6 June 2025

KEFI Gold and Copper plc

("**KEFI**" or the "**Company**")

Results for the year ended 31 December 2024

KEFI (AIM: KEFI), the gold and copper exploration and development company focused on the Arabian-Nubian Shield, is pleased to announce its audited financial results for the year ended 31 December 2024.

AGM and Annual Report

The notice convening the Company's Annual General Meeting ("AGM"), which is currently expected to be held on 17 July 2025 in London, will be sent out in the week commencing 9 June 2025 and will be available for download on the Company's website: https://www.kefi-goldandcopper.com. A further announcement will be made when the Notice of AGM is published.

The Annual Report and Accounts for the year ended 31 December 2024 is also available on KEFI's website at https://www.kefi-goldandcopper.com

Competent Person's Statement

KEFI reports in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code").

The information in this announcement that relates to exploration results, Mineral Resources and Ore Reserves is based on information compiled by Mr Jeffrey Rayner and has been previously announced by the Company. He is exploration adviser to KEFI, the Company's former Managing Director and a Member of the Australian Institute of Geoscientists ("AIG"). Mr Rayner is a geologist with sufficient relevant experience for Group reporting to qualify as a Competent Person as defined in the JORC Code. Mr Rayner consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

Market Abuse Regulation (MAR) Disclosure

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"), and is disclosed in accordance with the Company's obligations under Article 17 of MAR.

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EXECUTIVE CHAIRMAN'S REPORT

KEFI's key focus over the past year has been to complete the steps required to bring Tulu Kapi into production in Ethiopia. This process has required assembling, preserving through in-country challenges, working with, and occasionally refining the Project Syndicate which is comprised of a number of stakeholders including community, government, contractors, lenders and equity providers. We are now very close to completing this process, closing the c.$320 million project finance package and deploying substantial capital into developing Tulu Kapi.

On the other side of the Red Sea, our GMCO joint venture is now well-established as the leading private sector explorer/developer in the fast-emerging Saudi mining sector and its growth has coincided with the Saudi Government's widely publicised recent initiatives to welcome international expertise.

In late 2024, KEFI and our partner ARTAR decided to undertake a strategic review of GMCO and of KEFI's 15% shareholding in GMCO in light of its next stage of aggressive growth that included further building the GMCO leadership team and progressing development of Hawiah and Jibal Qutman. We believe there is great value in developing these projects and the substantial exploration potential. Unfortunately, during recent years the cost of raising sufficient funds via the issue of KEFI equity to maintain its interest was deemed to not be in the best interest of KEFI shareholders. This was due to the disconnect between the KEFI's current market capitalisation and the Board's considered view of the inherent value of KEFI's minority shareholding in GMCO and of KEFI's majority-owned flagship Tulu Kapi Project. This assessment will be kept under review as we trigger full launch of Tulu Kapi development and offers for the GMCO shareholding are evaluated. We are also seeing in international stock markets an increased capital allocation to the mining sector which, if it continues, will also potentially lower the cost of capital for KEFI.

The Company has received significant interest in its GMCO shareholding and GMCO's Saudi portfolio and is continuing discussions prior to finalising with its Saudi majority partner, ARTAR, the course of action deemed to provide the greatest value to KEFI.

GMCO continues to progress towards initially mining the oxidised gold portions of the Jibal Qutman and Hawiah deposits, as well as undertaking exploration programs over 14 recently granted Exploration Licences ("ELs") and a new 50/50 Joint Venture with Australian major mining group Hancock Prospecting.

Despite the exciting potential of GMCO's assets, KEFI's clear and immediate priority for its equity capital is to invest in our Ethiopian projects. At a gold price of $3,000/ounce, Tulu Kapi's net operating cash flow after royalties and taxes for the first full year of production is estimated at c.$304 million. This would be more than sufficient cash flow to repay the planned $240 million debt in the first full year of operation.

Ethiopia - Tulu Kapi (KEFI beneficial interest targeted at circa 80%)

Ethiopia is demonstrating a clear determination to expedite its economic recovery after the damage of the internal conflicts of 2020-2021 and, once again, be among the world's top 10 growth countries, as it was for nearly 20 years up to 2017. A key part of the Ethiopian Government's strategy to achieve this strong growth is for the mining sector to increase from 1% of GDP today to 10% of GDP ten years from now. During 2025, gold for the first time ranks as Ethiopia's largest single export sector.

Tulu Kapi is designed to the highest international standards and will generate significant local and regional benefits. A similar gold project has also recently been launched in Ethiopia by Canadian company Allied Gold. Local conglomerate MIDROC operates the +100,000 ounce per year Lega Dembe Gold Mine and has two less advanced similar-scale projects. Ethiopia's mining sector is coming alive for gold and other minerals and metals.

There is significant potential to increase Tulu Kapi's current Ore Reserves of 1.05 million ounces of gold and Mineral Resources of 1.7 million ounces. Tulu Kapi is a high-grade (2.7g/t Resource) and high-recovery (94% metallurgical recovery) gold project in a quiet rural district, with a supportive community and no environmental or social legacy issues. Our fiscal arrangements are reasonable, clear and protected in a bilateral agreement with Government.

Economic projections for Tulu Kapi based on the open pit mine and an initial contribution from the underground mine indicate the following returns assuming a gold price of $3,000/ounce:

- Average EBITDA of $387 million per annum in the first 3 years of the project (KEFI's now planned c. 80% interest being c.$310 million per annum) For good order, it should be noted that this ownership calculation is at the TKGM level and we expect that mining contractor BCM will have the right to convert into equity at the parent company at future share prices;
- All-in Sustaining Costs ("AISC") of $960/ounce (note that royalty costs vary with the gold price); and
- All-in Costs ("AIC") of $1,206/ounce.

The assumptions underlying these projections are detailed in the footnotes to the table on page 23 of this Annual Report.

KEFI's business plan goes beyond the open-pit development and includes our intention to trigger early underground work to extend the existing underground Indicated Resource of 220,000 ounces (1.2 million tonnes ("Mt") at 5.7g/t). The Preliminary Economic Assessment ("PEA") estimates recovering about 200,000 ounces (1.5Mt at 4g/t) underground, supplementing open pit ore for the first seven years. The deposit is open down plunge with a last drill intercept of 90m at 2.8g/t, containing high-grade zones. KEFI estimates at least 1-million-ounce potential for underground ore.

Excluding the down-plunge potential of the underground, the 'Business Plan Model' projections show that running the plant at 2.3 million tonnes per annum results in over seven years of production averaging 164,000 ounces per year, generating a net cashflow to project shareholders of $1.1 to $1.6 billion at gold prices of $2,400 to $3,000/ounce over the initially defined life of the project. It is worth noting that on this basis net operating cash flow in the first full year of production is estimated at $231 to $304 million, compared to project finance debt of $240 million.

In Ethiopia, our focus is now on successfully closing the $320 million project finance package and the full launch of developing Tulu Kapi. Successful implementation of our plans will result in Tulu Kapi reaching full gold production in late 2027.

Saudi Arabia – GMCO Overview

GMCO has, since its formation in 2008, focused on discovery of economic mineralisation in the Kingdom of Saudi Arabia, particularly gold and copper. GMCO has developed into arguably the most successful explorer in the Kingdom.

Jibal Qutman and Hawiah are enjoying positive regulatory support as we assess the choices of development plans. Substantial drilling programmes at both projects over the past year have better defined the known Mineral Resources as well as discovering nearby deposits. Given the expected expansion in resources, the ongoing development feasibility studies are focused on establishing the optimal start-up strategies (Stage 1 development) for both projects whilst defining the ultimate potential scale (Stage 2 development).

During the past two years, the Saudi Government has been implementing positive regulatory changes and providing incentives to fast-track the growth of their mining sectors. This has transformed GMCO's ability to make progress on the ground. GMCO has been granted more than 14 ELs recently along with being selected as one of six companies awarded exploration funding subsidies by the Government. We have also been awarded a strategic minerals belt exploration licence in joint venture with major Australian group Hancock Prospecting.

Saudi Arabia – Hawiah (15% KEFI Current beneficial interest)

GMCO first focused on the Wadi Bidah Mineral Belt ("WBMB") and Hawiah in particular, shortly after launching our exploration programs. Regulatory overhauls allowed us to start drilling in 2019. Three VMS discoveries have been announced since then - Hawiah plus its discoveries at Al Godeyer and Abu Salal. We consider it likely that an expanding cluster of VMS deposits will be identified as we explore the expanded Hawiah Copper-Gold

Project. The WBMB has also recently attracted extensive pegging around GMCO's tenements by the exploration joint venture of Government-controlled Ma'aden and Ivanhoe Electric.

GMCO drilling confirmed the Hawiah deposit in 2019 and it now ranks in the:
- top three base metal projects in Saudi Arabia; and
- top 15% VMS projects worldwide.

Our drilling since 2019 has delineated a Mineral Resource Estimate ("MRE") of 36.2Mt at 0.82% copper, 0.85% zinc, 0.64g/t gold and 10.0g/t silver.

Recent exploration has discovered two potential satellite orebodies near the proposed Hawiah processing plant. The nearby Al Godeyer deposit was discovered in 2022 and an initial MRE was estimated in 2023. Drilling at Abu Salal, approximately 50km south of Hawiah, intercepted sulphide mineralisation containing copper, gold, zinc and silver in multiple horizons in early 2024.

In addition, the granting to GMCO of the Umm Hijlan Exploration Licence ("EL") in early 2025 has almost doubled the targeted strike length of the Hawiah mineralised system. Drilling teams have already been mobilised.

Over the coming year, Hawiah development studies will be progressed in conjunction with drilling programmes to upgrade and expand the GMCO's copper-gold zinc-silver Mineral Resources in this major VMS district.

The new joint venture between GMCO/ARTAR and Hancock Prospecting will focus on a the recently granted 910km2 EL over the adjacent Wadi Shwas Mineral Belt parallel to and geologically analogous with the WBMB.

Saudi Arabia – Jibal Qutman (15% KEFI Current beneficial interest)

The aim is for Jibal Qutman's initial development to be triggered during 2025 focusing on open pit mining the oxide ore and Carbon-In-Leach ("CIL") processing.

Jibal Qutman is GMCO's first discovery in Saudi Arabia with initial development studies completed in 2015. Following a long hiatus whilst tenure security and regulatory reform were sorted out, drilling re-started in 2022. In early 2025, an increased Jibal Qutman MRE was released of 37.0Mt at 0.76g/t gold, containing 902,000 ounces of gold, 30.5Mt at 0.76g/t of gold (including 748,000 ounces in the Indicated category).

Systematic exploration is ongoing across the expanded Jibal Qutman tenure to identify further resource potential and confirm structural controls on recently identified higher-grade gold mineralisation. Drilling to date has focused only on an 8km long section of the original Jibal Qutman EL. The full 35km mineralised strike length remains to be tested.

Summary and Conclusion
KEFI's targeted beneficial interest in Tulu Kapi has an NPV at construction start of $1,069 million or £804 million (see footnotes to the table on page 23 for assumptions and further information). This valuation indicator is approximately 16 times KEFI's current share market capitalisation of c. £50 million ($66 million). The Directors consider this a conventional industry measure of potential value once the projects have been successively de-risked.

Going forward, one would normally expect that as milestones are achieved, the Company's share price should redress the gap between our stock market capitalisation and the Company's underlying intrinsic value. As we move forward to production and profit-generation, we will concurrently explore the pipeline of targets we have cherry-picked since 2008, as well as consider other opportunities that will take advantage of, and add value to, our hard-earned, early-mover position in the Arabian Nubian Shield.

We are indeed at an opportune moment, made possible by our team's hard work, your support and patience as shareholders and now we are seizing the opportunities presented by the positive turnarounds in our host countries and the strengthening of metal prices. Together with my fellow Directors, I am committed to generating returns on investment. Management's personal alignment with shareholders is illustrated by my having formed and initially funded Atalaya Mining and consequently its then subsidiary KEFI during 2003-2005 and, since assuming executive duties at KEFI in 2014, taking much of my remuneration in shares. Atalaya now has a stock market capitalisation of c.£600 million which we expect will be surpassed by that of KEFI within a few years.

By emphasizing joint ventures and project-level development financing, we have reduced the pressure on KEFI shareholders to provide funding. In fact, at Tulu Kapi, the development capital is planned at the project or subsidiary level from regional investors, bankers, contractors, and other syndicate parties. We have also recently introduced Tier 1 institutional investors to the KEFI share register, as part of corporate organizational development.

KEFI's directors are deeply appreciative of our personnel's tenacity, as well as the support the Company receives from our shareholders, in-country partners, lenders, contractors, host communities and other stakeholders. It is certainly overdue for all stakeholders to share the success that the Company has worked for.

We have continued to build our team as we progress into developing Tulu Kapi. Operational management was installed at project company TKGM, with Simon Cleghorn as Managing Director and Theron Brand as Finance Director. Our Group Chief Operating Officer Mr Eddy Solbrandt leads KEFI's development team. Nearly all personnel are based in Ethiopia whilst Financial control and Compliance is based in Cyprus overseen by Financial Controller Laki Catsamas.

