. As at 30 June 2021, the Directors impaired the balance down to US\$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc from Cronin Services Ltd., a company controlled by the Chairman and CEO of the Group, that had a principal value of US\$420,000 (£303,744) and accrued interest of US\$61,261 (£44,304) for total value of US\$481,261 (£348,048). The Group issued 14,166,790 ordinary shares and 7,083,395 share purchase warrants to acquire this note. Each share purchase warrant may be converted into one ordinary share of the Group at £0.05 per ordinary share and expires on 2 June 2025. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had a maturity date of 31 May 2021. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. As at 30 June 2021, the Directors impaired the balance down to US\$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc from Cronin Capital Corp., a company controlled by the Chairman and CEO of the Group, that had a principal value of US\$49,790 (£35,949) and accrued interest of US\$9,826 (£7,094) for total value of US\$59,617 (£43,043). The Group issued 1,630,832 ordinary shares and 1,630,832 share purchase warrants to acquire this note. Each share purchase warrant may be converted into one ordinary share of the Group at £0.05 per ordinary share and expires on 2 June 2025. The convertible loan note bears interest at 15% per annum and compounds monthly, is unsecured, and had a maturity date of 30 September 2020. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.005 per share. As at 30 June 2021, the Directors impaired the balance down to US\$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc by Reykers Nominees Limited that had a principal value of US\$250,000 (£180,500) and accrued interest of US\$52,776 (£38,104) for total value of US\$302,776 (£218,604). The Group also acquired 12,500,000 Anglo-African Minerals plc share purchase warrants that had a conversion price of US\$0.03 and expiry date of 1 July 2021 and acquired 11,000,000 Anglo-African Minerals plc ordinary shares. The Group issued 8,912,756 ordinary shares to acquire this convertible note, 1,200,000 ordinary shares to acquire the 12,500,000 Anglo-African Minerals plc share purchase warrants and 3,520,000 ordinary shares to acquire the 11,000,000 Anglo-African Minerals plc ordinary shares. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured and had a maturity date of 30 June 2020. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. As at 30 June 2021, the Directors impaired the balance down to US\$nil as collectability of the convertible loan was considered doubtful and the shares and warrants impaired.

Equity

As at 30 June 2021, the Group's equity comprised share capital of £560,520 (2020: £50,120), share premium of £10,905,507 (2020: £2,163,168), a reverse asset acquisition reserve of £(4,134,019) (2020: £nil), a share option and warrant reserve of £511,501 (2020: £36,645) and a retained deficit of £2,554,928 (2020: deficit of £1,652,868). In aggregate, the Group's equity had a carrying value of £5,288,581 at the year end (2020: £597,065).

The share capital balance of £560,520 comprises the aggregate nominal value of the issued Shares of £0.001 of the Company. During the year, an aggregate 100,097,045 Shares were issued. In addition, movements on the share capital and share premium accounts were the result of the Company's acquisition of Cloudbreak Canada on 2 June 2021. The movement in the share capital and share premium accounts during the year ended 30 June 2021 were as follows:

	Number of shares	Share capital £	Share premium £
<i>As at 30 June 2020</i>	<i>50,119,849</i>	<i>50,120</i>	<i>2,163,169</i>
Issues of shares	30,475,001	30,475	55,373
Transfer to reverse acquisition reserve	(80,594,850)	(80,595)	(2,218,542)
Recognition of Company equity at reverse acquisition	289,468,015	460,423	7,969,714
Issued – private placement	66,666,667	66,667	1,886,312
Issue of shares – acquisitions	29,430,378	29,430	853,481
Issue of shares – equity drawdown facility fee	4,000,000	4,000	196,000
As at 30 June 2021	389,565,060	560,520	10,905,507

- Issues of Shares:

- on 23 October 2020, the Group issued 575,000 common shares in relation to the Silver Vista Property and the Switchback Property option agreements;

Cabox

- on 22 July 2020, 5,000,001 shares in Cabox were cancelled;
- on 15 August 2020, 5,000,000 shares in Cabox were issued at C\$0.001 (£0.0005) per share for a gross proceeds of C\$5,000 (£2,920);
- on 15 December 2020, 30,000,000 shares in Cabox were issued at C\$0.001 (£0.0005) per share for a gross proceeds of C\$30,000 (£17,517).

Howson

- on 23 December 2020, there was a share buyback whereby 100,000 shares were purchased by Howson at a price of C\$0.05 per share for gross proceeds of C\$5,000 (£2,920);

Company

- on 2 June 2021, the Group issued 66,666,667 shares at a price of £0.03 per share for gross proceeds of £2,000,000;
- on 2 June 2021, the Group issued 4,000,000 shares at a price of £0.05 per share valued at £200,000 which was a 2% commission fee related to the equity investment facility;
- on 2 June 2021, the Group issued 29,430,378 shares at a price of £0.03 per share in relation to the acquisition of the Anglo African Minerals plc convertible notes;
- on 2 June 2021, the Group entered into a reverse takeover transaction. 73,285,449 ordinary shares were issued, and an additional 135,587,716 ordinary shares were issued through a reverse split.

The share premium balance of £10,905,507 (2020: £2,163,168) comprises the difference between the aggregate prices of issued Shares of the Company and their aggregate nominal values. The increase in share premium during the year reflects the aggregate share premium of £8,742,338 arising from the issues of the above Shares and corporate transactions.

The share option and warrant reserve of £511,501 (2020: £36,645) represents the value of Shares to be issued under the Company's options and warrants. The increase on the reserve during the year of £474,856 related to the following option issues, warrant cancellations and warrants assumed as a result of corporate transactions:

	Options #	Warrants #	Weighted average exercise price (£)
<i>As at 30 June 2020</i>	<i>950,000</i>	<i>4,803,000</i>	<i>0.05</i>
Cancelled – Howson options	(950,000)	—	0.03
Cancelled – Howson warrants	—	(500,000)	0.06
Cancelled – Cloudbreak warrants	—	(4,303,000)	—
Warrants assumed with reverse take-over	—	8,326,698	0.10
Warrants assumed with reverse take-over	—	636,625	0.01
Warrants assumed with reverse take-over	—	4,530,497	0.03
Warrants assumed with reverse take-over	—	19,978,776	0.0125
Issued – Anglo African Minerals plc acquisition	—	8,714,227	0.05
Issued – options	5,050,000	—	0.025
As at 30 June 2021	5,050,000	42,186,823	0.015

As at 30 June 2021, the Company had 5,050,000 options and 42,186,823 warrants in issue, comprising:

- 636,625 warrants, with a weighted average exercise price of £0.01, a weighted average remaining expected life of 0.55 years and a weighted average remaining contractual life of 0.55 years;
- 17,643,353 warrants, with a weighted average exercise price of £0.0125, a weighted average remaining expected life of 0.55 years and a weighted average remaining contractual life of 0.54 years;
- 928,598 warrants, with a weighted average exercise price of £0.0125, a weighted average remaining expected life of 0.63 years and a weighted average remaining contractual life of 0.63 years;
- 1,406,825 warrants, with a weighted average exercise price of £0.0125, a weighted average remaining expected life of 0.02 years and a weighted average remaining contractual life of 0.02 years;
- 8,714,227 warrants, with a weighted average exercise price of £0.05, a weighted average remaining expected life of 4.00 years and a weighted average remaining contractual life of 4.00 years;
- 4,530,497 warrants, with a weighted average exercise price of £0.03, a weighted average remaining expected life of 2.71 years and a weighted average remaining contractual life of 2.71 years;
- 8,326,698 warrants, with a weighted average exercise price of £0.10, a weighted average remaining expected life of 1.50 years and a weighted average remaining contractual life of 1.49 years;
- 5,050,000 options, with a weighted average exercise price of £0.025, a weighted average remaining expected life of 3.08 years and a weighted average remaining contractual life of 3.08 years.

The retained deficit of £2,554,928 (2020: £1,652,868) is the aggregate value of all retained profits and losses of the Group since incorporation. The movement of £902,060 (2020: £1,073,538) reflects the reported loss after tax for the year.

Current and total liabilities

As at 30 June 2021, the Group's current and total liabilities of £895,264 (2020: £316,039) comprised trade payables of £823,465 (2020: £156,205) and accruals and other payables of £71,799 (2020: £159,834).

Net assets

As at 30 June 2021, the Group had total assets of £6,183,845 (2020: £913,104) and total liabilities of £895,264 (2020: £316,039), resulting in net assets of £5,288,581 (2020: £597,065).

Bought deal facility

On 15 February 2021, the Group entered into a £10,000,000 bought deal facility with Crescita Capital. The Group can draw down funds from the £10,000,000 equity investment facility from time-to-time during the three-year term at the Group's discretion by providing a drawdown notice to Crescita Capital, and in return for each draw-down notice funded by Crescita Capital, the Group will allot, and issue fully paid common shares to Crescita Capital.

The shares issued in connection with any drawdown notice will be priced at the higher of

- the floor price set by the Group; and
- 90% of the average closing bid price resulting from the following ten days of trading after the drawdown notice ("**Pricing Period**").

The drawdown notice amount requested by the Group cannot exceed 700% of the average daily trading volume of the Pricing Period.

In connection with the bought deal facility, the Group paid a commitment fee. This fee consisted of a 2% commission to be paid in common shares, at a price of £0.05 per share (4,000,000 shares valued at £200,000) and warrants equal to 8% of the outstanding common shares of the Group (4,530,497 warrants valued at £46,092). The warrants have an exercise price of £0.10 per common share and expire three years from the grant date. The £200,000 commitment fee was recorded as a finance charge within administrative expenses in the Statement of Comprehensive Income.

Results for the six-month period ended 31 December 2021

Trading results

During the six-month period ended 31 December 2021, the Group recorded an unrealised loss on financial investments of £1,825,446 (six-months ended 31 December 2020: gain of £3,835,212) and a profit of £217,410 on the sale of exploration and evaluation assets (six-months ended 31 December 2020: gain of £1,188,890). The Group reported a loss before tax of £2,804,575 (six-months ended 31 December 2020: profit of £4,562,601), comprising administrative expenditure of £1,202,182 (six-months ended 31 December 2020: £453,908), an impairment of financial investments of £73,359 (six-months ended 31 December 2020: £nil), an unrealised foreign exchange gain of £5,643 (six-months ended 31 December 2020: loss of £26,442) and finance income of £73,359 (six-months ended 31 December 2020: £18,848).

The £1,202,181 (six-months ended 31 December 2020: £453,908) administrative fees comprised:

	Unaudited Six months ended 31 December 2021 £	Unaudited Six months ended 31 December 2020 £
Professional fees	87,858	196,369
Consulting fees	781,812	77,764
Share-based payments	159,292	78,562
Transfer agent and filing fees	21,826	5,518
Other expenses	151,394	95,695
Administrative expenses	1,202,182	453,908

The total number of Directors who served during the six-month period ended 31 December 2021 was four (six-months ended 31 December 2020: four). There were no employees of the Group (six-months ended 31 December 2020: none). The four Directors were paid aggregate directors' and consulting fees of £512,485 during the period (six-months ended 31 December 2020: £23,760).

Due to the loss-making nature of the Group, no charge to corporation tax was reported during the period (six-months ended 31 December 2020: £nil).

Following the loss for the period of £2,804,575 (six-months ended 31 December 2020: £4,562,601), the retained deficit carried forward as at 31 December 2021 was £5,359,502 (30 June 2021: deficit of £2,554,928).

Cash flows, financing and capital reserves

During the six-month period ended 31 December 2021, the Group reported a net cash outflow of £541,807 from all sources (six-months ended 31 December 2020: inflow of £32,821), resulting in a closing cash balance of £735,810 (30 June 2021: £1,277,617).

The principal sources of cash outflows during the period were the Group's investing cash outflows of £197,762 (six-months ended 31 December 2020: £nil) and the net cash outflows from operating activities of £344,045 (six-months ended 31 December 2020: £50,316). The Group's investing cash flows comprised £197,450 of expenditure on the Group's exploration and evaluation assets and on investments (2020: £27) and funds spent on investments of £312 (six-months ended 31 December 2020: £nil). There were no cash flows with respect to financing activities during the period (six-months ended 31 December 2020: cash inflow of £83,137).

Total assets

As at 31 December 2021, the Group's total assets of £3,705,669 (30 June 2021: £6,183,845) comprised non-current assets of £2,725,479 (30 June 2021: £4,383,998) and current assets of £980,190 (30 June 2021: £1,799,847).

Non-current assets

The Group's non-current assets of £2,725,479 (30 June 2021: £4,383,998) comprised £2,631,507 (30 June 2021: £4,353,318) of investments, £93,971 (30 June 2021: £30,679) of exploration and evaluation assets and £1 (30 June 2021: £1) of Royalty assets.

Investments

As at 31 December 2021, the Group had a non-current investments with a carrying value of £2,631,507 (30 June 2021: £4,353,318). The movement during the period in the carrying value was as follows:

	Level 1 £	Level 2 £	Level 3 £	Total £
<i>As at 30 June 2021</i>	<i>4,324,063</i>	<i>—</i>	<i>29,255</i>	<i>4,353,318</i>
Additions	117,431	—	42,017	159,448
Fair value changes	(1,825,446)	—	—	(1,825,446)
Foreign exchange changes	(55,813)	—	—	(55,813)
As at 31 December 2021	2,560,235	—	71,272	2,631,507

The additions comprised:

- Imperial Helium Corp.**
 On 20 April 2020, the Group purchased 450,000 preferred shares in Imperial Helium Corp. for C\$45 (£26). On 15 December 2020, 45,000 of these preferred shares were converted into common shares for no additional consideration. On 11 December 2020, the Group purchased C\$110,000 (£66,138) in Imperial Helium Corp. convertible debenture notes that yielded 10%. On 18 May 2021, the convertible debenture converted into 575,767 ordinary shares of Imperial Helium Corp.. As at 31 December 2021, the fair value of the Imperial Helium Corp. shares was £109,396 (30 June 2021: £107,679).
- Temas Resources Corp.**
 On 23 September 2020, the Group sold its La Blache property to Temas Resources Corp. for a cash payment of C\$30,000 (£17,517) and 10,000,000 Temas Resources Corp. shares which had a value at that time of C\$2,000,000 (£1,167,815). The Group retained a 2% net smelter return on the La Blache property. The Temas Resources Corp. shares are subject to pooling restrictions, with 2,500,000 Temas Resources Corp. shares released 23 March 2021 and a further 7,500,000 Temas Resources Corp. shares released on 23 September 2021.
- Norseman Silver Inc.**
 On 19 August 2020, the Group received 1,000,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Caribou property. The Norseman Silver Inc. shares had a value of C\$50,000 (£29,195) when received.
 On 27 August 2020, the Group received 370,000 shares in Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Silver Switchback property. The Norseman Silver Inc. shares had a value of C\$83,250 (£48,610) when received.
 On 9 December 2020, the Group sold its New Moon property to Norseman Silver Inc., in exchange for C\$10,000 (£5,839) and 2,500,000 Norseman Silver Inc. common shares. The Group retained a 2.0% net smelter return Royalty on the property.
 On 6 January 2021, the Group sold and transferred 1,350,000 Norseman Silver Inc. common shares for gross proceeds of C\$337,500 (£197,068).
 On 1 March 2021, the Group participated in a private placement whereby it purchased 1,200,000 shares in Norseman Silver Inc. at \$0.25 per share for a cost of C\$300,000 (£175,172).
 On 30 April 2021, the Group received 2,000,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Silver Vista property. The Norseman Silver Inc. shares had a value of C\$760,000 (£443,770) when received.
 On 17 June 2021, the Group received 750,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Caribou property. The Norseman Silver Inc. shares had a value of C\$288,750 (£168,544) when received.

On 23 August 2021, the Group received 380,000 shares from Norseman Silver Inc. in relation to the option agreement with Norseman Silver Inc. for the Group's Silver Switchback property. The Norseman Silver Inc. shares had a value of C\$129,200 (£75,414) when received.

- Buscando Resources Corp.

On 31 December 2020, the Group sold its Rupert property to Buscando Resources Corp., in exchange for 1,000,000 shares in Buscando Resources Corp. at a value of C\$50,000 (£29,195).

- Linceo Resources Corp. (*impaired*)

On 17 August 2019, the Group sold the Granny Smith and Fuji mineral claims to Linceo Media Group, a company with a director in common, for 4,000 shares in Linceo at a value of C\$47,600 (£27,793) and retained a 2.5% net smelter return on each property. During the year ended 30 June 2021, the Group impaired the shares in Linceo to C\$1.

- Anglo African Minerals plc shares (*impaired*)

On 2 June 2021, the Group acquired 12,500,000 Anglo African Minerals plc share purchase warrants that had a conversion price of US\$0.03 and an expiry date of 1 July 2021 and acquired 11,000,000 Anglo African Minerals plc ordinary shares. The Group issued 1,200,000 ordinary shares to acquire the 12,500,000 Anglo African Minerals plc share purchase warrants (with a £36,000 value) and 3,520,000 ordinary shares (with a £105,600 value) to acquire the 11,000,000 Anglo African Minerals plc ordinary shares. The warrants expired on 1 July 2021, with the £36,000 impaired to US\$1. During the year ended 30 June 2021, the Group impaired the shares in Anglo African Minerals plc to US\$1.

- Moonbound Mining Ltd.

On 13 October 2021, the Group received 700,000 shares from Moonbound Mining Ltd. in relation to the option agreement with Moonbound Mining Ltd. for the Yak property. The Moonbound Mining Ltd. shares had a value of C\$35,000 (£20,430) when received.

- 1315956 BC Ltd.

On 13 October 2021, the Group received 500,000 shares from 1315956 BC Ltd. in relation to the option agreement with 1315956 BC Ltd. for the Group's South Timmins property. The 1315956 BC Ltd. shares had a value of C\$36,448 (£21,275) when received.

- Power Group Project Ltd.

On 1 October 2021, the Group took part in a private placement with 1315843 BC Ltd. whereby the 1315843 BC Ltd. purchased 2,350,000 shares at a price of \$0.0001 per share which had a value of C\$235 (£137) when received.

On 1 October 2021, the Group received 3,000,000 shares from 1315843 BC Ltd. in relation to the option agreement with 1315843 BC Ltd. for the Group's West Atlin property. The 1315843 BC Ltd. shares had a value of C\$300 (£175) when received.

In December 2021, 1315843 BC Ltd. was acquired by Power Group Projects Ltd., with the 5,350,000 held in 1315843 BC Ltd. exchanged for 5,350,000 Power Group Projects Ltd. shares.

Exploration and evaluation assets

The Group's exploration and evaluation assets of £93,971 (30 June 2021: £30,679) comprised:

		Unaudited As at 31 December 2021 £	Audited As at 30 June 2021 £
	Location		
Caribou property	British Columbia	1	1
South Timmins	Ontario	1	16,080
Gold Vista property	British Columbia	1	1
Silver Vista property	British Columbia	1	1
Silver Switchback property	British Columbia	1	1
Rupert property	British Columbia	14,595	14,595
New Moon property	British Columbia	1	—
Atlin West property	British Columbia	1	—
Yak property	British Columbia	1	—
Klondike property	Colorado	22,702	—
Stateline property	Colorado	13,416	—
Icefall property	British Columbia	8,226	—
Rizz property	British Columbia	5,250	—
Northern Treasure property	British Columbia	29,504	—
Exploration and evaluation assets		93,971	30,679
<i>Cost b/fwd as at 1 July 2021</i>		<i>30,679</i>	
<i>Additions (cash)</i>		<i>197,449</i>	
<i>Net proceeds from sale</i>		<i>(351,567)</i>	
<i>Gain on sale (income)</i>		<i>217,410</i>	
Cost c/fwd as at 31 December 2021		93,971	

- *Caribou property*

On 20 November 2017, the Group acquired the Caribou mineral property for £1 from a company controlled by the CEO of the Group. As at 30 June 2021 the carrying value of the property was included at £1. On 2 June 2020, the Group entered into an option agreement with Norseman Silver Inc., a company with a common director, under which Norseman Silver Inc. may acquire up to a 100% interest in the Caribou property subject to a 2% net smelter return to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Caribou property, it must pay the Group an aggregate of C\$80,000, issue 2,750,000 common shares of Norseman Silver Inc. and incur exploration expenses of C\$225,000 over three years. Norseman Silver Inc. will have the right to repurchase one-half (1%) of the 2% net smelter return for C\$1,000,000.

- *South Timmins property, Canada*

On 20 October 2020, the Group paid C\$27,540 (£16,080) in asset staking costs to acquire twelve mineral titles in Ontario, Canada, known as the South Timmins property.

On 20 September 2021, the Group optioned the South Timmins property in Ontario, Canada to 1315956 BC Ltd. which will need to spend C\$1,515,000 on exploration expenditures on the property, issue a total of 2,250,000 shares (of which 1,000,000 has been issued at a value of £570) and make aggregate payments of C\$495,000 (of which C\$270,000 has been paid (£156,545)) over three years to the Group. Upon completion of the option agreement obligations, the Group will transfer 100% interest in the property to 1315956 BC Ltd. and will retain a 1% net smelter return, of which one-half (0.5%) can be re-purchased from the Group for C\$750,000.

- *Gold Vista property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Gold Vista property. To earn a 100% interest, the Group must make aggregate cash payments of C\$65,000 (of which C\$30,000 has been paid as at 31 December 2021), issue 1,375,000 shares in the Group and incur work commitments on the property of C\$225,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

On 6 October 2020, the Group entered into an option agreement with Deep Blue Trading, in which Deep Blue Trading may acquire up to a 100% interest in the Gold Vista property subject to a 1% net smelter return to the Group. Deep Blue Trading will have the right to repurchase one-half (0.5%) of the net smelter return for C\$500,000 at any time prior to commercial production. In order for Deep Blue Trading to fully exercise the option on the Gold Vista property, they must pay the Group a C\$10,000 (£5,839 received as at 31 December 2021) and assume certain obligations payable to the original vendor.

- *La Blache property*

On 20 May 2019, the Group purchased 100% of the La Blache mineral claims in Cote-Nord, Quebec for C\$50,000.

On 18 June 2020, the Group and Cronin Services Ltd., a company controlled by the CEO and President of the Group (collectively known as “Vendors”), entered into a definitive agreement with Tamas Resources Corp. for the sale of 100% interest in the property for 10,000,000 Tamas Resources Corp. shares, C\$30,000 in cash payments and a 2% net smelter return to the Group. Tamas Resources Corp. has the right to repurchase one-half (1%) of the net smelter return for C\$2,500,000.

On 23 September 2020, the transaction closed with the Group receiving 10,000,000 Tamas Resources Corp. shares valued at C\$2,000,000 (£1,167,815) and C\$30,000 (£17,517). The 10,000,000 shares the Group received are subject to pooling restrictions as follows: 25% of the Tamas Resources Corp. shares were released from the pool on 23 March 2021, with the balance being released on 23 September 2021. Upon its sale, total value of C\$50,000 (£29,195) in exploration and evaluation assets attributed to La Blache property was expensed.

- *Silver Vista Project*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Vista property located in British Columbia, Canada. To earn a 100% interest, the Group will need to make aggregate cash payments of C\$65,000 (of which C\$20,000 had been paid as at 31 December 2021), issue 1,375,000 shares (of which 370,000 shares had been issued at a value of C\$75,000 as at 31 December 2021) in the Group and incur work commitments on the property of C\$275,000, over three years. The property is subject to a 2% net smelter return which the Group may acquire one-half (1%) for C\$1,000,000.

On 21 September 2020, the Group entered into an option agreement with Norseman Silver Inc., under which Norseman Silver Inc. may acquire up to a 100% interest in the Group's Silver Vista property subject to a 1% net smelter return payable to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Silver Switchback property, it must pay the Group \$C50,000 (of which £29,500 had been received as at 31 December 2021), and issue 2,000,000 common shares (of which C\$40,000 (£23,600) had been received and valued as at 31 December 2021). Norseman Silver Inc. will have the right to repurchase one-half (0.5%) of the net smelter return for C\$500,000.

- *Silver Switchback property*

On 8 May 2020, the Group entered into an option agreement to purchase 100% of the rights to the Silver Switchback property located in British Columbia, Canada. To earn a 100% interest, the Group must make aggregate cash payments of C\$75,000 (of which \$15,000 had been paid as at 31 December 2021), issue 1,850,000 shares (of which 250,000 shares had been issued as at a value of C\$40,000 as at 31 December 2021) in the Group and incur work commitments on the property of C\$475,000 over three years. The property is subject to a 2% net smelter return which the Group may re-purchase 1.5% for C\$1,250,000.

On 27 August 2020, the Group entered into an option agreement with Norseman Silver Inc., under which Norseman Silver Inc. may acquire up to a 100% interest in the Group's Silver Switchback property subject to a 1% net smelter return to the Group. In order for Norseman Silver Inc. to fully exercise the option on the Silver Switchback property, it must pay the Group C\$30,000 (received as at 31 December 2021), issue 750,000 common shares (of which 370,000 had been received as at 31 December 2021, valued at C\$83,250 (£46,610)), and assume certain obligations due to the original vendor over three years. Norseman Silver Inc. will have the right to repurchase one-half (0.5%) of the net smelter return from the Group for C\$500,000.

- *Rupert property*

On 11 September 2018, the Group entered into an asset purchase agreement with a company controlled by a director of the Group and two unrelated persons to purchase the Rupert property, located in British Columbia, Canada. As consideration for the property, the Group issued 2,000,000 common shares valued at C\$100,000 (£59,000) and granted a 2% net smelter return. At any time, 1% of the net smelter return can be purchased by the Group for C\$1,500,000. Of the common shares issued to acquire the property, 1,000,000 were issued to a company that was controlled by a director of the Group. The Group also agreed to incur aggregate expenditures on the property of C\$800,000 (of which C\$100,000 (£59,000) had been incurred as at 30 June 2021).

On 11 December 2020, the Group sold the Rupert property to Buscando Resources Corp., a company with a director in common. Payments to be received by the Group are as follows:

- C\$150,000 in total cash payments with C\$25,000 (£14,750) on closing (received as at 30 June 2021), C\$50,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange and C\$75,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange;
- 3,750,000 shares in total issued to the Group with 1,000,000 shares issued on closing (received and valued at C\$50,000 (£29,500) as at 30 June 2021), 1,250,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange and 1,500,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange; and
- C\$200,000 expenditures incurred on the property, with C\$100,000 on or before 12 months after Buscando Resources Corp. is listed on a public exchange, C\$100,000 on or before 24 months after Buscando Resources Corp. is listed on a public exchange.

As a result of the sale to Buscando Resources Corp., the original vendors waived the exploration commitments required by the Group under the 11 September 2018 agreement.

- *New Moon property*

On 20 August 2020, the Group acquired the New Moon property in British Columbia, Canada for acquisition costs of C\$6,188 (£3,651). On 9 December 2020, the Group sold the New Moon property to Norseman Silver Inc., in exchange for C\$10,000 (£5,800) (received as at 31 December 2021) and 2,500,000 Norseman Silver Inc. shares (of which C\$50,000 (£29,500) had been received and valued as at 31 December 2021). The Group retained a 2% net smelter return on the property. Norseman Silver Inc. will have the right to repurchase one-half (1.0%) of the net smelter return for C\$1,000,000 any time prior to commercial production.

- *Atlin West Project, Canada*

On 4 July 2021, the Group staked the Atlin West Project in British Columbia, Canada for £40,425.

On 9 August 2021, the Group optioned the Atlin West Project to 1315843 BC Ltd. 1315843 BC Ltd will need to spend C\$700,000 in exploration expenditures on the property, issue a total of 8,000,000 ordinary shares to the Group (of which 3,000,000 have been issued at a value of £174 as at 31 December 2021) and make aggregate payments of C\$325,000 over three years to the Group (of which C\$100,000 has been paid as at 31 December 2021 (£57,980)). Upon

completion of the option agreement obligations, the Group will transfer 75% interest in the property to 1315843 BC Ltd. and will retain a 2% net smelter return, of which one-half (1.0%) can be re-purchased from the Group for C\$1,500,000.

- *Yak Project, Canada*

On 16 August 2021, the Group staked the Yak Project in British Columbia, Canada for £10,066.

On 13 October 2021, the Group optioned the Yak Project to Moonbound Mining Ltd. which will need to spend C\$700,000 in exploration expenditures on the property, issue a total of 2,700,000 ordinary shares to the Group (of which 700,000 had been issued as at 31 December 2021 with a deemed value of C\$35,000 (£20,430)) and make aggregate payments of C\$145,000 over three years to the Group (of which C\$10,000 had been paid as at 31 December 2021 (£5,798)). Upon completion of the option agreement obligations, the Group will transfer 100% interest in the property to Moonbound Mining Ltd. and will retain a 2% net smelter return, of which one-half (1.0%) can be re-purchased from the Group for C\$1,500,000.

- *Stateline property, Canada*

On 1 August 2021, the Group, along with its partner Alianza Minerals Ltd., staked the Stateline property in Colorado, USA (50% each) for a cost £13,416.

Subsequent to period end, on 3 February 2022, the Group optioned the Stateline property to Allied Copper Corp.. Allied Copper Corp. will be required to incur C\$3,750,000 in exploration expenditures on the property, issue a total of 4,250,000 ordinary shares, and make aggregate payments of C\$315,000 over four years to the Group and Alianza Minerals Ltd.. Upon completion of the option agreement obligations, the Group and Alianza Minerals Ltd. will transfer 100% interest in the property to Allied Copper Corp. and will retain a 2% net smelter return. This transaction is subject to regulatory approval.

