ROCKFIRE
RESOURCES PLC

Annual Report 2023

Company Registration No. 07791328

Contents

Throughout this Annual Report, "Rockfire", "Rockfire Resources" or "the Company" means Rockfire Resources plc and "the Group" means the Company and its subsidiaries.

Company Information

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Nicholas Walley

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Chairman's Statement

The last financial year has provided highs and lows for the Company, including a number of surprising turns of events. Management was disappointed not to have implemented its strategy to acquire a cash-generating business but was, at the same time, thankful to avoid any negative impacts which may have resulted from the completion of the transaction under sanction conditions.

Exploration Review

The Molaoi base metal and critical mineral project in Greece continued to provide a bright spot for the Company and remains the Company's principal focus. There was important diamond drilling completed during the reporting period, with much of the year's drilling objectives being:

- To confirm the depth to mineralisation throughout the mineralisation model;
- To confirm the positioning of mineralisation along the length of the mineralised zone;
- To drill between historical drill holes to confirm the continuity of mineralisation;
- To drill close to historical drill holes to confirm the grade and width of mineralisation; and
- To determine the geotechnical parameters of the ore zone with respect to ground integrity, fracture density, rock quality designator values, friability and structure orientation where possible.

These outcomes were successful, and management is pleased with the results and continues to be pleased with the on-going progress of the project.

Overall, the grades and widths intersected by Rockfire correlate very well with the results anticipated from historical drilling. The confirmation of the positioning, grades, depths, and widths provides encouragement for Rockfire's technical team to rely on the results of historical drilling. This means that most of the historical holes are likely to be included in any future resource estimates and mine planning.

A significant milestone was announced to the market on 20 April, when the Greek Government approved the environmental study permit for exploration to occur over the following five years for Molaoi. This decision by the Greek Government was received in swift time and is a clear affirmation of the resolve of the Greek Government to facilitate foreign investment in the mining sector.

The Company encountered record-breaking zinc grades at Molaoi, with an interval of 0.2m grading 50.8% Zn being returned from drill hole MO_GTK_003A at 142.7m depth. Overall, MO_GTK_003A has a continuous zinc lode interval of 11.3m @ 9.2% ZnEq. commencing from 141.7m depth (37.3g/t Ag, 1.2% Pb, 8.1% Zn). These intervals are robust and would be expected to be included in planned underground mine designs.

Throughout the year, drilling continued to prove the continuity of the zinc mineralisation, as well as the grade and the positioning of the lodes. Despite the trading of Rockfire shares being under suspension for much of this period, the Company continued to release drilling results from Molaoi.

Up until 23 August 2023, Rockfire's analysis for germanium failed to detect any elevated germanium. The Company believed this to be highly irregular, given that germanium was identified in historical drill core. The Company's technical team elected to reanalyse the core for germanium using a different analytical method. Instead of using a 4-acid digest, the laboratory was instructed to use lithium borate fusion. This technique successfully detected high-grade germanium associated with zinc.

Chairman's Statement (continued)

Germanium and gallium are both included on the US and EU lists of critical minerals, owing to geological scarcity. Gallium is included on the UK list of critical minerals. During the latter part of 2023, China announced restrictions on the export supplies of both gallium and germanium products, citing national security reasons. The Ge and Ga grades at Molaoi are expected to add significant further value as a bi-product to the project economics. Germanium traded above US$1.5m per tonne of metal product for most of the year.

Each hole drilled by Rockfire has intersected zinc, lead, silver and germanium mineralisation at the anticipated depth, the expected elevation, the calculated average grade, and the precise location modelled by the historical drilling. This is a good sign that the original drilling data can be relied upon and can be used in future feasibility studies and resource upgrades.

A farm-in and joint venture agreement was announced to the market on 20 January 2023. Rockfire had entered a new joint venture ("JV") at the Plateau gold deposit in Queensland, Australia. The binding heads of agreement is with Sunshine Gold Limited ("Sunshine"), a company which is listed on the Australian Stock Exchange (ASX:SHN).

The JV includes the Lighthouse tenement (EPM25617) and the adjoining Kookaburra tenement (EPM26705) and will result in Sunshine sole-funding exploration at Plateau for the next three years, with funding being engaged on direct exploration activity. Rockfire's intention is to focus its financial, logistical and human resources on the Molaoi zinc deposit in Greece.

Rockfire has the option to retain 25% ownership of the Plateau gold project by participating in 25% expenditure in on-going exploration, or the Company may elect to convert its right over a 25% share of the tenements to a 1.5% net smelter royalty. With this structure, any discovery success by Sunshine will directly benefit shareholders of Rockfire.

Several updates on exploration progress at Lighthouse were provided by Sunshine during the year. At the Plateau, Horse Creek and Cardigan Dam prospects, rock chip sampling returned high grade gold up to 8.35g/t Au and silver up to 116g/t Ag.

Field mapping and sampling at Cardigan Dam identified a gossanous breccia. The best rock chip assayed 13.20g/t Au. A new zone of mineralisation was identified and rock sampling returned 9.58g/t Au. Follow-up sampling at Cardigan Dam confirmed a second gossanous zone, where rock chip sampling resulted 59.5g/t Au.

Corporate

A number of important milestones were announced to the market on 15 September 2023. Foremost of these was the proposed acquisition of Emirates Gold DMCC and Emperesse Bullion LLC (the "Proposed RTO"). This Proposed RTO was part of the Directors' ambitious growth strategy to acquire cash-generating and profitable companies.

Due to the Proposed RTO constituting a reverse takeover under the AIM Rules for Companies, the Company's shares were suspended from trading on the AIM Market of the London Stock Exchange on 15 September 2023.

Simultaneous to the announcement of the Proposed RTO, the Company raised £3.5 million from two new institutional investors. The successful result of this subscription was announced to the market on 20th September 2023, with net proceeds to be used for the following purposes:

1) to satisfy the payment of US$2m for the initial consideration for the Proposed RTO;
2) to contribute towards costs associated with the Proposed RTO;
3) to continue drilling at the Company's Molaoi zinc, silver, lead and germanium project in Greece; and
4) to fund the working capital requirements within the Company.

Chairman’s Statement (continued)

Rockfire’s management team, financial advisers, consultants, lawyers and accountants were in the process of undertaking a thorough due diligence on the companies to be acquired, as well as preparation of the admission document required to lift the suspension on the Company’s shares. However, on 8 November 2023, the Foreign, Commonwealth & Development Office, a department of the Government of the United Kingdom, imposed a sanction on the vendor of Emirates Gold and Emperesse Bullion.

Rockfire was unable to complete the Proposed RTO without breaching the sanctions and therefore, on 13 November 2023, the Company announced the termination of the acquisitions of the two companies and the withdrawal from the share purchase agreement. Trading on AIM in the Company’s shares was restored on 13 November 2023.

I present to you, the Annual Report for Rockfire for the financial year ended 31 December 2023. The year ahead will focus on Molaoi, as well as the evaluation of new business to build the Company, in line with the Board’s growth ambitions.

Financial review

The income statement for the year shows a loss of £1,988,747 (2022: loss £614,329).

The Company was pleased to welcome a number of institutional and high net worth shareholders during the year and raised a total of £4.38m. This funding was used for the continuation of drilling at Molaoi, and to appraise and assess the possible acquisitions outlined above.

On 1 June 2023, the Company announced a subscription for 400,000,000 new ordinary shares to be issued to Paloma Precious DMCC. This subscription raised £880,000, before expenses, at a price of 0.22 pence per share.

On 20 September 2023, the Company announced that it had successfully raised £3.5m before expenses from two new institutional investors subscribing for 700,000,000 new ordinary shares at a price of 0.5 pence per share. This subscription was at a premium of approximately 36 per cent. to the closing mid-market price of an ordinary share on 14 September 2023 and represented approximately 27.5% of the Company’s issued share capital as enlarged by the subscription.

Material events since the end of 2023

On 1 February 2024 the Company confirmed the return of the US$2 million initial consideration which was paid by Rockfire as part of its terminated acquisition of Emirates Gold DMCC and Emperesse Bullion LLC.

Gordon Hart
Chairman

30 May 2024

Directors' Biographies

Gordon Hart, Chairman

Gordon has over 35 years of experience in the equity capital and financial advisory markets. He has spent the last 12 years as Managing Director of Venture Group Equities Pty. Ltd, where he advised on transactions involving over US$300 million of funding. He is a graduate of the Australian Institute of Company Directors and has a Graduate Diploma in Corporate Governance. Gordon brings a wealth of corporate knowledge, equities and finance expertise and emerging company experience to Rockfire.

David Price, Chief Executive Officer and Managing Director

David is an experienced geologist and senior executive with over 30 years of experience in the global mining industry and over 20 years' experience in securing funding for exploration projects. David is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) and is a Competent Person for Mineral Exploration under the guidelines of the JORC Code.

During his career, David has been involved with many resource projects. He was Country Manager for Danae Resources during the drill-out and Pre-Approval Study of the Sappes gold project in Greece. He was the Senior Consulting Geologist during the drill-out of Australia's second-largest lithium resource at Earl Grey in Australia.

David has previously held senior roles in both listed and private resource companies, including CEO of Golden Tiger Mining Limited, CEO of Convergent Minerals Limited and Managing Director of Millennium Mining Limited.

Ian Staunton, Non-executive Director

Ian has worked in the City of London for more than 40 years in a range of roles, including Audit Partner, Corporate Finance Partner and Equity Partner in various accounting firms. He is a retired Fellow of the Institute of Chartered Accountants in England and Wales and has a Diploma in Corporate Finance. Having worked as Equity Partner and Head of Capital Markets for Chantrey Vellacott DFK LLP and a Senior Equity Partner for Moore Stephens during the last 25 years, Ian provides Rockfire with a strong level of accounting and audit experience. Such high-level accounting, audit and compliance capability fulfils Rockfire's ambition to broaden its corporate skill base and to bring unparalleled experience and expertise from London onto the board. Ian is the Chairman of the Audit Committee.

Patrick Elliott, Non-executive Director

Pat is an experienced resources and industrial company director. In a career spanning over 45 years, he has held senior executive positions with Consolidated Gold Fields (Australia) Limited and Morgan Grenfell Australia Limited. Pat has an MBA in Mineral Economics from Macquarie University, a B Comm from the University of New South Wales and a BSc. from the University of Auckland. He has extensive management experience in various fields, including manufacturing, mineral exploration, and oil and gas exploration. Pat is currently Non-executive Chairman of Cap-XX Limited. He is also a Non-executive Director of Tamboran Resources Ltd. and Kirrama Resources Limited (an unlisted explorer and developer of chromite and manganese projects in Madagascar).

Nicholas Walley, Non-executive Director

Nicholas has a business background spanning multiple industries, including agriculture, property, construction, plant hire, food and beverage packaging, leisure and charitable work. He has critical skills in logistics, infrastructure, organisational management and sales.

Strategic report

CORPORATE

The last financial year has provided highs and lows for the Company, including a number of surprising turns of events. Management was disappointed not to have implemented its strategy to acquire a cash-generating business but was, at the same time, thankful to avoid any negative impacts which may have resulted from the completion of the transaction under sanction conditions.

On 1 June 2023, the Company announced a subscription for 400,000,000 new ordinary shares to be issued to Paloma Precious DMCC. This subscription raised £880,000, before expenses, at a price of 0.22 pence per share. At the completion of the subscription, Paloma held approximately 21.7 per cent. of the issued share capital of the Company.

Rockfire has over 130,000 ounces of gold and over 5 million ounces of silver in JORC resources, with 3.5 million ounces of silver at Molaoi alone. At the time, the Board believed this long-term partnership could be a very logical one, particularly with the increasing demand for silver in the solar energy industry. The proceeds of the subscription were to allow for the commencement of resource upgrade drilling at Molaoi and an updated mineral resource.

A number of important milestones were announced to the market on 15 September 2023. Foremost of these was the proposed acquisition of Emirates Gold DMCC and Emperesse Bullion LLC, which are two trading companies registered in the United Arab Emirates. This transaction was part of the Directors' ambitious growth strategy to acquire cash-generating and profitable companies.

Due to the Proposed RTO constituting a reverse takeover under the AIM Rules for Companies, the Company's shares were suspended from trading on the AIM Market of the London Stock Exchange on 15 September 2023.

In accordance with rule 14 of the AIM Rules, the acquisition would require application to be made for the enlarged share capital to be readmitted to AIM, the publication of an AIM admission document, and approval by shareholders of the Company at a general meeting.

On the signing of a share purchase agreement, Rockfire paid USD$2 million in cash to acquire 10% of both Emirates and Emperesse. Rockfire conditionally agreed to acquire the remaining shares in the two companies, which were to be transferred to Rockfire on final completion of the transaction.

On the same day (15 September 2023), the Company also announced that it proposed to raise £3.5 million before expenses, from two new institutional investors subscribing for 700,000,000 new ordinary shares at a price of 0.5 pence per share. This subscription was at a premium of approximately 36 per cent. to the closing mid-market price of an ordinary share on 14 September 2023 and represented approximately 27.5% of the Company's issued share capital as enlarged by the subscription.

The successful result of the subscription was announced to the market on 20 September 2023, whereby the Company successfully raised £3.5 million before expenses, through two new institutional investors subscribing for 700,000,000 new ordinary shares at a price of 0.5 pence per share.