I welcome Mr Addis Alemayehou who became an independent Non-Executive Director in July 2024. Addis is based in Ethiopia and is the Chairman of Kazana Group, a diversified investment firm. He is well known for having launched several ventures in Ethiopia. His appointment is also part of our ongoing commitment to maximise local participation in both management and financing at all levels of our projects. Conversely, KEFI and I have been honoured by the Ethiopian Government appointing me as Honorary Consul to Cyprus, focused on developing economic ties between the two countries and starting with a focus on inviting Cyprus's world-class pharmaceutical industry to establish in Ethiopia.

We will further build the team and systems as KEFI moves towards production and as we expand our project pipeline, which we are well-positioned to do. KEFI's Arabian-Nubian Shield platform is second to none.

Harry Anagnostaras-Adams
Executive Chairman
5 June 2025

FINANCE DIRECTOR'S REPORT

During the past year, the primary focus has been on advancing the funding package and the regulatory and other preparations for the development of Tulu Kapi as well as moving Jibal Qutman and Hawiah towards development. The Ethiopian and Saudi Arabian Governments have made changes that have facilitated and expanded financing options in each country. The Ethiopian Government has removed various obstacles to financing by providing key approvals and policy changes. Similarly, the Saudi Government's policies have attracted significant capital investment into its mineral exploration and mining sector from both domestic and international investors. That is expected to also happen in Ethiopia.

Ethiopia has shown support for the Project by making security commitments, regulatory concessions, and other initiatives to ensure the Project proceeds according to international standards. The Tulu Kapi funding syndicate consists of leading banks, contractors of process plants and mining, and other specialists, all of whom are at advanced stages of their respective approval processes. KEFI has structured its development funding at the subsidiary level in both Ethiopia and Saudi Arabia to maximise local stakeholder alignment and minimise reliance on weak stock markets for financing.

Alliancing Strategy

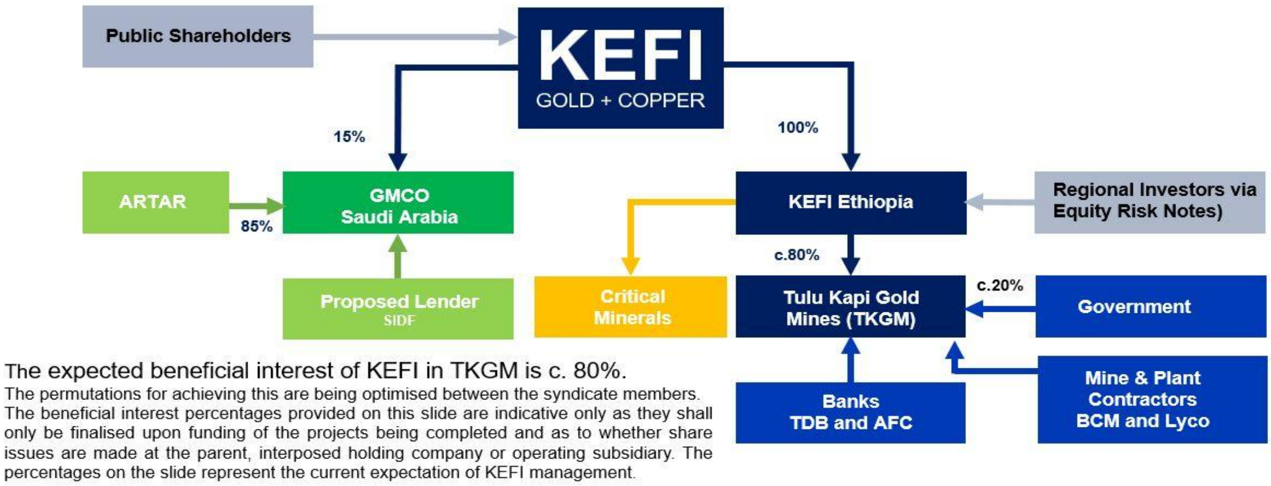
A notable reason for our solid position in the region is our alliancing strategy. Our operating alliances are with the following strong organisations:

- Partners:
  - in Ethiopia:
    - Federal Government of the Democratic Republic of Ethiopia
    - Oromia Regional Government
  - in Saudi Arabia: Abdul Rahman Saad Al Rashid and Sons Company Ltd ("ARTAR")
- Principal contractors:
  - for process plants in both Ethiopia and Saudi Arabia: Lycopodium
  - for mining in Ethiopia: BCM Group
- Senior project finance lenders:
  - For Tulu Kapi:
    - East and Southern African Trade and Development Bank Ltd ("TDB")
    - African Finance Corporation Limited ("AFC")
  - For Saudi Arabia:
    - Saudi Industrial Development Fund
- KEFI's public shareholder base:
  - KEFI's initial public offering in 2006 was sponsored by Atalaya and UK-based retail investors. The weakness of the sector, combined with our in-country challenges, until recently attracted limited and short-lived Western institutional investor involvement in KEFI;
  - the recent improvement in the gold price, combined with the positive turnaround in host country conditions and KEFI's own solid progress on the ground, now make it possible to introduce a set of institutional investors to the KEFI share register – an important requirement for the long-term as we move into development and production; and
  - as a result of our investor relations program, several prominent investment institutions are now KEFI shareholders including Ruffer Gold Fund, Konwave Gold Equity Fund, Phoenix Gold Fund, Premier Miton and RAB Capital.

Financing Tulu Kapi Project Development

Tulu Kapi has particularly robust economic metrics, based largely on lack of overburden, high gold grades and high gold recoveries. As the first internationally project financed mining project in Ethiopia, it has taken many years to complete extensive regulatory reform. The patience and support of the Ethiopian Government is much appreciated.

TKGM is structured as a public-private partnership with Ethiopia's Federal and Regional Governments.



Syndicate Structure of Partners, Regional Investors Banks and Contractors

Current cost estimates (including finance costs and working capital) for the development of Tulu Kapi are c.$320 million, last updated in late 2022. The funding offers and commitments are conditional on finalising the cost estimates at signing of detailed definitive documentation and project launch. While cost-inflation appears to have decreased within the international gold industry, pricing will be updated to lock-in fixed-price lump sum contracts where possible prior to full project launch after which the final finance arrangements will be refined accordingly.

The $320 million funding package (excludes the mining fleet provided by the mining contractor and TKGM's historical equity investment of c.$100 million) is now expected to be sourced from:

- $240 million of debt from TDB and AFC;
- $10 million invested by KEFI as part of its historical investment;
- $45 million of Equity Risk Notes in the form of a bespoke arrangement with mining contractor BCM Group and as Gold-Linked Preference Shares ("EthioPrefs") for local qualified investors;
- $20 million of Government share investment into TKGM; and
- Fees and costs to be paid for in KEFI shares at closing.

In March 2025, our co-lending-bank AFC received support from all their respective committees and Boards to proceed. Following Ethiopian Parliamentary Ratification of AFC's Country Membership in May 2025, co-lender TDB is updating its formal approvals reflecting the expanded $240 million offering. The next steps are:

- Updating of all banking details and arrangements for latest approvals and associated plans;
- Formal receipt of the remaining Government confirmations on various well understood and already discussed issues;
- Up to the minute certifications of security, community readiness and project financial model;
- Finalising the US$-linked 'EthioPrefs' to be issued by a newly formed Ethiopian holding company designed for qualified Ethiopian and, potentially, other African investors later. Listing of the EthioPrefs on the newly launched Ethiopian Securities Exchange is expected to also follow at a later date; and
- Finalising arrangements with the BCM Group, the recently appointed mining contractor, which has confirmed its intention to subscribe to $23 million of a bespoke Equity Risk Note comprising an equity-risk ranking debt note with limited rights to convert into KEFI shares at the share market prices prevailing once operations have commenced.

After approval by all syndicate members, we can then proceed to trigger Major Works by:
- Signing the definitive documentation between the respective syndicate counterparties;
- Placing insurances and complete other administrative tasks;
- Drawing down first capital, starting with project equity and then debt months later;
- Commencing staged resettlement of approximately 350 households near Tulu Kapi; and

Beginning procurement of plant and mining fleet as well as tendering by local sub-contractors.

GMCO Ownership and Strategic Review

In order to maintain rapid progress on GMCO's projects in Saudi Arabia, ARTAR sole-funded GMCO's exploration activities during 2024. KEFI's net share of this expenditure totalled £3.7 million.

Given the disparity between KEFI's market capitalisation at that time, the Board's assessment of the intrinsic value of KEFI's minority shareholding in GMCO, and KEFI's majority-owned flagship Tulu Kapi Project, it was determined that raising sufficient funds through the issuance of KEFI equity to maintain our interest in GMCO would not serve the best interests of KEFI shareholders. Consequently, rather than contributing £6.8million to address the outstanding exploration liabilities, KEFI elected to reduce its stake in GMCO from 25% to 15%.

While ARTAR has the right to buy-out KEFI at fair market value, and while KEFI has the right to seek acquirers of its GMCO shareholding, we are examining a number of scenarios to optimise the future GMCO ownership structure for mutual benefit and to reciprocate ARTAR's continued support of the joint venture relationship. This much-appreciated support from ARTAR reflects the strong partnership relationship and the priority given to production start-up.

GMCO partners KEFI and ARTAR are currently conducting a strategic review. KEFI has received significant interest in its Saudi portfolio and is discussing with ARTAR to determine the best course of action to provide the greatest value to KEFI and the joint venture.

Financing Working Capital for KEFI's Activities to Date

KEFI has funded all activities since it was formed through equity capital raised at then prevailing share market prices.

Importantly, this strategy has allowed KEFI to avoid imposing debt-repayment risk on top of the inherent risks associated with exploration, permitting, and other initial phases of project development, particularly in frontier mining markets. However, we have occasionally utilised short-term unsecured advances organised by our Corporate Broker to provide working capital while awaiting the accomplishment of short-term business goals. The Directors underscore the challenges of managing working capital within the context of high-growth and high-risk exploration activities in the Going Concern Note of the Financial Statements, which shareholders are advised to review.

Material Accounting Policy

KEFI expenses all investment in GMCO in Saudi Arabia as part of its conservative accounting approach, but we will review this upon Definitive Feasibility Studies being approved by the GMCO Board. KEFI's carrying value of the investment in KEFI Minerals (Ethiopia) Limited ("KME"), which holds the Company's share of Tulu Kapi is only £31.4 million as at 31 December 2024. It is important to note KEFI's planned c.80% beneficial interest in the underlying valuation of Tulu Kapi is c.£804 ($1,069) million based on project NPV at a gold price of $3,000/ounce and including the initial underground mine.

John Leach
Finance Director
5 June 2025

Consolidated statement of comprehensive income

Year ended 31 December 2024

	Notes	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
Revenue		**-**	-
Exploration costs		**-**	-
Administrative expenses	6	**(6,232)**	(3,441)
Finance transaction costs	8.2	**(260)**	(115)
Share-based payments and warrants-equity settled	17	**(35)**	(159)
Share of loss from jointly controlled entity	19	**(3,650)**	(4,963)
Reversal of Impairment of jointly controlled entity	19	**217**	453
Operating loss	6	**(9,960)**	(8,225)
Other income/(loss)		**-**	-
Gain on Dilution of Joint Venture	19.2	**6,813**	1,156
Foreign exchange gain		**331**	173
Finance costs	8.1	**(2,410)**	(1,000)
Loss before tax		**(5,226)**	(7,896)
Tax	9	**-**	-
Loss for the year		**(5,226)**	(7,896)
Loss attributable to:			
-Owners of the parent		**(5,226)**	(7,896)
Loss for the period		**(5,226)**	(7,896)
Other comprehensive expense:			
Exchange differences on translating foreign operations		**-**	-
Total comprehensive expense for the year		**(5,226)**	(7,896)
Total Comprehensive expense to:			
-Owners of the parent		**(5,226)**	(7,896)
Basic and diluted loss per share (pence)	10	**(0.089)**	(0.175)

The notes are an integral part of these consolidated financial statements.

Statements of financial position

Year ended 31 December 2024

	Notes	**The Group 2024**	**The Company 2024**	The Group 2023	The Company 2023
		£'000	£'000	£'000	£'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	**124**	**2**	100	3
Intangible assets	12	**38,392**	**-**	34,716	-
Investment in subsidiaries	13.1&14 .2	**-**	**31,402**	-	16,253
Investments in jointly controlled entities	13.2	**-**	**-**	-	-
Receivables from subsidiaries	14.2	**-**	**-**	-	11,500
		38,516	**31,404**	34,816	27,756
Current assets					
Trade and other receivables	14.1	**398**	**107**	528	72
Cash and cash equivalents	15	**185**	**120**	192	114
		583	**227**	720	186
Total assets		**39,099**	**31,631**	35,536	27,942
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	16	**7,047**	**7,047**	4,965	4,965
Deferred Shares	16	**23,328**	**23,328**	23,328	23,328
Share premium	16	**58,456**	**58,456**	48,922	48,922
Share options reserve	17	**1,948**	**1,948**	3,675	3,675
Accumulated losses		**(60,039)**	**(64,847)**	(56,483)	(61,564)
Attributable to Owners of parent		**30,740**	**25,932**	24,407	19,326
Non-Controlling Interest	18	**1,905**	-	1,709	-
Total equity		**32,645**	**25,932**	26,116	19,326
Current liabilities					
Trade and other payables	20	**5,715**	**5,174**	7,307	6,503
Loans and borrowings	22	**739**	**525**	2,113	2,113
Total liabilities		**6,454**	**5,699**	9,420	8,616
Total equity and liabilities		**39,099**	**31,631**	35,536	27,942

The notes are an integral part of these consolidated financial statements.