- *Klondike Project, Canada*

On 14 July 2021, the Group, along with its partner Alianza Minerals Ltd., staked the Klondike Project in Colorado, USA (50% each) for a cost £37,299.

On 3 December 2021, the Group optioned the Klondike Project to Allied Copper Corp.. Allied Copper Corp. will be required to incur C\$4,750,000 in exploration expenditures on the property, issue a total of 3,500,000 ordinary shares (of which 1,000,000 were received on 3 February 2022), issue 1,500,000 share purchase warrants and make aggregate payments of C\$200,000 over four years to the Group (of which C\$25,000 had been paid as at 31 December 2021 (£14,593)). Upon Allied Copper Corp. filing an NI 43-101 technical report indicating an inferred resource of at least 50,000,000 tonnes of copper or copper equivalent, Allied Copper Corp. will issue an additional 1,500,000 warrants, in aggregate, to the Group. Upon completion of the option agreement obligations, the Group will transfer 100% interest in the property to Allied Copper Corp. and will retain a 1% net smelter return, of which one-half (0.5%) can be re-purchased from the Group and Alianza Minerals Ltd. for C\$750,000.

- *Ice Fall property, Canada*

On 4 July 2021, the Group staked the Ice Fall Property in British Columbia, Canada for a cost of £8,226.

Subsequent to period end, on 4 March 2022, the Group optioned a 75% interest in the Icefall property to 1311516 BC Ltd. 1311516 BC Ltd will be required to incur C\$1,150,000 in exploration expenditures on the property, issue a total of 2,000,000 ordinary shares (which had been received as at 31 December 2021), and make aggregate payments of C\$120,000 over three years to the Group (of which C\$25,000 had been received as at 31 December 2021). Upon completion of the option agreement obligations, the Group will transfer 100% interest in the property to 1311516 BC Ltd. The Group will not retain a net smelter return.

- *Rizz property, Canada*

On 4 July 2021, the Group staked the Rizz Property in British Columbia, Canada for a cost of £5,521.

Subsequent to period end, on 25 February 2022, the Group optioned a 75% interest in the Rizz property to 1311516 BC Ltd. 1311516 BC Ltd will be required to incur C\$750,000 in exploration expenditures on the property, issue a total of 3,000,000 ordinary shares (which have been received), and make aggregate payments of C\$120,000 over three years to the Group (of which C\$25,000 had been received as at 31 December 2021). Upon completion of the option agreement obligations, the Group will transfer 100% interest in the property to 1311516 BC Ltd. The Group will not retain a net smelter return.

- *Northern Treasure property, Canada*

On 4 July 2021, the Group staked the Northern Treasure property in British Columbia, Canada for a cost of £29,503.

Royalty asset

On 5 April 2017, the Group purchased a 1.50% production Royalty on the Apple Bay property located in British Columbia, Canada. The production Royalty was purchased for 3,000,000 shares of the Group at a deemed value of C\$0.10 per share from a company controlled by the CEO of the Group. As at 30 June 2021, the Royalty asset attributable to the Apple Bay property had a carrying value of £1 (2020: £178,232). During the year ended 30 June 2021, the Directors determined that the Royalty was impaired and reduced the balance to £1. No amendments to the carrying value of the asset were made during the period ended 31 December 2021.

Current assets

The Group's current assets of £980,190 (30 June 2021: £1,779,847) comprised other receivables of £239,885 (30 June 2021: £518,849), a tax receivable of £4,495 (30 June 2021: £3,381) and cash and cash equivalents of £735,810 (30 June 2021: £1,277,617).

Other receivables

Other receivables of £239,885 (30 June 2021: £518,849) comprised £218,993 (30 June 2021: £227,019) of sundry debtors, £20,892 (30 June 2021: £291,830) of prepayments and a fully impaired loan due from Symerton Holdings S.A to the value of £119,468 (30 June 2021: £119,468). On 20 December 2014 the Group entered into a loan agreement with Symerton Holdings S.A in which the Group lent Symerton Holdings S.A US\$150,000 (equivalent to £119,468). The loan is unsecured and bears an interest rate of 12% per annum. The Directors have fully impaired the loan as at 31 December 2021.

Convertible loan notes

As at 31 December 2021, the Group had in issue the following convertible loan notes:

	Principal US\$	Principal £	Unaudited as at 31 December 2021 £	Audited as at 30 June 2021 £
Convertible loan note	500,000	361,847	488,338	450,591
Convertible loan note	420,000	303,744	376,718	350,718
Convertible loan note	49,750	35,949	54,213	44,000
Convertible loan note	250,000	180,500	237,005	220,281
Impairment provision			(1,156,274)	(1,065,590)
			—	—

On 20 March 2019, the Group issued a US\$500,000 (£361,847) unsecured convertible loan note to Anglo-African Minerals plc. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had an original maturity date of 20 September 2019. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. The maturity date of the convertible loan note was subsequently extended to 20 March 2020, and the Group was issued 21,029,978 Anglo-African Minerals plc warrants per the terms of the extension. These warrants have a strike price of US\$0.025 per share, with an expiry date of

19 September 2021. As at 31 December 2021, the Directors impaired the balance down to \$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc from Cronin Services Ltd., a company controlled by the Chairman and CEO of the Group, that had a principal value of US\$420,000 (£303,744) and accrued interest of US\$61,261 (£44,304) for total value of US\$481,261 (£348,048). The Group issued 14,166,790 ordinary shares and 7,083,395 share purchase warrants to acquire this note. Each share purchase warrant may be converted into one ordinary share of the Group at £0.05 per ordinary share and expires on 2 June 2025. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had a maturity date of 31 May 2021. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. As at 31 December 2021, the Directors impaired the balance down to US\$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc from Cronin Capital Corp., a company controlled by the Chairman and CEO of the Group, that had a principal value of US\$49,790 (£35,949) and accrued interest of US\$9,826 (£7,094) for total value of US\$59,617 (£43,043). The Group issued 1,630,832 ordinary shares and 1,630,832 share purchase warrants to acquire this note. Each share purchase warrant may be converted into one ordinary share of the Group at £0.05 per ordinary share and expires on 2 June 2025. The convertible loan note bears interest at 15% per annum and compounds monthly, is unsecured, and had a maturity date of 30 September 2020. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.005 per share. As at 31 December 2021, the Directors impaired the balance down to US\$nil as collectability was considered doubtful.

On 2 June 2021, the Group acquired an unsecured convertible loan note that was issued to Anglo-African Minerals plc by Reykers Nominees Limited that had a principal value of US\$250,000 (£180,500) and accrued interest of US\$52,776 (£38,104) for total value of US\$302,776 (£218,604). The Group also acquired 12,500,000 Anglo-African Minerals plc share purchase warrants that had a conversion price of US\$0.03 and expiry date of 1 July 2021 and acquired 11,000,000 Anglo-African Minerals plc ordinary shares. The Group issued 8,912,756 ordinary shares to acquire this convertible note, 1,200,000 ordinary shares to acquire the 12,500,000 Anglo-African Minerals plc share purchase warrants and 3,520,000 ordinary shares to acquire the 11,000,000 Anglo-African Minerals plc ordinary shares. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured and had a maturity date of 30 June 2020. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. As at 31 December 2021, the Directors impaired the balance down to US\$nil as collectability of the convertible loan was considered doubtful and the shares and warrants impaired.

The Group continues to accrue interest on the convertible loan notes and impair the interest receivable down to \$nil, as collectability continues to be considered doubtful. During the period ended 31 December 2021, £73,359 of interest receivable was impaired and recorded as a loss (six months ended 31 December 2020: £nil).

Equity

As at 31 December 2021, the Group's equity comprised share capital of £561,020 (30 June 2021: £560,520), share premium of £10,920,007 (30 June 2021: £10,905,507), a reverse asset acquisition reserve of £(4,134,019) (30 June 2021: £(4,134,019)), a share option and warrant reserve of £674,588 (30 June 2021: £511,501) and a retained deficit of £5,359,502 (30 June 2021: deficit of £2,554,928). In aggregate, the Group's equity had a carrying value of £2,662,094 at the period end (30 June 2021: £5,288,581).

The share capital balance of £561,020 (30 June 2021: £560,520) comprises the aggregate nominal value of the issued Shares of £0.001 of the Company. During the period, 500,000 Shares were issued. The movement in the share capital and share premium accounts during the six-month period ended 31 December 2021 were as follows:

	Number of shares	Share capital £	Share premium £
<i>As at 30 June 2021</i>	<i>389,565,060</i>	<i>560,520</i>	<i>10,905,507</i>
Issues of shares – services agreement	500,000	500	14,500
As at 31 December 2021	390,065,060	561,020	10,920,007

On 21 July 2021, the Group issued 500,000 shares at a price of £0.03 per share for a deemed value of £15,000 for marketing services.

The share premium balance of £10,920,007 (30 June 2021: £10,905,507) comprises the difference between the aggregate prices of issued Shares of the Company and their aggregate nominal values. The increase in share premium during the period reflects the aggregate share premium of £14,500 arising from the issues of the above Shares.

The share option and warrant reserve of £674,588 (30 June 2021: £511,501) represents the value of Shares to be issued under the Company's options and warrants. The increase on the reserve during the period of £163,087 related to the following option and warrant issues, option cancellations and warrant expiries:

	Options #	Warrants #	Weighted average exercise price (£)
<i>As at 30 June 2021</i>	<i>5,050,000</i>	<i>43,615,967</i>	<i>0.015</i>
Issued – options	11,250,000	—	0.03
Cancelled – options	(500,000)	—	0.025
Issued – warrants	—	2,750,002	0.03
Expiry – warrants	—	(19,686,803)	0.10
As at 31 December 2021	15,800,000	26,679,166	0.05

As at 31 December 2021, the Company had 15,800,000 options and 26,679,166 warrants in issue, comprising:

- 928,598 warrants, with a weighted average exercise price of £0.0125, a weighted average remaining expected life of 0.05 years and a weighted average remaining contractual life of 0.05 years;
- 8,714,227 warrants, with a weighted average exercise price of £0.05, a weighted average remaining expected life of 3.42 years and a weighted average remaining contractual life of 3.42 years;
- 4,530,497 warrants, with a weighted average exercise price of £0.10, a weighted average remaining expected life of 2.13 years and a weighted average remaining contractual life of 2.13 years;
- 8,326,698 warrants, with a weighted average exercise price of £0.05, a weighted average remaining expected life of 0.92 years and a weighted average remaining contractual life of 0.92 years;

- 2,750,002 warrants, with a weighted average exercise price of £0.03, a weighted average remaining expected life of 1.62 years and a weighted average remaining contractual life of 1.62 years;
- 1,428,874 warrants, with a weighted average exercise price of £0.03, a weighted average remaining expected life of 2.42 years and a weighted average remaining contractual life of 2.42 years;
- 11,250,000 options, with a weighted average exercise price of £0.03, a weighted average remaining expected life of 3.65 years and a weighted average remaining contractual life of 3.65 years
- 4,550,000 options, with a weighted average exercise price of £0.025, a weighted average remaining expected life of 2.41 years and a weighted average remaining contractual life of 2.41 years.

The retained deficit of £5,359,502 (30 June 2021: deficit of £2,554,928) is the aggregate value of all retained profits and losses of the Group since incorporation. The movement of £2,804,575 (six months ended 31 December 2020: £2,909,733) reflects the reported loss after tax for the period.

Current and total liabilities

As at 31 December 2021, the Group's current and total liabilities of £1,043,575 (30 June 2021: £895,264) comprised trade payables of £1,003,488 (30 June 2021: £823,465) and accruals and other payables of £40,087 (30 June 2021: £71,799).

Net assets

As at 31 December 2021, the Group had total assets of £3,705,669 (30 June 2021: £6,183,845) and total liabilities of £1,043,575 (30 June 2021: £895,264), resulting in net assets of £2,662,094 (30 June 2021: £5,288,581).

Bought deal facility

On 15 February 2021, the Group entered into a £10,000,000 bought deal facility with Crescita Capital. The Group can draw down funds from the £10,000,000 equity investment facility from time-to-time during the three-year term at the Group's discretion by providing a drawdown notice to Crescita Capital, and in return for each draw-down notice funded by Crescita Capital, the Group will allot, and issue fully paid common shares to Crescita Capital.

The shares issued in connection with any drawdown notice will be priced at the higher of

- the floor price set by the Group; and
- 90% of the average closing bid price resulting from the following ten days of trading after the drawdown notice ("Pricing Period").

The drawdown notice amount requested by the Group cannot exceed 700% of the average daily trading volume of the Pricing Period.

In connection with the bought deal facility, the Group paid a commitment fee. This fee consisted of a 2% commission to be paid in common shares, at a price of £0.05 per share (4,000,000 shares valued at £200,000) and warrants equal to 8% of the outstanding common shares of the Group (4,530,497 warrants valued at £46,092). The warrants have an exercise price of £0.10 per common share and expire three years from the grant date. The £200,000 commitment fee was recorded as a finance charge within administrative expenses in the Statement of Comprehensive Income during the year ended 30 June 2021.

Events subsequent to 31 December 2021

On 14 January 2022, the Group issued 500,000 shares at a price of £0.03 per share for a deemed value of £15,000 for marketing services.

On 4 January 2022, the Group issued 58,000,000 ordinary shares to OIG Overseas Investment Group Ltd and certain associates for corporate development services including financing and financial consulting, market intelligence, marketing of assets and projects, strategic partnerships and project generation, as well as investor awareness.

On 20 January 2022, the Company purchased 5,000,000 shares in Kudu Resources Ltd. at a price of \$0.001. The shares had a value of C\$5,000 (£2,919) when received.

On 28 January 2022, the Company purchased 1,250,000 units in Alchemist Mining. at a price of C\$0.075 per unit for a cost of C\$93,750 (£54,722). Each unit includes one common share and one share purchase warrant exercisable at a price of \$0.20 and with a 4-year term.

On 4 February 2022, the Company purchased 5,000,000 shares in 1311516 BC Ltd. at a price of C\$0.00167 per share for a value of C\$8,350 (£4,874).

On 6 March 2022, the Company purchased 1,500,000 shares in Prosper Africa Resources Limited at a price of C\$0.0001 per share for a value of C\$150 (£88).

On 15 March 2022, the Group completed a private placement with the issuance of 19,596,931 ordinary shares at a price of 7.5p per share for gross proceeds of £1,469,770.

On 24 March 2022, the Company purchased 250,000 units in Castlebar Capital Corp at a price of C\$0.20 per unit for a value of C\$50,000 (£29,185). Each unit includes one common share and one half share purchase warrant exercisable at a price of C\$0.35 and expiring within 18 months of issuance.

During March 2022, the Group issued a total of 2,412,209 ordinary shares for the exercise of warrants and options at a price per share of 3p for gross proceeds of £72,366.

On 28 March 2022, the Company drew down on its £10,000,000 bought deal facility with Crescita Capital and issued 12,000,000 ordinary shares to Crescita Capital at a price of 6.25p per share for gross proceeds of £750,000.

On 31 March 2022, the Company purchased 750,000 units in Norseman Silver Inc. at a price of C\$0.20 per unit for a value of C\$150,000 (£85,500). Each unit includes one common share and one half share purchase warrant exercisable at a price of C\$0.30 and expiring within 1 year of issuance.

On 5 July 2022, the Company drew down on its £10,000,000 bought deal facility with Crescita Capital and issued 16,800,000 ordinary shares to Crescita Capital at a price of 2.25p per share for gross proceeds of £378,000.

SECTION (B) OPERATING AND FINANCIAL REVIEW OF THE COMPANY

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the Company financial information incorporated by reference in Section (C) “Financial Information of the Company” of Part IV “Financial Information” of this Document, prepared in accordance with IFRS. The financial information presented represents the consolidated assets, liabilities, equity and results of both the Company and its then wholly-owned subsidiary, Imperials Minerals (UK) as at the dates stated.

The following discussion should be read in conjunction with the other information in this Document and the Company financial information. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 29 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled “Risk Factors” on pages 12 to 24 of this Document.

Summary Statement of Comprehensive Income

Summarised below is the audited consolidated Statement of Comprehensive Income of the Company and its wholly-owned subsidiary, Imperial Minerals (UK) Limited, for the year ended 30 June 2019:

	Audited Year ended 30 June 2019 £
Administrative expenses	(309,248)
Finance income	59
Loss before tax	(309,189)
Income tax	—
Loss for the year	(309,189)

Source: Audited financial statements

Summary Statement of Financial Position

Summarised below is the audited consolidated Statement of Financial Position of the Company and its wholly-owned subsidiary, Imperial Minerals (UK) Limited, as at 30 June 2019:

	Audited As at 30 June 2019 £
Other receivables	6,335
Cash and cash equivalents	1,332
Current assets	7,667
Total assets	7,667
Share capital	202,786
Share premium	876,297
Shares to be issued	31,215
Share option and warrant reserve	161,753
Retained deficit	(1,398,656)
Equity attributable to Shareholders	(126,605)
Trade and other payables	134,272
Current liabilities	134,272
Total equity and liabilities	7,667

Source: Audited financial statements

Summary Statements of Cash Flows

Summarised below is the audited consolidated Statement of Cash Flows of the Company and its wholly-owned subsidiary, Imperial Minerals (UK) Limited, for the year ended 30 June 2019:

	Audited Year ended 30 June 2019 £
Loss before tax	(309,189)
Interest receivable	(51)
Share-based payments	160,153
Share options expense	3,950
<i>Working capital adjustments:</i>	
Change in other receivables	(1,549)
Change in trade and other payables	77,761
Cash used in operating activities	(68,925)
Interest received	51
Cash from/(used in) investing activities	51
Proceeds from loan notes issued	50,000
Cash from financing activities	50,000
Net cash (outflow)/inflow for the year/period	(18,874)
<i>Cash brought forward</i>	<i>20,206</i>
Cash carried forward	1,332

Source: Audited financial statements

Results for the year ended 30 June 2019

Overview

During the year ended 30 June 2019, the Directors investigated a number of acquisition opportunities in the minerals and oil & gas sectors. These due diligence activities did not produce an opportunity that the Directors believed was suitable of pursuing.

Trading results

No revenues were reported during the year ended 30 June 2019. The Company reported a loss before tax of £309,189, comprising administrative expenditure of £309,248 and finance income of £59. Of the £309,248 administrative fees, £93,395 related to Directors' fees and salaries and £7,000 to audit fees. Of the £93,395 Directors' fees and salaries, £76,895 related to non-cash share option charges. The retained deficit carried forward as at 30 June 2019 was £1,398,656.

Cash flows, financing and capital reserves

During the year ended 30 June 2019, the Company reported a net cash outflow of £18,874 from all sources, resulting in a closing cash balance of £1,332 as at 30 June 2019.

The principal source of cash inflow during the year was the Company's financing cash flows, comprising a cash inflow of £50,000 from the issue of the first tranche of a convertible loan note. With effect from 31 October 2018, the Company intended to issue up to £300,000 of unsecured convertible notes, which are convertible into Shares at a conversion price of £0.01 each and with interest at a rate of 10% per annum. The conversion of the loan is at the option of the lender. An initial £50,000 of loan notes was subscribed immediately. The repayment date is one year from draw down, being 1 October 2019 for the amounts in issue at the year end.

The £50,000 cash inflow from the issue of the convertible loan note was offset by a £68,925 net cash outflow for the year from operating activities, comprising administrative expenses. During the year, the Company reported a net cash inflow from investing activities of £51, comprising interest on cash deposits.

Current and total assets

As at 30 June 2019, the Company's current and total assets of £7,667 comprised cash of £1,332 as discussed above, a fully impaired loan receivable from Symerton Holdings SA, VAT receivable of £nil and prepayments of £6,335.

On 20 December 2014, the Company entered into a loan agreement with Symerton Holdings SA in which the Company lent Symerton Holdings SA US\$150,000 (£95,417). The loan is unsecured and bears interest at 12% per annum. The Directors have fully impaired the loan and accrued interest as at 30 June 2019, based on its expected non-recovery at that date. As such, the carrying value of the Symerton Holdings SA loan was £nil as at the year end.

During the year, VAT receivable decreased by £4,410 to £nil and prepayments increased by £4,610 to £6,335, resulting in an aggregate increase to other receivables of £200 to £6,335.

Equity

As at 30 June 2019, the Company's equity comprised share capital of £202,786, share premium of £876,297, shares to be issued of £31,215, a share option and warrant reserve of £161,753 and a retained deficit of £1,398,656. In aggregate, the Company's equity had a carrying value of £(126,605) at the year end.

The share capital balance of £202,786 comprises the aggregate nominal value of the issued Shares of £0.001 and the issued deferred shares of £0.009 of the Company. No Shares or Deferred Shares were issued during the year. As at 30 June 2019, the Company had 31,831,250 Shares in issue with a nominal value of £31,831 and 18,995,000 Deferred Shares in issue with a nominal value of £170,955.

The share premium balance of £876,297 comprises the difference between the aggregate prices of issued Shares of the Company and their aggregate nominal values. As no Shares were issued during the year, there was no change to the carrying value of the share premium account. There is no share premium in relation to the 18,995,000 Deferred Shares in issue as at 30 June 2019.

Shares to be issued of £31,215 relates to Shares to be issued to various creditors to the Company which have yet to be issued as at the year end. With respect to 30 June 2019, various creditors to the value of £3,950 agreed to have their obligations satisfied by a future issue of Shares, resulting in a year end carrying value of £31,215. No Shares were issued during the year in respect of the brought forward balance of £27,265.

The share option and warrant reserve of £161,753 represents the value of Shares to be issued under the Company's options and warrants. No options or warrants were exercised during the year. The movement during the year of £160,153 related to the Black Scholes model valuations of the issue during the year of:

- 636,625 options and warrants issued on 7 January 2019, with an exercise price of £0.02 and a weighted average remaining expected and contractual life of 4.5 years; and
- 4,774,686 options and warrants issued on 8 January 2019, with an exercise price of £0.01 and a weighted average remaining expected and contractual life of 4.5 years.

As at 30 June 2019, the Company had 5,000,000 options and 6,286,311 warrants in issue, comprising:

- 875,000 warrants issued on 9 December 2016, with an exercise price of £0.04 and a weighted average remaining expected and contractual life of 0.5 years; and
- 5,000,000 options issued on 13 January 2017, with an exercise price of £0.04 and a weighted average remaining expected and contractual life of 2.54 years;
- 636,625 warrants issued on 7 January 2019, with an exercise price of £0.02 and a weighted average remaining expected and contractual life of 4.5 years; and
- 4,774,686 warrants issued on 8 January 2019, with an exercise price of £0.01 and a weighted average remaining expected and contractual life of 4.5 years.

The retained deficit of £1,398,656 is the aggregate value of all retained profits and losses of the Company since incorporation. The movement of £309,189 reflects the reported loss after tax for the year.

Current and total liabilities

As at 30 June 2019, the Company's current and total liabilities of £134,272 comprised trade payables of £55,124, accruals and other payables of £25,836 and convertible loan notes payable of £53,312.

During the year, trade payables increased by £52,264 to £55,124, accruals and other payables increased by £20,836 to £25,836 and convertible loan notes payable increased by £53,312 to £53,312, resulting in an aggregate increase trade and to other receivables of £126,412 to £134,272.

The £50,000 convertible loan note was issued on 31 October 2018. The note is unsecured, is repayable one year from draw down, being 1 October 2019, and bears interest at 10% per annum. The balance of the convertible loan note as at 30 June 2019 of £53,312 represents the capital and accrued interest as at that date.

Net assets

As at 30 June 2019, the Company had total assets of £7,667 and total liabilities of £134,272, resulting in net liabilities of £126,605.

SECTION (C) OPERATING AND FINANCIAL REVIEW OF CLOUDBREAK

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the Cloudbreak Financial Information included in Section (D) "Financial Information of Cloudbreak" of Part IV "Financial Information" of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the Cloudbreak Financial Information and the other information in this Document. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 29 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled "Risk Factors" on pages 12 to 24 of this Document.

Summary statements of comprehensive income

Summarised below are the audited statements of comprehensive income of Cloudbreak for each of the years ended 30 April 2019 and 30 April 2020:

	Audited Year ended 30 April 2019 C\$	Audited Year ended 30 April 2020 C\$
Administrative expenses	(54,865)	(158,105)
Loss before tax	(54,865)	(158,105)
Income tax	—	—
Loss for the year and total comprehensive loss	(54,865)	(158,105)

Source: Audited financial statements

Summary statements of financial position

Summarised below are the audited statements of financial position of Cloudbreak as at 30 April 2019 and 30 April 2020:

	Audited As at 30 April 2019 C\$	Audited As at 30 April 2020 C\$
Exploration and evaluation assets	48,941	127,722
Deposit	—	80,000
Non-current assets	48,941	207,722
Prepayments	4,802	—
Cash and cash equivalents	147,394	14,473
Current assets	152,196	14,473
Total assets	201,137	222,195
Share capital	201,001	339,701
Shares to be issued	44,450	—
Retained (deficit)/earnings	(66,918)	(225,023)
Equity attributable to Shareholders	178,533	114,678
Trade payables	8,487	14,127
Accrued liabilities	13,439	5,000
Due to related parties	678	88,390
Current liabilities	22,604	107,517
Total equity and liabilities	201,137	222,195

Source: Audited financial statements

Summary statements of cash flows

Summarised below are the audited statements of cash flows of Cloudbreak for each of the years ended 30 April 2019 and 30 April 2020:

	Audited Year ended 30 April 2019 C\$	Audited Year ended 30 April 2020 C\$
Loss for the year	(54,865)	(158,105)
<i><u>Working capital adjustments:</u></i>		
Change in prepayments	(4,802)	4,802
Change in trade payables	8,487	5,640
Change in accrued liabilities	10,926	(8,439)
Cash used in operating activities	(40,254)	(156,102)
Expenditure on exploration and evaluation assets	(48,941)	(61,281)
Payments for deposits	—	(80,000)
Cash used in investing activities	(48,941)	(141,281)
Proceeds from related parties	678	87,712
Proceeds from the issue of shares	44,450	76,750
Cash from financing activities	45,128	164,462
Net cash outflow for the year	(44,067)	(132,921)
<i>Cash brought forward</i>	<i>191,461</i>	<i>147,394</i>
Cash carried forward	147,394	14,473

Source: Audited financial statements

Results for the year ended 30 April 2019

Trading results

No revenues were reported during the year ended 30 April 2019. Cloudbreak reported a loss before tax of C\$54,865, comprising administrative expenditure for this amount. Of the C\$54,865 administrative fees, C\$28,801 related to professional fees, C\$5,836 to transfer agent and filing fees and C\$20,228 to general costs. The retained deficit carried forward as at 30 April 2019 was C\$66,918.

Cash flows, financing and capital reserves

During the year ended 30 April 2019, Cloudbreak reported a net cash outflow of C\$44,067 from all sources, resulting in a closing cash balance of C\$147,394 as at 30 April 2019.

The principal cash inflow during the year was Cloudbreak's financing cash flows, comprising a cash inflow of C\$44,450 from the issue of Class A common shares issued after the year end. Subsequent to 30 April 2019, Cloudbreak closed a non-brokered private placement on 10 June 2019 under which it raised gross proceeds of C\$121,200 by way of the issuance of 1,212,000 units at the price of \$0.10 per unit. Each unit consisted of one Class A common share and one-half of one Class A common share purchase warrant. Each whole warrant entitles the holder to purchase one additional Class A common share at a price of \$0.20 per Class A common share for two years. As at 30 April 2019, Cloudbreak had received C\$44,450 of the C\$121,200.

A financing cash inflow of C\$678 was received from related parties, being Cloudbreak's Chief Executive Officer, who paid expenditure for, and on behalf of, Cloudbreak.

These cash inflows were offset by a C\$48,941 cash outflow in respect of the acquisition of an exploration asset and subsequent exploration expenditure, together with a C\$40,254 net cash outflow for the year from operating activities, comprising administrative expenses.

Non-current assets

As at 30 April 2019, Cloudbreak's non-current assets comprised exploration and evaluation assets of C\$48,941.

On 8 October 2018, Cloudbreak entered into an option agreement to acquire a 100% interest in the Southern Spectrum Mineral property located in the Lilloet Mining Division of British Columbia. In order to exercise the option, Cloudbreak was liable to pay an aggregate of C\$70,000 in cash and issue 1,200,000 Class A common shares as set out below:

<i>Due on or before</i>	Cash element C\$	Share element Class A common shares
Due prior to becoming a listed issuer (<i>paid during the year</i>)	40,000	500,000
31 December 2019	10,000	175,000
31 December 2020	10,000	175,000
31 December 2021	10,000	350,000
Total	70,000	1,200,000

Of the C\$48,941 carrying value of the asset as at 30 April 2019, C\$40,000 related to the initial element of the above cash payment schedule.

In addition to the above acquisition schedule, Cloudbreak also needed to incur C\$1,250,000 of exploration expenditure within the following timeline:

<i>Due on or before</i>	Cash element C\$
31 December 2019	50,000
31 December 2020	100,000
31 December 2021	350,000
31 December 2022	750,000
Total	1,250,000

Of the C\$48,941 carrying value of the asset as at 30 April 2019, C\$8,941 related to the initial exploration expenditure requirement for the year ended 31 December 2019.

