TERTIARY MINERALS PLC

Company No. 03821411

Annual Report and Accounts for the year ended 30 September 2023

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Chairman's Statement

Dear Shareholder,

It is with much pleasure that I present your annual report for the year ended 30 September 2023.

In the reporting period we have continued to focus on our Zambian copper projects in order to make best use of our financial resources and to meet our option expenditure commitments to our local partner, Mwashia Resources Ltd. Consequently, our projects in Nevada have assumed a lower priority as those interests can be maintained indefinitely and at very low cost.

Our work in Zambia is taking place against a background of rising interest in copper exploration globally and in Zambia in particular. Copper is the workhorse of the clean energy transition and an essential metal in the production of solar and wind power installations, electric vehicles and battery storage. Copper supply from existing mines is falling and unless exploration activity is increased significantly, and quickly, new discoveries and new mine developments are not likely to meet the forecast rise in consumption.

Zambia is a long-established producer of copper from its Copperbelt and Northwest Provinces and President Hichilema's government is actively promoting exploration and mine development with ambitious targets for increased copper production. It is rolling back unfavourable fiscal conditions imposed by the previous government and industry has responded with around US$10 billion committed to new mine developments and expansions and the announcement of a joint Zambian-Chinese plan to build a new US$15 billion copper smelter in the Northwest Province where our Mukai and Mupala projects are located. Notably, post the reporting period, on 22 December 2023, it was announced that UAE based International Resources Holdings (IHG) intends to invest some US$1.1 billion to secure a 51% stake in Mopani Copper Mines from ZCCM-IH.

Through our 96% owned Zambian subsidiary, Tertiary Minerals (Zambia) Limited ("TMZ"), we now have interests in five projects in Zambia, four of which are held by local partner, Mwashia Resources Limited ("Mwashia"). All of these projects are well located, being adjacent to existing mines and/or in very active exploration areas where new copper discoveries are being made, and we believe they have great potential.

A key objective in 2023 was to complete soil sampling on all of the projects held under option from Mwashia, to define drill targets and prioritise projects for drill testing with the objective of making a significant copper discovery in 2024, and to drop those projects where such targets could not be defined. This objective was met with soil sampling carried out at the Jacks, Lubuila, Mukai, Konkola West and Mushima North projects in the reporting period. Some 4,000 soil samples were collected, defining drill targets at all projects with the exception of the Lubuila Project where our option was surrendered back to Mwashia.

Our Mukai licence, in the Domes region of northwest Zambia, is strategically located being surrounded by global copper producer, First Quantum Minerals' ("FQM") Trident Project licences which cover the large producing Sentinel copper mine and the newly developed Enterprise nickel mine. At Mushima North our targets are for copper and gold.

Our work at the Mukai and Mushima North projects continues to benefit from the ongoing data sharing and technical cooperation agreement with FQM which has helped us to focus our soil sampling programmes and define drill targets for 2024.

An important development in the financial year was the grant to the Company of the Mupala exploration licence. This covers copper-prospective rocks adjoining Arc Minerals' Zambian Copper-Cobalt Project where Anglo American is spending US$88.5 million to earn a 70% interest and which contains a 16km long strike length of prospective Lower Roan Subgroup rocks, the main host to copper mineralisation in Zambia.

Just recently, we were delighted to have announced the signing of an agreement for our Konkola West Project with a subsidiary of KoBold Metals Company ("KoBold") and TMZ's local partner, Mwashia. KoBold Metals will earn-in to the project and has committed to a drilling programme to test for deep extensions to the world class copper deposit mined on the adjacent Konkola mining lease where Vedanta is currently investing over US$1 billion in mine redevelopment. KoBold is a US-based, privately held, mineral exploration company that couples geoscience, data science, machine learning, and artificial intelligence to search for the critical minerals needed for the clean energy transition and to accelerate growth in the production of electric vehicles. KoBold is backed by technology investors including Breakthrough Energy Ventures (initiated by Bill Gates) and a who's who of Silicon Valley investors, pension funds and major mining companies. Further details of this exciting project and the agreement with KoBold are given in the Operating Review on page 7.

An unexpected development at the end of the reporting period came from our long-suspended Storuman Fluorspar Project in Sweden when the government, after 4 years of deliberation, annulled the Mining Inspectorate's 2019 decision not to grant the exploitation concession and the Mining Inspectorate has been instructed to re-examine its decision. The Storuman Project once underpinned a much higher market capitalisation for the Company and whilst there is no immediate intention to allocate significant resources from other projects, the re-emergence of the Storuman Project as a potential value catalyst is timely as fluorine, sourced from fluorspar, is a component in the most common electrolyte used in lithium-ion batteries today and the use of fluorine-ion batteries is under active development.

Looking forward to 2024, we have drilling planned for Jacks, Mushima North and Mukai in Zambia although, given the interest we have had from other companies in these, we may farm out this work to a joint venture partner at one of these projects at least.

Chairman’s Statement (continued)

In Nevada, funds being available, we plan to drill at the Brunton Pass Copper-Gold Project where a programme of trenching last year targeted a high sulphidation epithermal gold deposit which we believe has been overprinted on copper skarn which may also suggest the presence of a larger porphyry copper target nearby.

A more detailed discussion of our exploration programmes and results can be found in our Operating Report starting on page 6.

Our next Annual General Meeting will be held in London on 14 February 2024 where Mr. Donald McAlister will be retiring and offering himself for re-election as is customary practice.

At this AGM we will be seeking approval for two resolutions to allow for the issue of new shares and the disapplication of pre-emption rights respectively as we usually do. Without the first of these resolutions the Company cannot issue new shares while the second resolution allows the Company to issue shares for cash other than strictly pro-rata to existing shareholders. For example, it allows for rounding of entitlements and to exclude the issue of shares to shareholders in jurisdictions where it would be illegal. Rights issues are, in any event, prohibitively expensive for small companies and these resolutions will allow the directors flexibility to issue new shares to raise funds as and when necessary, up to the limit specified. I urge shareholders to support these resolutions as, until such time as the Company is self-funding, the Company needs to be able to issue shares to raise funds to continue as a going concern.

That we were able to carry out significant field programmes in 2023 in extremely difficult market conditions is due in no small part to our dedicated teams in Zambia and the UK and our low-cost base. Your Board believes that the foundations laid in 2023 should provide a platform for growth in 2024 and we look forward to reporting further progress.

Sincerely,

Patrick Cheetham
Executive Chairman
12 January 2024

Strategic Report

Organisation Overview

Tertiary Minerals plc (ticker symbol 'TYM') is an AIM-traded mineral exploration and development company exploring a portfolio of projects in Zambia and Nevada (USA), with legacy interests in northern Europe.

Our strategic focus is to explore and develop energy transition and precious metal projects in stable and democratic, mining-friendly jurisdictions.

The Company's current principal activities are the identification and acquisition of prospective projects, and the exploration and development of copper, gold and silver resources in Zambia and in Nevada.

Our aim is to increase shareholder value through the discovery and development of valuable mineral deposits while optimising opportunity and minimising risk through management of the Company's jurisdictional, permitting, technical and commodity profile.

The Parent Company of the Group is Tertiary Minerals plc. The Group's projects in Nevada are held through a Nevada registered subsidiary, Tertiary Minerals US Inc., in Zambia through a 96% owned Zambian registered Company, Tertiary Minerals (Zambia) Limited, and in Sweden though a Swedish branch of UK registered subsidiary Tertiary Gold Limited. A fourth subsidiary, UK registered Tertiary (Middle East) Limited, is inactive. The head office for all Group companies is based in Macclesfield in the United Kingdom.

Company's Business Model

For exploration projects, the Group prefers to acquire majority or 100% ownership of mineral assets at minimal cost. This involves either applying for exploration licences from the relevant authority or negotiating rights with existing project owners for initially low periodic payments and/or expenditure commitments that rise over time as confidence in the project value increases.

The Group aims to maximise the funds spent on exploration and development, our core value adding activities. The Company currently has five employees, including the Executive Chairman, who work with and oversee carefully selected and experienced consultants and contractors. The Board of Directors comprises two independent Non-Executive Directors and the Executive Chairman. The profiles of the current directors are provided on page 21.

Administration costs are shared through a Management Services Agreement with Sunrise Resources plc ("Sunrise"), whereby Sunrise pays a share of the cost of head office overheads and staff costs. As at 30 September 2023, Tertiary holds 0.54% of the issued ordinary share capital of Sunrise.

The Company's activities are financed by periodic capital raisings, through share placings or share related financial instruments. When projects become more advanced, or as acquisition opportunities advance, the Board will seek to secure additional funding from a range of various sources, for example debt funding, pre-financing through off-take agreements and joint venture partnerships.

Financial Review and Performance

The Group's assets are all in the earlier stages of the typical mining development cycle and so the Group has no income other than cost recovery from the management contract with Sunrise Resources plc ("Sunrise") and a small amount of bank interest. Consequently, the Group is not expected to report profits until it is able to profitably develop, dispose of, or otherwise commercialise its exploration and development projects.

The results for the Group are set out in detail on page 32.

The Group reports a loss of £541,341 for the year (2022: £1,175,817).

This included administration costs of £572,604 (2022: £566,675), expensed pre-licence and reconnaissance exploration costs of £39,792 (2022: £80,843), and impairment of deferred exploration expenditure of £111,691 (2022: 699,484). Administration costs include a charge of £17,784 (2022: £31,387) relating to share warrants held by employees and third parties as required by IFRS 2.

Revenue included £166,429 (2022: £171,052) for the provision of management, administration and office services provided to Sunrise, to the benefit of both companies through efficient utilisation of services.

The financial statements show that, as at 30 September 2023, the Group had net current assets of £166,410 (2022: £251,152). This represents the cash position after allowing for receivables and trade and other payables. These amounts are shown in the Consolidated and Company Statements of Financial Position on page 33 and are also components of the net assets of the Group. Net assets also include various "intangible" assets of the Company. As the term suggests, these intangible assets are not cash assets but include this year's and previous years' accrued expenditure on mineral projects where that expenditure meets the criteria set out in Note 1(d) (accounting policies) to the financial statements on page 37. The intangible assets total £620,481 (2022: £542,907) and the breakdown by project is shown in Note 2 to the Financial Statements on page 41.

Expenditure which does not meet the criteria for continued capitalisation set out in Note 1(n), such as pre-licence and reconnaissance costs, are expensed and add to the Company's loss. The loss reported in any year can also include expenditure that was carried forward in previous reporting periods as an intangible asset but which the Board determines is "impaired" in the reporting period.

The extent to which expenditure is carried forward as intangible assets is a measure of the extent to which the value of the Company's expenditure is preserved.

Strategic Report (continued)

The intangible asset value of a project does not equate to the realisable or market value of a particular project which will, in the Directors' opinion, be at least equal in value and often considerably higher. Hence the Company's market capitalisation on AIM can be in excess of or less than the net asset value of the Group.

Details of intangible assets, property, plant and equipment and investments are set out in Notes 8, 9 and 10 of the financial statements.

The financial statements of a mineral exploration company can provide a moment in time snapshot of the financial health of a company but the Company's financial statements do not provide a reliable guide to the performance of the Company or its Board and its long-term potential to create value.

Key Performance Indicators

The usual financial key performance indicators ("KPIs") relating to financial performance are neither applicable nor appropriate to measure the value creation of a company involved in mineral exploration and which currently has no turnover other than cost recovery. The applicable KPIs are predominantly qualitative rather than quantitative and relate to the success, or otherwise, of exploration and mineral discovery on the Group's projects which is extensively covered in the Operating Review of the Strategic Report.

The Company does seek to reduce overhead costs, where practicable, but is reporting slightly higher administration costs this financial year of £572,604 (2022: £566,675) mainly due to the costs of an additional staff member for a part of the year, an increase in audit fees and the inclusion of share-based payments associated with the issue of share warrants during the year.

Fundraising

During the year to 30 September 2023, the Company raised a total of £550,000 before expenses, as shown in Note 14 to the financial statements.

These funds were raised through:

- a share placing on 3 February 2023 to clients of the Company's joint broker, Peterhouse Capital Limited, as detailed in Note 14 of the financial statements on page 48; and
- a share placing on 13 April 2023 following interest from professional investors via the Company's joint broker, Peterhouse Capital Limited, as detailed in Note 14 of the financial statements on page 48.

The directors prepare annual budgets and cash flow projections that extend beyond 12 months from the date of approval of this report. Given the Group's cash position at the year-end (£121,813), these projections include the proceeds of future fundraising necessary within the next 12 months to meet overheads and planned discretionary project expenditure. The successful raising of finance is required, based on projections for the Group and Company, to meet their liabilities as they fall due and continue to operate on a going concern basis.

Impairment

A biannual review is carried out by the directors to assess whether there are any indications of impairment of the Group's assets.

Group

The carrying value of the Lubuila Project in Zambia (£40,624) and the Lucky Project in Nevada, USA, (£71,066) were impaired in full as a result of the year end impairment review. The underlying reasons were negative exploration results at Lucky and the surrender of the Company's option to acquire an interest in the Lubuila property following the receipt of unfavourable results from exploration during the 2023 field season.

Company

Investments in share capital of subsidiary undertakings

The directors have reviewed the carrying value of the Company's investments in shares of subsidiary undertakings and the impaired carrying value is £860, by reference to estimated recoverable amounts. In turn, this requires an assessment of the recoverability of underlying exploration assets in those subsidiaries in accordance with IFRS 6.

Loans to Group undertakings

Amounts owed by subsidiary undertakings are unsecured and repayable in cash. Loan interest is charged to US and Zambia subsidiaries on intercompany loans with the Parent Company.

A review of the recoverability of loans to subsidiary undertakings has been carried out. The review indicated potential credit losses arising in the year relating to Tertiary Gold Limited and an additional provision of £156,594 was made. The provisions made reflect the differences between the loan carrying amounts and the value of the underlying project assets.

Tertiary Minerals (Zambia) Limited

Tertiary Minerals (Zambia) Limited is a 96% owned subsidiary which is fully financed by the Parent Company via intercompany loans and capital contributions. A recoverability review has raised no potential credit losses arising in the year.

Operating Review

Tertiary Minerals plc is exploring for copper and precious metals in Zambia and Nevada, USA, and has a legacy interest for the industrial mineral fluorspar in Sweden.

The Company has been operating in Zambia since 2021 through a 96% owned subsidiary, Tertiary Minerals (Zambia) Limited ("TMZ").

In Nevada, USA, the Company operates through its long established 100% owned subsidiary Tertiary Minerals (US) Inc., whilst in Sweden its interest is held through its wholly owned UK subsidiary, Tertiary Gold Limited.

Zambia

TMZ holds a 90% entitlement in the Jacks Copper Project ("Jacks") with local partner Mwashia Resources Limited ("Mwashia") and has in place option agreements with Mwashia to acquire up to a 90% joint venture interest in four additional exploration licences considered prospective for copper. All of the licences currently held by Mwashia are subject to renewal in November 2024. The Company has no reason to believe that renewals will not be granted. In the reporting period, TMZ also acquired its first 100% owned exploration licence, 32139-HQ-LEL ("Mupala").

Following a successful maiden drilling programme at Jacks last year, the Company's main objective during the reporting period was to progress soil sampling on all other licences. This objective was achieved with soil sampling programmes conducted at Lubuila, Mukai, Konkola West and Mushima North. The Company has now prioritised projects for drill testing in 2024.

UK & Foreign Investment in Zambia

During the reporting period, Zambia has seen a significant increase in direct investment in the mining sector largely led by the increase in demand for copper to support the green energy transition and the political and fiscal initiatives introduced by President Hichilema's government.

The reporting period saw the announcement of nearly US$10 billion of new investments in currently producing and mothballed copper mining operations in Zambia. This includes First Quantum Minerals' approval of the US$1.25 billion expansion of the Kansanshi Copper Mine, Vedanta's commitment to invest approximately US$1 billion to restart production at the Konkola Mine, China's state-owned China Non-Ferrous Metals Mining Corporation's US$1.3 billion investment in the Chambishi Copper-Cobalt Mine and Barrick Gold's upcoming expansion of the Lumwana Copper Mine which will see an investment of approximately US$2 billion.

In addition, Zambia is attracting large-scale investment into infrastructure development including the recently announced US$15 billion funding from China to construct what will be Africa's largest copper smelter and the signing of a Memorandum of Understanding between the African Development Bank and Africa Finance Corporation with the United States and European governments to develop the Lobito Rail Corridor. The Lobito Rail Corridor will connect the Copperbelt of Zambia and the Democratic Republic of Congo to the port of Lobito in Angola which will open up the mines of the interior to improved international logistics.

Finally, during the period several large mining and investment groups undertook due diligence work on the Mopani Copper Mines and, post the reporting period, a US$1.1 billion bid by UAE based International Resources Holdings (IHG) has since been made and accepted by the owner, ZCCM-IH.

Technical Cooperation with First Quantum Minerals Limited ("FQM")

The Company holds a Technical Cooperation and Data Sharing Agreement with FQM that covers the Mukai Copper Project and Mushima North Copper Project. This Agreement effectively harnesses the expertise of one of the world's largest copper producers without cost to the Company in return for which FQM gains first-hand knowledge of any new discoveries that the Company makes and is well positioned should Tertiary seek an exploration or development partner in future. However, the Agreement does not bind either company to any further agreement or grant FQM any right of first refusal, so it is not commercially restrictive for Tertiary.

