

Company Registration No. 09829720 (England and Wales)

CARACAL GOLD PLC

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024**



CARACAL GOLD PLC

COMPANY INFORMATION

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CARACAL GOLD PLC

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CHAIRMAN'S REPORT

This past year has tested the resilience of our company in profound ways. I write to you not only as Chairman, but as someone who understands the responsibility we bear to our shareholders, partners, employees, and local communities. This report will be frank about the challenges we have faced, but it will also outline why I continue to believe in the strength of our assets, the resolve of our team, and the potential that lies ahead.

Navigating a Year of Adversity

The year under review was marked by a sharp divergence between the improving global gold price and the operational and financial challenges we faced at the company level. Gold, as many of you know, has remained resilient and in fact has been very buoyant amid macroeconomic uncertainty, with prices reaching multi-year highs. In theory, this environment should have provided a supportive backdrop for our operations and a clear path to value creation.

In practice, however, we were unable to fully capitalize on these favourable market conditions. Cash flow remained under acute pressure throughout the year, primarily due to delays in project development and the ongoing need for working capital to sustain operations and regulatory obligations. These pressures were exacerbated as the London Stock Exchange continued to suspend trading of our shares due to the late delivery of the audited Annual Financial Statements. We completed June 2023, and these Annual Financial Statements of June 2024 will get us closer to being in a position to request the London Stock Exchange and the Financial Conduct Authority to readmit our shares for trading.

This suspension has had a profound impact. While we respect the LSE's role in upholding market integrity, the inability to trade our shares has significantly restricted our ability to raise the funding required to progress our operations. Without access to equity markets, even with a rising gold price, we have faced a constrained financial environment that limited our ability to act on opportunities that might have otherwise improved our position.

Restoring Confidence and Rebuilding Access

We have taken decisive steps in response. First, we are working actively with our financial, legal and regulatory advisors to address the underlying compliance issues that led to the trading suspension. We are fully committed to resolving these matters, and although this process is complex and time-consuming, we are making tangible progress. Our goal remains full reinstatement to trading on the LSE as soon as practicably possible. Second, we have initiated a company-wide review of expenditures and restructured key operations to reduce costs while preserving core capabilities. These decisions have not been easy, but they are necessary to ensure we remain as lean and efficient as possible during this interim period, and to survive.

We have also engaged directly with major shareholders and prospective financiers to explore alternative funding paths that do not rely on public equity markets. While the current market environment and our suspended trading status have limited these discussions, the conversations are ongoing, and there is clear recognition of the value embedded in our portfolio — value that can be unlocked with the right support and timing.

Operational Assets and Long-Term Value

Despite the financial headwinds, our underlying assets remain strong. Our exploration and development portfolio continues to be underpinned by promising geological data and

technical evaluations. We have not lost sight of the fact that beneath these challenges lies a compelling investment thesis: gold is in demand, and we are positioned in regions with proven mineralization and supportive long-term fundamentals.

We have continued minimal but targeted technical work in the past year to preserve optionality and maintain our licenses and permits in good standing. While we have scaled back capital-intensive activities, our teams on the ground have shown remarkable commitment, and I thank them sincerely for their professionalism and determination, and faith in the company.

We believe that when capital constraints ease, we will be in a position to quickly resume more aggressive development work, which should in turn enhance asset value and rebuild investor confidence.

Looking Ahead

Let me be clear: the road ahead will not be easy. We are operating in a constrained environment, and until trading is restored and funding flows improve, we will need to continue managing risk with discipline and focus. But I believe this company has faced its most difficult days already. What comes next will require the same clarity, perseverance, and belief in our long-term vision that brought us this far.

We are not the only junior resource company navigating difficult terrain in a volatile market. But we are among the few with an experienced leadership team, a compelling asset base, and a clear understanding of what it will take to recover and grow.

As shareholders, your concerns are valid — particularly regarding the trading suspension and our liquidity position. We do not take your trust lightly. Our commitment to transparency, regulatory compliance, and financial prudence will guide every step we take. We are doing everything within our power to restore momentum, restore access to capital markets, and ultimately restore value to you, our investors.

Appreciation and Commitment

I would like to express my gratitude to our employees, our Board of Directors, and our advisors who have remained steadfast during this turbulent period. I am also especially grateful to those shareholders who have remained supportive in spite of uncertainty. Your backing has been vital, as have the employees who have been part paid or not at all.

We are here for the long term. The underlying fundamentals of the gold market remain strong. Our assets remain prospective. Our leadership remains focused. And our commitment to regaining your confidence remains absolute.

Thank you for your continued patience and support.

As Robbie McCrae, the CEO, resigned prior to finalising these set of Accounts there will be no separate CEO's report as per prior year.



Simon Grant-Rennick
Chairman

23 May 2025

CORPORATE REVIEW**Board changes**

During the period there were the following changes to the Board:

On 19 July 2023, the Company announced that Non-Executive Director, Rachel Johnston, had informed management of her resignation to pursue other opportunities.

On 31 March 2025, the Company announced the restructuring of the Board with the resignation of Robbie McCrae and the appointment of Jason Brewer.

Financial Review

The year ended 30 June 2024 once again presented significant challenges for the Company, primarily characterised by halted gold production, increased liabilities, and liquidity pressures.

Statement of Financial Position

The Statement of Financial Position this year shows increased liabilities, which rose from £15.9m (restated) to £20.3m due to increased borrowing necessitated by funding shortages. The lack of gold production led to a stagnation in asset growth (total assets fell from £8.7m (restated) to £8.4m), complicating our financial stability and liquidity. A prior year adjustment was also made to adjust for Right of Use Assets (see note 3b).

Statement of Comprehensive Income

The Statement of Comprehensive Income was significantly impacted by the cessation of gold production due to poor operational performance. Revenue was down 79% from £4.2m to £0.9m from the prior period, leading to a loss before and after taxation of £6.3m (2023: Restated Loss of £5.2m). Even though costs are lower than the prior period, we continue to undertake cost management measures, including reductions in non-essential operational expenditures and renegotiations of contract terms, to mitigate financial outflows. Despite these efforts, our financial results reflect the adverse conditions, with increased financing costs of £1.7m (2023: £1.5m).

Liquidity and Cash Flow

Cash flows from operating activities were negative, and increased versus prior period, at £1.9m (2023: £1.4m), reflecting the direct impact of halted production. The Group faced heightened liquidity issues, necessitating careful cash management and the pursuit of alternative financing options, including new convertible loan notes and debt financing of £1.3m (2023: £3.3m) and equity raises totalling £1.2m (2023: £0.2m). Investment activities were minimal, restricted to essential maintenance and preservation of our core assets. Our ending cash position of £238,000 (2023: £63,000) has been tightly managed but remains a concern that requires ongoing attention and strategic action.

In conclusion, this financial year has tested our resilience and adaptability in the face of severe operational and financial challenges. We are actively working on strategies to resume production, manage liabilities, and improve liquidity. Our focus remains on securing stable funding and setting out a plan to ensure stable production can be achieved.

Suspension

Trading in the Company's ordinary shares on the LSE was suspended as of 7.30am on 1 November 2023 due to the Company's delay in publishing its annual report and accounts for the prior periods. The Company expects to request a restoration of the listing of its ordinary shares (including the New Ordinary Shares) on the LSE upon publication of its interim Financial Statements for the period ending 31 December 2024.

Post Balance Sheet Events

See note 30 to the report and accounts.

Outlook

2025 is set to be a challenging period for the Group as it regroups and endeavours to finalise the financing for the Kilimapesa project and ensure the prospectus is completed and approved by the FCA in a timely manner.

The Board and management are doing everything in their power to secure the appropriate financial and human resources to turn the resource and reserve into a sustainable asset for the benefit of all our stakeholders.

I would like to take this opportunity to thank our shareholders, employees, members of the Board, our local communities and all stakeholders for their continued commitment to the Company and ongoing support during this very challenging period.