Current assets

As at 30 April 2019, Cloudbreak had current assets of C\$152,196, comprising cash of C\$147,394 and prepayments of C\$4,802.

Total assets

As at 30 April 2019, Cloudbreak had non-current assets of C\$48,941 and current assets of C\$152,196, resulting in total assets of C\$201,137.

Equity

As at 30 April 2019, Cloudbreak's equity comprised share capital of C\$201,001, shares to be issued of C\$44,450 and a retained deficit of C\$66,918. In aggregate, Cloudbreak's equity had a carrying value of C\$178,533 at the year end.

The share capital balance of C\$201,001 comprises the aggregate nominal value of the issued Class A common shares and the issued Class B preferred shares. During the year, no new shares were

issued. As such, there were 9,010,550 Class A common shares in issue as at 30 April 2019 and no Class B preferred shares.

Shares to be issued of C\$44,450 represents the cash received during the year in advance of the issue of new Class A common shares issued subsequent to 30 April 2019 in relation to the C\$121,200 private placement completed on 10 June 2019.

No new warrants were issued during the year and none of the brought forward warrants were exercised. As such, Cloudbreak had 8,000,000 warrants in issue as at 30 April 2019, comprising:

- 7,600,000 warrants issued on 18 December 2017, with an exercise price of C\$0.05 and expiring 18 December 2019; and
- 400,000 warrants issued on 18 January 2018, with an exercise price of C\$0.05 and expiring 18 January 2020.

The retained deficit of C\$66,918 is the aggregate value of all retained profits and losses of Cloudbreak since incorporation on 11 November 2014. The movement of C\$(54,865) reflects the reported loss after tax for the year.

Current and total liabilities

As at 30 April 2019, Cloudbreak's current and total liabilities of C\$22,604 comprised accrued liabilities of C\$13,439, trade payables of C\$8,487 and amounts due to related parties of C\$678.

Accrued liabilities of C\$13,439 related to the value of exploration and administrative expenditures yet to be invoiced as at 30 April 2019.

During the year, amounts payable to trade payables increased by C\$8,487.

Amounts due to related parties of C\$678 related to expenditures paid by the Cloudbreak Chief Executive Officer on behalf of Cloudbreak. The balance due to the Cloudbreak Chief Executive Officer is due on demand, is interest free and unsecured.

Net assets

As at 30 April 2019, Cloudbreak had total assets of C\$201,137 and total liabilities of C\$22,604, resulting in net assets of C\$178,533.

Results for the year ended 30 April 2020

Trading results

No revenues were reported during the year ended 30 April 2020 (2019: C\$nil). Cloudbreak reported a loss before tax of C\$158,105 (2019: loss of C\$54,865), comprising administrative expenditure for this amount. Of the C\$158,105 (2019: C\$54,865) administrative fees, C\$48,500 (2019: C\$nil) related to consulting fees, C\$40,476 (2019: C\$28,801) to professional fees, C\$13,923 (2019: C\$5,836) to transfer agent and filing fees, C\$7,112 (2019: C\$nil) to travel and C\$48,094 (2019: C\$20,228) to general costs. The retained deficit carried forward as at 30 April 2020 was C\$225,023 (2019: C\$66,918).

Cash flows, financing and capital reserves

During the year ended 30 April 2020, Cloudbreak reported a net cash outflow of C\$132,921 (2019: outflow of C\$44,067) from all sources, resulting in a closing cash balance of C\$14,473 as at 30 April 2020 (2019: C\$147,394).

The principal cash inflow during the year was Cloudbreak's financing cash flows, comprising a cash inflow of C\$76,750 (2019: C\$44,450) from the issue of Class A common shares during the year and further cash from related parties of C\$87,712 (2019: C\$678).

Cash inflows during the year of C\$76,750 (2019: C\$44,450) arose from the completion of the private placement set out above. On 10 June 2019, Cloudbreak issued 1,212,000 units at C\$0.10 each for total cash proceeds of C\$121,200. Of this amount, C\$44,450 of cash was received in the prior year and was recorded within "Shares to be issued" within "equity" on the Statement of Financial Position. The balance of C\$76,750 was recorded as cash received during the current year.

In addition to the cash inflows from the issue of common shares, additional cash was received from related parties. During the year, C\$87,712 (2019: C\$678) was received from Cloudbreak's Chief Executive Officer, who paid expenditure for, and on behalf of, Cloudbreak.

These cash inflows were offset by a C\$141,281 (2019: C\$48,941) cash outflow from investing activities. During the year, Cloudbreak paid a further C\$61,281 (2019: C\$48,941) of cash in relation to its acquisition and exploration commitments at its Southern Spectrum Mineral property asset purchased in the prior year.

Subsequent to 30 April 2020, and as discussed below in paragraph "Events subsequent to 30 April 2020", Cloudbreak entered into a series of options to acquire several mineral assets in British Columbia with 1975647 Alberta Ltd, a third party company incorporated in Canada. One of the option agreements related to a 100% interest in the Silver Vista Project. For Cloudbreak to fully exercise the option, Cloudbreak must pay 1975647 Alberta Limited an aggregate amount of C\$110,000 in cash and issue 2,300,000 Class A common shares over three years. As at 30 April 2020, Cloudbreak had paid a deposit of C\$80,000 in relation to this acquisition.

During the year ended 30 April 2020, a net cash outflow of C\$156,102 (2019: outflow of C\$40,254) was recorded from operating activities.

Non-current assets

As at 30 April 2020, Cloudbreak's non-current assets comprised exploration and evaluation assets of C\$127,722 (2019: C\$48,941) and acquisition deposits of C\$80,000 (2019: C\$nil).

On 8 October 2018, Cloudbreak entered into an option agreement to acquire a 100% interest in the Southern Spectrum Mineral property located in the Lilloet Mining Division of British Columbia. In order to exercise the option, Cloudbreak was liable to pay an aggregate of C\$70,000 in cash and issue 1,200,000 Class A common shares.

As at 30 April 2020, Cloudbreak had paid the following cash and share instalments:

<i>Due on or before</i>	Cash element C\$	Share element Class A common shares
Due prior to becoming a listed issuer (<i>paid in the prior year</i>)	40,000	500,000
31 December 2019 (<i>paid in the current year</i>)	10,000	175,000
31 December 2020	10,000	(issued)
31 December 2021	10,000	175,000
		350,000
Total	70,000	1,200,000

In addition to the above acquisition schedule, Cloudbreak is also required to incur C\$1,250,000 of exploration expenditure within the following timeline:

<i>Due on or before:</i>	Cash element C\$
31 December 2019 (<i>incurred</i>)	50,000
31 December 2020	100,000
31 December 2021	350,000
31 December 2022	750,000
Total	1,250,000

As at 30 April 2020, the carrying value of the Southern Spectrum Mineral property was as follows:

	Audited As at 30 April 2020 C\$
As at 30 April 2018	—
Acquisition cost – tranche 1 (<i>cash</i>)	40,000
Exploration expenditure – 31 December 2019 commitment (<i>cash</i>)	8,941
As at 30 April 2019	48,941
Acquisition cost – tranche 2 (<i>cash</i>)	10,000
Acquisition cost – tranche 2 (<i>shares</i>)	17,500
Exploration expenditure – balance of 31 December 2019 commitment (<i>cash</i>)	41,059
Exploration expenditure – balance of 31 December 2020 commitment (<i>cash</i>)	10,222
As at 30 April 2020	127,722

On 8 May 2020, Cloudbreak entered into three option agreements with 1975647 Alberta Limited to acquire interests in three mineral projects in British Columbia.

- Silver Vista Project;
- Silver Switchback Project; and
- Gold Vista Project

With respect to the Silver Vista Project, Cloudbreak must pay 1975647 Alberta Limited an aggregate amount of C\$65,000 in cash and issue 1,375,000 Class A common shares and incur exploration expenditure to the value of C\$275,000 over three years to fully exercise the option. 1975647 Alberta Limited will retain a 2% net smelter Royalty with Cloudbreak having an option to purchase up to 50% (i.e. 1.0% net smelter Royalty) of this net smelter Royalty for C\$1,000,000. As at 30 April 2020, Cloudbreak had paid a deposit of C\$80,000 in relation to this acquisition.

Current assets

As at 30 April 2020, Cloudbreak had current assets of C\$14,473 (2019: C\$152,196), comprising cash of C\$14,473 (2019: C\$147,394) and prepayments of C\$nil (2019: C\$4,802).

Total assets

As at 30 April 2020, Cloudbreak had non-current assets of C\$207,722 (2019: C\$48,941) and current assets of C\$14,473 (2019: C\$152,196), resulting in total assets of C\$222,195 (2019: C\$201,137).

Equity

As at 30 April 2020, Cloudbreak's equity comprised share capital of C\$339,701 (2019: C\$201,001), shares to be issued of C\$nil (2019: C\$44,450) and a retained deficit of C\$225,023 (2019: deficit of C\$66,918). In aggregate, Cloudbreak's equity had a carrying value of C\$114,678 (2019: C\$178,533) at the year end.

The share capital balance of C\$339,701 (2019: C\$201,001) comprises the aggregate nominal value of the issued Class A common shares and the issued Class B preferred shares. During the year, Cloudbreak issued:

- 1,212,000 units at \$0.10 each on 10 June 2019 for total proceeds of \$121,200, of which \$44,450 of the proceeds were received during the prior year. Each unit consisted of one Class A common share and one-half of a Class A common share purchase warrant exercisable at \$0.20 for a period of 24 months into one Class A common share; and
- 175,000 Class A common shares on the 5 December 2019 with fair value of \$17,500 pursuant to the Southern Spectrum Mineral property option agreement entered into in the prior year.

Following the above share issues, Cloudbreak had 10,397,550 (2019: 9,010,550) Class A common shares in issue and no (2019: none) Class B preferred shares.

The brought forward balance of shares to be issued of C\$44,450 represented the cash received during the prior year in advance of the issue of the new Class A common shares pursuant to the C\$121,200 private placement completed on 10 June 2019. These shares were issued on that date, giving rise to a C\$nil balance as at 30 April 2020.

As set out above, Cloudbreak issued 1,212,000 units on 10 June 2019, with each unit consisting of one Class A common share and one-half of a Class A common share purchase warrant, exercisable at \$0.20 for a period of 24 months into one Class A common share. Following this issue of 606,000 warrants, Cloudbreak had 8,606,000 warrants in issue as at 30 April 2020 (2019: 8,000,000), comprising:

- 7,600,000 warrants issued on 18 December 2017, with an exercise price of C\$0.05 and expiring 18 December 2021 (originally 18 December 2019 but extended by 24 months during the year);
- 400,000 warrants issued on 18 January 2018, with an exercise price of C\$0.05 and expiring 18 January 2022 (originally 18 December 2019 but extended by 24 months during the year);
- 606,000 warrants issued on 10 June 2019, with an exercise price of C\$0.20 and expiring 10 June 2021.

The retained deficit of C\$225,023 (2019: deficit of C\$66,918) is the aggregate value of all retained profits and losses of Cloudbreak since incorporation on 11 November 2014. The movement of C\$(158,105) (2019: C\$(54,865) reflects the reported loss after tax for the year.

Current and total liabilities

As at 30 April 2020, Cloudbreak's current and total liabilities of C\$107,517 (2019: C\$22,604) comprised amounts due to related parties of C\$88,390 (2019: C\$678), trade payables of C\$14,127 (2019: C\$8,487) and accrued liabilities of C\$5,000 (2019: C\$13,439).

Amounts due to related parties of C\$88,390 (2019: C\$678) related to expenditures paid by the Cloudbreak Chief Executive Officer on behalf of Cloudbreak. The balance due to the Cloudbreak Chief Executive Officer is due on demand, is interest free and unsecured.

During the year, amounts payable to trade payables increased by C\$5,640 (2019: increased by C\$8,487).

Accrued liabilities of C\$5,000 (2019: C\$13,439) related to the value of exploration and administrative expenditures yet to be invoiced as at 30 April 2020. The balance reduced by C\$ 8,439 during the year (2019: increased by C\$10,926).

Net assets

As at 30 April 2020, Cloudbreak had total assets of C\$222,195 (2019: C\$201,137) and total liabilities of C\$107,517 (2019: C\$22,604), resulting in net assets of C\$114,678 (2019: C\$178,533).

SECTION (D) OPERATING AND FINANCIAL REVIEW OF HOWSON

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the Howson Financial Information included in Section (E) “Historical Financial Information of Howson” of Part IV “Financial Information” of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the Howson Financial Information and the other information in this Document. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 29 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled “Risk Factors” on pages 12 to 24 of this Document.

Summary statements of comprehensive income

Summarised below are the audited Statements of Comprehensive Income of Howson for the six-month period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019:

	Audited 6 months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Administrative expenses	(174,889)	(176,480)
Interest receivable	—	52,708
Foreign exchange losses	—	(25,335)
BC METC	—	19,430
Loss before tax	(174,889)	(129,677)
Income tax	—	—
Loss for the period	(174,889)	(129,677)

Source: Audited financial statements

Summary statements of financial position

Summarised below are the audited Statements of Financial Position of Howson as at 31 December 2018 and 31 December 2019:

	Audited As at 31 December 2018 C\$	Audited As at 31 December 2019 C\$
Exploration and evaluation assets	100,000	100,000
Convertible loan note receivable	—	702,108
Non-current assets	100,000	802,108
Taxes receivable	8,457	12,119
Cash and cash equivalents	215,164	432
Current assets	223,621	12,551
Total assets	323,621	814,659
Share capital	100,010	872,060
Shares to be issued	215,400	—
Share option reserve	—	35,530
Retained deficit	(174,889)	(304,566)
Equity attributable to shareholders	140,521	603,024
Trade and other payables	183,100	211,635
Current liabilities	183,100	211,635
Total equity and liabilities	323,621	814,659

Source: Audited financial statements

Summary statements of cash flows

Summarised below are the audited Statements of Cash Flows of Howson for the six-month period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019:

	Audited 6 months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Loss before tax	(174,889)	(129,677)
Share-based payments	—	35,530
<u>Working capital adjustments:</u>		
Change in taxes receivable	(8,457)	(3,662)
Change in trade and other payables	183,100	28,535
Cash used in operating activities	(246)	(69,274)
Convertible loan note subscription	—	(702,108)
Cash used in investing activities	—	(702,108)
Subscription receipts	215,400	—
Proceeds from the issue of shares	10	556,650
Cash from financing activities	215,410	556,650
Net cash inflow/(outflow) for the period	215,164	(214,732)
<i>Cash brought forward</i>	<i>—</i>	<i>215,164</i>
Cash carried forward	215,164	432
Cash carried forward	215,164	432

Source: Audited financial statements

Results for the initial 6-month period ended 31 December 2018

Trading results

No revenues were reported during the six-month period from the incorporation of Howson on 20 July 2018 to 31 December 2018. Howson reported a loss before tax of C\$174,889, comprising administrative expenditure as follows:

	Audited 6 months ended 31 December 2018 C\$
Exploration expenses	96,140
Professional fees*	77,958
Bank charges	246
Sundry expenses	545
Administrative expenses	174,889

* During the period ended 31 December 2018, Howson incurred professional fees of C\$28,206 to a company owned by a director of Howson.

Cash flows, financing and capital reserves

During the six-month period ended 31 December 2018, Howson reported a net cash inflow of C\$215,164 from all sources, resulting in a closing cash balance of C\$215,164 as at 31 December 2018.

The only source of cash inflow during the year was Howson's financing cash flows of C\$215,410, comprising cash inflows from the issue of common shares on incorporation and from cash received in advance of the completion of a private placement completed post-period end. On incorporation on 20 July 2018, Howson issued 1,000 common shares at C\$0.01 each for cash proceeds of C\$10. Subsequent to 31 December 2018, Howson completed a private placement on 24 January 2019, issuing 4,464,000 common shares at C\$0.05 per common share for a gross cash proceeds of C\$223,200. Of this balance, C\$215,400 was received prior to 31 December 2018.

The above cash inflow from financing activities was offset by a C\$246 net cash outflow for the period from operating activities, comprising administrative expenses.

Non-current assets

As at 31 December 2018, Howson's non-current assets comprised exploration and evaluation assets of C\$100,000.

On 11 September 2018, Howson entered into an asset purchase agreement to purchase the Rupert property, located in British Columbia, Canada. Howson issued 2,000,000 common shares, valued at C\$100,000, to the two vendors, and granted a 2% net smelter return. At any time, 1% of the net smelter return can be purchased by Howson for C\$1,500,000, being C\$750,000 to each of the two vendors. 1,000,000 of the common shares were issued to a company that was controlled by a director of Howson. Howson also agreed to incur expenditures on the property as follows:

To be incurred on or before:	C\$
11 September 2019	100,000
11 September 2020	200,000
11 September 2021	500,000
Total exploration commitment	800,000

During the period, Howson incurred C\$96,140 of the C\$100,000 exploration and evaluation commitment. This amount was recorded as “*exploration expenditure*” within “*administrative expenses*” in the Statement of Comprehensive Income.

Current assets

As at 31 December 2018, Howson’s current assets of C\$223,621 comprised cash of C\$215,164 and taxes receivable of C\$8,457.

Total assets

As at 31 December 2018, Howson had non-current assets of C\$100,000 and current assets of C\$223,621, resulting in total assets of C\$323,621.

Equity

As at 31 December 2018, Howson’s equity comprised share capital of C\$100,010, shares to be issued of C\$215,400 and a retained deficit of C\$174,889. In aggregate, Howson’s equity had a carrying value of C\$140,521 at the period end.

The share capital balance of C\$100,010 comprises the aggregate nominal value of the issued common shares since incorporation. During the period, the following common shares were issued:

- 1,000 common shares on incorporation on 20 July 2018 at C\$0.01 each for an aggregate value of C\$10; and
- 2,000,000 common shares on 28 September 2018 at C\$0.05 each for an aggregate value of C\$100,000 in relation to the purchase of the Rupert property. Of these common shares, 1,000,000 were issued to a company controlled by a director of Howson.

Following the above common share issues, Howson had 2,001,000 common shares in issue as at 31 December 2018.

Shares to be issued of C\$215,400 represents the cash received during the period in advance of the issue of new common shares issued subsequent to 31 December 2018 in relation to the C\$223,200 private placement completed on 24 January 2019.

The retained deficit of C\$174,889 is the aggregate value of all retained profits and losses of Howson since incorporation on 20 July 2018. The movement of C\$(174,889) reflects the reported loss after tax for the period.

Current and total liabilities

As at 31 December 2018, Howson’s current and total liabilities of C\$183,100 comprised trade and other payables. Of this balance, C\$30,154 was owed to a company owned by a director of the Company.

Net assets

As at 31 December 2018, Howson had total assets of C\$323,621 and total liabilities of C\$183,100, resulting in net assets of C\$140,521.

Results for the year ended 31 December 2019

Trading results

No revenues were reported during the year ended 31 December 2019. Howson reported a loss before tax of C\$129,677 for the year (six months ended 31 December 2018: loss of C\$174,889), comprising administrative expenditure of C\$176,480 (six months ended 31 December 2018: C\$174,889), interest receivable from a convertible loan of C\$52,708 (six months ended 31 December 2018: C\$nil), a foreign exchange loss on the convertible loan of C\$25,335 (six months ended 31 December 2018: C\$nil) and a mining exploration tax credit refund of C\$19,430 (six months ended 31 December 2018: C\$nil).

During the year, administrative expenditure comprised:

	Audited Year ended 31 December 2019 C\$	Audited 6 months ended 31 December 2018 C\$
Professional fees*	77,576	77,958
Corporate finance fees*	50,000	—
Share-based payments (<i>issue of options</i>)**	35,530	—
Exploration expenses	12,457	96,140
Bank charges	570	246
Sundry expenses	347	545
Administrative expenses	176,480	174,889

* During the year ended 31 December 2019, Howson incurred professional fees of C\$60,000 (six months ended 31 December 2018: C\$28,206) and corporate finance fees of C\$50,000 (six months ended 31 December 2018: C\$nil) to companies owned by a director of Howson.

** During the year ended 31 December 2019, Howson incurred share-based payments of C\$20,570 (six months ended 31 December 2018: C\$nil) to officers and directors of Howson.

Interest receivable of C\$52,708 during the year (six months ended 31 December 2018: C\$nil) related to interest earned on the US\$500,000 convertible loan note issued on 20 March 2019 to Anglo-African Minerals plc. The loan note bears interest at 10% per annum and compounds monthly.

The foreign exchange loss of C\$25,335 during the year (six months ended 31 December 2018: C\$nil) related to the translation at the year end of the US\$500,000 convertible loan note set out above. The loss arose due the movement in the US\$:C\$ exchange rate between the date of issue of the convertible loan and the year-end date.

During the year ended 31 December 2018, Howson received a C\$19,430 (six months ended 31 December 2018: C\$nil) refund from British Columbian mining authorities in relation to mining exploration tax credits previously paid for Howson's Rupert property.

Cash flows, financing and capital reserves

During the year ended 31 December 2018, Howson reported a net cash outflow of C\$214,732 (six months ended 31 December 2018: inflow of C\$215,164) from all sources, resulting in a closing cash balance of C\$432 as at 31 December 2019 (2018: C\$215,164).

The only source of cash inflow during the year was Howson's financing cash flows of C\$556,650 (six months ended 31 December 2018: C\$215,410), comprising cash inflows from the issue of common shares. During the year, Howson issued:

- 4,464,000 common shares on 24 January 2019 at C\$0.05 per common share, raising cash proceeds of C\$223,200. Of this amount, C\$215,400 was received in the prior period, with the balance of C\$7,800 being received during the year;
- 965,000 common shares on 19 March 2019 at C\$0.05 per common share, raising cash proceeds of \$148,250; and
- 4,006,000 common shares on 2 April 2019 at \$0.10 per common share, raising cash proceeds of C\$400,600;

The above cash inflows from financing activities were offset by a C\$702,108 (six months ended 31 December 2018: C\$nil) convertible loan note issue and a C\$69,274 (six months ended 31 December 2018: C\$246) net cash outflow from operating activities.

On 20 March 2019, Howson issued a US\$500,000 (C\$702,108) convertible loan note to Anglo-African Minerals plc. The loan note remained outstanding as at 31 December 2019.

Non-current assets

As at 31 December 2019, Howson's non-current assets of C\$802,108 (2018: C\$100,000) comprised a convertible loan note of C\$702,108 (2018: C\$nil) and exploration and evaluation assets of C\$100,000 (2018: C\$100,000).

On 20 March 2019, Howson issued a US\$500,000 convertible loan note to Anglo-African Minerals plc. The convertible loan note bears interest at 10% per annum and compounds monthly, is unsecured, and had an original maturity date of 20 September 2019. The convertible loan note is convertible into common shares of Anglo-African Minerals plc at US\$0.01 per share. The maturity date of the convertible loan note was subsequently extended to 20 March 2020, and Howson was issued 21,029,978 Anglo-African Minerals plc warrants per the terms of the extension. These warrants have a strike price of US\$0.025 per share, with an expiry date of 19 September 2021. As at 31 December 2019, the convertible loan had a balance of US\$540,582 (C\$702,108) (2018: C\$nil). Subsequent to 31 December 2019, the convertible loan note matured without repayment. The loan continued to accrue interest at the stated rate.

On 11 September 2018, Howson entered into an asset purchase agreement to purchase the Rupert property, located in British Columbia, Canada. Howson issued 2,000,000 common shares, valued at C\$100,000, to the two vendors, and granted a 2% net smelter return. At any time, 1% of the net smelter return can be purchased by Howson for C\$1,500,000, being C\$750,000 to each of the two vendors. 1,000,000 of the common shares were issued to a company that was controlled by a director of Howson. Howson originally agreed to incur expenditures on the property as follows:

<i>To be incurred on or before:</i>	C\$
11 September 2019 (<i>paid</i>)	100,000
11 September 2020 (<i>paid up to C\$8,597</i>)	200,000
11 September 2021	500,000
Total exploration commitment	800,000

The above expenditure requirements were subsequently amended as follows:

<i>To be incurred on or before:</i>	C\$
11 September 2019 (<i>paid</i>)	100,000
11 September 2020	—
11 September 2021 (<i>paid up to C\$8,597#</i>)	200,000
11 September 2022	500,000
Total exploration commitment	800,000

During the year, Howson incurred C\$12,457 (six months ended 31 December 2018: C\$96,140) of exploration and evaluation expenditure. Together with the C\$96,140 expenditure in the prior period, Howson had incurred and aggregate C\$108,597 of exploration and evaluation expenditure as at 31 December 2019. Of this amount, C\$100,000 had been expensed on or before 11 September 2019, in compliance with its first year commitments under the acquisition agreement. The balance of C\$8,597 incurred during the year is in advance of Howson's revised third year commitment of C\$200,000. The C\$12,457 incurred during the year was recorded as "*exploration expenditure*" within "*administrative expenses*" in the Statement of Comprehensive Income.

Current assets

As at 31 December 2019, Howson's current assets of C\$12,551 (2018: C\$223,621) comprised taxes receivable of C\$12,119 (2018: C\$8,457) and cash of C\$432 (2018: C\$215,164).

Taxes receivable increased by C\$3,662 during the year (six months ended 31 December 2018: increase of C\$8,457).

Total assets

As at 31 December 2019, Howson had non-current assets of C\$802,108 (2018: C\$100,000) and current assets of C\$12,551 (2018: C\$223,621), resulting in total assets of C\$814,659 (2018: C\$323,621).

Equity

As at 31 December 2019, Howson's equity comprised share capital of C\$872,060 (2018: C\$100,010), shares to be issued of C\$nil (2018: C\$215,400), a share option reserve of C\$35,530 (2018: C\$nil) and a retained deficit of C\$304,566 (2018: deficit of C\$174,889). In aggregate, Howson's equity had a carrying value of C\$603,024 (2018: C\$140,521) at the year end.

The share capital balance of C\$872,060 (2018: C\$100,010) comprises the aggregate nominal value of the issued common shares since incorporation. Howson had 2,001,000 common shares in issue at the start of the year. During the year, Howson issued:

- 4,464,000 common shares on 24 January 2019 at \$0.05 per common share at a value of \$223,200;
- 2,000,000 flow-through common shares on 19 March 2019 and 965,000 common shares at \$0.05 per common share at a value of \$148,250; and
- 4,006,000 common shares on 2 April 2019 at \$0.10 per common share at a value of \$400,600.

Following the above common share issues, Howson had 13,436,000 common shares in issue as at 31 December 2019 (2018: 2,001,000).

Brought forward shares to be issued of C\$215,400 represented the cash received during the prior period in advance of the issue of the 4,006,000 new common shares issued on 24 January 2019.

The share option reserve of C\$35,530 (2018: C\$nil) represents the value of common shares to be issued under Howson's options. The increase during the year of C\$35,530 (six months ended 31 December 2018: C\$nil) related to the Black Scholes model valuations of the issue during the year of 950,000 options on 21 March 2019 to Howson directors, officers and consultants. The options have an exercise price of C\$0.05 and a weighted average remaining expected life of 4.22 years as at 31 December 2019. Of the C\$35,350 share option expense incurred during the year, C\$20,570 (six months ended 31 December 2018: C\$nil) related to officers and directors of Howson.

The retained deficit of C\$304,566 (2018: deficit of C\$174,889) is the aggregate value of all retained profits and losses of Howson since incorporation on 20 July 2018. The movement of C\$129,677 (six months ended 31 December 2018: C\$(174,889)) reflects the reported loss after tax for the year.

Current and total liabilities

As at 31 December 2019, Howson's current and total liabilities of C\$211,635 (2018: C\$183,100) comprised trade and other payables. Of this amount, C\$67,606 (2018: C\$30,154) was owed to a company owned by a Howson director. Trade and other payables increased by C\$28,535 during the year (six months ended 31 December 2018: increase of C\$183,100).

Net assets

As at 31 December 2019, Howson had total assets of C\$814,659 (2018: C\$323,621) and total liabilities of C\$211,635 (2018: C\$183,100), resulting in net assets of C\$603,024 (2018: C\$140,521).

SECTION (E) OPERATING AND FINANCIAL REVIEW OF CABOX

The following operating and financial review contains financial information that has been extracted or derived, without material adjustment, from the Cabox Financial Information included in Section (F) “Financial Information of Cabox” of Part IV “Financial Information” of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the Cabox Financial Information and other information in this Document. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on pages 29 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled “Risk Factors” on pages 12 to 24 of this Document.