FQM is a global copper company operating long life mines in several countries. FQM's copper production from its Kansanshi and Sentinel mines represents approximately 50% of the total Zambian copper output.

The Company has already received extensive exploration data from FQM which has been of substantial benefit to the Company's 2023 exploration programmes. Various Technical Committee meetings were held in 2023 between the Company and FQM to present the Company's 2023 exploration results and discuss all technical matters relating to the Mukai Copper Project and the Mushima North Copper Project.

Konkola West Copper Project (Option Agreement to acquire up to a 90% joint venture interest)

Exploration Licence 27067-HQ-LEL, which forms the Konkola West Project, covers 71.9km² and is located 18km northwest of Chingola in the Copperbelt Province. Prospective Lower Roan Subgroup rocks are projected to be deeply buried in the licence area but key fault structures, such as the Luansobe Fault extension and the Cross Axis Fault Zone, may cross into Konkola West and bring the Lower Roan Subgroup close to the surface. These fault structures are often associated with an increased grade of copper mineralisation in the area.

The licence lies immediately west of the 15km long line of copper orebodies exploited at the Konkola-Lubambe-Musoshi mines and which is also a focus of a deep drilling programme by KoBold Metals ("KoBold") at its Mingomba Project which is reported to be one of the world's largest currently undeveloped copper deposits. During the reporting period, Vedanta, the major shareholder of Konkola Copper Mines, committed to invest approximately US$1 billion redeveloping the Konkola Copper Mine.

Geophysical Data Acquisition

During the reporting period, the Company acquired licence-wide airborne geophysical data flown by KoBold in 2021. This comprises airborne gravity, magnetics and radiometric data, interpretation of which has identified areas in the north and northwest of the licence where the target Lower Roan formation – the main host to copper mineralisation in the Zambian Copperbelt – may be shallower and less steeply dipping than on the eastern side of the licence.

Strategic Report (continued)

Soil Sampling Programme

In August 2023, the Company contracted Geo-Junction Consulting Limited ("Geo-Junction") to conduct a reconnaissance soil sampling programme at the Konkola West Copper Project to evaluate the possibility that copper mineralisation may also occur in younger rocks at higher stratigraphic levels than the main Lower Roan ore shale which is currently exploited to the east.

A total of 287 soil samples were collected from a depth of approximately 30cm at the B-horizon. Samples were dry sieved to -180 micron and analysed by portable X-ray Fluorescence ("pXRF"). Only minor occurrences of elevated copper-in-soil were detected.

Earn-in Agreement with KoBold Metals

Following the end of the reporting period, on 19 December 2023, the Company and its local partner, Mwashia, signed an Earn-in Agreement with a subsidiary of KoBold Metals whereby KoBold commits in Stage 1 to a specified drilling programme, to be completed within 14 months of signing the Earn-in Agreement and to start no later than 14 May 2024, in order to earn an initial 51% interest in the licence (39% Tertiary and 10% Mwashia). KoBold then has the option to increase its interest to 70% in Stage 2 (20% Tertiary and 10% Mwashia) by sole funding a cumulative US$6 million on exploration within 48 months of signing the Earn-in Agreement.

KoBold Metals is a US-based, privately held, mineral exploration company that couples geoscience, data science, machine learning, and artificial intelligence to search for the critical minerals needed for the clean energy transition and to accelerate growth in electric vehicles. KoBold is backed by technology investors including Breakthrough Energy Ventures (initiated by Bill Gates) and Silicon Valley venture capital firm Andreessen Horowitz, as well as institutional investors such as T. Rowe Price and the Canadian Pension Plan Investment Board.

The objective of the initial drilling programme is to test for deep extensions to the world class Konkola copper deposit.

Mukai Copper Project (Option Agreement to acquire up to a 90% joint venture interest)

Exploration Licence 27066-HQ-LEL, which forms the Mukai Copper Project, covers 55.4km² and is located 125km west of Solwezi in the North-Western Province of Zambia. Located in the Domes Region of the Central African Copperbelt, the licence encompasses prospective Lower Roan Subgroup rocks on the southern flank of the Kabompo Dome.

The licence is directly adjacent to FQM's Trident Project which includes the recently opened Enterprise Nickel Mine and the large producing Sentinel (Kalumbila) Copper Mine, located 8km south and 18km southeast of the licence, respectively. Once in full production, Enterprise will be the largest nickel mine in Africa with a total Measured and Indicated Resource of 37.5 million tonnes ("Mt") of ore containing 386,250 tonnes of nickel. The US$2.1 billion Sentinel Copper Mine has the capacity to treat 55 Mt of ore per annum (Mineral Reserves – 657.6 Mt with a mean grade of 0.46% copper).

The Mukai Copper Project is subject to the Technical Cooperation and Data Sharing Agreement between TMZ and FQM.

Historical Exploration

Historic exploration in the Mukai licence area was carried out for copper by Roan Selection Trust Limited ("RST") in the 1960s, for uranium by Agip in the 1980s, and by an Equinox-Anglo American JV in the early 2000s. Most of this work was of a regional nature comprising stream sediment sampling and soil sampling.

To date, FQM has provided Tertiary with licence-wide geological mapping and geophysical data including magnetic data, radiometric data and electromagnetic data. FQM's mapping, in part based on this data, has traced the Enterprise and Sentinel host rocks into the Mukai Licence where they occur in similar proximity to the deep seated Kalumbila Fault Zone.

FQM also provided extensive soil sampling data for the surrounding area, collected as part of the Trident Project, and drill data on the border of the licence area from their Tirosa Prospect. Review of the regional soil sampling and drill data suggested that copper mineralisation intersected at the Tirosa Prospect continues into the Mukai licence area.

During the reporting period, the Company acquired historical exploration data from Sinomine Resources Group relating to work conducted by Hua Yuan Mining Limited which held the licence area from 2013-2020. The dataset is currently being reviewed but it appears to be incomplete.

Forest Permits

The licence area lies entirely within Bushingwe National Forest and access is restricted without prior consent from the Department of Forestry. After several months of delays, permission to enter Bushingwe National Forest for soil sampling was granted in late July 2023.

Soil Sampling Programme

The Company contracted Geo-Junction to perform a soil sampling programme at Mukai, with work commencing in late August 2023. A total of 311 soil samples were collected in a first pass soil sampling programme on north-south sampling lines with a sample spacing of 100m and line spacing of 300m. Soil samples were collected from the B-horizon, dried and sieved to -180 micron. The sieved soil samples were analysed in the field using a pXRF instrument to guide infill sampling.

Initial pXRF results were reviewed in the field and a total of 206 further samples were collected by infilling the first pass grid at 150m line spacing and an offset 100m sample spacing. In the areas of the most significant copper-in-soil anomalies the infill samples were collected on a much tighter 50m by 100m grid.

The initial pXRF results revealed a broad northwest striking copper anomaly approximately 1,800m long and 800m wide comprising 174 soil samples with copper values in excess of 80ppm. Soil samples in this broad anomaly contain an average copper value of 164ppm. Within this, a higher-grade core strikes northwest, following the favourable stratigraphy, and has dimensions 1,300m long and 400m wide comprising 71 soil samples averaging 226ppm copper and having a peak value of 1,660ppm copper (0.16% copper).

Drill testing of the soil anomaly is warranted and the Company has received expressions of joint venture interest for the Mukai Copper Project which are now being considered.

Mushima North Copper Project (Option Agreement to acquire up to a 90% joint venture interest)

Exploration Licence 27068-HQ-LEL, which forms the Mushima North Copper Project, covers 701.3km² and is located 100km east of Manyinga in the North-Western Province of Zambia.

The licence encompasses basement rocks outside of the traditional Copperbelt and the region is a focus of exploration for copper-gold in so called Iron-Oxide-Copper-Gold ("IOCG") deposits best exemplified by the giant Olympic Dam copper-gold-uranium deposit in South Australia.

The past producing Kalengwa copper mine is situated approximately 20km west of the licence and is believed to be one of the highest-grade copper deposits ever mined in Zambia with high-grade ore in excess of 26% copper mined in the 1970s.

The Mushima North Copper Project is also subject to the Technical Cooperation and Data Sharing Agreement between TMZ and FQM.

Historical Exploration

Historical exploration has focused on the eastern margin of a series of syenitic-granitic intrusives. A number of historic copper prospects occur within the licence and soil anomalies have been identified in RST soil sampling programmes in the 1960s.

One of these anomalies was followed up by RST with a 154m deep drill hole, RKN800, which intersected pyritic siltstone and sandstone containing chalcopyrite (copper sulphide) in association with calcite veins.

As part of the Data Sharing and Technical Cooperation Agreement with FQM, the Company was provided with licence wide soil sampling data (pXRF) and airborne geophysical surveys which included magnetic and VTEM™ electromagnetic data.

In April 2023, the Company contracted JAW Consulting to conduct a comprehensive historical data compilation and review of historical exploration data. The work was presented in a Geophysical Interpretation Report and Targeting Report which drew upon the data provided by FQM and other regional work such an airborne Falcon Gravity Survey flown by BHP Billiton ("BHP"), a Magnetic-Radiometric survey flown by African Minerals Limited and a SPECTRUM Electromagnetic-Magnetic-Radiometric survey flown by Zamanglo Prospecting Limited.

The Targeting Report presented a number of exploration targets with the two highest priority for follow-up being target C1 and target A1.

Target C1 is a prominent gravity high defined by BHP's Falcon airborne gravity survey with a coincident copper soil anomaly. Historical drill hole RKN800 sits on the margin of the gravity anomaly. Target A1 is a 1.7km long copper soil anomaly with values up to 350ppm copper (pXRF) defined by 500m spaced samples and supported by coincident arsenic and zinc anomalies.

Historical Drill Core Resampling

Drill core from RST drill hole RKN800 is stored at ZCCM-IH's core storage facility in Kalulushi, Zambia. The core was logged, sampled and submitted to SGS Laboratories in Kalulushi for analysis by independent contractor Geo-Junction.

Preliminary analysis was performed on the drill core at the storage facility using pXRF to provide a guide for core cutting and sampling. Although low-level copper mineralisation was observed in the interval from 0-100m, it was too intermittent and low level to warrant sampling and therefore only the interval 100-155m was sampled. Drill core was cut to quarter core and sampled on 1m lengths over this interval.

Drill core analysis was performed using SGS analytical method code ICP42S, a 4-acid digest, ICP-OES finish, providing results for a total of 33 elements. Analytical results returned 33m grading 0.24% copper from 122m-155m downhole, including 9m grading 0.43% copper from 140m-149m. The drill hole ended in mineralisation grading 0.19% copper from 154-155m and lies on the edge of the untested gravity anomaly defined and targeted by BHP for possible IOCG style mineralisation.

Forest Permits

The licence area lies entirely within Ndenda National Forest and access is restricted without prior consent from the Department of Forestry. After several months of delays, permission to enter Ndenda National Forest was granted in late July 2023.

Soil Sampling Programme

In September 2023, the Company contracted Geo-Junction to perform a soil sampling programme at Mushima North to cover the C1, A1 and A2 targets.

Strategic Report (continued)

A total of 572 samples were collected on or around target C1 with a sample spacing of 200m. pXRF results from target C1 indicate a broad west-northwest striking anomaly which, at a 60ppm copper cut off, covers an area approximately 4km long by 1.25km wide. The peak copper value in soils is 216ppm at the western end of the anomaly, in the area of hole RKN800. This area also contains the highest arsenic-in-soil values consistent with the geochemical signature of copper mineralisation in drill hole RKN800. This enhances the possibility that mineralisation of this style is present over a wider area. The soil anomaly also appears to sit within a zone of demagnetisation which may be indicative of magnetite destructive alteration due to hydrothermal alteration. Drill planning will now follow and may include a prior programme of ground geophysics as the sulphide mineralisation in RKN800 is expected to be amenable to certain geophysical detection methods.

A total of 184 samples were collected on or around target A1 with a sample spacing of 200m. Based on preliminary field pXRF analysis, infill sampling was then carried out on 100m x 100m spacing with three 400m spaced lines sampled at 50m spacing. pXRF results from target A1 revealed a broad northeast striking copper-in-soil anomaly which, at a 80ppm copper cut off, covers an area approximately 3km long by up to 1.5km wide. Within this area soil samples average 148ppm and peak at 280ppm copper.

The A1 soil anomaly has a high-grade core at its north end where all soil values are in excess of 200ppm copper over an area 400m x 150m and average 231ppm copper. pXRF results from target A2 show very high copper-in-soil values of up to 1,239ppm. However, the high values are confined to organic rich sediments at the edge of a dambo (an area of shallow wetland). It is most likely that copper in these sediments is a result of hydromorphic concentration of copper in groundwater sourced from a copper-rich area, possibly the sources of the A1 copper anomaly some 3km distant.

The A1 and A2 copper-in-soil anomalies have a favourable structural setting for mineralisation and the A1 anomaly is a further high priority for follow up drilling. During the field work at targets A1 and A2, samples containing visible spotty copper minerals malachite and chrysocolla were found when field checking an area 2km west of target A1 where an electrical conductor had been identified by a previous explorer in an area underlain by iron-rich conglomerates. These conglomerates stretch over a 6km strike length and are coincident with a low-level gravity anomaly. Surface samples contained up to 0.43% copper (average of three pXRF readings per sample). Soil samples around this new occurrence were not anomalous, but the new find warrants further follow-up mapping and sampling.

Jacks Copper Project (Right to 90% Joint Venture interest, Option to Increase to 100%)

The original Jacks copper prospect, discovered in the 1960s, lies within the Jacks Exploration Licence 27069-HQ-LEL which covers 141.4km^2 and is located 85km south of Luanshya in the Central Province of Zambia.

The Company has a right to a 90% interest in the licence and holds an option, exercisable at any time, to purchase Mwashia's 10% interest for payment of US$3.5 million.

Geology and Historic Exploration

The host rocks in the licence comprise synclinally folded basal Katangan Supergroup sediments which include the Lower Roan Subgroup, the main copper mineralised rock sequence in the Central African Copperbelt.

The area was first explored by RST in the 1960s which drilled a series of wide spaced core holes in the area of copper showings at the original Jacks prospect which occurs within the nose of a synclinal fold structure.

In the 1990s, Caledonia Mining Corporation and Cyprus AMAX Minerals explored the area under a JV Agreement. The exploration programme included geochemical sampling, ground-based magnetics and drilling. One drill hole of note, KJD10, was reported to have intersected 23.95m (222.05 – 246.00m) grading 1.26% copper which includes 1.88m (230.12 – 232.00m) grading 2.93% copper.

The area was further explored by KPR Investments Limited and FQM under a JV Agreement which, between 2014-2015, conducted lithological and structural mapping, licence-wide 500 x 500m soil sampling and limited infill soil sampling on a 250 x 250m grid. This identified a number of copper-in-soil anomalies where follow-up drilling was planned but never carried out.

Tertiary Minerals Exploration

Drilling

The Company's first drilling programme in 2022 at Jacks confirmed and relocated copper mineralisation originally discovered in the 1960s. Four holes were completed for a total of 746m of drilling, two each on two separate traverses spaced approximately 150m apart. This yielded significant intersections including 13.5m grading 0.9% copper (22JKDD01) and 6.0m grading 1.8% copper (22JKDD03).

Copper mineralisation has now been drilled over a 350m strike length and to depths up to 230m vertically below surface. This mineralised zone is open along strike and may be thickening closer to the fold nose, as evidenced by historical drill hole KJD10 which intersected 24.0m grading 1.3% copper.

Soil Sampling Programme

A soil sampling programme was commissioned following the Phase 1 Drilling Programme. Over 2,000 samples were collected on four separate grids (A-D) with Area A, B and C targeting copper anomalies identified in the wide spaced historical soil sampling.

In Area B, a 600m long x 600m wide copper-in-soil anomaly was defined with a peak of 325ppm copper and 197ppm nickel in different samples and in Area C, a north northeast striking copper anomaly approximately 1,100m long and 400m wide was identified with a peak value of 257ppm copper. Area D covered approximately 4km of strike length at the original Jacks copper prospect (Phase 1 Drilling Programme area). A peak value of 525ppm copper was observed within a 600m x 400m anomaly. Further to the southwest a second anomaly was defined with dimensions of 600m x 500m and a peak value of 173ppm copper.

Soil Check Sampling Results

In the reporting period, check samples from key soil lines on all four grids (Areas A-D) were sent to the ALS Laboratory in Johannesburg for multi-element analysis by ICP-MS (Method code: ME MS61). A total of 107 samples were analysed.

The laboratory results for copper showed an excellent correlation (correlation coefficient of 0.98) with field pXRF results and when samples above the 80ppm anomaly threshold are considered, the average difference between ICP-MS copper results and pXRF copper results is just 4%.

Published data from soil sampling by FQM in Zambia shows that a soil copper:scandium (“Cu:Sc”) ratio greater than 8 successfully delineated the now operating giant Sentinel Copper Deposit and suggested that high Cu:Sc ratios are indicative of hydrothermal copper mineralisation of economic interest, rather than high background copper levels of no economic interest. This threshold has been used in evaluating the Company’s analytical results.

A total of 34 samples were analysed by ICP-MS at Area D along a profile which covered the soil anomaly associated with the original Jacks copper prospect which was successfully drilled by Tertiary during the Phase 1 Drilling Programme in 2022.

