Company Registration No. 11388575 (England and Wales)

CRITICAL METALS PLC

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

Directors	Russell Fryer – Chief Executive Officer Anthony Eastman – Chief Financial Officer Marcus Edwards-Jones – Non-Executive Director
Company Secretary	Orana Corporate LLP Hill Dickinson Services (London) Limited – resigned 5 Sep 2022
Company number	11388575
Registered office	The Broadgate Tower 7th Floor 20 Primrose Street London EC2A 2EW
Principal place of business / Operations	The Broadgate Tower 7th Floor 20 Primrose Street London EC2A 2EW
Independent Auditors	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Broker	Peterhouse Capital Limited 80 Cheapside London EC2V 6DZ
Registrars	Share Registrars Limited 27/28 Endcastle Street London W1W 8DH
Financial Public Relations	St Brides Partners Limited Warnford Court 29 Throgmorton Street London EC2N 2AT
Bankers	Alpha FX 2 Eastbourne Terrace Paddington London WC 6LG
Website	www.criticalmetals.co.uk

Dear Shareholder,

I am pleased to present the consolidated financial statements for Critical Metals plc (the "Company" or "Critical Metals") for the year ended 30 June 2022. During the year under review, the Company and its advisers worked tirelessly in its efforts to seek readmission of the Company to trading in what transpired to be a time consuming and complex transaction spanning a number of jurisdictions, negotiating and renegotiating agreements, completing financial and 'on the ground' due diligence, and all in a testing macro environment with headwinds from the global pandemic, and more recently much geopolitical and economic instability.

I am thrilled to be able to report that post year end has been a transformative time for Critical Metals, having successfully completed the readmission of the Company to trading on the Main Market of the London Stock Exchange ("LSE") following the completion of the acquisition of our interest in the Molulu Project in early September ("Molulu Project" or the "Acquisition"). The Board and I are pleased to have been able to bring this Acquisition to fruition for our dedicated shareholders, acquiring a controlling stake of 57 per cent. in Madini Occidental Limited, which holds an indirect 70 per cent. interest in the Molulu Project. The Molulu Project is an ex-producing medium-scale copper/cobalt asset in the Katangan Copperbelt, Democratic Republic of Congo ("DRC"), adjacent to producing mines and previously mined by artisanal miners from four pits, and importantly in proximity to copper smelters which provides selling channels for copper & cobalt production.

I was elated with the support we received from existing and new shareholders in the £1.8 million fundraise in conjunction with the Acquisition, in what can only be described as tumultuous time in the equity markets. With the Company funded for the foreseeable future, we will use this capital, along with existing cash resources, for drilling, mine site development and general working capital purposes.

We remain certain that this Acquisition presents a fantastic opportunity to gain near-term exposure to the demand for critical minerals. Copper is a key commodity required for the global transition to Net Zero, needed in industrial infrastructure, wind turbines, and electric vehicles amongst others, thus the global demand is remaining strong. The copper price increased from US$2.14/lb to a current price of around $3.40/lb since 2016 - driven by global economic growth, increasing infrastructure investment and global supply-side deficit. As Goldman Sachs has forecast copper to reach US$15,000/ton, or $6.80/lb by 2025, we are in the right place at the right time to benefit from this trend. Interestingly, the DRC is the world's fourth largest producer of copper, producing 1.6 million metric tonnes in 2020 and supplying 60% of the world's cobalt. Cobalt is used across commercial, industrial, and military applications but has risen in importance due to its role in the production of rechargeable batteries to power electric vehicles, nuclear plant builds, and energy storage from solar, wind, and renewable energy sources. Cobalt prices are currently around $23/lb, averaging $25/lb over the last five years with demand forecast to increase more than twentyfold by 2040, according to the International Energy Agency.

Funding

Upon readmission in September, the Company successfully raised £1,800,000 (before expenses) via a placing of 9,000,000 new Ordinary Shares at an issue price of 20 pence per share (the "Placing"). The net proceeds of the Placing, in conjunction with the Company's existing cash resources, was allocated primarily in connection with the consideration for the Acquisition, with the balance used for drilling, mine site upgrades and general working capital purposes.

Appointments

The Company was delighted to welcome Lloyd Kirtley as DRC Project Field Manager and a cornerstone member of the team in early October. Mr. Kirtley has over 40 years' experience in mining and mineral exploration as a miner and field manager including managing a number of logistics and field programmes at several African based exploration and production companies. Mr. Kirtley will support all activities at the Molulu Project, including all environmental and social assessments, all start-up mining activities, camp management, and other key field requirements. The appointment of Mr. Kirtley so swiftly after the completion of our acquisition of the Molulu Project in DRC represents a strategic move for the Company in transitioning this ex-producing copper/cobalt asset in a highly prospective region, into production as swiftly and economically as possible.

Outlook

The Board would like to acknowledge the support of our shareholders through this complex and lengthy process, and I am confident that the experienced team now assembled will be able to deliver a steady stream of news flow from this project as we move towards developing an efficient copper and cobalt producing operation.

Looking ahead, having completed the Molulu Project Acquisition and readmission to trading on the LSE of the enlarged group, the Company has already begun preparing for the next stages of mine development. As previously reported, the Company intends on completing further exploration work and technical studies required to assess the larger technical and economic viability, with the mineralisation evident at the surface and at shallow depths. With close proximity to copper smelters, we expect to bring this ex-producing copper/cobalt asset, in a highly prospective region, into production in the near-term, generating cashflow going forward.

As Chairman and Chief Executive Officer, I look forward to updating the market with our progress at the Molulu Project site in the near future with various operational and equipment updates. This is a very exciting time for Critical Metals.

Russell S. Fryer

Russell S. Fryer

Executive Chairman & CEO
28 October 2022

Fair review of the business

The Company was incorporated on 30 May 2018 with a view to undertake acquisitions of a target company or business within the natural resources development and production sector.

The Company focused on its strategy of identifying acquisition opportunities within the natural resources development and production sector in the continent of Africa, culminating on 12 September 2022 when the Company completed a reserve takeover of the Madini Group ("MG") and consequently acquired a majority interest (57%) in Madini Occidental Limited which holds an indirect 70% interest in the Molulu Project in the DRC.

The solitary focus of the Company post readmission is to get the Molulu project into production. In order to achieve production, the company has purchased tents, kitchen equipment, WIFI equipment, generators, pumps, GPS units, first aid kits, fire extinguishers, beds, linen, and many other items required to create and sustain a thirty-person camp at Molulu.

Local engineers and geologists have been hired, with further local professionals that we believe will be positive additions to the project identified.

In addition to Molulu, other interesting investment opportunities within sub-Saharan Africa have appeared. However these opportunities will be further analysed once Molulu is in production.

Principal risks and uncertainties

There are a number of risks associated with newly listed entities focused in the natural resources sector, particularly in Africa. The Board regularly reviews the risks to which the Company is exposed and endeavours to minimise them as far as possible. The following summary, which is not exhaustive, outlines some of the risk and uncertainties facing the Company:

Commercialisation of the project and revenue generation

Generally, the business of exploration, development and exploitation of minerals and mining involves a high degree of risk. Whilst the Directors believe the Company has identified potentially economically recoverable volumes of minerals at the Project, which can be brought into production relatively quickly, there can be no certainty this will be the case or that any minerals produced will be of the desired quality.

This is because there is insufficient data to verify that the Project contains a concentration or occurrence of minerals in such mineralised system, grade (or quality), and quantity that there are reasonable prospects for eventual economic extraction. Therefore, there is no certainty as to the size or quality of the ore body at the Project. Although the Company plans to fund further exploration of the Project, there is no certainty that this will be successful or that this will result in a JORC mineral resource or that the Company will be able to locate Copper and/or Cobalt deposits that can be economically extracted.