Summary Statements of Comprehensive Income

Summarised below are the audited Statements of Comprehensive Income of Cabox for the twelve-month period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019:

	Audited 12 months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Administrative expenses	(16,520)	(5,943)
Loss before tax	(16,520)	(5,943)
Income tax	—	—
Loss for the period	(16,520)	(5,943)

Source: Audited financial statements

Summary Statements of Financial Position

Summarised below are the audited Statements of Financial Position of Cabox as at 31 December 2018 and 31 December 2019:

	Audited As at 31 December 2018 C\$	Audited As at 31 December 2019 C\$
Cash and cash equivalents	500	735
Current assets	500	735
Total assets	500	735
Share capital	500	500
Retained deficit	(16,520)	(22,463)
Equity attributable to shareholders	(16,020)	(21,963)
Accruals	—	5,000
Related party payables	16,520	17,698
Current liabilities	16,520	22,698
Total equity and liabilities	500	735

Source: Audited financial statements

Summary Statements of Cash Flows

Summarised below are the audited Statements of Cash Flows of Cabox for the twelve-month period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019:

	Audited 12 months ended 31 December 2018 C\$	Audited Year ended 31 December 2019 C\$
Loss before tax	(16,520)	(5,943)
<i><u>Working capital adjustments:</u></i>		
Change in accruals	—	5,000
Change in related party payables	16,520	1,178
Cash from operating activities	—	235
Proceeds from the issue of shares	500	—
Cash from financing activities	500	—
Net cash inflow for the period	500	235
<i>Cash brought forward</i>	<i>—</i>	<i>500</i>
Cash carried forward	500	735

Source: Audited financial statements

Results for the initial 12-month period ended 31 December 2018

Cabox was incorporated on 19 January 2018 and the 12-month period ended 31 December 2018 represents Cabox's first reporting period.

Trading results

No revenues were reported during the period from the incorporation of Cabox on 19 January 2018 to 31 December 2018. Cabox reported a loss before tax of C\$16,520, comprising administrative expenditure as follows:

	Audited 12 months ended 31 December 2018 C\$
Travel and entertainment	9,796
Accounting and legal fees	5,740
Subsistence and entertainment	599
Business fees and licenses	385
Administrative expenses	16,520

Cash flows, financing and capital reserves

During the twelve-month period ended 31 December 2018, Cabox reported a net cash inflow of C\$500 from all sources, resulting in a closing cash balance of C\$500 as at 31 December 2018.

The only source of cash inflow during the year was Cabox's financing cash flows of C\$500, comprising cash inflows from the issue of common shares on incorporation. On incorporation on 19 January 2018, Cabox issued 5,000,000 common shares at C\$0.0001 each for cash proceeds of C\$500.

No cash flow was reported from operating activities during the period as the expenditure items comprising the C\$16,520 loss for the period were unpaid at the period end and included within "related party payables" on the Statement of Financial Position.

Current assets and total assets

As at 31 December 2018, Cabox's current and total assets of C\$500 comprised its cash balance.

Equity

As at 31 December 2018, Cabox's equity comprised share capital of C\$500 and a retained deficit of C\$16,520. In aggregate, Cabox's equity had a carrying value of C\$(16,020) at the period end.

The share capital balance of C\$500 comprises the aggregate nominal value of the issued common shares since incorporation. During the period, 5,000,000 common shares on incorporation on 19 January 2018 at C\$0.0001 each for an aggregate value of C\$500.

The retained deficit of C\$16,520 is the aggregate value of all retained profits and losses of Cabox since incorporation on 19 January 2018. The movement of C\$(16,520) reflects the reported loss after tax for the period.

Current and total liabilities

As at 31 December 2018, Cabox's current and total liabilities of C\$16,520 comprised related party payables. All of this amount was due to Cronin Services Limited, a related party by virtue of that company being owned by a director of the Company.

Net liabilities

As at 31 December 2018, Cabox had total assets of C\$500 and total liabilities of C\$16,520, resulting in net liabilities of C\$16,020.

Results for the year ended 31 December 2019

Trading results

No revenues were reported during the year ended 31 December 2019. Cabox reported a loss before tax of C\$5,943 (2018: C\$16,520), comprising administrative expenditure as follows:

	Audited Year ended 31 December 2019 C\$	Audited 12 months ended 31 December 2018 C\$
Audit fees	5,000	—
Business fees and licenses	504	385
Accounting and legal fees	391	5,740
Interest payable and bank charges	48	—
Travel and entertainment	—	9,796
Subsistence and entertainment	—	599
Administrative expenses	5,943	16,520

Cash flows, financing and capital reserves

During the year ended 31 December 2019, Cabox reported a net cash inflow of C\$235 (2018: C\$500) from all sources, resulting in a closing cash balance of C\$735 as at 31 December 2019 (2018: C\$500).

The only source of cash inflow during the year was Cabox's operating cash flow of C\$235 (2018: C\$nil).

No cash flow was reported from financing activities during the year.

Current assets and total assets

As at 31 December 2019, Cabox's current and total assets of C\$735 (2018: C\$500) comprised its cash balance.

Equity

As at 31 December 2019, Cabox's equity comprised share capital of C\$500 (2018: C\$500) and a retained deficit of C\$22,463 (2018: C\$16,520). In aggregate, Cabox's equity had a carrying value of C\$(21,963) (2018: C\$(16,020)) at the year end.

The share capital balance of C\$500 (2018: C\$500) comprises the aggregate nominal value of the issued common shares since incorporation. No common shares were issued during the year. As at 31 December 2019, Cabox's issued share capital comprised 5,000,000 (2018: 5,000,000) common shares.

The retained deficit of C\$22,463 (2018: C\$16,520) is the aggregate value of all retained profits and losses of Cabox since incorporation on 19 January 2018. The movement of C\$(5,943) (2018: C\$(16,520)) reflects the reported loss after tax for the year.

Current and total liabilities

As at 31 December 2019, Cabox's current and total liabilities of C\$22,698 (2018: C\$16,520) comprised related party payables of C\$17,698 (2018: C\$16,520) and accruals of C\$5,000 (2018: C\$nil). The related party payables were due to Cronin Services Limited, a related party by virtue of that company being owned by a director of the Company. The accruals were in relation to year-end audit services.

Net liabilities

As at 31 December 2019, Cabox had total assets of C\$735 (2018: C\$500) and total liabilities of C\$22,698 (2018: C\$16,520), resulting in net liabilities of C\$21,963 (2018: C\$16,020).

PART IV
FINANCIAL INFORMATION
SECTION (A) INTRODUCTION

The Group has a complex financial history and this Document contains several financial sections, each including audited and unaudited historical financial information of the constituent parts of the Group which, as at the date of this Document, comprise:

- the Company (*incorporated in England and Wales on 11 June 2007*), and its wholly-owned subsidiaries;
 - Imperial Minerals (UK) Limited (*incorporated in England and Wales on 25 May 2010*); and
 - Cloudbreak Canada (*incorporated in the Province of British Columbia, Canada on 29 June 2021*).

On incorporation on 29 June 2021, Cloudbreak Canada amalgamated the following trading entities:

- Cloudbreak (*incorporated in the Province of British Columbia, Canada on 11 November 2014*);
- Howson (*incorporated in the Province of British Columbia, Canada on 20 July 2018*);
- Cabox (*incorporated in the Province of British Columbia, Canada on 19 January 2018*); and
- 1278953 B.C. (*incorporated in the Province of British Columbia, Canada on 10 December 2020*).

Set out below is an overview of the history of the Group, in particular how and when the constituent parts of the Group have been acquired, together with how the following sections of Part IV “Financial Information” of this Document present the historical performance of the Group and its constituent parts.

Summary history of the Group

The Company was incorporated in England and Wales on 11 June 2007. Imperial Minerals (UK) Limited was incorporated in England and Wales on 25 May 2010 as a wholly-owned subsidiary of the Company. On 1 June 2021, the Company changed its name to Cloudbreak Discovery plc.

Acquisition of Cloudbreak, Howson, Cabox and 1278953 B.C.

On 2 June 2021, the Company acquired the entire issued share capital of each of Cloudbreak, Howson, Cabox and 1278953 B.C., by way of share exchange.

Amalgamation into Cloudbreak Canada

On 29 June 2021, Cloudbreak, Howson, Cabox and 1278953 B.C. were amalgamated into Cloudbreak Canada.

Presentation of the historical financial information

Given the complex financial history of the Group, the Prospectus Regulation requires that the last three years of audited financial information for each constituent part of the Group be included in this Document. To comply with the Prospectus Regulation, the following historical financial information has been presented:

Section (B) “Financial Information of the Group”

Section (B) “Financial Information of the Group” incorporates by reference the unaudited interim financial information of the Group for the six-month period ended 31 December 2021 and the audited financial information of the Group for each of the two years ended 30 June 2020 and 30 June 2021. The statutory audit report covers both the years ended 30 June 2020 and 30 June 2021. The entities included comprise the Company, Imperial Minerals (UK) Limited and Cloudbreak Canada.

Although the Company’s acquisition of Cloudbreak Canada on 2 June 2021 resulted in Cloudbreak Canada becoming a wholly-owned subsidiary of the Company, the transaction constituted a reverse acquisition in as much as the shareholders of Cloudbreak Canada now own a majority of the Ordinary Shares of the Company. In substance, the shareholders of Cloudbreak Canada acquired a controlling interest in the Company and the transaction has therefore been accounted for as a reverse acquisition. The audited historical financial information for each of the two years ended 30 June 2021 and 30 June 2020 is presented in Section (C) “Financial Information of the Group” as if the amalgamation of Cloudbreak, Howson, Cabox and 1278953 B.C. into Cloudbreak Canada was affected on 1 July 2019.

Section (C) “Financial Information of the Company”

Section (C) “Financial Information of the Company” incorporates by reference the audited consolidated financial information of the Company and Imperial Minerals (UK) Limited for the year ended 30 June 2019.

Section (D) “Financial Information of Cloudbreak”

Section (D) “Financial Information of Cloudbreak” incorporates by reference the audited financial information of Cloudbreak, as a standalone entity, for the years ended 30 April 2019 and 30 April 2020, a combined 24-month period.

Section (E) “Financial Information of Howson”

Section (E) “Financial Information of Howson” incorporates by reference the audited financial information of Howson, as a standalone entity, for the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019, a combined period of 18 months.

Section (F) “Financial Information of Cabox”

Section (F) “Financial Information of Cabox” incorporates by reference the audited financial information of Cabox, as a standalone entity, for the period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019, a combined period of 24 months.

Key:

Unaudited interims
Audited

	2018												2019												2020												2021											
	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D												
Group (consolidated)																																					Section (B)											
(Company, Imperial Minerals (UK) and Cloudbreak Canada)																																																
Total period covered by audited financial information - 24 months																																																
Company + Imperial Minerals (UK) (consolidated)																																																
Total period covered by audited financial information - 12 months																																																
Cloudbreak (standalone entity)																																																
Total period covered by audited financial information - 24 months																																																
Howson (standalone entity)																																																
Total period covered by audited financial information - 18 months																																																
Cabox (standalone entity)																																																
Total period covered by audited financial information - 24 months																																																

Section	Entity(s)	Periods covered	Status	Duration
B	Group (<i>consolidated</i>)	1 July 2021 – 31 December 2021	Unaudited	6 months
B	Group (<i>consolidated</i>)	1 January 2021 – 31 December 2021 1 January 2020 – 31 December 2020	Audited	24 months
C	Company and Imperial Minerals (UK) Limited (<i>consolidated</i>)	1 January 2019 – 31 December 2019	Audited	12 months
D	Cloudbreak (<i>standalone entity</i>)	1 May 2019 – 30 April 2020 1 May 2018 – 30 April 2019	Audited	24 months
E	Howson (<i>standalone entity</i>)	1 January 2019 – 31 December 2019 20 July 2018 – 31 December 2018	Audited	18 months
F	Cabox (<i>standalone entity</i>)	1 January 2019 – 31 December 2019 19 January 2018 – 31 December 2018	Audited	24 months

SECTION (B) FINANCIAL INFORMATION OF THE GROUP

The following unaudited interim financial information and audited historical financial information of the Group has been incorporated by reference:

Unaudited interim financial information for the six months ended 31 December 2021

The Group's unaudited interim financial information for the six months ended 31 December 2021 can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The unaudited interim financial information available includes the following:

- Half-Year Report (pages 1 to 2);
- Responsibility Statement (page 3);
- Market Abuse Regulation (MAR) Disclosure (page 4);
- Consolidated Statement of Comprehensive Income (page 5);
- Group Statement of Financial Position (page 6);
- Group Statement of Changes in Equity (page 7);
- Group Statement of Cash Flows (page 8);
- Notes to the Financial Statements (pages 9 to 26).

All of the above parts of the Group's unaudited interim financial information for the six months ended 31 December 2021 are relevant to investors.

Audited consolidated historical financial information for the years ended 30 June 2021 and 30 June 2020

The Group's audited consolidated historical financial information for the years ended 30 June 2021 and 30 June 2020 can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited consolidated historical financial information available includes the following:

- Corporate Directory (page 3);
- Chairman's Statement (pages 4 to 5);
- Board of Directors (page 6);
- Strategic and Corporate Governance Report (pages 7 to 15);
- Directors' Report (pages 16 to 18);
- Statement of Directors' Responsibilities (page 19);
- Directors' Remuneration Report (pages 20 to 21);
- Independent Auditor's Report (pages 22 to 26);
- Consolidated Statements of Comprehensive Income (page 27);
- Group Statements of Financial Position (page 28);
- Company Statements of Financial Position (page 29);
- Group Statements of Changes in Equity (page 30);
- Company Statements of Changes in Equity (page 31);
- Group and Company Statements of Cash Flows (page 32);
- Notes to the Financial Statements (page 33).

The opinion given by the independent auditor in the Independent Auditor's Report referred to above relates to both of the years ended 30 June 2021 and 30 June 2020.

All of the above parts of the Group's audited historical financial information for the years ended 30 June 2021 and 30 June 2020 are relevant to investors.

SECTION (C) FINANCIAL INFORMATION OF THE COMPANY

The following audited historical financial information of the Company and its wholly-owned subsidiary, Imperial Minerals (UK) Limited, has been incorporated by reference:

Audited consolidated historical financial information for the year ended 30 June 2019

The Company's audited consolidated historical financial information for the year ended 30 June 2019 can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited consolidated historical financial information available includes the following:

- Corporate Directory (page 3);
- Chairman's Statement (pages 4 to 5);
- Board of Directors (page 6);
- Strategic Report (pages 7 to 8);
- Directors' Report (pages 9 to 11);
- Statement of Directors' Responsibilities (page 12);
- Independent Auditor's Report (pages 13 to 16);
- Consolidated Statement of Comprehensive Income (page 17);
- Group and Company Statements of Financial Position (page 18);
- Group and Company Statements of Changes in Shareholders' Equity (pages 19 to 20);
- Group and Company Statements of Cash Flows (page 21);
- Notes to the Financial Statements (pages 22 to 32).

All of the above parts of the Company's audited consolidated historical financial information for the year ended 30 June 2019 are relevant to investors.

SECTION (D) FINANCIAL INFORMATION OF CLOUDBREAK

The following and audited historical financial information of Cloudbreak has been incorporated by reference:

Audited historical financial information for the year ended 30 April 2020

Cloudbreak's audited historical financial information for the year ended 30 April 2020 is included in Section (C) "*Financial Information of Cloudbreak*" of Part VI "*Financial Information*" of the Company's prospectus dated 12 May 2021, which can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited historical financial information available includes the following:

- Independent Auditors' Report (pages 215 to 216);
- Consolidated Statements of Financial Position (page 217);
- Consolidated Statements of Loss and Comprehensive Loss (page 218);
- Consolidated Statements of Changes in Shareholders' Equity (page 219);
- Consolidated Statements of Cash Flows (page 220);
- Notes to the Consolidated Financial Statements (pages 221 to 230).

All of the above parts of Cloudbreak's audited historical financial information for the year ended 30 April 2020 are relevant to investors.

Audit report qualification

Included within the Independent Auditor's Report for the year ended 30 April 2020 is the following qualification:

"Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

Audited historical financial information for the year ended 30 April 2019

Cloudbreak's audited historical financial information for the year ended 30 April 2019 is included in Section (C) "*Financial Information of Cloudbreak*" of Part VI "*Financial Information*" of the Company's prospectus dated 12 May 2021, which can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited historical financial information available includes the following:

- Independent Auditors' Report (pages 232 to 233);
- Statements of Financial Position (page 234);
- Statements of Loss and Comprehensive Loss (page 235);
- Statement of Changes in Shareholders' Equity (page 236);
- Statements of Cash Flows (page 237); and
- Notes to the Financial Statements (pages 238 to 247).

All of the above parts of Cloudbreak's audited historical financial information for the year ended 30 April 2019 are relevant to investors.

Audit report qualification

Included within the Independent Auditor's Report for the year ended 30 April 2019 is the following qualification:

"Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$54,865 during the year ended 30 April 2019 and has an accumulated deficit of \$66,918 as at 30 April 2019. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

SECTION (E) FINANCIAL INFORMATION OF HOWSON

The following audited historical financial information of Howson has been incorporated by reference:

Audited historical financial information for the for the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019

Howson's audited historical financial information for the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 is included in Section (E) "*Financial Information of Howson*" of Part VI "*Financial Information*" of the Company's prospectus dated 12 May 2021, which can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited historical financial information available includes the following:

- Independent Auditors' Report (pages 264 to 265);
- Statements of Financial Position (page 266);
- Statements of Loss and Comprehensive Loss (page 267);
- Statements of Changes in Shareholders' Equity (page 268);
- Statements of Cash Flows (page 269);
- Notes to the Financial Statements (pages 270 to 278).

The opinion given by the independent auditor in the Independent Auditor's Report referred to above relates to both of the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019.

All of the above parts of the Howson's audited historical financial information for both of the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 are relevant to investors.

Audit report qualification

Included within the Independent Auditor's Report on both the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 is the following qualification:

"Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company's ability to continue as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These matters, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

SECTION (F) FINANCIAL INFORMATION OF CABOX

The following audited historical financial information of Cabox has been incorporated by reference:

Audited historical financial information for the for the period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019

Howson's audited historical financial information for the period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019 is included in Section (G) "Financial Information of Cabox" of Part VI "Financial Information" of the Company's prospectus dated 12 May 2021, which can be viewed on the Company's website at:

www.cloudbreakdiscovery.com/investors

The audited historical financial information available includes the following:

- Independent Auditors' Report (pages 291 to 292);
- Statements of Financial Position (page 293);
- Statements of Loss and Comprehensive Loss (page 294);
- Statements of Changes in Shareholders' Equity (page 295);
- Statements of Cash Flows (page 296);
- Notes to the Financial Statements (pages 297 to 303).

The opinion given by the independent auditor in the Independent Auditor's Report referred to above relates to both of the period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019.

All of the above parts of the Howson's audited historical financial information for both of the period from incorporation on 19 January 2018 to 31 December 2018 and the year ended 31 December 2019 are relevant to investors.

Audit report qualification

Included within the Independent Auditor's Report on both the period from incorporation on 20 July 2018 to 31 December 2018 and the year ended 31 December 2019 is the following qualification:

"Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company's ability to continue as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These matters, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

PART V

TAXATION

The following section is a summary guide only to certain aspects of tax in the UK. This is not a complete analysis of all the potential tax effects of acquiring, holding and disposing of Ordinary Shares in the Group, nor will it relate to the specific tax position of all Shareholders in all jurisdictions. This summary is not a legal opinion. Shareholders are advised to consult their own tax advisers.

Taxation in the UK

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

1.1 Tax treatment of UK investors

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

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

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

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

1.2 Dividends

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

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

Dividend income received by UK tax resident individuals will have a £2,000 annum dividend tax allowance. Dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers, and 38.1 per cent. for additional rate taxpayers.

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

1.3 Disposals of Ordinary Shares

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

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

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares, but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19% falling to 17% after 1 April 2020. But in the Budget on 11 March 2020 it was announced that the rate would remain at 19%, after 1 April 2020.

1.4 Further information for Shareholders subject to UK income tax and capital gains tax

“Transactions in securities”

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

1.5 Stamp duty and stamp duty reserve tax

No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of ordinary shares pursuant to the Fundraising.

Most investors will purchase existing ordinary shares using the crest paperless clearance system and these acquisitions will be subject to stamp duty reserve tax at 0.5%. Where ordinary shares are acquired using paper (i.e. non-electronic settlement) stamp duty will become payable at 0.5% if the purchase consideration exceeds £1,000.

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

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

PART VI

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The Company, each of the Directors, whose names appear on page 32 of this Document, accept responsibility for the information contained in this Document. To the best of the knowledge of the Company and each Director the information contained in this Document is in accordance with the facts and this Document makes no omission likely to affect its import.

2. COMPETENT AUTHORITY APPROVAL

This Document has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the securities. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

3. INCORPORATION AND STATUS

- 3.1 The Company was incorporated and registered in England & Wales as a public company limited by shares on 11 June 2007 under the Companies Act 1985, with the name Latam Resources plc, and registered number 06275976 and LEI is 213800ZLZVEPOS7YID88. The Company is domiciled in the UK.
- 3.2 The Company changed its name from Latam Resources plc Imperial X PLC on 1 June 2021 and from Imperial X plc to Cloudbreak Discovery Plc.
- 3.3 The legal and commercial name of the Company is Cloudbreak Discovery plc.
- 3.4 The Company's registered office is at Suite 1, 15 Ingestre Place, London, W1F 0DU. The head office and principal place of business of the Company, and the business address of each of the Directors, is at 520-999 West Hastings Street, Box 55, Vancouver, BC V6C 2W2. The telephone number of the Company's head office and principal place of business is +1-778-200-2889. The Company's principal objects and activities are to act as a Royalty company in the energy sector.
- 3.5 The Ordinary Share Capital was admitted to the Official List, by way of a Standard Listing, and to trading on the Main Market on 3 June 2021.
- 3.6 As at the date of this Document the Company has three wholly-owned subsidiaries or subsidiary undertakings, as set out below:

Name	Registered Office and country of incorporation/ residence	Field of activity	% of share capital owned by the Company
Imperial Minerals (UK) Limited	England and Wales	Intermediate holding company	100%
Kudu Resources Limited	England and Wales	Exploration and development company focused on Gold and production in Africa	100%
Cloudbreak Discovery (Canada) Ltd.	British Columbia, Canada	Mineral Prospect Generation	100%
Cloudbreak Discovery (US) Ltd.	Delaware, United States of America	Dormant holding company	100%

- 3.7 The principal legislation under which the Company was incorporated is the Companies Act 1985 and under which the Company operates is the Act and regulations made under the Act.
- 3.8 The liability of the members of the Company is limited to the amount, if any, unpaid on the shares held by them.
- 3.9 The address of the Company's website is currently www.cloudbreakdiscovery.com.
- 3.10 The Company's auditor is PKF Littlejohn LLP is a member of the Auditing Practices Board.

4. SHARE CAPITAL HISTORY

- 4.1 The issued and fully paid up Ordinary Share capital of the Company, as at the date of this document and as it is expected to be immediately following Admission, is as follows:

	Amount fully paid up	
	(£)	Number
As the date of this Document:		
Ordinary Shares	£499,974.20	499,974,200
Deferred Shares	£170,955	18,995,000
As at the date at Admission:		
Ordinary Shares	£526,001.98	526,001,976
Deferred Shares	£170,955	18,995,000

As at 31 May 2022, being the most recent balance sheet date, the issued share capital of the Company was £595,632.53 comprising of 424,677,530 Ordinary Shares of £0.001 each in the capital of the Company and 18,995,000 Deferred Shares of £0.009 each in the capital of the Company.

- 4.2 The following changes to the issued share capital of the Company have occurred since incorporation:
- 4.2.1 on incorporation, the issued share capital of the Company was £0.02 comprising two ordinary shares of £0.01 each in the capital of the Company. Those two ordinary shares of £0.01 each in the capital of the Company were issued, credited as fully paid, to the subscribers to the memorandum of association of the Company. The authorised share capital of the Company on incorporation was 53,500,000 ordinary shares of £0.01 each;
- 4.2.2 on 22 April 2010, one ordinary share of £0.01 was issued in the capital of the Company so that the issued share capital of the Company was £0.03 comprising three ordinary shares of £0.01 each in the capital of the Company;
- 4.2.3 on 8 June 2010, 4,999,997 ordinary shares of £0.01 were issued in the capital of the Company so that the issued share capital of the Company was £50,000 comprising 5,000,000 ordinary shares of £0.01 each in the capital of the Company;
- 4.2.4 on 15 June 2010, 10,000,000 ordinary shares of £0.01 were issued in the capital of the Company so that the issued share capital of the Company was £150,000 comprising 15,000,000 ordinary shares of £0.01 each in the capital of the Company;
- 4.2.5 on 25 November 2010, 3,895,000 ordinary shares of £0.01 were issued in the capital of the Company so that the issued share capital of the Company was £188,950 comprising 18,895,000 ordinary shares of £0.01 each in the capital of the Company;

- 4.2.6 on 29 November 2010, 100,000 ordinary shares of £0.01 were issued in the capital of the Company so that the issued share capital of the Company was £189,950 comprising 18,995,000 ordinary shares of £0.01 each in the capital of the Company;
- 4.2.7 on 6 January 2016, the Ordinary Share Capital was subdivided and re-designated so that the new share capital consisted of 18,995,000 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.8 on 7 January 2016, 10,000,000 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £199,950 comprising 28,995,000 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.9 on 9 December 2016, 1,750,000 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £201,700 comprising 30,745,000 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.10 on 5 April 2018, 1,086,250 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £202,786.25 comprising 31,831,250 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.11 on 13 August 2019, 5,046,250 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £207,832.50 comprising 36,877,500 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.12 on 1 November 2019, 13,871,026 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £221,703.53 comprising of 50,748,526 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.13 on 29 April 2020 1,108,000 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £222,811.53 comprising of 51,856,526 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.14 On 22 June 2020, 4,774,686 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £227,586.21 comprising of 56,631,212 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.15 On 23 November 2020, 14,739,737 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £242,325.95 comprising of 71,370,949 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.16 On 5 January 2021, 1,914,200 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £244,240.15 comprising of 73,285,149 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.17 On 3 June 2021, 316,279,911 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £560,520.06 comprising of 389,565,060 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.18 On 21 July 2021, 500,000 Ordinary Shares were issued in the capital of the Company so that the issued share capital of the Company was £561,020.06 comprising of 390,065,060 Ordinary Shares and 18,995,000 Deferred Shares;

- 4.2.19 On 4 January 2022, 58,000,000 Ordinary Shares were issued so that the issued share capital of the Company was £619,020.06 comprising of 448,065,060 Ordinary Shares of £0.001 each in the capital of the Company and 18,995,000 Deferred Shares of £0.009 each in the capital of the Company;
- 4.2.20 On 14 January 2022, 500,000 Ordinary Shares were issued so that the issued share capital of the Company was £619,520.06 comprising of 448,565,060 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.21 On 28 February 2022, 100,000 Ordinary Shares were issued so that the issued share capital of the Company was £619,620.06 comprising of 448,665,060 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.22 On 4 March 2022, 1,428,874 Ordinary Shares were issued so that the issued share capital of the Company was £621,048.93 comprising of 450,093,934 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.23 On 8 March 2022, 100,000 Ordinary Shares were issued so that the issued share capital of the Company was £621,148.93 comprising of 450,193,934 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.24 On 16 March 2022, 19,596,931 Ordinary Shares were issued so that the issued share capital of the Company was £640,745.87 comprising of 469,790,865 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.25 On 25 March 2022, 700,002 Ordinary Shares were issued so that the issued share capital of the Company was £641,445.87 comprising of 470,490,867 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.26 On 25 March 2022, 83,333 Ordinary Shares were issued so that the issued share capital of the Company was £641,529.2 comprising of 470,574,200 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.27 On 28 March 2022, 12,000,000 Ordinary Shares were issued so that the issued share capital of the Company was £653,529.2 comprising of 482,574,200 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.2.28 On 8 April 2022, 400,000 Ordinary Shares were issued so that the issued share capital of the Company was £653,929.2 comprising of 482,974,200 Ordinary Shares and 18,995,000 Deferred Shares; and
- 4.2.29 On 11 April 2022, 200,000 Ordinary Shares were issued so that the issued share capital of the Company was £654,129.2 comprising of 483,174,200 Ordinary Shares and 18,995,000 Deferred Shares.
- 4.2.30 On 5 July 2021, 16,800,000 Ordinary Shares were issued so that the issued share capital of the Company was £670,929.2 comprising of 499,974,200 Ordinary Shares and 18,995,000 Deferred Shares;
- 4.3 The Ordinary Shares have £0.001 par value.
- 4.4 All Ordinary Shares and Deferred Shares in issue as at 31 May 2022, being the most recent balance sheet date, were, and at the date of this Document are, fully paid up.
- 4.5 There are no listed or unlisted securities of the Company not representing share capital.
- 4.6 No Ordinary Shares are held by or on behalf of the Company by itself.
- 4.7 There are the following convertible securities, exchangeable securities, securities with warrants or other rights over securities in the Company:

4.7.1 **Share Options**

The Company has granted Share Options in the Company which will be outstanding as at Admission as follows:

- (a) 4,550,000 options over Ordinary Shares, each of which may be exercised at £0.025 per share at any time until the tenth anniversary of the date of vesting; and
- (b) 10,100,000 options over Ordinary Shares, each of which may be exercised at £0.03 per share at any time until the fourth anniversary of the date of vesting.

Further details of these Share Options are set out in paragraph 10.1 of this Part VI.

4.7.2 Warrants

The Company has granted warrants in the Company which will be outstanding as at Admission as follows:

- (a) 7,169,868 £0.05 warrants expiring 30 November 2022 and 957,100 £0.05 warrants expiring 5 January 2023 (together the “**Pre-IPO Fundraise Warrants**”)
- (b) 4,530,497 £0.10 Drawdown Warrants expiring 16 February 2024;
- (c) 8,714,227 £0.05 AAM Acquisition Warrants in aggregate, expiring on the fourth anniversary of Admission; and
- (d) 2,050,000 Consultant Warrants in aggregate, expiring 13 August 2023.