The Company has taken advantage of the exemption conferred by section 408 of Companies Act 2006 from presenting its own statement of comprehensive income. Loss after taxation amounting to £5.1 million (2023: £9 million) has been included in the financial statements of the parent company.

On the 5 June 2025, the Board of Directors of KEFI Gold and Copper PLC authorised these financial statements for issue.

Harry Anagnostaras-Adams
Executive Director- Chairman

John Edward Leach
Finance Director

Consolidated statement of changes in equity

Year ended 31 December 2024

	Attributable to the owners of the Company								
	Share capital	Deferred shares	Share premium	Share options reserve	Foreign exch reserve	Accum. losses	Owners Equity	NCI	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2023	**3,939**	**23,328**	**43,187**	**3,747**	**-**	**(48,781)**	**25,420**	**1,562**	**26,982**
Loss for the year	-	-	-	-	-	(7,896)	(7,896)	-	(7,896)
Other comprehensive expense	-	-	-	-	-	-	-	-	-
Total Comprehensive expense	-	-	-	-	-	(7,896)	(7,896)	-	(7,896)
Recognition of share-based payments	-	-	-	269	-	-	269	-	269
Expired warrants	-	-	-	(341)	-	341	-	-	-
Issue of share capital and warrants	1,026	-	6,156	-	-	-	7,182	-	7,182
Share issue costs	-	-	(421)	-	-	-	(421)	-	(421)
Non-controlling interest	-	-	-	-	-	(147)	(147)	147	-
At 31 December 2023	**4,965**	**23,328**	**48,922**	**3,675**	**-**	**(56,483)**	**24,407**	**1,709**	**26,116**
Loss for the year	**-**	**-**	**-**	**-**	**-**	**(5,226)**	**(5,226)**	**-**	**(5,226)**
Other comprehensive expense	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Comprehensive expense	**-**	**-**	**-**	**-**	**-**	**(5,226)**	**(5,226)**	**-**	**(5,226)**
Recognition of share-based payments	**-**	**-**	**-**	**139**	**-**	**-**	**139**	**-**	**139**
Expired warrants	**-**	**-**	**-**	**(1,866)**	**-**	**1,866**	**-**	**-**	**-**
Issue of share capital	**2,082**	**-**	**10,208**	**-**	**-**	**-**	**12,290**	**-**	**12,290**
Share issue costs	**-**	**-**	**(674)**	**-**	**-**	**-**	**(674)**	**-**	**(674)**
Non-controlling interest	**-**	**-**	**-**	**-**	**-**	**(196)**	**(196)**	**196**	**-**
At 31 December 2024	**7,047**	**23,328**	**58,456**	**1,948**	**-**	**(60,039)**	**30,740**	**1,905**	**32,645**

The following describes the nature and purpose of each reserve within owner's equity:

Reserve	Description and purpose
Share capital: (Note 16)	Amount subscribed for ordinary share capital at nominal value
Deferred shares: (Note 16)	During 2015 the Company's issued ordinary shares of 1p each were sub-divided into one new ordinary share of 0.1p and one deferred share of 0.9p. The deferred shares have no voting rights
Share premium: (Note 16)	Amount subscribed for share capital in excess of nominal value, net of issue costs
Share options reserve (Note 17)	Reserve for share options and warrants granted but not exercised or lapsed
Foreign exchange reserve	Cumulative foreign exchange net gains and losses recognized on consolidation
Accumulated losses	Cumulative net gains and losses recognized in the statement of comprehensive income, excluding foreign exchange gains within other comprehensive income
NCI (Non-controlling interest): (Note 18)	The portion of equity ownership in a subsidiary not attributable to the parent company

The notes are an integral part of these consolidated financial statements.

Company statement of changes in equity

Year ended 31 December 2024

	Share capital	Deferred shares	Share premium	Share options reserve	Accumulated losses	Total
	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2023	**3,939**	**23,328**	**43,187**	**3,747**	**(52,929)**	**21,272**
Loss for the year	-	-	-	-	(8,976)	(8,976)
Recognition of share-based payments	-	-	-	269	-	269
Forfeited options	-	-	-	-	-	-
Expired warrants	-	-	-	(341)	341	-
Issue of share capital and warrants	1,026	-	6,156	-	-	7,182
Share issue costs	-	-	(421)	-	-	(421)
At 31 December 2023	**4,965**	**23,328**	**48,922**	**3,675**	**(61,564)**	**19,326**
Loss for the year	**-**	**-**	**-**	**-**	**(5,149)**	**(5,149)**
Recognition of share-based payments	**-**	**-**	**-**	**139**	**-**	**139**
Forfeited options	**-**	**-**	**-**	**-**	**-**	**-**
Expired warrants	**-**	**-**	**-**	**(1,866)**	**1,866**	**-**
Issue of share capital and warrants	**2,082**	**-**	**10,208**	**-**	**-**	**12,290**
Share issue costs	**-**	**-**	**(674)**	**-**	**-**	**(674)**
At 31 December 2024	**7,047**	**23,328**	**58,456**	**1,948**	**(64,847)**	**25,932**

The following describes the nature and purpose of each reserve within owner's equity:

Reserve	**Description and purpose**
Share capital (Note 16)	Amount subscribed for ordinary share capital at nominal value
Deferred shares: (Note 16)	Under the terms of the restructuring of share capital, ordinary shares were sub-divided into deferred shares
Share premium: (Note 16)	Amount subscribed for share capital in excess of nominal value, net of issue costs
Share options reserve: (Note 17)	Reserve for share options and warrants granted but not exercised or lapsed
Accumulated losses	Cumulative net gains and losses recognized in the statement of comprehensive income

The notes are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

Year ended 31 December 2024

	Notes	**Year Ended 31.12.24 £'000**	Year Ended 31.12.23 £'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(5,226)**	(7,896)
Adjustments for:			
Depreciation of property, plant and equipment	11	**18**	29
Share based payments	17	**35**	159
Gain on Dilution of Joint Venture	19.1	**(6,813)**	(1,156)
Share of loss from jointly controlled entity	19	**3,650**	4,963
Reversal of Impairment on jointly controlled entity	19	**(217)**	(453)
Exchange difference		**(247)**	(173)
Finance costs	8.1	**2,452**	1,030
		(6,348)	(3,497)
Changes in working capital:			
(Increase)/ decrease in Trade and other receivables		**130**	(66)
Increase in Trade and other payables		**4,418**	1,769
Cash used in operations		**(1,800)**	(1,794)
Interest paid	22.1.2	**(955)**	(67)
Net cash used in operating activities		**(2,755)**	(1,861)
CASH FLOWS FROM INVESTING ACTIVITIES			
Project exploration and evaluation costs	12	**(3,989)**	(2,458)
Acquisition of property plant and equipment	11	**(42)**	(4)
Advances to jointly controlled entity	13.2	**-**	(795)
Net cash used in investing activities		**(4,031)**	(3,257)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital	16	**4,997**	2,861
Issue costs	16	**(570)**	(311)
Proceeds from bridge loans	22.1.2	**4,724**	2,640
Repayment of bridge loans	22.1.2	**(2,372)**	(100)
Net cash from financing activities		**6,779**	5,090
Net decrease in cash and cash equivalents		**(7)**	(28)
Cash and cash equivalents:			
At beginning of the year	15	**192**	220
At end of the year	15	**185**	192

Cash and cash equivalents in the Consolidated Statement of Financial Position includes restricted cash of £nil (2023: £nil).

The notes on pages 84 to 116 are an integral part of these consolidated financial statements.

Company statement of cash flows
Year ended 31 December 2024

	Notes	Year Ended	Year Ended
		31.12.24	31.12.23
		£'000	£'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(5,150)**	(8,976)
Adjustments for:			
Depreciation of property plant equipment		**1**	-
Share based payments	17	**35**	159
Gain on Dilution of Joint Venture	19.1	**(6,813)**	(1,156)
Share of loss from jointly controlled entity	19	**3,650**	4,963
Reversal of Impairment on jointly controlled entity	19	**(217)**	(453)
Exchange difference		**226**	1,122
(Reversal) / Increase Expected credit loss		**(486)**	70
Finance costs		**2,411**	1,030
		(6,343)	(3,241)
Changes in working capital:			
Increase in Trade and other receivables		**(36)**	(1)
Decrease in Trade and other payables		**4,376**	2,472
Cash used in operations		**(2,003)**	(770)
Interest Paid	22.1.2	**(955)**	(67)
Net cash used in operating activities		**(2,958)**	(837)
CASH FLOW FROM INVESTING ACTIVITIES			
Investment in subsidiary	13.1	**(1,789)**	(696)
Advances to jointly controlled entity	13.2	**-**	(795)
Loan to subsidiary	14	**(1,602)**	(2,693)
Net cash used in investing activities		**(3,391)**	(4,184)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital	16	**4,997**	2,861
Issue costs	16	**(570)**	(311)
Proceeds from bridge loans	22.1.2	**4,300**	2,640
Repayment of bridge loans	22.1.2	**(2,372)**	(100)
Net cash from financing activities		**6,355**	5,090
Net increase/(decrease) in cash and cash equivalents		**6**	69
Cash and cash equivalents:			
At beginning of the year	15	**114**	45
At end of the year	15	**120**	114

Cash and cash equivalents in the Company Statement of Financial Position includes restricted cash of £nil (2023:nil).

The notes are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements
Year ended 31 December 2024

1. Incorporation and principal activities

Country of incorporation

KEFI Gold and Copper PLC (the "Company") was incorporated in United Kingdom as a public limited company on 24 October 2006. Its registered office is at 27/28, Eastcastle Street, London W1W 8DH.The principal place of business is Cyprus.

Principal activities

The principal activities of the Group are:

- Exploration for mineral deposits of precious and base metals and other minerals that appear capable of commercial exploitation, including topographical, geological, geochemical, and geophysical studies and exploratory drilling.
- Evaluation of mineral deposits determining the technical feasibility and commercial viability of development, including the determination of the volume and grade of the deposit, examination of extraction methods, infrastructure requirements and market and finance studies.
- Development of mineral deposits and marketing of the metals produced.

2. Material accounting policies

The principal material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied throughout both periods presented in these financial statements unless otherwise stated.

Basis of preparation and consolidation

The Company and the consolidated financial statements have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006. They comprise the accounts of KEFI Gold and Copper PLC and all its subsidiaries made up to 31 December 2024. The Company and the consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries have been included in the consolidated financial statements from the date that control commences until the date that control ceases.

An investor controls an investee if, and only if, it has all of the following: (a) power over the investee, (b) exposure or rights to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns.".

Transactions eliminated on consolidation

Intra-group balances and transactions, and any income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Going concern

The Company is a holding entity and as such its going concern is dependent on the Group therefore the going concern assessment for the Company was performed as part of the Group's assessment.

The Group's going concern assessment requires significant judgment, particularly regarding the availability and timing of future funding to develop the Tulu Kapi Gold Project in Ethiopia, to advance the exploration portfolio in Saudi Arabia, and to meet general working capital requirements.

As part of this assessment, the Directors have considered funds on hand, current liabilities and planned expenditures covering a period of at least 12 months from the date of approval of these financial statements.

The Group recognises that within the going concern consideration period, it will need funding both for normal running costs and for other committed costs which will include its share of the construction and development costs of the Tulu Kapi mine (Further details on project financing plan are summarised on page 6 of the Finance Director's Report). As at the date of this report the Group's current liabilities, exceed the Group's cash balance. Therefore, the Group is currently actively managing its existing liabilities, and the group will require further funding before the end of 2025 in order to settle its current liabilities .

The Group's ability to achieve the requisite level of funding will rely predominantly upon securing sufficient project financing and the remaining regulatory approvals for its flagship Tulu Kapi project. Significant progress has been made over the past year. Definitive agreements for project financing are nearing completion with contractors, equity investors, and government entities.

Arrangements with project lenders AFC and TDB for the project loan have progressed significantly. Credit committee approval has been received from AFC. In respect of TDB, having previously been granted credit committee approval in early 2024, it is currently in the process of updating that approval. This updated approval is outstanding at the date of these financial statements. Both approvals will be subject to typical conditions for signing and disbursement. Finalised terms and conditions have been set for the expanded secured project finance loan package, which has increased from $190 million to $240 million. It should be noted that these approvals remain subject to standard conditions precedent, including KEFI raising additional equity.

Efforts to formalize these arrangements and prepare definitive agreements are continuing.

In 2025, the Company successfully raised gross an additional £12.7 million in equity capital, using the funds to repay some existing debt and normalise creditors and for general working capital. Based on the current amount of cash and existing liabilities, the available funds are insufficient to meet the Group's obligations during the 12 month period from the date of approval of these financial statements. This shortfall may be exacerbated by a lack of normal available financing due to ongoing uncertainty in mineral exploration markets. To address its financing needs, the Group will pursue various options, including, but not limited to, debt financing, strategic alliances, and equity financing.