Above threshold anomalous Cu:Sc ratios were obtained across the full width of the Area D soil anomaly, confirming the relevance of the Cu:Sc ratio to mineralisation in the wider Jacks Copper Project.

At Area C, a total of 31 samples from one soil profile along the anomaly were analysed by ICP-MS and 27 contiguous samples show above threshold Cu:Sc ratios indicating a possible mineralised strike length of approximately 1km.

At Area B, of 22 samples analysed by ICP-MS, only 2 samples had anomalous Cu:Sc ratios which downgrades the priority of the copper anomaly in this area.

A total of 20 samples were analysed from Area A and were selected as a baseline due to the relatively low-level and narrow width of the copper-in-soil anomalism compared to areas B, C and D.

Follow-up drilling is now planned to test for extensions to the known copper mineralisation at the original Jacks copper prospect (Area D) and the priority soil anomaly at Area C.

Lubuila Project (Option Agreement to acquire up to a 90% joint venture interest)

The Lubuila Project, formed by exploration licence 27065-HQ-LEL, is situated on the western flank of the Kabuche Dome on the southwest margin of the Kafue Anticline. Located approximately 90km west of Luanshya in the Copperbelt Province, the licence covers 334.8km² which is partially underlain by the prospective Lower Roan arenite. Approximately 70km to the northwest lies the currently producing Chambishi Southeast copper-cobalt mine.

In November 2022, the Company received approval of the Environmental Project Brief (“EPB”) by the Zambian Environmental Management Agency (“ZEMA”) and a soil sampling programme was carried out at the start of the 2023 dry season.

Interpretation of the analytical results suggested lateritic enrichment of soils rather than in-situ copper mineralisation and, following a review of project data and project priorities, the Company’s option to acquire an interest in the Lubuila Project has been surrendered.

Mupala Project

The Company was recently awarded Exploration Licence 32139-HQ-LEL covering 41.2km² in the Domes Region in the Northwestern Province of Zambia.

The licence, which is underlain by the prospective Lower Roan Subgroup stratigraphy, is located approximately 15km to the east of the Company’s Mukai Copper Project and FQM’s Trident Project and directly adjacent to Anglo American/Arc Minerals’ joint venture licence block where Anglo American has the right to earn a 70% interest through expenditure of US$88.5 million.

The Company has recently completed pegging of the exploration licence and has submitted the first draft of the EPB to ZEMA. Both tasks are prerequisites to field exploration.

The Company is currently sourcing and compiling technical data for the Project and anticipates that exploration will commence with a licence-wide soil sampling programme.

Nevada, USA

Brunton Pass Copper-Gold Project (100% owned)

The Company holds 24 mining claims on the east side of the Paradise Range, just north of State Highway 91, 190km southwest of Reno, Nevada. Regionally, the Brunton Pass Copper-Gold Project sits on the north-east side of a large granite batholith around which there are a number of epithermal gold and porphyry copper-gold deposits including the high sulphidation Paradise Peak gold deposit, located 25km southwest of Brunton Pass, which produced over 1.6 million ounces of gold and over 44 million ounces of silver and at least 457 tons of mercury.

Strategic Report (continued)

The Project area is underlain by Triassic-age limestone, sandstone, and siltstone which have been intruded by diorite and quartz monzonite. The sedimentary rocks are strongly altered locally and appear as a window in fault contact with Tertiary-age volcanic rock (rhyolite) bounding on all sides.

Mercury was discovered in the claim area in 1945 and a small amount of mercury was produced. In 1991, the US Bureau of Mines collected 14 rock chip samples and 8 of these contained values above 1% copper and up to 6.91% copper including a chip sample over 12ft (3.66m) grading 1.36% copper.

To date, the Company has conducted extensive rock chip sampling, soil sampling, trenching and has flown a high-resolution drone based magnetic-photogrammetric survey.

Several copper-in-soil anomalies with individual grades of up to 953ppm copper are present within the project area. The largest of these anomalies has dimensions of 340m x 310m and they are mainly coincident with areas of rock samples containing percent-level copper values. Two large mercury-in-soil anomalies were also defined with values up to 52ppm mercury with the largest of these extending over an area approximately 500m x 500m.

In late July 2022, six trenches were excavated for a total of 386.2m over the zones of anomalous copper, arsenic and mercury.

Trenches 1, 2 and 11 targeted the mercury-arsenic anomaly. Geochemical analysis showed high-level arsenic (“As”) and mercury (“Hg”) values with a 9.1m section in Trench 1 containing 1,930ppm As and 102ppm Hg and a 32m section in Trench 11 grading 1622ppm As and 110ppm Hg. Trench 2 intersected 2.7m grading 2.65 g/t gold.

Trenches 7, 8 and 10 tested copper-in-soil anomalies in the southwest of the project area. Trench 7 cut 27.4m grading 1,010ppm copper (0.1% Cu) within a 45.7m wide intersection grading 814ppm copper and Trench 8 returned 77.7m averaging 473ppm copper for the full length of the trench.

The copper values are highly anomalous and open-ended with the mineralogy and alteration exposed in the trenches closely resembling the upper levels of high sulphidisation epithermal gold deposits.

No exploration was conducted during the reporting period as the Company focused exploration expenditure on its Zambian copper projects. An exploration budget has been assigned for 2024 to include drill testing.

Other Projects

No work was conducted on the Company’s Paymaster and Mt. Tobin projects in Nevada during the year due to the Company’s focus on its Zambian copper projects, but further work is budgeted for 2024. The Company’s interest in the Lucky Project was impaired due to unsatisfactory exploration results.

Storuman Fluorspar Project, Sweden

The Company’s 100% owned Storuman Project is located in north-central Sweden and is linked by the E12 highway to the port city of Mo-i-Rana in Norway and by road and rail to the port of Umeå on the Gulf of Bothnia.

The Storuman Fluorspar Project has a JORC Compliant Mineral Resource of 27.7 Mt at 10.21% CaF_2 as shown in Table 1.

Table 1: JORC Compliant Mineral Resource

Classification	Million Tonnes (Mt)	Fluorspar (CaF_2 %)
Indicated	25.0	10.28
Inferred	2.7	9.57
Total	**27.7**	**10.21**

Exploitation (Mine) Permit

The Company submitted a Mine Permit application for the Storuman deposit in July 2014 to the Swedish Mining Inspectorate and following an extensive consultation process a 25-year Exploitation (Mine) Permit was granted on 18 February 2016.

However, as a consequence of the Supreme Court’s decision to overturn the grant of a third-party mining company’s Mine Permit in the south of Sweden (Norra Karr Mine Permit – rare earth element project, owned by Leading Edge Minerals), the Government returned the Storuman Mine Permit case, along with many other cases, back to the Swedish Mining Inspectorate for re-assessment in December 2016. The re-assessment required the Mining Inspectorate to consider the impact of mining in the mine permit application area on the wider surrounding area.

Early in 2017, the Swedish Mining Inspectorate requested additional information from the Company relating to the original Environmental Impact Assessment (“EIA”) and the wider area and this information was provided to the Swedish Mining Inspectorate, in the form of an updated EIA, in May of that year.

Subsequently, comprehensive supplementary reports by the Company’s consultants and a legal statement were prepared and submitted to the Swedish Mining Inspectorate in April 2018 in response to opposing submissions from the Sami Village (reindeer herders) and the County Administration Board (“CAB”). Reindeer herding is a land use that is also considered to be of National Interest and is thus potentially a conflicting National Interest with the development of the Storuman fluorspar deposit.

Where there are competing National Interests, a balanced consideration is required in reaching a decision on land use priorities.

In January 2019, the Swedish Mining Inspectorate rejected the Company's revised application on the basis that, whilst the area of the proposed mine workings could coexist with reindeer husbandry, the Storuman deposit National Interest did not extend to the area of the tailings dam and associated infrastructure which was considered by the Sami Village and the CAB to be important to reindeer herding and husbandry. This decision was appealed by the Company in February 2019 and referred to the Government for a decision.

Government Decision

In August 2023, the Government ruled that the Swedish Mining Inspectorate was wrong to consider the tailings area separately and that the National Interest of the Storuman deposit should extend to include the deposit and the processing infrastructure as a whole and not just the immediate area of the mineralisation, as otherwise the deposit could never be developed.

The Government has annulled the Mining Inspectorate's decision not to grant the mining concession application and has instructed the Mining Inspectorate to make a decision based on a balanced consideration of the competing National Interests, being the project development as a whole and reindeer husbandry.

This decision is in line with the Company's legal submissions to the Government which also contend that a balance of consideration of competing National Interests should favour the development of the Storuman deposit. The Company is currently awaiting guidance from the Mining Inspectorate on any forthcoming requirements.

Lassedalen Fluorspar Project, Norway

Although the Company no longer holds mineral rights at the Lassedalen Project, during the year it sold copies of its data on the Project to a third-party for £15,000 and the Company is entitled to further payments should that third-party acquire mineral rights at Lassedalen in future.

Health and Safety

The Group has maintained strict compliance with its Health and Safety Policy and is pleased to report there have been no lost time accidents during the year.

Environment

No Group company has had or been notified of any instance of non-compliance with environmental legislation in any of the countries in which they work.

Strategic Report (continued)

Risks & Uncertainties

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 and in the foreseeable future are detailed below together with risk mitigation strategies employed by the Board.

RISK	MITIGATION STRATEGIES
Exploration Risk The Group's business is mineral exploration and evaluation which are speculative activities. 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.	The directors bring many years of combined mining and exploration experience and an established track record in mineral discovery. The Company maintains a portfolio of exploration projects, including projects at the drill stage, in order to spread the risk associated with mineral exploration.
Resource/Reserve Risk All mineral projects have risk associated with defined grade and continuity. Mineral Resources and Reserves are always subject to uncertainties in the underlying assumptions which include the quality of the underlying data, geological interpretations, technical assumptions and price forecasts.	When relevant, Mineral Resources and Reserves are estimated by independent specialists on behalf of the Group and reported in accordance with accepted industry standards and codes. The directors are realistic in the use of mineral price forecasts and impose rigorous practices in the QA/QC programmes that support its independent estimates.
Development Risk Delays in permitting, or changes in permit legislation and/or regulation, financing and commissioning a project may result in delays to the Group meeting production targets or even the Company ultimately not receiving the required permits and in extreme cases loss of title.	In order to reduce development risk in future, the directors will ensure that its permit application processes and financing applications are robust and thorough.
Commodity Risk Changes in commodity prices can affect the economic viability of mining projects and affect decisions on continuing exploration activity.	The Company consistently reviews commodity prices and trends for its key projects throughout the development cycle.
Mining and Processing Technical Risk Notwithstanding the completion of metallurgical testwork, test mining and pilot studies indicating the technical viability of a mining operation, variations in mineralogy, mineral continuity, ground stability, groundwater conditions and other geological conditions may still render a mining and processing operation economically or technically non-viable.	From the earliest stages of exploration, the directors look to use consultants and contractors who are leaders in their field and in future will seek to strengthen the executive management and the Board with additional technical and financial skills as the Company transitions from exploration to production.
Environmental and Social Governance (ESG) Risk Exploration and development of a project can be adversely affected by environmental and social legislation and the unforeseen results of environmental and social impact studies carried out during evaluation of a project. Once a project is in production unforeseen events can give rise to environmental liabilities.	The Company has adopted an Environmental, Social and Governance Policy (the "ESG Policy") and avoids the acquisition of projects where liability for legacy environmental issues might fall upon the Company. Mineral exploration carries a lower level of environmental and social liability than mining. The ESG Policy will be updated in the future to reflect the status of the Company's projects.

RISK	MITIGATION STRATEGIES
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.	The Company's strategy currently restricts its activities to stable, democratic and mining-friendly jurisdictions. The Company has adopted a strong Bribery & Anti-corruption Policy and a Code of Conduct and these are strictly enforced. When working in less developed countries the Company undertakes a higher level of due diligence with respect to partners and suppliers.
Partner Risk Whilst there has been no past evidence of this, the Group can be adversely affected if joint venture partners are unable or unwilling to perform their obligations or fund their share of future developments.	The Company currently maintains control of certain key projects so that it can control the pace of exploration and reduce partner risk. For projects where other parties are responsible for critical payments and expenditures, the Company's agreements legislate that such payments and expenditures are met. Where appropriate, the Company carries out Due Diligence and Know Your Customer checks on potential business partners.
Financing & Liquidity Risk Liquidity risk is the risk that the Company will not be able to raise working capital for its ongoing activities. The Group's goal is to finance its exploration and evaluation activities from future cash flows, but until that point is reached the Company is reliant on raising working capital from equity markets or from industry sources. There is no certainty such funds will be available when needed.	The Company maintains a good network of contacts in the capital markets which has historically met its financing requirements. The Company's low overheads and cost-effective exploration strategies help reduce its funding requirements. Nevertheless, further equity issues will be required over the next 12 months.
Financial Instruments Details of risks associated with the Group's Financial Instruments are given in Note 19 to the financial statements on page 52.	The directors are responsible for the Group's systems of internal financial control. Although no systems of internal financial control can provide absolute assurance against material misstatement or loss, the Group's systems are 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, and they have reviewed the effectiveness of internal financial control. The Board, subject to delegated authority, reviews capital investment, property sales and purchases, additional borrowing facilities, guarantees and insurance arrangements.

Forward-Looking Statements

This Annual Report may contain certain statements and expressions of belief, expectation or opinion which are forward-looking statements, and which relate, inter alia, to the Company's proposed strategy, plans and objectives or to the expectations or intentions of the Company's directors. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the control of the Company that could cause the actual performance or achievements of the Company to be materially different from such forward-looking statements.

Section 172 (1) Statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. This requires a director to have regard, among other matters, to: the likely consequences of any decision in the long term; the interests of the Company's employees; the need to foster the Company's business relationships with suppliers, clients, joint arrangement partners and others; the impact of the Company's operations on the community and the environment; the desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly with members of the Company.

The Company's directors give careful consideration to these factors in discharging their duties. The stakeholders we consider are our shareholders, employees, suppliers (including consultants and contractors), our joint arrangement partners, the regulatory bodies that we engage with and those that live in the societies and geographical areas in which we operate. The directors recognise that building strong, responsible and sustainable relationships with our stakeholders will help us to deliver our strategy in line with our long-term objectives.

Having regard to:

The likely consequences of any decision in the long-term:

The Company's Aims and Business Model are set out at the head of this Strategic Report on page 5 and in the Chairman's Statement on page 3. The Company's mineral exploration and development business is, by its very nature, long-term and so the decisions of the Board always consider the likely long-term consequences and take into consideration, for example, trends in metal and minerals supply and demand, the long-term political stability of the countries in which the Company operate and the potential impact of its decisions on its stakeholders and the environment. The Board's approach to general strategy and long-term risk management are set out in the Corporate Governance Statement (Principle 1) on page 24 and the section on Risks and Uncertainties on page 14.

The interests of the Company's employees:

All of the Company's employees have daily access to the executive director(s) and to the non-executive directors and there is a continuous and transparent dialogue on all employment matters. Further details on the Board's employment policies, the Health and Safety Policy and employee engagement are given in the Corporate Governance Statement (Principle 8) on page 25.

The need to foster the Company's business relationships with its stakeholders:

The sustainability of the Company's business long-term is dependent on maintaining strong relationships with its stakeholders. The factors governing the Company's decision making and the details of stakeholder engagement are set out in the Corporate Governance Statement (Principles 2, 3, 8 and 10) starting on page 24.

The impact of the Company's operations on the community and the environment:

The Company requires a "social licence" to operate sustainably in the mining industry and so the Board makes careful consideration of any potential impacts of its activities on the local community and the environment. The Board strives to maintain good relations with the local communities in which it operates and with local businesses. The executive director(s) and/or local partners meet with regulators and community representatives when promulgating the Company's plans for exploration and development and take their comments into consideration wherever possible. Further discussion of these activities can be found in the Environmental, Social and Governance ("ESG") Policy, starting on page 23, and in the Corporate Governance Statement (Principle 3) on page 24.

The desirability of the Company maintaining a reputation for high standards of business conduct:

The Board recognises that its reputation is key to its long-term success and depends on maintaining high standards of corporate governance. It has adopted the QCA Code of Corporate Governance and sets out in detail how it has complied with the 10 key principles of the QCA Code in the Corporate Governance Statement starting on page 24. This contains details of various Company policies designed to maintain high standards of business conduct such as the Share Dealing Policy, the Health and Safety Policy, the ESG Policy, the Social Media Policy and the Bribery & Anti-Corruption Policy and Code of Conduct.

The need to act fairly between Members of the Company:

The Board ensures that it takes decisions in the interests of the members (shareholders) as a whole and aims to keep shareholders fully informed of significant developments, ensuring that all shareholders receive Company news at the same time. The directors devote time to answering genuine shareholder queries and ensure that no individual or group of shareholders is given preferential treatment. Further information is provided in the Corporate Governance Statement (Principles 2 and 10) on pages 24 and 26 respectively.

This Strategic Report was approved by the Board on 12 January 2024 and signed on its behalf.

Patrick Cheetham
Executive Chairman

Our Responsibilities

Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for a company for each financial year. Under that law the directors have elected to prepare the Group and Company financial statements in accordance with applicable law and UK adopted International Accounting Standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. The directors are also required to prepare financial statements in accordance with the AIM Rules of the London Stock Exchange for companies whose securities are traded on the AIM market.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with applicable law and 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 Company and the Group will continue in business.