Further details of all of these Warrants are set out in paragraph 10.2 of this Part VI.

4.7.3 Convertible Loan Notes

The Company has issued convertible loan notes in the Company. As at the date of this Document, there are £3,850 worth of convertible loan notes which remain outstanding.

Further details of these Warrants are set out in paragraph 10.3 of this Part VI.

- 4.8 Other than the existing admission to trading to the Official List, by way of a Standard Listing, and to trading on the Main Market, the Ordinary Shares are not admitted to dealings on any other recognised investment exchange, nor has any application for such admission been made, nor are there intended to be any other arrangements in place for there to be such dealings in the Ordinary Shares.
- 4.9 No person has any acquisition right over, and the Company has incurred no obligation over, the Company's authorised but unissued share capital or given any undertaking to increase the Company's capital, save for the Company's obligations to issue and allot the New Ordinary Shares pursuant to the Fundraising and those matters referred to in 4.7 above and paragraphs 5 and 10 below. Drawdowns under the Equity Drawdown Facility are at the option of the Company.
- 4.10 Each New Ordinary Share to be issued pursuant to the Fundraising will rank in full for all dividends and distributions declared made or paid after their issue and otherwise *pari passu* in all respects with each Existing Ordinary Share and will have the same rights (including voting and dividend rights and rights on a return of capital).
- 4.11 Other than in respect of Ordinary Shares which may be issued pursuant to the deeds granting the Share Options or issued on exercise of the Warrants:
 - 4.11.1 no unissued share or loan capital of any member of the Company is proposed to be issued or is under option or agreed, conditionally or unconditionally, to be put under option;
 - 4.11.2 no share capital or loan capital of the Company is in issue and no such issue is proposed;

- 4.11.3 there are no acquisition rights and or obligations over authorised but unissued capital or an undertaking to increase the capital;
- 4.11.4 no persons have preferential subscription rights in respect of any share or loan capital of the Company; and
- 4.11.5 there is no present intention to issue any share capital of the Company nor is there an undertaking to increase the capital of the Company at the date of this Document.

5. DIRECTORS' INTERESTS IN ORDINARY SHARES

- 5.1 Save as disclosed in this paragraph 5.1 neither the Directors nor any of their Connected Persons have at the date of this Document, or will have at or immediately after Admission, any interests, beneficial or otherwise, in Ordinary Shares, options or warrants to acquire Ordinary Shares.

Name	As at the date of this Document		On Admission	
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital
Kyler Hardy	91,626,929	18.33%	112,738,040	21.17%
Emma Kinder Priestley	2,000,000	0.40%	2,000,000	0.38%
Andrew Male	2,000,000	0.40%	2,000,000	0.38%
Paul Gurney	0	—	0	—

- 5.2 The Company's share capital consists of one class of Ordinary Shares with equal voting rights (subject to the Articles) and non-voting Deferred Shares. All Shareholders have the same voting rights and no major Shareholder has any different voting rights from the other Shareholders.

Save as disclosed in this paragraph 5 or in paragraph 10 below, as at the date of this Document, neither the Directors nor senior managers or members of the administrative, management or supervisory bodies of the Company have any interests in options or warrants or in the Existing Ordinary Shares.

- 5.3 The Company is not aware of any person who exercises, or could exercise, directly or indirectly, jointly or severally, Control over the Company.
- 5.4 There are no arrangements known to the Company, the operation of which may at a subsequent date result in a Change of Control of the Company.

6. SIGNIFICANT SHARE INTERESTS

- 6.1 As at the date of this Document and, in so far as is known to the Company, no person or persons, other than as set out in paragraph 5.1 and as set out in the table below, has or will have immediately following Admission, an interest, (directly or indirectly), in voting rights representing three per cent. or more of the Company's Ordinary Shares or who will be interested, in voting rights representing three per cent. or more of the Company's Ordinary Shares on Admission (being the threshold set out in Chapter 5 of the Disclosure Guidance and Transparency Rules). Any person who is directly or indirectly interested in three per cent. or more of the Company's issued share capital, will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules, and such interests will be notified by the Company to the public.

Name	As at the date of this Document		On Admission		
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital	Warrants
Kyler Hardy ¹	91,626,929	18.33%	112,738,040	21.66%	2,930,832
John Campbell Smyth	24,959,653	4.99%	24,959,653	4.75%	494,686

1. Kyler Hardy is part of the Cronin concert party which will hold 131,145,026 Ordinary Shares at Admission

7. ARTICLES OF ASSOCIATION

A summary of the principal provisions of the Articles, including the provisions relating to the rights attaching to the Ordinary Shares and Deferred Shares, is set out below. The summary below is not a complete copy of the terms of the Articles. A complete copy of the Articles is available for inspection at the Company's registered office.

7.1 Capital structure

The share capital of the Company is represented by an unlimited number of Ordinary Shares and Deferred Shares having the rights described in the Articles.

7.2 Alteration of share capital

Subject to the provisions of the Act and the Articles, the Company can issue shares which are required to be redeemed and shares which may be redeemed at the option of the Company or the relevant member.

Subject to the provisions of applicable law and to any special rights previously conferred on the holders of any existing shares, any share may be classified and issued with such preferred, deferred or other special rights or subject to such restrictions as the Company may determine by ordinary resolution (or, in the absence of any such determination, as the Directors determine). The Company may by ordinary resolution consolidate and divide all or any of its share capital into shares of a larger amount and sub-divide its shares, or any of them, into shares of a smaller amount (subject to the provisions of applicable law).

Subject to the provisions of applicable law, the Company may reduce its share capital, or any capital redemption reserve, share premium account or other non-distributable reserve in any manner. The Company may also, subject to the requirements of applicable law, purchase its own shares (including any redeemable shares).

7.3 Voting

Subject to disenfranchisement in the event of:

- 7.3.1 non-payment of calls or other monies due and payable in respect of Ordinary Shares; or

7.3.2 non-compliance with a statutory notice requiring disclosure as to beneficial ownership of Ordinary Shares,

and, without prejudice to any special rights or restrictions as to voting upon which any shares may be issued or may for the time being be held and to any other provisions of the Articles, on a show of hands every shareholder who is present in person (including by corporate representative) and every proxy present who has been duly appointed to vote on the resolution shall have one vote, and on a poll every shareholder who is present in person (including by corporate representative) and every proxy present who has been duly appointed to vote on the resolution shall have one vote for every Ordinary Share held.

7.4 Repurchase of shares

Subject to and in accordance with the Act, the Company may purchase any of its own shares (including any redeemable shares) in any manner and may hold such shares as treasury shares provided that the number of shares held as treasury shares shall not at any time exceed any limits set out in the Act.

7.5 Variation of rights

Where the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provision of the Act and the CREST Regulations, be varied or abrogated either with the written consent of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. At every such general meeting the necessary quorum shall be two or more persons holding or representing by proxy (which proxies are authorised to exercise voting rights) not less than one-third in nominal value of the issued shares of the class (excluding any shares of that class held in treasury) (but so that at an adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum). Every holder of shares of the class present may demand a poll and every such holder shall on a poll have one vote for every share of the class held by him. The rights attached to any class of shares shall, unless otherwise expressly provided by the terms of issue of such shares or by the terms upon which such shares are for the time being held, be deemed not to be modified, abrogated or varied by the creation or issue of further shares ranking *pari passu* therewith or the purchase or redemption by the Company of any of its own shares in accordance with the Act and the Articles.

7.6 Share transfers

All transfers of shares which are in certificated form may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. All transfers of shares which are in uncertificated form may be effected by means of a relevant computer based system.

The Directors may, in the case of shares in certificated form, in their absolute discretion refuse to register any transfer of shares (not being fully-paid shares) and they may also decline to register the transfer of a share upon which the Company has a lien, provided that any such refusal does not prevent dealings in partly-paid shares from taking place on an open and proper basis. In addition, the Directors may, subject to the Crest Regulations, refuse to register a transfer of shares (whether fully-paid or not) in favour of more than four persons jointly or made to or by an infant or patient within the meaning of the Mental Health Act 1983.

The Directors may decline to recognise any instrument of transfer relating to shares in certificated form unless the instrument of transfer is duly stamped, is in respect of only one class of share and is lodged at the Transfer Office accompanied by the relevant share certificate(s) and such other evidence as the Directors may

reasonably require to show the right of the transferor to make the transfer (or if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so).

7.7 Calls

Subject to the terms of allotment, the Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares including any premium and each member shall (subject to being given at least 14 clear days' notice specifying where and when payment is to be made) pay to the Company the specified amount called on his shares. If any sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid. Interest shall be paid at a rate fixed by the terms of allotment of the share or in the notice of the call; or if no rate is fixed, at the appropriate rate per annum from the day appointed for the payment thereof to the time of the actual payment. Directors may at their discretion waive payment of any such interest in whole or in part.

7.8 Dividends and other distributions

The Company may by ordinary resolution declare dividends but no dividend shall exceed the amount recommended by the Directors. Except insofar as the rights attaching to, or the terms of issue of, any shares otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. If, in the Directors' opinion, the profits of the Company justify such payments, the Directors may pay interim dividends of such amounts and on such dates and in respect of such periods as they think fit. Any dividend unclaimed after a period of 12 years from the date it became due for payment shall be forfeited and shall revert to the Company.

7.9 Untraced Shareholders

Subject to the Statutes, the Act and all other applicable laws, the Company may sell any shares of a member or the shares of a person entitled thereto who is untraceable, if during a period of 12 years, at least three dividends in respect of the shares in question have become payable and the cheques or warrants for all amounts payable to such member or person in respect of his shares have remained uncashed or mandated dividend payments have failed and the Company has received no communication from such member or person. The net proceeds of sale shall belong to the Company but the member or person who had been entitled to the shares shall become a creditor of the Company in respect of those proceeds.

If on three consecutive occasions notices sent to a member have been returned undelivered, such member shall not thereafter be entitled to receive notices from the Company until he shall have communicated with the Company and supplied in writing to the Company (or its agent) a new registered address or a postal address within the United Kingdom for the service of notices or shall have informed the Company, in such manner as may be specified by the Company, of an address for the service of notices by electronic communication.

7.10 Non-UK Shareholders

There are no limitations in the Articles on the rights of non-UK Shareholders to hold, or exercise voting rights attaching to, Ordinary Shares. However, no shareholder is entitled to receive notices from the Company (whether electronically or otherwise), including notices of general meetings, unless he has given a postal address in the UK or an address for the service of notices by electronic communication to the Company to which such notices may be sent.

7.11 Pre-emption rights

There are no rights of pre-emption under the Articles of the Company in respect of transfers of issued Ordinary Shares.

In certain circumstances, the Company's Shareholders may have statutory pre-emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to offer new shares for allotment to existing Shareholders on a *pro rata* basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares would be offered to the Company's Shareholders.

7.12 Sanctions on Shareholders

A member loses his rights to vote in respect of his shares if and for so long as he or any other person appearing to be interested in those shares fails to comply with a request by the Company under the Act requiring him to give particulars of any interest in those Ordinary Shares within 14 days.

In the case of shareholdings representing 0.25 per cent or more of the issued shares of the class concerned, the sanctions which may be applied by the Company include not only disenfranchisement but also the withholding of the right to receive payment of dividends and other monies payable on, and restrictions on transfers of, the shares concerned.

7.13 Appointment, removal and retirement of Directors

The number of Directors of the Company shall be not less than two but no more than twelve. The Company may by ordinary resolution elect any person to be a Director. The Board also has powers to appoint a person as a Director but such person will only hold office until the next annual general meeting and will then be eligible for re-election. A director shall not be required to hold shares in the Company but shall be entitled to attend and speak at any general meeting of the Company or any meeting of the holders of any class of shares in the Company.

No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless not less than 14 nor more than 35 days before the date appointed for the meeting there has been notice in writing given to the Company by a member duly qualified to attend and vote at the meeting of his intention to propose the person for appointment and a written notice signed by the person to be proposed of his willingness to be elected. The Company has power by ordinary resolution (of which special notice has been given) to remove any Director from office before the expiration of his period of office and may by ordinary resolution appoint another person in his place.

7.14 Alternate directors

Any Director may at any time appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Unless previously approved by the Directors or unless the appointee is another Director, the appointment shall only have effect once it has been approved by the board.

7.15 Executive Office

The Directors may from time to time appoint one or more Directors to be the holder of any executive office on such terms and for such period as they determine.

7.16 Retirement of Directors

At each annual general meeting of the Company all of the Directors shall retire from office. A retiring Director shall be eligible for re-election.

The office of a Director will be vacated if the Director resigns, becomes bankrupt or is the subject of other insolvency-related proceedings, in certain circumstances where the Director is suffering from mental disorder, if the Director is absent from meetings of the Board for six successive months without leave and the Board resolves that the Director's office should be vacated, if removed by notice in writing from all the other Directors, if the Director is an executive Director and ceases to

hold that office and the majority of the other Directors resolve that such office be vacated, or if the Director is removed or becomes prohibited from being a Director under any provision of applicable statutes.

7.17 Directors' benefits

The Directors (other than those holding executive office with the Company or any subsidiary of the Company) shall be entitled to remuneration for their services in such amount as the Directors may determine, not exceeding in aggregate £300,000 per annum (or such higher amount as the Company may by ordinary resolution determine), in addition, any Directors who are resident outside the UK and not holding full-time salaried employment in the Company or any subsidiary of the Company, may be paid such extra remuneration as the Directors may determine. Any Director who holds executive office or who serves on any committee or who otherwise performs services outside the ordinary duties of a Director, may be paid such remuneration or extra remuneration by way of salary, commission or otherwise as the Directors may determine.

The Directors may also be paid all such reasonable expenses as they may incur in attending and returning from meetings of the Company or of the Directors or any committee or otherwise in or about the business of the Company or the proper exercise of their duties.

The Company may also fund a Director's expenditure (and that of a director of any subsidiary) for the purposes permitted under applicable law and may do anything to enable a Director (or a director of any subsidiary) to avoid incurring such expenditure as provided under all applicable laws.

7.18 Powers and proceedings of the Board

Subject to the provisions of the Act and the Articles and to any regulation as may be prescribed by the Company in general meeting, the business of the Company shall be managed by the Board who may exercise all such powers of the Company.

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman at the meeting shall have a second or casting vote.

A video link or telephone conference call or other electronic or telephonic means of communication in which a quorum of Directors participates and all participants can hear and speak to each other shall be a valid meeting. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretion exercisable by the Board.

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be two.

7.19 Directors' interests

At meetings of the Board, questions are determined by a majority of votes and in the case of an equality of votes the Chairman of the Board shall have a second or casting vote. The quorum at Directors' meetings may be fixed by the Directors but otherwise shall be two. The Board may delegate any of its powers to committees. Decisions of the Directors may also be taken by written resolution approved by all Directors eligible to vote on the matter, provided they would have formed a quorum at a meeting of the Board.

A Director who is in any way, whether directly or indirectly, interested in a proposed or existing, contract, transaction or arrangement with the Company must declare the nature and extent of that interest to the other Directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

A Director shall not vote, or be counted in the quorum in respect of, any contract or arrangement or any other proposal in which he has any direct or indirect interest other than an interest that cannot reasonably be regarded as likely to give rise to a

conflict of interest or an interest that arises by virtue of his interests in shares or debentures or other securities or rights of or otherwise in or through the Company. However, this prohibition does not apply (in the absence of any other prohibited interest) where the resolution relates:

- 7.19.1 to the giving to him of any guarantee, security or indemnity in respect of:
- 7.19.2 money lent or obligations undertaken by him for the benefit of the Company or any of its subsidiary undertakings; or
- 7.19.3 a debt of the Company or any subsidiary undertaking in respect of which the Director has assumed responsibility in whole or in part under a guarantee, indemnity or by giving security;
- 7.19.4 to any proposal whereby the Company or of any of its subsidiary undertakings is offering securities under an offer in which he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- 7.19.5 to any proposal relating to any other body corporate in which he is not beneficially interested, directly or indirectly, in one per cent or more of the issued shares of any class of the equity share capital of such body corporate or of the voting rights available to members of the relevant body corporate;
- 7.19.6 to any proposal relating to an arrangement for the benefit of employees of the Company or any of its subsidiary undertakings which does not award any Director any privilege or benefit not generally awarded to the employees to whom it relates; and
- 7.19.7 to any proposal concerning:
 - 7.19.7.1 the purchase or maintenance of any insurance policy for the benefit of Directors;
 - 7.19.7.2 indemnities in favour of the Directors;
 - 7.19.7.3 the funding of expenditure by one or more Directors on defending proceedings against such Director or Directors; or
 - 7.19.7.4 doing anything to enable such Director or Directors to avoid incurring such expenditure.

Subject to the relevant statutory provisions the Company may, by ordinary resolution, suspend or relax the above provisions either generally or in respect of a particular matter or ratify any transaction, arrangement or proposal not duly authorised by reason of a contravention of such provisions.

7.20 Indemnification of Directors

The Directors (including any alternate Director), secretary and other officers or employees of the Company shall be indemnified out of the assets of the Company to the fullest extent permitted by the Act from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.

7.21 Borrowing powers

Subject to relevant statutory provisions, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property, assets (present and future) including uncalled capital of the Company and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

7.22 Annual General Meetings and General Meetings

The Company must, in respect of each financial year, hold a general meeting as its annual general meeting in accordance with the Act. Subject to the foregoing and to the provisions of the Act, the annual general meeting shall be held at such time and place as the Directors may determine. Holders of Ordinary Shares shall have the right to receive notice of and to attend and to vote at all general meetings of the Company.

Subject to the provisions of the Act, an annual general meeting shall be called on not less than 21 days' written notice and all other general meetings shall be called on not less than 14 days' written notice. The period of notice shall in each case be exclusive of the day on which it is given or deemed to be given and of the day on which the meeting is to be held. The accidental omission to give notice (or any document intended to accompany any notice) to, or non-receipt of notice (or any document intended to accompany any notice) by, any person entitled to it shall not invalidate the proceedings at any general meeting.

The Directors must convene a general meeting on the requisition of members under the Act and, if it fails to do so within the time allowed, any of the requisitionists may convene the meeting. A general meeting of the Company shall be called by notice of at least such length as is required in the circumstances by the Act.

No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum of two Shareholders of the Company are present.

7.23 Winding up

On a winding up or other return of capital, the holders of Ordinary Shares are entitled *pari passu* amongst themselves, in proportion to the number of shares held by them and to the amounts paid up or credited as paid up thereon, to share in the whole of any surplus assets of the Company remaining after the discharge of its liabilities.

7.24 Application of DTRs and Insider Dealing

The Company and its Shareholders are required, *inter alia*, to comply with the Disclosure Guidance and Transparency Rules. In respect of the disclosure of interests in shares, provision has also been made in the Articles to require disclosure to be made by Shareholders.

It should be noted that insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings with Ordinary Shares, alongside the relevant provisions of UK MAR.

8. ADDITIONAL INFORMATION ON THE DIRECTORS AND EMPLOYEES

8.1 The Directors and each of their respective functions are set out in Part II of this Document.

8.2 The Directors have no interests, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company during the current financial year, or since incorporation, and which remains in any respect outstanding or unperformed.

- 8.3 The Directors hold or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this Document in addition to the Company:

Position	Current directorships and partnerships	Previous directorships and partnerships
Kyler Hardy	Cronin Services Ltd., Cronin Capital Corp., Cronin Investments Ltd., Buscando Resources Ltd., Prometheus Minerals, Belleview Holdings, Tamas Resources Corp, Imperial Helium Corp, Norseman Silver Inc., SBD Capital Corp, Calidus Resources Corp, NuE Corp., Hankin Holdings Ltd., Hexa Resources	Cabox Gold Corp., Howson Ventures Inc., Graycliff Resources Ltd., Matchstick Capital Corp, Gemtech Resources Ltd., Monterey Minerals Inc, Duncastle Gold Corp., Equitas Resources Corp., Ashburton Ventures Inc., Linceo Media Group Inc., Altamira Gold Corp, Lemarne Corporation Ltd., Electra Stone Ltd., Venex Capital Corp., Granite Creek Gold
Emma Kinder Priestley	Goldstone Resources Ltd, Mining Education Training And Learning Limited, Camborne School Of Mines Association Ltd, Akrokerri Ashanti Mines Limited, African Resource Capital Ltd, Santon Consultancy Limited, CrossInvest Global Management Services Limited.	Lonrho Springs Limited , Carmanor Limited, Stratex International Plc, Obtala Resources Plc.
Andrew Male	Love Hemp Group plc (formerly World High Life plc), Clarity Gold Corp. , Dunsmore Capital Limited, Global UAV Technologies Inc., Cacique Precious Metals Ltd., Great Life Group Limited, Roseridge Capital Corp.	Singularity Sportsbook Technologies Inc., Datametrex A.I. Ltd., Graph Blockchain Limited, Manstone Resources plc, Dreamfield Education Inc.
Paul Gurney	Rockflowr GmbH, Swiss Industry Ventures AG, CBD of Denver Inc, WAVC Limited, Windy Apple Ventures Limited	Retisentia Limited

- 8.4 Save as disclosed in paragraph 8.3 above, none of the Directors has:
- 8.4.1 had any convictions in relation to fraudulent offences within the previous five years prior to the date of this Document;
 - 8.4.2 been declared bankrupt or has been a director of a company or been a member of an administrative, management or supervisory body or a senior manager of a company within the previous five years prior to the date of this Document which has entered into any bankruptcy, receivership or liquidation proceedings;
 - 8.4.3 been the subject of any official public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body) within the previous five years prior to the date of this Document;
 - 8.4.4 been disqualified by a court from acting as a director of any company or as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of an company within the previous five years prior to the date of this Document;
 - 8.4.5 any family relationship with any of the other Directors;
 - 8.4.6 had any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by or to the Company, or any such interest in any contract or arrangement subsisting at the date of this Document and which is significant to the business of the Company; or

8.4.7 any conflict of interest in performing his duties as a Director of the Company.

8.5 Save as disclosed in paragraph 3 of Part II of this Document, there are no potential conflicts of interest between any duties owed by the Directors or senior managers to the Company and their private interests and/or other duties.

9. DIRECTORS SERVICE AGREEMENTS AND TERMS OF APPOINTMENT, AND CONSULTANCY AGREEMENT

9.1 Executive Directors' Service Agreements

Kyler Hardy

Pursuant to the terms of a letter of appointment dated 11 May 2020, Kyler Hardy was appointed as an executive chairman and managing director of the Company. Mr Hardy's remuneration is £12,000 per annum. The appointment is for an initial term of two years, but is subject to review and re-election on an annual basis at the Company's annual general meeting and Mr Hardy's continued employment under the terms of the employment agreement referred to below. Whilst employed, Mr Hardy must devote such amount of his time and attention to the business of the Company as shall reasonably be required and shall not, without the prior written consent of the Board or previously disclosed, be interested in any other business or occupation which is of a similar nature to and competes with, that carried out by the Company. The Company can terminate Mr Hardy's appointment at any time with immediate effect in certain circumstances, or with six months' notice by making a payment in lieu of notice. Those circumstances include, but are not limited to, Mr Hardy being guilty of serious dishonesty or gross misconduct, on conviction of a criminal offence (other than a road traffic offence), becoming bankrupt, being disqualified or prohibited from acting as a director. On termination, Mr Hardy must immediately resign as a director of the Company. The letter of appointment is governed by the laws of England and Wales.

Mr Hardy also entered into an employment agreement with the Company on 1 March 2020 in connection with his employment duties in Canada. The appointment is for an initial term of two years and thereafter is subject to not less than 30 days' prior notice being given by either party. The agreement contains detailed provisions regarding confidentiality, intellectual property and other matters and post-termination restrictive covenants applicable for 12 months after the termination. Under the terms of the agreement, Mr Hardy is entitled to receive an aggregate annual salary of £42,000 per annum. His salary is payable by equal monthly instalments in arrears and will be reviewed annually. The employment agreement is governed by the laws of British Columbia, Canada.

9.2 Non-Executive Director's letters of appointment

Emma Priestley

Pursuant to the terms of a letter of appointment dated 11 May 2021, Emma Priestley was appointed as a non-executive Director of the Company. Ms Priestley's remuneration is £12,000 per annum, payable in monthly arrears. Ms Priestley must spend a minimum of 20 days per annum on work for the Company. The Company has not granted any benefits to Ms Priestly on termination of her employment, however, is subject to a 12 month non-compete restriction. The appointment is governed by the laws of England and Wales.

Andrew Male

Pursuant to the terms of a letter of appointment dated 11 May 2021, Andrew Male was appointed as a non-executive Director of the Company. Mr Male's remuneration is £12,000 per annum, payable in monthly arrears. Mr Male to devote such time as is necessary for the proper performance of his duties. The Company has not granted any benefits to Mr Male on termination of his employment, however, is subject to non-compete restrictions. The appointment is governed by the laws of England and Wales.

The Company also entered into a consultancy agreement with Westridge Management International Limited ("**Westridge**") on 11 May 2021 in connection, pursuant to which Westridge agreed to provide certain consultancy services to the Company and to make available the service of Andrew Male to the Company. The engagement is for an initial term of one year and thereafter is subject to not less than 30 days' prior written notice being given by either party. The agreement contains detailed provisions regarding confidentiality, intellectual property and other matters. Under the terms of the agreement, Westridge is entitled to receive a consultancy fee of £4,000 per month. The agreement is governed by the laws of England and Wales.

Paul Gurney

Pursuant to the terms of a letter of appointment dated 13 April 2022, Paul Gurney was appointed as a non-executive Director of the Company. Mr Gurney's remuneration is £30,000 per annum, payable in monthly arrears. Mr Gurney must spend a minimum of 20 days per annum on work for the Company. The Company has not granted any benefits to Mr Gurney on termination of his employment, however, is subject to a 12 month non-compete restriction. The appointment is governed by the laws of England and Wales.

9.3 Management services agreement with Cronin Services

Pursuant to the terms of a management services agreement dated 1 June 2021, Cronin Services was appointed to provide certain services to the Company, including but not limited to provision of Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Vice President Exploration, Vice President Corporate Development and to provide communications management services and back office for the Company.

In return for the provision of such services, Cronin Services shall be paid a sum of \$111,083 USD per month. The engagement of Cronin Services shall remain in force indefinitely until either the Company gives three months' written notice or Cronin Services gives two months written notice. The Company shall reimburse all reasonable expenses properly and necessarily incurred by the Cronin Services or the individual appointed thereunder.

The management services agreement contains certain covenants which prevent Cronin Services or the Cronin group of companies from competing with the Company's business. In particular, it requires the Cronin group of companies to give a first right of refusal on any potential acquisition opportunities it becomes aware of to the Company. Those group companies must also not, without the prior written consent of the Board or previously disclosed, be interested in any other business which is of a similar nature to and competes with, that carried out by the Company.

The agreement governed by the laws of British Columbia, Canada.

9.4 General

- 9.4.1 Save as disclosed in this paragraph 9, the Company has not amended or entered into any service agreements with any Director within the last 6 months and no Director has a service agreement that has more than 12 months to run.
- 9.4.2 Save as disclosed in paragraphs 9.1 to 9.3 (inclusive) above, there are no service contracts or agreements, existing or proposed, between any Director, or parties in which they are interested, and the Company.
- 9.4.3 There are no service contracts between any member of the administrative, management or supervisory bodies of the Company or any other person and the Company which provide for benefits upon termination of employment or in connection with retirement from office.

9.4.4 Save as disclosed below, in this paragraph 9 of this Part VI from the date of the Company's incorporation, being 11 June 2007, to the date of this Document, no remuneration has accrued or been paid, including pension contributions and benefits in kind, to any of the Directors.

10. SHARE OPTIONS, WARRANTS, AND OTHER RIGHTS OVER SHARES

10.1 Share Options

The Directors consider that an important part of the Company's remuneration policy should include equity incentives through the grant of Share Options to Directors, consultants and employees. Accordingly, on 28 May 2020, the Company granted Share Options to the following Directors, former directors and consultants to subscribe for up to 3,000,000 Ordinary Shares in the capital of the Company in aggregate:

Optionholder	Number of Ordinary Shares under	Exercise Price	Exercise Period	Vesting Period
Emma Priestley	500,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020
Kyler Hardy	1,500,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020
Kyle Hookey	500,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020

On 28 May 2020, the Company granted Share Options to the following consultants and other third parties as part of a re-organisation of the Company's previous share options in issue:

Optionholder	Number of Ordinary Shares under	Exercise Price	Exercise Period	Vesting Period/ Condition
James Hamilton	400,000	£0.025	10 years from vesting date	Options vested upon Listing
Russell Hardwick	400,000	£0.025	10 years from vesting date	Options vested upon Listing
David Robinson	500,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020
Rod Whyte	350,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020
John Campbell Smyth	400,000	£0.025	10 years from vesting date	24 equal monthly instalments from 1 June 2020

On 25 August 2021, the Company granted Share Options to the following directors, persons discharging managerial responsibilities and other members of staff:

Optionholder	Number of Ordinary Shares under	Exercise Price	Exercise Period	Vesting Period/ Condition
Samuel Hardy	2,000,000	£0.03	4 years from vesting date	Options vested upon Listing
David Robinson	1,750,000	£0.03	4 years from vesting date	Options vested upon Listing
Kyle Hookey	1,200,000	£0.03	4 years from vesting date	Options vested upon Listing
Rory Kutluoglu	1,750,000	£0.03	4 years from vesting date	Options vested upon Listing
Cam Bartsch	1,750,000	£0.03	4 years from vesting date	Options vested upon Listing
Emma Priestley	600,000	£0.03	4 years from vesting date	Options vested upon Listing
Andrew Male	600,000	£0.03	4 years from vesting date	Options vested upon Listing

The board of Directors has discretion to accelerate vesting of any Share Options in full at any time.