Director

23 May 2025



Director

23 May 2025

STRATEGY AND BUSINESS MODEL

The Directors' overall strategy is to grow the Company's gold resources whilst scaling its ability to efficiently and profitably extract them. The approach has been to gain a foothold in the East African region through Kilimapesa, which was selected for both its immediate potential and exploration upside of the surrounding tenements. With a deep local knowledge and physical presence in the East African region we will continue to look for acquisition opportunities and the geological potential of the surrounding tenements, as well as grow relationships with potential partners and stakeholders.

Additional funding is being sourced to complete the Kilimapesa expansion project.

Whilst the Directors' core focus remains on the Group's proven resource at Kilimapesa through exploration and ramping up production the Company also acquired a complimentary project in Tanzania in 2023 through the acquisition of 100% of Tyacks Ltd. Tyacks own the Nyakafuru gold project which has 650,000oz in JORC compliant resources, the Company has completed an initial review of the project and is planning additional drilling and research when funding is secured. This funding is expected to be secured following the completion of the Prospectus during the next few months.

The Directors acknowledge there have been shortcomings in the corporate governance and financing of the business and they are actively applying financial and human resources in order to improve this aspect of the business.

GROUP RESERVES AND RESOURCES STATEMENT

On 13 July 2023, the Company announced its Mineral Resource Estimate for its assets in Kenya and Tanzania. This announcement is set out below.

"Over the last 18 months the Company has assembled a portfolio of projects which host over 1.3moz of JORC compliant gold resources. With the work completed on exploration during this 18-month period the Company is confident that once exploration drilling recommences it can significantly increase the resources in its project areas.

Summary	Measured and Indicated			Inferred			Total		
	Tonnes (Mt)	Grade (Au g/t)	Ounces (k)	Tonnes (Mt)	Grade (Au g/t)	Ounces (k)	Tonnes (Mt)	Grade (Au g/t)	Ounces (k)
KENYA									
Kilimapesa Hill	6.92	1.45	318	5.22	1.48	248	12.15	1.5	566
Red Ray	0.88	2.84	80	1.03	1.83	60	1.91	2.28	140
<i>Sub-Total</i>	<i>7.80</i>	<i>1.59</i>	<i>398</i>	<i>6.25</i>	<i>1.53</i>	<i>308</i>	<i>14.06</i>	<i>1.56</i>	<i>706</i>
TANZANIA									
Voyager Mentelle	5.9	1.71	322	1.9	1.47	89	7.7	1.65	411
Leeuwin Grange	2.2	1.62	114	2.4	1.75	134	4.6	1.69	248
<i>Sub-Total</i>	<i>8.1</i>	<i>1.67</i>	<i>436</i>	<i>4.3</i>	<i>1.61</i>	<i>223</i>	<i>12.3</i>	<i>1.67</i>	<i>659</i>
GROUP TOTAL	15.9	1.63	834	10.55	1.57	531	26.36	1.61	1,365

Qualified Person:

Mr. Franck Bizouerne, P.Geo., Group Mineral Resource Manager of Caracal Gold PLC, is the Company's Competent Person under JORC Code "Standards of Disclosure for Mineral Projects" and has reviewed and assumes responsibility for the scientific and technical content in this press release."

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") POLICY**ESG PILLARS**

Environmental	Minimise our footprint and act with environmental stewardship in the areas of compliance, energy consumption and carbon emissions, water quality and consumption, noise, dust, air, vibrations, rehabilitation and closure
Social	Protect (health & safety) and grow our people (training, inclusion, retention). Enhance and share the benefits across local communities and stakeholders (social impact, cultural heritage, local procurement and local recruitment)
Governance	Strong ethical principles and controls to ensure we do business the right way (sound structure, corporate policies, codes of conducts, risk identification and management as well as public disclosure)

ENVIRONMENTAL

Despite facing financial constraints and halted production, Caracal acknowledges the pressing need to prioritise environmental protection in our operations. While our current circumstances may limit our capacity to invest in sustainable practices, we are committed to doing better in the future. As we strive to overcome our financial challenges and regain stability, we recognise the imperative of allocating resources towards environmental initiatives and the Board will look to take decisive action as soon as circumstances permit.

SOCIAL**Employees**

Caracal Gold's people are the driving force behind our exploration and mining activities. We seek to treat our people fairly and with respect and ensure they have the opportunity to develop and reach their potential. We comply with the labour legislation where we work.

Health and Safety

Caracal Gold places its employees first, as they represent the backbone of the Company and our ongoing success relies on them staying safe, healthy and happy in their jobs. We work in complex environments with a wide range of potential risks to be managed and so providing a safe working environment is our highest priority. Our business principles, policies and management plans are based on targeting the achievement of a "zero harm" performance.

At the Kilimapesa mine, an occupational health and safety plan is in place to manage risks and opportunities, prevent work-related injuries and ill health to workers and providing safe and healthy workplaces. During the reporting period, we have had zero fatalities and no Lost Time in Injury (LTI).

Stakeholder engagement

Caracal Gold believes that a strong social license to operate in our host countries and local communities is built on mutual respect and open two-way dialogue. This social license is fundamental to the long-term viability and success of our business.

Our stakeholders include our employees, contractors, suppliers, business partners, local communities and government authorities, including all individuals who live in proximity to our operations or who may be impacted by our business relationships.

Community stakeholder engagement is conducted on a weekly basis through a dedicated Community Liaison Officer and the local monitoring committee ("the Moyoi committee") which was created to facilitate communication between the community and the mine.

COMMUNITY

Caracal Gold recognises that our activities have impacts on the communities where we work and will look to develop community initiatives as they become affordable for the Company.

GOVERNANCE

The Company's Corporate Governance Report is set out on pages 21 to 28.

In June 2022, the ESG Committee was created and held its first meeting. Its aim is to advise the Board of Directors and support the Company's management team in relation to the development and implementation of the Corporation's ESG initiatives, policies, compliance systems, and monitoring processes.

A suite of group governance policies has been drafted and a thorough review of governance is currently ongoing. These policies address subjects of ethical conduct, anti-bribery and corruption, whistleblowing as well as environmental and social responsibility, and health and safety.

CLIMATE-RELATED FINANCIAL DISCLOSURES

The Group recognises that climate change represents one of the most significant challenges facing the world today. Under the Listing Rules compliance with the Task Force on Climate-Related Financial Disclosures ("TCFD") is required for all listed companies on a comply or disclose basis.

TCFD Purpose

In contrast to the Streamlined Energy and Carbon Reporting (SECR) disclosures which requires listed companies to disclose their greenhouse gases emissions, CO₂ and energy usage, TCFD is primarily designed to protect shareholders from the impacts of climate change by ensuring companies disclose key information within these areas and communicate how they're thinking about and assessing climate-related risks and opportunities as part of their resilience and risk assessment processes.

TCFD adherence requires disclosure of greenhouse gas (GHG) emissions as part of the Metrics and Targets section. This creates a degree of overlap with SECR requirements, however TCFD's focus is understanding how GHG emissions may expose a company to future changes in law, regulation or market dynamics which penalise higher polluting industry sectors, sub sectors or companies.

Climate Change Risks and Opportunities

Due to current financial constraints and a lack of specialised expertise, we have not yet fully assessed these risks or integrated them into our operations. We also do not have the information available to report on the Group's emissions by scope. We are committed to improving our capabilities in this area and will prioritise the necessary resources and expertise to adequately report on TCFD metrics in the future. Our long-term goal is to ensure that we can effectively manage and mitigate climate-related risks, safeguarding the sustainability of our operations.

We have identified the key climate risks to our Company as follows and will be preparing a risk register to ensure the mitigation of these risks is captured in the coming financial period.

Physical Risks: Extreme weather events, such as heavy rainfall, floods, and droughts, can disrupt mining operations, damage infrastructure, and increase operational costs.