Accordingly, and as set out above, the Group and Company are reliant on securing additional funding. This funding is not guaranteed nor within the complete control of the Directors. As a result this indicates the existence of a material uncertainty which may cast significant doubt over Group and Company's ability to continue as a going concern and, therefore, they may be unable to realise their assets and discharge their liabilities in the normal course of business. The financial statements therefore do not include the adjustments that would result if the Group and Company were unable to continue as a going concern.

Based on historical experience and current ongoing proactive discussions with stakeholders, the Directors have a reasonable expectation that definitive binding agreements will be signed. Accordingly, the Directors have a reasonable expectation that the Group and Company will be able to continue to raise funds to meet its objectives and obligations.

Functional and presentation currency

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates. The consolidated financial statements of the Group and the statement of financial position and equity of the Company are in British Pounds ("GBP") which is the functional currency of the Company and the presentation currency for the consolidated financial statements. Functional currency is also determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency. GBP is the functional currency of all subsidiaries.

(1) Foreign currency translation

Foreign currency transactions are translated into the presentational currency using the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss in the statement of comprehensive income.

(2) Foreign operations

On consolidation, the assets and liabilities of the consolidated entity's foreign operations are translated at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly in which case they are recorded at the actual rate. As all subsidiaries use GBP as their functional currency and the Group's presentation currency is also GBP, no foreign currency translation differences arise on consolidation.

Revenue recognition

The Group had no sales or revenue during the year ended 31 December 2024 (2023: Nil).

Property plant and equipment

Property plant and equipment are stated at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition less depreciation.

Depreciation is calculated using the straight-line method to write off the cost of each asset to their residual values over their estimated useful life.

The annual depreciation rates used are as follows:

Furniture, fixtures and office equipment	25%
Motor vehicles	25%
Plant and equipment	25%

Intangible Assets

Cost of licenses to mines are capitalised as intangible assets which relate to projects that are at the pre-development stage. No amortisation charge is recognised in respect of these intangible assets. Once the Group starts production these intangible assets relating to the license to mine will be depreciated over life of mine.

Interest in jointly controlled entities

The group is a party to a joint arrangement when there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the group and at least one other party. Joint control exists where unanimous consent is required over relevant decisions.

The group classifies its interests in joint arrangements as either:

- Joint ventures: where the group has rights to only the net assets of the joint arrangement.

- Joint operations: where the group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement.

- The legal form of joint arrangements structured through a separate vehicle.

- The contractual terms of the joint arrangement agreement.

- Any other facts and circumstances (including any other contractual arrangements).

The Group accounts for its interests in joint ventures using the equity method. The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, and expenses in accordance with its contractually conferred rights and obligations.

Finance costs

Interest expense and other borrowing costs are charged to the statement of comprehensive income as incurred and is recognised using the effective interest method.

Tax

The tax payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Tax is payable in the relevant jurisdiction at the rates described in note 9.

Deferred tax is the tax expected to be payable or recoverable 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 statement of financial position liability method. Deferred tax liabilities are generally recognized for all taxable differences and deferred tax assets are recognized to the extent that taxable profits will be available against which deductible temporary differences can be utilized. The amount of deferred tax is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities, using tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off deferred tax assets against deferred tax liabilities and when the deferred taxes relate to the same fiscal authority.

Investments

Investments in subsidiary companies are stated at cost less provision for impairment in value, which is recognized as an expense in the period in which the impairment is identified, in the Company accounts.

Exploration costs

The Group has adopted the provisions of IFRS 6 “Exploration for and Evaluation of Mineral Resources”. The company applies IFRS 6 until the project financing is secured. Once financing is secured the project moves to the development stage.

Exploration and evaluation expenditure, including acquisition costs of licences, in respect of each identifiable area of interest is expensed to the statement of comprehensive income as incurred, until the point at which development of a mineral deposit is considered economically viable and the formal definitive feasibility study is completed. At this point costs incurred are capitalised under IFRS 6 because these costs are necessary to bring the resource to commercial production.

Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore. Evaluation expenditures are the costs incurred to establish the technical and commercial viability of developing mineral deposits identified through exploration activities. Evaluation expenditures include the cost of directly attributable employee costs and economic evaluations to determine whether development of the mineralized material is commercially justified, including definitive feasibility and final feasibility studies.

Impairment reviews for deferred exploration and evaluation expenditure are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise such as: (i) unexpected geological occurrences that render the resource uneconomic; (ii) title to the asset is compromised; (iii) variations in mineral prices that render the project uneconomic; (iv) substantive expenditure on further exploration and evaluation of mineral resources is neither budgeted nor planned; and (v) the period for which the Group has the right to explore has expired and is not expected to be renewed.

On commencement of development, Exploration and evaluation expenditure are reclassified to development assets, following assessment for any impairment.

Development expenditure

Once the Board decides that it intends to develop a project, development expenditure is capitalized as incurred, but only where it meets criteria for recognition as an intangible under IAS 38 or a tangible asset under IAS 16 and then amortized over the estimated useful life of the area according to the rate of depletion of the economically recoverable reserves or over the estimated useful life of the mine, if shorter.

Share based compensation benefits

IFRS 2 "Share based Payment" requires the recognition of equity settled share-based payments at fair value at the date of grant and the recognition of liabilities for cash settled share based payments at the current fair value at each statement of financial position date. The total amount expensed is recognized over the vesting period, which is the period over which performance conditions are to be satisfied. The fair value is measured using the Black Scholes pricing model. The inputs used in the model are based on management's best estimate, including consideration of the effects of non-transferability, exercise restrictions and behavioural considerations.

Where the Group issues equity instruments to persons other than employees, the statement of comprehensive income is charged with the fair value of goods and services received.

Warrants

Warrants issued are recognised at fair value at the date of grant. The charge is expensed on a straight-line basis over the vesting period. The fair value is measured using the Trinomial Model. Where warrants are considered to represent a transaction cost attributable to a share placement, the fair value is recorded in the warrant reserve and deducted from the share premium.

Financial instruments

Non-derivative financial assets

The Group initially recognises loans and receivables on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Non-derivative financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired.

Amortised cost: These are financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Trade and other receivables, as well as cash are classified as amortised cost.

Impairment of financial assets: Financial assets at amortised cost consist of trade receivables, loans, cash and cash equivalents and debt instruments. Impairment losses are assessed using the forward-looking Expected Credit Loss (ECL) approach. Trade receivable loss allowances are measured at an amount equal to lifetime ECL's. Loss allowances are deducted from the gross carrying amount of the assets

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitments.

Non-derivative financial liabilities

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

The Group classifies non-derivative financial liabilities as other financial liabilities. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise trade and other payables and borrowings.

New standards and interpretations applied

The following new standards and interpretations became effective on 1 January 2024 and have been adopted by the Group.

New Standards, Interpretations and Amendments Adopted			Effective period commencing on or after
Amendments to IFRS 16		Amendments to IFRS 16: Liability in a Sale and Leaseback	01 January 2024
Amendments IAS 1		Amendments to IAS 1: Classification of liabilities as current or noncurrent	01 January 2024
Amendments IAS 1		Amendments to IAS 1: Non-current Liabilities with Covenants	01 January 2024
Amendments to IAS 7		Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosure - Supplier Finance Arrangements (Amendments)	01 January 2024
New Standards, Interpretations and Amendments Not Yet Effective			**Effective period commencing on or after**
Amendments to IAS 21	1	IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments)	01 January 2025
New IFRS18	2	IFRS 18 Presentation and Disclosure in Financial Statements	01 January 2027
New IFRS19	2	IFRS 19 Subsidiaries without Public Accountability: Disclosure	01 January 2027

[1]Not yet endorsed.

These amendments had no impact on the consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

New standards, amendments and interpretations that are not yet effective and have not been early adopted.

- Revisions to the Conceptual Framework for Financial Reporting.

The principal material accounting policies adopted are set out above.

There are several standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The Group is currently assessing the impact of these new accounting standards and amendments.

[2]IFRS 18 Presentation and Disclosure in Financial Statements, which was issued by the IASB in April 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

[2]The Group does not expect to be eligible to apply IFRS 19.

The Group does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the group.

3. Financial risk management

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand with an original maturity date of less than three months. To mitigate its inherent exposure to credit risk, the Group maintains policies to limit the concentration of credit risk and to ensure the liquidity of available funds. The Group invests its cash and cash equivalents in rated financial institutions, primarily within the United Kingdom and other investment-grade countries (rated BBB– or higher by S&P). The Group does not have a significant concentration of credit risk arising from its holdings of cash and cash equivalents.

Financial risk factors

The Group is exposed to market risk (interest rate risk and currency risk), liquidity risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Group to manage these risks are discussed below:

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group does not consider this risk to be significant.

The Company has borrowings outstanding from its subsidiaries, the ultimate realisation of which depends on the successful exploration and realization of the Group's intangible exploration assets. This in turn is subject to the availability of financing to maintain the ongoing operations of the business. The Group manages its financial risk to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Market risk - Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's operating cash flows are substantially independent of changes in market interest rates as the interest rates on cash balances are very low at this time. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

At the reporting date the interest rate profile of interest-bearing financial instruments was:

	2024	2023
	£'000	£'000
Variable rate instruments		
Financial assets	**185**	192

Sensitivity analysis

An increase of 100 basis points in interest rates at 31 December 2024 would have increased equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. Given current interest rate levels, a decrease of 25 basis points has been considered, with the impact on profit and equity shown below.

	Equity	**Profit or Loss**	Equity	Profit or Loss
	2024	**2024**	2023	2023
	£'000	£'000	£'000	£'000
Variable rate instruments				
Financial assets – increase of 100 basis points	**2**	**2**	2	2
Financial assets – decrease of 25 basis points	**(0.5)**	**(0.5)**	(0.5)	(0.5)

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the functional currency of the entity.

The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Australian Dollar, Euro, Turkish Lira, US Dollar, CHF, Ethiopian Birr and Saudi Arabian Riyal. Since 1986 the Saudi Arabian Riyal has been pegged to the US Dollar, it is fixed at USD/SAR 3.75. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows; with the Saudi Arabian Riyal exposure being included in the USD amounts.

	Liabilities	**Assets**	Liabilities	Assets
	2024	**2024**	2023	2023
	£'000	£'000	£'000	£'000
Australian Dollar	**102**	**-**	6	-
Euro	**400**	**4**	367	18
US Dollar	**1,036**	**2**	3,784	34

Ethiopian Birr	**736**	**357**	710	524

Sensitivity analysis continued

A 10% strengthening of the British Pound against the following currencies at 31 December 2024 would have increased equity and profit or loss by the amounts shown in the table below. This analysis assumes that all other variables, in particular interest rates, remain constant. For a 10% weakening of the British Pound against the relevant currency, there would be an equal and opposite impact on the loss and equity**.**

	Equity	**Profit or Loss**	Equity	Profit or Loss
	2024	**2024**	2023	2023
	£'000	£'000	£'000	£'000
Australian Dollar	**10**	**10**	1	1
Euro	**40**	**40**	35	35
US Dollar	**103**	**103**	375	375
Ethiopian Birr	**38**	**38**	19	19

Liquidity risk

The Group and Companies raise funds as required based on projected expenditure for the next 6 months, depending on prevailing factors. Funds are generally raised on AIM from eligible investors and also from short term providers in the form of bridging finance. The success of capital raisings depends on various factors, including investor sentiment in the equities and metals markets, the broader macroeconomic environment, and other external conditions. When raising funds, the Group evaluates the relative costs and benefits of equity versus alternative financing options. Capital is then allocated to projects based on forecasted expenditure requirement

The carrying amount in the liquidity table below is below the contractual cash flow in 2023 because these short-term loans include interest payable until the repayment date. If the loan is not repaid on the repayment date, an additional interest of 2.5% per week will be incurred.

	Carrying Amount £'000	Contractual Cash flows £'000	Less than 1 year £'000	Between 1-5 year £'000	More than 5 years £'000
The Group					
31-Dec-24					
Trade and other payables	5,715	5,715	5,715	**-**	**-**
Loans & Borrowings and Interest	739	739	739	**-**	**-**
	6,454	6,454	6,454	**-**	**-**
31-Dec-23					
Trade and other payables	7,307	7,307	7,307	-	-
Loans & Borrowings and Interest	2,113	2,438	2,438	-	-
	9,420	9,745	9,745	-	-
The Company					
31-Dec-24					
Trade and other payables	5,174	5,174	5,174	**-**	**-**
Loans & Borrowings and Interest	525	525	525	**-**	**-**
	5,699	5,699	5,699	**-**	**-**
31-Dec-23					
Trade and other payables	6,503	6,503	6,503	-	-
Loans & Borrowings and Interest	2,113	2,438	2,438	-	-
	8,616	8,941	8,941	-	-

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern to provide returns for shareholders and benefit other stakeholders and to maintain an optimal capital structure to reduce the costs of capital. This is done through the close monitoring of cash flows.

The capital structure of the Group consists of cash and cash equivalents of £185,000 (2023: £192,000) and equity attributable to equity of the parent, comprising issued capital and deferred shares of £30,375,000 (2023: £28,293,000), other reserves of £60,404,000, (2023: £52,597,000) and accumulated losses of £60,039,000 (2023: £56,483,000). The Group has no long-term debt facilities.