The net proceeds of the subscription were to be used for:

1) to satisfy the payment of US$2m for the initial consideration for the acquisitions;
2) to contribute towards costs associated with the transaction;
3) to continue drilling at the Company's Molaoi zinc, silver, lead and germanium project in Greece; and
4) to fund the working capital requirements within the Company.

Strategic report (continued)

Paloma Precious DMCC notified the Company via a TR-1 form that it had sold 400,000,000 ordinary shares in an off-market transaction at a price of 0.5 pence per share. This disposal was announced to the market on 22 September 2023 and following the disposal, Paloma held no interest in Rockfire's issued share capital.

Rockfire's management team and its advisers were in the process of undertaking a thorough due diligence on the companies to be acquired, as well as preparation of the admission document required for the RTO. This due diligence involved two law firms in London, two legal firms in Dubai, the Company's accountants, an audit firm, Rockfire's nominated advisor and broker, as well as multiple departments within the government of the UAE.

On 8 November 2023, the Foreign, Commonwealth & Development Office, a department of the Government of the United Kingdom, imposed sanctions on Paloma Precious DMCC and 28 other individuals and entities. Rockfire immediately sought legal advice regarding the Proposed RTO. The conclusion from this advice was that Rockfire was unable to complete the transaction without breaching the sanctions and therefore, on 13 November 2023, the Company announced the termination of the acquisition of the two companies and the withdrawal from the share purchase agreement.

Following the termination of the transaction, Trading on AIM in the Company's shares was restored on 13 November 2023.

Rockfire announced to the market on 4 December 2023, that is had made application to the UK Government's Office of Financial Sanctions Implementation ("OFSI") for authority to recover the US$2 million consideration which Rockfire paid as the initial consideration for the acquisition of Emirates and Emperesse. This application was subsequently approved by the OFSI and announced to the market on 1 February 2024, that Rockfire received the US$2m into its bank account.

Molaoi Zinc Project, Greece

The Molaoi project continues to advance, with significant and important diamond drilling completed during the reporting period. Rockfire, through its 100%-owned subsidiary, Hellenic Minerals S.A. completed a total of seven geotechnical drill holes. These holes were designed for the following outcomes:

- To confirm the depth to mineralisation throughout the mineralisation model;
- To confirm the positioning of mineralisation along the length of the mineralised zone;
- To drill between historical drill holes to confirm the continuity of mineralisation;
- To drill close to historical drill holes to confirm the grade and width of mineralisation; and
- To determine the geotechnical parameters of the ore zone with respect to ground integrity, fracture density, rock quality designator values, friability and structure orientation where possible.

These outcomes were successful, and management is pleased with the results. The ground conditions are very poor above the mineralisation and significant ground support is anticipated when mining commences. Owing to poor ground conditions, the preferred access to the ore body is expected to be a shaft, rather than a decline. This will minimise the amount of development in unstable ground.

Overall, the grades and widths intersected by Rockfire correlate very well with the results anticipated from historical drilling. The confirmation of the positioning, grades, depths, and widths provides enormous encouragement for Rockfire's technical team to rely on the results of historical drilling. This means that most of the historical holes are likely to be included in any future resource estimates and mine planning.

Strategic report (continued)

The year commenced well when on 23 January 2023, the Company announced the first assay results from hole MO_GTK_001. This hole confirmed that Molaoi comprises multiple lodes, and perhaps as many as four stacked, high-grade lodes. Best results included:

- 13.4% ZnEq. over 7.18m width, from 130.62m (11.3% Zn, 1.4% Pb and 50g/t Ag).
- 15.6% ZnEq. over 0.17m width, from 142.60m (14.3% Zn, 0.5% Pb and 41.80g/t Ag).
- 10.7% ZnEq. over 1.73m width, from 144.90m (8.3% Zn, 1.3% Pb and 62g/t Ag).
- 19.5% ZnEq. over 2.24 m width, from 161.10m (16.6% Zn, 3.1% Pb and 36g/t Ag).

Overall, the main, second and third lodes comprise a broad mineralised zone with an intersection of 7.5% ZnEq. over 16m width, from 130.62m (6.2% Zn, 0.8% Pb and 31 g/t Ag). The highest individual samples obtained were 20.5% Zn and 93.4g/t Ag over 1.25m (from 132.15m depth) and 4.1% Pb over 1.0m (from 161.10m).

Further high grades were announced on 4 April 2023, when hole MO_GTK_002 results were released to the market. High-grade individual zinc values up to 19.7% Zn over 0.4m width were found to occur from 108.40m depth. Individual peak silver values are up to 94.2g/t Ag, and individual peak lead values are up to 2.5% Pb. An overall width of 2.4m recorded an average grade of 5.8% ZnEq., from 106.94m (5.4% Zn, 0.6% Pb and 17.8g/t Ag). Results continue to confirm the location, continuity, and high-grade nature of the zinc resource. Potentially economic zinc grades continue to occur over widths deemed suitable for mechanised underground mining. The close association of zinc, silver and lead continues to be demonstrated.

A milestone was announced to the market on 20 April 2023, when the Greek Government approved the environmental study permit for exploration to occur over the following 5 years for Molaoi. This decision by the Greek Government was received in swift time and is a clear affirmation of the resolve of the Greek Government to facilitate foreign investment in the mining sector.

On 26 May 2023, the Company released record-breaking zinc grades at Molaoi, with an interval of 0.2m grading 50.8% Zn being returned from drill hole MO_GTK_003A at 142.7m depth. This result is immediately followed by a second interval of 0.7m grading 43.2% Zn. This lens of record-breaking grade averages 36% ZnEq. over a 1.42m total length (127.5g/t Ag, 2.7% Pb, 33.6% Zn) and represents the highest grades encountered at Molaoi so far, from 180 drill holes already drilled. This very high-grade interval occurs within a broader, high-grade zone of 4.85m @ 14.6% ZnEq. (58.3g/t Ag, 1.9%Pb, 12.97% Zn). A lower, footwall lode was encountered from 150.5m depth, grading 11.7% ZnEq. over a width of 2.5m (49.1g/t Ag, 1.6% Pb, 10.2% Zn). Overall, MO_GTK_003A has a continuous zinc lode interval of 11.3m @ 9.2% ZnEq. commencing from 141.7m depth (37.3g/t Ag, 1.2%Pb 8.1% Zn).

Throughout the year, drilling continued to prove the continuity of the zinc mineralisation as well as the grade and the positioning of the lodes. Further high-grade drilling results were released on 13 June 2023, including results from Hole MO_GTK_004, with an upper lode of 2.37m @ 6.0% Zn occurring from 107m, along with 0.8% Pb and 31.3g/t Ag. A lower lode of 2.3m @ 5.3% Zn was also encountered from 110m, with 1.3% Pb and 13.6g/t Ag. Individual peak zinc values up to 17.6% Zn, 3.0% Pb and 91.8g/t Ag were recorded in this hole.

Results from drill hole MO_GTK_005 were released to the market on 19 July 2023. These results included an upper lode of 2.40m @ 5.5% ZnEq. from 81m (4.7% Zn, 21.9g/t Ag, 0.9% Pb) and a main lode, comprising 3.5m @ 7.3% ZnEq. This occurs within a broader zone of 3.96m @ 6.6% ZnEq., starting from 87.94m. Individual peak zinc values are up to 29.8% Zn, 3.3% Pb and 204.0g/t Ag.

Strategic report (continued)

Despite the trading of Rockfire shares being under suspension for much of this period, the Company continued to release drilling results from Molaoi. Drill hole MO_GTK_006 returned an excellent interval of 3.3m @ 22.1% ZnEq. (17.1% Zn, 1.9% Pb and 100.4g/t Ag), as announced on 1 August 2023. The interval quoted above lies within a broader interval of 5.8m @ 13.6% ZnEq. (10.5% Zn, 1.2% Pb and 61.1g/t Ag), which commences at 75.20m depth. The highest individual assay is just under 1m wide (0.94m), and grades 34.0% Zn, 4.1% Pb and 252.0g/t Ag. Results from hole MO_GTK_007 were released in the same RNS, informing the market that this hole was terminated early due to badly fractured and broken ground. Despite the early termination of the hole, an interval of 1.95m grading 3.0% ZnEq. was intersected. It is expected that this hole will be redrilled later to intersect the main lode deeper.

During all this time and up until 23 August 2023, Rockfire's analysis for germanium in holes MO_GTK_001 through to hole MO_GTK_007 failed to detect any elevated germanium. The Company believed this to be highly irregular, given that germanium was identified in historical drill core. The Company's technical team elected to reanalyse the core for germanium using a different analytical method. Instead of using a 4-acid digest, the laboratory was instructed to use lithium borate fusion. This technique successfully detected germanium associated with the high-grade zinc.

Germanium grades between 9.0 and 40.0 g/t were returned from the reanalysis, with an average from seven holes of 23.7 g/t Ge over an average downhole intersection of 4.6 metres. The highest individual germanium assay recorded was 73.8g/t Ge in hole MO_GTK_003A. Gallium grades between 9.7 and 19.0 g/t were detected, with an average of 15.3 g/t Ga over an average downhole intersection of 4.6 metres, with the highest individual gallium assay being 33.3g/t Ga in hole MO_GTK_003A.

Germanium and gallium are both included on the US and EU lists of critical minerals, owing to geological scarcity. Gallium is included on the UK list of critical minerals. China recently announced restrictions on the export supplies of both gallium and germanium products, citing national security reasons. The high Ge and Ga grades at Molaoi are expected to add significant further value to the project economics.

On 3 October 2023, the Company announced the commencement of a five-hole drilling programme, which was designed to replicate several historical drill holes. Successful replication of the historical holes would establish a high confidence in the positioning of those holes. Increased confidence in the positioning of historical holes is expected to enable inferred resources to convert to indicated resources, which can then be used in future feasibility studies.

Lighthouse, Queensland Australia

A strategically important joint venture was announced to the market on 20 January 2023. Rockfire had entered a new joint venture ("JV") at the Plateau gold deposit in Queensland, Australia. The purpose of the JV was to test regional targets, as well as the discovery of higher-grade gold, close to Rockfire's JORC resource. The binding heads of agreement is with Sunshine Gold Limited ("Sunshine"), a company which is listed on the Australian Stock Exchange (ASX:SHN).

The JV includes the Lighthouse tenement (EPM25617) and the adjoining Kookaburra tenement (EPM26705) and will result in Sunshine sole-funding exploration at Plateau for the next three years, with funding being engaged on direct exploration activity. Rockfire's intention is to focus its financial, logistical and human resources on the Molaoi zinc deposit in Greece.

Exploration by Sunshine will target regional prospects in the Lighthouse tenement, including Double Event, Cardigan Dam, Bluff Creek, Bullseye, Rollston River, Warrawee, Lower Lighthouse and Horse Creek, aiming to delineate near-surface resources at each of these regional prospects.

Strategic report (continued)

Rockfire has the option to retain 25% ownership of the Plateau gold project by participating in 25% expenditure in on-going exploration, or the Company may elect to convert its right over a 25% share of the tenements to a 1.5% net smelter royalty. With this structure, any discovery success by Sunshine will directly benefit shareholders of Rockfire.

An update of activities at the Lighthouse project was provided by Sunshine on 14 March 2023. At the Plateau prospect, two rock chips returned 7.46g/t Au, 116g/t Ag, 0.50% Ba, 0.16% V2O5 and 1.53g/t Au, 8.35g/t Ag, 0.74% Pb, 0.44% Zn. Rock samples from Cardigan Dam assayed 8.35g/t Au, 32.8g/t Ag, 0.28% Cu, 0.13% Co, 1.0% Ba. At Horse Creek, a prospect immediately north of Plateau, a rock chip assayed 1.1% Ni, 0.27% Cr, 0.12g/t Au, 0.75g/t Pt, 0.45g/t Pd, 0.05% Co.

Several updates on exploration progress at Lighthouse were provided by Sunshine during the year. On 6 April 2023, it was announced that field mapping and sampling over a previously identified 300m ridge of gold anomalism at Cardigan Dam identified a gossanous breccia. The best rock chip assayed 13.20g/t Au and 4.8g/t Ag. A new zone of mineralisation was identified approximately 500m south of the gossanous ridge and rock sampling returned 9.58g/t Au and 9.9g/t Ag. A single rock chip returned elevated cobalt and copper over a strong magnetic anomaly, approximately 250m northeast of the gossanous ridge, returning 0.62% Co, 0.48% Cu, 0.92% Ba and 185ppm Ni. The discovery of an elevated cobalt sample is an interesting discovery, particularly with the increasing demand for cobalt. Cobalt is used in large quantities in battery storage of energy and the supply of cobalt as a raw material for future energy storage is a growing and important industry.

On 12 September 2023, Sunshine released an announcement notifying that a rock chip from the main gossan at Cardigan Dam assayed 8.35g/t Au, 32.8g/t Ag, 0.28% Cu and 0.13% Co. Further mapping and sampling at Cardigan Dam had confirmed a second gossanous zone, where rock chip sampling resulted 59.5g/t Au and 41g/t Ag. Gold up to 1.68g/t Au and 415g/t Ag was returned from a ~700m x 600m area at Cardigan Dam breccia pipe.