Regulatory Risks: Increasingly stringent environmental regulations and policies aimed at reducing carbon emissions can lead to higher compliance costs and potential restrictions on mining activities.

Market Risks: Fluctuations in commodity prices driven by climate change impacts can affect the demand and profitability of gold mining, influencing the company's financial performance.

Reputational Risks: Failure to address climate-related issues can harm the company's reputation, affecting stakeholder trust and potentially leading to loss of investment and market opportunities.

Streamlined Energy and Carbon Reporting

As per the Streamlined Energy and Carbon Reporting ("SECR") Regulations published in 2018 quoted companies and large unquoted companies that have consumed more than 40,000 kilowatt-hours (kWh) of energy in the reporting period must include energy and carbon information within their directors' report. The Company does not currently exceed this threshold and therefore is presently exempt from the SECR reporting requirements.

The subsidiaries are excluded from reporting under this requirement as they are outside of the European Union. However, the Group will continue to monitor these requirements and will work towards full and accurate reporting on consumption in the near future.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors have carried out a robust assessment of the risks and consider the following risk factors are of particular relevance to the Group's activities, although it should be noted that this list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

The impact levels of high and medium have been based on an evaluation of each risk's potential effect on our operations, financial performance, and strategic objectives. This assessment is mainly judgemental, considering factors such as likelihood, potential financial loss, operational disruption, and long-term implications for the Group.

Description	Impact	Mitigation
Strategic Risks		
- Concentration Risk - Group's reliance on its assets in Kenya, and Tanzania as a non-producing asset. - Whilst the Group will not experience competition for its sales, it may encounter competition in identifying and acquiring further rights for attractive gold properties. - The Group's success depends in large measure on its key personnel – loss of key personnel may have a material effect on implementing the Group strategy.	Medium	- Board actively seeking to diversify current portfolio risk by acquiring further exploration and production assets. - Adding to the Group's technical team capability and deploying capital prudently to maximise return for shareholders. - Programme of training and educating successors in roles for key personnel.
Financial Risks		
- Raising additional funding to develop further exploration, development and production programmes. - Dependency on UK stock market trading to raise further cash when necessary. - The profitability of operations and cash flows generated will be significantly affected by changes in the gold price. - Changes in the Group's capital costs and operating costs are likely to have a significant impact on its profitability. - Maintenance of proper and accurate financial records to enable timely financial reporting and cash management.	High	- Regular review of cashflow, working capital and funding options. - Build strong and sustainable relationships with key shareholders - Prudent approach to budgeting and strong financial stewardship - managing commitments and liquidity to ensure the Group has sufficient capital to meet spending commitments. - The use of hedging and risk management will be reviewed on an ongoing basis and implemented where necessary. - Employment of a new CFO who is a qualified Chartered Accountant to implement an adequate financial reporting system.

HSSE and Operational Risks		
• The Group's mining licences and contracts are dependent on renewal to continue operating – any failure to secure continuation will have a material effect on the Group. • Dependence on availability of leases, services and personnel from third parties. • Material incidents such as adverse weather conditions or mechanical difficulties. Shortages of power, water and weather conditions may all impact operations.	High	• As a group Caracal manages its relationships with the local and federal authorities carefully by actively engaging the authorities. • Careful consideration and assessment of third-party contractors technical, financial and HSSE capabilities prior to entering into contracts for services. • Ensure that all stages of the exploration and production work programme have been rigorously stress tested and risk assessed.
Legal and Compliance Risks		
• Inability to provide accurate and timely financial reporting to comply with reporting requirements of the Companies House and the FCA. • Inaccurate reporting on Reserves and Resources as mineral reserve data is not necessarily indicative of future results of operations. • Fraud, corruption and bribery. • Litigation. • The Group's involvement in exploration may result in the Group becoming subject to liability for pollution, leaks and other damage to the environment.	High	• Employment of a qualified chartered accountant to ensure financial and compliance reporting is provided in a timely manner. • The Group hires qualified technicians to write and analyse resource data • Employment of suitably qualified staff and external advisers to ensure full compliance • The Group has an Anti-Fraud, Corruption and Bribery Policy in place which all employees are made aware of, alongside a Whistle blowing policy. • Insurance in place • Risk assessment and due diligence of all counterparties that the Group deals with • Please see ESG policy
Country Risks		
• Changes to the current political and regulatory environment in Kenya may adversely affect the Group • Governments, regulations and the environmental laws may adversely change • Licence renewal and continuance in force of appropriate surface and/or surface use contract may have a material adverse impact if not renewed. • Sovereign risk including political, economic or social uncertainty, changes in policy, law or regulation	High	• Engaging in constructive discussions with Government and key stakeholders. • Employment of suitably qualified staff and external advisers to ensure full compliance • Regular monitoring of political, regulatory and HSSE changes. • Diversification of operations and assets in different countries reduces single country risk.

SECTION 172 STATEMENT

The Directors acknowledge their duty under s.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. The Directors have regard to the interests of our Company employees and other stakeholders including our impact in the community, the environment and our reputation, when making their decisions. The Directors consider what is likely to promote the success of the Company for our members in the long-term in all their decision making. In doing so, they have had regard (amongst other matters) to:

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

The Company's long-term strategic objectives, including progress made during the year and principal risks to these objectives, are shown on pages 12-13 above. The Company has invested significant funding to follow its strategy to upgrade and improve the mine site at Kilimapesa. These investments have been made to protect the long-term viability of the mine and the future of its employees.

- *the interests of the Company's employees:*

Our employees are fundamental to us achieving our long-term strategic objectives and the Company continues to invest in the well-being and training of its employees through regular training sessions. Caracal also has a preference to hire locally wherever possible.

- *the need to foster the Company's business relationships with suppliers, customers and others, including government:*

A consideration of our relationship with wider stakeholders and their impact on our long-term strategic objectives is disclosed above in our ESG policy statement on pages 9-10.

The Company has ensured that local suppliers are involved in the supply of goods and services to the Company by ensuring their involvement in the tendering process.

We maintain good relationships with both local and federal government officials.

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

The Group operates honestly and transparently by constantly reporting to the market and shareholders and by the senior staff and Board being available for discussion of specific issues. We consider the impact on the environment on our day-to-day operations and how we can minimise this. The Company is fully integrated with the local community and has appointed a Community Liaison Manager to maintain these relationships.

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

Our intention is to behave in a responsible manner, operating within the high standard of business conduct and good corporate governance. The Company has built a team of external professional advisors whose role is to provide advice and guidance on all aspects of the company's business and interactions with business and government.

Group Policies are being continuously developed on good governance and employee relationships within the business.

- *the need to act fairly as between members of the Company:*

Our intention is to behave responsibly towards our shareholders and treat them fairly and equally, so that they too may benefit from the successful delivery of our strategic objectives.

- *the need to have continued engagement, transparency and faith from all our shareholders.*

We regularly engage with key shareholders and gauge their thoughts on the activities and operations of the company, whether it be expansion, exploration drilling results or general questions about the future running of the business.

In future the board and the Chief Executive Officer are looking at a more comprehensively enhanced Investor Relations programme.



Director

23 May 2025



Director

23 May 2025

DIRECTORS' REPORT

The directors present their report together with the audited consolidated financial statements of Caracal Gold Plc for the year ended 30 June 2024.

Principal Activity

The principal activity of the Company and its subsidiaries (the "Group") is the exploration, development and mining of gold in Kenya, exploration assets in Tanzania and the development of further projects to expand its operations within this industry.

Results and Dividends

The results for the period and the financial position of the Group are shown in the following consolidated financial statements. The Group has incurred a pre-tax loss of £6.3m (2023: £5.2m). The Group has net liabilities of £8.4m (2023: £8.7m).

The Directors do not recommend the payment of a dividend (2023: £Nil). The nature of the Company's business means that it is unlikely that the Directors will recommend a dividend in the next few years. The Directors believe the Company should seek to generate capital growth for its Shareholders.