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

They are further responsible for ensuring that the Strategic Report and the Directors' Report and other information included in the Annual Report and financial statements are prepared in accordance with applicable law in the United Kingdom.

Website Publication

The maintenance and integrity of the Tertiary Minerals plc website is the responsibility of the directors. Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Directors' Report

The directors are pleased to submit their Annual Report and audited financial statements for the year ended 30 September 2023.

The Strategic Report starting on page 5 contains details of the principal activities of the Company and includes the Operating Review which provides detailed information on the development of the Group's business during the year and indications of likely future developments.

Going Concern

In common with many exploration companies, the Company raises finance for its exploration and appraisal activities through share placings. Further funding is raised as and when required. When any of the Group's projects move to the development stage, specific project financing will be required.

The directors prepare annual budgets and cash flow projections that extend beyond 12 months from the date of this report. Given the Group's cash position at the year-end (£121,813), these projections include the estimated proceeds of future fundraising deemed necessary within the next 12 months to meet the Company's and the Group's overheads and planned discretionary project expenditures and to maintain the Company and the Group as going concerns. Although the Company has been successful in raising finance in the past, there is no assurance that it will obtain adequate finance in the future. This represents a material uncertainty related to events or conditions which may cast significant doubt on the Group and Company's ability to continue as going concerns and, therefore, that they may be unable to realise their assets and discharge their liabilities in the normal course of business. However, the directors have, since the year-end, raised further funds as disclosed on page 19 and have a reasonable expectation that they will secure additional funding when required to continue meeting corporate overheads and exploration costs for the foreseeable future. Therefore, the directors believe that the going concern basis is appropriate for the preparation of the financial statements.

Dividend

The directors do not recommend the payment of a dividend.

Financial Instruments & Other Risks

Details of the Group's financial instruments and risk management objectives and of the Group's exposure to risk associated with its financial instruments is given in Note 19 to the financial statements.

The business of mineral exploration and evaluation has inherent risks. Details of risks and uncertainties that affect the Group's business are given in Risks and Uncertainties which are set out on pages 14 to 15.

Directors

The directors holding office during the year were:

Mr P L Cheetham
Mr D A R McAlister
Dr M G Armitage

Attendance at Board and Committee Meetings

The Board retains control of the Group with day-to-day operational control delegated to the Executive Chairman. The full Board meets four times a year and on any other occasions it considers necessary.

	Board Meetings		Nomination Committee		Audit Committee		Remuneration Committee	
Director	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**
P L Cheetham	8		1		3		1	
D A R McAlister	8	8	1	1	3	3	1	1
Dr M Armitage	8		1		3		1	

The directors' shareholdings are shown in Note 17 to the financial statements.

Events After the Year-End

On 1 November 2023, the Company raised a total of £150,000 before expenses through a share placing to clients of the Company's joint broker, Peterhouse Capital Limited.

Shareholders

As at the date of this report the following interests of 3% or more in the issued share capital of the Company appeared in the share register:

As at 12 January 2024	Number of shares	% of share capital
Interactive Investor Services Nominees Limited SMKTISAS	200,435,756	9.52
Hargreaves Lansdown (Nominees) Limited 15942	176,927,001	8.40
Interactive Investor Services Nominees Limited SMKNOMS	162,329,088	7.71
Barclays Direct Investing Nominees Limited CLIENT1	139,082,234	6.60
Morgan Stanley Client Securities SEG	131,702,893	6.25
Hargreaves Lansdown (Nominees) Limited VRA	108,580,012	5.16
Hargreaves Lansdown (Nominees) Limited HLNOM	106,261,541	5.05
Vidacos Nominees Limited IGUKCLT	80,242,735	3.81
HSDL Nominees Limited MAXI	69,809,165	3.31
HSDL Nominees Limited	64,980,274	3.09

Disclosure of Audit Information

Each of the directors has confirmed that so far as they are aware, there is no relevant audit information of which the Company's Auditor is unaware, and that they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Auditor

A resolution to re-appoint Crowe U.K. LLP as Auditor of the Company and the Group will be proposed at the forthcoming Annual General Meeting.

Our Responsibilities (continued)

Charitable and Political Donations

During the year, the Group made no charitable or political donations.

Annual General Meeting

Notice of the Company's Annual General Meeting, convened for Wednesday 14 February 2024, at 10.00 a.m., is set out on page 54 of this report. Explanatory Notes giving further information about the proposed resolutions are set out on page 55.

Conflicts of Interest

The Companies Act 2006 permits directors of public companies to authorise directors' conflicts and potential conflicts, where appropriate, where the Articles of Association contain a provision to this effect. The Company's Articles contain such a provision.

At 30 September 2023, Tertiary Minerals plc held 0.54% of the issued ordinary share capital of Sunrise Resources plc and the Chairman of Tertiary Minerals plc is also Chairman of Sunrise Resources plc. Tertiary Minerals plc also provides management services to Sunrise Resources plc, in the search, evaluation and acquisition of new projects.

Procedures are in place in order to avoid any conflict of interest between the Company and Sunrise Resources plc.

Approved by the Board on 12 January 2024 and signed on its behalf.

Patrick Cheetham
Executive Chairman

Board of Directors

The directors and officers of the Company during the financial year were:

Patrick Cheetham

*Chairman**

Key Experience

- Geologist.
- More than 40 years' experience in mineral exploration.
- More than 35 years' experience in public company management.
- Founder of the Company, Dragon Mining Ltd, Archaean Gold NL and Sunrise Resources plc.

External Appointments

Chairman and founder of Sunrise Resources plc.

* Currently Chair of the Nomination Committee.

Donald McAlister

*Non-Executive Director***

Key Experience

- Accountant.
- Previously Finance Director at Mwana Africa plc, Ridge Mining plc, Reunion Mining and Moxico Resources plc.
- Over 25 years' experience in all financial aspects of the resource industry, including metal hedging, tax planning, economic modelling/evaluation, project finance and IPOs.
- Founding director of the Company.

External Appointments

None.

** Currently Chair of the Audit Committee.

Dr Michael Armitage

*Non-Executive Director****

Key Experience

- Over 30 years' experience producing resource estimates, competent persons reports and feasibility studies with SRK Consulting.
- Previously Managing Director and Chairman of the SRK UK, Director of SRK's Exploration Services, and SRK Group Chairman.
- Chair of the Applied Earth Science Division of IMMM, Chair of the Geological Society Business Forum and Honorary Chair of the Critical Minerals Association.

External Appointments

Executive Director of Sarn Helen Gold Limited. Executive Director of TREO Minerals Ltd. Non-Executive Director of Central Asia Metals plc.

*** Currently Chair of the Remuneration Committee

Rod Venables – City Group PLC

Company Secretary

Key Experience

- Qualified company/commercial solicitor.
- Director and Head of Company Secretarial Services at City Group PLC.
- Experienced in both Corporate Finance and Corporate Broking.

External Appointments

Company Secretary for Sunrise Resources plc and other corporate clients of City Group PLC.

Our Responsibilities (continued)

Corporate Governance

Chairman's Overview

There is no prescribed corporate governance code for AIM companies and the London Stock Exchange prefers to give companies the flexibility to choose from a range of codes which suit their specific stage of development, sector and size.

The Board considers the corporate governance code published by the Quoted Companies Alliance in 2018 the most suitable code for the Company. Accordingly, the Company has adopted the principles set out in the QCA Corporate Governance Code (the "QCA Code") and applies these principles wherever possible, and where appropriate to its size and available resources.

The Company's Corporate Governance Statement was reviewed and amended by the Board on 12 January 2024. The Company has set out on its website and in its Corporate Governance Statement, set out on pages 24 to 26, the ten principles of the QCA Code and details of the Company's compliance. The Code was updated post year-end and the 2023 QCA Code is designed to apply to companies whose financial years start on or after 1 April 2024.

Patrick Cheetham, in his capacity as Chairman, has overall responsibility for the corporate governance of the Company and the Board is responsible for delivering on our well-defined business strategy having due regard for the associated risks and opportunities. The Company's corporate governance arrangements now in place are designed to deliver a corporate culture that understands and meets shareholder and stakeholder needs and expectations whilst delivering long-term value for shareholders.

The Board recognises that its principal activity, mineral exploration and development, has potential to impact on the local environment and communities, and consequently has adopted an Environmental, Social and Governance ("ESG") Policy to ensure that the Group's activities have minimal environmental and social impact. Where appropriate the Group's contracts with suppliers and contractors legally bind those suppliers and contractors to do the same. The Group's activities, carried out in accordance with the ESG Policy, have had only minimal environmental and social impact at present and this policy is regularly reviewed. Where appropriate, all work is carried out after advance consultation with affected parties.

The Board recognises the benefits that social media engagement can have in helping the Company reach out to shareholders and other stakeholders, but it also recognises that misuse or abuse of social media can bring the Company into disrepute. To facilitate the responsible use of social media the Company has adopted a Social Media Policy applicable to all officers and employees of the Company.

The Board has also adopted a Share Dealing Code for dealings in shares of the Company by directors and employees and a Bribery & Anti-Corruption Policy and Code of Conduct applicable to employees, 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 amount shown in the Consolidated and Company Statements of Financial Position in respect of trade payables at the end of the financial year represents 19 days of average daily purchases (2022: 17 days). This amount is calculated by dividing the creditor balance at the year-end by the average daily Group spend in the year.

The Board recognises 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 employees and other stakeholders. The Company has developed a Health and Safety Policy to clearly define roles and responsibilities and in order to identify and manage risk.

Your Board currently comprises three directors of which two are non-executive and considered by the Board to be independent. We believe that this balance provides an appropriate level of independent oversight. The Board has the ability to seek independent advice although none was deemed necessary in the year under review. The Board is aware of the need to refresh its membership from time to time and to match its skill set to those required for the development of its mineral interests and will consider appointing additional independent non-executive directors in the future.

Patrick Cheetham
Executive Chairman

Environmental, Social and Governance Statement

Tertiary Minerals plc practises responsible exploration as reflected in our Environmental, Social and Governance ("ESG") policy statement and our activities. By doing so we reduce project risk, avoid adverse environmental and social impacts, optimising benefits for all stakeholders while adding value to our projects.

Our business associates, consultants and contractors perform much of our primary activities at our projects and therefore we require that all representatives and contractors working on our behalf or for our subsidiaries accept and adhere to the principles set out in this policy. We encourage input from those with local knowledge and we review this policy on a regular basis.

Our ESG policy is guided by the Prospectors & Developers Association of Canada's (PDAC) Framework for Responsible Exploration (known as e3 Plus) which encourages mineral exploration companies to compliment and improve social, environmental and health and safety performance across all exploration activities around the world.

Adopting Responsible Governance and Management

Tertiary is committed to environmentally and socially responsible mineral exploration and has developed and implemented policies and procedures for corporate governance and ethics as set out from page 22. We ensure that all staff and key associates are familiar with these and have appropriate levels of knowledge of these policies and procedures.

The Company employs persons and engages contractors with the required experience and qualifications relevant to their specific tasks and, where necessary, seeks the advice of specialists to improve understanding and management of social, environmental, human rights and security, and health and safety.

Tertiary's Corporate Governance Statement and its Bribery & Anti-Corruption Policy and Code of Conduct can be viewed on our website here: www.tertiaryminerals.com/corporate-governance-statement.

Applying Ethical Business Practices

As well as our shareholders and staff, our stakeholders include local communities and local leadership, government and regulatory authorities, suppliers, contactors and consultants, our local business partners and other interested parties. Our corporate culture and policies require honesty, integrity, transparency and accountability in all aspects of our work and when interacting with all stakeholders.

We ensure that our contractors, consultants and local partners are aware of and adhere to our Bribery & Anti-Corruption Policy and Code of Conduct.

The Company takes all necessary steps to ensure that activities in the field minimise or mitigate any adverse impacts on both the environment and on local communities.

Commitment to Project Due Diligence and Risk Assessment

We make sure we are informed of the laws, regulations, treaties and standards that are applicable with respect to our activities. We ensure that relevant parties are informed and prepared before going into the field in order to minimise the risk of miscommunication, unnecessary costs and conflict, and to understand the potential for creating opportunities with local communities where possible.

Engaging Host Communities and Other Affected and Interested Parties

Tertiary is committed to engaging positively with local communities, regulatory authorities, suppliers and other stakeholders in its project locations, and encourages feedback through this engagement. Through this process the Company develops and fosters the relationships on which our business relies for success.

For example, in Zambia, we work together with our local partner, Mwashia Resources Limited, to ensure that the appropriate tribal and local government organisations are consulted before initiating any exploration work.

Respecting Human Rights

The exploration activities of Tertiary are carried out in line with applicable laws on human rights and the Company does not engage in activities that have adverse human rights impacts.

Protecting the Environment

We are committed to ensuring that environmental standards are met or exceeded in the course of our exploration activities. Applicable laws and local guidelines in all project jurisdictions are followed diligently and exploration programmes are only carried out once relevant permits and approvals have been secured from the appropriate regulatory bodies.

In Zambia, we work with the Zambian Environmental Management Agency ("ZEMA") and are required to submit Environmental Project Briefs ("EPBs") for approval by ZEMA before starting exploration. In Nevada, USA, most of our exploration is carried out on Federally owned land administered by the Bureau of Land Management ("BLM") which requires the submission of financial bonds for reclamation of exploration activities and which holds the Company to account. Provisions are made in the financial statements for reclamation costs in accordance with calculations set by the BLM. When operating on private lands, the Company applies the same rigorous standards for reclamation.

Tertiary is committed to good practices in rehabilitation and repair during its mineral exploration activities and, where possible, choose less impactful exploration methods to limit disturbance.

Safeguarding the Health and Safety of Workers and the Local Population

Company activities are carried out in accordance with its Health and Safety Policy, which adheres to all applicable laws.

Our Responsibilities (continued)

Corporate Governance Statement

The Board of Tertiary Minerals plc comprises three members. Nevertheless, these are Audit, Remuneration and Nomination Committees to ensure proper governance in compliance with the QCA Code. The QCA Code sets out ten principles which should be applied. The principles are listed below with an explanation of how the Company applies each principle and/or the reasons for any aspect of non-compliance.

Principle One: Establish a strategy and business model which promotes long-term value for shareholders.

The Company has a clearly defined strategy and business model that has been adopted by the Board and is set out in the Strategic Report starting on page 5. Details of the challenges to the execution of the Company's strategy and business model and how those will be addressed can be found in Risks and Uncertainties in the Strategic Report set out on pages 14 to 15.

Principle Two: Seek to understand and meet shareholder needs and expectations.

The Board is committed to maintaining good communication with its shareholders and investors. The Chairman and members of the Board from time to time meet with shareholders and investors directly or through arrangements with the Company's brokers to understand their investment requirements and expectations and to address their enquiries and concerns.

All shareholders are encouraged to attend the Company's Annual General Meeting where they can meet and directly communicate with the Board. After the close of business at the Annual General Meeting, the Chairman makes an up-to-date corporate presentation and opens the floor to questions from shareholders.

Shareholders are also welcome to contact the Company via email at info@tertiaryminerals.com with any specific queries.

The Company also provides regulatory, financial and business news updates through the Regulatory News Service (RNS) and various media channels such as X, formerly known as Twitter, and LinkedIn. Shareholders also have access to information through the Company's website, www.tertiaryminerals.com, which is updated on a regular basis and which includes the latest corporate presentation on the Group. Contact details are also provided on the website.

Principle Three: Take into account wider stakeholder and social responsibilities and their implications for long-term success.

The Board takes regular account of the significance of social, environmental and ethical matters affecting the business of the Group. The Board has adopted an Environmental, Social and Governance ("ESG") Policy, which can be found on the Company website and an ESG Statement can be found in this Annual Report on page 23. The Company engages positively with local communities, regulatory authorities, suppliers and other stakeholders in its project locations and encourages feedback through this engagement. Through this process the Company identifies the key resources and fosters the relationships on which the business relies.

Principle Four: Embed effective risk management, considering both opportunities and threats, throughout the organisation.

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 whilst recognising that its business opportunities carry an inherently high level of risk. The principal risks and uncertainties facing the Group at this stage in its development and in the foreseeable future are detailed in Risks and Uncertainties in the Strategic Report set out on pages 14 to 15, together with risk mitigation strategies employed by the Board.

Principle Five: Maintain the board as a well-functioning, balanced team led by the chair.

The Board's role is to agree the Group's long-term direction and strategy and monitor achievement of its business objectives. The Board meets formally four times a year for these purposes and holds additional meetings when necessary to transact other business. The Board receives regular and timely reports for consideration on all significant strategic, operational and financial matters. Relevant information for consideration by the Board is circulated in advance of its meetings.

Further details on the Board's meetings are provided in the Directors' Report on page 19. The Board is supported by the Audit, Remuneration and Nomination Committees, details of which, together with attendance records, can also be found on page 19.

The Board currently consists of the Executive Chairman (Patrick Cheetham) and two non-executive directors (Donald McAlister and Dr Mike Armitage). The Board considers that the Board structure is acceptable having regard to the fact that it is not yet revenue-earning.

The non-executive directors have committed the time necessary to fulfil their roles during the year. The attendance record of the directors at Board and Board Committee meetings are detailed in the Directors' Report on page 19.