Sunshine announced on 15 November 2023 that it had commenced drilling at Lighthouse. Three holes (23PLRC_Prop_001, 002, 004) were expected to target the northeast contact of the main diorite at Plateau, in a sparsely drilled location. Hole 23PLRC_Prop_003 was designed to test a structure coming off the northeast contact and trending eastward and a third hole, 23PLRC_Prop_007 targeted a zone of elevated gold-in-rocks, which includes a Rockfire sample assaying 6.96g/t Au and validated by Sunshine with a value of 7.46g/t Au.

Five drill holes (23CDRC_Prop_001 – 004; and CD23_Prop_010) were being proposed at Cardigan Dam West and designed to target the main gossan and its eastern extension. Holes 001-003 were to target the central part of the surface anomalism, which trends northwest. Hole 010 was proposed to target a mapped east-west trending breccia zone, believed to be the eastern extension of the main gossan structure. One hole, (23CDRC_Prop_004) is expected to test a northwest-trending lineament which has returned rock chips up to 59.5g/t Au.

One drill hole (23HCRC_Prop_001) was being planned to target immediately below a nickel-in-rock assay at Horse Creek Prospect, which lies approximately 750m northeast of Plateau.

Strategic report (continued)

Qualified Person Statement

The technical information present is based on information compiled by Mr David Price, the Chief Executive Officer of Rockfire Resources plc, who is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM). Mr Price has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which has been undertaken to qualify as a "Qualified Person" in accordance with the AIM Rules Guidance Note for Mining and Oil & Gas Companies. Mr Price consents to the inclusion in the announcement of the matters based on their information in the form and context in which it appears.

KEY PERFORMANCE INDICATORS (KPIs)

The Board monitors KPIs, which it considers appropriate for a group at Rockfire's stage of development.

Financial KPIs

During the year, the Board monitored the following KPIs:

- Cash flow and working capital.

RISK MANAGEMENT

The Board regularly reviews the risks to which the Group is exposed and ensures through its meetings and regular reporting that these risks are minimised as far as possible.

The principal risks and uncertainties facing the Group at this stage in its development are:

Risk of Sanction

During 2023, Rockfire was exposed to a potential risk of sanction. The owner of two companies being acquired by Rockfire in the United Arab Emirates ("UAE") was sanctioned by the United Kingdom Government during the course of the acquisition process.

On learning of the sanctions being imposed on the seller of the assets, Rockfire immediately sought legal opinion. That opinion was that the acquisition could not proceed without breaching the sanctions. On receiving this advice, Rockfire immediately withdrew from the share purchase agreement and discontinued its acquisition of the two companies in the UAE.

Rockfire has developed a new sanctions policy to assist with the avoidance of exposure to sanction risk, as well as to manage any exposure to risk in the future.

Money-laundering risk

The procedure for dealing with the risk of money-laundering has been put in place by Rockfire management. Rockfire has developed a new anti money-laundering policy to assist with the avoidance of exposure to such risk, as well as to manage any exposure to risk in the future.

Exploration risk

The Group's business has been primarily mineral exploration and evaluation which are speculative activities and whilst the Directors are satisfied that good progress is being made, there is no certainty that the Group will be successful in the definition of economic mineral deposits, or that it will proceed to the development of any of its projects or otherwise realise their value.

Strategic report (continued)

The Group aims to mitigate this risk when evaluating new business opportunities by targeting areas of potential where there is at least some successful historical drilling or geological data available.

Resource risk

All mineral projects have risk associated with defined grade and continuity. Mineral reserves and resources are calculated by the Group in accordance with accepted industry standards and codes but are always subject to uncertainties in the underlying assumptions which include geological projection and commodity price assumptions.

The Group reports mineral resources and reserves in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (‘the JORC Code’). The JORC Code is a professional code of practice that sets minimum standards for public reporting of mineral exploration results, mineral resources and ore reserves. Further information on the JORC Code can be found at www.jorc.org.

Environmental, landowner and native title risk

Exploration and development of a project can be adversely affected by environmental legislation and the unforeseen results of environmental studies carried out during evaluation of a project. Once a project is in production, unforeseen events can give rise to environmental liabilities.

Access and compensation agreements are required to be negotiated between the Company and the landowner at each project. Greek legislation provides an agreement template which may be modified by the Company and the landowner. The Company cannot guarantee landowners will provide access, regardless of existing laws in place to ensure such access is negotiated on fair terms.

The Group is currently in the exploration stage. Any disturbance to the environment during this phase is minimal and is rehabilitated in accordance with the prevailing regulations of the countries in which we operate.

Financing and liquidity risk

The Group has an ongoing requirement to fund its activities through the equity markets and in the future to obtain finance for project development. There is no certainty such funds will be available when needed. To date, Rockfire has managed to raise funds primarily through equity placements despite the very difficult markets that currently exist for raising funding in the junior mining industry.

Political risk

All countries carry political risk that can lead to interruption of activity. Politically stable countries can have enhanced environmental and social permitting risks, risks of strikes and changes to taxation whereas less developed countries can have in addition, risks associated with changes to the legal framework, civil unrest and government expropriation of assets.

Bribery risk

The Group has adopted an anti-corruption policy and whistle blowing policy under the Bribery Act 2010. Notwithstanding this, the Group may be held liable for offences under that Act committed by its employees or subcontractors, whether or not the Group or the Directors had knowledge of the committing of such offences.

Strategic report (continued)

Insurance coverage

The Group maintains a suite of insurance coverage that is appropriate for the Group and Company. This is arranged via a specialist mining insurance broker and coverage includes public and products liability, corporate and professional, travel, property and medical coverage and assistance while Group employees and consultants are travelling on Group business. This is reviewed at least annually and adapted as the Group's scale and nature of activities changes.

Internal controls and risk management

The Directors are responsible for the Group's system of internal financial control. Although no system of internal financial control can provide absolute assurance against material misstatement or loss, the Group's system is designed to provide reasonable assurance that problems are identified on a timely basis and dealt with appropriately.

In carrying out their responsibilities, the Directors have put in place a framework of controls to ensure as far as possible that ongoing financial performance is monitored in a timely manner, that corrective action is taken and that risk is identified as early as practically possible. The Directors review the effectiveness of internal financial control at least annually.

The Board continuously monitors and upgrades its internal control procedures and risk management mechanisms and assesses both for effectiveness during the annual review. This process enables the Board to determine if the risk exposure has changed during the year. The Company has a risk management policy, which is reviewed annually. The Executive Directors report regularly to the Board on the management of material business risks.

The Board, subject to delegated authority, reviews capital investment, property sales and purchases, additional borrowing facilities, guarantees and insurance arrangements.

CORPORATE SOCIAL RESPONSIBILITY

The Board takes account of the significance of social, environmental and ethical matters affecting the business of the Group. At this stage in the Group's development the Board has not adopted a specific policy on corporate social responsibility as it has a limited pool of stakeholders other than its shareholders. Rather, the Board seeks to protect the interests of Rockfire's stakeholders through individual policies and through ethical and transparent actions.

SHAREHOLDERS

The Directors are always prepared, where practicable, to enter into dialogue with shareholders to promote a mutual understanding of objectives and outcomes. The Annual General Meeting provides the Board with an opportunity to informally meet and communicate directly with investors.

ENVIRONMENT

The Board recognises that the Group's principal activity, mineral exploration, has the potential to impact on the local environment. To date, activities at the various projects have been limited to surveying and drilling activities and the Group does comply with local regulatory requirements with regard to environmental compliance and rehabilitation. The impact on the environment of the Group's activities has the potential to increase should our projects move into a development or production phase. This is currently assessed through baseline environmental studies that are being undertaken and identifying resources needed to manage environmental compliance in the future.

Strategic report (continued)

Given the Group's size and scale it is not considered practical or cost effective to collect and report data on carbon emissions.

EMPLOYEES

The Group engages its employees to understand all aspects of the Group's business and seeks to remunerate its employees fairly, being flexible where practicable. The Group gives full and fair consideration to applications for employment received regardless of age, gender, colour, ethnicity, disability, nationality, religious beliefs, transgender status or sexual orientation. The Group takes account of employees' interests when making decisions and welcomes suggestions from employees aimed at improving the Group's performance.

The Group now operates in Greece and Australia where it recruits locally as many of its employees and contractors as practicable.

SUPPLIERS AND CONTRACTORS

The Group recognises that the goodwill of its contractors, consultants and suppliers is important to its business success and seeks to build and maintain this goodwill through fair dealings. The Group has a prompt payment policy and seeks to settle all agreed liabilities within the terms agreed with suppliers. The Company encourages best practice from suppliers and contractors with regards to environmental issues.

HEALTH AND SAFETY

The Board recognises that it has a responsibility to provide strategic leadership and direction in the development of the Group's health and safety strategy in order to protect all of its stakeholders. The Group does not have a formal health and safety policy at this time. This is re-evaluated as and when the Group's nature and scale of activities change.

ENGAGEMENT WITH STAKEHOLDERS

The Board of Rockfire is proud of the high standard of corporate governance it has established and maintains. The Board makes a conscious effort to understand the interests and expectations of the Company's stakeholders, and to reflect these in the choices it makes in its effort to create long-term sustainable success for our business.

Engagement with our shareholders and wider stakeholder groups, including employees, landowners, suppliers, contractors and government agencies, plays a central role throughout Rockfire's business. The Board is aware that each stakeholder group requires a specific and unique engagement approach in order to create and maintain effective, sustainable and mutually beneficial relationships.

The Board's understanding of various stakeholder interests is factored into programme planning, boardroom discussions, strategy and budgets to assess potential long-term impacts of our business on each group, and how we might best address stakeholder expectations from our business.

Throughout this Annual Report, we provide examples of how we:

- Take into account the likely consequences of long-term decisions;
- Foster relationships with stakeholders;
- Understand our impact on our local communities and the environment; and
- Demonstrate the importance of behaving responsibly.

Strategic report (continued)

This engagement with stakeholders section forms our section 172 statement and should be read in conjunction with other information included in this Annual Report. Section 172 of the Companies Act 2006 requires the Directors to act in a way that they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, taking into account the factors listed in section 172.

The Directors continue to observe, plan for, and communicate the interests of the Company's stakeholders, including the impact of its exploration activities on local communities and the environment. Acting in good faith and fairly between members, the Directors consider what is most likely to promote the success of the Company for its members in the long term.

The Board regularly reviews its principal stakeholders and how it engages with each. Stakeholder expectations are brought into the boardroom throughout the annual cycle through information provided by management and by direct engagement with stakeholders themselves. The priority of each stakeholder group may increase or decrease, depending on the degree of impact any decision may have on any particular stakeholder group. The Board therefore seeks to consider the impact and priorities of each stakeholder group during its discussions and as part of its decision making.

The table below sets out the key stakeholder groups, their interests and how Rockfire has engaged with them over the reporting period. However, given the importance of stakeholder focus, long-term strategy and reputation, these themes are also discussed throughout this Annual Report.

Stakeholder	**Their interests**	**How we engage**
Our investors	• Comprehensive review of financial performance of the business • Business sustainability • High standard of governance • Success of the business • Ethical behaviour • Director experience • Awareness of long-term strategy and direction • Project prospectivity • Improving market perception of the business	• Annual Report • Company website • Shareholder circulars • Podcasts and interviews • Corporate information including Company announcements and presentations • AGM results • Conference presentations • Stock exchange announcements • Press releases • Appointment of a public relations advisor • Frequent communication through briefings with management • Shareholder communication policy, which is renewed annually • Specific shareholder liaison officer on the Board (Chief Executive Officer) • Social media • One- to- one meetings with large existing or potential new shareholders

Strategic report (continued)

Stakeholder	Their interests	How we engage
Regulatory bodies	• Compliance with regulations • Worker pay and conditions • Health and safety • Brand reputation • Waste and environment • Insurance • Environmental protection	• Company website • Stock Exchange announcements • Interim and Annual Report • Regular contact with QCA, share registrar, LSE and Companies House • Compliance updates at Board meetings • Risk management policy, updated annually • Compliance with local regulatory requirements and industry standard principles for environmental and social risk management • Appointment of a nominated advisor in accordance with the AIM Rules • Appointment of a competent person in accordance with the AIM Rules • Adhere to Australian and Greek laws and regulations • Adoption of best practice policies recommended by the World Bank and The International Council on Mining and Metals
Community	• Sustainability • Human rights • Community outreach	• Philanthropy. Drilling of a water bore is offered to the landowner during each drill programme • Corporate responsibility is overseen by a dedicated exploration manager • Employment of local contractors wherever possible • Prompt rehabilitation of drill sites • Providing opportunity for local businesses to cater for our exploration programs • Local landowners are paid promptly • Landowner access and compensation agreements • Active communication with landowners and communities where field work is taking place • Adhere to Queensland Government guidelines for approaching landowner and native title holder discussion

Strategic report (continued)

Stakeholder	Their interests	How we engage
Environment	• Energy usage • Recycling • Waste management	• All operational waste is completely removed from site and taken to a waste and/or recycling facility • Detailed field operation guidelines to minimise any negative environmental impact of exploration activities • Obtaining environmental permits for exploration works in Greece and Australia, granted by the relevant government • Ensuring operational protocols are in place and monitoring the adherence to those protocols
Suppliers	• Terms and conditions of contract • Procurement opportunities • Workers' rights • Supplier engagement • Sustainability • Long-term partnerships • Fair trading and payment terms	• All supplies are sourced locally where possible • Our suppliers and contractors have received repeat business from Rockfire, which is testimony to the fine working relationship established • Supplier performance is continually monitored by a dedicated exploration manager • All field programs, including supplier quotes are authorised by the Executive Directors prior to implementation • Local suppliers are paid promptly • Contact and feedback to suppliers is regular and personal via a dedicated exploration manager

Strategic report (continued)

Stakeholder	Their interests	How we engage
Contractors	• Terms and conditions of contract • Health and safety • Human rights and modern slavery • Working conditions • Diversity and inclusion	• All contractors are sourced locally where possible • Contractors are trained in senior first aid, paid for by Rockfire • On-the-job training is provided • Local contractors are paid promptly • Rockfire pays contractors standard industry rates, which are well in excess of minimum average wages • Communication with contractors is frequent through a dedicated exploration manager • Induction for health and safety is mandatory for contractors visiting site • Daily safety meetings have been implemented during all field operations • Rockfire has a whistle-blower policy and procedure in place to ensure compliance, safety and governance • Code of conduct providing a framework for ethical decision making • Contact and feedback to contractors is regular and personal via a dedicated exploration manager • Anti-corruption and bribery policy

On behalf of the Board

David Price
Chief Executive Officer

30 May 2024

Directors' Report

Principal activities

The principal activities of the Group are currently exploration for base metals and critical minerals in Greece, as well as gold and copper resources in Australia. The Group's strategy is to explore for and, where the Directors believe that it is commercially feasible, develop deposits of base metals, precious metals and critical minerals. The Company strategy includes considering opportunities for project sale or joint venture at a point when any of the Group's projects becomes appropriately advanced enough to consider such options.