Financial and Performance Review*Statement of Comprehensive Income*

The loss for the period was £6.3m compared to the prior year loss of £5.2m. This represents an increase in the finance costs incurred by the Group and a reduction in income. Revenue was down 79% from £4.2m to £0.9m due to the reduction of gold production caused by several technical issues and underfunding of operations.

Administration costs decreased to £3.2m from £4.5m, as the Group's activities were curtailed in the year due to limited funding at Kilimapesa.

Statement of Financial Position

There was no significant change in either Intangible or Tangible Assets in the year due to the lack of funding.

The statement of financial position this year shows increased liabilities, which rose from £15.9m to £20.3m due to increased borrowing necessitated by funding shortages.

Cash flows

Net cash outflows from operating activities increased from £1.4m to £1.9m. Financing cashflows reduced from £2.9m to £2.1m, with the Group still requiring to source external funding to ensure that the mine reaches sustainable production levels in the imminent future.

Key Performance Indicators ("KPI's")

The Board has identified financial KPIs for the Group which allow them to monitor financial performance and plan future investment activities. These are detailed below.

	30 June 2024	30 June 2023
Revenue	£852,000	£4,233,000
Loss for the period	£6,275,000	£5,204,000
Cash and cash equivalents	£238,000	£63,000

Please note, that these KPIs are provisional and the Board will be looking to increase the number of KPIs, including non-financial KPIs, reported to the shareholders as the Group continues on its growth strategy.

Business Review and Future Developments

A review of the business and likely future developments of the Company are contained in the Chairman's Report above.

Going Concern

The directors have prepared the financial statements on a going concern basis. See Note 2.1 a) for more details.

Risk Management

There is no formal programme of hedging for either commodity, interest rate or foreign exchange at this stage. However, where appropriate, such risks are managed through purchase or sale contracts with suppliers, banks or other institutions or companies.

Financial risk management is detailed out in note 4 to these consolidated financial statements.

Principal Risks and Uncertainties

The principal risks and uncertainties are included in the Strategic Report above and note 4 to these consolidated financial statements.

Gender of Directors and Employees

The Board of Directors consists of three white male Directors. The Board recognises that it currently does not meet the requirements of the diversity targets as detailed out in Policy Statement PS 22/3 of the Listing Rules and DTR requirements, on gender or ethnicity. It has no female or ethnic minority representation on the current Board. It is aware of these facts and that as it grows, it will look to recruit and develop a diverse and more gender-balanced team.

Share Capital and Substantial Share Interests

The Company has been notified of the following interests of 3 per cent. or more in its issued share capital as at 13 June 2024:

	Shareholding	Percentage of the Company's Ordinary Share Capital
Vidacos Nominees Limited	555,746,490	26.0%
Hargreaves Lansdown (Nominees) Limited	483,003,512	22.6%
HSDL Nominees Limited	281,117,867	13.2%
Interactive Investor Services Limited	297,913,618	13.9%
GHC Nominees Limited	99,416,843	4.7%
HSBC Client Holdings Nominee (UK) Limited	91,502,018	4.3%
Mr John Mark Stanley	66,666,667	3.1%
Aurora Nominees Limited	78,795,207	3.7%

Directors

The directors of the Company who served from 1 July 2023 to 31 March 2025 are listed below:

Jason Brewer	appointed 31 March 2025
Robbie McCrae	resigned 31 March 2025
Simon Grant Rennick	
Stefan Muller	
Rachel Johnston	resigned 19 July 2023

Directors' interests

The beneficial interests of the Directors who held office at 30 June 2024 and their connected parties in the share capital of the Company is included in the Remuneration Report on pages 29-32.

Directors' remuneration

Directors' remuneration is disclosed in the Remuneration Report.

Supplier Payment Policy

It is the Company's payment policy to pay its suppliers in conformance with industry norms. However, it is recognised that during this difficult liquidity period trade payables have not been paid in a timely manner and within contractual terms. The Board are aware of this failure and have been in contact with all creditors to establish repayment plans as soon as further funding is forthcoming.

Environmental And Social Governance ("ESG") And Streamlined Energy And Carbon Reporting

This is referred to in the Strategic Report above.

Financial risk and management of capital

The major balances and financial risks to which the Company is exposed to and the controls in place to minimise those risks are disclosed in Note 4.

The Board considers and reviews these risks on a strategic and day-to-day basis in order to minimise any potential exposure.

Corporate Governance

A report on Corporate Governance is set-out below in the Corporate Governance Report.

Provision of Information to Auditors

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

Following the resignation of PKF Littlejohn LLP, the Company appointed RPG Crouch Chapman LLP in the current year.

Annual general meeting (AGM)

The Company held its AGM on 22 November 2024 and will hold its next AGM in 2025 - the date will be announced on the Company website and through RNS.

Political and charitable contributions

The Company have not yet made a charitable donation in 2024 (2023: £nil). No political donations were made in either year.

Post Balance Sheet Events

Details of post reporting date events are disclosed in Note 30 to the accounts.

Website Publication

The Directors are responsible for ensuring the Annual Report and the financial statements are made available on its website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Statement of Directors Responsibilities

The Directors are responsible for preparing the Annual Report, Report of the Directors, Remuneration Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare consolidated financial statements for each financial year. Under that law the Directors have elected to prepare the consolidated financial statements in accordance with 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 Company and of the profit or loss for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Directors' Responsibility Statement Pursuant to Disclosure and Transparent Rules

Each of the Directors, confirm that, to the best of their knowledge and belief:

- The Financial Statements prepared in accordance with UK-adopted international accounting standards and give a true and fair view of the assets, liabilities, financial position and loss of the Group and Company; and

CARACAL GOLD PLC

DIRECTORS' REPORT

- the Annual Report and Financial Statements, including the Business review, includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face.

This report was approved and authorised for issue by the board on 23 May 2025 and signed on its behalf by:



Director



Director

CORPORATE GOVERNANCE REPORT**Introduction:**

As a Standard listed company Caracal is not required to follow the UK Code of Corporate Governance. However, the Directors recognise the importance of sound corporate governance and are currently in the process of applying The Quoted Company Alliance Corporate Governance Code for Small and Medium size Companies (2018) (the 'QCA Code') to their corporate processes. They believe this is the most appropriate recognised governance code for a company of the Company's size and with a Standard Listing on the London Stock Exchange.

They are aware that there are currently several areas of non-compliance which include: (i) the formal developments and publication of Key Performance Indicators ("KPIs") that are relevant to the business (only financial KPIs have been included above), (ii) the adoption of an appropriate Corporate & Social Responsibility ("CSR") policy and (iii) the formal sitting of separate Committees. The Board will, once the funding has been finalised, ensure that all areas on non-compliance are addressed, new processes are implemented and adhered to. The Board's short term focus is to address the issues pertaining to going concern.

The QCA Code has ten principles of corporate governance that the Company is committed to apply within the foundations of the business by the end of the next financial reporting period. These principles are:

1. Establish a strategy and business model which promote long-term value for shareholders;
2. Seek to understand and meet shareholder needs and expectations;
3. Take into account wider stakeholder and social responsibilities and their implications for long term success;
4. Embed effective risk management, considering both opportunities and threats, throughout the organisation;
5. Maintain the board as a well-functioning balanced team led by the Chair;
6. Ensure that between them the Directors have the necessary up to date experience, skills and capabilities;
7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement;
8. Promote a corporate culture that is based on ethical values and behaviours;
9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board; and
10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

Here follows a short explanation of how the Company applies each of the principles, including where applicable an explanation of why there is a deviation from those principles.

Principle One***Business Model and Strategy***

The Group has a mining licence in Kenya and has also acquired several exploration licences in Tanzania. It has a clear strategy of exploring and developing this and future opportunities which has been set out in the Chairman's Report. Further to earlier comments on risk and strategy the company is committed to broadening its area and scope of operations as appropriate.