10.2 Warrants

Pre-IPO Fundraise Warrants

Under the terms of various individual warrant instruments constituted by the Company on 30 November 2020, subscribers for the 14,739,737 Ordinary Shares issued by the Company on 23 November 2020 (as referred to in paragraph 4.2.15 of this Part VI) were granted with warrants, giving the holders thereof the right to subscribe for 7,369,868 Ordinary Shares in aggregate, at a price of £0.05 per share on or before 30 November 2022. Only once the warrants have been exercised shall they carry a right to dividends; as such time they shall rank *pari passu* with Ordinary Shares. Warrants holders may transfer their warrants in whole or part.

Additionally, under the terms of various individual warrant instruments constituted by the Company on 5 January 2021, subscribers for the 1,914,200 Ordinary Shares issued by the Company on 5 January 2021 (as referred to in paragraph 4.2.16 of this Part VI) were granted with warrants, giving the holders thereof the right to subscribe for 957,100 Ordinary Shares in aggregate, at a price of £0.05 per share on or before 5 January 2023. Only once the warrants have been exercised shall they carry a right to dividends; as such time they shall rank *pari passu* with Ordinary Shares. Warrants holders may transfer their warrants in whole or part to another group company or any of their respective employees, but are otherwise only transferrable with the prior approval of the Company.

AAM Acquisition Warrants

Under the terms of a warrant instrument constituted by the Company on 3 June 2021, Cronin and Cronin Services were granted with AAM Acquisition Warrants, giving the holders thereof the right to subscribe for 8,714,227 Ordinary Shares in aggregate (Cronin as to 1,630,832 AAM Acquisition Warrants and Cronin Services as to 7,083,395 AAM Acquisition Warrants), at a price of £0.05 per share on or before the fourth anniversary of Listing (as referred to in paragraphs 11.1.2 and 11.1.3 of this Part VI). Only once the warrants have been exercised shall they carry a right to dividends; at such time they shall rank *pari passu* with Ordinary Shares. AAM Acquisition Warrant holders may transfer their warrants in whole or part to another group company or any of their respective employees, but are otherwise only transferrable with the prior approval of the Company.

Drawdown Warrants

Under the terms of a warrant instrument constituted by the Company on 16 February 2021, Crescita Capital (being a party to the Equity Drawdown Agreement, as referred to in paragraph 11.8 of this Part VI) was granted with warrants, giving Crescita Capital the right to subscribe for 4,530,497 Ordinary Shares, at a price of £0.10 per share on or before the third anniversary of Admission. Only once the warrants have been exercised shall they carry a right to dividends; at such time they shall rank *pari passu* with Ordinary Shares. Warrant holders may transfer their warrants in whole or part to a group company, but not otherwise.

Consultant Warrants

Under the terms of a warrant instrument dated 13 August 2021, various consultants of the Company have the right to subscribe for 2,750,002 Ordinary Shares in the capital of the Company at a price of £0.03 per share during the period of two years from the date on which the warrant instrument granting the warrants was entered into. Only once warrants have been exercised shall they carry a right to dividends; as such time they shall rank *pari passu* with Ordinary Shares.

10.3 **Convertible Loan Notes**

On 1 October 2018, the Company constituted a convertible loan note instrument under which it could issue up to £300,000 of unsecured convertible loan notes which are convertible into ordinary shares at any time until the first anniversary of the date of the issuance with a conversion price of £0.01 each and which pay interest at a rate of 10% per annum. On 1 October 2018, the Company issued £50,000 convertible loan notes under the terms of this instrument and on 9 August 2019, convertible loans notes to the amount of £46,150 were exercised.

11. **MATERIAL CONTRACTS**

The following is a summary of each material contract (other than contracts entered into in the ordinary course of business) to which any member of the Group (including any entity that had been amalgamated into any member of the Group) is a party, for the two years immediately preceding the publication of this Document, and each other contract (not being a contract entered into in the ordinary course of business) entered into by the Group which contains any provisions under which the Group has an obligation or entitlement which is material to the Group as at the date of this Document:

11.1 **AAM Asset Acquisition Agreements**

The Company entered into the AAM Asset Acquisition Agreements in February 2021. A summary of the terms of each AAM Asset Acquisition Agreement is set out below:

11.1.1 *Reyker Assignment Deed*

A deed of amendment and assignment ("**Reyker Assignment Deed**") dated 16 February 2021 between (1) Reyker Nominees (2) the Company and (3) AAM, pursuant to which terms Reyker Nominees assigned to the Company:

- (a) \$250,000 principal amount US\$1.00 denominated unsecured convertible loan notes issued by AMM on the terms of a convertible loan note instrument dated 1 July 2019 and with such loan notes bearing an interest rate of 10% per annum, a repayment date of 31 May 2021 and a conversion price of \$0.02 per share (the "**CLNs**"); and
- (b) warrants to subscribe for 12,500,000 ordinary shares in the capital of AAM with an exercise price of US\$0.03 at any time on or before 1 July 2021 ("**Warrants**").

In consideration of the assignment of the CLNs and Warrants, the Company issued to Reyker Nominees 10,112,756 new Ordinary Shares.

The Reyker Assignment Deed also ratified and confirmed certain provisions of the CLNs and Warrants in order to enable the assignments of the CLNs and Warrants to the Company.

The principal amount of the CLNs have not been repaid and the Company impaired the balance of the CLNs to US\$nil on 30 June 2021. The Warrants had not been exercised and have accordingly expired.

The Reyker Assignment Deed is governed by the laws of the Republic of Ireland.

11.1.2 *Cronin Services Assignment Deed*

A deed of amendment and assignment ("**Cronin Services Assignment Deed**") dated 16 February 2021 between (1) Cronin Services (2) the Company and (3) AAM, pursuant to which terms Cronin Services assigned to the Company US\$1.00 denominated unsecured convertible loan notes in the principal amount of US\$420,000 issued by AAM on the terms of a convertible loan note instrument dated 20 January 2020 and with such loan notes bearing an interest rate of 10% per annum and a conversion price of a \$0.01 per share (the "**CLNs**"). The CLNs were repaid in full on 31 May 2021.

In consideration of the assignment of the CLNs, the Company issued to Cronin Services 14,166,790 new Ordinary Shares and warrants ("**Warrants**") to subscribe for 7,083,395 Ordinary Shares at a subscription price of £0.05 per warrant at any time on or before the fourth anniversary of the date of issue. Further details of these Warrants are set out in paragraph 10.2 of this Part VI.

The Cronin Services Assignment Deed also ratified and confirmed certain provisions of the CLNs in order to enable the assignment of the CLNs to the Company.

The Cronin Services Assignment Deed is governed by the laws of the Republic of Ireland.

11.1.3 *Cronin Capital Assignment Deed*

A deed of amendment and assignment ("**Cronin Capital Assignment Deed**") dated 16 February 2021 between (1) Cronin, (2) the Company and (3) AAM, pursuant to which terms Cronin assigned to the Company a promissory note in the principal amount of US\$45,264 issued by AAM on 11 February 2020 (the "**Promissory Note**"). The Promissory Note carries an interest rate of 15% per annum and could have been converted into shares in AAM at a price of \$0.005 per share. The Promissory Note was repaid in full on 31 May 2021.

In consideration of the assignment of the Promissory Note, the Company issued 1,630,832 new Ordinary Shares and warrants ("**Warrants**") to subscribe for 1,630,832 Ordinary Shares at a subscription price of £0.05 per Warrant at any time on or before the fourth anniversary of the date of the Cronin Capital Assignment Deed.

The Cronin Capital Assignment Deed is governed by the laws of the Province of British Columbia.

11.1.4 *Reyker Nominees Share Purchase Agreement*

A share purchase and sale agreement ("**Share Purchase Agreement**") dated 16 February 2021 between (1) Reyker Nominees and (2) the Company, pursuant to which terms Reyker Nominees agreed to sell and the Company agreed to purchase 11,000,000 ordinary shares of €0.001 each in the capital of AAM ("**Sale Shares**").

In consideration for the acquisition of the Sale Shares, the Company issues to Reyker Nominees 3,520,000 new Ordinary Shares.

Reyker Nominees has given limited warranties as to title to the Sale Shares, the solvency and capacity of Reyker Nominees as seller, as well as the due execution and validity of the Share Purchase Agreement.

The Share Purchase Agreement is governed by the laws of England and Wales.

11.2 **Alchemist Mining Subscription Agreement**

On 4 January 2021, Holdco entered into a private placement subscription agreement with Alchemist Mining, pursuant to which Holdco purchased 1,250,000 units in Alchemist Mining at a price of C\$0.075 per unit for a cost of C\$93,750 (£54,722). Each unit includes one common share and one share purchase warrant exercisable at a price of \$0.20 and with a 4-year term.

11.3 **Alianza Alliance Agreement**

On 7 June 2021, the Company entered into an alliance agreement with Alianza (the "**Alianza Alliance Agreement**") on 7 June 2021, under which the Company formed strategic alliance with Alianza to explore for copper deposits in the United States. The alliance focuses on the identification, acquisition and advancement of copper projects in the states of Arizona, Colorado, New Mexico and Utah with the intent of finding a partner to further the projects.

Under the terms of the Alianza Alliance Agreement, each of the Company and Alianza can introduce projects. Projects accepted will be held 50/50 but funding of the initial acquisition and any preliminary work programs will be funded 40% by the introducing partner and 60% by the other party. The decision of whether to accept a project, project expenditures would be decided by a technical advisory and supervisory board consisting of two senior management personnel from each party. Project expenditures are determined by committee, consisting of two senior management personnel from each party. Alianza shall be the operator of alliance projects unless the technical advisory and supervisory board determines that Cloudbreak would be a more suitable operator, on a case-by-case basis. The initial term of the Alianza Alliance Agreement is two years and can be extended for an additional two years.

11.4 **Amalgamation Agreement**

The Amalgamation Agreement effected the Amalgamation. As a result of the Amalgamation, each of the Amalgamating Companies were amalgamated into and continued under Amalco, a British Columbia corporation created as a result of the Amalgamation. Following the Amalgamation, Amalco holds all of the assets, property, claims and actions of the Amalgamating Companies and it is liable for all of the respective obligations and liabilities of each of those Amalgamating Companies.

The parties agreed to implement the Amalgamation by means of an amalgamation in accordance with sections 273 and 273 of the Business Corporations Act (British Columbia). Pursuant to the terms of the Amalgamation, each CCH Shareholder exchanged their respective CCH Shares for Amalco Class B Shares issued to them

pro rata to their holdings in the CCH Corporations at the time of completion of the Amalgamation. In addition, Imperial BC exchanged its holding of Imperial BC Sub Shares for Amalco Class A Shares at the time of completion of the Amalgamation.

The Amalgamation Agreement contains covenants given by each of the Amalgamating Companies in relation to various actions taken in order to implement the Amalgamation. It also contains various representations and warranties given by the Amalgamating Companies in favour of the other Amalgamating Companies as to the validity, execution and enforceability of the Amalgamation Agreement the respective Acquisition Agreement to which it is a party (further details of which are set out in paragraph 11.2 of this Part VI below).

The Amalgamation was subject to the satisfaction of various conditions, including (amongst others):

- the approval of the board of directors and the shareholders of each Amalgamating Company
- each Acquisition Agreement having been entered into, not been terminated and it having become unconditional in accordance with its terms, save for any term relating to the completion of the Amalgamation Agreement;
- the receipt of all necessary regulatory approvals; and
- Listing taking place

The Amalgamation Agreement is governed by the laws of the Province of British Columbia.

The Amalgamation was completed on 3 June 2021.

11.5 **Anglo-African Minerals Agreements**

On 20 March 2019, Howson acquired US\$500,000 Unsecured Convertible Loan Notes (“Notes”) that were issued in integral multiples of US\$1.00. The Notes received a 10% fixed rate and are convertible at US\$0.01 per Note into common equity. The Notes had a maturity date of 20 September 2019 and are governed by the laws of the Republic of Ireland. These were subsequently subject to an extension and amendment agreement dated 20 September 2019 in respect of the sum of US\$525,749.46 being a combination of the principal and accrued interest. In conjunction with this extension and amendment, Howson was granted 21,029,978 warrants with a strike price of US\$0.025 per common equity and an expiry date 24 months after the agreement date.

The principal amount of the Notes have not been repaid and Howson impaired the balance of the Notes to US\$nil on 30 June 2021. The warrants granted to Howson had not been exercised and have accordingly expired.

11.6 **Apple Bay Agreement**

On 5 April 2017 Ridge Royalty Corp. acquired a 1.5% Production Royalty from Ridge Resources Ltd on the Apple Bay property for 3,000,000 common shares of Ridge Royalty Corp.

11.7 **Atlin West Agreement**

On 9 August 2021, Cloudbreak entered into an option agreement with 1315843 BC Ltd., under which 1315843 BC Ltd. is to acquire a 100% interest in the Atlin West property, located in northern British Columbia. Under the agreement, Cloudbreak retained a 2% net smelter return Royalty provided always that 1315843 BC Ltd. may purchase one half of this back for C\$1,500,000. In order to fully exercise the option and take ownership of the Atlin West property, 1315843 BC Ltd. must first satisfy the following conditions:

- (a) pay an aggregate of C\$325,000 in cash in instalments to Cloudbreak as follows: (i) C\$50,000 falls due upon the signing of the agreement; (ii) C\$50,000 to be paid on the earlier of the date 1315843 BC Ltd. enters into a go public agreement or two months after the signing of the agreement; (iii) C\$75,000 to be paid by 9 August 2023; and (iv) C\$150,000 to be paid by 9 August 2024;
- (b) issue 8,000,000 Class A common shares in itself to Cloudbreak as follows: (i) 3,000,000 shares to be paid on the earlier of the date 1315843 BC Ltd. enters into a go public agreement or two months after the signing of the agreement; (ii) 2,500,000 shares by 9 August 2023; and (iii) 2,500,000 shares by 9 August 2024; and
- (c) incur exploration expenditure in connection with the Atlin West property to the value of C\$700,000 as follows: (i) C\$150,000 to be paid by 9 August 2022; (ii) C\$350,000 to be paid by 9 August 2023; and (iii) C\$700,000 by 9 August 2024.

1315843 BC Ltd. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.8 **Caribou Agreement**

On 2 June 2020, Cloudbreak entered into an option agreement with Norseman Capital Limited, under which Norseman Capital Limited is to acquire a 100% interest in the Caribou property, located in the Skeena Mining Division in the province of British Columbia. Under the agreement, Cloudbreak retained a 2% net smelter return Royalty provided always that Norseman Capital Limited may purchase one half of this back for C\$1,000,000. In order to fully exercise the option and take ownership of the Caribou property, Norseman Capital Limited must first satisfy the following conditions:

- (a) pay an aggregate of C\$80,000 in cash in instalments to Cloudbreak as follows: (i) C\$10,000 falls due on the signing of the agreement; (ii) C\$20,000 to be paid by 2 June 2021; and (iii) C\$50,000 to be paid by 2 June 2022;
- (b) issue 2,750,000 Class A common shares in itself to Cloudbreak as follows: (i) 1,000,000 shares on Cloudbreak receiving regulatory approval; (ii) 700,000 shares by 2 June 2021; and (iii) 1,000,000 shares by 2 June 2022; and
- (c) incur exploration expenditure in connection with the Caribou property to the value of C\$225,000 as follows: (i) C\$75,000 to be incurred by 2 June 2022; and (ii) C\$150,000 to be incurred by 2 June 2023.

Norseman Capital Limited has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.9 **CCH Acquisition Agreements**

The Company and Imperial BC entered into the CCH Acquisition Agreements pursuant to which the Company acquired the Amalgamating Companies through Imperial BC and whereby: (a) the Company acquired all of the issued and outstanding share capital of Imperial BC in exchange for the issue to the Imperial BC Shareholder of 100 Consideration Shares in aggregate ("**Imperial BC Consideration Shares**"); and (b) Amalco became a wholly owned subsidiary of Imperial BC through the redemption of all of the Amalco Shares issued pursuant to the Amalgamation, other than those held by Imperial BC; and (c) the Company issued 216,182,619 Consideration Shares, in aggregate, to CCH Shareholders. A summary of the terms of each CCH Acquisition Agreements is set out below:

11.9.1 *Cabox Acquisition Agreement*

A conditional sale and purchase agreement ("**Cabox Acquisition Agreement**") dated 16 February 2021 was made between (1) the Company; (2) Imperial BC; (3) Cabox; and (4) Imperial BC Shareholder pursuant to which: (a) the Cabox Shareholders transferred their respective holdings of Cabox Shares to Amalco, in exchange for 35,000,000 Amalco Class B Shares, in aggregate, which shares were issued by Amalco to Cabox Shareholders *pro rata* to their holdings of Cabox Shares for subsequent redemption and cancellation by Amalco; (b) Imperial BC transferred its holding of Imperial BC Sub Shares to Amalco, in exchange for 1 Amalco Class A Share for each Imperial BC Sub Share held by it; (c) the Imperial BC Shareholder transferred its holding of Imperial BC Shares to the Company; and (d) the Company issued 35,000,000 Consideration Shares to Cabox Shareholders and the Imperial BC Consideration Shares to the Imperial BC Shareholder as referred to above.

The Cabox Acquisition Agreement contains a limited number of representations and warranties given by Cabox to the Company and Imperial BC and by Cabox in relation to, *inter alia*, its respective good standing, organisation and share capital, business, operations, assets, tax, employees, litigation and material contracts. The Company also gave a more restricted set of representations and warranties in favour of the Cabox and Imperial BC. Furthermore, the agreement contains a series of mutual covenants given by Cabox.

The Cabox Acquisition Agreement completed on 3 June 2021 and Cabox become a wholly owned subsidiary of the Company.

11.9.2 *Cloudbreak Acquisition Agreement*

A conditional sale and purchase agreements ("**Cloudbreak Acquisition Agreement**") dated 16 February 2021 was made between (1) the Company; (2) Imperial BC; (3) Cloudbreak; (4) Imperial BC Shareholder pursuant to which: (a) the Cloudbreak Shareholders transferred their respective holdings of Cloudbreak Shares to Amalco, in exchange for 149,568,502 Amalco Class B Shares, in aggregate, which shares were issued by Amalco to Cloudbreak Shareholders *pro rata* to their holdings of Cloudbreak Shares for subsequent redemption and cancellation by Amalco; (b) Imperial BC transferred its holding of Imperial BC Sub Shares to Amalco, in exchange for the Amalco Class A Shares issued to it as referred to in 11.2.1 above; (c) the Imperial BC Shareholder transferred its holding of Imperial BC Shares to the Company; and (d) the Company issued 149,568,502 Consideration Shares to Cloudbreak Shareholders and the Imperial BC Consideration Shares to the Imperial BC Shareholder as referred to in 11.2 above.

The Cloudbreak Acquisition Agreement contains a limited number of representations and warranties given by Cloudbreak to the Company and Imperial BC a in relation to, *inter alia*, its respective good standing, organisation and share capital, business, operations, assets, tax, employees, litigation and material contracts. The Company has also given a more restricted set of representations and warranties in favour of the Cloudbreak and Imperial BC. Furthermore, the agreement also contains a series of mutual covenants given by Cloudbreak.

The Cloudbreak Acquisition Agreement completed on 3 June 2021 and Cloudbreak became a wholly owned subsidiary of the Company.

11.9.3 *Howson Acquisition Agreement*

A conditional sale and purchase agreements ("**Howson Acquisition Agreement**") dated 16 February 2021 was made between (1) the Company; (2) Imperial BC; (3) Howson; and (4) the Imperial BC Shareholder pursuant

to which: (a) the Howson Shareholders transferred their respective holdings of Howson Shares to Amalco, in exchange for 31,614,118 Amalco Class B Shares, in aggregate, which shares were issued by Amalco to Howson Shareholders *pro rata* to their holdings of Howson Shares for subsequent redemption and cancellation by Amalco; (b) Imperial BC transferred its holding of Imperial BC Sub Shares to Amalco, in exchange for the Amalco Class A Shares referred to in 11.2.1 above; (c) the Imperial BC Shareholder transferred its holding of Imperial BC Shares to the Company; and (d) the Company issued 31,614,118 Consideration Shares to Howson Shareholders and the Imperial BC Consideration Shares to the Imperial BC Shareholder as referred to in 11.2 above.

The Howson Acquisition Agreement contained a limited number of representations and warranties given by Howson to the Company and Imperial BC in relation to, *inter alia*, its respective good standing, organisation and share capital, business, operations, assets, tax, employees, litigation and material contracts. The Company has also given a more restricted set of representations and warranties in favour of the Howson and Imperial BC.

The Howson Acquisition Agreement completed on 3 June 2021 and Howson became a wholly owned subsidiary of the Company.

11.10 Equity Drawdown Facility

The Company entered into a £10 million equity drawdown agreement with Crescita Capital dated 16 February 2021.

The Equity Drawdown Facility is for an aggregate amount of £10 million and was made available for drawdown for a period of three years from the date of the agreement for the Company's general working capital purposes, acquisition and other development opportunities in the natural resources sector.

The Company can draw down funds from £10 million Equity Drawdown Facility from time to time during the three year term at the Company's discretion by providing a notice to Crescita Capital ("**Drawdown Notice**"), and in return for each Drawdown Notice funded by Crescita Capital, the Company would allot and issue Crescita Shares to Crescita Capital (each, a "**Subscription**"). The shares issued in connection with any Subscription would be priced at the higher of: (i) the minimum floor share price set by the Company; and (ii) 90% of the average closing bid price resulting from the following ten days of trading after the Drawdown Notice ("**Pricing Period**"), subject to adjustment in certain situations where a pricing exception exists.

The submission of a Drawdown Notice would be subject to the satisfaction of certain conditions. These include no material adverse change existing in relation to the Company at the time of drawdown; that the amount requested pursuant to a Drawdown Notice must not exceed 700% of the average daily trading volume of the Pricing Period; and that if, following the allotment and issue of Crescita Shares to Crescita Capital in respect of the Drawdown Notice, Crescita Capital must not hold an interest in excess of 25% of the voting rights attaching to the Ordinary Share Capital.

The Company had also agreed to pay to Crescita Capital certain commitment fees which shall comprise a two per cent. (2%) commission on the amount of the facility (£200,000) which would be settled by way of the issue of 4,000,000 Crescita Shares at an issue price of £0.05 per share and warrants over 8% of the issued share capital of the Company as at 10 September 2020 (equating to warrants over 4,530,497 Ordinary Shares) with an exercise price of £0.10 per share for a period of three years (together, the "**Commitment Fee**"). The Commitment Fees were settled at the time of the Listing. There is no interest attached to the Equity Drawdown Facility. The Crescita Shares issued in connection with the Commitment Fee (including, therefore any issued upon exercise of the warrants) were subject to a lock-in for the six months from the Listing.

On 30 March 2022, the Company entered into an agreement to vary the terms of the Equity Drawdown Equity with Crescita Capital, such that if Crescita Capital shall complete the sale of any of the Crescita Shares allotted and issued to Crescita Capital (or its nominee(s)) by the Company pursuant to an equity drawdown notice under the terms of the Equity Drawdown Facility within six (6) months following the allotment and issue at an aggregate sale price which is less than the 110% Price, the Company shall pay to Crescita the shortfall from the 110% Price. Any shortfall may be settled by the Company in cash or by the issue of New Ordinary Shares.

As of the date of this Document, £1,128,000 has been drawn down on the Equity Drawdown Facility.

11.11 Gold Vista Agreements

On 8 May 2020, Cloudbreak entered into an option agreement with 1975647 Alberta Limited to acquire a 100% interest in the Gold Vista property, located in British Columbia. Under the agreement, 1975647 Alberta Limited retained a 2% net smelter return Royalty provided always that Cloudbreak may purchase one half of this back for C\$1,000,000. In order to fully exercise the option and take ownership of the Gold Vista property, Cloudbreak must first satisfy the following conditions:

- (a) pay an aggregate of C\$65,000 in cash in instalments to 1975647 Alberta Limited as follows: (i) C\$10,000 falls due upon the signing of the agreement; (ii) C\$10,000 to be paid upon Cloudbreak receiving regulatory approval; (ii) C\$20,000 to be paid by 8 May 2022; and (ii) C\$25,000 to be paid by 8 May 2023;
- (b) issue 1,375,000 Class A common shares in itself to 1975647 Alberta Limited as follows: (i) 375,000 shares upon Cloudbreak receiving regulatory approval; (ii) 500,000 shares by 8 May 2022; and (iii) 500,000 shares by 8 May 2023; and
- (c) incur exploration expenditure in connection with the Gold Vista property to the value of C\$275,000 as follows: (i) C\$100,000 to be paid by 8 May 2022; and (ii) C\$175,000 to be paid by 8 May 2023.

Cloudbreak has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

On 6 October 2020, Cloudbreak sold its right to a future direct interest in the Gold Vista property to be acquired pursuant to the terms as set out in the paragraph above, by entering into an option sale agreement with Deep Blue Trading Inc. Under this subsequent agreement Deep Blue Trading Inc. shall acquire the 100% interest in the Gold Vista property subject to a 0.5% net smelter return Royalty to Cloudbreak (which is in addition to the underlying 2% net smelter return Royalty already in place owing to 1975647 Alberta Limited pursuant to the agreement detailed in the paragraph above) provided always that Deep Blue Trading Inc. may purchase one half of this back for the sum of C\$500,000. In order for Deep Blue Trading Inc. to fully exercise this option in respect of the Gold Vista property, Deep Blue Trading Inc. shall:

- (a) pay C\$10,000 on signing the agreement;
- (b) issue 500,000 Class A common shares in itself on Cloudbreak receiving regulatory approval; and
- (c) assume the outstanding obligations of Cloudbreak to 1975647 Alberta Limited as set out in the agreement dated 8 May 2020.

Deep Blue Trading Inc. failed to fulfil its obligations to exercise its option in respect of the Gold Vista property in accordance with the timetable as set out above, and thus, the aforementioned option has lapsed.

11.12 Ice Fall Agreement

On 3 March 2022, Cloudbreak entered into an option agreement with 1311516, under which 1311516 is to acquire a 75% interest in the Ice Fall property, located in northern British Columbia. In order to fully exercise the option and take a 75% ownership of the Ice Fall property, 1311516 must first satisfy the following conditions:

- (a) pay an aggregate of C\$120,000 in cash in instalments to Cloudbreak as follows: (i) C\$25,000 due upon the signing of the agreement; (ii) C\$25,000 to be paid upon the earlier of the date 1315843 BC Ltd. enters into a go public agreement or two months after signing the agreement; (iii) C\$20,000 to be paid by 3 March 2023; and (iv) C\$50,000 to be paid by 3 March 2023;
- (b) issue 2,000,000 Class A common shares in itself to Cloudbreak upon the signing of the agreement;
- (c) incur exploration expenditure in connection with the Ice Fall property to the value of C\$700,000 as follows: (i) C\$50,000 to be paid by 3 March 2023; (ii) C\$150,000 to be paid by 3 March 2024; and (iii) C\$500,000 by 3 March 2025.

1311516 has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.13 Klondike Agreement

On 3 December 2021, Cloudbreak and other entities entered into an option agreement with Allied Copper Corp., under which Allied Copper Corp. was to acquire a 100% interest in the Klondike property, located in Colorado, USA. Under the agreement, Cloudbreak retained a 1% net smelter return Royalty provided always that Allied Copper Corp. may purchase one half of this back for C\$750,000. In order to fully exercise the option and take ownership of the Klondike property, Allied Copper Corp. must first satisfy the following conditions:

- (a) pay an aggregate of C\$200,000 in cash in instalments to Cloudbreak as follows: (i) C\$25,000 due upon the signing of the agreement; (ii) C\$75,000 to be paid by 3 February 2022; (iii) C\$50,000 to be paid by 3 February 2025; and (iv) C\$50,000 to be paid by 3 February 2026;
- (b) issue 7,000,000 Class A common shares in itself to Cloudbreak as follows: (i) 1,000,000 shares to be issued by 3 February 2022 (ii) 1,000,000 shares to be issued by 3 February 2023; and (iii) 1,500,000 shares to be issued by 3 February 2024;
- (c) incur exploration expenditure in connection with the Klondike property to the value of C\$4,750,000 as follows: (i) C\$500,000 before 3 February 2023 (ii) C\$750,000 before 3 February 2024; and (iii) C\$1,500,000 before 3 February 2025 (iv) C\$2,000,000 before 3 February 2026; and
- (d) Issue 1,500,000 share purchase warrants to Cloudbreak on 3 February 2025. Each warrant will allow Cloudbreak to acquire one common share of Allied Copper Corp. for a period of three years at an exercise price equal to the 10-day VWAP of the common shares of Allied Copper Corp at the time of issuance.