Non-executive directors are considered independent if they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. Despite serving as a non-executive director for more than nine years, Donald McAlister is considered to be independent using these criteria. In compliance with good practice, he will continue to seek annual re-election where practicable, rather than every third year as per the Articles of Association.

Principle Six: Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities.

The Board considers the current balance of sector, financial and public market skills and experience of its directors are relevant to the Company's business and are appropriate for the current size and stage of development of the Company and the Board considers that it has the skills and experience necessary to execute the Company's strategy and business plan and discharge its duties effectively.

The directors maintain their skills through membership of various professional bodies, attendance at mining conferences and through their various external appointments. Details of the current Board of Directors' biographies are set out on page 21.

All Directors have access to the advice and services of the Company Secretary who is responsible for ensuring that Board procedures and applicable rules and regulations are observed. All directors are able to take independent professional advice, if required, in relation to their duties and at the Company's expense.

Principle Seven: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement.

The ultimate measure of the effectiveness of the Board is the Company's progress against the long-term strategy and aims of the business. This progress is reviewed in Board meetings held at least four times a year. The executive director(s)' performance is regularly reviewed by the rest of the Board.

The Nomination Committee, currently consisting of the Chairman and the two non-executive directors, meets at least once a year to lead the formal process of rigorous and transparent procedures for Board appointments. During its meetings the Nomination Committee reviews the structure, size and composition of the Board; succession planning; leadership; key strategic and commercial issues; conflicts of interest; time required from non-executive directors to execute their duties effectively; overall effectiveness of the Board and its own terms of reference.

Under the Articles of Association, new directors appointed to the Board must stand for election at the first Annual General Meeting of the Company following their appointment. Under the Articles of Association, existing directors retire by rotation and may offer themselves for re-election.

Principle Eight: Promote a corporate culture that is based on ethical values and behaviours.

The Board recognises and strives to promote a corporate culture based on strong ethical and moral values.

The Group will give 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 Board takes account of Tertiary's employees' interests when making decisions, and suggestions from those employees aimed at improving the Group's performance are welcomed.

The corporate culture of the Company is promoted to Tertiary's employees, suppliers and contractors and is underpinned by the implementation and regular review, enforcement and documentation of various policies: the Health and Safety Policy; the Environmental, the Social and Governance Policy ("ESG Policy"); the Share Dealing Policy; the Bribery & Anti-Corruption Policy and Code of Conduct; the Privacy and Cookies Policy and Social Media Policy. These procedures enable the Board to determine that ethical values are recognised and respected.

The Board recognises that its principal activity, mineral exploration and development, has potential to impact on local environments and communities, as such the ESG Policy was developed with this in mind and this replaces the previous Environmental Policy to ensure that, wherever they take place, the Group's activities have minimal environmental and social impact. Where appropriate the Group's contracts with suppliers and contractors legally bind those suppliers and contractors to do the same. The Group's activities carried out in accordance with the ESG Policy have had only minimal environmental and social impact, and this policy is regularly reviewed. Where appropriate, all work is carried out after advance consultation with affected parties.

Principle Nine: Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board.

The Board has overall responsibility for all aspects of the business. The Chairman is responsible for overseeing the running of the Board, ensuring that no individual or group dominates the Board's decision-making, and that the non-executive directors are properly briefed on all operational and financial matters. The Chairman has overall responsibility for corporate governance matters in the Group and chairs the Nomination Committee. The Executive Chairman has the responsibility for implementing the strategy of the Board and managing the day-to-day business activities of the Group. The Company Secretary is responsible for ensuring that Board procedures are followed, and applicable rules and regulations are complied with. Key operational and financial decisions are reserved for the Board through quarterly project reviews, annual budgets, quarterly budgets and cash-flow forecasts and on an ad hoc basis where required.

The two non-executive directors are responsible for bringing independent and objective judgement to Board decisions. The Board has established Audit, Remuneration and Nomination Committees with formally delegated duties and responsibilities. Donald McAlister currently chairs the Audit Committee, Dr. Mike Armitage chairs the Remuneration Committee and Patrick Cheetham chairs the Nomination Committee.

This Corporate Governance statement will be reviewed at least annually to ensure that the Company's corporate governance framework evolves in line with the Company's strategy and business plan.

Principle Ten: Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

The Company regularly communicates with, and encourages feedback from, its shareholders who are its key stakeholder group. The Company's website is regularly updated and users, including all stakeholders, can register to be alerted via email when material announcements are made. The Company's contact details are on the website should stakeholders wish to make enquiries of management.

The Group's financial reports for at least the past five years can be found here: www.tertiaryminerals.com/investor-media/financial-reports and contains past Notices of Annual General Meetings.

The results of voting on all resolutions in general meetings are posted to the Company's website, including any actions to be taken as a result of resolutions for which votes against have been received from at least 20 per cent of independent votes.

Audit Committee Report

The Audit Committee is a sub-committee of the Board, comprised of the independent non-executive directors and assists the Board in meeting responsibilities in respect of external financial reporting and internal controls. The Audit Committee also keeps under review the scope and results of the audit. It also considers the cost-effectiveness, independence and objectivity of the auditors taking account of any non-audit services provided by them. Donald McAlister is Chair of the Audit Committee.

The specific objectives of the Committee are to:

(a) maintain adequate quality and effective scope of the external audit of the Group including its branches where applicable and review the independence and objectivity of the auditors.

(b) ensure that the Board of Directors has adequate knowledge of issues discussed with its external auditor.

(c) ensure the financial information and reports issued by the Company to AIM, shareholders and other recipients are accurate and contain proper disclosure at all times.

(d) maintain the integrity of the Group's administrative, operating and accounting controls and internal control principles.

(e) ensure proper accounting policies are adhered to by the Group.

The Committee has unlimited access to the external auditor, to senior management of the Group and to any external party deemed necessary for the proper discharge of its duties. The Committee may consult independent experts where it considers necessary to perform its duties.

The Audit Committee reviews the financial controls of the Company on a regular basis and is satisfied that the Group's financial controls and reporting procedures are robust and sufficient to ordinarily prevent fraud and ensure that senior management, the Committee and the Board are fully aware of the Company's financial position at all times.

The Audit Committee met three times in the last financial year, on 8 December 2022, 30 May 2023 and 8 August 2023.

The Committee reviewed the carrying values of the Group projects and the Group inter-company loans and carried out impairment reviews. The project carrying values are assessed against the IFRS 6 criteria set out in Note 1(n) on page 39. Loans to Group undertakings are assessed for impairment under IFRS 9.

As a result of the year-end review, it was judged that the Lubuila Project and the Lucky Project expenditure should be fully impaired. Following a review of the recoverability of loans to subsidiary undertakings, it was decided that no impairment was required.

Going Concern

The Committee also considered the Going Concern basis on which the accounts have been prepared (see Note 1(b) on page 37). The directors are satisfied that the Going Concern basis is appropriate for the preparation of the financial statements.

Donald McAlister
Chair – Audit Committee

Remuneration Committee Report

The Remuneration Committee is a sub-committee of the Board and comprises the two non-executive directors. Dr Mike Armitage is Chair of the Remuneration Committee.

The primary objective of the Committee is to review the performance of the executive directors and review the basis of their service agreements and make recommendations to the Board regarding the scale and structure of their remuneration.

The Remuneration Committee met once in the financial year under review, on 8 August 2023, to review the Committee Terms of Reference and ensure their continued suitability, and to review the remuneration of the Executive Chairman.

Dr Mike Armitage
Chair – Remuneration Committee

Nomination Committee Report

The Nomination Committee comprises the Executive Chairman and the two non-executive directors. Patrick Cheetham is Chair of the Nomination Committee.

The Nomination Committee meets at least once per year to lead the formal process of rigorous and transparent procedures for Board appointments and to make recommendations to the Board in accordance with best practice and other applicable rules and regulations, insofar as they are appropriate to the Group at this stage in its development.

The Committee is required, amongst other things, to:

(a) Review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to Board appointments and any Board changes.

(b) Give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.

(c) Keep under review the leadership needs of the organisation to compete effectively in the marketplace.

(d) Review annually the time required from executive director(s) and non-executive directors. Performance evaluation should be used to assess whether the executive director(s) and non-executive directors are spending enough time in fulfilling their duties.

(e) Arrange periodic reviews of the Committee's own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

(f) Ensure that prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that may result in a conflict of interest.

The Committee carries out its duties for the Parent Company, major subsidiary undertakings and the Group as a whole and met once during the period under review, on 2 May 2023.

The Committee is satisfied that the current Board has a depth of experience and level and range of skills appropriate to the Company at this stage in its development. It is however recognised that the Company is likely to need additional expertise as it moves forward into commercial production and so the composition of the Board will be kept under careful review to ensure that the Board can deliver long-term growth in shareholder value.

Patrick Cheetham
Chair – Nomination Committee

Independent Auditor's Report

to the Members of Tertiary Minerals plc for the year ended 30 September 2023

Opinion

We have audited the financial statements of Tertiary Minerals plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 30 September 2023, which comprise:

- the Group income statement and statement of comprehensive income for the year ended 30 September 2023;
- the Group and Parent Company statements of financial position as at 30 September 2023;
- the Group and Parent Company statements of changes in equity for the year then ended;
- the Group and Parent Company statements of cash flows for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group and the Parent Company financial statements is applicable law and UK adopted International Accounting Standards

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 September 2023 and of the Group's loss for the period then ended;
- the Group's and the Parent Company's financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- 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 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 companies, 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 relating to going concern

We draw attention to Note 1(b) in the financial statements, which indicates that the Group's future projections include the proceeds of future fundraising necessary within the next 12 months to meet overheads and planned discretionary project expenditure and to maintain the Company and the Group as going concerns. Although the Company has been successful in raising finance in the past, there is no assurance that it will obtain adequate finance in the future. This represents a material uncertainty related to events or conditions which may cast significant doubt on the Group and the Company's ability to continue as going concerns and, therefore, that they may be unable to realise their assets and discharge their liabilities in the normal course of business. However, the directors have a reasonable expectation that they will secure additional funding when required to continue meeting corporate overheads and exploration costs for the foreseeable future and therefore the directors believe that the going concern basis is appropriate for the preparation of the financial statements. In considering the longer term financial outlook of the Group, the continued viability of the most significant exploration and evaluation assets as set out in Note 1(n) is critical to this assessment.

Therefore as stated in Note 1(b), a material uncertainty exists that may cast significant doubt on the ability of the Group (and the Company) to continue as a going concern. Our opinion is not modified in respect of these matters.

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

- Consideration based on historical experience of the accuracy of forecasting in previous periods by management
- Review of forecast expenditure, consideration of management assumptions and the probability of achieving forecast expenditure
- Assessment of the key uncertainties surrounding the raising of finance and the impact upon our reporting.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements to be £20,000, representing 2.5 per cent. of Group net assets. For the Company's financial statements materiality of £19,500, representing 2.3 per cent. of the Company's gross assets. Assets based criteria were considered to be appropriate because there is no external revenue and the objectives of the business model is to build asset values with a view to future realisation.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality was set at £14,000 for the Group and £13,650 for the Company.

We agreed with the Audit Committee to report all identified errors in excess of £1,000 based on 5 per cent. of Group materiality. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

All of the Group operations are managed from and accounted for in one central UK location, the Group's registered office. Our audit was conducted from the main operating location and all subsidiaries were within the scope of our audit testing for the purposes of the Group audit.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included 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.

We determined that going concern should be considered a key audit matter and this is described above in the section "Material uncertainty relating to going concern."

The other key matters and responses are summarised below. This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit addressed the key audit matter
Potential impairment of capitalised exploration and evaluation expenditure Intangible assets (Note 8), comprise Deferred exploration and evaluation project expenditure, the most significant of which are the exploration projects located in Nevada, USA and Zambia. Exploration costs may only be capitalised and deferred if they meet the IFRS criteria of an asset and represent valid project costs. A regular assessment is required for indicators of impairment of these assets. Any assessment of value in use requires that accumulated costs be assessed against the likelihood that such costs will be recoverable against future exploitation or sale. This requires management to use their sector experience, apply their specialist expertise and form a conclusive judgement as whether or not, on the balance of evidence, further exploration is justified to determine if an economically viable mining operation can be established in future. Impairment indicators within IFRS 6 need to be met to confirm viability, an objective set of criteria for continued deferral.	In respect of all material exploration and evaluation assets our audit work included: • Substantive testing of expenditure capitalised in the year to ensure that it was permitted under accounting standards; • Reviewing progress on exploration and evaluation activities at each of the licence areas to assess whether there was evidence which would indicate a potential impairment trigger; • Reviewing approved budget forecasts and minutes of board meetings to confirm the intention to continue exploration work on the licences; • Reviewing the 6 monthly Board assessment of projects for indications of impairment and inspecting documentary evidence of the review; • Challenging the directors' assessment of whether there are any indicators of impairment and discussing any key judgemental areas.

Independent Auditor’s Report (continued)

Key audit matter	How the scope of our audit addressed the key audit matter
Potential impairment of investments in subsidiaries and recoverability of loans to subsidiaries in the Company financial statements. The carrying values of investments in and recoverability of loans to subsidiaries, Tertiary Gold Limited, Tertiary Minerals (Zambia) Limited and Tertiary Minerals US Inc (Note 10), are dependent upon the future cash flows associated with the recovery of the exploration and evaluation assets held by the subsidiaries. In the event of impairment in the underlying exploration and evaluation assets, there is a potential impact upon the realisation of investments and recoverability of loans in the accounts of Tertiary Minerals plc (the Company) and this assessment would also be required by the directors.	• Challenging the directors’ assessment of whether there are any indicators of impairment. • Reviewing independent evidence of possible impairment of carrying values by examining the net assets of subsidiaries and recoverability of loans to subsidiaries. • Obtaining further supporting evidence for recoverability in the form of representations from the Board.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our 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 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 where 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.

Responsibilities of the directors for the financial statements

As explained more fully in the directors’ responsibilities statement set out on page 18, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and 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 identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error and discussed these between audit team members. We then designed and performed audit procedures in response to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the Company operates, focusing on those laws and regulations which have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and, where relevant, specific legal compliance required for exploration activities in territories where the Group operates.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journal entries and reviewing accounting estimates for evidence of management bias.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

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.

Ian Weekes (Senior Statutory Auditor)
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
Manchester, United Kingdom
12 January 2024

Consolidated Income Statement

for the year ended 30 September 2023

	Notes	2023 £	2022 £
Revenue	2	**181,429**	171,052
Administration costs		**(572,604)**	(566,675)
Pre-licence exploration costs		**(39,792)**	(80,843)
Impairment of deferred exploration expenditure	8	**(111,691)**	(699,484)
Operating loss		**(542,658)**	(1,175,950)
Interest receivable		**1,317**	133
Loss before taxation	3	**(541,341)**	(1,175,817)
Tax on loss	7	**—**	—
Loss for the year attributable to equity holders of the parent		**(541,341)**	(1,175,817)
Loss per share – basic and diluted (pence)	6	**(0.03)**	(0.08)

All amounts relate to continuing activities.

Consolidated Statement of Comprehensive Income

for the year ended 30 September 2023

	2023 £	2022 £
Loss for the year	**(541,341)**	(1,175,817)
Items that could be reclassified subsequently to the income statement:		
Foreign exchange translation differences on foreign currency net investments in subsidiaries	**(23,612)**	136,753
Items that will not be reclassified to the income statement:		
Changes in the fair value of other investments	**(5,184)**	(26,346)
Total comprehensive income/(loss) for the year attributable to equity holders of the parent	**(570,137)**	(1,065,410)

Consolidated and Company Statements of Financial Position

at 30 September 2023
Company Number 03821411

	Notes	**Group 2023 £**	**Company 2023 £**	Group 2022 £	Company 2022 £
Non-current assets					
Intangible assets	8	**620,481**	**—**	542,907	—
Property, plant & equipment	9	**3,234**	**3,234**	2,398	2,398
Investment in subsidiaries	10	**—**	**661,472**	—	681,526
Other investments	10	**16,466**	**16,466**	24,150	24,150
		640,181	**681,172**	569,455	708,074
Current assets					
Receivables	11	**114,432**	**70,399**	272,667	64,785
Cash and cash equivalents	12	**121,813**	**100,215**	59,414	48,165
		236,245	**170,614**	332,081	112,950
Current liabilities					
Trade and other payables	13	**(69,835)**	**(54,615)**	(80,929)	(45,076)
Net current assets		**166,410**	**115,999**	251,152	67,874
Provisions for liabilities	20	**(11,496)**	**—**	(15,158)	—
Net assets		**795,095**	**797,171**	805,449	775,948
Equity					
Called up share capital	14	**198,108**	**198,108**	153,626	153,626
Share premium account		**12,599,278**	**12,599,278**	12,101,761	12,101,761
Capital redemption reserve	14	**2,644,061**	**2,644,061**	2,644,061	2,644,061
Merger reserve		**131,096**	**131,096**	131,096	131,096
Share option reserve	14	**88,562**	**88,562**	101,985	101,985
Fair value reserve		**(22,200)**	**(22,200)**	(17,016)	(17,016)
Foreign currency reserve	14	**436,857**	**—**	460,469	—
Accumulated losses		**(15,280,667)**	**(14,841,734)**	(14,770,533)	(14,339,565)
Equity attributable to the owners of the parent		**795,095**	**797,171**	805,449	775,948

The Company reported a loss for the year ended 30 September 2023 of £533,376 (2022: £1,149,113).