Fair value estimation

The Group has certain financial assets and liabilities that are held at fair value. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques to measure fair value:

Classification of financial assets and liabilities

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs)

The fair value of trade and other receivables is estimated as the present value of future cash flows discounted at the market rate of interest at the reporting date. For receivables and payables with a remaining life of less than one year, the notional amount is deemed to reflect fair value. All other receivables and payables are, where material, discounted to determine the fair value.

Differences arising between the carrying and fair value are considered not significant and no-adjustment is made in these accounts. The carrying and fair values of intercompany balances are the same as if they are repayable on demand. So the amortised cost is approximate to the fair value.

The fair values of the Group's loans and other borrowings are considered equal to the book value as the effect of discounting on these financial instruments is not considered to be material.

As at each of December 31, 2023, and December 31, 2024, the levels in the fair value hierarchy into which the Group's financial assets and liabilities measured and recognized in the statement of financial position at fair value are categorized are as follows:

	Carrying Amounts		**Fair Values**	
	2024	2023	**2024**	2023
Financial assets	£'000	£'000	£'000	£'000
Cash and cash equivalents (Note 15) – Level 1	**185**	192	**185**	192
Trade and other receivables (Note 14)	**398**	528	**398**	528
Financial liabilities				
Trade and other payables (Note 20)	**5,715**	7,307	**5,715**	7,307
Loans and borrowings (Note 22)	**739**	2,113	**739**	2,113

4.Use and revision of accounting estimates and judgements

The preparation of the financial report requires the making of estimations and assumptions that affect the recognized amounts of assets, liabilities, revenues and expenses and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Accounting Judgement:

Going concern

The going concern presumption depends principally on securing funding to develop the Tulu Kapi gold mining project as an economically viable mineral deposit, and the availability of subsequent funding to extract the resource, or alternatively the availability of funding to extend the Company's and Group's exploration activities (Note 2).

Capitalisation of exploration and evaluation costs

The directors consider that the project in its Licence areas in Saudi Arabia has not yet met the criteria for capitalization. These criteria include, among other things, the development of feasibility studies to provide confidence that mineral deposits identified are economically viable. Capitalized Exploration & Evaluation costs for the Group's project in Ethiopia have been recognized on acquisition, and have continued to be capitalised since that date, in accordance with IFRS 6. The technical feasibility of the project has been confirmed, and once the financing is secure the related assets will be reclassified as development costs in line with above.

Shareholding in GMCO

During 2024, the Company further diluted its proportionate share in GMCO by 10% and reduced to 15% which resulted in corresponding increase in ARTAR shareholding to 85%. There is a clause in JV agreement which states that, if at any time the shareholding interest falls below 25% due to dilution, transfer or for any reason, it will trigger a right of the other shareholder to issue written notice requiring the retiring shareholder to transfer its entire shareholding interest to the continuing shareholder at fair value. The Company evaluated and concluded that the clause does not automatically imply the loss of significant influence. The sale can only take place at date expert is appointed to determine the fair value of KEFI's holding in GMCO. KEFI's influence remains based on its current ownership percentage until such time that the notice is issued, and an expert appointed to determine fair price. As of December 31, 2024 and at the date of this report KEFI is still a party to Joint Venture based on ownership interest of 15%. The Company continues to have significant influence over GMCO at the balance sheet date, supported by factors including KEFI's continued significant shareholding, representation on the Board of Directors, active involvement in policy-making processes, and other relevant considerations.

Although the GMCO legal ownership at the 31 December 2024 remains recorded at 25%, a resolution and public announcement before year end confirm KEFI's economic ownership at 15%. This reflects the substance over form principle, the group financial statements report a 15% holding as of 31 December 2024, aligning with KEFI's actual rights and exposure at the reporting date. The investment is classified accordingly, with the discrepancy between legal and economic ownership clearly disclosed for transparency and compliance purposes.

Impairment review of asset carrying values (Note 12)

Determining whether intangible exploration and evaluation assets are impaired requires an assessment of whether there are any indicators of impairment, by reference to specific impairment indicators prescribed in IFRS 6 (Note 2). This requires judgement. This includes the assessment, on a project-by-project basis, of the likely recovery of the cost of the Group's Intangible exploration assets in the light of future production opportunities based upon ongoing geological studies. This also involves the assessment of the period for which the entity has the right to explore in the specific area, or if it has expired during the period or will expire soon, if it is not expected to be renewed. Management has a continued plan to explore. In the Tulu Kapi Gold Project Information Memorandum dated March 2024 there were no indicators of impairment. TKGM license developments are reflected in Note 12.

Estimates:

Share based payments.

Equity-settled share awards are recognized as an expense based on their fair value at date of grant. The fair value of equity settled share options is estimated using option valuation models, which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life, and is expensed over the vesting period. Some of the inputs used are not market observable and are based on estimates derived from available data.

The models utilized are intended to value options traded in active markets. The share options issued by the Group, however, have several features that make them incomparable to such traded options. The variables used to measure the fair value of share-based payments could have a significant impact on that valuation, and the determination of these variables require a significant amount of professional judgement.

A minor change in a variable which requires professional judgement, such as volatility or expected life of an instrument, could have a quantitatively material impact on the fair value of the share-based payments granted, and therefore will also result in the recognition of a higher or lower expense in the Consolidated Statement of Comprehensive Income. Judgement is also exercised in assessing the number of options subject to non-market vesting conditions that will vest. These judgments are reflected in note 17.

5. Operating segments

The Group has two operating segments, being that of mineral exploration and corporate activities. The Group's exploration activities are in the Kingdom of Saudi Arabia (through the jointly controlled entity) and Ethiopia. Its corporate costs which include administration and management are based in Cyprus.

	Corporate	Ethiopia	Saudi Arabia	Adjustments	Consolidated
	£'000	£'000	£'000	£'000	£'000
2023					
Corporate costs	(3,335)	(265)	-	-	(3,600)
Foreign exchange gain/(loss)	(1,100)	1,273	-		173
Gain on Dilution of Joint Venture	-	-	1,156	-	1,156

Net Finance costs	(1,115)	-	-	-	(1,115)
(Loss)/gain before jointly controlled entity	(5,550)	1,008	1,156	-	(3,386)
Share of loss from jointly controlled entity	-	-	(4,963)	-	(4,963)
Reversal of Impairment of jointly controlled entity	-	-	453	-	453
Loss before tax	(5,550)	1,008	(3,354)	-	(7,896)
Tax	-	-	-	-	-
Loss for the year	(5,550)	1,008	(3,354)	-	(7,896)
Total Non-Current Assets	16,257	23,155	-	(4,596)	34,816
Total assets	24,069	23,680	-	(12,213)	35,536
Total liabilities	8,839	12,794	-	(12,213)	9,420

	Corporate	**Ethiopia**	**Saudi Arabia**	**Adjustments**	**Consolidated**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
2024					
Corporate costs	(5,638)	(155)	-	(487)	(6,280)
Foreign exchange gain/(loss)	(236)	219	-	361	344
Gain on Dilution of Joint Venture	-	-	6,813	-	6,813
Net Finance costs	(2,670)	-	-	-	(2,670)
(Loss)/gain before jointly controlled entity	(8,544)	64	6,813	(126)	(1,793)
Share of loss from jointly controlled entity	-	-	(3,650)	-	(3,650)
Impairment of jointly controlled entity	-	-	217	-	217
Loss before tax	(8,544)	64	3,380	(126)	(5,226)
Tax	-	-	-	-	-
Loss for the year	(8,544)	64	3,380	(126)	(5,226)
Total Non-Current Assets	31,403	26,216	-	(19,103)	38,516
Total assets	31,631	26,561	-	(19,093)	39,099
Total liabilities	5,699	958	-	(203)	6,454

6. Expenses by nature

	2024 £'000	2023 £'000
Depreciation of property, plant and equipment (Note 11)	**18**	29
Directors' fees and other benefits (Note 21.1)	**1,164**	568
Consultants' costs	**477**	282
Auditors' remuneration	**189**	170
Legal Costs	**1,988**	822
Ongoing Listing Costs	**330**	253
Other expenses	**524**	589
Financial Project Advisory Costs	**890**	150
Shareholder Communications	**314**	295
Travelling Costs	**338**	283
Total Administrative Expenses	**6,232**	3,441
Share of losses from jointly controlled entity (Note 5 and Note 19)	**3,650**	4,963
Reversal of impairment of jointly controlled entity (Note 19)	**(217)**	(453)

	2024	2023
Share based option benefits to directors (Note 17)	**-**	69
Share based benefits to employees (Note 17)	**-**	42
Share based benefits to key management (Note 17)	**-**	12
Share based benefits to suppliers	**35**	36
Cost for long term project finance (Note 8)	**260**	115
Operating loss	**9,960**	8,225

The Group's stages of operations in Saudi Arabia as at the year-end and as at the date of approval of these financial statements have not yet met the criteria for capitalization of exploration costs. The Company only capitalises direct evaluation and exploration costs for the Tulu Kapi gold project in Ethiopia.

7. Staff costs

	2024 £'000	2023 £'000
Salaries	**1,188**	1,317
Social insurance costs and other funds	**126**	159
Costs capitalised as exploration	**(1,230)**	(1,361)
Net Staff Costs	**84**	115
Average number of employees	**58**	60

Excludes Directors' remuneration and fees which are disclosed in note 21.1. TK project direct staff costs of £1,230,000 are capitalised in evaluation and exploration costs and all remaining salary costs are expensed. Most of the group employees are involved in Tulu Kapi Project in Ethiopia

8. Finance costs and other transaction costs

	2024 £'000	2023 £'000
8.1 Total finance costs		
Interest on short term loan	**2,410**	1,000
Total finance costs	**2,410**	1,000
8.2 Total other transaction costs		
Cost for long term project finance	**260**	115
Total other transaction costs	**260**	115

The above costs for long term project finance relate to pre-investigation activities required to fund TK Gold project.

9. Tax

	2024 £'000	2023 £'000
Loss before tax	**(5,226)**	(7,896)
Tax calculated at the applicable tax rates at 12.5%	**(653)**	(987)
Tax effect of non-deductible expenses	**1,043**	948
Tax effect of tax losses	**491**	72
Tax effect of items not subject to tax	**(881)**	(33)
Charge for the year	**-**	-

The Company is resident in Cyprus for tax purposes. A deferred tax asset of £2,326k (2023: £1,817k) has not been accounted for due to the uncertainty over future recoverability.

Cyprus

The corporation tax rate is 12.5%. Under certain conditions interest income may be subject to defence contribution at the rate of 17%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%. Due to tax losses sustained in the year, no tax liability arises on the Company. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years. As at 31 December 2024, the balance of tax loss which is available for offset against future taxable profits amounts to £ 18,446k (2023: £ 14.535k). Generally, loss of one source of income can be set off against income from other sources in the same year. Any loss remaining after the set off is carried forward for relief over the next 5 year period.

Tax Year			2020	2021	2022	2023	2024	Total
			£'000	£'000	£'000	£'000	£'000	£'000
Losses carried forward			(3,617)	(2,292)	(4,476)	(1,919)	(6,305)	(18,609)

Ethiopia

KEFI Minerals (Ethiopia) Limited is subject to other direct and indirect taxes in Ethiopia through its foreign operations. The mining industry in Ethiopia is relatively undeveloped. As a result, tax regulations relating to mining enterprises are evolving. There are transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The government of Ethiopia cut the corporate income tax rate for miners to 25% more than three years ago from 35% and has lowered the precious metals royalty rate to 7% from 8%. According to the Proclamation, holders of a mining licence are required to pay royalty on the sales price of the commercial transaction of the minerals produced. Development expenditure of a licensee or contractor shall be treated as a business intangible with a useful life of four years. If a licensee or contractor incurs development expenditure before the commencement of commercial production shall apply on the basis that the expenditure was incurred at the time of commencement of commercial production. The mining license stipulates that every mining company should allocate 5% free equity shares to the Government of Ethiopia.

United Kingdom

KEFI Minerals (Ethiopia) Limited is resident in United Kingdom for tax purposes. The corporation tax rate is 19%. In December 2016, KEFI Minerals (Ethiopia) Limited elected under CTA 2009 section 18A to make exemption adjustments in respect of the Company's foreign permanent establishment's amounts in arriving at the Company's taxable total profits for each relevant accounting period. This is an exemption for UK corporation tax in respect of the profits of the Ethiopian branch.

10. Loss per share

The calculation of the basic and fully diluted loss per share attributable to the ordinary equity holders of the parent is based on the following data:

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
Net loss attributable to equity shareholders	**(5,226)**	(7,896)
Net loss for basic and diluted loss attributable to equity shareholders	**(5,226)**	(7,896)
Weighted average number of ordinary shares for basic loss per share (000's)	**5,890,502**	4,508,178
Weighted average number of ordinary shares for diluted loss per share (000's)	**6,154,936**	5,625,409
Loss per share:		
Basic loss per share (pence)	**(0.089)**	(0.175)

There was no impact on the weighted average number of shares outstanding during 2024 as all Share Options and Warrants were excluded from the weighted average dilutive share calculation because their effect would be anti-dilutive and therefore both basic and diluted earnings per share are the same in 2024.