Price fluctuations in the value of the underlying commodity

The Company's potential future revenues are likely to be derived indirectly mainly from the sale of copper and/or cobalt ore. Consequently, the Company's potential future earnings will likely be closely related to the price of copper and cobalt. Although recovered now, copper and cobalt prices slumped by 30 and 21 per cent., respectively, between 2014 and 2016. Copper and cobalt prices fluctuate and are affected by numerous industry factors including demand for the resource, forward selling by producers, production cost levels in major producing regions and macroeconomic factors, e.g., inflation, interest rates, currency exchange rates, and global and regional demand for, and supply of, copper and cobalt. However, the Company does not believe there are any circumstances that would result in the Enlarged Group having insufficient working capital within the first 12 months from the date of this Document due to the low fixed costs of the Project.

In country infrastructure risks

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, landing strips, power sources, and water supply are important determinants, together with their permitting and ongoing maintenance, all of which affect capital and operating costs. The Molulu Project is approximately 100 kilometres north of Lubumbashi City, where the nearest smelters and international airport are located. Although the route to Lubumbashi City is mainly on the N1 tarred road, the last 38 kilometres are on a dirt road. Although the Company plans to fund the upgrading of about 12km of this road, until this takes place, there is a risk of difficulties getting to the Project and/or trucking minerals produced from the Project for processing as in the rainy season the dirt roads can become treacherous.

Political risk

The majority of what is now DRC was controlled from mid-1960's until the mid-1990's by President Mobutu who was deposed in the mid-1990s. Following President Mobutu's departure there was a period of political upheaval and civil war that lasted until the early 2000's. Therefore, DRC is a relatively young democracy, which may make it less stable. There are also DRC presidential elections scheduled for December 2023 and in the run up to these elections there is a risk of civil disruption and/or increased nationalist tensions. It is difficult to predict what might occur and there may be changes in mining or investment policies or shifts in political attitude.

Key performance indicators

Now that re-admission has occurred the Board are discussing appropriate key performance indicators to be implemented that will ensure the goals of all key stakeholders are aligned.

Gender analysis

A split of our employees and directors by gender during the year is shown below:

	Male	Female
Directors	3	nil

Corporate social responsibility

We aim to conduct our business with honesty, integrity, openness, while respecting human rights and the interests of our shareholders and employees. We aim to provide timely, regular, and reliable information on the business to all our shareholders and conduct our operations to the highest standards.

Greenhouse Gas (GHG) Emissions

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the period under review, it has not been practical to measure its carbon footprint. In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers and purchasers of the Company's products cannot be measured practically.

We have held early-stage discussions with experts in the measurement of GHG at mining properties and continue to have further discussions now that our first acquisition has been completed.

Furthermore, we are investigating the most efficient avenue to install renewable energy systems in the effort to decrease the future use of diesel or oil fuels.

We strive to create a safe and healthy working environment for the well-being of our staff and create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company.

We aim to establish a diverse and dynamic workforce with team players who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Company and their own potential.

Our goal is to hire as many DRC citizens as possible and not rely on ex-pat labour. In the early stages of mine development, the overwhelming majority of the mining team are DRC citizens, with only three ex-pats positions allocated in the employment roster.

Section 172 Statement

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision making. The Directors continue to have regard to the interests of the Company's employees and other stakeholders, the impact of its activities on the community, the environment and the Company's reputation for good business conduct, when making decisions. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term. We explain in this annual report, and reference below, how the Board engages with stakeholders.

We aim to work responsibly with our stakeholders, including suppliers. The key Board decisions made in the year and post year end are set out below:

Significant events / decisions	**Key s172 matter(s) affected**	**Actions and Consequences**
Agreement of the terms of the acquisiton of a majority interest (57%) in Madini Occidental Limited which holds an indirect 70% interest in the Molulu Project in the DRC	Shareholders and Business Relationships	The consequences of this decision were to allow the continuation of the RTO process to fully investigate the suitability of the RTO target.
Completion of reserve takeover of the Madini Group on the 12th September 2022 consequently acquired a majority interest (57%) in Madini Occidental Limited which holds an indirect 70% interest in the Molulu Project in the DRC – post year end	Shareholders and Business Relationships	The reverse takeover of the Madini Group creates great potential to create value for shareholders and is evidence from the directors of their active management of the Company.
Fundraise of £1.8m (excluding costs) – post year end	Shareholders and Business Relationships	The decision provides a pathway to finance the development of the Molulu Project in the DRC

On behalf of the board

Russell S. Fryer

Executive Chairman & CEO

28 October 2022

The Directors are all considered to be key management personnel.

Russell Fryer – Executive Chairman & Chief Executive Officer

Prior to establishing Critical Metals plc, Mr. Fryer was the co-founder and Executive Chairman of Western Uranium Corporation, a Canadian listed uranium and vanadium explorer. Prior to Western Uranium Corporation, Mr Fryer was also the Non-Executive Chairman of Ecometals Limited, a Canadian mining company focused on South American bulk and precious metals. Before Ecometals, Mr Fryer was Managing Director covering the natural resources sector for North Sound Capital LLC, an investment advisor based in Greenwich, Connecticut. Mr. Fryer joined North Sound in 2006 from Deutsche Bank, where he had been a Director in Emerging Market Equities. Prior to that, Mr. Fryer was a Director in Emerging Market Equities at HSBC in Johannesburg, South Africa.

Mr. Fryer holds an advanced diploma in International Taxation from Rand Afrikaans University and received a Bachelor's degree in Business Administration from the Newport University. He is a member of the New York chapter of Society of Mining Engineers and Minerals and Metals Professionals Globally. Over the course of his 28-year investment career, Mr. Fryer has travelled extensively obtaining on-the-ground understanding of the natural resources sector. In addition to this significant international travel, Mr. Fryer was based in Africa from 1987 to 2004. While there, Mr. Fryer gained knowledge of many of the properties he continues to follow and developed relationships at both senior and working levels throughout the industry. During his time in Africa, Mr. Fryer wrote investment columns for various news sources such as South African Smart Investor and the Sunday Business Times.

Anthony Eastman – Chief Financial Officer & Non-Executive Director

Mr Eastman is a Chartered Accountant (Australian qualified) with a number of years' experience in financial management and corporate advisory services, primarily in the natural resources sector, along with extensive experience in the public company environment, having been a director and company secretary of a number of ASX and AIM / LSE junior mining and oil & gas focused companies. He has previously worked with Ernst & Young and CalEnergy Gas Ltd, a subsidiary of the Berkshire Hathaway Group of Companies in both Australia and the United Kingdom.

Marcus Edwards-Jones – Non-Executive Director

Mr Edwards-Jones is an Executive Chairman of Phoenix Copper Ltd, the AIM quoted North American focused base and precious metals exploration and development company. He is also Managing Director (and co-founder) of Lloyd Edwards-Jones S.A.S, a Paris and Dubai-based finance boutique specialising in selling equities to institutional clients and advising and introducing resources companies to an extensive client base in the UK, Europe, Asia and the Middle East. Prior to founding Lloyd Edwards-Jones S.A.S, Mr. Edwards-Jones held senior positions with Julius Baer, and was head of UK/Continental European equity sales at Credit Lyonnais Securities in London. Mr. Edwards-Jones has significant experience in worldwide institutional capital raisings for UK, Australian & Canadian listed and unlisted companies predominately in the mining and resources sectors. He is a former director of Georgian Mining Corp. Mr Edwards-Jones graduated from Oxford University with an MA in Ancient & Modern History.

The Directors present their report and financial statements for the period ended 30 June 2022.

Principal activities

The Company was incorporated on 30 May 2018 under the name Critical Metals Plc. The principal activity of the Company is that of identifying potential companies, businesses or asset/(s) that have operations in the natural resources exploration, development and production sector.