These financial statements were approved and authorised for issue by the Board on 12 January 2024 and were signed on its behalf.

P L Cheetham
Executive Chairman

D A R McAlister
Director

Consolidated Statement of Changes in Equity

Group	Ordinary share capital £	Share premium account £	Capital redemption reserve £	Merger reserve £	Share option reserve £	Fair value reserve £	Foreign currency reserve £	Accumu-lated losses £	Total £
At 30 September 2021	**118,332**	**11,567,055**	**2,644,061**	**131,096**	**80,048**	**9,330**	**323,716**	**(13,604,166)**	**1,269,472**
Loss for the period	—	—	—	—	—	—	—	(1,175,817)	(1,175,817)
Change in fair value	—	—	—	—	—	(26,346)	—	—	(26,346)
Exchange differences	—	—	—	—	—	—	136,753	—	136,753
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**(26,346)**	**136,753**	**(1,175,817)**	**(1,065,410)**
Share issue	35,294	534,706	—	—	—	—	—	—	570,000
Share based payments expense	—	—	—	—	31,387	—	—	—	31,387
Transfer of expired warrants	—	—	—	—	(9,450)	—	—	9,450	—
At 30 September 2022	**153,626**	**12,101,761**	**2,644,061**	**131,096**	**101,985**	**(17,016)**	**460,469**	**(14,770,533)**	**805,449**
Loss for the period	—	—	—	—	—	—	—	(541,341)	(541,341)
Change in fair value	—	—	—	—	—	(5,184)	—	—	(5,184)
Exchange differences	—	—	—	—	—	—	(23,612)	—	(23,612)
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**(5,184)**	**(23,612)**	**(541,341)**	**(570,137)**
Share issue	44,482	497,517	—	—	—	—	—	—	541,999
Share based payments expense	—	—	—	—	17,784	—	—	—	17,784
Transfer of expired warrants	—	—	—	—	(31,207)	—	—	31,207	—
At 30 September 2023	**198,108**	**12,599,278**	**2,644,061**	**131,096**	**88,562**	**(22,200)**	**436,857**	**(15,280,667)**	**795,095**

Company Statement of Changes in Equity

Company	Ordinary share capital £	Share premium account £	Capital redemption reserve £	Merger reserve £	Share option reserve £	Fair value reserve £	Accumulated losses £	Total £
At 30 September 2021	**118,332**	**11,567,055**	**2,644,061**	**131,096**	**80,048**	**9,330**	**(13,199,902)**	**1,350,020**
Loss for the period	—	—	—	—	—	—	(1,149,113)	(1,149,113)
Change in fair value	—	—	—	—	—	(26,346)	—	(26,346)
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**(26,346)**	**(1,149,113)**	**(1,175,459)**
Share issue	35,294	534,706	—	—	—	—	—	570,000
Share based payments expense	—	—	—	—	31,387	—	—	31,387
Transfer of expired warrants	—	—	—	—	(9,450)	—	9,450	—
At 30 September 2022	**153,626**	**12,101,761**	**2,644,061**	**131,096**	**101,985**	**(17,016)**	**(14,339,565)**	**775,948**
Loss for the period	—	—	—	—	—	—	(533,376)	(533,376)
Change in fair value	—	—	—	—	—	(5,184)	—	(5,184)
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**—**	**(5,184)**	**(533,376)**	**(538,560)**
Share issue	44,482	497,517	—	—	—	—	—	541,999
Share based payments expense	—	—	—	—	17,784	—	—	17,784
Transfer of expired warrants	—	—	—	—	(31,207)	—	31,207	—
At 30 September 2023	**198,108**	**12,599,278**	**2,644,061**	**131,096**	**88,562**	**(22,200)**	**(14,841,734)**	**797,171**

Consolidated and Company Statements of Cash Flows

for the year ended 30 September 2023

	Notes	**Group 2023 £**	**Company 2023 £**	Group 2022 £	Company 2022 £
Operating activity					
Operating (loss)/profit		**(542,658)**	**(566,147)**	(1,175,950)	(1,178,456)
Depreciation charge	9	**1,793**	**1,793**	1,661	1,661
Share based payment charge		**17,784**	**17,784**	31,387	31,387
Impairment charge – deferred exploration asset	8	**111,691**	**—**	699,484	—
Increase/(decrease) in provision for impairment of loans to subsidiaries	10	**—**	**156,594**	—	742,199
Reclamation liability	8	**—**	**—**	—	—
Decrease/(increase) in receivables	11	**1,641**	**(5,614)**	(35,049)	(12,263)
Increase/(decrease) in payables	13	**(11,094)**	**9,539**	4,079	(7,109)
Net cash outflow from operating activity		**(420,841)**	**(386,051)**	(474,388)	(422,581)
Investing activity					
Interest received		**1,317**	**55,325**	133	29,344
Proceeds on disposal of royalty assets		**156,594**	**—**	—	—
Exploration and development expenditures	8	**(236,808)**	**—**	(561,431)	—
Purchase of property, plant & equipment	9	**(2,630)**	**(2,630)**	(107)	(107)
Additional loans to subsidiaries	10	**—**	**(156,594)**	—	(584,617)
Net cash outflow from investing activity		**(81,527)**	**(103,899)**	(561,405)	(555,380)
Financing activity					
Issue of share capital (net of expenses)		**541,999**	**542,000**	570,000	570,000
Share subscription loan		**—**	**—**	—	—
Net cash inflow from financing activity		**541,999**	**542,000**	570,000	570,000
Net increase/(decrease) this year		**39,631**	**52,050**	(465,793)	(407,961)
Cash and cash equivalents at start of year		**59,414**	**48,165**	472,733	456,126
Exchange differences		**22,768**	**—**	52,474	—
Cash and cash equivalents at 30 September	12	**121,813**	**100,215**	59,414	48,165

Notes to the Financial Statements

for the year ended 30 September 2023

Background

Tertiary Minerals plc is a public company incorporated and domiciled in England. Its shares are traded on the AIM market of the London Stock Exchange – EPIC: TYM.

The Company is a holding company for a number of companies (together, the "Group"). The Group's financial statements are presented in Pounds Sterling (£) which is also the functional currency of the Company.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Group's financial statements.

1. Accounting policies

(a) Basis of preparation

The financial statements have been prepared on the basis of the recognition and measurement requirements of applicable law and UK adopted International Accounting Standards.

In accordance with section 408 of the Companies Act 2006, Tertiary Minerals plc is exempt from the requirement to present its own Statement of Comprehensive Income. The amount of the loss for the financial year recorded within the financial statements of Tertiary Minerals plc is £533,376 (2022: £1,149,113). The loss for 2023 includes provision for impairment of its investment in subsidiary undertakings in the amount of £156,594 (Note 10).

(b) Going concern

In common with many exploration companies, the Company raises finance for its exploration and appraisal activities in discrete tranches. Further funding is raised as and when required. When any of the Group's projects move to the development stage, specific project financing will be required.

The directors prepare annual budgets and cash flow projections that extend beyond 12 months from the date of this report. Given the Group's cash position at year end (£121,813), these projections include the proceeds of future fundraising necessary within the next 12 months to meet the Company's and the Group's overheads and planned discretionary project expenditures and to maintain the Company and the Group as going concerns. Although the Company has been successful in raising finance in the past, there is no assurance that it will obtain adequate finance in the future. This represents a material uncertainty related to events or conditions which may cast significant doubt on the Group and the Company's ability to continue as going concerns and, therefore, that they may be unable to realise their assets and discharge their liabilities in the normal course of business. However, the directors have a reasonable expectation that they will secure additional funding when required to continue meeting corporate overheads and exploration costs for the foreseeable future and therefore the directors believe that the going concern basis is appropriate for the preparation of the financial statements. In considering the longer term financial outlook of the Group, the continued viability of the most significant exploration and evaluation assets as set out in Note 1(n) is critical to this assessment.

(c) Basis of consolidation

The Group's financial statements consolidate the financial statements of Tertiary Minerals plc and its subsidiary undertakings using the acquisition method and eliminate intercompany balances and transactions.

Tertiary Minerals plc owns 96% of the equity of Tertiary Minerals (Zambia) Limited and the 4% non-controlling interest is not considered to be material. Further details are set out in Note 10.

(d) Intangible assets

Exploration and evaluation

Accumulated exploration and evaluation costs incurred in relation to separate areas of interest (which may comprise more than one exploration licence or exploration licence applications) are capitalised and carried forward where:

(1) such costs are expected to be recouped through successful exploration and development of the area, or alternatively by its sale; or

(2) exploration and/or evaluation activities in the area have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to the areas are continuing.

A biannual review is carried out by the directors to consider whether there are any indications of impairment in capitalised exploration and development costs. Full impairment reviews were carried out in order to assess the carrying values of each project as at 31 March 2023 and 30 September 2023. This involved consideration of changes in circumstances and evidence including and exploration results, changes in tenure of mineral rights, economic circumstances such as market prices, opportunities for realisation such as sale or joint ventures and viability, comparing anticipated future costs with expected recoverable value. For each project, based upon the relevant considerations, the directors formed a view regarding the recoverability of capitalised expenditure and continued compliance with the IFRS 6 criteria for recognition and deferral.

Where an indication of impairment is identified, the relevant value is written off to the income statement in the period for which the impairment was identified. An impairment of exploration and development costs may be subsequently reversed in later periods should conditions allow.

Accumulated costs, where the Group does not yet have an exclusive exploration licence and in respect of areas of interest which have been abandoned, are written off to the income statement in the year in which the pre-licence expense was incurred or in which the area was abandoned.

Development

Exploration, evaluation and development costs are carried at the lower of cost and expected net recoverable amount. On reaching a mining development decision, exploration and evaluation costs are reclassified as development costs and all development costs on a specific area of interest will be amortised over the useful economic life of the projects, once they become income generating and the costs can be recouped.

(e) Property, plant & equipment

All property, plant and equipment assets are stated at cost less accumulated depreciation. Depreciation is provided by the Group on all property, plant and equipment, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Fixtures and fittings	20% to 33% per annum	Straight-line basis
Computer equipment	33% per annum	Straight-line basis

Useful life and residual value are reassessed annually.

(f) Financial assets designated at fair value through OCI

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its listed equity investments under this category.

(g) Trade and other receivables and payables

Trade and other receivables and payables are measured at initial recognition at fair value and subsequently measured at amortised cost.

(h) Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand and short-term bank deposits.

(i) Deferred taxation

Deferred taxation, if applicable, is provided in full in respect of taxation deferred by temporary differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax assets are recognised to the extent that they are regarded as recoverable.

(j) Revenue

Revenue is recognised as the fair value of management services provided to Sunrise Resources plc and relates to expenditure incurred and recharged. The Company recognises revenue as contractual performance obligations are satisfied. Revenue is net of discounts, VAT and other sales-related taxes.

(k) Foreign currencies

The Group's consolidated financial statements are presented in Pounds Sterling (£), being the functional currency of the Company, and the currency of the primary economic environment in which the Company operates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date.

For consolidation purposes, the net investment in foreign operations and the assets and liabilities of overseas subsidiaries that have a functional currency different from the Group's presentation currency, are translated at the closing exchange rates. Income statements of overseas subsidiaries, that have a functional currency different from the Group's presentation currency, are translated at exchange rates at the date of transaction. Exchange differences arising on opening reserves are taken to the foreign currency reserve in equity.

(l) Leases

The general policy adopted in relation to leased assets is IFRS 16, which requires the recognition of lease commitments as right of use assets and a corresponding liability.

The Company only has short term leases, which do not require recognition as right of use assets having a duration of 12 months or less and without a renewal commitment. Leasing costs are therefore charged to the income statement on a straight line basis.

(m) Share warrants and share-based payments

The Company issues warrants and options to employees (including directors) and third parties. The fair value of the warrants and options is recognised as a charge measured at fair value on the date of grant and determined in accordance with IFRS 2, adopting the Black–Scholes–Merton model. The fair value is charged to administrative expenses on a straight-line basis over the vesting period, together with a corresponding increase in equity, based on the management's estimate of shares that will eventually vest. The expected life of the options and warrants is adjusted based on management's best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations. The details of the calculation are shown in Note 15.

The Company also issues shares and/or warrants in order to settle certain liabilities, including partial payment of fees to directors. The fair value of shares issued is based on the closing mid-market price of the shares on the AIM market on the day prior to the date of settlement and it is expensed on the date of settlement with a corresponding increase in equity.

(n) Judgements and estimations in applying accounting policies

In the process of applying the Group's accounting policies above, the Group has identified the judgemental areas that have the most significant effect on the amounts recognised in the financial statements:

Intangible assets – exploration and evaluation

IFRS 6 "Exploration for and Evaluation of Mineral Resources" requires that exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount may exceed recoverable amount.

In practical terms, this requires that project carrying values are regularly monitored and assessed for recoverability whether from future exploitation of resources or realised by sale to a third party.

Where activities have not reached a stage which permits reasonable confirmation of the existence of mineral reserves, the directors must form a judgement whether future exploration and evaluation should continue. This requires management to use their sector experience, apply their specialist expertise and form a conclusive judgement as to whether or not, on the balance of evidence that further exploration is justified to determine if an economically viable mining operation can be established in future. Such estimates, judgements and assumptions are likely to change as new information and evidence becomes available. If it becomes apparent, in the judgement of the directors, that recovery of capitalised expenditure is unlikely, the carrying value should be considered as impaired as detailed below.

Royalty assets

Following disposals reflected in the financial statements for 2022, the Group had no remaining royalty interests at 30 September 2023, but does have agreements in place which may possibly give rise to royalties in future.

Impairment

Impairment reviews for deferred exploration and evaluation costs are carried out on a project by project basis, with each project representing a potential single cash generating unit. The directors are required to continually monitor and review the carrying values by reference to new developments, stages in the exploration process and new circumstances. Assessment of the potential impairment of assets requires an updated judgement of the probability of adequate future cash flows from the relevant project. It includes consideration of:

(a) The period for which the entity has the right to explore in the specific area and whether this right will expire in the near future, and whether the right is expected to be renewed.

(b) Whether substantive expenditure on further exploration for and evaluation of mineral resources for the specific project is either budgeted or planned.

Notes to the Financial Statements (continued)

(c) Whether exploration for and evaluation of mineral resources on the specific project has led to the discovery of commercially viable quantities of mineral resources and whether the entity has decided to discontinue such activities on the project.

(d) Whether sufficient data exist to indicate that, although a development on the specific project is likely to proceed, the carrying amount of the exploration and evaluation asset is likely to be recovered in full from successful development of a mine or by the sale of the project.

The judgements in respect of key projects are;

Whilst the Lucky Project is still retained, the project costs were fully impaired in the amount of £71,066 as exploration has not been sufficiently positive so far.

Whilst no work was carried out at the Paymaster, Mt Tobin or Brunton Pass projects in Nevada during the financial year, the Company's rights to explore these projects have been maintained through claim payments and further exploration is planned to follow up on previous exploration results.

In Zambia, the Lubuila Project costs were fully impaired in the amount of £40,624, with the surrender of the Company's option to acquire an interest in the Lubuila licence following negative exploration results.

Following successful exploration programmes on four further licences in Zambia, namely Konkola West, Mukai, Mushima North and Jacks Project, further exploration is planned for 2024.

The Mupala Project licence was awarded to the Company during the reporting period and the Company is awaiting the grant of the Environmental Project Brief to commence exploration programmes on this Project.

Based upon these developments in the reporting period and in their confidence regarding the likely outcome of exploration, the Directors have concluded that the carrying value of these projects is not impaired.

Going concern

The preparation of financial statements requires an assessment of the validity of the going concern assumption. This in turn is dependent on finance being available for the continuing working capital requirements of the Group. Based on the assumption that such finance will become available, the directors believe that the going concern basis is appropriate for these accounts.

(o) Reclamation costs

The Group's mining and exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. The Group records a liability for the estimated future rehabilitation costs and decommissioning of its development projects at the time a constructive obligation is determined.

When provisions for closure and environmental rehabilitation are initially recognised, the corresponding cost is capitalised as an intangible asset, representing part of the cost of acquiring the future economic benefits of the operation. The capitalised cost of closure and environmental rehabilitation activities is recognised in mining interests and, from the commencement of commercial production is amortised over the expected useful life of the operation to which it relates. Any change in the value of the estimated expenditure is reflected in an adjustment to the provision and asset.

(p) Investments in subsidiaries

Investments, including long-term loans, in subsidiaries are valued at the lower of cost or recoverable amount, with an ongoing review for impairment.

(q) Standards, amendments and interpretations not yet effective

At the date of authorisation of these financial statements, there are no amended reporting standards and interpretations that impact the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the current accounting policies.

2. Segmental analysis

The Chief Operating Decision Maker is the Board. The Board considers the business has one reporting segment, the management of exploration projects, which is supported by a Head Office function. For the purpose of measuring segmental profits and losses the exploration segment bears only those direct costs incurred by or on behalf of those projects. No Head Office cost allocations are made to this segment. The Head Office function recognises all other costs.