11. Property, plant and equipment

	Motor Vehicles £'000	Plant and equipment £'000	Furniture, fixtures and office equipment £'000	Total £'000
The Group				
Cost				
At 1 January 2023	113	125	137	375
Additions	-	-	4	4
Write-offs	-	-	-	-

At 31 December 2023	113	125	141	379
Additions	**-**	**33**	**9**	**42**
Write-offs	**-**	**-**	**-**	**-**
At 31 December 2024	**113**	**158**	**150**	**421**
Accumulated Depreciation				
At 1 January 2023	73	93	84	250
Charge for the year	3	10	16	29
Write offs			-	-
At 31 December 2023	76	103	100	279
Charge for the year	**2**	**5**	**11**	**18**
Write offs			**-**	**-**
At 31 December 2024	**78**	**108**	**111**	**297**
Net Book Value at 31 December 2024	**35**	**50**	**39**	**124**
Net Book Value at 31 December 2023	37	22	41	100

The above property, plant and equipment is in Ethiopia.

12. Intangible assets

	Total exploration and project evaluation cost £'000
The Group	
Cost	
At 1 January 2023	31,622
Additions	3,360
At 31 December 2023	34,982
Additions	**3,676**
At 31 December 2024	**38,658**
Accumulated Amortization and Impairment	
At 1 January 2023	266
At 31 December 2023	**266**
Impairment Charge for the year	-
At 31 December 2024	**266**
Net Book Value at 31 December 2024	**38,392**
Net Book Value at 31 December 2023	**34,716**

Costs can only be capitalised after the entity has obtained legal rights to explore in a specific area but before extraction has been demonstrated to be both technically feasible and commercially viable.

The addition of £3.6 million is directly associated with the TKGM gold exploration project expenditure and is capitalized as intangible exploration and evaluation cost. Such exploration and evaluation expenditure include directly attributable internal costs incurred in Ethiopia and services rendered by external consultants to ensure technical feasibility and commercial viability of the TKGM project. The value included as Project Exploration and Evaluation costs in the Statement of Cash Flows is affected by the net movements between the intangible assets creditors at 31 December 2023 and the value of these at 31 December 2024, hence it does not match with the Additions to Intangible Assets.

The Company TKGM mining licence is in good standing to 2035 subject to normal compliance of Ethiopian mining regulations. At the moment final approvals are subject to the conditions precedent in the hands of Government in respect of administrative matters and security.

13. Investments

13.1 Investment in subsidiaries

The Company	**Year Ended 31.12.24 £'000**	Year Ended 31.12.23 £'000
Cost		
At 1 January	**16,253**	15,557
Additions	**640**	696
Intercompany loans converted to equity	**14,509**	-
At 31 December	**31,402**	16,253

The Company carrying value of KEFI Minerals Ethiopia which holds the investment in the Tulu Kapi Gold project currently under development is £31,402,000 as at the 31 December 2024.

13.1 Investment in subsidiaries

Reclassification of Shareholder Loans to Equity

During the financial year ended 31 December 2024, the Company converted shareholder loans to investment in subsidiaries. The loan, amounting to £14,509,000, had no fixed repayment terms and was subordinate to all other debt obligations. This reclassification has resulted in:

- An increase in investment of £14,509,000.
- A corresponding decrease in shareholder loans of £14,509,000.
- No impact on the statement of profit or loss for the year.

During the year, an indicators of impairment review was conducted by the management under IAS 36, and no indicators were identified.

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Subsidiary companies	Date of acquisition/ incorporation	Country of incorporation	Effective proportion of shares held
Mediterranean Minerals (Bulgaria) EOOD	08/11/2006	Bulgaria	100%-Direct
KEFI Minerals (Ethiopia) Limited	30/12/2013	United Kingdom	100%-Direct
KEFI Minerals Marketing and Sales Cyprus Limited	30/12/2014	Cyprus	100%-Direct
Tulu Kapi Gold Mine Share Company	31/04/2017	Ethiopia	95%-Indirect

Subsidiary companies	The following companies have the address of:
Mediterranean Minerals (Bulgaria) EOOD	10 Tsar Osvoboditel Blvd., 3rd floor, Sredets Region, 1000 Sofia, the Republic of Bulgaria.

KEFI Minerals (Ethiopia) Limited	27/28 Eastcastle Street, London, United Kingdom W1W 8DH.
KEFI Minerals Marketing and Sales Cyprus Limited	2 Kadmou, Wisdom Tower, 1st Floor, 1105 Nicosia, Cyprus.
Tulu Kapi Gold Mine Share Company	1st Floor, DAMINAROF Building, Bole Sub-City, Kebele 12/13, H.No, New.

The Company owns 100% of Kefi Minerals (Ethiopia) Limited ("KME")

On 8 November 2006, the Company entered into an agreement to acquire from Atalaya Mining PLC (previously EMED) the whole of the issued share capital of Mediterranean Minerals (Bulgaria) EOOD, a company incorporated in Bulgaria, in consideration for the issue of 29,999,998 ordinary shares in the Company. Mediterranean Minerals (Bulgaria) EOOD owned 100% of the share capital of Doğu Akdeniz Mineralleri ("Dogu"), a private limited liability Company incorporated in Turkey, engaging in activities for exploration and developing of natural resources. Dogu was liquidated in 2020.

KME owns 95% of Tulu Kapi Gold Mine Share Company ("TKGM"), a company incorporated in Ethiopia which operates the Tulu Kapi project. The Tulu Kapi Gold Project mining license has been transferred to TKGM. The Government of Ethiopia is entitled to a 5% free-carried interest ("FCI") in TKGM. This entitlement is enshrined in the Ethiopian Mining Law and the Ethiopian Mining Agreement between the Ethiopian Government and KME, as well as the constitution of the project company and is granted at no cost. The 5% FCI refers to the equity interest granted by the company holding the mining license. The Ethiopian Government has also undertaken to invest a further USD$20,000,000 (Ethiopian Birr Equivalent) in associated project infrastructure in return for the issue of additional equity on normal commercial terms ranking pari passu with the shareholding of KME. Such additional equity is not entitled to a free carry. Upon completion of each element of the infrastructure and approval by the Company, related additional equity will be issued. At the date of this report no equity was issued.

The Company owns 100% of KEFI Minerals Marketing and Sales Cyprus ("KMMSC"), a Company incorporated in Cyprus. The KMMSC was dormant for the year ended 31 December 2024 and 2023. KEFI Minerals Marketing and Sales Cyprus holds the right to market gold produced from the Tulu Kapi Gold Project. It holds no other assets. It is planned that KMMSC will act as agent and off-taker for the onward sale of gold and other products in international markets.

13.2 Investment in jointly controlled entity

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
The Group		
At 1 January	**-**	-
(Decrease)/Increase in investment	**(3,380)**	3,354
Gain on Dilution	**6,813**	1,156
Exchange Difference	**-**	-
Share of loss for the year	**(3,650)**	(4,963)
Reversal of impairment	**217**	453
On 31 December	**-**	-

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
The Company		
At 1 January	**-**	-
(Decrease)/Increase in investment	**(3,380)**	3,354
Gain on Dilution	**6,813**	1,156
Exchange Difference	**-**	-
Impairment Charge for the year	**(3,433)**	(4,510)
On 31 December	**-**	-

Jointly controlled entity	Date of acquisition/ incorporation	Country of incorporation	Effective proportion of shares held
Gold and Minerals Co. Limited (GMCO)	04/08/2010	Saudi Arabia	15%-Direct

The Company owns 15% of GMCO as of 31 December 2024. More information is given in note 19.1. During the year the Company diluted its holding in GMCO from 26.8% to 15% and this resulted in a gain of £6,813,000.

14. Trade and other receivables

14.1 Current Trade and other receivables

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
The Group		
Prepayments & other receivables	**126**	124
VAT receivable	**272**	404
	398	528

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
Prepayments	**107**	72
	107	72

14.2 Receivables from subsidiaries

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
The Company		
Receivable to KEFI Minerals (Ethiopia) Limited (Note 21.2) [2]	**5,023**	5,107
Receivable to Tulu Kapi Gold Mine Share Company (Note 21.2) [1]	**9,486**	6,879
Total Advances to Ethiopian Subsidiaries	**14,509**	11,986
Expected credit loss	**(486)**	(486)
Receivable Classified as Equity during the year	**(14,509)**	-
Net Receivable Balance	**(486)**	11,500
Expected credit loss reversal	**486**	-
Total Receivables from Subsidiaries	**-**	11,500

The Company had loans outstanding from its Ethiopian subsidiaries, the ultimate realisation of which depends on the successful exploration and realisation of the Group's intangible exploration assets. operating liquidity needs.

During the financial year ended 31 December 2024, the Ethiopian subsidiaries had shareholder loans amounting to £14,509,000 (2023: £11,986,000). These shareholder loans were recorded as Investments in subsidiaries on 1 July 2024 as the Company converted these loans to equity in the subsidiaries.

[1]The Company advanced £2,745,000 (2023: £2,693,000) to the subsidiary Tulu Kapi gold Mine Share Company during 2024. The Company had a foreign exchange translation loss of £139,000 (2023: Gain £805,000). During the year, £9,485,000 of the Tulu Kapi gold Mine Share Company loan was recorded as Investment in subsidiaries.

[2]Kefi Minerals (Ethiopia) Limited: during 2024, the Company advanced £5,100 (2023: £Nil) to the subsidiary. The Company had a foreign exchange translation loss of £90,000 (2023: Gain £317,000) the current year gain was because of devaluation of the Ethiopian Birr. Within the reporting period, £5,023,000 of the loan was recorded as Investment in subsidiaries.

Due to Management's reclassification of intercompany loans as equity, the expected credit loss provision of £486,000 was no longer required and has been reversed.

The TKGM and KME loans are denominated in Ethiopian Birr. The Company bears the foreign exchange risk on these loans, and any movements in the Ethiopian Birr are recorded in the Company's income statement.

15. Cash and cash equivalents

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000

The Group		
Cash at bank and in hand unrestricted	**185**	192
	185	192
The Company		
Cash at bank and in hand unrestricted	**120**	114
Cash at bank restricted	**-**	-
	120	114

16. Share capital

Issued Capital

The articles of association of the Company were amended in 2010 and the liability of the members of the Company is limited.

Issued and fully paid

	Number of shares '000	Share Capital	Deferred Shares	Share premium	Total
At 1 January 2023	**3,939,123**	**3,939**	**23,328**	**43,187**	**70,454**
Share Equity Placement 5 June 2023	785,714	786	-	4,714	5,500
Conditional Share Equity Placement 30 June 2023	98,325	98	-	590	688
Conditional Share Equity Placement 30 June 2023	34,820	35	-	209	244
Conditional Share Equity Placement 3 July 2023	107,143	107	-	643	750
Share issue costs	-	-	-	(311)	(311)
Broker warrants: issue costs				(110)	(110)
At 31 December 2023	**4,965,125**	**4,965**	**23,328**	**48,922**	**77,215**

	Number of shares '000	Share Capital	Deferred Shares	Share premium	Total
At 1 January 2024	**4,965,125**	**4,965**	**23,328**	**48,922**	**77,215**
Share Equity Placement 8 March 2024	832,653	833	-	4,163	4,996
Share Equity Placement 26 March 2024	83,333	83	-	417	500
Share Equity Placement 28 May 2022	177,982	178	-	1,180	1,358
Share Equity Placement 3 Dec 2024	988,496	988	-	4,448	5,436
Share issue costs	-	-	-	(570)	(570)
Broker warrants: issue costs	-	-	-	(104)	(104)
At 31 December 2024	**7,047,589**	**7,047**	**23,328**	**58,456**	**88,831**

	Number of Deferred Shares'000		£'000	£'000
Deferred Shares 1.6p	2024	2023	2024	2023
At 1 January	680,768	680,768	10,892	10,892
Subdivision of ordinary shares to deferred shares	-	-	-	-
At 31 December	680,768	680,768	10,892	10,892

Deferred Shares 0.9p	2024	2023	2024	2023
At 1 January	1,381,947	1,381,94 7	12,436	12,436
Subdivision of ordinary shares to deferred shares	-	-	-	-

At 31 December	1,381,947	1,381,947	12,436	12,436

The deferred shares have no voting rights.

2023

On the 5 June 2023 the Company admitted 785,714,285 new ordinary shares of the Company at a placing price of 0.7 pence per Ordinary Share.

At the AGM on the 30 June 2023, shareholders approved of the issue 133,145,208 new ordinary shares of 0.1p each at a price of 0.7p per share. 34,820,080 of these shares were placed with retail investors and the balance were issued to new and/or existing investors.

Furthermore, following the AGM approval, the company also issued 107,142,857 new ordinary shares on July 3, 2023. These shares of 0.1p each, were placed at a price of 0.7p per share.

2024

During March 2024 the Company raised £5.5 million through the issue of 915,986,055 new ordinary shares of the Company at a placing price of 0.6 pence per Ordinary Share. These new Ordinary Shares were admitted in two tranches, 832,652,722 on 08 March 2024 and 83,333,333 on 26 March 2024, following shareholder approval of the conditional placement at a General Meeting of the Company.

On the 28 May 2024 the Company admitted 177,981,851 new ordinary shares of the Company at a placing price of 0.76 pence per Ordinary Share. These shares, with a total value of £1.35 million, were allocated to key advisers as compensation for their services.