As stated in the Strategic Report the Company completed a reserve takeover of the Madini Group on the 12th September 2022 and consequently acquired a majority interest (57%) in Madini Occidental Limited which holds an indirect 70% interest in the Molulu Project in DRC. It will now look to progress those operations and taking steps to move towards extracting mineral resources from the project.

Results

The Company recorded a loss for the year before taxation of £661,743 (2021: £347,584) and further details are given in the consolidated statement of comprehensive income and note 4.

Dividends

No dividend has been paid during the year (2021: nil) nor do the Directors recommend the payment of a final dividend.

Directors

The following directors have held office during the year and to the date of these financial statements:

Russell Fryer	Executive Chairman & CEO
Anthony Eastman	Chief Financial Office & Non-Executive Director
Marcus Edwards-Jones	Non-Executive Director

Details of the Directors' holding of Ordinary Shares and Warrants are set out in the Directors' Remuneration Report from page 14.

Further details of the interests of the Directors in the Warrants of the Company are set out in Note 15 of the financial statements.

Share Capital

Critical Metals plc is incorporated as a public limited company and is registered in England and Wales with the registered number 11388575. Details of the Company's issued share capital, together with details of the movements during the year, are shown in Note 14. The Company has one class of Ordinary Share and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

Substantial Shareholdings

At 7 October 2022, the Company had been informed of the following substantial interests over 3% of the issued share capital of the Company:

	Number of Shares	**Percentage Holding**
Thomas Grant and Company nominees limited	15,204,021	28.55
Hargreaves Lansdown (Nominees) Limited	5,020,936	9.43
Jim Nominees Limited	3,240,734	6.09
Barclays Direct Investing Nominees Limited	3,025,481	5.68
Pershing Nominees Limited	2,200,000	4.13
Hargreaves Lansdown (Nominees) Limited	1,958,312	3.68
Seguro Nominees limited	1,775,000	3.33

Corporate Governance Statement

The Board is committed to maintaining appropriate standards of corporate governance. The statement below, together with the report on Directors' remuneration on pages 14, explains how the Company has observed principles set out in The UK Corporate Governance Code ("the Code") as relevant to the Company and contains the information required by section 7 of the UK Listing Authority's Disclosure Rules and Transparency Rules.

The Company has decided not to apply the Code provisions in full given its current size and resources. The Company is a small company with modest resources. The Company has a clear mandate to optimise the allocation of limited resources to source further acquisitions and support its expansion plans. As such the Company strives to maintain a balance between conservation of limited resources and maintaining robust corporate governance practices. As the Company evolves, the Board is committed to enhancing the Company's corporate governance policies and practices deemed appropriate to the size and maturity of the organisation.

Board of Directors

The Board currently consists of an Executive Chairman/CEO and two Non-Executive Directors. It met regularly throughout the year to discuss key issues and to monitor the overall performance of the Company. With the acquisition of a majority interest of Madini Occidental Limited the Board has considered it appropriate to implement a number of committees detailed below to ensure the appropriate levels of corporate governance are upheld. Whilst these committee comprise the whole Board at this stage, the Directors will actively seek to expand Board membership to add an additional independent director in the 6-18 months following re-admission.

Audit and Risk Committee

The Audit and Risk Committee will comprise Anthony Eastman (as Chairman), Russell Fryer, and Marcus Edwards-Jones and will meet normally not less than twice each year. The Audit and Risk Committee will be responsible for ensuring the financial performance of the Company is properly reported on and monitored, including reviews of the annual and interim accounts, results announcements, internal control systems and procedures and accounting policies, as well as keeping under review the categorisation, monitoring and overall effectiveness of the Company's risk assessment and internal control processes.

Given the composition of the Audit and Risk Committee, it is acknowledged that a provision of the QCA Code suggesting the inclusion of at least two independent non-executive directors on such committee has been deviated from. Such deviation is considered by the Board to be inappropriate to the Company. The Board intends to have in place an additional independent non-executive director, with the appropriate experience, skills and expertise to be appointed to the Audit and Risk Committee, within 6-18 months following Re-Admission.

Remuneration committee

The Remuneration Committee will comprise Marcus Edwards-Jones (as Chairman), Russell Fryer and Anthony Eastman and will meet normally not less than twice each year. The remuneration committee will be responsible for the review of and making recommendations to the Board on the scale and structure of remuneration for the Board and key personnel, including any bonus arrangements and the award of Options, having due regard to the interests of Shareholders and other stakeholders.

Given the composition of the Remuneration Committee, it is acknowledged that a provision of the QCA Code suggesting the inclusion of at least two independent non-executive directors on such committee has been deviated from. Such deviation is considered by the Board to be inappropriate to the Company. The Board intends to have in place an additional independent non-executive director, with the appropriate experience, skills and expertise to be appointed to the Remuneration Committee, within 6-18 months following Re-Admission.

Nominations committee

The Nomination Committee will comprise Russell Fryer (as Chairman), Marcus Edwards-Jones and Anthony Eastman and will meet as and when required to fulfil its duties of reviewing the Board structure and identifying and nominating candidates to fulfil Board vacancies as they arise.

The Nominations Committee reviews and makes decisions in respect of:

(i) the size and composition of the Board;
(ii) the organization and responsibilities of the appropriate committees of the Board;
(iii) the evaluation process for the Board and committees of the Board and the Chairpersons of the Board and such committees; and
(iv) the balance of expertise and qualifications among members of the Board. In the nomination process, the Board assesses its current composition and requirements going forward in light of the stage of the Company, and the skills required to ensure proper oversight of the Company and its operations are always duly assessed.

External auditor

The Company has appointed PKF Littlejohn as auditors to the Company and they have overseen the recent re-admission to the London Stock Exchange. The Board will meet with the auditor at least twice a year to consider the results, internal procedures and controls and matters raised by the auditor. The Board considers auditor independence and objectivity and the effectiveness of the audit process. It also considers the nature and extent of the non-audit services supplied by the auditor reviewing the ratio of audit to non-audit fees and ensures that an appropriate relationship is maintained between the Company and its external auditor.

The Company has a policy of controlling the provision of non-audit services by the external auditor in order that their objectivity and independence are safeguarded. As part of the decision to recommend the appointment of the external auditor, the Board considers the tenure of the auditor in addition to the results of its review of the effectiveness of the external auditor and considers whether there should be a full tender process. The Companies auditors currently remain within the ethical permitted amounts and there have not been any breaches. There are no contractual obligations restricting the board's choice of external auditor.

Internal financial control

Financial controls have been established to provide safeguards against unauthorised use or disposition of the assets, to maintain proper accounting records and to provide reliable financial statements for internal use. Key financial controls include:

- the maintenance of proper records;
- a schedule of matters reserved for the approval of the Board;
- evaluation, approval procedures and risk assessment for acquisitions; and
- close involvement of the Directors in the day-to-day operational matters of the Company.
- Development of maintenance of a robust Financial Position & Prospects Procedures ("FPPP") document that prescribes the safeguards and processes in place for financial controls.

Shareholder Communications

The Company uses a regulatory news service (RNS) and its corporate website (www.criticalmetals.co.uk) to ensure that the latest announcements, press releases and published financial statements are available to all shareholders and other interested parties.

The AGM is used to communicate with both institutional shareholders and private investors and all shareholders are encouraged to participate. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the Annual Report and Accounts.

The Company counts all proxy votes and will indicate the level of proxies lodged on each resolution after it has been dealt with by a show of hands.

Directors' Remuneration Report

Remuneration Policies (unaudited)

The remuneration policy of the Company was that post initial admission to the LSE each Director shall be entitled to a salary per annum from the date of Admission. The Executive Directors have entered into Service Agreements with the Company and continue to be employed until terminated by the Company.

Each Director is paid at a rate per annum as follows:

Russell Fryer	£40,000 per annum
Anthony Eastman	£18,000 per annum
Marcus Edwards-Jones	£18,000 per annum

The contracts are available for inspection at the Company's registered office.