Principle Two*Understanding Shareholder Needs and Expectations*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. Shareholders will be encouraged to attend the AGM and ask the directors questions and the website will be maintained to ensure all contemporary communications are added timeously.

Principle Three*Considering wider stakeholder and social responsibilities*

The Board recognises that the long-term success of the Company is reliant upon open communication with its internal and external stakeholders: investee companies, shareholders, contractors, suppliers, regulators and other stakeholders. The Company has created close ongoing relationships with a broad range of its stakeholders and will ensure that it provides them with regular opportunities to raise issues and provide feedback to the Company. The Company is committed to delivering lasting benefit to the local communities and environments where we work as well as to our shareholders, employees and contractors. As the company evolves, we anticipate that this aspect of community engagement will evolve further.

Principle Four*Risk Management*

The Board is responsible for ensuring that procedures are in place and are being implemented effectively to identify, evaluate and manage the significant risks faced by the Group. The Group maintains appropriate insurance cover in respect of legal actions against the Directors as well as against material loss or claims against the Group. The principal risks and uncertainties are as set out in the Strategic Report.

The Group does not currently have an internal audit function due to the small size of the Group and limited resources available. The requirement for an internal audit function is kept under review.

Principle Five*A Well-Functioning Board of Directors*

The Board intends to maintain a balance of executives and non-executive directors and will look to appoint 2 additional non-executive Directors in the near future. For the period there was only one non-executive Director, Stefan Muller and two executive Directors, Mr Simon Grant Rennick (Chairman) and Robbie McCrae.

Further information about the directors can be found on the company website at www.caracalgold.com. The biographical details of these Directors are set out within Principle Six below. All Directors are subject to re-election in accordance with the Company's articles of association ("Articles"). The Company's Articles state that one-third of the Directors shall retire by rotation and be subject to re-election at each Annual General Meeting.

The Board meets formally in person and by telephone multiple times throughout the year and at least four times per year. The Board also holds regular informal project appraisal and strategy discussions, to examine operations, opportunities and assess risks.

The directors encourage a collaborative Board culture to ensure that each decision reached is always in the Company's and its shareholders' best interests and that any one individual opinion never dominates the decision-making process. The Board seeks, so far as possible, to achieve decisions by consensus and all directors are encouraged to use their independent judgement and to challenge all matters whether strategic or operational.

The Group currently does not have a separate Remuneration and Audit Committee but all three Directors are active on each Committee. These Committees will be reconstituted in the near future on appointment of an increased number of directors.

Attendance at Board and Committee Meetings

The Group will report annually in the Directors' Report on the number of Board and committee meetings held during the year and the attendance record of individual Directors. Directors meet formally and informally both in person and by telephone. During the year the directors have attended at least 12 Board meetings each.

Principle Six

Appropriate Skills and Experience of the Directors

The Company believes that the Directors have wide ranging experience working for/and/or advising businesses operating within the natural resources sector. They also have an extensive network of relationships to reach key decision-makers to help achieve their strategy.

The Board recognises that it currently does not meet the requirements of the diversity targets as detailed out in Policy Statement PS 22/3 of the Listing Rules and DTR requirements, on gender or ethnicity. It has no female or ethnic minority representation on the current Board. It is aware, that as it grows, it will look to recruit and develop a diverse and more gender-balanced team.

Although there is no formal process to keep Directors' skill sets up to date at present the Board will look to implement access to training where skill gaps have been highlighted. However, the Company's lawyers and brokers provide regular updates on governance, financial reporting and Listing rules and the Board is able to obtain advice from other external bodies when necessary.

Board Advice During the Period

During the period the Board or its committees received limited advice from its advisors due to cash constraints.

Biographies of the current Board are as included below. The Company have not included the Directors who are not in position at the date of this report and accounts.

Simon Grant Rennick - Chairman (born 1957, aged 66)

Mr Grant Rennick is a graduate of the Cambourne School of Mines. His expertise encompasses not only mining and minerals but also metals, agriculture, and property. He has managed mining companies, both public and private, in Uganda, Malawi, Kenya, Mexico and Botswana; metal trading businesses in Bermuda and in the UK; was a co-founder of Industrial Mineral Finance House which provides consultancy services covering all aspects of the industrial minerals' sector; and established a property development business (since sold).

Robert Andrew McCrae, Executive Director (born 1973, aged: 50)

Robert McCrae has over 25 years' experience in the mining and exploration industry in Africa. Mr McCrae qualified with a BCom Economics and Financing from the University of Witwatersrand. He has been involved in the exploration, development and financing of projects in over 15 African countries across a broad range of commodities including precious metals, gemstones, base metal, bulk commodities and industrial minerals. He has managed both the development of these projects for both private and listed companies and has acted in roles of project owner as well as project/construction contractor. Mr McCrae was the founding shareholder of Mining Project Development Ltd,

which owned the Zanaga Iron Ore Project in the Republic of Congo prior to its acquisition by Glencore.

Mr McCrae has held senior executive management positions with a number of Australian Securities Exchange listed mining and exploration companies, including CEO of Minbos Resources, which had several high-grade phosphate projects in Angola and the Democratic Republic of Congo and COO of Black Mountain Resources which operated a high grade vermiculite mine and phosphate exploration project located in Uganda. He was also a founder of Luiri Gold Limited, which explored and developed gold projects in Zambia and where he was also involved on the listing onto the Toronto Stock Exchange. Between 1994 and 2006, Mr McCrae was Director, Business Development of MDM Engineering (Pty) Ltd, an African focused natural resource contracting and process engineering companies in Africa, which was responsible for the construction of processing plants for a number of major gold and copper operations throughout Africa.

Stefan Muller, non-executive Director (born 1971, aged: 52)

Mr. Müller has extensive corporate and financial experience having supported over 250 capital market transactions during his career and served on the boards of a number of national and international companies. He started his career at Dresdner Bank AG in international securities trading before becoming Senior Vice President at Bankhaus Sal Oppenheim (Europe's largest private bank at the time). He subsequently worked in asset management before founding DGWA - Deutsche Gesellschaft für Wertpapieranalyse GmbH (German Institute for Asset and Equity Allocation and Valuation), a German Investment Banking Boutique focused on the global mining and resources industry, where he is still CEO. He is also a board member of the German Federation of International Mining and Mineral Resources (FAB), and a member of the DIN Technical Committee, which is establishing a new ISO standard for lithium. His corporate and financial experience will support the Company in delivering on its growth strategy.

Principle Seven

Evaluation of Board Performance

Internal evaluation of the Board, the Committees and individual Directors will be undertaken on an annual basis in the form of peer appraisal and discussions to determine the effectiveness and performance against targets and objectives. As a part of the appraisal the appropriateness and opportunity for continuing professional development, whether formal or informal is discussed and assessed.

Principle Eight

Corporate Culture

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Group as a whole which in turn will impact the Group's performance. The Directors are very aware that the tone and culture set by the Board will greatly impact all aspects of the Group and the way that consultants or other representatives behave. The corporate governance arrangements that the Board has adopted are designed to instil a firm ethical code to be followed by Directors, consultants and representatives alike throughout the entire organisation. The Group strives to achieve and maintain an open and respectful dialogue with representatives, regulators, suppliers and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Group to successfully achieve its corporate objectives. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through everything that the Group does. The Directors are focused on ensuring that the Group maintains an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge. The Group has adopted, a code for Directors' dealings in securities which is appropriate for a company

whose securities are traded on this main market and is in accordance with the requirements of the Market Abuse Regulation which came into effect in 2016.

Issues of bribery and corruption are taken seriously. The Group has a zero-tolerance approach to bribery and corruption and has recently put an anti-bribery and corruption policy in place to protect the Group, its employees and those third parties to which the business engages with.