The Group currently holds one exploration and exploitation licence in Greece, and five exploration permits for minerals in Queensland, Australia.

Financial overview

The loss for the year is higher than anticipated owing to the unsuccessful acquisition of Emirates Gold DMCC and Emperesse Bullion DMCC. The Directors are confident that they will be able to secure additional funding when required. The Directors are also of the view that the investment sentiment in the resource sector is currently slow, but improving, to the extent that the exploration success the Company has achieved to date should enable it to raise sufficient additional exploration funding to continue its exploration programmes.

Further details of the Group's business, including its targets and strategies is given in the Chairman's Statement and the Strategic Report.

Major events after the reporting period

For information regarding events after the reporting date, see note 21 to the financial statements.

Dividends

The Directors are unable to recommend the payment of a dividend for the year ended 31 December 2023 (2022: £nil).

Going concern

The Board believes the Group will generate sufficient working capital to continue in operational existence and will have the ongoing support of its shareholders, as required, for the foreseeable future. Refer to the going concern accounting policy note for more detail.

Directors

The Directors in office during the year are listed below. The interests of the Directors in the shares of the Company, and share options were as follows:

	As at 31 December 2023 Ordinary shares	As at 31 December 2022 Ordinary shares	As at 31 December 2023 Options	As at 31 December 2022 Options
Gordon Hart	18,423,530	14,423,530	10,000,000	10,000,000
Patrick Elliott	55,594,744	40,042,765	–	6,000,000
Ian Staunton	–	–	–	6,000,000
Nicholas Walley	75,200,000	75,200,000	–	6,000,000
David W Price	46,350,000	46,350,000	10,000,000	10,000,000

Directors' Report (continued)

Significant shareholdings

As at 15 May 2024, being the latest practical date prior to publication of this document, the Company was aware of the following holdings of 3% or more of the issued share capital of the Company:

	Ordinary shares	% of the Company's issued share capital
Rostra Holdings	480,000,000	18.78%
TPM Middle East Dubai	312,000,000	12.21%
The Wonderful Group	308,000,000	12.05%

Directors' remuneration

Full details of Directors' emoluments are set out in note 5 to the financial statements.

Environmental policy

The Group's projects are subject to the relevant Greek and Australian laws and regulations relating to environmental matters.

The Group's strategy is to explore for and, where the relevant studies indicate that it is economically viable to do so, to develop mineral deposits. It is the Group's intention to conduct its exploration and investigation activities in a professional and responsible manner, for the benefit of the Company's shareholders, its employees and the national and local communities within which it operates.

The Group aims, at all times, to conduct its operations in an environmentally responsible manner and in accordance with relevant legislation. The Group aims to adopt best practice policies as recommended by the World Bank, the International Council on Mining & Metals ("ICMM") and others where the Group deems local legislation to be inadequate in terms of environmental protection. The Group has in place a detailed field operations guidelines manual which covers in considerable detail the measures to be taken by field personnel to minimise any negative environmental impact of current exploration activities on the environment.

The Group also recognises the enormous potential of its activities for positive impact on the communities in which it operates and strives to optimise these positive impacts as far as possible.

Directors' indemnities

The Group has directors and officers' indemnity insurance to cover its Directors and officers against the costs of defending themselves in legal proceedings taken against them in that capacity and in respect of any damages resulting from those proceedings.

Political contributions

No political contributions have been made.

Directors' Report (continued)

Auditor

A resolution proposing that PKF Littlejohn LLP be re-appointed will be put to the forthcoming Annual General Meeting.

Statement of disclosure to auditor

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

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and Company financial statements in accordance with UK-adopted international accounting standards and as regards the Company financial statements, as applied in accordance with the requirements of the Companies Act 2006.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group and Company for that period.

In preparing the Group and Company financial statements, the Directors are required to:

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

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

The Group's Annual Report will be published on the Group's website and in this regard the Directors accept responsibility for the maintenance and integrity of the website.

Directors' Report (continued)

Annual General Meeting and recommendation

The Board considers that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Group as a whole and its unanimous recommendation is that shareholders support these proposals as the Directors intend to do in respect of their own holdings. Further details regarding the location and timing of the Company's forthcoming Annual General Meeting will be provided shortly.

We thank you for your continuing support of Rockfire and welcome you to remain a shareholder as we strive to build Rockfire into a cash-positive company.

On behalf of the Board

David Price
Chief Executive Officer

30 May 2024

Corporate Governance Statement

As Chairman of Rockfire, it remains my responsibility to ensure that Rockfire has both sound corporate governance and an effective Board. This is achieved by ensuring that the Company and the Board are acting in the best interests of shareholders, and by making sure that the Board discharges its responsibilities with diligence, consideration and honesty. This includes creating the right Board dynamic and ensuring that all important matters, in particular strategic decisions, receive adequate time and attention at Board meetings.

My responsibilities include leading the Board effectively, overseeing the Group's corporate governance model, communicating with shareholders and ensuring that good information flows freely between the Executive and Non-executive Directors in a timely manner.

To the extent applicable, and to the extent able (given the current size and structure of the Company and the Board), the Company has adopted the Quoted Companies Alliance Corporate Governance Code ("the Code"). Details of how the Company complies with the Code are set out below, together with the principles contained in the Code.

In light of the Company's size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed. Further disclosures under the Code are included on the Company's website.

Principle 1 – Establish a strategy and business model which promotes long-term value for shareholders

Rockfire is an AIM-quoted mineral explorer with projects located in Greece and Australia. The Company's strategy is to identify mineral deposits which can be developed into mines to create value and income for shareholders.

Throughout 2023, the Board has delivered on its strategy to achieve growth of the Group, with highly successful exploration results at Molaoi in Greece.

Please see the risk management section on the 2023 Annual report for further details on key challenges in the execution of the Company strategy.

The Company continues to seek other resource projects.

Principle 2 – Seek to understand and meet shareholder needs and expectations

Needs of shareholders

The principal need of a shareholder is to achieve a return on their investment.

Expectations of shareholders

A shareholder can reasonably expect the Company and Management to:

- deliver on its obligations and commitments to Principal 1;
- ensure its management and directors act with integrity and professionalism in running the company;
- direct the expenditure of monies on appropriate exploration methods and to ensure expenditure is justified and accountable;
- provide enough flow of information on exploration progress to allow the shareholder to make informed decisions on their investment;

Corporate Governance Statement (continued)

- publish clear and concise announcements, with minimal technical complexity; and
- have open access to the Board or CEO to provide clarification.

We seek to engage with our shareholders through updates to the market via regulatory news flow ('RNS'), on matters of a material substance and regulatory nature. Whilst being mindful of the requirements of the AIM Rules and Market Abuse Regulations the Board may engage with Shareholders directly from time to time in relation to questions that they may have and other matters.

The Company's AGM will also provide an opportunity for shareholders to ask questions during the formal business of the meeting and informally following the meeting.

The Board shall ensure that the voting decisions of shareholders at the AGM are reviewed and monitored and that approvals sought at the Company's AGM will be in line with the recommended corporate guidelines of the QCA Code.

Shareholder enquiries should be emailed to: info@rockfireresources.com.

Principle 3 – Take into account wider stakeholder and social responsibilities and their implications for long-term success
Consider wider stakeholder and social responsibilities and their implications for long term success.

Engagement
The Board believes that engaging with stakeholders strengthens relationships and helps make better business decisions to deliver on commitments. The Board is regularly updated on wider stakeholder engagement feedback to stay abreast of stakeholder insights into the issues that matter most to them, and to enable the Board to understand and consider these issues in decision-making. Aside from Shareholders, suppliers and customers, our workforce is one of the most important stakeholder groups and the Board therefore closely monitors their feedback to ensure alignment of interests.

Workforce
The Board has established a safe and healthy work environment, which complies with the relevant Occupational Health and Safety laws. It has tried to ensure that the workforce is provided with enough training to develop the appropriate skills and knowledge to complete the tasks requested of them.

The Company shall:

- adhere to the relevant laws, rules and regulations within the jurisdictions in which it operates;
- ensure technical reporting obligations are submitted on time;
- complete environmental management reports for the government; and
- comply with site-clearing and rehabilitation guidelines and expectations on a "best practice" approach.

Traditional landowners
The Company shall respect traditional lands, customs and culture on all land with registered traditional ownership. Heritage clearance, as required by law shall be sought and honoured. Where appropriate, traditional landowners shall be consulted with and included in any opportunities for employment on an equal basis.

Corporate Governance Statement (continued)

Landowners & pastoralists

The Company shall respect and acknowledge the rights of landowners and leaseholders. The Company shall work with the landowner in an ethical manner and where possible, shall offer opportunity to the landowner to participate in the work program.

Contractors & suppliers

- For the sake of Occupational Health & Safety, all contractors and sub-contractors shall be treated in the same manner as employees.
- Independent contractors will be required to provide their own PPE (personal protective equipment) whilst working on any of the Company sites.
- All Contractors shall be subject to a Site Induction on their first visit to any of the sites being explored by the Company.
- All independent contractors will be required to carry their own Public Liability and Workers Compensation Insurances.
- To ensure a safe and productive work environment, the appropriate Occupational Health & Safety requirements, induction procedures and safety precautions shall be established by the Company.
- The Company has designated an appropriately experienced and qualified representative to act as a "Liaison Officer" between contractors and the Company.

Principle 4 – Embed effective risk management, considering both opportunities and threats, throughout the organisation

The risks facing the Company are detailed in the risk management section of the Strategic Report. The Board seeks to mitigate such risks so far as it is able to do, but certain important risks cannot be controlled by the Board.

In setting and implementing the Company's strategies, the Board, having identified the risks, seeks to limit the extent of the Company's exposure to them having regard to both its risk tolerance and risk appetite.

Principle 5 – Maintain the board as a well-functioning, balanced team led by the Chair

Ian Staunton is considered to be independent. Nicholas Walley and Patrick Elliott, as significant shareholders, are not considered to be independent.

The Company is aware that having an Executive Chairman is not in line with the recommendations made by the QCA. The role of Executive Chairman has been primarily to ensure that best practice policies and procedures are implemented through identifying and appointing the appropriate Directors, ensuring the Board is run in an effective manner, and assisting the Chief Executive Officer with legacy matters. There is a clear split of responsibilities between the Executive Chairman and the Chief Executive Officer. The Board believes that the skillsets of the Chairman and the non-independent Non-executive Directors are appropriate and beneficial for all shareholders and stakeholders.

All Directors are expected to devote the necessary time commitments required by their position and are expected to attend all Board meetings. The Board convenes outside these meetings on an ad hoc basis as and when it deems necessary.

Corporate Governance Statement (continued)

The Chief Executive Officer works full time for the Company. The Executive Chairman is expected to devote sufficient time as to fulfil the needs of the Company. The Non-executive Directors are expected to dedicate up to 3 days per month to the Company's affairs. The Board is satisfied that each of the Directors is able to allocate sufficient time to the Company to discharge their responsibilities effectively.

The number of meetings of the Board and attendance for the year ended 31 December 2023 are set out below:

	Meetings held	**Meetings attended**
Gordon Hart	23	23
Patrick Elliott	23	17
Ian Staunton	23	22
Nicholas Walley	23	23
David Price	23	22

Principle 6 – Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The Board comprises the Executive Chairman, Gordon Hart; the Chief Executive Officer, David Price; and three Non-executive Directors, Ian Staunton, Patrick Elliott and Nicholas Walley. Further details on the Board can be found on the Director biographies section of the 2023 Annual Report, which details the relevant experience, skills and personal qualities and capabilities that each director brings to the board.