The current Directors' remuneration comprises a basic fee and at present, there is no long-term incentive plan in operation for the Directors however the Executive Chairman was paid a one-off bonus of £50,000 as recognition on the successful re-negotiation of terms of the Acquisition.

In the event of termination or loss of office the Director is entitled only to payment of his basic salary in respect of his notice period. In the event of termination or loss of office in the case of a material breach of contract the Director is not entitled to any further payment.

At the forthcoming AGM shareholders will be asked to vote on the remuneration policy of the Company.

Post Re-Admission a remuneration committee has been implemented to oversee decisions regarding the remuneration of the Board. The Board believes that share ownership by Directors strengthens the link between their personal interests and those of shareholders and is in line with the share dealing code adopted by the Company.

Approval by members (unaudited)

The remuneration policy above will be put before the members for approval at the next Annual General Meeting.

Implementation Report

Particulars of Directors' Remuneration (audited)

Particulars of directors' remuneration, including directors' warrants which, under the Companies Act 2006 are required to be audited, are given in Note 6 and further referenced in the Directors' report.

Remuneration paid to the Directors' during the year ended 30 June 2022 was:

Director	Base salary £	Bonus £	Pension contribution £	Total £
Russell Fryer	40,000	50,000	-	90,000
Anthony Eastman	18,000	-	-	18,000
Marcus Edwards-Jones	18,000	-	-	18,000
	76,000	50,000	-	126,000

Remuneration paid to the Directors' during the period ended 30 June 2021 was:

Director	Base salary £	Bonus £	Pension contribution £	Total £
Russell Fryer	30,000	-	-	30,000
Anthony Eastman	13,500	-	-	13,500
Christopher Ecclestone	13,500	-	-	13,500
	57,000	-	-	57,000

There were no performance measures associated with any aspect of Directors' remuneration during the year.

Payments to past Directors (unaudited)

There are no past Directors.

Percentage change in the remuneration of the Chief Executive (unaudited)

There was no change in the remuneration of the Chief Executive Officer between the current and previous financial year when excluding bonuses. The bonus was a one-off success payment for the successful re-negotiation of terms of the Acquisition.

Directors interests in shares (audited)

The Company has no Director shareholder requirements.

The beneficial interest of the Directors in the Ordinary Share Capital of the Company at 30 June 2022 was:

	Number	**Percentage of issued share capital – 2022**
Russell Fryer	11,646,428	21.87
Anthony Eastman	300,000	0.56
Marcus Edwards-Jones	-	-
	11,946,428	22.43

The beneficial interest of the Directors in the Ordinary Share Capital of the Company 30 June 2021 was:

	Number	**Percentage of issued share capital – 2021**
Russell Fryer	11,621,428	27.90
Anthony Eastman	300,000	0.72
Marcus Edwards-Jones	-	-
	11,921,428	28.62

The Directors held the following warrants at the beginning and end of the year:

Director	**At 30 June 2021**	**Granted during the year**	**At 30 June 2022**	**Exercise price**	**Earliest date of exercise**	**Latest date of exercise ****
R Fryer	571,428	-	571,428	£0.05	29 Sep 2020	28 Sep 2022
R Fryer	400,000	-	400,000	£0.10	29 Sep 2020	28 Sep 2022
A Eastman *	1,000,000	-	1,000,000	£0.05	29 Sep 2020	28 Sep 2022
M Edwards-Jones	200,000	-	200,000	£0.05	29 Sep 2020	28 Sep 2022
	2,171,428	-	2,171,428			

** held by Orana Corporate LLP, of which Anthony Eastman is a partner.*

*** subsequent to year end the last date of exercise of the warrants was extended to 31 March 2023.*

<u>*Interests of Employees*</u>

The Company's Corporate Governance Statement at pages 8 and 9 of this Annual Report sets out (under board responsibilities) the processes in place to safeguard the interests of employees.

Impact of operations on the community and environment

As a result of the recent acquisition the Group will begin operations in the DRC and its presence will begin to be felt in the community. As alluded to above the implementation of a FPPP document includes an Environmental, Social and Governance ("ESG") policy that will outline the ways in which the Group interact with the community. This will be reviewed on a regular basis as the level of operations increase in the DRC.

Maintain a reputation for high standards of business conduct

The Corporate Governance section of this Annual Report on page 11 sets out the Board and Committee structures and extensive Board and Committee meetings held during the year, together with the experience of executive management and the Board and the Company's policies and procedures.

Act fairly as between members of the Company

The Board takes feedback from a wide range of shareholders (large and small) and endeavours at every opportunity to pro-actively engage with all shareholders (via regular news reporting-RNS) and engage with any specific shareholders in response to particular queries they may have from time to time. The Board considers that its key decisions during the year have impacted equally on all members of the Company.

Statement of directors' responsibilities

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have prepared the company financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit and loss of the Company for that period.

In preparing the financial statements the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether international accounting standards in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Company financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report, and Corporate Governance Statement that comply with that law and those regulations, and for ensuring that the Annual report includes information required by the Listing Rules of the Financial Conduct Authority.

The financial statements are published on the Company's website www.criticalmetals.co.uk The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditor accepts no responsibility for any changes that have occurred to the financial statements since they were initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the financial statements may differ from legislation in their jurisdiction.

The Directors confirm that to the best of their knowledge:

- the Company financial statements, prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, give a true and fair view of the assets, liabilities, financial position and loss of the Company;
- this Annual report includes the fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces; and
- the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide information necessary for shareholders to assess the Company's performance, business and strategy.

Disclosure and Transparency Rules

Details of the Company's share capital and warrants are given in Notes 14 and 15 respectively. There are no restrictions on transfer or limitations on the holding of the ordinary shares. None of the shares carry any special rights with regard to the control of the Company. There are no known arrangements under which the financial rights are held by a person other than the holder and no known agreements or restrictions on share transfers and voting rights.

As far as the Company is aware there are no persons with significant direct or indirect holdings other than the Directors and other significant shareholders as shown on page 11.

The provisions covering the appointment and replacement of directors are contained in the Company's articles, any changes to which require shareholder approval. There are no significant agreements to which the Company is party that take effect, alter or terminate upon a change of control following a takeover bid and no agreements for compensation for loss of office or employment that become effective as a result of such a bid.

Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures required in relation to Listing Rule 9.8.4.

Auditor Information

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Financial Instruments

The Company has exposure to credit risk, liquidity risk and market risk. Note 16 presents information about the Company's exposure to these risks, along with the Company's objectives, processes and policies for managing the risks.

Events after the reporting period

Subsequent to year end and as announced on 12 September 2022 the Company successfully completed the reverse acquisition of 57% of the share capital of Madini Occidental Limited which holds an indirect 70% interest in the Molulu Project copper/cobalt project located in the Democratic Republic of Congo and re-admission to the London Stock Exchange. This is a great achievement for the Company and reflects the hard work of the Directors over the past 18 months. The details surrounding the acquisition can be found in the prospectus published on the Company's website as well as at Note 21.

The Company also extended the last exercise date of the £0.05 and £0.10 warrants that were expiring on 28 September 2022 to 31 March 2023.

There are no other significant events of the Company subsequent to year end.

Directors' Indemnity Provisions

The Company has implemented Directors and Officers Liability Indemnity insurance.

Going concern

The Company's auditors have made reference to the timing of cashflows in relation to the Molulu Project by raising a material uncertainty based on an assumption that the proposed mining development plan not progressing on schedule, thus delaying the receipt of revenue from production. The plan is currently only one month behind schedule and as such the directors do not foresee that the entire timeline will change materially and therefore conclude that the Company has adequate resources to continue in operational existence for the foreseeable future. Further details are given in Note 2.2 to the consolidated financial statements. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements

Donations

The Company made no political donations during the year.