Principle Nine*Maintenance of Governance Structures and Processes*

The Group's governance structures are appropriate for a company of its size. The Board also meets regularly and the Directors continuously maintain an informal dialogue between themselves. The Chairman is responsible for the effectiveness of the Board as well as primary contact with shareholders, while the execution of the Group's investment strategy is a matter reserved for the Chief Executive. The current Governance structure is outlined below:

Audit committee

The Board met twice after the period end (as the Audit Committee) to meet with the new auditors and understand their approach and report thereon, for the annual audit.

This responsibility which is currently met by the Board, follow the committee's terms of reference which are in accordance with the UK Corporate Governance Code. The committee has been established to review the company's financial and accounting policies, interim and final results and annual report prior to their submission to the board, together with management reports on accounting matters and internal control and risk management systems. It reviews the auditors' management letter and considers any financial or other matters raised by both the auditors and employees.

The committee considers the independence of the external auditors and ensures that, before any non-audit services are provided by the external auditors, they will not impair the auditors' objectivity and independence. Any future work by the auditors for non-audit services will need to be approved by the Board to ensure it does not affect the independence or objectivity of the external auditor.

The Group does not currently have an internal audit function but will continue to monitor the situation and look to hire an internal auditor if this is deemed necessary.

Remuneration committee

The Board did not meet during the year as a Remuneration Committee as no changes to remuneration were deemed necessary.

The primary function of the Committee is to advise the board on overall remuneration packages of the directors after consideration of remuneration policies, employment terms, current remunerations of the Board and advisors and the policies of comparable companies in the Industry. No third parties have provided advice that materially assisted the Remuneration Committee during the year.

The remuneration committee determines the company's policy for the remuneration of executive directors, having regard to the UK Corporate Governance Code and its provisions on directors' remuneration. This is set out in the Directors' Remuneration report.

Principle Ten*Shareholder Communication*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders in compliance with regulations applicable to companies quoted on the LSE's Main Market. All shareholders are encouraged to attend the Company's Annual General Meeting where they will be given the opportunity to interact with the Directors.

Investors also have access to current information on the Company through its website, www.caracalgold.com, and via the Executive Chairman, who is available to answer investor relations enquiries.

REPORT OF THE BOARD/AUDIT COMMITTEE

This report is prepared in accordance with the Quoted Companies Alliance (QCA) corporate governance code for small and mid-sized quoted companies, revised in April 2018. A summary of the Committee's role and membership can be found in the Governance section of this Annual Report. Only one official committee meeting was held in the year, since this time the whole Board has been acting as the Committee and have met with the external auditors during the planning and at the end of the audit process to ensure the following significant issues were considered.

Significant issue	Summary of significant issue	Actions and conclusion
Valuation of PPE and valuation of Producing Mines (Group)	There is the requirement in terms of IAS 36 to ensure that the carrying value of PPE (£1.3m) and mine development assets (£2.4m) are supported. There is a risk that the carrying value of these assets are overstated and therefore impairment will need to be recorded against the book values.	Management prepared a Group discounted Cash Flow Model of the Mine which shows an NPV of the Mine in excess of the carrying value for 2023. This included a review of the key inputs to ensure that when challenged by certain sensitivities the carrying value of the assets was still not impaired. The most significant support for this value is the Gold price. The Directors concluded that no further impairment needed to be recorded in 2024.
Valuation and allocation and classification of exploration and evaluation assets (Group)	There is a risk that these assets have been incorrectly capitalised in accordance with IFRS 6 and that there could be indicators of impairment as at 30 June 2024. Management's assessment of impairment under IFRS 6 requires estimation and judgement, particularly in early-stage exploration projects. There is a risk that the carrying value of these intangible assets are overstated.	Management prepared an assessment of impairment indicators and considered whether there are any of the indicators of impairment in line with the criteria set out in IFRS 6. This did not highlight any impairment indicators and as such an IAS 36 impairment assessment was not required.
Valuation and allocation, existence and completeness of inventory (Kilimapesa Gold (PTY) Limited)	Inventory includes mined gold and consumables for use in exploration activities and materials for operational use at the mine site and represents a key balance for the company. There is a risk of material overstatement of inventory balances due to incorrect valuation basis or inaccurate reporting of stock quantities held at year end.	The Directors are satisfied that a stock count was completed at year end and the correct valuation of stock was reported.

Going Concern	Assessment of the Groups' ability to continue as a going concern as part of the preparation of the financial statements. This includes considering whether the Group has adequate resources to continue in operation for the foreseeable future from the date of anticipated signing of the financial statements. The assessment of going concern covers a period of at least 12 months from the date of signing the financial statements.	The Group has significant debt. However, recently it secured further funding from Cynergy Global Limited (see note 30 for further details). It is also in the process of raising further finance through the issue of shares on the LSE, which is expected to be completed by end of July 2025. However, we draw attention to the audit report, which includes a disclaimer of opinion on the financial statements as the auditors were unable to obtain sufficient appropriate audit evidence to support the directors' assessment of the Group's ability to continue as a going concern. The Directors acknowledge the auditors' disclaimer of opinion but remain confident in the Group's ability to continue as a going concern based on the strategies and plans that are being put in place.
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External Auditor's Fees for Non-Audit Services

There were no fees for Non-Audit Services in the current year. Fees paid during the year for audit services may be found in note 8 to the accounts.

Objectivity and Independence

The Board/Committee continues to monitor the Auditor's objectivity and independence and is satisfied that RPG Crouch Chapman LLP and the Company have appropriate policies and procedures in place to ensure that these requirements are not compromised.

Appointment of External Auditor

Following the resignation of PKF Littlejohn LLP, the Company appointed RPG Crouch Chapman LLP in the current year.

Internal controls/audit

The Directors acknowledge their responsibility for the Groups' system of internal control and for reviewing their effectiveness. These internal controls are designed to safeguard the assets of the Group and ensure the reliability of financial information for both internal use and external publication. Whilst the Directors are aware no system can provide absolute assurance against material misstatement or loss, regular review or internal controls are undertaken to ensure that they are adequate and effective.

The Group does not currently have an internal audit function due to the small size of the Group and limited resources available. The requirement for an internal audit function is kept under review.

Whistleblowing

The Group has adopted a formal whistleblowing policy which aims to promote a very open dialogue with all its employees which gives every opportunity for employees to raise concerns about possible improprieties in financial reporting or other matters.

The Bribery Act 2010

The Board is committed to acting ethically, fairly and with integrity in all its endeavours and compliance of the code is closely monitored.

Market Abuse Regulations

The Group is required to comply with article 18(2) of the Market Abuse Regulation ("MAR") with reference to insider dealing and unlawful disclosure of inside information. The FCA requires traded companies to maintain insider lists as set out in the MAR. The Board has put in place a MAR compliance process and has established a Compliance Committee. This and the Company's regulatory announcements are overseen by the Board of Directors.

On Behalf of the Board

A handwritten signature in black ink, consisting of a stylized 'A' followed by a series of loops and a long horizontal stroke.

Director

DIRECTORS' REMUNERATION REPORT**Introduction**

The Company does not currently have a separate Remuneration Committee. The Board are all currently involved in reviewing the scale and structure of the Directors' fees, taking into account the interests of shareholders and the performance of the Group and Directors. The Company will look to re-establish a separate Committee in the coming year. For this report Board and Remuneration Committee represent the same Directors.

The Company's auditors, RPG Crouch Chapman LLP, are required by law to audit certain disclosures and where disclosures have been audited, they are indicated as such.

Remuneration Policy (as set prior to January 2023)

The Committee, in forming its policy on remuneration, gives due consideration to the needs of the Group, the shareholders, and the provisions of the QCA Code. The ongoing policy of the Committee is to provide competitive remuneration packages to enable the Group to retain and motivate its key executives and to cost-effectively incentivise them to deliver long-term shareholder value. It also applies the broader principle that Caracal Gold's executive remuneration should be competitive with the remuneration of directors of comparable companies. The Committee keeps itself informed of relevant developments and best practice in the field of remuneration and seeks advice where appropriate from external advisers. It maintains oversight of the remuneration of staff, which is the responsibility of the Chief Executive Officer.