The Board is therefore satisfied that it has a suitable balance between independence on the one hand, and direct managerial and operational knowledge of the Company on the other, which ensures that no individual or group may dominate the Board's decisions. The Board is also satisfied that the Board has sufficient knowledge of the Group and its operations to enable it to discharge its duties and responsibilities effectively. All Directors use their independent judgement to challenge all matters, whether strategic or operational.

The Directors endeavour to ensure that their knowledge of best practices and regulatory developments is up to date by technical reading and attending relevant seminars and conferences as considered necessary. All Directors receive regular updates on legal and governance issues. Gordon Hart has attended numerous webinars and conferences held by the Australian Institute of Company Directors. All Directors are encouraged to attend presentations, conferences and webinars which improve their skill base.

Rockfire has a Company Secretary whose role is to work closely with the Chairman to maintain high standards of corporate governance, ensuring that the necessary information is supplied to the Directors on a timely basis and that the Company complies with all applicable rules, regulations and obligations governing its operation.

The Board has regular contact with its advisors to ensure that it is aware of changes to generally accepted corporate governance procedures and requirements and that the Group remains compliant with applicable rules and regulations. The Company's nominated advisor supports the Board's development, specifically providing guidance on corporate governance and other regulatory matters, as required.

Each Director can take independent professional advice in the furtherance of his duties, if necessary, at the Company's expense. In addition, the Directors have direct access to the advice and services of the Company Secretary.

Neither the Board nor its committees have sought external advice on a significant matter.

Corporate Governance Statement (continued)

Principle 7 – Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

Given the current stage of the Company's development the Directors believe that the Board operates efficiently and cost effectively and that the cost of an external review process is not justified. Nevertheless, it is intended that the Board will be strengthened in due course to reflect the Group's progress with exploration and growth.

No board performance evaluation has taken place in the year for the reason described above.

Principle 8 – Promote a corporate culture that is based on ethical values and behaviours

The Board recognises that its decisions regarding strategy and risk will impact the corporate culture of the Group as a whole and that this will impact the performance of the Group. The Board is aware that the tone and culture set by the Board will greatly impact all aspects of the Group and the way that employees and other stakeholders behave. The Corporate Governance arrangements that the Board has adopted are designed to ensure that the Company delivers long term value to its shareholders, and that shareholders have the opportunity to express their views in a manner that encourages open dialogue with the Board. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives.

A large part of the Company's activities is centred upon an open and respectful dialogue with employees, contractors, clients and other stakeholders. The Board places great importance on this aspect of corporate life and seeks to ensure that transparency and openness are evident in all that the Company does. The Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge.

The Board has adopted a code of conduct which provides a framework for ethical decision-making and actions across the Group. The code of conduct reiterates the Group's commitment to integrity and fair dealing in its business affairs and its duty of care to all employees, contractors and stakeholders.

Each Board member's adherence to the Group's code of conduct is assessed annually. Employees are assessed on their performance and their adherence to the code of conduct through their annual performance review.

Principle 9 – Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

Board programme

The Board is responsible for approving the Company strategy and policies, for safeguarding the assets of the Company, and is the ultimate decision-making body of the Company in all matters except those that are reserved for specific shareholder approval.

The Board sets direction for the Company through a formal schedule of matters reserved for its decision.

The Board meets at least four times each year in accordance with its scheduled meeting calendar and maintains regular dialogue between Board members.

Prior to the start of each financial year, a schedule of dates for that year's Board meetings is compiled. This may be supplemented by additional meetings as and when required.

The Board and its Committees receive appropriate and timely information prior to each meeting, with a formal agenda being produced for each meeting, and Board and Committee papers distributed several days before meetings take place.

Corporate Governance Statement (continued)

Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's executive management team.

Roles & responsibilities

There is a clear division of responsibility at the head of the Company.

The Chairman is responsible for:

- running the business of the Board;
- setting the agenda for Board meetings;
- ensuring appropriate strategic focus and direction;
- facilitating effective contribution from all Directors; and
- promoting constructive and respectful relations between the Board and management.

The Chief Executive Officer is responsible for:

- proposing the strategic focus to the Board;
- implementing strategy once it has been approved by the Board;
- overseeing the management of the Company through the executive management team; and
- where proposed transactions, commitments or arrangements exceed the thresholds set by the Board to refer the matter to the Board for its consideration, review and approval.

The Board is supported by the Audit and Remuneration committees. Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties.

The Audit Committee's primary function is to assist the Board in fulfilling its responsibilities by reviewing the:

- Quality and integrity of financial reporting.
- Systems of internal control which management and the Board have established to safeguard the Group's financial and physical assets and facilitate compliance with relevant statutory and regulatory requirements.
- Processes for business risk identification, quantification and mitigation.
- Effectiveness and independence of the external audit process.
- Quality and relevance of financial and non-financial information provided to management and the Board on which decisions will be based.

The Audit Committee acts as the Board's committee to oversee risk.

Corporate Governance Statement (continued)

The Remuneration Committee acts as the Board's committee to oversee employment and remuneration contracts for management and directors.

The roles of the Audit and Remuneration Committees are available on the website at www.rockfireresources.com.

All matters that have a material impact upon the Company or any of its subsidiaries will be referred to the Board. However, below is a schedule of matters reserved specifically for the decision of the Board or a duly authorized committee thereof. The Board has the authority to obtain outside legal or other independent advice at the expense of the Company.

Financial matters:

- Approval of full year (preliminary) and half year results announcements.
- Adoption of significant change in accounting policies or practices.
- Approval of all circulars and prospectus to shareholders.
- Changes relating to the capital structure of the company.
- Approval of increases in share capital of any Group Company.
- The approval of all guarantees given by the Company.
- Ratify the use of Rockfire Resources plc company seal.

Corporate matters:

- Convening general meetings of the Company.
- Recommending to shareholders the approval of alterations to the Memorandum and Articles of Association of the company.
- Making any take-over offer for another company or other companies within the City Code on Takeovers and Mergers and considering a response to any such approaches to the Company.

Annual report and accounts:

To issue the Annual Report and Accounts of the company having approved the following:

- Strategic Report.
- Directors Report.
- Remuneration, Audit and Nomination Committee Reports.
- Accounts and notes to the accounts.

Appointments and structure:

- Appointment and removal of the Chairman.
- Appointment, removal and re-election of the Directors.
- Appointment and removal of the Company Secretary.

Corporate Governance Statement (continued)

- Reviewing succession planning for the Board and senior management of the Group.
- Carry out a formal and rigorous review of its own performance and that of its committees and individual directors on an annual basis.

Budgets, contracts and business development:

- Approval of strategic plans of the company.
- Approval of the annual budget of the company.
- Approval of significant changes in treasury and foreign currency policy of the company.
- Approval of material contracts.
- Significant changes to the company's activities to include, acquisitions or divestments or entry into a new foreign jurisdiction or exit from an existing one.

Internal controls:

To receive reports directly from the Chief Executive Officer on the Group's internal control systems and to consider amongst others:

- Changes in the nature and extent of significant risks to the business.
- The key risks and how these are evaluated and managed.

To review annually the effectiveness of the company's internal control systems and consider:

- For identified weaknesses, the actions being taken and the timeliness of rectification.
- The effectiveness and output of the management's review process.
- Incidence of major control weaknesses, their cause and potential impact on the business.
- To report to shareholders on the review of the internal control systems.

Board committees:

- Approving terms of reference for Board Committees and agreeing division of responsibility between Chairman and Chief executive Officer.
- Recommendation to shareholders to appoint or remove the Company's auditors including approval of their fees.
- Appointment or removal of the Company's principal advisors.
- Approval of major changes in employee share and incentive schemes.
- Approval of the Group's Health and Safety Policy.
- Approval of the Group's Environmental Policy.
- Monitoring of the Directors and Officers Liability Insurance.
- Agreeing fee levels for Non-Executive Directors.

Corporate Governance Statement (continued)

As the Group grows and develops the Board will periodically review its corporate governance framework to ensure it remains appropriate for the size, complexity, and risk profile of the Group.

Principle 10 – Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board attaches great importance to providing shareholders with clear and transparent information on the Company's activities, strategy and financial position.

The Company communicates with shareholders through the Annual Report, full-year and half-year announcements, the Annual General Meeting and one-to-one meetings with large existing or potential new shareholders.

The Company announces significant developments which are disseminated via various outlets including the London Stock Exchange's Regulatory News Service (RNS).

The audit committee is chaired by Ian Staunton and includes Patrick Elliott and Gordon Hart, and their biographies can be found on page 6. The role of the committee is to consider and approve the interim results, and with the auditors to consider the annual report and matters raised by the auditors based on their audit. So far as possible recommendations by the auditors are immediately implemented. To date, audit committee matters have been discussed in full Board meetings. As such no formal audit committee reports have been required.

The remuneration committee is chaired by Nicholas Walley and includes Patrick Elliott, and their biographies can be found on page 6. The remuneration committee meets on an ad hoc basis, when required. Fees payable to the Non-executive Directors are determined by the Executive Directors.

Additional information supplied by the remuneration committee has been disseminated across this Annual Report, rather than included as a separate committee report.

Gordon Hart
Chairman

30 May 2024

Independent auditor's report
to the members of Rockfire Resources plc

Opinion

We have audited the financial statements of Rockfire Resources Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2023 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 3 in the financial statements, which indicates that the group will require further funds to be raised over the next 12 months in order for the group to meet its exploration expenditure commitments, undertake the budgeted exploration activities and progress new business development opportunities. As stated in note 3, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group's and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included a review of the cash flow forecasts prepared by management, a review of management's assessment of going concern and post year end information impacting going concern.

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

Independent auditor’s report
to the members of Rockfire Resources plc (continued)

Our application of materiality

Materiality	Basis for materiality
Group **£144,000 (2022: £102,000)**	*2% of gross assets*
Company **£100,800 (2022: £75,000)**	*2% of gross assets with 5% of loss before tax to obtain coverage of expenditure*

We consider gross assets to be the most significant determinant of the group’s financial position and performance used by shareholders, with the key financial statement balances being intangible exploration and evaluation assets and cash and cash equivalents. The going concern of the group is dependent on its ability to fund operations going forward, as well as on the valuation of its assets, which represent the underlying value of the group. The basis for calculating materiality was unchanged from the prior year.

Whilst materiality for the group financial statements as a whole was set at £144,000, materiality for the parent company was £100,800 and for significant components was set at a range between £100,800 and £71,400 (2022: £71,000 and £63,350). Performance materiality at 70% was set at £100,800 for the group, £70,560 for the parent company (2022: £71,400 and £52,500, respectively) and for the significant components at a range between £70,560 and £49,980 (2022: £49,700 and £44,350). We applied the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements.

We agreed with the audit committee that we would report to the committee all audit differences identified during the course of our audit in excess of £7,200 (2022: £5,100) for the group and £5,040 (2022: £3,750) for the parent company.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas requiring the directors to make subjective judgements, for example in respect of assessing the recoverability of exploration, evaluation and development expenditure, the valuation of share-based payments, the carrying value and recoverability of investments in subsidiaries at parent company level, and the consideration of future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

An audit was performed on the financial information of the group’s significant operating components which, for the year ended 31 December 2023, were located in the United Kingdom, Australia and Greece. The audit of significant components was performed in London solely by PKF Littlejohn LLP using a team with experience of auditing mineral exploration and publicly listed entities.

Key audit matters

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

Independent auditor's report

to the members of Rockfire Resources plc (continued)

Key Audit Matter	How our scope addressed this matter
Carrying value and appropriate capitalisation of Intangible Assets (refer Note 9) (GROUP) The group carrying value of intangible assets in relation to capitalised exploration costs for its Australian and Greek projects is material. There is a risk that these assets have been incorrectly capitalised in accordance with the requirements of IFRS 6 and that there are indicators of impairment as at 31 December 2023. Particularly for early stage exploration projects, where the calculation of recoverable amount via value in use calculations is not possible, management's assessment of impairment under IFRS 6 requires significant estimation and judgement.	Our work in this area included: • Confirmation that the group has good title to the applicable exploration licences, and has fulfilled any specific conditions therein particularly having regard to minimum expenditure requirements; • Review and substantive testing of capitalised costs, and consideration of appropriateness for capitalisation under IFRS 6; • Assessment of progress at the individual projects during the year and post year-end; • Consideration of management's impairment reviews in light of impairment indicators identified in accordance with IFRS 6, including corroboration and challenge thereof; and • Evaluating the disclosures included within the financial statements.
Recoverability of investments and intragroup balances (refer Notes 11 and 12) (COMPANY) Investments in subsidiaries and intragroup loans are significant assets in the parent company's financial statements. Their recoverability is directly linked to the recoverability of intangible assets in those entities, and hence may not be fully recoverable.	Our work in this area included: • Confirmation of ownership of the investments; • Review of management's calculations of expected credit losses on the intragroup balances to ensure the rationale and accounting treatment is in accordance with IFRS 9; • Consideration of recoverability of investments and intragroup loans by reference to underlying net asset values and exploration projects; and • Evaluating the disclosures included within the financial statements.

Independent auditor's report
to the members of Rockfire Resources plc (continued)

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Independent auditor's report

to the members of Rockfire Resources plc (continued)

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and application of our cumulative audit knowledge and experience of the industry. We ensured that the audit team collectively had the appropriate experience with auditing entities within this industry, facing similar audit and business risks, and of a similar size.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from:
  - AIM Rules;
  - UK employment law; and
  - Local tax laws and regulations.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - Making enquiries of management;
  - A review of Board minutes;
  - A review of legal ledger accounts; and
  - A review of regulated news service announcements.