The Company raised £5.5 million through the issue of 988,495,667 new Ordinary Shares at a placing price of 0.55 pence per Ordinary Share.

Of the total value of £12.3 million raised during the year on issue of new ordinary shares of the Company, £7.3 million (2023:4.3 million) was non-cash due to being allocated for the settlement of liabilities (see Note 17.3).

Restructuring of share capital into deferred shares

On the 28 June 2019 at the AGM, shareholders approved that each of the currently issued ordinary shares of 1.7p (“Old Ordinary Shares”) in the capital of the Company be sub-divided into one new ordinary share of 0.1p (“Existing Ordinary Shares”) and one deferred share of 1.6p (“Deferred Shares”). With effect from 8 July 2019 at 8.00am, each ordinary share in the Company has a nominal value of 0.1p per share.

The Deferred Shares have no value or voting rights and were not admitted to trading on the AIM market of the London Stock Exchange plc. No share certificates were issued in respect of the Deferred Shares.

17. Share Based payments

17.1 Warrants

2023

During July 2023, the Company issued 39,285,714 broker warrants to subscribe for new ordinary shares of 0.1p each at 0.7p per share to Tavira Securities Limited pursuant to the Placing Agreement. The warrants expire within three years of the date of Second Admission.

2024

During the financial year, the Company experienced a significant reduction in the number of outstanding shareholder warrants. This reduction occurred due to the expiration of 893,096,865 shareholder warrants that were previously issued in two tranches:

- 393,096,865 short-term shareholder warrants issued in accordance with the January 2022 share placement, exercisable at 1.6p per share
- 500,000,000 shareholder warrants authorized in April and May 2022, exercisable at 1.6p per share

In accordance with the terms of issuance, these warrants were subject to the following conditions:

- Exercise period of two years from the date of Admission
- Exercise contingent upon a "Warrant Trigger Event" (share price reaching or exceeding 2.4p for five consecutive days)
- Mandatory exercise within 30 days if the Trigger Event occurred
- Automatic expiration at the end of the two-year period if not exercised

As the Warrant Trigger Event did not occur during the specified period, and the two-year term has now elapsed, these warrants have expired in accordance with their terms and conditions. This expiration accounts for the material reduction in the number of outstanding warrants reported in the current financial statements compared to the previous reporting period.

During March 2024, the Company issued 37,500,000 broker warrants to Tavira Securities Limited pursuant to the Placing Agreement. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.6p per share. The warrants have a three-year term from the date of Second Admission. The fair value of these warrants was determined using the Black-Scholes valuation model and allocated against the share premium account in accordance with IFRS requirements.

In March 2024, the Company issued 12,400,000 Adviser Warrants to an Advisor as compensation for services provided over the previous 12 months. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.6p per share. The warrants have a three-year term from the date of Second Admission. The fair value of these warrants was recognized as an expense in the income statement in accordance with IFRS 2 'Share-based Payment'

Details of warrants outstanding as at 31 December 2024:

Grant date	Expiry date	Exercise price	Expected Life Years	Number of warrants 000's
18 May 2022	17 May 2025	0.80p	3 years	75,000
03 Jul 2023	02 Jul 2026	0.70p	3 years	39,286
26 Mar 2024	26 Mar 2027	0.60p	3 years	49,900
				164,186

	Weighted average ex. Price	Number of warrants 000's
Outstanding warrants at 1 January 2024	1.51p	**1,007,383**
- granted	0.60p	49,900
- cancelled/expired/forfeited	1.60p	(893,097)
- exercised		
Outstanding warrants at 31 December 2024	0.72p	**164,186**

The estimated fair values of the warrants were calculated using the Black Scholes option pricing model and Trinomial Model when deemed more appropriate.

The inputs into the model and the results for warrants and options granted during the year are as follows:

	Warrants					Options	
	18-May-22	18-May-22	03-Jul-23	27-Mar-24		17-Mar-21	12-Sep-23
Closing share price at issue date	0.71p	0.71p	0.58p	0.56p		2.05p	0.58p
Exercise price	1.60p	0.80p	0.70p	0.60p		2.55p	0.60p
Expected volatility	81.079%	99.72%	76.76%	75.41%		89%	86.34%
Expected life	2yrs	3yrs	3yrs	3yrs		4yrs	7yrs
Risk free rate	1.459%	1.475%	5.11%	3.91%		0.028%	4.41%
Expected dividend yield	Nil	Nil	Nil	Nil		Nil	Nil
Estimated fair value	0.16p	0.42p	0.28p	0.28p		1.21p	0.45p

Expected volatility was estimated based on the historical underlying volatility in the price of the Company's shares.

Share options reserve table	**Year Ended 31.12.24 £'000**	Year Ended 31.12.23 £'000
Opening amount	**3,675**	3,747

Broker Warrants issued costs	**104**	110
Adviser warrants issue costs	**35**	-
Share options charges relating to employees (Note 6)	**-**	42
Share options issued to directors and key management (Note 6)	**-**	81
Share options issued to advisor (Note 6)	**-**	36
Forfeited options	**-**	-
Exercised warrants	**-**	-
Expired warrants	**(1,663)**	(178)
Expired options	**(203)**	(163)
Closing amount	**1,948**	3,675

17.2 Share options reserve

Details of share options outstanding as at 31 December 2024:

Grant date	Expiry date	Exercise price	Number of shares 000's
17-Mar-21	16-May-25	2.55p	92,249
12-Sep-23	11-Sep-30	0.60p	8,000
			100,249

	Weighted average ex. Price	Number of shares000's
Outstanding options at 1 January 2023	2.58p	109,849
- granted	-	-
- forfeited	-	-
- cancelled/ expired	4.5p	(9,600)
Outstanding options at 31 December 2024	2.39p	**100,249**

The Company has issued share options to directors, employees and advisers to the Group.

On 17 March 2021, 85,813,848 options were issued to persons who discharge director and managerial responsibilities ("PDMRs") and a further 18,225,153 options have been granted to other non-board members of the senior management team. The options have an exercise price of 2.55p, expire after4 years, and vest in three equal instalments, the first after one year, the second after two years and the third after three years from the date of grant. Although the directors approved and announced the issue of 119,747,339 options on the 17 March 2021 to certain directors and senior managers only 104,039,001 options were eventually issued.

The option agreements contain provisions adjusting the exercise price in certain circumstances including the allotment of fully paid Ordinary shares by way of a capitalisation of the Company's reserves, a subdivision or consolidation of the Ordinary shares, a reduction of share capital and offers or invitations (whether by way of rights issue or otherwise) to the holders of Ordinary shares. The estimated fair values of the options were calculated using the Black Scholes option pricing model. Expected volatility was estimated based on the historical underlying volatility in the price of the Company's shares.

For 2024, the impact of share option-based payments is a net charge to income of £35,000- (2023: £159,000). At 31 December 2024, the equity reserve recognized for share option-based payments, including warrants, amounted to £1,948,000 (2023: £3,675,000).

17.3 Share Payments for services rendered and obligations settled.

2023 Year

The Company has settled certain remuneration, bonus, and fee obligations through the issuance of Ordinary shares during the year. As of June 30, 2023 after shareholder approval, the Company allotted 107,142,857 new ordinary shares of 0.1 pence each in the capital of the Company at a Placing Price of 0.7 pence per Ordinary Share amounting to £750,000. Additionally, 98,325,128 Ordinary shares were issued to settle amounts owed in fees amounting to £688,000. In total during the year, the Company settled share-based payment obligations totalling £1,438,000 through the issuance of 205,467,986 Ordinary shares.

In May 2023, certain lenders entered into agreements to irrevocably discharge and fully satisfy the outstanding amounts owed by the company through set-off arrangements. These lenders participated in the share placement by subscribing to the company's shares. As a result, the company issued 367,239,714 Ordinary shares to settle advances amounting to £2,570,000.

2024 Year

During the year the company granted the issuance of 1,192,937,000 new Ordinary shares which were distributed across the following placements:

March 2024 Share Placement of 461,125,000

After the General Meeting held in March 2024, the Company authorized the issuance of 461,125,000 new Ordinary shares at a placing price of 0.06 pence to fulfil financial obligations totalling £2.8 million

May 2024 Share Placement of 177,981,851

The Company has issued 177,981,851 new ordinary shares of 0.1 pence each at a price of 0.763 pence per Ordinary Share, equivalent to the mid-market closing price on 20 May 2024. These shares, with a total value of £1.35 million, were allocated to key advisers as compensation for their services in support of strategic initiatives that require attention following the commencement of the Early Works Programme at our Tulu Kapi Gold Project in Ethiopia.

December 2024 Share Placement of 553,830,182

During December, the Company resolved its liabilities and other obligations amounting to £3.05million by issuing 553.830,182 new Ordinary Shares at a placing price of 0.55 pence per Ordinary Share.

The total shares set off during 2023 and 2024 for services and obligations was as follows:

	2024		2023	
Name	**Number of Remuneration and Settlement Shares**	**Amount**	Number of Remuneration and Settlement Shares	Amount
	'000	**£'000**	'000	£'000
For services rendered and obligations settled				
H Anagnostaras-Adams	**33,333**	**200**	26,428	185
J Leach	**16,667**	**100**	14,286	100
Other employees and PDMRs	**-**	**-**	137,044	959
Amount to settle other Bonus Obligations	**16,667**	**100**	27,710	194
Amount to settle other Obligations	**259,259**	**1,801**	44,430	313
Total share-based payments	**325,926**	**2,201**	249,898	1,751
Amount to settle loans				
Unsecured working capital bridging finance	**867,011**	**4,970**	367,340	2,570
	1,192,937	**7,171**	617,238	4,321

The parties above agreed that the amounts subscribed in the share placements during the year be set-off against the amount due by the Company at the date of the share placement.

18. Non-Controlling Interest ("NCI")

	Year Ended
	£'000
As at 1 January 2023	1,562
Acquisitions of NCI	-
Impact of 5% free carry on additions to assets during the year	147
Result for the year	-
As at 1 January 2024	**1,709**
Acquisitions of NCI	**-**

Impact of 5% free carry on additions to assets during the year	**196**
As at 31 December 2024	**1,905**

During 2018, the Government of Ethiopia received its 5% free carried interest acquired in the Tulu Kapi Gold Project. The group recognized an increase in non-controlling interest in the current year of £196,000 and a decrease in equity attributable to owners of the parent of £196,000.

The NCI of £1,905,000 (2023: £1,709,000) represents the 5% share of the Group's assets of the TKGM project which are attributable to the Government of Ethiopia

The Mining Proclamation entitles the Government of Ethiopia (GOE) to 5% free carried interest in TKGM. The 5% NCI reflects the government interest in the TKGM gold project. The GOE is not required to pay for the 5% free carry interest. The GOE can acquire additional interest in the share capital of the project at market price. The GOE has committed US $20,000,000 to install the off-site infrastructure in exchange for earning equity in Tulu Kapi Gold Mine Share Company. The shareholder agreement signed with the GOE in April 2017 states that once the infrastructure elements are properly constructed and approved by Company the relevant shares will be issued to Ministry of Finance and Economic Cooperation (MOFEC)

The financial information for Tulu Kapi Gold Mine Project as at 31 December 2024:

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
Amounts attributable to all shareholders		
Non-current assets	**38,514**	**34,461**
Current assets	**280**	**446**
Cash and Cash equivalents	**65**	**78**
	38,859	**34,985**
Equity	**38,105**	**34,176**
Current liabilities	**754**	**809**
	38,859	**34,985**
Result for the year	-	-

19. Jointly controlled entities

19.1 Joint controlled entity with Artar

Company name	**Date of incorporation**	**Country of incorporation**	**Effective proportion of shares held at 31 December**
Gold & Minerals Co. Limited	3 August 2010	Saudi Arabia	15%

Gold & Minerals Co. Limited has the following registered address: Olaya District. 659, King Fahad Road, Riyadh, Kingdom of Saudi Arabia.

The summarised financial information below represents amounts shown in Gold & Minerals Co Limited financial statements prepared in accordance with IFRS and assuming they followed the group policy of expensing exploration costs.