Remuneration Committee

The Remuneration Committee currently consists of all Board members. This Committee's primary function is to review the performance of executive and non-executive directors and senior employees and set their remuneration and other terms of employment.

The key activities of the Remuneration Committee are:

- to determine the framework or broad policy for the remuneration of the Company's chair, chief executive, and such other members of the executive management as it is designated to consider;
- in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements;
- recommend and monitor the level and structure of remuneration for senior management;
- when setting remuneration policy for directors, review and have regard to the remuneration trends across the Company, and review the on-going appropriateness and relevance of the remuneration policy;
- obtain reliable, up-to-date information about remuneration in other companies;
- approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised; and
- oversee any major changes in employee benefits structures throughout the Company.

CARACAL GOLD PLC
REMUNERATION REPORT
Directors' remuneration (audited):

	Salary /Fees £'000	Year ended 30 June 2024 Total £'000	Year ended 30 June 2023 Total £'000	% Change in total Salary/fees from prior year %
Non-Executive Directors				
		(Note a)		
Stefan Muller ¹	36	36	34	N/A
Rachel Johnston ²	1	1	31	N/A
Daniel Muzee ³	-	-	44	N/A
Simon Games-Thomas ⁴	-	-	47	N/A
Subtotal	37	37	155	
Executive Directors				
Robbie McCrae	180	180	180	0%
Simon Grant Rennick	120	120	137*	0%
Gerard Kisbey-Green ⁵	-	-	218	N/A
Riaan Lombard ⁵	-	-	199	N/A
Subtotal	300	300	734	
Total	337	337	889	

(Note a) – as at 30 June 2024 Director's salaries and fees of £752,000 (2023: £612,000) are outstanding.

¹ Appointed as a director 18 July 2022

² Resigned 19 July 2023

³ Resigned 12 June 2023

⁴ Resigned 9 January 2023

⁵ Resigned 12 June 2023

*prior year includes a signing on bonus of 20 million ordinary shares to be issued on the approval of the Prospectus

The highest paid Director in the year was paid £180,000 (2023: £218,000). Although the majority of these fees are still outstanding and will be settled in shares.

Directors' interests in shares and warrants

At the date of this report the directors and their connected parties held the following beneficial interest in the ordinary share capital of the Company:

Director	Shareholding		Percentage of the Company's Ordinary Share Capital	
	2024	2023	2024	2023
Simon Grant Rennick	-	-	-	-
Robbie McCrae	-	-	-	-
Stefan Muller*	3,350,000	3,350,000	0.1%	0.2%

*held indirectly through DGWA, in which he holds 100% of the issued share capital

In the prior year shares belonging to Gerard Kisbey-Green and Robbie McCrae were transferred as part of the settlement agreement to Mill End Capital Limited. The Company will issue 98,500,000 ordinary shares to Robert McCrae (or a company nominated by him) and 55,300,000 ordinary shares to Gerard Kisbey-Green on the date of the Prospectus. See note 20 for further details of this arrangement.

The signing bonus of 20 million ordinary shares to be issued to Simon Grant Rennick will only be issued on the approval of the Prospectus and are therefore not included above.

Remuneration Components

The main components of Director remuneration that are currently considered by the Board for the remuneration of directors are base salaries, cash bonuses and share-based payments which were included in the Prospectus as part of the acquisition.

The following are the agreed Annual Base Salaries:

	Position	Annual Salary
Simon Grant Rennick	Chairman, Executive	£120,000
Robbie McCrae	Chief Executive Officer	£180,000

	Position	Annual Salary
Rachel Johnston*	Non-Executive	£25,000
Stefan Muller	Non-Executive	£36,000

**This director is no longer in position at the date of these report and accounts.*

No pension contributions were made by the company on behalf of its directors, and no excess retirement benefits have been paid out to current or past directors. The Company has not paid any compensation to past Directors.

Presently, the Company have no set KPIs for the directors although this is set to be reviewed in the coming accounting year.

Recruitment Policy

Base salary levels will take into account market data for the relevant role, internal relativities, their individual experience and their current base salary. Where an individual is recruited at below market norms, they may be re-aligned over time, subject to performance in the role. Benefits will generally be in accordance with the approved policy. For external and internal appointments, the Board may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

Payment for loss of Office (audited)

The Committee will honour the Executive Director's contractual entitlements. Service contracts do not contain liquidated damages clauses. If a contract is to be terminated, the Committee will determine such mitigation as it considers fair and reasonable in each case. There is no agreement between the Company and its Executive Director or employees, providing for compensation for loss of office or employment that occurs because of a takeover bid.

The Committee reserves the right to make additional payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation); or by way of settlement or compromise of any claim arising in connection with the termination of an Executive Director's office or employment.

Service Agreements and letters of appointment (unaudited)

Executive Directors	Date of Service Agreement	Term	Terminated	Notice period
Simon Grant Rennick*	26 January 2023	N/A	N/A	6 months
Robbie McCrae*	31 August 2021	N/A	N/A	3 months

Non-Executive Directors	Date of Service Agreement/Letter of Appointment	Term	Terminated	Notice period
Stefan Muller	18 July 2022	N/A	N/A	6 months
Rachel Johnston*	31 January 2022	N/A*	19 July 2023	3 months

*These directors are no longer in position at the date of these report and accounts.

The terms of all Directors' appointments are subject to their re-election by the Company's shareholders at any Annual General Meeting at which all Directors stand for re-election.

Percentage change tables (unaudited)

The annual salary of any current serving Directors has not changed since prior year. The percentage increase in overall annualised Directors' remuneration is 56%. This is in part due to the resignations of several directors and the payments for their termination periods.

Company performance graph (unaudited)

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful in its position as a mining company in light of its current suspension. The Directors will review the inclusion of this table for future reports.

Relative Importance of spend on pay (audited)

The table below illustrates a comparison between total remuneration to distributions to shareholders and loss before tax for the financial period ended 30 June 2024 and 30 June 2023:

Year ended	Employee remuneration £	Distributions to shareholders £	Operational cash outflow £
30 June 2024	1,083,000	-	(1,917,000)
30 June 2023	2,046,000	-	(1,404,000)

Employee remuneration does not include fees payable to the Directors. Further details on employee remuneration are provided in note 9.

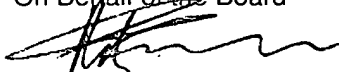
Operational cash outflow has been shown in the table above as cash flow monitoring and forecasting in an important consideration for the Board when determining cash-based remuneration for Directors and employees.

Approval by shareholders

At the next annual general meeting of the company a resolution approving this report is to be proposed as an ordinary resolution. The Board considers shareholder feedback received and guidance from shareholder bodies. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

This report was approved by the board on 23 May 2025.

On Behalf of the Board



Simon Grant Rennick (Committee Member, Group Chairman)

CARACAL GOLD PLC

Independent Auditor's Report to the Members of Caracal Gold Plc

Disclaimer of opinion

We were engaged to audit the financial statements of Caracal Gold PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2024 which comprise the consolidated and parent statement of financial position, the consolidated statement of comprehensive income, consolidated and parent statement of changes in equity and consolidated and parent statement of cash flows for the year then ended and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

We do not express an opinion on the accompanying financial statements of the group and parent company. Because of the significance of the matters described in the Basis for disclaimer of opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for disclaimer of opinion

In seeking to form an opinion on the financial statements, we considered the implications of the significant uncertainties disclosed in the financial statements concerning the following matters:

- The directors have prepared these financial statements on a going concern basis as described in Note 2.1 (a). We have not obtained sufficient appropriate audit evidence in respect of the basis and assumptions used by the directors to prepare the financial statements on a going concern basis as the discussions and negotiations with existing lenders and prospective investors have not been concluded as of the date of our audit report.
- A subsidiary has not complied with the Kenyan Regulatory requirements on payment of royalties for ore mined and a payment plan for past liabilities was negotiated with the Regulator but this has not been adhered to. Non-compliance with these Regulatory provisions could result in the mining licence of the subsidiary being withdrawn.
- As a result of the above matters, we were unable to determine whether the use of the going concern assumption is appropriate and to determine whether any adjustments might have been found necessary to the amounts reported in the financial statements should the going concern basis not be appropriate.
- In the absence of adequate supporting information including financial forecasts and outcomes subsequent to the reporting date, we have not received all the information and explanations that we considered necessary to support the assessment of impairment of investments in subsidiaries and property, plant and equipment performed by the directors of the company. We have therefore been unable to determine whether the carrying amounts of investments in subsidiaries in the Company and property, plant and equipment as stated in the Group Statement of Financial Position are not overstated.