Independent auditor’s report
to the members of Rockfire Resources plc (continued)

- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the impairment assessment of intangible assets and we addressed this by challenging the assumptions and judgements made by management when auditing that significant accounting estimate.
- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals, reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

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

Use of our report

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

David Thompson
(Senior Statutory Auditor)

For and on behalf of PKF Littlejohn LLP
Statutory Auditor

30 May 2024

15 Westferry Circus
Canary Wharf
London E14 4HD

Consolidated statement of comprehensive income
for the year ended 31 December 2023

	Note	2023 £	2022 £
Interest income		2	1
Administrative expenses		(1,785,547)	(753,213)
Operating loss	**6**	**(1,785,545)**	**(753,212)**
Loss before taxation		**(1,785,545)**	**(753,212)**
Taxation	7	–	–
Loss for the year attributable to shareholders of the Company		(1,785,545)	(753,212)
Items that may be reclassified subsequently to profit or loss:			
Foreign exchange translation movement		(203,202)	138,883
Total comprehensive loss attributable to shareholders of the Company		**(1,988,747)**	**(614,329)**
Loss per share attributable to shareholders of the Company			
Basic and diluted	8	(0.10)p	(0.06)p

The notes on pages 46 to 68 form part of these financial statements.

Consolidated statement of financial position
for the year ended 31 December 2023

	Note	2023 £	2022 £
Assets			
Non-current assets			
Intangible assets	9	4,972,616	4,451,118
Property, plant and equipment	10	28,244	38,323
Other receivables	12	94,301	85,872
		5,095,161	**4,575,313**
Current assets			
Cash and cash equivalents	13	436,575	420,255
Trade and other receivables	12	1,732,419	106,171
		2,168,994	**526,426**
Total assets		**7,264,155**	**5,101,739**
Equity and liabilities			
Equity attributable to shareholders of the Company			
Share capital	14	8,548,460	7,435,409
Share premium	15	21,210,144	18,233,976
Other reserves	15	2,190,753	2,295,035
Merger relief reserve	15	190,000	190,000
Foreign exchange reserve	15	(254,325)	(51,123)
Retained deficit		(24,842,895)	(23,161,632)
Total equity		**7,042,137**	**4,941,665**
Current liabilities			
Trade and other payables	17	222,018	160,074
Total liabilities		**222,018**	**160,074**
Total equity and liabilities		**7,264,155**	**5,101,739**

The notes on pages 46 to 68 form part of these financial statements.

Company statement of financial position

for the year ended 31 December 2023

Company Registration No. 07791328

	Note	2023 £	2022 £
Assets			
Non-current assets			
Property, plant & equipment	10	1,496	109
Investments	11	1,030,640	1,030,640
Total non-current assets		**1,032,136**	**1,030,749**
Current assets			
Cash and cash equivalents	13	425,619	37,005
Trade and other receivables	12	4,437,511	4,605,819
Total current assets		**4,863,130**	**4,642,824**
Total assets		**5,895,266**	**5,673,573**
Equity			
Equity attributable to owners of the parent:			
Share capital	14	8,548,460	7,435,409
Share premium	15	21,210,144	18,233,976
Other reserves	15	1,697,590	1,801,872
Merger relief reserve	15	190,000	190,000
Accumulated losses	15	(25,883,132)	(22,077,982)
Total equity		**5,763,062**	**5,583,275**
Liabilities			
Current liabilities			
Trade and other payables	17	132,204	90,299
Total liabilities		**132,204**	**90,299**
Total equity and liabilities		**5,895,266**	**5,673,574**

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own income statement. The Company's total comprehensive loss for the year was £3,909,432 (2022: loss of £588,534).

The financial statements were approved and authorised for issue by the Board on 30 May 2024 and signed on its behalf by:

David Price
Chief Executive Officer

The notes on pages 46 to 68 form part of these financial statements.

Consolidated statement of changes in equity
for the year ended 31 December 2023

	Share capital £	Share premium £	Other reserves £	Merger relief reserves £	Foreign exchange reserve £	Retained deficit £	Total equity £
As at 1 January 2022	**7,078,136**	**18,180,659**	**2,295,035**	**–**	**(190,006)**	**(22,408,420)**	**4,955,404**
Loss for the financial year	–	–	–	–	–	(753,212)	(753,212)
Foreign exchange translation movement	–	–	–	–	138,883	–	138,883
Total comprehensive loss	–	–	–	–	138,883	(753,212)	(614,329)
Shares issued during the year	307,273	95,727	–	–	–	–	403,000
Share issuance costs	–	(42,410)	–	–	–	–	(42,410)
Acquisition of subsidiary	50,000	–	–	190,000	–	–	240,000
Total transactions with shareholders	357,273	53,317	–	190,000	–	–	600,590
At 31 December 2022	**7,435,409**	**18,233,976**	**2,295,035**	**190,000**	**(51,123)**	**(23,161,632)**	**4,941,665**
As at 1 January 2023	**7,435,409**	**18,233,976**	**2,295,035**	**190,000**	**(51,123)**	**(23,161,632)**	**4,941,665**
Loss for the financial year	–	–	–	–	–	(1,785,545)	(1,785,545)
Foreign exchange translation movement	–	–	–	–	(203,202)	–	(203,202)
Total comprehensive loss	–	–	–	–	(203,202)	(1,785,545)	(1,988,747)
Shares issued during the year	1,113,051	3,299,719	–	–	–	–	4,412,770
Share issuance costs	–	(323,551)	–	–	–	–	(323,551)
Transfer on lapse of options	–	–	(104,282)	–	–	104,282	–
Total transactions with shareholders	1,113,051	2,976,168	(104,282)	–	–	104,282	4,089,219
At 31 December 2023	**8,548,460**	**21,210,144**	**2,190,753**	**190,000**	**(254,325)**	**(24,842,895)**	**7,042,137**

The notes on pages 46 to 68 form part of these financial statements.

Company statement of changes in equity
for the year ended 31 December 2023

	Share capital £	Share premium £	Other reserves £	Merger relief reserve £	Retained deficit £	Total equity £
At 1 January 2022	**7,078,136**	**18,180,659**	**1,801,872**	**–**	**(21,489,448)**	**5,571,219**
Loss for the financial year	–	–	–	–	(588,534)	(588,534)
Total comprehensive loss	–	–	–	–	(588,534)	(588,534)
Issue of share capital	307,273	95,727	–	–	–	403,000
Share issuance costs	–	(42,410)	–	–	–	(42,410)
Acquisition of subsidiary	50,000	–	–	190,000	–	240,000
Total transactions with shareholders	357,273	53,317	–	190,000	–	600,590
At 31 December 2022	**7,435,409**	**18,233,976**	**1,801,872**	**190,000**	**(22,077,982)**	**5,583,275**
At 1 January 2023	**7,435,409**	**18,233,976**	**1,801,872**	**190,000**	**(22,077,982)**	**5,583,275**
Loss for the financial year	–	–	–	–	(3,909,432)	(3,909,432)
Total comprehensive loss	–	–	–	–	(3,909,432)	(3,909,432)
Issue of share capital	1,113,051	3,299,719	–	–	–	4,412,770
Share issuance costs	–	(323,551)	–	–	–	(323,551)
Transfer on lapse of options	–	–	(104,282)	–	104,282	–
Total transactions with shareholders	1,113,051	2,976,168	(104,282)	–	104,282	4,089,219
At 31 December 2023	**8,548,460**	**21,210,144**	**1,697,590**	**190,000**	**(25,883,132)**	**5,763,062**

The notes on pages 46 to 68 form part of these financial statements.

Consolidated statement of cash flows
for the year ended 31 December 2023

	Note	2023 £	2022 £
Cash flow from operating activities			
Loss for the year before tax		(1,785,545)	(753,212)
Depreciation	10	7,317	8,677
Expenses settled in shares		32,484	28,000
Loss on disposal of property, plant and equipment		1,770	–
Finance income		(2)	1,477
Foreign exchange differences		(40,854)	(105,327)
(Increase)/decrease in trade and other receivables	12	(1,671,558)	20,617
Increase/(decrease) in trade and other payables	17	97,949	(96,804)
Net cash outflow from operating activities		**(3,358,439)**	**(896,572)**
Cash flow from investing activities			
Exploration expenditure		(681,668)	(459,292)
Payment of long term deposit		–	(85,872)
Cash acquired with subsidiary		–	82,282
Acquisition of property, plant and equipment	10	(2,147)	(25,003)
Property, plant and equipment sale proceeds		1,837	–
Interest received		2	–
Net cash used in investing activities		**(681,976)**	**(487,885)**
Cash flow from financing activities			
Proceeds from issuance of ordinary shares		4,380,286	375,000
Share issuance costs	14	(323,551)	(42,410)
Interest paid		–	(1,477)
Net cash generated from financing activities		**4,056,735**	**331,113**
Net increase/(decrease) in cash and cash equivalents		16,320	(1,053,344)
Cash and cash equivalents at the beginning of the year	13	420,255	1,473,599
Cash and cash equivalents at the end of the year		**436,575**	**420,255**

The notes on pages 46 to 68 form part of these financial statements.

Company statement of cash flows
for the year ended 31 December 2023

	Note	2023 £	2022 £
Cash flow from operating activities			
Loss for the year before tax		(3,909,432)	(588,534)
Depreciation	10	554	580
Expenses settled in shares		32,484	28,000
Expected credit losses		2,437,689	86,022
(Increase)/Decrease in trade and other receivables	12	(1,564,027)	35,485
Increase in trade and other payables	17	41,906	5,313
Net cash outflow from operating activities		**(2,960,826)**	**(433,134)**
Cash Flow from investing activities			
Acquisition of property, plant and equipment	10	(1,940)	–
Investment in subsidiary		–	(142,639)
Net cash used in investing activities		**(1,940)**	**(142,639)**
Cash flow from financing activities			
Related party loans		(705,355)	(1,140,613)
Proceeds from issuance of ordinary shares		4,380,286	375,000
Share issuance costs	14	(323,551)	(42,410)
Net cash generated from financing activities		**3,351,380**	**(808,023)**
Net increase/(decrease) in cash and cash equivalents		388,614	(1,383,796)
Cash and cash equivalents at the beginning of the year	13	37,005	1,420,801
Cash and cash equivalents at the end of the year		**425,619**	**37,005**

The notes on pages 46 to 68 form part of these financial statements.

Notes to the financial statements

1. Reporting entity

Rockfire Resources plc is a public limited company, quoted on AIM and incorporated in England and Wales.

2 Adoption of new and revised standards

(i) New and amended standards, and interpretations issued and effective for the financial year beginning 1 January 2023

The following new standards, amendments and interpretations are effective for the first time in these financial statements. However, none has had a material impact on the financial statements:

Standard	Effective date
IFRS 17 Insurance Contracts;	1 January 2023
Definition of Accounting Estimates – amendments to IAS 8;	1 January 2023
Deferred Tax related to Assets and Liabilities arising from a Single Transaction –amendments to IAS 12;	1 January 2023
Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2;	1 January 2023
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current; and Amendments to IAS 1 – Non-current Liabilities with Covenants.	1 January 2023

(ii) New standards, amendments and interpretations in issued but not yet effective

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

Standard	Effective date
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current;	1 January 2024
Amendments to IAS 7 and IFRS 7 – Supplier finance arrangements; and	1 January 2024
Amendment to IFRS 16 Leases: Lease Liability in a sale & leaseback*.	1 January 2024

** Subject to UK endorsement*

The Directors do not expect that the adoption of these standards will have a material impact on the financial statements of the Group or Company in future periods.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies

a) Basis of preparation

These financial statements have been prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006. The Financial statements are prepared under the historical cost convention as modified by the measurement of certain financial instruments at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's and Company's accounting policies.

b) Basis of consolidation

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Intra-group balances and any unrealised gains or losses or income or expenses arising from intra-group transactions are eliminated in preparing the Group financial statements.

c) Functional and presentation currency

These consolidated financial statements are presented in GB pounds sterling (GBP), which is the Company's functional currency.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

d) Going concern

The Company has prepared a cash flow forecast to 30 June 2025 which supports the Directors' expectation that the Group has adequate resources to continue in operational existence for a period of not less than 12 months from the date of signing these financial statements. This cash flow forecast assumes that the exploration programmes, including minimum expenditure commitments, will only continue with additional equity funding secured by the Group. This additional funding is not guaranteed, however, to date the Group has been successful in securing funding when required. On 15 September 2023, the Company announced that it had successfully completed a placing of new ordinary shares in the Company, raising gross proceeds of £3.5 million, which comprised 700,000,000 new ordinary shares of 0.1 pence each in the Company being placed with an institutional investor at an issue price of 0.5 pence per share.

Additionally on 1 February 2024, the Company announced that it had received the return of a US$2 million consideration which was paid by Rockfire as part of its terminated acquisition of Emirates Gold DMCC and Emperesse Bullion LLC. These funds will be put towards multiple activities which the Company is currently undertaking. The first is the continuation of drilling at the Company's 100%-owned Molaoi base metal and critical mineral deposit in Greece. Funds will also contribute to on-going working capital requirements of the Company. As such, the financial statements have been prepared assuming the Group and Company will continue as a going concern.