On behalf of the board

Russell S. Fryer

Russell S. Fryer

Executive Chairman & CEO

28 October 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CRITICAL METALS PLC

Opinion

We have audited the financial statements of Critical Metals Plc (the 'parent company') and its subsidiary (the 'group') for the year ended 30 June 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statement of Financial Position, the Consolidated and Parent Company Statement of Changes in Equity, the Consolidated and Parent Company Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as of 30 June 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 2.2 in the financial statements, as stated in the event of material delays in the commencement of production at the Molulu Project, any delay in production could delay revenue generation, and may cast doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the group's ability to continue to adopt the going concern basis of accounting included

- Obtaining management's base case forecast, and tested the accuracy of the cash flow model;
- Critically assessing the disclosures made within the financial statements for consistency with management's assessment of going concern.

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures.

Overall materiality was set at £39,700 (2021: £66,000) based on a benchmark of 5% of net assets. Net assets were used as the basis for calculating materiality. Using our professional judgment, we have determined this to be the principal benchmark within the financial statements as the group is not yet revenue generating and the Group's assets are key in managing a successful transaction. We also determine a level of performance materiality which we use to assess the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceed materiality for the financial statements as a whole. Performance materiality was set at £27,790 (2021: £46,200), being 70% of materiality. A benchmark of 70% was applied to provide sufficient coverage of significant and residual risks.

We have agreed with those charged with governance that we would report any individual audit difference in excess of £1,985 (2021: £3,300) as well as differences below this threshold that, in our review, warranted reporting on qualitative grounds.

Our approach to the audit

In designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatements due to fraud. The Group's key accounting function is based in the United Kingdom and our audit was performed from our office with regular contact with the group and parent company throughout.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Expenses Cut-off (See Note 4)	
Towards the year-end the Group was increasing it levels of activity as the transaction, which closed post year-end, was nearing completion. The rise in activity levels increases the risk of accounting error and the risk of expenses being recorded in the incorrect period. This was the key change from the prior period and it was considered that the area at most risk as a result was accuracy over cut-off and as such this was considered to be a key audit matter.	Our work in this area included: • Performed walkthrough of the expense system to ensure that the cycle is operating effectively. • Performed expenses cut-off testing to ensure all costs are recorded in the correct period; and • Reviewed post year-end payments and post year-end invoices. Based on the work performed expenses have been included in the correct period.

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

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

Corporate governance statement

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

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

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified [set out on page 18 & 32];
- Directors' explanation as to their assessment of the entity's prospects, the period this assessment covers and why the period is appropriate [set out on page 6];
- Directors' statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities [set out on page 18 & 32];
- Directors' statement that they consider the annual report and the financial statements, taken as a whole, to be fair, balanced and understandable [set out on page 8];
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks [set out on page 6-7];
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems [set out on page 11-13]; and
- The section describing the work of the audit committee [set out on page 11]

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and industry research.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from the Companies Act 2006, Listing Rules, Disclosure and Transparency Rules, UK Corporate Governance Code (voluntary adoption), Anti-Bribery Act and Anti Money Laundering.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - enquiries of management
  - review of minutes
  - review of RNS publications
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Other matters which we are required to address

We were appointed by Board of Director on 06 October 2022 to audit the financial statements for the period ending 30 June 2022 and subsequent financial periods. Our total uninterrupted period of engagement is one year, covering the periods ending 30 June 2022.

During the period subject to audit, a non-audit service was provided by the firm to the Group. The Ethical Standard sets a cap on permitted non-audit service fees, other than those required by national legislation, of 70% of the average of audit fees for the preceding three-year period. The requirement does not apply retrospectively, and the cap applies from the fourth-year implementation of the Ethical Standard. The non-audit service provided is not subject to fee cap because the transaction took place in the third year of PKF Littlejohn acting as auditor

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

Use of our report

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

PKF Littlejohn LLP

Joseph Archer (Senior Statutory Auditor)

For and on behalf of PKF Littlejohn LLP

Statutory Auditor

15 Westferry Circus

Canary Wharf

London E14 4HD

28 October 2022

	Notes	**Year ended 30 June 2022 £**	**Year ended 30 June 2021 £**
Revenue			
Revenue from continuing operations		-	-
		-	-
Expenditure			
Costs associated with listing	4	-	(122,306)
Costs associated with re-listing	4	(202,594)	-
Other expenses	4	(461,264)	(225,278)
		(663,858)	(347,584)
Finance costs			
Finance income		2,115	-
		2,115	-
Loss on ordinary activities before taxation		**(661,743)**	**(347,584)**
Taxation on loss on ordinary activities		-	-
Loss and total comprehensive income for the year attributable to the owners of the company		**(661,743)**	**(347,584)**
Earnings per share (basic and diluted) attributable to the equity holders (pence)	8	(1.59)	(1.18)

The Company has taken advantage of section 408 of the Companies Act 2006 and consequently a profit and loss account has not been presented for the Company. The Company's loss for the financial period was £661,743.

The accompanying notes on pages 33 to 48 form an integral part of these consolidated financial statements

	Notes	30 June 2022 £	30 June 2021 £
NON-CURRENT ASSETS			
Loan notes	9	39,827	-
TOTAL NON-CURRENT ASSETS		39,827	-
CURRENT ASSETS			
Trade and other receivables	10	55,409	17,851
Cash at bank and in hand	11	824,251	1,483,544
TOTAL CURRENT ASSETS		879,660	1,501,395
TOTAL ASSETS		**919,487**	**1,501,395**
CURRENT LIABILITIES			
Trade and other payables	13	110,890	31,055
TOTAL LIABILITIES		**110,890**	**31,055**
NET ASSETS		**808,597**	**1,470,340**
EQUITY			
Called up share capital	14	208,298	208,298
Share premium account	14	1,735,315	1,735,315
Share based payment reserve	15	45,838	45,838
Retained earnings		(1,180,854)	(519,111)
TOTAL EQUITY		**808,597**	**1,470,340**

The accompanying notes on pages 33 to 48 form an integral part of these consolidated financial statements

The financial statements were approved by the board on 28 October 2022 and were signed on its behalf by:

Russell S. Fryer

Russell S. Fryer

Executive Chairman

	Notes	30 June 2022 £	30 June 2021 £
NON-CURRENT ASSETS			
Loan notes	9	39,827	-
Investment in subsidiary	12	10,000	
TOTAL NON-CURRENT ASSETS		49,827	-
CURRENT ASSETS			
Trade and other receivables	10	55,409	17,851
Cash at bank and in hand	11	824,251	1,483,544
TOTAL CURRENT ASSETS		879,660	1,501,395
TOTAL ASSETS		**929,487**	**1,501,395**
CURRENT LIABILITIES			
Trade and other payables	13	120,890	31,055
TOTAL LIABILITIES		**120,890**	**31,055**
NET ASSETS		**808,597**	**1,470,340**
EQUITY			
Called up share capital	14	208,298	208,298
Share premium account	14	1,735,315	1,735,315
Share based payment reserve	15	45,838	45,838
Retained earnings		(1,180,854)	(519,111)
TOTAL EQUITY		**808,597**	**1,470,340**

The accompanying notes on pages 33 to 48 form an integral part of these consolidated financial statements

	Issued Share Capital	Share Premium	Share Based Payments Reserve	Retained Earnings	Total Equity
	£	£	£	£	£
As at 30 June 2020	**71,428**	**68,572**	**-**	**(171,527)**	**(31,527)**
Loss for the year	-	-	-	(347,584)	(347,584)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(347,584)	(347,584)
Shares issued during the year	136,870	1,754,331	-	-	1,891,201
Share issue costs during the year	-	(87,588)	-	-	(87,588)
Warrants issued during the year	-	-	45,838	-	45,838
Total transactions with owners	136,870	1,666,743	45,838	-	1,849,451
As at 30 June 2021	**208,298**	**1,735,315**	**45,838**	**(519,111)**	**1,470,340**
Loss for the year	-	-	-	(661,743)	(661,743)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(661,743)	(661,743)
Total transactions with owners	-	-	-	-	-
As at 30 June 2022	**208,298**	**1,735,315**	**45,838**	**(1,180,854)**	**808,597**