Allied Copper Corp. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.14 La Blache Agreements

On 20 May 2019, Cloudbreak entered into an asset purchase agreement with Nevado Resources Corporation to acquire a 100% interest in the La Blache property for the sum of C\$50,000. Cloudbreak undertook to use commercially reasonable efforts to cause a subsequent purchaser of the La Blache property to issue 1,500,000 common shares in itself to Nevado Resources Corporation.

On 18 June 2020, Cloudbreak entered into a definitive agreement to sell 100% of the La Blache property to Temas Resources Corporation (Cronin Services was also a party). Under the agreement, the Cloudbreak retained a 2% net smelter return Royalty, provided always that Temas Resources Corporation may purchase one half of the net smelter return Royalty back for the sum of C\$2,500,000. Consideration for the La Blache property was structured as follows:

- (a) Temas Resources Corporation paid to each of Cloudbreak and Cronin Services the sum of C\$30,000 in cash; and
- (b) Temas Resources Corporation issued 10,000,000 common shares in itself to each of Cloudbreak and Cronin Services. The aggregated 20,000,000 Temas Resources Corporation common shares received are subject to pooling restrictions as follows:
 - (i) 25% of the Temas Resources Corporation common shares were released from the pool on 23 March 2021; and
 - (ii) 75% were released on 23 September 2021.

The acquisition of the 100% interest in the La Blache property by Cloudbreak was completed in 18 June 2020 and the subsequent disposal of the 100% in the La Blache property to Temas Resources Corporation was completed in September 2020.

11.15 Lock-in Agreements

Each of the Locked-in Shareholders entered into a Lock-in Agreement with the Company dated 17 March 2021, pursuant to which terms they each undertook to the Company that, save in specified circumstances, they would not dispose of any interest in Ordinary Shares held by each of them for a period of 24 months from the Listing ("**Lock-in Period**"), provided that the number of shares the subject of each of the Lock-in Agreements shall be reduced as follows during the Lock-in Period:

- 25% shall be released from lock-in restrictions six months following the Listing;
- 25% shall be released from lock-in restrictions twelve months following the Listing;
- 25% shall be released from lock-in restrictions eighteen months following the Listing; and
- 25% shall be released from lock-in restrictions twenty-four months following the Listing.

In addition, the specified circumstances which enable a disposal of shares during the Lock-in Period include:

- (a) a disposal pursuant to acceptance of a general, partial or tender offer made by an offeror to all shareholders of the Company for the whole or a part of the issued share capital of the Company (other than any shares already held by the offeror or persons acting in concert with the offeror) or the execution of an irrevocable commitment to accept a general, partial or tender offer made by an offeror to all shareholders of the Company for the whole or a part of the issued capital of the Company (other than any shares already held by the offeror or persons acting in concert with the offeror);

- (b) any disposal pursuant to an intervening court order;
- (c) pursuant to disposals under any scheme or reconstruction under section 110 of the Insolvency Act 1986, any compromise or arrangement or any takeover effected under part 26 of the Act or pursuant to any decision or ruling by an administrator, administrative receiver or liquidator appointed to the Company in connection with a winding up or liquidation of the Company; and
- (d) any disposal to personal representatives (in the case of an individual) upon the death of a Locked-in Shareholder.

11.16 **New Moon Agreement**

On 9 December 2020, Cabox entered into an asset purchase agreement with Norseman Silver Inc. to sell its 100% interest in the New Moon property (certain other entities were also a party to the agreement). In consideration for the New Moon property, Norseman Silver Inc. shall:

- (a) pay the sum of C\$10,000 to Cabox;
- (b) issue in aggregate 4,600,000 common shares in itself as follows: 2,500,000 shares to Cabox, 600,000 shares to 1269270 B.C. Ltd and 1,500,000 shares to 1236686 B.C. Ltd; and
- (c) grant a 2% net smelter return Royalty to Cabox, provided always that Norseman Silver Inc. may purchase one half of this back for C\$1,000,000.

The acquisition of the New Moon property by Norseman Silver from Cabox was completed in January 2021.

11.17 **Novum Placing Agreement**

The Company entered into a placing agreement with Novum dated 11 May 2021, pursuant to which Novum was appointed as the Company's broker and as its agent to use its reasonable endeavours to procure subscribers for 66,666,667 Ordinary Shares at the price of £0.03 per Ordinary Share. The aforementioned placing was not underwritten. Under the terms of the Novum Placing Agreement, Novum was entitled to certain commissions and fees in connection with its services as placing agent. The Novum Placing Agreement also provided for the Company to pay all costs and expenses of, or incidental to, the aforementioned placing and Listing, including all legal and other professional fees and expenses.

11.18 **Ridge Royalty Acquisition Agreement**

Cloudbreak entered into an acquisition agreement dated 11 February 2020 in furtherance of the Amalgamation Agreement (details of which are summarised in paragraph 11.2 of this Part VI).

Pursuant to the terms of the acquisition agreement, Cloudbreak agreed to issue an aggregate of 26,485,071 common shares in Cloudbreak to shareholders of Ridge Royalty Corp. ("**Ridge Royalty**") in exchange for and *pro rata* to their shares held in Ridge Royalty at a deemed price of \$0.20 per share. The acquisition agreement contained various conditions precedent, including without limitation: completion by Cloudbreak of a private placement financing raising gross proceeds of between CAN \$2,000,000 – CAN \$5,000,000; completion by Cloudbreak of a 2:1 share consolidation and the receipt of all necessary shareholder approvals.

Upon completion of the acquisition on 19 May 2020, Cloudbreak acquired the following exploration and evaluation assets owned by Ridge Royalty:

- La Blache property (sold on 23 September 2020 to Temas Resources Corporation);
- Rupert property;
- Caribou property; and

- Apple Bay property.

The merger constituted a reverse takeover under Canadian law as Ridge Royalty shareholders obtained control of Cloudbreak.

11.19 Ridge Royalty Corp. Amalgamation Agreement

Cloudbreak entered into an amalgamation agreement dated 11 February 2020 with Ridge Royalty Corporation (“**Ridge**”) and 1237611 B.C. Limited (“**Cloudbreak Sub**”) pursuant to which Cloudbreak effected a “three-cornered amalgamation” in accordance with the Business Corporations Act (British Columbia).

Upon completion of the merger on 19 May 2020, Cloudbreak Sub (being a newly formed wholly owned subsidiary of Cloudbreak for the purposes of effecting the amalgamation) amalgamated with Ridge and the resulting corporation created as a result of the merger became a 100% owned subsidiary of Cloudbreak.

Following the amalgamation taking place, the resulting corporation created holds all of the assets, property, claims and actions of Ridge and Cloudbreak Sub and it shall also be liable for all of the respective obligations and liabilities of each of those corporations.

11.20 Rizz Agreement

On 25 February 2022, Cloudbreak entered into an option agreement with 1311516, under which 1311516 is to acquire a 75% interest in the Rizz property, located in northern British Colombia. In order to fully exercise the option and take a 75% ownership of the Ice Fall property, 1311516 must first satisfy the following conditions:

- (a) pay an aggregate of C\$120,000 in cash in instalments to Cloudbreak as follows: (i) C\$25,000 due on signing the agreement; (ii) C\$25,000 to be paid on the earlier of the date 1315843 BC Ltd. enters into a go public agreement or two months after signing the agreement; (iii) C\$20,000 to be paid by 25 February 2023; and (iv) C\$50,000 to be paid by 25 February 2023.
- (b) issue 3,000,000 Class A common shares in itself to Cloudbreak on signing of the agreement.
- (c) incur exploration expenditure in connection with the Ice Fall property to the value of C\$750,000 as follows: (i) C\$50,000 to be paid by 25 February 2023; (ii) C\$200,000 to be paid by 25 February 2024; and (iii) C\$500,000 by 25 February 2025.

1311516 has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.21 Rupert Agreement

On 11 September 2018, Howson entered into an asset purchase agreement with Longford Capital Corp. to acquire a 100% interest in the Rupert property (certain other entities were also a party to the agreement). Pursuant to the terms of the agreement, Howson issue 1,000,000 shares in itself to each of Longford Capital Corp. and Cronin. Additionally, each of Longford Capital Corp. and Cronin were granted a 1% net smelter return Royalty.

On 11 December 2020, Howson sold the Rupert property that it had acquired on 11 September 2018, to Buscando Resources Corp. Under this subsequent agreement, Buscando Resources Corp. shall acquire the 100% interest in the Rupert property subject to a 2% net smelter return Royalty being granted in favour of Howson (which is in addition to the underlying 2% net smelter return Royalty already in place owing to Cronin and Longford Capital Corp.) provided always that Buscando Resources Corp. may purchase one half of this back for C\$1,500,000. In consideration for the Rupert property, Buscando Resources Corp. shall:

- (a) pay an aggregate of C\$150,000 in cash in instalments to Howson as follows: (i) C\$25,000 to be paid on the closing date; (ii) C\$50,000 to be paid by the first anniversary of the listing date of Buscando Resources Corp; and (iii) C\$75,000 to be paid by the second anniversary of the listing date of Buscando Resources Corp;
- (b) issue 3,750,000 Class A common shares in itself to Howson as follows: (i) 1,000,000 shares on the closing date; (ii) 1,250,000 shares by the first anniversary of the listing date of Buscando Resources Corp; and (iii) 1,500,000 shares by the second anniversary of the listing date of Buscando Resources Corp; and
- (c) incur exploration expenditure in connection with the Rupert property to the value of C\$200,000 as follows: (i) C\$100,000 to be paid by the first anniversary of the listing date of Buscando Resources Corp; and (ii) C\$75,000 to be paid by the second anniversary of the listing date of Buscando Resources Corp.

Buscando Resources Corp has fulfilled each of the aforementioned obligations that were due to be fulfilled prior to the date of this Document.

11.22 **Shard Placing Agreement**

The Company entered into a placing agreement with Shard dated 1 March 2022, pursuant to which Shard was appointed as the Company's broker and as its agent to use its reasonable endeavours to procure subscribers for 19,996,931 Ordinary Shares at the price of £0.075 per Ordinary Share. The aforementioned placing was not underwritten. Under the terms of the Shard Placing Agreement, Shard was entitled to certain commissions and fees in connection with its services as placing agent. The Shard Placing Agreement also provided for the Company to pay all costs and expenses of, or incidental to, the aforementioned placing and admission of the Ordinary Shares allotted and issued pursuant to the aforementioned placing, including all legal and other professional fees and expenses.

11.23 **Second Shard Placing Agreement**

The Company has entered into a placing agreement with Shard dated 19 July 2022, pursuant to which Shard was appointed as the Company's broker and as its agent to use its reasonable endeavours to procure subscribers for the Placing Shares pursuant to the Placing. The aforementioned placing was not underwritten. Under the terms of the Second Shard Placing Agreement, Shard was entitled to certain commissions and fees in connection with its services as placing agent and it provides that the Company shall pay all costs and expenses of, or incidental to, the Placing and Admission, including all legal and other professional fees and expenses.

The Second Share Placing Agreement is conditional upon, *inter alia*, the Company fulfilling all of its obligations under the agreement and the final condition is Admission.

11.24 **Silver Switchback Agreements**

On 8 May 2020, Cloudbreak entered into an option agreement with 1975647 Alberta Limited to acquire a 100% interest in the Silver Switchback property, located in British Columbia. Under the agreement, 1975647 Alberta Limited retained a 2% net smelter return Royalty provided always that Cloudbreak may purchase three quarters of this back for C\$1,250,000. In order to fully exercise the option and take ownership of the Silver Switchback property, Cloudbreak must first satisfy the following conditions:

- (a) pay an aggregate of C\$75,000 in cash in instalments to 1975647 Alberta Limited as follows: (i) C\$7,500 falls due upon the signing of the option agreement; (ii) C\$7,500 to be paid upon Cloudbreak receiving regulatory approval; (iii) C\$20,000 to be paid by 8 May 2022; and (iv) C\$40,000 to be paid by 8 May 2023;
- (b) issue 2,000,000 Class A common shares in itself to 1975647 Alberta Limited as follows: (i) 400,000 shares upon Cloudbreak receiving regulatory approval; (ii) 600,000 shares by 8 May 2022; and (iii) 1,000,000 shares by 8 May 2023; and
- (c) incur exploration expenditure in connection with the Silver Switchback property to the value of C\$475,000 as follows: (i) C\$75,000 to be incurred by 8 May 2021; (ii) C\$150,000 to be incurred by 8 May 2022; and (iii) C\$250,000 to be incurred by 8 May 2023.

Cloudbreak has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

On 27 August 2020, Cloudbreak sold its right to a future direct interest in the Silver Switchback property (to be acquired pursuant to the terms as set out in the paragraph above, by entering into an option sale agreement with Norseman Silver Inc. Under this subsequent agreement Norseman Silver Inc. shall acquire the 100% interest in the Silver Switchback property subject to a 1% net smelter return Royalty to be granted in favour of Cloudbreak (which is in addition to the underlying 2% net smelter return Royalty already in place owing to 1975647 Alberta Limited pursuant to the agreement detailed in the paragraph above) and provided always that Norseman Silver Inc. may purchase one half of this back for the sum of C\$500,000. In order for Norseman Silver Inc. to fully exercise this option in respect of the Silver Switchback property, Norseman Silver Inc. shall:

- (a) pay an aggregate of C\$30,000 in cash in instalments to Cloudbreak as follows: (i) C\$10,000 which was due upon the signing of the agreement; and (ii) a further C\$20,000 upon Cloudbreak receiving regulatory approval;
- (b) issue 1,000,000 Class A common shares in itself to Cloudbreak as follows: (i) 370,000 shares on Cloudbreak receiving regulatory approval (and an additional 250,000 shares to 1975647 Alberta Limited); and (ii) 380,000 shares on 27 August 2021; and
- (c) assume the outstanding obligations of Cloudbreak to 1975647 Alberta Limited as set out in the agreement dated 8 May 2020.

Norseman Silver Inc. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

Upon all of the conditions being fulfilled, ownership of the Silver Switchback property shall transfer from 1975647 Alberta Limited to Cloudbreak and then immediately to Norseman Silver Inc.

11.25 **Silver Vista Agreements**

On 8 May 2020, Cloudbreak entered into an option agreement with 1975647 Alberta Limited to acquire a 100% interest in the Silver Vista property, located in British Columbia. Under the agreement, 1975647 Alberta Limited retained a 2% net smelter return Royalty provided always that Cloudbreak may purchase one half of this back for C\$1,000,000. In order to exercise the option and take ownership of the Silver Vista property, Cloudbreak must first satisfy the following conditions:

- (a) pay an aggregate of C\$65,000 in cash in instalments to 1975647 Alberta Limited as follows: (i) C\$10,000 falls due on signing the option agreement; (ii) C\$10,000 to be paid on Cloudbreak receiving regulatory approval; (iii) C\$20,000 to be paid by 8 May 2022; and (iv) C\$25,000 to be paid by 8 May 2023;

- (b) issue 1,375,000 Class A common shares in itself to 1975647 Alberta Limited as follows: (i) 375,000 shares on Cloudbreak receiving regulatory approval; (ii) 500,000 shares by 8 May 2022; and (iii) 500,000 shares by 8 May 2023; and
- (c) incur exploration expenditure in connection with the Silver Vista property to the value of C\$275,000 as follows: (i) C\$100,000 to be paid by 8 May 2022; and (ii) C\$175,000 to be paid by 8 May 2023.

Cloudbreak has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

On 21 September 2020, Cloudbreak sold its right to a future direct interest in the Silver Vista property (to be acquired pursuant to the paragraph above, by entering into an option sale agreement with Norseman Silver Inc. Under this subsequent agreement Norseman Silver Inc. shall acquire the 100% interest in the Silver Vista property subject to a 1% net smelter return Royalty being granted in favour of Cloudbreak (which is in addition to the underlying 2% net smelter return Royalty already in place owing to 1975647 Alberta Limited pursuant to the agreement detailed in the paragraph above) and provided always that Norseman Silver Inc. may purchase one half of this back for the sum of C\$500,000. In order for Norseman Silver Inc. to fully exercise this option in respect of the Silver Vista property, Norseman Silver Inc. shall:

- (a) pay an aggregate of C\$50,000 in cash in instalments to Cloudbreak as follows: (i) C\$20,000 due upon the signing of the agreement; and (ii) a further C\$30,000 upon Cloudbreak receiving regulatory approval;
- (b) issue 2,000,000 Class A common shares in itself to Cloudbreak upon Cloudbreak receiving regulatory approval; and
- (c) assume the outstanding obligations of Cloudbreak to 1975647 Alberta Limited as set out in the agreement dated 8 May 2020.

Norseman Silver Inc. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

Upon all of the conditions being fulfilled, ownership of the Silver Vista property shall transfer from 1975647 Alberta Limited to Cloudbreak and then immediately to Norseman Silver Inc.

11.26 South Timmins Agreement

On 20 September 2021, Cloudbreak and other parties entered into an option agreement with 1315956 BC Ltd., under which 1315956 BC Ltd. is to acquire a 100% interest in the South Timmins property, located in Ontario. Under the agreement, Cloudbreak retained a 0.5% net smelter return Royalty provided always that 1315956 BC Ltd. may purchase one half of this back for C\$375,000. In order to fully exercise the option and take ownership of the South Timmins property, 1315956 BC Ltd. must first satisfy the following conditions:

- (d) pay an aggregate of C\$495,000 in cash in instalments to Cloudbreak as follows: (i) C\$50,000 due on signing the agreement; (ii) C\$220,000 to be paid on 20 December 2021; (iii) C\$75,000 to be paid by 20 September 2023; and (iv) C\$150,000 to be paid by 20 September 2024.
- (e) issue 2,250,000 Class A common shares in itself to Cloudbreak as follows: (i) 500,000 shares to be paid 20 September 2021; (ii) 750,000 shares to be paid 20 September 2023; and (iii) 1,000,000 to be paid 20 September 2024.
- (f) incur exploration expenditure in connection with the South Timmins property to the value of C\$1,515,000 as follows: (i) C\$265,000 to be paid by 20 July 2022; (ii) C\$550,000 to be paid by 20 July 2023; and (iii) C\$750,000 by 20 July 2024.

1315956 BC Ltd. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.27 **Spectrum Agreements**

On 8 October 2018, Cloudbreak entered into an option agreement with Christopher Paul and Michael Blady to acquire a 100% interest in the Southern Spectrum Mineral property located in the Lilloet Mining Division of British Columbia. Under the agreement, Christopher Paul and Michael Blady retained a 3% net smelter return royalty, provided always that Cloudbreak may purchase one third of the net smelter return royalty back for the sum of C\$1,000,000. In order to fully exercise the option and take ownership of the Southern Spectrum Mineral property, Cloudbreak must first satisfy the following conditions:

- (a) pay an aggregate of C\$70,000 in cash in instalments to Christopher Paul and Michael Blady (half each) as follows: (i) C\$40,000 to be paid prior to Cloudbreak become a listed issuer; (ii) C\$10,000 to be paid by 31 December 2019; (iii) C\$10,000 to be paid by 31 December 2020; and (iv) C\$10,000 to be paid by 31 December 2021;
- (b) issue 1,200,000 Class A common shares in itself to Christopher Paul and Michael Blady (half each) as follows: (i) 500,000 shares prior to Cloudbreak become a listed issuer; (ii) 175,000 shares by 31 December 2019; (iii) 175,000 shares by 31 December 2020; and (iv) 350,000 shares by 31 December 2021; and
- (c) incur exploration expenditure in connection with the Southern Spectrum Mineral property to the value of C\$1,250,000 as follows: (i) C\$50,000 to be paid by 31 December 2019 (ii) C\$100,000 to be paid by 31 December 2020; (iii) C\$350,000 to be paid by 31 December 2021; and (iv) C\$750,000 to be paid by 31 December 2022.

On 27 November 2020, Cloudbreak sold its right to a future direct interest in the Southern Spectrum Mineral property (to be acquired pursuant to the terms as set out in the paragraph above, by entering into an option sale agreement with 1162832 BC Ltd. In return for C\$10,000 cash and 500,000 shares in a publicly listed company to which 1162832 BC Ltd transfers its interest in the Southern Spectrum Mineral property in the future. 1162832 BC Ltd has since entered into an agreement respecting the Southern Spectrum Mineral property with Castlebar Capital Corp. Accordingly, Cloudbreak will receive 500,000 shares in Castlebar Capital Corp., upon Castlebar Capital Corp. completing its listing on the TSX Venture Exchange.

11.28 **Stateline Agreement**

On 9 February 2022, Cloudbreak and other entities entered into an option agreement with Allied Copper Corp., under which Allied Copper Corp. is to acquire a 100% interest in the Stateline property, located in Colorado, USA. Under the agreement, Cloudbreak retained a 1% net smelter return Royalty. In order to fully exercise the option and take ownership of the Stateline property, Allied Copper Corp. must first satisfy the following conditions:

- (a) pay an aggregate of C\$315,000 in cash in instalments to Cloudbreak as follows: (i) C\$40,000 due upon the signing of the agreement; (ii) C\$50,000 on the closing date; (iii) C\$50,000 to be paid on the first anniversary of the closing date; (iv) C\$75,000 to be paid on the second anniversary of the closing date; and (iv) C\$100,000 to be paid on the third anniversary of the closing date.
- (b) issue 2,125,000 Class A common shares in itself to Cloudbreak as follows: (i) 250,000 due on the closing date; (ii) 375,000 to be paid on the first anniversary of the closing date; (iv) 750,000 to be paid on the second anniversary of the closing date; and (iv) 750,000 to be paid on the third anniversary of the closing date.

- (c) incur exploration expenditure in connection with the Stateline property to the value of C\$3,750,000 as follows: (i) C\$500,000 before the first anniversary of the closing date (ii) C\$750,000 before the second anniversary of the closing date; (iii) C\$1,000,000 before the third anniversary of the closing date (iv) C\$1,500,000 before the fourth anniversary of the closing date.

Allied Copper Corp. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

11.29 Yak Agreement

On 13 October 2021, Cloudbreak entered into an option agreement with Moonbound Mining Ltd., under which Moonbound Mining Ltd. is to acquire a 100% interest in the Yak property, located in northern British Columbia. Under the agreement, Cloudbreak retained a 2% net smelter return Royalty provided always that Moonbound Mining Ltd. may purchase one half of this back for C\$1,500,000. In order to fully exercise the option and take ownership of the Yak property, Moonbound Mining Ltd. must first satisfy the following conditions:

- (a) pay an aggregate of C\$145,000 in cash in instalments to Cloudbreak as follows: (i) C\$10,000 falls due upon the signing of the agreement; (ii) C\$25,000 to be paid upon the earlier of the date Moonbound Mining Ltd. enters into a go public agreement or two months after signing the agreement; (iii) C\$35,000 to be paid by the first anniversary of the completion of a go public transaction; and (iv) C\$75,000 to be paid by the second anniversary of the completion of a go public transaction.
- (b) issue 2,700,000 Class A common shares in itself to Cloudbreak as follows: (i) 700,000 shares to be paid on the date of signing; (ii) 750,000 shares to be paid by the first anniversary of the completion of a go public transaction; and (iv) 1,250,000 shares to be paid by the second anniversary of the completion of a go public transaction.
- (c) incur exploration expenditure in connection with the Yak property to the value of C\$700,000 as follows: (i) C\$150,000 to be paid by the second anniversary of the completion of a go public transaction.; (ii) C\$550,000 to be paid by the third anniversary of the completion of a go public transaction.

Moonbound Mining Ltd. has fulfilled each of the aforementioned conditions that were due to be fulfilled prior to the date of this Document.

12. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company or any company within the Group, is aware) during the period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the financial position or profitability of the Company and/or the Group.

13. WORKING CAPITAL

The Company is of the opinion that the working capital available to the Group, is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

14. SIGNIFICANT CHANGES

14.1 There has been no significant change in either the financial position or financial performance of the Group since 31 December 2021, being the date to which the last Group financial information has been published, to the date of this Document, save for the following:

- 14.1.1 on 14 January 2022, the Group issued 500,000 shares at a price of £0.03 per share for a deemed value of £15,000 for marketing services;

- 14.1.2 on 4 January 2022, the Group issued 58,000,000 ordinary shares to OIG Overseas Investment Group Ltd and certain associates for corporate development services including financing and financial consulting, market intelligence, marketing of assets and projects, strategic partnerships and project generation, as well as investor awareness;
- 14.1.3 on 20 January 2022, the Company purchased 5,000,000 shares in Kudu Resources Ltd. at a price of \$0.001. The shares had a value of C\$5,000 (£2,919) when received;
- 14.1.4 on 28 January 2022, the Company purchased 1,250,000 units in Alchemist Mining. at a price of C\$0.075 per unit for a cost of C\$93,750 (£54,722). Each unit includes one common share and one share purchase warrant exercisable at a price of \$0.20 and with a 4-year term;
- 14.1.5 on 4 February 2022, the Company purchased 5,000,000 shares in 1311516 BC Ltd. at a price of C\$0.00167 per share for a value of C\$8,350 (£4,874);
- 14.1.6 on 6 March 2022, the Company purchased 1,500,000 shares in Prosper Africa Resources Limited at a price of C\$0.0001 per share for a value of C\$150 (£88);
- 14.1.7 on 15 March 2022, the Group completed a private placement with the issuance of 19,596,931 ordinary shares at a price of 7.5p per share for gross proceeds of £1,469,770;
- 14.1.8 on 24 March 2022, the Company purchased 250,000 units in Castlebar Capital Corp at a price of C\$0.20 per unit for a value of C\$50,000 (£29,185). Each unit includes one common share and one half share purchase warrant exercisable at a price of C\$0.35 and expiring within 18 months of issuance;
- 14.1.9 during March 2022, the Group issued a total of 2,412,209 ordinary shares for the exercise of warrants and options at a price per share of 3p for gross proceeds of £72,366;
- 14.1.10 on 28 March 2022, the Company drew down on its £10,000,000 bought deal facility with Crescita Capital and issued 12,000,000 ordinary shares to Crescita Capital at a price of 6.25p per share for gross proceeds of £750,000;
- 14.1.11 on 31 March 2022, the Company purchased 750,000 units in Norseman Silver Inc. at a price of C\$0.20 per unit for a value of C\$150,000 (£85,500). Each unit includes one common share and one half share purchase warrant exercisable at a price of C\$0.30 and expiring within 1 year of issuance.
- 14.1.12 on 5 July 2022, the Company drew down on its £10,000,000 bought deal facility with Crescita Capital and issued 16,800,000 ordinary shares to Crescita Capital at a price of 2.25p per share for gross proceeds of £378,000;

15. CONSENT

- 15.1 Crowe U.K. LLP of 55 Ludgate Hill, London EC4M 7JW, Chartered Accountants, has been appointed as reporting accountant to the Company for the purposes of this Document and has given and not withdrawn its consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which it appears.
- 15.2 Save for the remuneration payable in respect of its role as reporting accountant to the Company, Crowe U.K. LLP does not have a material interest in the Company or any other member of the Group.
- 15.3 PKF Littlejohn LLP of 15 Westferry Circus, Canary Wharf, London E14 4HD, Chartered Accountants, has been appointed as auditor to the Company and the Group and has given and not withdrawn its consent to the inclusion in this

Document of its statutory audit reports on the Group for each of the years ended 30 June 2020 and 30 June 2021 included in the Group Financial Information incorporated by reference in Section (B) “*Financial Information of the Group*” and of its statutory audit report on the Company for the year ended 30 June 2019 included in the Company Financial Information incorporated by reference in Section (C) “*Financial Information of the Company*” of Part IV “*Financial Information*” of the Document. In addition, PKF Littlejohn LLP has given and not withdrawn its consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which it appears.

- 15.4 Save for the remuneration payable in respect of its role as auditor to the Company, PKF Littlejohn LLP does not have a material interest in the Company or any other member of the Group.
- 15.5 Novum has given and has not withdrawn its written consent to the issue of this Document with the inclusion of the references to its name.
- 15.6 Shard has given and has not withdrawn its written consent to the issue of this Document with the inclusion of the references to its name.

16. TAKEOVER CODE, MANDATORY BIDS, SQUEEZE-OUT AND SELL-OUT RULES RELATING TO ORDINARY SHARES

16.1 Takeover Code

The Company is a public company incorporated in England and Wales and will be admitted to the Official List by way of a Standard Listing and to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the Main Market. Accordingly, the Takeover Code applies to the Company.

16.2 Mandatory bids

Under Rule 9 of the Takeover Code, if an acquisition of an interest in Ordinary Shares were to increase the aggregate holding of the acquirer and persons acting in concert with it to interests in shares carrying 30 per cent. or more of the voting rights in the Company, the acquirer and, depending on the circumstances, the persons acting in concert with it would be required (except with the consent of the UK Panel on Takeovers and Mergers) to make a cash offer for all of the remaining Ordinary Shares not held by that party (or those parties). Any such offer must be in cash (or accompanied by a cash alternative) at not less than the highest price paid by the acquirer or any person acting in concert with it for an interest in shares in the Company during the previous 12 months.

A similar obligation to make a mandatory cash offer would also arise on an acquisition of an interest in Ordinary Shares in the Company by a person who (together with persons acting in concert with it) is interested in shares which in the aggregate carry between 30 per cent. and 50 per cent. of the voting rights in the Company if the effect of the acquisition were to increase the percentage of shares carrying voting rights in the Company in which that person is interested.