The Directors believe the Group will generate sufficient working capital and cash flows to continue in operational existence and will have the ongoing support of its shareholders, if required, for the foreseeable future.

e) Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred, and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair value.

f) Property, plant and equipment

Items of property, plant and equipment are stated at historical cost less accumulated depreciation.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

- Motor vehicles – 20% straight line
- Office equipment – 25% straight line
- Building improvements – 10% straight line

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

g) Intangible assets – exploration costs

Exploration costs comprise costs associated with the acquisition of mineral rights and mineral exploration and are capitalised as intangible assets pending the feasibility of the project. They also include certain administrative costs that are allocated to the extent that those costs can be related directly to exploration activities.

If an exploration project is deemed successful based on feasibility studies, the related expenditure is transferred to development and production assets and amortised over the estimated useful life of the ore reserves on a unit of production basis. Where a project is abandoned or considered to be no longer economically viable, the related costs are written off to profit or loss.

To date, the Group has not progressed to the development and production stage in any area of operation.

h) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent from those of other assets or groups of assets. Where the carrying value of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used.

Exploration projects at an early stage of development are assessed under the following areas, in accordance with the criteria contained within IFRS 6, for circumstances that may indicate the existence of impairment:

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

Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset. For impaired assets, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes a revised estimate of recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

i) Financial instruments

Financial assets

Classification

The Group classifies its financial assets at amortised cost. Financial assets do not comprise prepayments. Management determines the classification of its financial assets at initial recognition. The classification of financial assets at initial recognition that are debt instruments depends on the financial asset's contractual cash flow characteristics and the business model for managing them. In order for a financial asset to be classified and measured at amortised cost it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Amortised cost

The Group's financial assets held at amortised cost comprise trade and other receivables and cash and cash equivalents in the statement of financial position. These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g., trade receivables), but also incorporate other types of contractual monetary asset. 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 method, less provision for impairment.

Impairment of financial assets

An impairment provision is recognised when there is objective evidence of a default event (e.g., significant financial difficulties on the part of the counterparty or default or significant delay in payment) such that the Group may be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired asset.

Impairment provisions for trade receivables and other receivables are recognised based on the simplified approach within IFRS 9 using lifetime expected credit losses (ECLs). During this process the probability of non-payment of receivables is assessed. This probability is then multiplied by the amount of expected loss arising from the default to determine the ECL.

Financial liabilities

The Group classifies its financial liabilities in the category of financial liabilities at amortised cost. All financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provision of the instrument. Trade and other payables and borrowings are included in this category.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

Borrowings are de-recognised from the balance sheet when the obligation specified in the contract is discharged, is cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other operating income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

j) Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefit will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessment of the time value of money and where appropriate, the risks specific to the liability.

k) Current and deferred tax

Tax represents the sum of current and deferred tax.

Tax payable or receivable is based on taxable profit or loss for the year. Taxable profit or loss differs from accounting profit or loss as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and further excludes items that are never taxable or deductible. Current tax is measured using tax rates that have been enacted or substantively enacted by the reporting date.

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 balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available, against which deductible temporary differences can be utilised.

l) Pensions

Pension costs charged in the financial statements represent the contributions payable by the Group during the year into defined contribution pension schemes.

m) Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the financial statements, the results and financial position of each entity are expressed in GBP.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date.

Exchange differences arising on the settlement of monetary items and on the retranslation of monetary items are included in the statement of comprehensive income for the period.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in GBP using exchange rates prevailing at the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as other comprehensive income and are transferred to the Group's translation reserve.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign currency gains and losses arising from such items are considered to form part of a net investment in the foreign operation and are recognised in other comprehensive income and presented in the exchange reserve in equity.

n) Investments

Investments held as non-current assets comprise investments in subsidiary undertakings and are stated at cost less any provision for impairment.

o) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

p) Share-based payments

The Group makes equity-settled share-based payments to certain Directors and employees. Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted.

The fair value determined at the grant date of equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of instruments that will eventually vest with a corresponding adjustment to equity. Fair value is measured by use of the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations.

Non-vesting and market vesting conditions are taken into account when estimating the fair value of the option at grant date. Service and non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each reporting date.

Notes to the financial statements (continued)

3 Basis of preparation and significant accounting policies (continued)

q) Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting estimates will, by definition, seldom equal the actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Certain amounts included in the financial statements involve the use of judgement and/or estimation. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, but actual results may differ from the amounts included in the financial statements. The Board has considered the critical accounting estimates and assumptions used in the financial statements and concluded that the areas of judgement that have the most significant effect on the amounts recognised in the financial statements are as set out below.

Recoverability of deferred exploration costs

All costs directly attributable to exploration are capitalised on a project basis, pending a decision on the economic feasibility of the project. The capitalisation of such costs gives rise to an intangible asset in the consolidated and parent company statements of financial position. Exploration costs are capitalised where it is considered likely that the amount will be recovered by future exploitation, sale or alternatively where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. This requires management to make estimates and assumptions as to the future events and circumstances, especially in relation to whether an economically viable extraction operation can be established. Such estimates are subject to change and should it become apparent that recovery of the expenditure is unlikely, the relevant amount is written off in the statement of comprehensive income.

Receivables from Group undertakings

The Company makes assumptions when implementing the forward-looking ECL model. This model is used to assess intercompany loans for impairment.

Estimates are made regarding the credit risk and the underlying probability of default in each of the credit loss scenarios. The scenarios identified by the Company are production, divestment, fire-sale and failure. The Directors make judgements on the expected likelihood and outcome of each of the scenarios, and these expected values are applied to the loan balances.

4 Segmental reporting

During the year, the Group had one business segment which was exploration for gold and copper resources. Accordingly, no segmental analysis is appropriate.

Notes to the financial statements (continued)

5 Staff costs

Number of employees

The monthly average number of employees (excluding Directors) of the Group during the year was:

	2023 No.	2022 No.
Professional	2	2

Employment costs (excluding directors)

	2023 £	2022 £
Wages and salaries	91,467	126,531
Post-employment benefits	–	8,687
Total	91,467	135,218

Directors' emoluments

2023

	Short-term benefits £	Post-employment benefits £	Total £
David Price	188,457	19,114	207,571
Gordon Hart	126,507	10,831	137,338
Ian Staunton	36,547	–	36,547
Patrick Elliott	32,841	–	32,841
Nicholas Walley	36,547	–	36,547
Total	420,899	29,945	450,844

2022

	Short-term benefits £	Post-employment benefits £	Total £
David Price	162,547	16,662	179,209
Gordon Hart	88,699	9,092	97,791
Ian Staunton	31,576	–	31,576
Patrick Elliott	29,540	–	29,540
Nicholas Walley	31,576	–	31,576
Total	343,938	25,754	369,692

The key management personnel of the Group are considered to be the Directors.

Notes to the financial statements (continued)

6 Operating loss Operating loss is stated after charging:

	2023 £	2022 £
Fees payable to the Group auditor for the audit of the Group and Company financial statements	29,350	27,960
Fees payable to the Group auditor for taxation services	2,500	2,000
Other fees payable to the Group auditor	110,000	–

Other fees in the year ended 31 December 2023 were in respect of reporting accountant work on the terminated acquisition of Emirates Gold and Emperesse Bullion (2022: £Nil).

7 Taxation

	2023 £	2022 £
Factors affecting tax charge for the year		
Loss on ordinary activities before taxation	(1,785,545)	(753,212)
Loss on ordinary activities at the UK standard rate	(419,603)	(143,110)
Effects of:		
UK carried forward losses	345,761	95,432
Non-deductible expenses	99	45
Losses of overseas subsidiaries carried forward	73,743	47,633
Current tax charge	–	–

Corporation tax for the year ended 31 December 2023 was calculated using a marginal tax rate of 23.5 per cent. (2022: 19%). The UK corporation tax was set at the main rate of 25% from 1 April 2023.

The Group has estimated UK tax losses of approximately £6,928,732 (2022: £5,671,000), and losses of overseas subsidiaries approximately £1,356,259 (2022: £1,153,000) available to carry forward against future trading profits. The Group has not recognised a deferred tax asset on any losses carried forward due to the uncertainty of future profits.

8 Earnings per share

	2023 £	2022 £
Loss for the purpose of basic and diluted loss per share	(1,785,545)	(753,212)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	1,865,306,230	1,166,576,254
Loss per share – basic and diluted (pence)	(0.10)	(0.06)

Basic EPS is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company, being loss making in both this year and the comparative period would mean that any exercise would be anti-dilutive.

Notes to the financial statements (continued)

9 Intangible assets

Group

	Exploration costs £
At 1 January 2022	3,447,739
Additions	459,292
Acquisition	394,530
Foreign exchange differences	149,557
At 31 December 2022	**4,451,118**
At 1 January 2023	4,451,118
Additions	681,668
Foreign exchange differences	(160,170)
At 31 December 2023	**4,972,616**

As at 31 December 2023, the Group had future commitments of £6,176,680 (2022: £6,910,544) in relation to exploration projects:

	Minimum spend £
1 year	1,176,680
Later than 1 year but no more than 5 years	5,000,000
Total	6,176,680

Company

	Exploration costs £
At 1 January 2022	13,380
Transferred to subsidiary	(13,380)
At 31 December 2022	–
At 1 January 2023	–
At 31 December 2023	–

Notes to the financial statements (continued)

10 Property, plant and equipment

Group

	Motor vehicles £	Office equipment £	Building improvements £	Total £
Cost				
At 1 January 2022	28,977	5,677	–	34,654
Additions	20,773	3,165	1,065	25,003
Foreign exchange differences	2,247	347	44	2,638
At 31 December 2022	**51,997**	**9,189**	**1,109**	**62,295**
At 1 January 2023	51,997	9,189	1,109	62,295
Additions	–	2,147	–	2,147
Disposals	(13,158)	(1,150)	–	(14,308)
Foreign exchange differences	(1,944)	(311)	(24)	(2,279)
At 31 December 2023	**36,895**	**9,875**	**1,085**	**47,855**
Depreciation				
At 1 January 2022	11,113	3,352	–	14,465
Charge for the year	534	4,507	–	5,041
Depreciation capitalised	3,637	–	–	3,637
Foreign exchange differences	563	266	–	829
At 31 December 2022	**15,847**	**8,125**	**–**	**23,972**
At 1 January 2023	15,847	8,125	–	23,972
Charge for the year	5,834	1,367	116	7,317
Disposals	(9,551)	(1,150)	–	(10,701)
Foreign exchange differences	(702)	(277)	2	(977)
At 31 December 2023	**11,428**	**8,065**	**118**	**19,611**
Net book value				
At 31 December 2022	36,150	1,064	1,109	38,323
At 31 December 2023	**25,467**	**1,810**	**967**	**28,244**

Notes to the financial statements (continued)

10. Property, plant and equipment (continued)

Company

	Office equipment £	Total £
Cost		
At 1 January 2022	1,150	1,150
At 31 December 2022	**1,150**	**1,150**
At 1 January 2023	1,150	1,150
Additions	1,940	1,940
Disposals	(1,149)	(1,149)
At 31 December 2023	**1,941**	**1,941**
Depreciation		
At 1 January 2022	460	460
Charge for the year	581	581
At 31 December 2022	**1,041**	**1,041**
At 1 January 2023	1,041	1,041
Charge for the year	554	554
Disposals	(1,150)	(1,150)
At 31 December 2023	**445**	**445**
Net book value		
At 31 December 2022	109	109
At 31 December 2023	**1,496**	**1,496**

Notes to the financial statements (continued)

11 Investments

Company

	2023 £	2022 £
At beginning of the year	1,030,640	648,000
Additions in respect of acquisitions	–	362,147
Additional issue of share capital	–	20,493
Total	1,030,640	1,030,640

On 8 March 2022, Rockfire announced the winning of an Open International Tender for a 30-year licence to explore and mine the high-grade Molaoi Zn/Pb/Ag deposit, located in the Hellenic Republic of Greece. Rockfire participated in the tender under a Memorandum of Understanding with a local Greek Company, Hellenic Minerals IKE, now Hellenic Minerals SA ("Hellenic"), the applicant in the tender.

On 16 May 2022, the Company acquired 100% of the issued share capital in Hellenic. Consideration was paid by the Company issuing 50,000,000 new ordinary shares to the vendors of Hellenic at an issue price of 0.01p and potential deferred consideration of £400,000 in respect of obtaining a JORC-compliant mineral resource exceeding four hundred thousand tonnes of zinc equivalent value. The vendors of Hellenic retain a 2% gross production royalty on saleable product from all metals extracted from the Molaoi project. The Company has the option to acquire the gross production royalty for a cash consideration of £1,000,000 at any time.

Additional share capital investment of €24,000 was agreed by the Board on 8 August 2022, in respect of the conversion of Hellenic to an SA Company, to meet the statutory requirements of capital invested per Greek company law.

The Group's subsidiary undertakings at 31 December 2023, were as follows:

Entity name	Proportion held	Class of shareholding	Nature of business	Country of incorporation	Registered office
BGM Investments Pty Limited	100%	Ordinary	Exploration	Australia	c/o WSC Group Accountants, 11/800-812 Old Illawarra Road, Menai, NSW 2234, Australia
Hellenic Minerals SA	100%	Ordinary	Exploration	Greece	Philellinon No 9, Alexandroupoli, 68131, Greece.