2023	Exploration projects £	Head office £	Total £
Consolidated Income Statement			
Revenue	**15,000**	**166,429**	**181,429**
Pre-licence exploration costs	**(39,792)**	**—**	**(39,792)**
Impairment of deferred exploration asset	**(111,691)**	**—**	**(111,691)**
Share-based payments	**—**	**(17,784)**	**(17,784)**
Administration costs and other expenses	**—**	**(554,820)**	**(554,820)**
Operating Loss	**(136,483)**	**(406,175)**	**(542,658)**
Bank interest received	**—**	**1,317**	**1,317**
Loss before tax	**(136,483)**	**(404,858)**	**(541,341)**
Taxation	**—**	**—**	**—**
Loss for the year attributable to equity holders	**(136,483)**	**(404,858)**	**(541,341)**
Consolidated Statement of Financial Position			
Non-current assets			
Intangible assets:			
Deferred exploration costs:			
Paymaster, USA	**60,683**	**—**	**60,683**
Brunton Pass, USA	**121,559**	**—**	**121,559**
Mt Tobin, USA	**33,530**	**—**	**33,530**
Jacks, Zambia	**260,218**	**—**	**260,218**
Konkola West, Zambia	**40,108**	**—**	**40,108**
Mushima North, Zambia	**52,626**	**—**	**52,626**
Mukai, Zambia	**44,419**	**—**	**44,419**
Mupala, Zambia	**7,339**	**—**	**7,339**
	620,481	**—**	**620,481**
Property, plant & equipment	**—**	**3,234**	**3,234**
Other investments	**—**	**16,466**	**16,466**
	620,481	**19,700**	**640,181**
Current assets			
Receivables	**41,259**	**73,173**	**114,432**
Cash and cash equivalents	**—**	**121,813**	**121,813**
	41,259	**194,986**	**236,245**
Current liabilities			
Trade and other payables	**(3,979)**	**(65,857)**	**(69,836)**
Net current assets	**37,280**	**129,129**	**166,410**
Provision for liabilities and charges			
Reclamation liability	**(11,496)**	**—**	**(11,496)**
Net assets	**646,265**	**148,829**	**795,095**
Other data			
Deferred exploration additions	**236,808**	**—**	**236,808**
Exchange rate adjustments to deferred exploration costs	**(47,543)**	**—**	**(47,543)**
Exchange rate adjustments to royalty assets	**—**	**—**	**—**

Notes to the Financial Statements (continued)

2. Segmental analysis (continued)

2022	Exploration projects £	Head office £	Total £
Consolidated Income Statement			
Revenue	—	171,052	171,052
Pre-licence exploration costs	(80,843)	—	(80,843)
Impairment of deferred exploration asset	(699,484)	—	(699,484)
Share-based payments	—	(31,387)	(31,387)
Administration costs and other expenses	—	(535,288)	(535,288)
Operating Loss	(780,327)	(395,623)	(1,175,950)
Bank interest received	—	133	133
Loss before tax	(780,327)	(395,490)	(1,175,817)
Taxation	—	—	—
Loss for the year attributable to equity holders	(780,327)	(395,490)	(1,175,817)
Consolidated Statement of Financial Position			
Non-current assets			
Intangible assets:			
Deferred exploration costs:			
Paymaster, USA	65,143	—	65,143
Brunton Pass, USA	116,290	—	116,290
Mt Tobin, USA	35,091	—	35,091
Lucky, USA	75,377	—	75,377
Jacks, Zambia	231,050	—	231,050
Konkola West, Zambia	2,489	—	2,489
Mushima North, Zambia	6,458	—	6,458
Lubuila, Zambia	8,624	—	8,624
Mukai, Zambia	2,385	—	2,385
	542,907	—	542,907
Property, plant & equipment	—	2,398	2,398
Other investments	—	24,150	24,150
	542,907	26,548	569,455
Current assets			
Receivables	201,779	70,888	272,667
Cash and cash equivalents	—	59,414	59,414
	201,779	130,302	332,081
Current liabilities			
Trade and other payables	(20,966)	(59,963)	(80,929)
Net current assets	180,813	70,339	251,152
Provision for liabilities and charges			
Reclamation liability	(15,158)	—	(15,158)
Net assets	708,562	96,887	805,449
Other data			
Deferred exploration additions	565,233	—	565,233
Exchange rate adjustments to deferred exploration costs	82,776	—	82,776
Exchange rate adjustments to royalty assets	668	—	668

3. Loss before income tax

	2023 £	2022 £
The operating loss is stated after charging		
Impairment of intangible assets – deferred exploration expenditure	**111,691**	699,484
Costs relating to leases expiring within 12 months	**21,900**	21,263
Depreciation – owned assets	**1,793**	1,661
Fees payable to the Group's Auditor for:		
The audit of the Group's annual accounts	**14,150**	8,885
The audit of the Group's subsidiaries, pursuant to legislation	**6,174**	5,923
Fees payable to the Group's Auditor and its associates for other services:		
Interim review of accounts	**1,950**	1,200
Corporation tax compliance fees	**3,991**	1,770

4. Directors' emoluments

Remuneration in respect of directors was as follows:

	Total cost 2023 £	Recharged to Sunrise Resources plc 2023 £	Net cost 2023 £	Total before recharges 2022 £
P L Cheetham (salary)	**129,928**	**(59,407)**	**70,521**	122,995
P B Cullen (salary)	**—**	**—**	**—**	72,322
M G Armitage (salary)	**20,188**	**—**	**20,188**	19,110
D A R McAlister (salary)	**20,187**	**—**	**20,187**	19,110
	170,303	**(59,407)**	**110,896**	233,537

The above remuneration amounts do not include non-cash share-based payments charged in these financial statements in respect of share warrants issued to the directors amounting to £1,954 (2022: £5,984) or Employer's National Insurance contributions of £19,778 (2022: £27,702).

No bonuses were awarded for the year 2023.

Pension contributions made during the year on behalf of Directors amounted to £Nil (2022: £Nil).

The directors are also the key management personnel. If all benefits are taken into account, the total key management personnel compensation would be £172,257 (2022: £239,521).

As set out in Note 17, relevant staff costs are recharged to a related undertaking, Sunrise Resources plc. Taking account of all benefits in kind, the key management personnel net compensation cost to the Group was £113,376 (2022: £163,442).

5. Staff costs

Total staff costs for the Group and Company, including directors, were as follows:

	Total staff costs to Group 2023 £	Staff costs recharged to Sunrise Resources plc 2023 £	Net cost 2023 £	Total before recharges 2022 £
Wages and salaries	**318,476**	**(115,400)**	**203,076**	360,098
Social security costs	**33,766**	**(14,758)**	**19,008**	39,216
Share-based payments	**2,480**	**—**	**2,480**	5,984
	354,722	**(130,158)**	**224,564**	405,298

As set out in Note 17, relevant staff costs are recharged to a related undertaking, Sunrise Resources plc.

The average monthly number of part-time and full-time employees, including directors, employed by the Group and Company during the year was as follows:

	2023 Number	2022 Number
Technical employees	**2**	3
Administration employees (including non-executive directors)	**5**	5
	7	8

6. Loss per share

Loss per share has been calculated using the loss for the year attributable to equity holders of the parent and the weighted average number of ordinary shares in issue during the year.

	2023	2022
Loss (£)	**(541,341)**	(1,175,817)
Weighted average ordinary shares in issue (No.)	**1,791,815,969**	1,428,608,504
Basic and diluted loss per ordinary share (pence)	**(0.03)**	(0.08)

The loss attributable to ordinary shareholders and weighted average number of ordinary shares for the purpose of calculating the diluted earnings per ordinary share are identical to those used for the basic earnings per ordinary share. This is because the exercise of share warrants and options would have the effect of reducing the loss per ordinary share and is therefore anti-dilutive.

7. Taxation

No liability to corporation tax arises for the year due to the Group recording a taxable loss (2022: £Nil).

	2023 £	2022 £
Tax reconciliation		
Loss before income tax	**(541,341)**	(1,175,817)
Tax at 19% (2022: 19%)	**(102,855)**	(223,405)
Fixed asset timing differences	**(1,268)**	1,028
Expenditure not deductible for tax purposes	**17,784**	31,510
Pre-trading expenditure not deductible for tax purposes	**43,167**	32,799
Unrelieved tax losses carried forward	**43,171**	158,068
Tax charge/credit for year	**—**	—
Total losses carried forward for tax purposes	**(12,975,482)**	(12,493,824)

Factors that may affect future tax charges

The Group has total losses carried forward of £12,975,482 (2022: £12,493,824). This amount would be available (subject to a maximum of £5million per annum) to set against future taxable profits of the Company. The deferred tax asset has not been recognised as the future recovery is uncertain given the exploration status of the Group. The carried tax loss is adjusted each year for amounts that can no longer be carried forward.

8. Intangible assets

Group	Deferred exploration expenditure 2023 £	Royalty assets 2023 £	Total 2023 £	Deferred exploration expenditure 2022 £	Royalty assets 2022 £	Total 2022 £
Cost						
At start of year	**6,862,680**	**—**	**6,862,680**	6,218,473	357,829	6,576,302
Additions	**236,808**	**—**	**236,808**	565,233	—	565,233
Reclamation cost	**—**	**—**	**—**	(3,802)	—	(3,802)
Exchange adjustments	**(47,543)**	**—**	**(47,543)**	82,776	668	83,444
Transfer to assets held for sale	**—**	**—**	**—**	—	(358,497)	(358,497)
At 30 September	**7,051,945**	**—**	**7,051,945**	6,862,680	—	6,862,680
Impairment						
At start of year	**(6,319,773)**	**—**	**(6,319,773)**	(5,822,192)	—	(5,822,192)
Impairment losses during year	**(111,691)**	**—**	**(111,691)**	(497,581)	(201,903)	(699,484)
Transfer to assets held for sale	**—**	**—**	**—**	—	201,903	201,903
At 30 September	**(6,431,464)**	**—**	**(6,431,464)**	(6,319,773)	—	(6,319,773)
Net book value						
At 30 September	**620,481**	**—**	**620,481**	542,907	—	542,907
At start of year	**542,907**	**—**	**542,907**	396,281	357,829	754,110

Details of the impairment assessments relating to intangible assets, including the specific reasons for the impairments in the year, key judgements and assumptions are given in Note 1(n).

9. Property, plant & equipment

	Group fixtures and fittings 2023 £	Company fixtures and fittings 2023 £	Group fixtures and fittings 2022 £	Company fixtures and fittings 2022 £
Cost				
At start of year	**51,571**	**36,813**	51,465	36,707
Additions	**2,630**	**2,630**	107	107
At 30 September	**54,201**	**39,443**	51,572	36,814
Depreciation				
At start of year	**(49,174)**	**(34,416)**	(47,513)	(32,755)
Charge for the year	**(1,793)**	**(1,793)**	(1,661)	(1,661)
At 30 September	**(50,967)**	**(36,209)**	(49,174)	(34,416)
Net Book Value				
At 30 September	**3,234**	**3,234**	2,398	2,398
At start of year	**2,398**	**2,398**	3,952	3,952

Notes to the Financial Statements (continued)

10. Investments

Subsidiary undertakings

Company	Country of incorporation/ registration	Type and percentage of shares held at 30 September 2023	Principal activity
Tertiary Gold Limited	England & Wales	100% of ordinary shares	Mineral exploration
Tertiary (Middle East) Limited	England & Wales	100% of ordinary shares	Mineral exploration
Tertiary Minerals US Inc.	Nevada, USA	100% of ordinary shares	Mineral exploration
Tertiary Minerals (Zambia) Limited (*formerly Luangwa Minerals Limited)	Zambia	96% of ordinary shares	Mineral exploration

The registered office of Tertiary Gold Limited and Tertiary (Middle East) Limited is the same as the Parent Company, being Sunrise House, Hulley Road, Macclesfield, Cheshire, SK10 2LP.

The registered office of Tertiary Minerals US Inc. is 241 Ridge Street, Suite 210, Reno, NV 89501, USA.

The registered office of Tertiary Minerals (Zambia) Limited is 491/492 Akapelwa Street/Town Area, Livingstone Southern Province, Zambia.

Tertiary Minerals (Zambia) Limited

96% of the equity of Tertiary Minerals (Zambia) Limited is owned by Tertiary Minerals plc and the 4% non-controlling interest is not material. Deferred exploration assets held by the subsidiary are £445,334. The subsidiary is fully financed by the parent company via intercompany loan and capital contribution, the loan amounted to £305,071, loan interest of £13,589 and capital contribution amounted to £190,367. The net assets amount to £123,027 and the loss for the year was £37,694.

Investment in subsidiary undertakings	**Company 2023 £**	Company 2022 £
Value at start of year	**681,526**	839,108
Additions	**136,540**	584,617
Movement in provision	**(156,594)**	(742,199)
At 30 September	**661,472**	681,526

Investments in share capital of subsidiary undertakings

The directors have reviewed the carrying value of the Company's investments in shares of subsidiary undertakings totalling £860, by reference to estimated recoverable amounts. In turn, this requires an assessment of the recoverability of underlying exploration assets in those subsidiaries in accordance with IFRS 6.

Loans to Group undertakings

Amounts owed by subsidiary undertakings are unsecured and repayable in cash. Loan interest is charged to US and Zambia subsidiaries on intercompany loans with Parent Company.

A review of the recoverability of loans to subsidiary undertakings has been carried out. The review indicated potential credit losses arising in the year which have been provided for as follows: Tertiary Gold Limited provision of £156,594. The provisions made reflect the differences between the loan carrying amounts and the value of the underlying project assets.

Other investments – listed investments

Company	Country of incorporation/ registration	Type and percentage of shares held at 30 September 2023	Principal activity
Sunrise Resources plc	England & Wales	0.54% of ordinary shares	Mineral exploration

Group and Company

Investment designated at fair value through OCI	Group 2023 £	Company 2023 £	Group 2022 £	Company 2022 £
Value at start of year	**24,150**	**24,150**	50,496	50,496
Additions	**—**	**—**	—	—
Disposal	**—**	**—**	—	—
Movement in valuation	**(7,684)**	**(7,684)**	(26,346)	(26,346)
At 30 September	**16,466**	**16,466**	24,150	24,150

The fair value of each investment is equal to the market value of its shares at 30 September 2023, based on the closing mid-market price of shares on its equity exchange market.

These are level one inputs for the purpose of the IFRS 13 fair value hierarchy.

11. Receivables

	Group 2023 £	Company 2023 £	Group 2022 £	Company 2022 £
Amounts owed by related undertakings	**50,753**	**50,753**	46,232	46,232
Other receivables	**40,907**	**1,275**	46,133	1,727
Royalty assets held for sale	**—**	**—**	156,594	—
Prepayments	**22,772**	**18,372**	23,708	16,826
At 30 September	**114,432**	**70,399**	272,667	64,785

The Group aged analysis of amounts owed by related undertakings (all relating to a single debtor) is as follows:

	Not impaired £	30 days or less £	Over 30 days £	Total carrying amount £
2023	**50,753**	**50,753**	**—**	**50,753**
2022	46,232	46,232	—	46,232

12. Cash and cash equivalents

	Group 2023 £	Company 2023 £	Group 2022 £	Company 2022 £
Cash at bank and in hand	**57,545**	**35,947**	31,995	20,746
Short-term bank deposits	**64,268**	**64,268**	27,419	27,419
At 30 September	**121,813**	**100,215**	59,414	48,165

13. Trade and other payables

	Group 2023 £	Company 2023 £	Group 2022 £	Company 2022 £
Trade payables	**16,829**	**17,812**	12,149	11,503
Other taxes and social security costs	**12,536**	**12,536**	10,453	10,453
Accruals	**40,191**	**23,988**	57,491	22,284
Other payables	**279**	**279**	836	836
At 30 September	**69,835**	**54,615**	80,929	45,076

Notes to the Financial Statements (continued)

14. Share capital and reserves

	2023 No.	2023 £	2022 No.	2022 £
Ordinary shares – Allotted, called up and fully paid				
Balance at start of year	**1,536,263,621**	**153,626**	1,183,322,445	118,332
Shares issued in the year	**444,821,428**	**44,482**	352,941,176	35,294
Balance at 30 September	**1,981,085,049**	**198,108**	1,536,263,621	153,626

Share issues

During the year to 30 September 2023 the following share issues took place:

250,000,000 0.01p Ordinary Shares at 0.12p per share, by way of a share placing, for a total consideration of £300,000 before expenses (3 February 2023).

16,250,000 0.1p Ordinary Shares at 0.12p per share, as settlement of broker commission fees, for a total consideration of £19,500 before expenses (3 February 2023).

178,571,428 0.01p Ordinary Shares at 0.14p per share, by way of a share placing, for a total consideration of £250,000 before expenses (13 April 2023).

During the year to 30 September 2022 a total of 352,941,176 0.01p ordinary shares were issued, at an average price of 0.16p, for a total consideration of £570,000 net of expenses.

The total amount of transaction fees debited to the Share Premium account in the year was £27,500 (2022: £30,000).

Nature and purpose of reserves

Capital redemption reserve

Non distributable reserve into which amounts are transferred following the redemption or the purchase of a company's own shares. The provisions relating to the capital redemption reserve are set out in section 733 of the Companies Act 2006.

Foreign currency reserve

Exchange differences relating to the translation of the net assets of the Group's foreign operations, which relate to subsidiaries only, from their functional currency into the Parent Company's functional currency, being Sterling, are recognised directly in the foreign currency reserve.