	Issued Share Capital	Share Premium	Share based payments Reserve	Retained Earnings	Total Equity
	£	£	£	£	£
As at 30 June 2020	**71,428**	**68,572**	**-**	**(171,527)**	**(31,527)**
Loss for the year	-	-	-	(347,584)	(347,584)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(347,584)	(347,584)
Shares issued during the year	136,870	1,754,331	-	-	1,891,201
Share issue costs during the year	-	(87,588)	-	-	(87,588)
Warrants issued during the year	-	-	45,838	-	45,838
Total transactions with owners	136,870	1,666,743	45,838	-	1,849,451
As at 30 June 2021	**208,298**	**1,735,315**	**45,838**	**(519,111)**	**1,470,340**
Loss for the year	-	-	-	(661,743)	(661,743)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(661,743)	(661,743)
Total transactions with owners	-	-	-	-	-
As at 30 June 2022	**208,298**	**1,735,315**	**45,838**	**(1,180,854)**	**808,597**

	Note	30 June 2022 £	30 June 2021 £
Cash from operating activities			
Loss for the year		(661,743)	(347,584)
Adjustments for:			
Foreign exchange		26,095	8,009
Operating cashflow before working capital movements		(635,648)	(339,575)
Increase in trade and other receivables		(37,558)	(17,435)
Increase / (decrease)in trade and other payables		79,835	(62,960)
Net cash used in operating activities		(593,371)	(419,970)
Cash from financing activities			
Proceeds on the issue of shares		-	1,849,451
Net cash from financing activities		-	1,849,451
Cash from investing activities			
Accrued interest income		(2,115)	-
Purchase of convertible loan notes		(37,712)	-
Net cash from investing activities		(39,827)	-
Net (decrease) / increase in cash and cash equivalents		(633,198)	1,429,481
Cash and cash equivalents at beginning of year		1,483,544	62,072
Foreign exchange		(26,095)	(8,009)
Cash and cash equivalents at end of period	10	**824,251**	**1,483,544**

The accompanying notes on pages 33 to 48 form an integral part of these consolidated financial statements

	Note	30 June 2022 £	30 June 2021 £
Cash from operating activities			
Loss for the year		(661,743)	(347,584)
Adjustments for:			
Foreign exchange		26,095	8,009
Operating cashflow before working capital movements		(635,648)	(339,575)
Increase in trade and other receivables		(37,558)	(17,435)
Increase / (decrease)in trade and other payables		79,835	(62,960)
Net cash used in operating activities		(593,371)	(419,970)
Cash from financing activities			
Proceeds on the issue of shares		-	1,849,451
Net cash from financing activities		-	1,849,451
Cash from investing activities			
Accrued interest income		(2,115)	-
Purchase of convertible loan notes		(37,712)	-
Net cash from investing activities		(39,827)	-
Net (decrease) / increase in cash and cash equivalents		(633,198)	1,429,481
Cash and cash equivalents at beginning of year		1,483,544	62,072
Foreign exchange		(26,095)	(8,009)
Cash and cash equivalents at end of period	10	**824,251**	**1,483,544**

There was a non cash transaction in the period equating to the initial share capital of the Company's subsidiary - Critical Metals Mauritius Limited (note 12)

The accompanying notes on pages 33 to 48 form an integral part of these consolidated financial statements

1. GENERAL INFORMATION

Critical Metals plc and its subsidiary (the "Group") looks to identify potential companies, businesses or asset(s) that have operations in the natural resources exploration, development and production sector.

The Company is domiciled in the United Kingdom and incorporated and registered in England and Wales as a public limited company. The Company's registered office is The Broadgate Tower, 20 Primrose Street, London UK, EC2A 2EW. The Company's registered number is 11388575.

2. ACCOUNTING POLICIES

The principal accounting policies applied in preparation of these consolidated financial statements ("financial statements") are set out below. These policies have been consistently applied unless otherwise stated.

2.1. Basis of preparation

The financial statements for the period ended 30 June 2022 have been prepared by Critical Metals Plc in accordance with UK adopted International Accounting Standards ("IFRS") and with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

2.2. Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue to meet its liabilities as they fall due.

The Company has cash and cash equivalents of £824,251 at 30 June 2022 however on 12 September 2022 the Company successfully raised £1.8 million (before costs) to fund its operations in the Democratic Republic of Congo. The Directors have prepared detailed forecasts and analysis and are of the view this is sufficient to fund the Companies expenditure over the next 12 months from the date of approval of these financial statements, without raising funds in this period.

The Company's auditors have made reference to the timing of cashflows in relation to the Molulu Project by raising a material uncertainty based on an assumption that the proposed mining development plan not progressing on schedule, thus delaying the receipt of revenue from production. The Directors do not foresee that the timeline would change materially and therefore conclude that the Company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2.3. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and demand deposits with banks and other financial institutions.

2.4. Foreign currency translation

The financial statements are presented in Sterling which is the Company's functional and presentational currency.

Transactions in currencies other than the functional currency are recognised at the rates of exchange on the dates of the transactions. At each balance sheet date, monetary assets and liabilities are retranslated at the rates prevailing at the balance sheet date with differences recognised in the Statement of comprehensive income in the period in which they arise.

2.5. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 June each year. Per IFRS 10, control is achieved when the Company:

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

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

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

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

The Group recognises any non-controlling interest in the acquired entity at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

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

2.6. Investment in subsidiary

The consolidated financial statements incorporate the results of subsidiaries using the acquisition method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

2.7. Financial instruments

IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

a) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss);
- those to be measured at amortised cost; and
- those to be measured subsequently at fair value through profit or loss.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded either in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

b) Recognition

Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Company commits to purchase or sell the asset). Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments

Amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

Equity instruments

The Company subsequently measures all equity investments at fair value. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

d) Impairment

The Company assesses, on a forward-looking basis, the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.8. Equity

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

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

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

Based on IFRS 2, for equity-settled share-based payment transactions, the entity shall measure the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. The fair value of the service received in exchange for the grant of options and warrants is recognised as an expense , other than those warrants that were issued in relation to the listing which have been recorded against share premium in equity. If the entity cannot estimate reliably the fair value of the goods or services received, the entity shall measure their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted. The seed warrants issued to the investors and directors in raising private equity funds is not within the scope of IFRS 2 and accounting policy mentioned doesn't apply.

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

2.9. Taxation

Tax currently payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2.10. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The directors have concluded that there are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements.

2.11. New standards and interpretations not yet adopted

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases have not yet been adopted by the UK):

Standard	Impact on initial application	Effective date
Annual Improvements	2018-2020 Cycle	1 January 2023
IFRS 17	Insurance Contracts	1 January 2023
IAS 1	Classification of liabilities as	1 January 2023
IAS 8	Accounting estimates	1 January 2023
IAS 12	Deferred tax arising from a single	1 January 2023

The effect of these new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to be material.

The directors are evaluating the impact that these standards may have on the financial statements of Company.

3. SEGMENTAL ANALYSIS

The Company manages its operations in one segment, being seeking a suitable investment within the natural resources development and production sector in the continent of Africa. The results of this segment are regularly reviewed by the board as a basis for the allocation of resources, in conjunction with individual investment appraisals, and to assess its performance. Following the acquisition of Madini Occidental the board will likely review operations and decide on whether multiple segments have come into existence.