16.3 Squeeze-out rules

Under the Act, if an offeror were to acquire 90 per cent. or more of the Ordinary Shares within the period specified by the Act, it could then compulsorily acquire the remaining Ordinary Shares. It would do so by sending a notice to the relevant Shareholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold such consideration on trust for such Shareholders.

The consideration offered to Shareholders whose Ordinary Shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the relevant takeover offer, unless such Shareholders can show that the offer value is unfair.

16.4 Sell-out rules

The Act also gives minority Shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer relates to all of the Ordinary Shares and at any time before the end of the period within which the offer could be accepted the offeror holds or has agreed to acquire not less than 90 per cent. of the Ordinary Shares, any holder of Ordinary Shares to which such offer relates who has not accepted the offer can by written communication to the offeror require it to acquire those Ordinary Shares. The offeror would be required to give any Shareholder notice of his right to be bought out within one month of that right arising. If a Shareholder exercises its right to be bought out, the offeror is bound to acquire the relevant Ordinary Shares on the terms of the offer or on such other terms as may be agreed.

17. EMPLOYEES

The number of employees employed in the Group (including any entity that had been amalgamated into any member of the Group) (for each of the last three financial years was as follows:

Year ended 30 June 2021	Year ended 30 June 2020	Year ended 30 June 2019
4	4	5

18. RELATED PARTY TRANSACTIONS

The Group

- 18.1 The related party transactions that were entered into by the Company and other members of its Group during the financial years ended 30 June 2020 and 30 June 2021 and the six-month period ended 31 December 2021 are described in the Group Financial Information incorporated by reference in Section (B) "*Financial Information of the Group*" of Part IV "*Financial Information*" of this Document.
- 18.2 There were no related party transactions entered into by the Company or any member of the Group between 31 December 2021 and the date of this Document that were material to the Group.

Cabox

- 18.3 The related party transactions that were entered into by Cabox during the period from incorporation on 19 January 2018 to 31 December 2018 and for the financial year ended 31 December 2019 are described in the Cabox Historical Financial Information incorporated by reference in Section (F) "*Financial Information of Cabox*" of Part IV "*Financial Information*" of this Document.
- 18.4 There were no related party transactions entered into by Cabox between 30 June 2020 and the date of this Document that were material to Cabox.

Cloudbreak Group

- 18.5 The related party transactions that were entered into by Cloudbreak and other members of the Cloudbreak Group during the financial years ended 30 April 2019 and 30 April 2020 are described in the Cloudbreak Historical Financial Information incorporated by reference in Section (D) "*Financial Information of Cabox*" of Part IV "*Financial Information*" of this Document.
- 18.6 There were no related party transactions entered into by the Cloudbreak Group or any member of the Cloudbreak Group between 31 October 2020 and the date of this Document that were material to the Cloudbreak Group, other than:
- 18.6.1 the proposed acquisition of Cloudbreak by the Company pursuant to the terms of the Cloudbreak Acquisition Agreement and the Amalgamation Agreement (further details of which are summarised in paragraph 11.1 of

this Part VI) by reason of the shareholding of the Cronin concert party in Cloudbreak (equating to 26.59% of the issued and outstanding share capital of Cloudbreak) and a common directorship.

18.6.2 the provision of certain support services by Cronin Services to Cloudbreak in an aggregate amount of CAN\$20,000, which is a related party transaction by reason of the wider interest held by the Cronin concert party in Cloudbreak and that Cronin Services is owned by a director of Cloudbreak; and

18.6.3 CAN\$20,000 of fees that have been paid by Cloudbreak to its Chief Executive Officer, Bob Meiser.

Howson

18.7 The related party transactions that were entered into by Howson during the period from incorporation on 20 July 2018 to 31 December 2018 and for the financial year ended 31 December 2019 are described in the Howson Historical Financial Information incorporated by reference in Section (E) *“Financial Information of Howson”* of Part IV *“Financial Information”* of this Document.

18.8 There were no related party transactions entered into by Howson between 30 June 2020 and the date of this Document that were material to Howson, save in respect of the provision of certain support services by Cronin Services to Howson in an aggregate amount of CAN\$40,000 and which is a related party transaction by reason of the fact that Cronin Services is owned by a director of Howson.

19. GENERAL

19.1 The total costs and expenses relating to the Fundraising and Admission are payable by the Company and are estimated to amount to approximately £140,000 (excluding VAT).

19.2 No commission is payable by the Company to which this Document relates or of his procuring or agreeing to procure any subscriptions for such securities.

19.3 No payment (including commissions) or other benefit has been or is to be paid or given to any promoter of the Company.

19.4 The Company has no investments in progress and there are no future investments on which the Directors have already made firm commitments which are or may be significant to the Company, other than the Acquisitions to be made by the Company, details of which are set out in Part III of this Document.

19.5 The Directors are unaware of any exceptional factors which have influenced the Company's activities.

19.6 The Directors are not aware of any patents, licences or other intellectual property rights, industrial, commercial or financial contracts or new manufacturing processes which are or may be of material importance to the business or profitability of the Group.

19.7 Save as disclosed in relation to Admission, the Company does not hold any capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses

19.8 The Directors are not aware of:

19.8.1 any trends, uncertainties, demands, commitments or events that are reasonably likely to have a *material* effect on the Group's prospects for at least the current financial year; and/or

19.8.2 any environmental issues that may affect the Group's utilisation of its tangible fixed assets.

19.9 There have been no public takeover bids by third parties in respect of the Ordinary Shares during the period from incorporation to the date of this Document.

19.10 The New Ordinary Shares will be issued and allotted under the laws of England and their currency will be pounds sterling. The Placing Price represents a premium of 22.5 times the nominal value of an Ordinary Share which is £0.001.

20. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company from the date of this Document:

- 20.1 the Articles;
- 20.2 the service contract of the Executive Director referred to in paragraph 9.1 of this Part VI of this Document ;
- 20.3 the letters of appointment of the Non-Executive Directors referred to in paragraph 9.2 of this Part VI of this Document;
- 20.4 the management services agreement of Cronin Services in relation to services provided by David Robinson thereunder, referred to in paragraph 9.3 of this Part VI of this Document; and
- 20.5 this Document.

In addition, this Document will be published in electronic form and be available and free to download from the Company's website at www.cloudbreakdiscovery.com.

21. CAPITALISATION AND INDEBTEDNESS

Group capitalisation

- 21.1 The following table shows the Group's capitalisation as at 31 May 2022, as extracted from the Group's unaudited consolidated management information as at that date:

	Unaudited As at 31 May 2022 £
<i>Current debt</i>	
Guaranteed	—
Secured	—
Unguaranteed/unsecured	9,113
<i>Non-current debt</i>	
Guaranteed	—
Secured	—
Unguaranteed/unsecured	—
Total debt	9,113
<i>Shareholders' equity</i>	
Share capital	424,678
Share premium	13,216,007
Deferred shares	170,955
Capital contribution	4,845
Merger reserve	(4,134,019)
Share option reserve	371,270
Warrants reserve	228,226
Foreign currency translation reserve	124,535
Total capitalisation	10,325,610

21.2 There have been no other changes to the Group's capitalisation since 31 May 2022.

Group indebtedness

21.3 The following table shows the Group's unaudited indebtedness as at 31 May 2022, as extracted from the Group's unaudited, consolidated management information at that date:

	Unaudited As at 31 May 2022 £
A. Cash	565,522
B. Cash equivalent	—
C. Other current financial assets	2,120,596
D. Liquidity (A) + (B) + (C)	2,686,118
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	1,224,664
F. Current portion of non-current financial debt	—
G. Current financial indebtedness (E) + (F)	1,224,664
H. Net current financial indebtedness (G) – (D)	1,461,454
I. Non-current financial debt (excluding current portion and debt instruments)	—
J. Debt instruments	—
K. Non-current trade and other payables	—
L. Non-current financial indebtedness (I) + (J) + (K)	—
M. Total financial indebtedness (H) + (L)	1,461,454

21.4 The other current financial debt consists entirely of convertible loan notes held by one individual.

21.5 There have been no changes to the Group's indebtedness since 31 May 2022.

PART VII

NOTICE TO INVESTORS AND DISTRIBUTORS

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

General

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

No arrangement has however been made with the competent authority in any other EEA state (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below. This Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for, or buy, shares in any jurisdiction in which such offer or solicitation is unlawful.

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

INVESTORS IN THE UNITED KINGDOM

This Document has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the securities that are the subject of the prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

In relation to the United Kingdom, no New Ordinary Shares have been offered or will be offered pursuant to the Fundraising to the public in the United Kingdom prior to the publication of the Prospectus has been approved by the FCA, except that the Offer Shares may be made to the public in the United Kingdom at any time:

- (i) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined under the UK Prospectus Regulation), subject to obtaining the prior consent of Shard for any such offer; or
- (iii) in any other circumstances falling within Section 86 of the FSMA, provided that no such offer of the New Ordinary Shares shall require the Company or Shard to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

Each person in the United Kingdom who acquires any New Ordinary Shares in the Fundraising or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and

with the Company and Shard that it is a qualified investor within the meaning of the UK Prospectus Regulation.

In the case of any New Ordinary Shares being offered to a financial intermediary as that term is used in Article 5(1) of the UK Prospectus Regulation, each such financial intermediary will be deemed to have represented, acknowledged and agreed to and with the Company and Shard that the New Ordinary Shares acquired by it in the Fundraising have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in the United Kingdom to qualified investors, in circumstances in which the prior consent of the Banks has been obtained to each such proposed offer or resale. Neither the Company nor Shard have authorised, nor do they authorise, the making of any offer of New Ordinary Shares through any financial intermediary, other than offers made by Shard which constitute the final placement of New Ordinary Shares.

The Company and Shard and their affiliates will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

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

INVESTORS IN THE EUROPEAN ECONOMIC AREA

In relation to each Member State, no New Ordinary Shares have been offered or will be offered pursuant to the Fundraising to the public in that Member State prior to the publication of a prospectus in relation to the New Ordinary Shares which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, all in accordance with the Prospectus Regulation, except the New Ordinary Shares may be offered to the public in that Member State at any time:

- (i) to any legal entity which is a qualified investor as defined under Article 2 the Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation) subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of Offer Shares shall require the Company or any Bank to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

Each person in a Member State who acquires any New Ordinary Shares in the Fundraising or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with the Company and Shard that it is a qualified investor within the meaning of the Prospectus Regulation.

In the case of any New Ordinary Shares being offered to a financial intermediary as that term is used in Article 5(1) of the Prospectus Regulation, each such financial intermediary will be deemed to have represented, acknowledged and agreed to and with the Company and Shard that the New Ordinary Shares acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in a Member State to qualified investors, in circumstances in which the prior consent of Novum has been obtained to each such proposed offer or resale. Neither the Company nor Shard has authorised, nor do they authorise, the making of any offer of New Ordinary Shares through any financial intermediary, other than offers made by Shard which constitute the final placement of New Ordinary Shares contemplated in this document.

The Company and Shard and their affiliates will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

In this context, the expression “an offer to the public” in relation to any New Ordinary Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Placing and any New Ordinary Shares to be offered so as to enable an investor to decide to purchase, or subscribe for, any New Ordinary Shares.

NOTICE TO OVERSEAS SHAREHOLDERS

An Overseas Shareholder may not be able to enforce a judgment against some or all of the Directors and executive officers. The Company is incorporated under the laws of England and Wales and a number of the Directors are residents of either Canada or the United Kingdom. Consequently, it may not be possible for an Overseas Shareholder to effect service of process upon the Directors within the Overseas Shareholder's country of residence or to enforce against the Directors judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK against the Directors who are residents of either Canada or the United Kingdom or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors in any original action based solely on the foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in England or other countries.

NOTICE TO ALL SHAREHOLDERS

Copies of this document will be available on the Company's website, www.cloudbreakdiscovery.com.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that such Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, “distributors” should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Fundraising . Furthermore, it is noted that, notwithstanding the Target Market Assessment, Shard will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and determining appropriate distribution channels.

19 July 2022

PART VIII

DEFINITIONS

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

“£” or “pound(s) sterling”	UK pound sterling
“AAM”	Anglo-African Minerals PLC, a company incorporated under the laws of the Republic of Ireland, with company number 463667, whose registered office is at 17 Pembroke Street Upper, Dublin 2, Ireland
“AAM Assets”	the various securities in AAM acquired by the Company pursuant to the terms of the AAM Asset Acquisition Agreements
“AAM Asset Acquisitions”	the acquisition of the AAM Assets pursuant to the terms of the AAM Asset Acquisition Agreements
“AAM Asset Acquisition Agreements”	the various assignment and amendment deeds and share purchase agreement entered into by the Company and Reyker Nominees, Cronin Services and Cronin containing the terms on which the Company shall acquire the AAM Assets and further details of each of which are set out in paragraph 11.1 of Part VI of this Document
“AAM Asset Consideration Shares”	29,430,378 new Ordinary Shares issued pursuant to the AAM Asset Acquisition Agreements
“AAM Acquisition Warrants”	the 8,714,227 warrants over new Ordinary Shares granted in connection with the AAM Asset Acquisitions, further details of which are set out in paragraph 10.2 of Part VI of this Document
“Acquisition Agreements”	together the AAM Asset Acquisition Agreements and the CCH Acquisition Agreements
“Acquisitions”	together the CCH Acquisitions and the AAM Asset Acquisitions
“Acquisition Warrants”	the warrants over 28,693,003 new Ordinary Shares in aggregate granted in connection with the Acquisitions comprising the AAM Acquisition Warrants and the Cloudbreak Warrants
“Act”	the UK Companies Act 2006, as amended
“Admission”	the admission of the New Ordinary Shares to the Official List, by way of a Standard Listing, and to trading on the Main Market
“Alianza”	Alianza Minerals Ltd, a company incorporated under the laws
“Amalco”	Cloudbreak Discovery (Canada) Ltd, company number BC1336907, with its registered office address at 520 – 999 West Hastings Street, Vancouver, BC, Canada, the corporation created pursuant to and following the implementation of the Amalgamation in accordance with its terms, and which was amalgamated into the Holdco following the implementation of the Second Amalgamation
“Amalco Shares”	together the Amalco Class A Shares and Amalco Class B Shares
“Amalco Class A Shares”	the class A shares in Amalco to be issued by Amalco to Imperial BC in exchange for the Imperial BC Sub Shares it holds, pursuant to the terms of the CCH Acquisition Agreements
“Amalco Class B Shares”	the 216,182,619 redeemable class B shares in Amalco to be issued to CCH Shareholders in exchange for their CCH Shares, <i>pro rata</i> to their holdings in the relevant CCH Corporation and subsequently redeemed and cancelled in exchange for the issue

	of Consideration Shares, in each case pursuant to the terms of the CCH Acquisition Agreements
“Amalgamation”	the amalgamation of the Amalgamating Companies by way of an amalgamation effected in accordance with sections 273 and 274 of the BCA and whereby each Amalgamating Company was amalgamated into and continues as one corporation, being Amalco, on 3 June 2021
“Amalgamation Agreement”	the amalgamation agreement entered into between the Company, Imperial BC, and each of the Amalgamating Companies dated 16 February 2021, further details of which are set out at paragraph 11.2 of Part VI of this Document
“Amalgamating Companies”	each CCH Corporation and Imperial BC Sub which are to be amalgamated into Amalco pursuant to the Amalgamation
“Articles”	the articles of association of the Company as amended and/or restated from time to time
“Audit Committee”	the audit committee established by the Company
“BCA”	the British Corporations Act means the Business Corporations Act (British Columbia) as amended, including the regulations promulgated thereunder
“Board” or “Directors”	the directors of the Company, whose names are set out on page 32 of this Document
“Cabox”	Cabox Gold Corp., company number BC1149833, with its registered office address at c/o Foroughian + Co Law Corporation, Suite 1050 – 400 Burrard Street, Vancouver, BC V6C 3A6, Canada, which was amalgamated into the Amalco on 3 June 2021
“Cabox Consideration Shares”	35,000,000 Ordinary Shares issued to the Cabox Shareholders pursuant to the Cabox Acquisition Agreement
“Cabox Shareholder”	a holder of Cabox Shares
“Cabox Shares”	common shares in Cabox
“CCH Acquisition Agreements”	each of the conditional acquisition agreements dated 16 February 2021 entered into by the Company and Imperial BC with each CCH Corporation and the Imperial BC Shareholder in relation to the acquisition of the entire issued share capital of Imperial BC and Amalco in exchange for the issue of Consideration Shares on the terms of the CCH Acquisition Agreement, further details of which are set out in paragraph 11.7 of Part VI of this Document
“CCH Acquisitions”	the acquisition of the CCH Corporations, through the Company's acquisition of Imperial BC and Amalco, pursuant to the Acquisition Agreements
“CCH Corporations”	the corporations acquired pursuant to the CCH Acquisitions, comprising Cabox, Cloudbreak and Howson
“CCH Shareholder”	a holder of shares in a CCH Corporation
“CCH Shares”	common shares in each CCH Corporation
“certificated” or “in certificated form”	an Ordinary Share which is not in uncertificated form
“Change of Control”	the acquisition of Control of the Company by any person or party (or any group of persons or parties who are acting in concert)
“Cloudbreak”	Cloudbreak Discovery Corp., company number BC1018759, with its registered office address at 1153 W 22 ST. North Vancouver

	BC V7P 2E9, Canada, which was amalgamated into the Amalco on 3 June 2021
“Cloudbreak Canada”	the amalgamated businesses of Cloudbreak, Howson, Cabox and 1278953 B.C. Ltd
“Cloudbreak Consideration Shares”	149,568,502 Ordinary Shares issued to Cloudbreak Shareholders pursuant to the Cloudbreak Acquisition Agreement
“Cloudbreak Shareholder”	a holder of Cloudbreak Shares
“Cloudbreak Shares”	common shares in Cloudbreak
“Cloudbreak Warrants”	the warrants to subscribe for 19,978,776 new Ordinary Shares held by Cloudbreak Shareholders, further details of which are set out in paragraph 10.2 of Part VI of this Document
“Company” or “Cloudbreak Discovery plc”	Cloudbreak Discovery plc, company number 06275976, with its registered office address at Suite 115 Ingestre Place, London, W1F 0DU
“Company Financial Information”	the audited consolidated historical financial information of the Company and Imperial Minerals (UK) Limited, its then only wholly-owned subsidiary, for the year ended 30 June 2019
“Connected Person”	as defined in section 252 of the Act
“Consideration Shares”	245,613,098 new Ordinary Shares issued pursuant to the Acquisitions, comprising the AAM Asset Consideration Shares, the Cabox Consideration Shares, the Cloudbreak Consideration Shares, the Howson Consideration Shares and the Imperial BC Consideration Shares
“Control”	an interest, or interests, in Ordinary Shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give <i>de facto</i> control
“Crescita Capital”	Crescita Capital LLC a company incorporated under the laws of the United Arab Emirates, having an office at Sharjah Media City, Al Messaned, Sharjah, UAE
“Crescita Shares”	up to 394,311,111 Ordinary Shares to be issued pursuant to the Equity Drawdown Facility
“CREST Regulations”	the Uncertificated Securities Regulations 2001 of the UK (SI 2001/3755) (as amended)
“CREST”	the computer-based system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form which is administered by Euroclear
“Cronin”	Cronin Capital Corp., a company incorporated under the laws of British Columbia, Canada, with company number BC0942025, whose registered office is at 1140 Pender St W, Suite 890, Vancouver BC, V6E 4G1, Canada
“Cronin Services”	Cronin Service Limited, a company incorporated under the laws of British Columbia, Canada, with company number BC1157709, whose registered office is at 520 – 999 West Hastings Street, Vancouver BC, V6C 2W2, Canada
“Deferred Share”	a deferred share of £0.009 in issue in the capital of the Company
“Directors”	Samuel Anthony “Kyler” Hardy, Andrew Male, Emma Kinder Priestley and Paul Gurney

“Disclosure Guidance and Transparency Rules”	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“Document”	this prospectus
“Drawdown Warrants”	Warrants to be issued to Crescita Capital in connection with the Equity Drawdown Facility, further details of which are set out in paragraph 10.2 of Part VI of this Document
“EEA”	the European Economic Area
“Enlarged Share Capital”	the issued share capital of the Company, following the issue of the New Ordinary Shares
“Equity Drawdown Facility”	the equity drawdown agreement for up to £10 million dated 16 February 2021 entered into between the Company and Crescita Capital, further details of which are set out in paragraph 11.8 of Part VI
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales
“EUWA”	European Union (Withdrawal) Act 2018
“Exchange Act”	the US Securities Exchange Act of 1934, as amended
“FCA”	the UK Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	together the Placing and Subscription
“Group”	the Company and its subsidiaries and subsidiary undertakings
“Group Financial Information”	the audited, consolidated historical financial information of the Group for the two years ended 30 June 2020 and 30 June 2021
“Group Interim Financial Information”	the unaudited, consolidated interim financial information of the Group for the six-month period ended 31 December 2021
“HMRC”	Her Majesty’s Revenue and Customs
“Holdco”	Cloudbreak Discovery (Canada) Ltd, company number BC1336907, with its registered office address at 520 – 999 West Hastings Street, Vancouver, BC, Canada, the corporation created pursuant to and following the implementation of the Second Amalgamation in accordance with its terms
“Howson”	Howson Ventures Inc., company number BC1172765, with its registered office address at c/o Forooghian + Co Law, Corporation Suite 1050 – 400 Burrard Street, Vancouver BC V6C 3A6, Canada, which was amalgamated into the Amalco on 3 June 2021
“Howson Consideration Shares”	31,614,118 Ordinary Shares issued to Howson Shareholders pursuant to the Howson Acquisition Agreement
“Howson Shareholder”	a holder of Howson Shares
“Howson Shares”	common shares in Howson
“IFRS”	International Financial Reporting Standards as adopted by the EU
“Imperial BC”	1278925 B.C. Ltd., a corporation incorporated under the laws of the Province of British Columbia under registered number 1278925, which was amalgamated into the Holdco on 8 December 2021

“Imperial BC Shareholder”	the holder of all of the Imperial BC Shares as at the date of this Document, being Kurtis Burk
“Imperial BC Consideration Shares”	100 new Ordinary Shares issued to the Imperial BC Shareholder pursuant to the Amalgamation Agreement and CCH Acquisition Agreements
“Imperial BC Shares”	the shares in Imperial BC transferred to the Company by the Imperial BC Shareholder in exchange for the issue of the Imperial BC Consideration Shares in accordance with the terms of the CCH Acquisition Agreements
“Imperial BC Sub”	1278953 B.C. LTD., a corporation incorporated under the laws of the Province of British Columbia under registered number 1278953 B.C., which was amalgamated into Amalco on 3 June 2021
“Imperial BC Sub Shares”	the shares in Imperial BC Sub transferred to Amalco pursuant to the Amalgamation and CCH Acquisitions
“Listing”	the admission of the Group’s Ordinary Shares to the Official List, by way of a Standard Listing, and to trading on the Main Market which became effective on 3 June 2021
“Listing Rules”	the listing rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time
“Lock-In Agreements”	the lock-in agreements entered into between the Company and each of the Locked-in Shareholders, summary details of which are set out in paragraph 11.13 of Part VI of this Document
“Locked-in Shareholders”	those holders of Ordinary Shares who have each entered into a Lock-in Agreement, details of which are set out in paragraph 15 of Part I of this Document
“London Stock Exchange” or “LSE”	London Stock Exchange plc
“Main Market”	the LSE’s main market for listed securities
“MAR”	the EU Market Abuse Regulation (EU 596/2014)
“Member States”	member states of the EU
“Mineral Interest”	means a right or interest in the minerals located at a specified tract or tracts of land in relation to an oil and gas field, which form part of the mineral estate and entitling the holder to exploit, mine, and/or produce any or all minerals from such tract or tracts
“New Ordinary Shares”	26,027,776 Ordinary Shares issued pursuant to the Placing and Subscription
“Nomination Committee”	the Company’s nomination committee comprising of the Non-executive Directors
“Non-executive Directors”	Andrew Male, Emma Priestley, Paul Gurney and any other Director of the Company appointed as a non-executive director from time to time
“Novum”	Novum Securities Limited of 57 Berkeley Square, London, W1J 6ER
“Novum Placing Agreement”	the placing agreement between Novum and the Company dated 11 May 2022, pursuant to which Novum was appointed as the Company’s agent to procure subscribers for 20,412,485 Ordinary Shares at the price of £0.075 per Ordinary Share, a summary of which is set out in paragraph 11.14 of Part VI of this Document
“Official List”	the Official List of the FCA

“Ordinary Share Capital”	the entire issued share capital of the Company, comprising 499,974,200 Ordinary Shares on the date of this Document
“Ordinary Share”	an ordinary share of £0.001 in the capital of the Company from time to time
“Overseas Shareholders”	holders of Ordinary Shares who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or persons who are nominees or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK which may be affected by the laws or regulatory requirements of the relevant jurisdictions.
“Partners”	third party, technical and operational entities with whom the Company undertakes business
“Peterhouse Warrants”	the warrants over Ordinary Shares, further details of which are set out in paragraph 10.2 of Part VI
“Placees”	the subscribers for the New Ordinary Shares who have been procured by Shard, as agents for the Company
“Placing”	the issue of the New Ordinary Shares at the Placing Price
“Placing Price”	2.25p per New Ordinary Share
“Placing Shares”	2,666,665 Ordinary Shares which have been conditionally subscribed for pursuant to the Placing
“Pre-IPO Fundraise Warrants”	the Warrants over Ordinary Shares, further details of which are set out in paragraph 10.2 of Part VI
“Premium Listing”	a Premium Listing in accordance with Chapter 6 of the Listing Rules
“Pro Forma Financial Information”	the unaudited <i>pro forma</i> financial information of the Group as at 31 December 2020 and the six-month period then ended
“Prospectus Regulation”	the EU Prospectus Regulation (EU 2017/1129 of the European Parliament and of the Council of 14 June 2017)
“Prospectus Regulation Rules”	the Prospectus Regulation Rules sourcebook made by the FCA pursuant to section 73A of the FSMA, as amended from time to time
“QCA Code”	the Quoted Companies Alliance Corporate Governance Code published by the Quoted Companies Alliance (as amended from time to time)
“Registrars” or “Share Registrars Ltd”	the Company’s registrars, Share Registrars Ltd, company number 04715037, whose registered office address is 27-28 Eastcastle Street, London, W1W 8DH, at the date of this Document
“Remuneration Committee”	the Company’s remuneration committee comprising of the Non-executive Directors
“Reyker Nominees”	Reyker Nominees Limited (on behalf of Clarmond Wealth), a company incorporated under the laws of England and Wales with company number 02056221, whose registered office is at 25 Moorgate, London, England, EC2R 6AY
“Royalty”	means a contract or other instrument which entitles the holder to receive regular cash payments or other payments in kind that are calculated by reference to an agreed percentage of either production of hydrocarbons at a particular oil and gas field or the revenue/cash flows generated from such production

“Second Amalgamation”	the amalgamation of the Second Amalgamation Amalgamating Companies by way of an amalgamation and whereby each Second Amalgamation Amalgamating Company was amalgamated into and continues as one corporation, being the Holdco, on 8 December 2021
“Second Amalgamation Amalgamating Companies”	Imperial BC, Amalco and 1250263 B.C. Ltd.
“Second Shard Placing Agreement”	the placing agreement between Shard, Novum and the Company dated 19 July 2022, pursuant to which Shard was appointed as the Company’s agent to procure subscribers for the Placing Shares pursuant to the Placing, a summary of which is set out in paragraph 11.20 of Part VI of this Document
“Securities Act”	the US Securities Act of 1933, as amended
“Shareholder”	a holder of Ordinary Shares from time to time
“Share Options”	the unapproved share options over Ordinary Shares granted pursuant to the terms of option deeds, further details of which are set out in paragraph 10.1 of Part VI
“Shard”	Shard Capital Partners LLP of 23 rd Floor, 20 Fenchurch Street, London EC3M 3BY
“Shard Placing Agreement”	the placing agreement between Shard and the Company dated 1 March 2022, pursuant to which Shard was appointed as the Company’s agent to procure subscribers for 19,996,931 Ordinary Shares at the price of £0.075 per Ordinary Share, a summary of which is set out in paragraph 11.21 of Part VI of this Document
“Standard Listing”	a Standard Listing in accordance with Chapter 14 of the Listing Rules
“Subscription”	the issue of the Subscription Shares at the Placing Price
“Subscription Shares”	23,361,111, Ordinary Shares which have been conditionally subscribed for pursuant to the Subscription
“Takeover Code”	the UK City Code on Takeovers and Mergers
“UK Corporate Governance Code”	the UK corporate governance code published by the Financial Reporting Council and as amended from time to time
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UK Prospectus Regulation”	the UK version of Regulation (EU) 2017/1129, which is part of the laws of England and Wales by virtue of the EUWA and certain other enacting measures
“UK MAR”	the UK version of Regulation (EU) 596/2017/4, which is part of the laws of England and Wales by virtue of the EUWA and certain other enacting measures
“uncertificated” or “in uncertificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“US” or “United States”	the United States of America, each state thereof, its territories and possessions and the District of Columbia and all other areas subject to its jurisdiction
“US Investment Company Act”	the US Investment Company Act of 1940
“VAT”	UK value added tax
“Warrants”	together the Peterhouse Warrants, Acquisition Warrants, the Drawdown Warrants and the Pre-IPO Fundraise Warrants