Amounts relating to the Jointly Controlled Entity	**SAR'000 Year Ended 31.12.24 100%**	SAR'000 Year Ended 31.12.23 100%	**£'000 Year Ended 31.12.24 100%**	£'000 Year Ended 31.12.23 100%
Non-current assets	**5,828**	5,175	**1,238**	1,084
Cash and Cash Equivalents	**7,170**	4,508	**1,523**	944
Current assets	**2,000**	3,167	**425**	663
Total Assets	**14,998**	12,850	**3,186**	2,691
Current liabilities	**(9,831)**	(7,043)	**(2,088)**	(1,475)
Total Liabilities	**(9,831)**	(7,043)	**(2,088)**	(1,475)
Net Assets	**5,167**	5,807	**1,098**	1,216
Share capital	**194,016**	165,220	**41,214**	34,597
Capital contributions partners	**129,678**	80,467	**27,547**	16,850
Accumulated losses	**(318,527)**	(239,880)	**(67,663)**	(50,231)
	5,167	5,807	**1,098**	1,216
<u>Exchange rates SAR to GBP</u>				
Closing rate			0.2124	0.2094
Income statement	**SAR'000**	SAR'000	**£'000**	£'000
Loss from continuing operations	**(78,647)**	(83,534)	**(16,707)**	(15,709)
Other comprehensive expense	**-**	-	**-**	-
Translation FX Gain from SAR/GBP	**-**	-	**-**	-
Total comprehensive expense	**(78,647)**	(83,534)	**(16,707)**	(15,709)
Included in the amount above				
Group				
Group Share 15.34% (2023: 26.80%) of loss from continuing operations			**(3,650)**	(4,963)
Joint venture investment			**£'000**	£'000
Opening Balance			**-**	-
Loss for the year			**(3,650)**	(4,963)
FX Gain/(Loss)				-
Additional Investment			**(3,380)**	3,354
Gain on Dilution			**6,813**	1,156
Reversal of impairment			**217**	453
Closing Balance			-	-

In May 2009, KEFI announced the formation of a new minerals' exploration jointly controlled entity, Gold & Minerals Co. Limited ("GMCO"), a limited liability company in Saudi Arabia, with leading Saudi construction and investment group Abdul Rahman Saad Al-Rashid & Sons Company Limited ("ARTAR"). KEFI is the operating partner with a current 15% shareholding in GMCO with ARTAR holding the other 85%.

KEFI provides GMCO with technical advice and assistance, including personnel to manage and supervise all exploration and technical studies. ARTAR provides administrative advice and assistance to ensure that GMCO remains in compliance with all governmental and other procedures. GMCO has five Directors, of whom one is nominated by KEFI. GMCO is treated as a jointly controlled entity and has been equity accounted. KEFI has reconciled its share in GMCO's losses.

During the current year, all relevant activities of GMCO required the unanimous consent of its five directors. Under terms of the original GMCO shareholders agreement, if a shareholder's ownership stake falls below 25%, the remaining shareholder has the right, but not the obligation, to acquire the interest at fair value. "Fair value" is determined as an estimate of the price the transferring party would have received if it had sold all its shares in GMCO in an arm's length exchange, driven by typical business considerations.

Amendments to the shareholders' agreement provide flexibility in the event a shareholder stake falls below the 25% threshold. These amendments included adjustments to the composition of GMCO's board based on shareholding percentages and amendment to the process for nominating and appointing the Managing Director/Chief Executive Officer. In addition, indemnification and reimbursement clauses were added for parties undertaking sole risk projects, with guidelines for compensating GMCO for costs incurred in such endeavours, as well as a framework for continuing projects independently.

GMCO's audited financial statements treat exploration costs as assets and capitalise them. In contrast, the Company's policy is to record these costs as expenses until the project moves into the DFS stage (see Note 2). Because of this difference, when the Company's ownership in GMCO is reduced, it recovers a portion of those previously expensed exploration costs. A loss of £3,650,000 was recognized by the Group for the year ended 31 December 2024 (2023: ££4,963,000) representing the Group's share of losses in the year.

As at 31 December 2024 KEFI owed ARTAR an amount of £347,000 (2023: £3,728,000) – Note 20.1.

Management conducted a review in accordance with International Financial Reporting Standards to determine whether it still retained significant influence over GMCO and concluded that this remained the case. GMCO is still a jointly controlled entity of KEFI, supported by factors including KEFI's continued significant shareholding, representation on the Board of Directors, active involvement in policy-making processes, and other relevant considerations.

As part of its ongoing strategic review, the Group is evaluating its investment in GMCO and has initiated discussions with potential parties to replace its position in GMCO. This process is being conducted in collaboration with major partner ARTAR to ensure the continued development of profitable mining projects in the Kingdom of Saudi Arabia.

19.2 Gain on Dilution of Joint Venture

During 2024 the Company diluted its interest in the Saudi joint-venture company GMCO from 26.8% to 15.3% by not contributing its pro rata share of expenses to GMCO. GMCO is still treated as a jointly controlled entity and has been equity accounted. This resulted in a gain of £6,813,818 (2023: £1,155,915) in the Company accounts

On 6 October 2024, an extraordinary general meeting of GMCO shareholders approved a resolution to increase the company's capital and reduce KEFI Gold and Copper Plc's ownership in GMCO from 25% to 15%. While the formal registration of the revised shareholding with the Saudi Ministry of Commerce was completed on 20 February 2025, KEFI considers the economic substance of the shareholding reduction effective from October 2024, based on the shareholders' agreement and market disclosure.

20. Trade and other payables

20.1 Trade and other payables

The Group	**Year Ended 31.12.24 £'000**	Year Ended 31.12.23 £'000
Accruals and other payables	**3,809**	2,877
Other loans	**-**	100
Payable to jointly controlled entity partner (Note 19.1)	**347**	3,728
Payable to Key Management and Shareholder (Note 21.3)	**1,559**	602
	5,715	7,307

Other loans are unsecured, interest free and repayable on demand.

20.1 Trade and other payables

The Company	**Year Ended 31.12.24 £'000**	Year Ended 31.12.23 £'000
Accruals and other payables	**3,268**	2,173
Payable to jointly controlled entity partner (Note 19.1)	**347**	3,728
Payable to Key Management and Shareholder (Note 21.4)	**1,559**	602
	5,174	6,503

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

21. Related party transactions

The following transactions were carried out with related parties:

21.1 Compensation of key management personnel

The total remuneration of key management personnel was as follows:

	Year Ended 31.12.24 £'000	Year Ended 31.12.23 £'000
Short term employee benefits:		
[1]Directors' consultancy fees	**546**	532
Directors' other consultancy benefits	**265**	36
[2]Key management fees	**713**	579
Key management other benefits	**-**	-
	1,524	1,147
Share based payments:		
Directors' bonus	**353**	-
Share option-based benefits to directors (Note 17)	**-**	69
Share option-based benefits other key management personnel (Note 17)	**-**	12
Key management bonus	**50**	-
	403	81
	1,927	1,228

[1]Directors' fees paid to the Executive Director Chairman and Finance Director are paid to consultancy companies of which they are beneficiaries. Further details on Directors' consultancy and other benefits are available on page 62.

In addition to the directors [2]Key Management comprises Chief Operating Officer and the Managing Director Ethiopia.

Share-based benefits

The Company issued 85,813,848 share options to directors and key management during March 2021. These Options have an exercise price of 2.55p per Ordinary Share and expire after 4 years and, in normal circumstances, vest in three equal instalments, the first after one year, the second after two years and the third after three years from the date of grant.

Previously all options, except those noted in Note 17, expire six years after grant date and vest in two equal annual instalments, the first upon the achievement of practical completion of the planned processing plant at the Tulu Kapi Gold Project and the second upon the achievement of nameplate capacity for a twelve-month period.

The Company

Name	Nature of transactions	Relationship	**2024 £'000**	2023 £'000
KEFI Minerals Marketing and Sales Cyprus Limited	Finance	Subsidiary	**-**	-
Tulu Kapi Gold Mine Share Company[1]	Receivable Equity	Subsidiary	**-**	5,107
Kefi Minerals (Ethiopia) Limited[2]	Receivable Equity	Subsidiary	**-**	6,879
Expected credit loss			**-**	(486)
			-	11,500

[1]&[2]The TKGM and KME loans are denominated Birr. The Company bears the foreign exchange risk on these loans and any movements in the Ethiopian Birr are recorded in the income statement of the Company.

During the year ended 31 December 2024, the Company recorded certain receivables as Investments in subsidiaries. Further details on the movement of these loans are available in Note 14.

As a result of this reclassification, management has determined that expected credit losses on these borrowings as at 31 December 2024 would be nil (2023: £486,000). This is because expected credit losses are not required for assets classified as equity in the Company's financial statements.

The reversal of the previously recognized expected credit loss provision of £486,000 has been recognized in the statement of profit or loss for the year ended 31 December 2024.

21.3 Payable to related parties

The Group	**2024**	2023

Name	Nature of transactions	Relationship	**£'000**	£'000
Directors & PDMR	Fees for services	Key Management and Shareholder	**1,559**	602
			1,559	602

21.4 Payable to related parties

The Company

Name	Nature of transactions	Relationship	**2024 £'000**	2023 £'000
Directors & PDMR	Fees for services	Key Management and Shareholder	**1,559**	602
			1,559	602

22. Loans and Borrowings

22.1.1 Short-Term Working Capital Bridging Finance

	Currency	Interest	Maturity	Repayment
Unsecured working capital bridging finance	GBP	See table	On Demand	See table below
Bank Loan	ETB	20%	One Year	18 April 2025

2024

Unsecured working capital bridging finance	Balance 1 Jan 2024 £'000	Drawdown Amount £'000	Transaction Costs £'000	Interest £'000	Repayment Shares £'000	Repayment Cash £'000	Year Ended 31 Dec 2024 £'000
Repayable in cash in less than a year	**2,113**	**4,300**	**-**	**2,411**	**(4,971)**	**(3,328)**	**525**
	2,113	**4,300**	**-**	**2,411**	**(4,971)**	**(3,328)**	**525**

Bank loan	Balance 1 Jan 2024 £'000	Drawdown Amount £'000	FX Gain £'000	Interest £'000	Repayment Cash £'000	Year Ended 31 Dec 2024 £'000
Repayable in cash in less than a year	**-**	**424**	**(251)**	**41**	**-**	**214**

2023

Unsecured working capital bridging finance	Balance 1 Jan 2023 £'000	Drawdown Amount £'000	Transaction Costs £'000	Interest £'000	Repayment Shares/Netting £'000	Repayment Cash £'000	Year Ended 31 Dec 2023 £'000
Repayable in cash in less than a year	1,180	2,640	-	1,030	(2,570)	(167)	2,113
	1,180	2,640	-	1,030	(2,570)	(167)	2,113

The short-term working capital finance is unsecured and ranks below other loans. Although there was no binding agreement to convert the loans into shares, the lenders agreed to convert and set off some of the debt into shares.

Non-cash settlement of short-term working capital finance during the year was £4,971,000 (2023: £2,570,000).

22.1.2 Reconciliation of liabilities arising from financing activities

2024 Reconciliation		**Cash Flows**					
	Balance 1 Jan 2024	**Inflow**	**(Outflow)**	**FX Gain**	**Finance Costs**	**Shares**	**Balance 31 Dec 2024**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Unsecured working capital bridging finance							
Short term loans	**2,113**	**4,724**	**(3,328)**	**(251)**	**2,452**	**(4,971)**	**739**
	2,113	**4,724**	**(3,328)**	**(251)**	**2,452**	**(4,971)**	**739**

2023 Reconciliation							
	Balance 1 Jan 2023	**Inflow**	**(Outflow)**	**Fair Value Movement**	**Finance Costs**	**Shares/Netting**	**Balance 31 Dec 2023**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Unsecured working capital bridging finance							
Short term loans	1,180	2,640	(167)	-	1,030	(2,570)	2,113
	1,180	2,640	(167)	-	1,030	(2,570)	2,113

23. Contingent liabilities

Directors and Key Management Personnel are eligible for a performance-based short-term incentive plan (STI), which is contingent upon securing credit approvals from lenders. A detailed explanation is given under remuneration report.

24. Legal Allegations

The Company is currently involved in a legal case in the United Kingdom brought by Demissie Asafa Demissie (the "Claimant") for an amount of GBP 5.1 million, relating to alleged financial advisory services. The Company considers the claim to be spurious and without merit. Furthermore, the amount claimed is contingent upon the successful closing of the Tulu Kapi Project finance, which has not yet occurred.

The Company has vigorously defended its position and filed a counterclaim against the Claimant. Legal counsel has been engaged to represent the Company's interests. The English High Court of Justice, King's Bench, has handed down a judgment on 10 January 2025, dismissing all claims against the Company and awarding in favor of the Company on its counterclaims.

As of the date of approval of these financial statements, the Claimant has sought to appeal the decision, and the Company is awaiting confirmation from the UK courts on whether the appeal will be permitted. Given the current status of the legal proceedings and based on legal counsel's advice, the Company does not consider a provision necessary at this stage. However, the matter continues to be monitored closely, and any developments will be reflected in the financial statements as appropriate.

25. Capital commitments

The Group has the following capital or other commitments as at 31 December 2024 £140,000 (2023: £776,000),

	31 Dec 2024	31 Dec 2023
	£'000	£'000

Contracted for: Tulu Kapi Project costs	**140**	776

26. Events after the reporting date

Legal Matter

Please see Note 24 for an update on the legal case brought by Demissie Asafa Demissie.

Share Placement January 2025

During January 2025, the Company concluded a placement, issuing 933,169,817 new ordinary shares at a price of 0.55 pence per share, generating £5.1million in proceeds.

Name	**Number of Subscription Shares**	**Amount**
	'000	£'000
Cash Placement	658,528	3,622
Current liabilities		
For services rendered	144,789	796
Brokerage fees	34,398	189
Loans and borrowings		
Unsecured working capital bridging finance	95,455	525
	933,170	**5,132**

Share Placement May 2025

During May 2025, the Company concluded a placement, issuing 1,381,818,172 new ordinary shares at a price of 0.55 pence per share, generating £7.6 million in proceeds.

Name	**Number of Subscription Shares**	**Amount**
	'000	£'000
Cash Placement	1,090,909	7,000
Current liabilities		
For services rendered	290,909	600
	1,381,818	**7,600**