As at 31 December 2023, the 100% owned subsidiary, Papua Mining Limited, had been summarily wound up and therefore BGM Investments Pty Limited and Hellenic Minerals SA remain the only subsidiary of the Company. The registered office of Papua Mining Limited was c/o AA Corporate Management 13, Boulevard Princesse Charlotte, Monte Carlo, Monaco, MC98000.

Notes to the financial statements (continued)

12 Trade and other receivables

Current

Group

	2023 £	2022 £
Other receivables	1,732,419	106,171

Company

	2023 £	2022 £
Amounts owed by Group undertakings	2,829,109	4,561,444
Other receivables	1,608,402	44,375
Total	4,437,511	4,605,819

Receivables due from Group undertakings are net of cumulative ECLs of £2,281,052 (2022: £704,890).

As at 31 December 2023 other receivables comprise standard prepayments and additionally an amount of £1,568,744 (2022: £nil), relating to US$2,000,0000, being the initial consideration for 10% shareholding in Emirates Gold DMCC and Emperesse Bullion LLC paid in September 2023. This transaction did not complete due to the Foreign, Commonwealth & Development Office of the United Kingdom imposing sanctions on Paloma and therefore Rockfire withdrew from the agreement. The full amount of US$2,000,000 was due back to the Company with the full amount received by the Company on 1 February 2024.

Non – Current

Group

	2023 £	2022 £
Other receivables	94,301	85,872

The other receivables balance of £94,301 (2022: £85,872) relates to deposits held in respect of a guarantee given to the Greek Government which expires in 2028.

13 Cash and cash equivalents

	2023 £	2022 £
Group		
Cash and cash equivalents	436,575	420,255
Company		
Cash and cash equivalents	425,619	37,005

Notes to the financial statements (continued)

14 Share capital

Group and Company

Issued share capital	2023 No.	2022 No.
Deferred shares of £0.099 each	51,215,534	51,215,534
Ordinary shares of £0.001 each	2,552,791,046	1,439,739,067

Ordinary Shares	2023 Number	2022 Number
Allotted, called up and fully paid		
At 1 January	1,439,739,067	1,082,466,125
Issued for cash	1,100,000,000	300,000,000
Issued in lieu of fees	13,051,979	7,272,942
Issued in asset acquisition	–	50,000,000
At 31 December	2,552,791,046	1,439,739,067

Share Capital

	2023 £	2022 £
Allotted, called up and fully paid		
At 1 January	7,435,409	7,078,136
Issued for cash(1)	1,100,000	300,000
Issued in lieu of fees	13,051	7,273
Issued in asset acquisition	–	50,000
At 31 December	8,548,460	7,435,409

(1) *In the year ended 31 December 2023 includes issue costs of £323,551 (2022: £42,410).*

The nominal value of the issued share capital includes a cumulative foreign exchange difference of £925,332 which crystallised in 2017 when the Group's functional and presentational currency was changed from US$ to GBP.

Notes to the financial statements (continued)

15 Reserves

Share premium

The share premium account represents amounts subscribed for share capital in excess of nominal value, net of directly attributable issue costs.

Foreign exchange reserve

Cumulative gains and losses on translating the net assets of overseas operations to the presentation currency.

Merger relief reserve

The balance on the merger relief reserve represents the fair value of the consideration given in excess of the nominal value of the ordinary shares issued as consideration on the acquisition of Hellenic.

Other reserves

Represents the reserve arising from a share for share exchange as part of a group reorganisation in 2011.

Retained deficit

Cumulative realised losses of the Group.

16 Share options and warrants

Share options

	2023		2022	
	Options No.	**Weighted average exercise price (£)**	**Options No.**	**Weighted average exercise price (£)**
Outstanding at 1 January	54,000,000	0.02	54,000,000	0.02
Granted during the year	–	–	–	–
Lapsed during the year	(18,000,000)	0.02	–	–
Outstanding at 31 December	36,000,000	0.02	54,000,000	0.02
Exercisable at 31 December	36,000,000	0.02	54,000,000	0.02

The weighted average life of the outstanding and exercisable options was 57 days (2022: 366 days).

Notes to the financial statements (continued)

16 Share options and warrants (continued)

Share options held by Directors were as follows:

	2022 No.	2021 No.
David Price	10,000,000	10,000,000
Gordon Hart	10,000,000	10,000,000
Ian Staunton	–	6,000,000
Patrick Elliot	–	6,000,000
Nicholas Walley	–	6,000,000

Warrants

	2023		2022	
	Warrants No.	Weighted average exercise price (£)	Warrants No.	Weighted average exercise price (£)
Outstanding at 1 January	–	–	30,899,999	0.010
Lapsed during the year	–	–	(30,899,999)	0.010
Outstanding and exercisable at 31 December	–	–	–	–

The weighted average life of the outstanding and exercisable warrants at 31 December 2023 was nil days (2022: 279 days).

17 Trade and other payables

Group

	2023 £	2022 £
Trade payables	29,546	80,587
Other payables	71,507	22,278
Accruals	120,965	57,209
Total	222,018	160,074

Company

	2023 £	2022 £
Trade payables	14,771	46,667
Other payables	17	20
Accruals	117,416	43,612
Total	132,204	90,299

Notes to the financial statements (continued)

18 Financial instruments

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The significant accounting policies regarding financial instruments are disclosed in Note 3.

The Group does not have any derivative products or any long-term borrowings. The Group is not exposed to interest-bearing indebtedness. The exploration activities of the Group are financed by the proceeds of share issues.

Principal financial instruments

The principal financial instruments at amortised cost used by the Group, from which financial instrument risk arises, are as follows:

Group

	2023 **£**	**2022** **£**
Financial assets		
Cash and cash equivalents	436,575	506,127
Trade and other receivables	1,826,720	192,043
Total	2,263,295	698,170
Financial liabilities		
Trade payables	29,546	80,587
Other payables	71,507	22,278
Total	101,053	102,865

Company

	2023 **£**	**2022** **£**
Financial assets		
Cash and cash equivalents	425,619	37,005
Trade and other receivables	4,437,511	4,605,819
Total	4,863,130	4,642,824
Financial liabilities		
Trade payables	14,771	46,667
Other payables	17	20
Total	14,788	46,687

The Directors consider that the fair value of the above financial instruments is equal to the carrying values.

Notes to the financial statements (continued)

18 Financial instruments (continued)

General objectives, policies and processes

The Directors have overall responsibility for the determination of the Group's risk management objectives and policies. The Board regularly reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Directors is to set policies that reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

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 carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

Group

	2023 £	2022 £
Financial assets		
Cash and cash equivalents	436,575	506,127
Trade and other receivables	1,826,720	192,043
Total	2,263,295	698,170

Company

	2023 £	2022 £
Financial assets		
Cash and cash equivalents	425,619	37,005
Trade and other receivables	4,437,511	4,605,819
Total	4,863,130	4,642,824

Notes to the financial statements (continued)

18 Financial instruments (continued)

Liquidity risk

Liquidity risk relates to the ability of the Group to meet future obligations and financial liabilities. To date the Group has relied upon shareholder funding of its activities. Future exploration and development activities is dependent upon the Group's ability to obtain further financing through equity financing or other means.

The following table shows the Group's financial liabilities:

Group

	2023 £	**2022 £**
Financial liabilities		
Trade payables	29,546	80,587
Other payables	71,507	22,278
Total	101,053	102,865

Company

	2023 £	**2022 £**
Financial liabilities		
Trade payables	14,771	46,667
Other payables	17	20
Total	14,788	46,687

The financial statements have been prepared on a going concern basis and note 3(d) provides further information in this regard.

Foreign currency risk

Foreign currency risk refers to the risk that the value of a financial commitment, recognised asset or liability will fluctuate due to changes in foreign currency rates.

The Group operates in Australia and Greece. As such the Group is exposed to transaction foreign exchange risk. The mix of currencies and terms of trade with its suppliers are such that the Directors believe that the Group's exposure is minimal and consequently they have not, to date, specifically sought to hedge that exposure. Most of the Group's funds are in GBP with only sufficient funds held overseas to meet local costs. The Group and Company's net exposure to foreign currency risk at the reporting date is as follows:

	Group		**Company**	
Net foreign currency financial (liabilities)/assets	**Year ended 31 December 2023 £**	**Year ended 31 December 2022 £**	**Year ended 31 December 2023 £**	**Year ended 31 December 2022 £**
US Dollars	1,700,215	–	1,652,483	–
EURO	193,010	83,781	47,732	–
AUD	(11,111)	376,655	2,733	–
	1,882,114	460,436	1,702,948	–

Notes to the financial statements (continued)

18 Financial instruments (continued)

Sensitivity analysis

The following table details the impact of changes in foreign exchange rates on financial assets and liabilities at the balance sheet date, illustrating the (decrease)/increase in Group operating result caused by a 10 per cent strengthening of GBP compared to the year-end spot rate. The analysis assumes that all other variables remain constant.

	Profit or loss		Equity	
Net foreign currency financial (liabilities)/assets	**Year ended 31 December 2023 £**	**Year ended 31 December 2022 £**	**Year ended 31 December 2023 £**	**Year ended 31 December 2022 £**
US Dollars	(170,022)	–	(170,022)	–
Euros	(19,301)	(8,378)	(19,301)	(8,378)
AUD	1,111	(37,666)	1,111	(37,666)
	(188,212)	(46,044)	(188,212)	(46,044)

Commodity price risk

Commodity price risk is the risk that the Group's future earnings will be adversely impacted by changes in the market prices of commodities. The Group is not currently exposed to commodity price risk, but future revenues will be determined by reference to market commodity prices.

Capital management

The Group's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to ensure sufficient resources are available to meet day to day operating requirements. The Group defines capital as 'equity' and 'cash' as shown in the consolidated statement of financial position. As at 31 December 2023 the Group held equity and cash balances of £7,229,081 and £436,575 (2022: £4,941,665 and £420,255), respectively. The Board takes full responsibility for managing the Group's capital and does so through Board meetings and reviews of financial information.

The Group's policy is to invest its cash in deposits with high credit worthy financial institutions with short term maturity.

19 Related party transactions

During the year, the Company advanced funds to BGM Investments Pty Ltd totalling £426,347 (2022: £570,641). The loan is repayable in GBP on demand and as at 31 December 2023, £4,407,424 (2022: £3,981,077) was outstanding. A cumulative expected credit loss provision of £2,281,052 (2022: £704,890) has been recognised at the year-end in respect of the loan.

During the year, the Company advanced funds to Hellenic totalling £984,291 and transferred exploration costs of £nil (2022: £563,635 and £13,380, respectively). The loan is repayable in GBP on demand and as at 31 December 2023 £1,564,635 (2022: £580,344) was outstanding. A cumulative expected credit loss provision of £156,637 (2022: £nil) has been recognised at the year-end in respect of the loan.

Notes to the financial statements (continued)

20 Joint venture

On 20 January 2023 the Company announced that it had entered into a joint venture (''JV'') with Sunshine Gold Limited to advance the Plateau gold deposit in Queensland, Australia. The JV will result in Sunshine Gold Limited sole-funding exploration at Plateau for the next 3 years, with funding being engaged on direct exploration activity.

The JV includes the Lighthouse Project exploration permit tenement EPM25617 and the adjoining Kookaburra exploration permit tenement EPM26705 in Queensland. As at 31 December 2023 these tenements accounted for £1,630,604 of the Group's Intangible assets. As all expenditure on the tenements are capitalised, there were no losses or profits attributed to the tenements.

During the sole funding period, Sunshine Gold Limited must keep the tenements in good order and meet all statutory reporting, rehabilitation and expenditure obligations. On the occurrence of each milestone set out in the table below, Sunshine Gold Limited will acquire the corresponding participating interest in the tenements. Up until the point as Sunshine Gold Limited reaches the stage 1 milestone, Sunshine Gold Limited will have a participating interest in the tenements of 0%.

Stage	Milestone	Total participating interest earned by Sunshine at end of stage	Time frame
1	Sunshine Gold Limited has sole funded AUD $600,000 in expenditure.	40%	Maximum of 1 Year from execution date.
2	Sunshine Gold Limited has sole funded a further AUD $600,000 in expenditure.	51%	Maximum of 2 years from execution date.
3	Sunshine Gold Limited has sole funded a further AUD $1,000,000 in expenditure.	75%	Maximum of 3 years from execution date.

The expenditure requirement for each Stage 1, 2 and 3 is independent of the other stages and not cumulative.

At the conclusion of Stage 3, the Company has 60 days from receipt of all data and reports and proposed program and budget, by written notice, to elect to either:

– Contribute its 25% share of on-going exploration and development expenditure; or

– Convert its 25% share to a 1.5% net smelter royalty.

The terms of the net smelter royalty are to be based on the standard Energy & Resources Law Association (formerly AMPLA Ltd) template.

As at 31 December 2023 Sunshine Gold Limited had spent £195,682 in respect of the JV meaning none of the expenditure thresholds had been met in regards to Stage 1 – 3 detailed above. As such Sunshine Gold Limited holds a 0% participating interest in the tenement EPM25617 and the adjoining tenement EPM26705 at 31 December 2023.

21 Subsequent events

On 1 February 2024, the US$2 million consideration, due back to the Company, in respect of the aborted acquisition of Emirates Gold DMCC and Emperesse Bullion LLC was returned into the Company's bank account, in full.

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