4. OPERATING LOSS

This is stated after charging:

	30 June 2022 **£**	**30 June 2021** **£**
Costs associated with the listing	-	(122,306)
Costs associated with the re-listing	(202,594)	-
Professional fees	(128,195)	(90,306)
Director Fees	(126,000)	(57,000)
Consultancy fees	(42,399)	(23,412)
Insurance	(17,651)	(7,220)
Travel expenditure	(53,508)	(45,860)
Foreign exchange	26,096	8,009
Administrative expenses	(119,606)	(9,489)
	(663,858)	**(347,584)**

5. EMPLOYEES

The average number of persons employed by the Company (including directors) during the period ended 30 June 2022 was:

	30 June 2022 **No of employees**	**30 June 2021** **No of employees**
Management	3	3
	3	3

The aggregate payroll costs of these persons were as follows:	**2022** **£**	**2021**
Wages and salaries	126,000	57,000
National insurance	2,528	-
	128,528	57,000

6. AUDITORS REMUNERATION

	2022 **£**	**2021** **£**
Fees payable to the Company’s auditor for the audit of parent company financial statements:	25,800	15,000
Corporate finance fees	52,000	90,000

	77,800	105,000

7. TAXATION

	As at 30 June 2022 £	As at 30 June 2021 £
The charge / credit for the year is made up as follows:		
Corporation taxation on the results for the year	-	-
Taxation charge / credit for the year	-	-
A reconciliation of the tax charge / credit appearing in the income statement to the tax that would result from applying the standard rate of tax to the results for the year is:		
Loss per accounts	(661,743)	(347,584)
Tax credit at the standard rate of corporation tax in the UK of 19% (2022: 19%)	(125,731)	(66,041)
Other tax adjustments	125,731	66,041
	-	-

The Company has total carried forward losses of £1,180,854 (2021: £519,111). The taxed value of the unrecognised deferred tax asset is £224,362 (2021: £98,631) and these losses do not expire. The Company is yet to lodge its first returns and these amounts will be subject to a review by a tax professional and confirmed once returns have been lodged with HM Revenue and Customs. As the Company is currently in a loss making position there will be no material adjustment to the Company. No deferred tax assets in respect of tax losses have not been recognised in the accounts because there is currently insufficient evidence of the timing of suitable future taxable profits against which they can be recovered.

On 23 September 2022 the Chancellor announced that he has cancelled the planned corporation tax increase and rather than rising to 25 per cent from April 2023, the rate will remain at 19 per cent for all firms, regardless of the amount of profit made.

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is calculated by dividing the profit or loss for the year by the weighted average number of ordinary shares in issue during the year

	2022 £	2021 £
Loss for the year from continuing operations	661,743	347,584
Weighted number of ordinary shares in issue	41,659,735	29,398,013
Basic earnings per share from continuing operations – pence	(1.59)	(1.18)

There is no difference between the diluted loss per share and the basic loss per share presented. Share options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the year presented.

9. LOAN NOTES

GROUP

	30 June 2022 £	30 June 2021 £
Convertible loan notes	39,827	-
	39,827	-

COMPANY

	30 June 2022 £	30 June 2021 £
Convertible loan notes	39,827	-
	39,827	-

In the period the Company entered into an agreement to purchase loan notes in Madini Occidental Ltd. These notes have a long stop date of 30 September 2022 and in the event that they have not been redeemed by this date the noteholders have the option to convert their notes into equity. Interest is payable on the notes at a rate of 10% per annum and Madini Occidental may redeem the paid amount of the notes in full or part subject to first serving 5 business days prior written notice to the noteholders. See note 21 for developments in relation to convertible loan notes.

10. TRADE AND OTHER RECEIVABLES

GROUP

	30 June 2022 £	30 June 2021 £
Prepayments	9,593	417
Other debtors	10,000	10,000
VAT receivable	35,817	7,434
	55,409	17,851

COMPANY

	30 June 2022 £	30 June 2021 £
Prepayments	9,593	417
Other debtors	10,000	17,434
VAT receivable	35,817	-
	55,409	17,851

11. CASH AT BANK AND IN HAND

GROUP

	30 June 2022 £	30 June 2021 £
Cash at bank	824,251	1,483,544
	824,251	1,483,544

COMPANY

	30 June 2022 £	30 June 2021 £
Cash at bank	824,251	1,483,544
	824,251	1,483,544

12. INVESTMENT IN SUBSIDIARIES

COMPANY

	30 June 2022 £	30 June 2021 £
Critical Metal Mauritius Ltd	10,000	-
	10,000	-

As at 30 June 2022, the Group owned interests in the following subsidiary undertakings, which are included in the consolidated financial statements:

Name	Incorporation date	Holding	Business activity	Country of incorporation	Registered address
Critical Metal Mauritius Ltd	14 September 2021	100% Critical Metals Plc	Dormant	Mauritius	The Broadgate Tower, 20 Primrose street, London, EC2A 2EW

13. TRADE AND OTHER PAYABLES

GROUP

	30 June 2022 £	30 June 2021 £
Trade payables	78,010	20,166
Other payable and accruals	32,880	10,889

	110,890	31,055

COMPANY

	30 June 2022 £	30 June 2021 £
Trade payables	78,010	20,166
Other payable and accruals	42,880	10,889
	120,890	31,055

14. SHARE CAPITAL AND SHARE PREMIUM

	Number of Shares on Issue	Share Capital £	Share Premium £	Total £
Balance at 1 July 2020	**14,285,714**	**71,428**	**68,572**	**140,000**
Ordinary shares of £0.005 each issued at £0.05 on Admission on 29 September 2020	16,000,000	80,075	720,675	800,750
Exercise of £0.10 warrants during the year	10,450,000	52,250	992,750	1,045,000
Exercise of £0.05 warrants during the year	909,021	4,545	40,906	45,451
Cost of share issues	15,000	-	(87,588)	(87,588)
Balance at 30 June 2021	**41,659,735**	**208,298**	**1,735,315**	**1,943,613**
Balance at 30 June 2022	**41,659,735**	**208,298**	**1,735,315**	**1,943,613**

The Company has only one class of share. All ordinary shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

15. SHARE OPTIONS

Share options or warrants

There were no new options or warrants issued in the period. The number and weighted average exercise price of share options and warrants issued in previous periods is detailed below:

	2022		2021	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
Outstanding at the beginning of the year	8.1p	9,240,714	5p	2,285,714
Granted during the year (Share options)	-	-	5p	2,174,021
Granted during the year (Share options)	-	-	10p	16,140,000
Exercised during the year (Share options)	-	-	5p	(909,021)
Exercised during the year (Share options)	-	-	10p	(10,450,000)
Outstanding at the end of the year	8.1p	9,240,714	8.1p	9,240,714
Exercisable at the end of the year	8.1p	9,240,714	8.1p	9,240,714

	£0.05 Warrants	£0.10 Warrants
Issue date	29 September 2020	29 September 2020
Time to expiry	2 years	2 years
Share price at date of issue of warrants	£0.05	£0.05
Exercise price	£0.05	£0.10
Expected volatility	50%	50%
Risk free interest rate	0.01%	0.01%

There were no new options or warrants issued in the period and hence no value attributed to the share bases payments reserve (2020: £45,838) as reflected above and the amount of outstanding warrants remains as per the end of the last period.

Subsequent to year end 2.55m, £0.10 warrants were exercised (Note 21), along with the Company extending the last exercise date of the £0.05 and £0.10 warrants that were expiring on 28 September 2022 to 31 March 2023.

16. RISK MANAGEMENT

General objectives and policies

The overall objective of the Board is to set policies that seek to reduce as far as practical without unduly affecting the Company’s competitiveness and flexibility. Further details regarding these policies are:

Policy on financial risk management

The Company’s principal financial instruments comprise cash and cash equivalents, trade and other receivables, loan notes and trade and other payables. The Company’s accounting policies and methods adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are set out in note 1 – “Accounting Policies”.

The Company does not use financial instruments for speculative purposes. The carrying value of all financial assets and liabilities approximates to their fair value.