Share option reserve

The share option reserve is used to recognise the fair value of share-based payments provided to third parties and employees, including key management personnel, by means of share options and share warrants issued as part of their remuneration. Refer to Note 15 for further details.

Fair value reserve

Fair value reserve represents the cumulative fair value changes of available-for-sale equity investment assets.

15. Warrants granted

Warrants not exercised at 30 September 2023

Issue date	Exercise price	Number	Exercisable	Expiry dates
21/02/2019	0.50p	3,500,000	Any time from 21/02/2020	21/02/2024
21/02/2019	0.35p	5,000,000	Any time from 21/02/2020	21/02/2024
27/02/2020	0.34p	8,100,000	Any time from 27/02/2021	27/02/2025
19/11/2020	0.34p	22,000,000	Any time from 19/11/2019	19/11/2023
28/06/2021	0.34p	3,100,000	Any time from 28/06/2022	28/06/2026
28/06/2021	0.50p	3,000,000	Any time from 28/06/2022	28/06/2026
28/06/2021	1.00p	3,000,000	Any time from 28/06/2023	28/06/2026
28/06/2021	1.50p	3,000,000	Any time from 28/06/2024	28/06/2026
02/02/2023	0.24p	133,125,000	Any time before expiry	08/02/2024
02/02/2023	0.12p	12,500,000	Any time before expiry	08/02/2024
16/02/2023	0.123p	10,000,000	Any time from 16/02/2024	16/02/2028
13/04/2023	0.28p	89,285,714	Any time before expiry	13/04/2024
13/04/2023	0.14p	8,928,571	Any time before expiry	13/04/2024
Total		**304,539,285**		

Warrants are issued for nil consideration and are exercisable as disclosed above. They are exchangeable on a one for one basis for each ordinary share at the exercise price on the date of conversion.

A grant of 133,125,000 warrants at an exercise price of 0.24p, as part of a share placing (3 February 2023).

A grant of 12,500,000 warrants at an exercise price of 0.12p, as part of a share placing, to Peterhouse Capital Limited (3 February 2023).

A grant of 10,000,000 warrants at an exercise price of 0.123p, to employees and directors of the Company (16 February 2023).

A grant of 89,285,714 warrants at an exercise price of 0.28p, as part of a share placing (13 April 2023).

A grant of 8,928,571 warrants at an exercise price of 0.14p, as part of a share placing, to Peterhouse Capital Limited (13 April 2023).

Share-based payments

The Company issues warrants to directors and employees on varying terms and conditions.

Details of the share warrants outstanding during the year are as follows:

	2023		2022	
	Number of share warrants and share options	**Weighted average exercise price Pence**	Number of share warrants and share options	Weighted average exercise price Pence
Outstanding at start of year	**245,817,646**	**0.36**	61,353,846	0.47
Granted during the year	**253,839,285**	**0.244**	194,117,646	0.325
Exercised during the year	**—**	**—**	—	—
Forfeited during the year	**—**	**—**	—	—
Expired during the year	**(195,117,646)**	**0.33**	(9,653,846)	0.339
Outstanding at 30 September	**304,539,285**	**0.28**	245,817,646	0.36
Exercisable at 30 September	**195,325,000**	**0.27**	245,817,646	0.36

The warrants outstanding at 30 September 2023 had a weighted average exercise price of 0.26p (2022: 0.36p), a weighted average fair value of 0.02p (2022: 0.03p) and a weighted average remaining contractual life of 0.66 years (2022: 1.02 years).

In the year ended 30 September 2023, warrants were granted on 3 February 2023, 16 February 2023 and 13 April 2023. The aggregate of the estimated fair values of the warrants granted on these dates is £21,953. In the year ended 30 September 2022, warrants were granted on 19 January 2022 and 21 January 2022. The aggregate of the estimated fair values of the warrants granted on these dates is £27,632.

The inputs into the Black–Scholes–Merton Pricing Model were for warrants granted in the year and are as follows:

	2023	2022
Weighted average share price	**0.14p**	0.17p
Weighted average exercise price	**0.223p**	0.325p
Expected volatility	**70.0%**	70.0%
Expected life	**1.19 years**	1.45 years
Risk-free rate	**0.34%**	0.76%
Expected dividend yield	**0%**	0%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous three years. The expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Company recognised total expenses of £17,784 and £31,387 related to equity-settled share-based payment transactions in 2023 and 2022 respectively. The fair value is charged to administrative expenses and where there is a vesting period it is charged on a straight-line basis over the vesting period, together with a corresponding increase in equity, based on the management's estimate of shares that will eventually vest.

16. Leases

The Company rents office premises under a short-term, low value lease agreement.

Future minimum lease payments are:

	2023 Land & buildings £	2022 Land & buildings £
Office accommodation:		
Within one year	**17,100**	16,200

Lease payments recognised in loss for the period amounted to £23,638 (2022: £21,263).

17. Related party transactions

Key management personnel

The directors holding office in the period and their warrants held in the share capital of the Company are:

	At 30 September 2023				At 30 September 2022	
	Shares number	**Share warrants number**	**Warrants exercise price**	**Warrants expiry date**	Shares number	Share warrants number
P L Cheetham*	**21,465,000**	**2,000,000**	**0.500p**	**21/02/2024**	21,465,000	17,411,765
		2,000,000	**0.340p**	**27/02/2025**		
		3,000,000	**0.500p**	**28/06/2026**		
		3,000,000	**1.000p**	**28/06/2026**		
		3,000,000	**1.500p**	**28/06/2026**		
		2,000,000	**0.123p**	**16/02/2028**		
D A R McAlister	**2,937,609**	**1,500,000**	**0.500p**	**21/02/2024**	2,937,609	4,500,000
		1,500,000	**0.340p**	**27/02/2025**		
		1,500,000	**0.340p**	**28/06/2026**		
		2,000,000	**0.123p**	**16/02/2028**		
Dr M G Armitage	**8,823,529**	**2,000,000**	**0.123p**	**16/02/2028**	8,823,529	4,411,765

* Includes 2,843,625 shares held by K E Cheetham, wife of P L Cheetham.

The directors have no beneficial interests in the shares of the Company's subsidiary undertakings as at 30 September 2023.

Details of the Parent Company's investment in subsidiary undertakings are shown in Note 10.

Sunrise Resources plc

Sunrise Resources plc is considered to be a related party because P L Cheetham is a director and Executive Chairman of both companies.

During the year the Company charged costs of £166,429 (2022: £171,052) to Sunrise Resources plc being shared overheads of £35,142 (2022: £24,766), costs paid on behalf of Sunrise Resources plc of £1,129 (2022: £233), staff salary costs of £63,120 (2022: £60,253) and directors' salary costs of £67,038 (2022: £86,266), comprising P L Cheetham £67,038 (2022: £86,266).

At the reporting date, Note 11 includes amounts receivable of £50,753 (2022: £46,232) owed by Sunrise Resources plc.

Shares and warrants held in Sunrise Resources plc by the Company's directors are as follows:

	At 30 September 2023				At 30 September 2022	
	Shares number	**Share warrants number**	**Warrants exercise price**	**Warrants expiry date**	Shares number	Share warrants number
P L Cheetham*	**255,785,016**	**15,000,000** **15,000,000** **25,000,000**	**0.195p** **0.195p** **0.150p**	**05/08/2025** **05/08/2025** **24/03/2028**	247,532,996	30,000,000
D A R McAlister	**550,000**	**—**	**—**	**—**	550,000	—

* Includes 5,500,000 shares held by K E Cheetham, wife of P L Cheetham.

Tertiary Minerals (Zambia) Limited (formerly Luangwa Minerals Limited)

Tertiary Minerals (Zambia) Limited is a 96% controlled subsidiary of Tertiary Minerals plc, incorporated on 28 June 2021. Tertiary Minerals (Zambia) Limited is fully financed by Tertiary Minerals plc via intercompany loan and capital contribution, the loan amounted to £305,071, loan interest £13,589 and capital contribution amounted to £190,367. D A R McAlister, a director of Tertiary Minerals plc, is also the director of Tertiary Minerals (Zambia) Limited.

18. Capital management

The Group's capital requirements are dictated by its project and overhead funding requirements from time to time. Capital requirements are reviewed by the Board on a regular basis.

The Group manages its capital to ensure that entities within the Group will be able to continue as going concerns, to increase the value of the assets of the business and to provide an adequate return to shareholders in the future when exploration assets are taken into production.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its assets. In order to maintain or adjust the capital structure the possibilities open to the Group in future include issuing new shares, consolidating shares, returning capital to shareholders, taking on debt, selling assets and adjusting the amount of dividends paid to the shareholders.

19. Financial instruments

At 30 September 2023, the Group's and the Company's financial assets consisted of listed investments, trade receivables and cash and cash equivalents. At the same date, the Group and the Company had financial liabilities of trade and other payables due within one year. There is no material difference between the carrying and fair values of the Group and the Company's financial assets and liabilities.

The carrying amounts for each category of financial instruments held at 30 September 2023, as defined in IFRS 9, are as follows:

	Group 2023 £	**Company 2023 £**	Group 2022 £	Company 2022 £
Financial assets at amortised cost	**213,474**	**152,243**	308,373	96,124
Financial assets at fair value through other comprehensive income	**16,466**	**16,466**	24,150	24,150
Financial liabilities at amortised cost	**68,796**	**42,080**	86,470	34,623

Risk management

The principal risks faced by the Group and the Company resulting from financial instruments are liquidity risk, foreign currency risk and, to a lesser extent, interest rate risk and credit risk. The directors review and agree policies for managing each of these risks as summarised below. The policies have remained unchanged from previous periods as these risks remain unchanged.

Liquidity risk

The Group holds cash balances in Sterling, US Dollars and other currencies to provide funding for exploration and evaluation activity. The Group and the Company are dependent on equity fundraising through share placings which the directors regard as the most cost-effective method of fundraising. The directors monitor cash flow in the context of their expectations for the business to ensure sufficient liquidity is available to meet foreseeable needs.

Currency risk

The Group's financial risk management objective is broadly to seek to make neither profit nor loss from exposure to currency risk. The Group is exposed to transactional foreign exchange risk and takes profits and losses as they arise as, in the opinion of the directors, the cost of hedging against fluctuations would be greater than the related benefit from doing so.

Bank and cash balances were held in the following denominations:

	Group		**Company**	
	2023 £	2022 £	**2023 £**	2022 £
United Kingdom Sterling	**97,495**	45,044	**80,968**	42,291
United States Dollar	**22,957**	12,729	**18,722**	5,410
Other	**1,361**	1,641	**525**	464
	121,813	59,414	**100,215**	48,165

Surplus Sterling funds are placed with NatWest bank on short-term treasury deposits at variable rates of interest.

The Company and the Group are exposed to changes in exchange rates mainly in the Sterling value of US Dollar denominated financial assets.

Sensitivity analysis shows that the Sterling value of its US Dollar denominated financial assets at 30 September 2023 would increase or decrease by £1,148 for each 5% increase or decrease in the value of Sterling against the Dollar.

Neither the Company nor the Group is exposed to material transactional currency risk.

Interest rate risk

The Group and the Company finance their operations through equity fundraising and therefore do not carry borrowings.

Fluctuating interest rates have the potential to affect the loss and equity of the Group and the Company insofar as they affect the interest paid on financial instruments held for the benefit of the Group. The directors do not consider the effects to be material to the reported loss or equity of the Group or the Company presented in the financial statements.

Credit risk

The Company has exposure to credit risk through receivables such as VAT refunds, invoices issued to related parties and its joint arrangements for management charges. The amounts outstanding from time to time are not material other than for VAT refunds which are considered by the directors to be low risk.

The Company has exposure to credit risk in respect of its cash deposits with NatWest bank and this exposure is considered by the directors to be low.

20. Provisions for liabilities

Group	2023 £	2022 £
Reclamation provision		
At start of year	**15,158**	15,994
Additions	**—**	7,041
Reduction/reversal	**(2,492)**	(10,843)
Exchange adjustments	**(1,170)**	2,966
At 30 September	**11,496**	15,158

The Group makes provision for future reclamation costs relating to exploration projects. Provisions are calculated based upon internal estimates and expected costs based upon past experience and expert guidance where appropriate. The timing of the required reclamation and associated cash outflows is uncertain, depending upon progress with exploration projects. In some jurisdictions bonds are payable to the authorities and are carried with other receivables.

21. Post balance sheet events

On 1 November 2023, the Company raised £150,000, before expenses by a placing of Ordinary Shares through the Company’s Joint Broker, Peterhouse Capital Limited.

Notice of Annual General Meeting

TERTIARY MINERALS PLC

Company No.03821411

Notice is hereby given that the Annual General Meeting of Tertiary Minerals plc will be held at Arundel House, 6 Temple Place, London WC2R 2PG on Wednesday 14 February 2024, at 10.00 a.m. for the following purposes:

Ordinary Business

1. To receive the Accounts and the Reports of the Directors and of the Auditor for the year ended 30 September 2023.
2. To re-elect Mr D A R McAlister who is retiring as a director of the Company.
3. To reappoint Crowe U.K. LLP as Auditor of the Company and to authorise the directors to fix their remuneration.

Special Business

Ordinary Resolution

4. That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £150,000 (consisting of 1,500,000,000 ordinary shares of 0.01 pence each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

   This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

Special Resolution

5. That subject to the passing of resolution 4 the directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

   a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

   b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £150,000 (consisting of 1,500,000,000 ordinary shares of 0.01 pence each).

   The power granted by this resolution will expire on the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

   This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. Please refer to the Proxy Notes and Instructions on page 56.

By order of the Board.

Rod Venables
Company Secretary
12 January 2024

Registered Office: Sunrise House, Hulley Road, Macclesfield, Cheshire SK10 2LP United Kingdom

Annual General Meeting – Explanatory Notes

The Annual General Meeting of Tertiary Minerals plc will be held at 10.00 a.m. on Wednesday 14 February 2024 at Arundel House, 6 Temple Place, London WC2R 2PG.

The Directors consider that the proposed resolutions contained in the Notice of AGM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own shareholdings.

The business of the meeting is as follows:

ORDINARY BUSINESS

Resolution 1

The Board is required to present to the meeting for approval the Accounts and the Reports of the directors and the Auditor for the year ended 30 September 2023 which can be found on pages 5 to 53.

Resolution 2

Non-Executive Director, Donald McAlister, is considered independent of management and free from any business or other relationship which could materially interfere with the exercise of his independent judgement. In compliance with good practice, he will continue to seek annual re-election where practicable, rather than every third year as per the Articles of Association. He continues to provide valuable advice based on his long experience of the mining industry.

Mr McAlister’s biographical details can be found on page 21.

Resolution 3

The Company’s Auditor, Crowe U.K. LLP is offering itself for reappointment and if elected will hold office until the conclusion of the next Annual General Meeting at which accounts are laid before shareholders. This resolution will also authorise the directors to fix the remuneration of the Auditor.

SPECIAL BUSINESS

Resolution 4

This resolution is to give the directors authority to issue shares. The last such authority was put in place at the Annual General Meeting of shareholders held on 16 February 2023 but it will expire at the coming Annual General Meeting.

Section 551 of the Companies Act 2006 requires that directors be authorised by shareholders before any share capital can be issued.

At this stage in its development the Company relies on raising funds from the equity markets, through the issue of shares, from time to time and unless this resolution is put in place the Company will not be in a position to continue to raise funds to continue its activities or continue as a going concern.

If given, this authority will expire at the conclusion of the Annual General Meeting in 2025.

Resolution 5

This resolution will be proposed as a Special Resolution in the event that Resolution 4 is passed by shareholders. Resolution 5 is proposed to give the directors authority to issue shares for cash other than by way of rights issues which are, for regulatory reasons, complex, expensive, time consuming and impractical for a company the size of Tertiary Minerals plc.

A similar authority granted at last year’s Annual General Meeting is due to expire at the forthcoming Annual General Meeting.

The resolution will, if passed, authorise directors to allot shares or grant rights over shares of the Company where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings, for example through share placings. It will allow for rounding of entitlements and to exclude the issue of shares to shareholders in jurisdictions where it would be illegal. Rights issues are prohibitively expensive for small companies.

If given, this authority will expire at the conclusion of the Annual General Meeting in 2025.

Voting at the Annual General Meeting, Electronic Voting, Proxy Notes and Instructions

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at **close of trading on Monday 12 February 2024**. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 15 minutes prior to the commencement of the Meeting at **10.00 a.m. (UK time) on Wednesday 14 February 2024** so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. Shareholders can vote:
    - by logging on to www.signalshares.com and following the instructions to appoint one or more proxies and direct your votes.
    - via the LinkVote+ app (please refer to the notes below).
    - by hard copy Form of Proxy. You may request a hard copy Form of Proxy directly from the Registrars, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
    - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
    - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (please refer to the notes below).
    - by attending the meeting and voting in person.

    In order for a proxy appointment to be valid, a Form of Proxy must be completed. In each case the Form of Proxy must be received by the Registrars, Link Group, PSX 1, Central Square, 29 Wellington Street, Leeds LS1 4DL **by 10.00 a.m. on Monday 12 February 2024**.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) **by 10.00 a.m. on Monday 12 February 2024**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

12. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by **10.00 a.m. on Monday 12 February 2024** in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Company Information

Tertiary Minerals plc (AIM – EPIC: TYM)

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