Derivatives, financial instruments and risk management

The Company does not use derivative instruments or other financial instruments to manage its exposure to fluctuations in foreign currency exchange rates, interest rates and commodity prices.

Foreign currency risk management

The scope and level of operations that the Company is undertaking has increased in the current year and will continue to increase in years to come. With the acquisition of an asset based in the Democratic Republic of Congo the Company will also increase its exposure to foreign currency risk. Despite the increase in exposure the directors believe that it is within a reasonable threshold that it does not materially adversely affect the operations of the Company and hence they have not entered into any strategies to mitigate the risk at this stage. In the current period the impact of foreign currency movement is limited to the impact it has on the relatively small denominations of currency that the Company holds in foreign currencies.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company's exposure and the credit ratings of its counterparties are monitored by the board of directors to ensure that the aggregate value of transactions is spread amongst approved counterparties.

The Company applies IFRS 9 to measure expected credit losses for receivables, these are regularly monitored and assessed. Receivables are subject to an expected credit loss provision when it is probable that amounts outstanding are not recoverable as set out in the accounting policy. The impact of expected credit losses was immaterial.

The Company's principal financial assets are cash and cash equivalents, loan notes and trade and other receivables. Cash equivalents include amounts held on deposit with financial institutions.

The credit risk on liquid funds held in current accounts and available on demand is limited because the Company's counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

No financial assets have indicators of impairment.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recorded in the financial statements.

Borrowings and interest rate risk

The Company currently has no borrowings. The Company's principal financial assets are cash and cash equivalents, loan notes and trade and other receivables. Cash equivalents include amounts held on deposit with financial institutions. The effect of variable interest rates is not significant.

Liquidity risk

During the period ended 30 June 2022 and year ended 30 June 2021, the Company was financed by cash raised through equity funding. Funds raised surplus to immediate requirements are held as short-term cash deposits in Sterling.

The maturities of the cash deposits are selected to maximise the investment return whilst ensuring that funds will be available as required to maintain the Company's operations.

In managing liquidity risk, the main objective of the Company is to ensure that it has the ability to pay all of its liabilities as they fall due. The Company monitors its levels of working capital to ensure that it can meet its liabilities as they fall due.

The table below shows the undiscounted cash flows on the Company's financial liabilities on the basis of their earliest possible contractual maturity.

	Total £	Within 2 months £	Within 2-6 months £
At 30 June 2022			
Trade payables	78,050	34,780	43,270
Other payable and accruals	32,880	32,880	-
	110,890	67,660	43,270

	Total £	Within 2 months £	Within 2-6 months £
At 30 June 2021			
Trade payables	20,166	20,166	-
Other payable and accruals	10,889	10,889	-
	31,055	31,055	43,270

Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders. The overall strategy of the Company is to minimise costs and liquidity risk.

The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained earnings as disclosed in the consolidated statement of changes of equity.

The Company is exposed to a number of risks through its normal operations, the most significant of which are interest, credit, foreign exchange, commodity and liquidity risks. The management of these risks is vested to the board of directors.

The sensitivity has been prepared assuming the liability outstanding was outstanding for the whole period. In all cases presented, a negative number in profit and loss represents an increase in finance expense / decrease in interest income.

17. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

2022	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial liabilities at amortised cost	Total
Financial assets / liabilities	**£**	**£**	**£**	**£**
Trade and other receivables	-	55,408	-	55,408
Loan notes	-	39,827	-	39,827
Cash and cash equivalents	-	824,251	-	824,251
Trade and other payables	-	-	(120,890)	(120,890)
	-	911,772	(120,890)	798,596

2021	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial liabilities at amortised cost	Total
Financial assets / liabilities	**£**	**£**	**£**	**£**
Trade and other receivables	-	17,851	-	17,851
Cash and cash equivalents	-	1,483,544	-	1,483,544
Trade and other payables	-	-	(31,055)	(31,055)
	-	1,501,395	(31,055)	1,470,340

18. RELATED PARTY TRANSACTIONS

Details of directors' remuneration during the year are given in Directors' Report on page 13.

Provision of Services

During the year, £18,360 (2021: £13,500) was incurred for the provision of administrative and corporate accounting services from Orana Corporate LLP, an entity related to director Anthony Eastman, £1,848 (2021: £3,648) was owing at year end and are included in trade payables – note 13.

Loans to related parties

During the year, the Company made loans to the related parties Madini Occidental totalling £39,827. Since year end the Company has successfully completed the acquisition of a majority interest in Madini Occidental and therefore the loan is now considered to be an inter-company loan.

19. COMMITMENTS AND CONTINGENCIES

Contingent re-admission expenses

As part of re-admission to the LSE and reverse acquisition of the Madini Group there were a number of contingent expenses. These expenses are listed below:

- Peterhouse commission on fundraise: £59,795
- Peterhouse success fee: £12,000
- Strand Hanson Advisory success fee: £121,290

These expenses were contingent as at year end however since have become payable and have been settled by the Company.

Other than those listed above there were no capital commitments or contingent liabilities at 30 June 2022 (2021: nil).

20. ULTIMATE CONTROLLING PARTY

The Directors consider that there is no controlling or ultimate controlling party of the Company.

21. EVENTS SUBSEQUENT TO YEAR END

Issue of equity

Subsequent to period end there have been the following issues of equity:

Date	Shares	Issue price (£)	Total shares post issue	Purpose
26.08.22	2,000,000	0.10	43,659,735	Exercise of warrants
12.09.22	9,000,000	0.20	52,659,735	Fundraising for operations
23.09.22	550,000	0.10	53,209,735	Exercise of warrants
23.09.22	37,500	0.20	53,247,235	Fee shares

Convertible loan notes in Madini Occidental

As disclosed in Note 9 in the year the Company entered into an agreement to purchase convertible loan notes from Madini Occidental. Subsequent to year the long stop date of 30 September 2022 was passed and instead of converting the notes to equity the Company agreed with Madini Occidental that the notes would convert into an ordinary loan. Interest payable on the loan will remain at the original 10% and will be repayable on demand.

Extension of expiry date of warrants

As disclosed in Note 15, the Company extended the last exercise date of the £0.05 and £0.10 warrants that were expiring on 28 September 2022 to 31 March 2023.

Acquisition of Madini Occidental and related placing/subscription

On 12 September 2022 the Company completed the acquisition of 57% of the share capital of Madini Occidental Limited and its subsidiaries, (“MO”). At the same time the Company completed the placing of 9 million shares which were issued at 20 pence per share raising £1.8m million for the Company before costs and was successfully readmitted to trading on the London Stock Exchange.

The Company acquired its 57% interest MO, which holds an indirect 70 per cent. interest in the Molulu Project for a total consideration of US$750,000 less approximately US$129,000 and EUR 33,400, being costs of the target group paid by the Company prior to Admission.

The initial estimate of the fair value of the assets acquired and liabilities assumed of MO at the date of acquisition based upon the MO balance sheet at 12 September 2022 are as follows:

	USD$
Trade and other receivables	4,056
Cash and cash equivalents	5,545
Trade and other payables	(1,218,594)
Loans and other borrowings	(1,014,595)
Provisions	(106,452)
Total identifiable net assets acquired	(2,330,040)
Consideration	
- US$750,000 total consideration	750,000
Total consideration	750,000
Exploration and evaluation assets acquired	3,080,040

Exploration and evaluation assets relate to the accumulated "know how" and expertise of the business and its staff. None of the exploration and evaluation assets are expected to be deducted for income tax purposes.

As the acquisition is likely to be treated as a reverse acquisition it will fall outside the scope of IFRS 3. The Company has 12 months from the date of acquisition to finalise the accounting treatment in relation to the acquisition and therefore is incomplete as at the date of these financial statements given the short period of time since the acquisition was completed.