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- The inability to assess whether the group is a going concern creates an inherent uncertainty as to when the decommissioning will occur. As a result, there exists insufficient information on which to value the decommissioning provision.
- In the prior year the inventory balance was not verified as the stock take was not attended at year end and no alternative procedures could be carried out. As a result there was insufficient audit evidence to conclude on the existence of the inventory at 30 June 2023.

Due to the cumulative effect of the uncertainties noted above, we are unable to form an opinion on the financial statements of the group and parent company.

Our approach to the audit

In planning our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates. As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to issue an opinion on the financial statements as a whole, taking into account the structure of the group and the parent company, the accounting processes and controls, and the industry in which they operate.

Key audit matters

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

In addition to the matter described in the basis for disclaimer of opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our work addressed this matter
Valuation of PPE and valuation of Producing Mines (Group) Valuation of property, plant and equipment (Group) There is the requirement in terms of IAS 36, Impairment of Assets to ensure that the carrying value of property, plant and equipment as derived from management judgements, are appropriate. The entity has experienced difficulties in running the production activities of their main operational entity in Kenya, Kilimapesa Pty Gold, effectively, resulting in increased losses.	Our audit work included, but was not restricted to: • Discussing with management and obtaining an understanding of the operating activity and development of the assets undertaken in the year and future plans; • Examining title documents such as licence agreements and other supporting documentation to assess the legal and beneficial ownership of the mines; • Reviewing management's assessment of impairment indicators for the mines

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There is a significant risk that the assets' carrying values are no longer supported and therefore the valuation of property, plant and equipment has been considered to be a key audit matter due to the level of management estimates and judgement required and uncertainties related to production activities.	against the criteria in IAS 36 in order to determine whether the assessment is complete and appropriate; • Reviewing the work of the component auditor which included an independent valuation of the PPE at 31 March 2024, detailed valuation and existence testing on a sample of items and impairment considerations. • Reviewing the disclosures made in the financial statements to ensure that all disclosure requirements have been met. As noted in the Basis for disclaimer of opinion section of this report, the audit team has not been able to obtain sufficient appropriate audit evidence with regards to the group's post year end trading results and budgeting and future cash flows to support the carrying value of the assets. This has been considered to have a direct impact on the assessment of impairment indicators and subsequently, possible impairments on property, plant and equipment.
Valuation and allocation and classification of mining assets (Group) The group's mining assets comprise exploration and evaluation assets. There is the requirement in terms of IFRS 6, Exploration for and Evaluation of Mineral Resources to ensure that the carrying value of the mining assets, as derived from management estimates and judgements, are appropriate. Given the estimation and judgement required by management in making this assessment, there is a risk that mining assets are materially overstated and also a risk that any additions in the year may not have been appropriately capitalised in accordance with IFRS 6. As at year end the group has experienced difficulties in running the production activities of their main operational entity in Kenya, Kilimapesa Pty Gold, effectively, resulting in increased losses. There is a significant risk that the assets' carrying values are no longer supported and therefore the valuation and allocation and classification of mining assets has been considered to be a key audit matter	Our audit work included, but was not restricted to: • Discussing with management and obtaining an understanding of the operating activity and development of the assets undertaken in the year and future plans; • Examining title documents such as licence agreements and other supporting documentation to assess the legal and beneficial ownership of the mines; • Reviewing management's assessment of impairment indicators for the mines against the criteria in IAS 36 in order to determine whether the assessment is complete and appropriate; • Assessing the classification between evaluation and development asset; and; • Reviewing the disclosures made in the financial statements to ensure that all disclosure requirements have been met.

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due to the level of management estimates and judgement required and uncertainties in relation to production activities.	As noted in the Basis for disclaimer of opinion section of this report, the audit team has not been able to obtain sufficient appropriate audit evidence with regards to the group's post year end trading results and budgeting and future cash flows to support the carrying value of the assets. This has been considered to have a direct impact on the assessment of impairment indicators and subsequently, possible impairments on property, plant and equipment.
Valuation and allocation, existence and completeness of inventories (Kilimapesa Gold (PTY) Limited) Inventories held by the group includes mined gold and consumables for use in exploration activities and materials for operational use at the mine site (processing plants, tailings dams, electrical supply infrastructure etc) and represents a significant amount for the group. There is a risk of material overstatement of inventories balances due to incorrect valuation or inaccurate reporting of stock quantities held at year end. If the inventory stocktake is not performed, there is a risk that any alternative procedures execute may not provide sufficient appropriate audit evidence to conclude that the valuation and existence of inventory is not free from material misstatement and as such this has been deemed to be a key audit matter.	Our audit work included, but was not restricted to: • Reviewing the stock take/ alternative procedures performed by our component auditors; • Reviewing the valuation testing performed by the component auditors of inventories in accordance with IAS 2, Inventories and evaluating whether inventories are being valued at the lower of cost and net realisable value; • Reviewing completeness and reasonableness of inventory provisions; and; • Reviewing the disclosures made in the financial statements to ensure that all disclosure requirements have been met.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

We consider gross assets to be the most significant determinant of the Group's financial performance used by the users of the financial statements. We have based group materiality on 1.5% of gross assets. This same basis was used for Caracal Gold PLC. Materiality levels are set out below:

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	Group financial statements	Parent company financial statements
	£	£
Overall materiality	130,000	95,000
Performance materiality	95,000	70,000

We agreed with the Audit Committee that we would report on all differences in excess of 5% of materiality relating to the Group financial statements. We also report to the Audit Committee on financial statement disclosure matters identified when assessing the overall consistency and presentation of the consolidated financial statements.

Other information

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

Because of the significance of the matters described in the Basis for disclaimer of opinion section of our report, we are unable to determine whether a material misstatement of other information exists.

Opinions on other matters prescribed by the Companies Act 2006

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

Because of the significance of the matter described in the Basis of disclaimer of opinion section of our report, we have been unable to form an opinion, whether based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception

Notwithstanding our disclaimer of an opinion on the financial statements, in the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit performed subject to the pervasive limitation described above, we have not identified material misstatements in the strategic report or the directors' report. Arising from the limitation of our work referred to above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

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

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

Responsibilities of directors

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

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

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

- We obtained an understanding of the legal and regulatory frameworks within which the Company operates focusing on those laws and regulations that 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 relevant taxation legislation.
- 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 journals and reviewing accounting estimates for biases.

CARACAL GOLD PLC

Because of the field in which the parent company operates, we identified that LSE Listing Rules and compliance with the Companies Act 2006 are most likely to have a material impact on the financial statements.

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

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Other matters which we are required to address

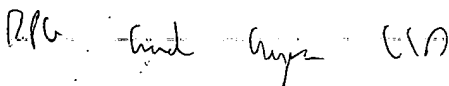
We were appointed by the board of directors on 9 October 2024 to audit the financial statements for the period ending 30 June 2024 and subsequent financial periods. Our total uninterrupted period of engagement is 8 months, covering the period ending 30 June 2024.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

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

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 auditors' 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.



Paul Randall BA FCA (Senior Statutory Auditor)

For and on behalf of RPG Crouch Chapman LLP
Chartered Accountants
Statutory Auditors

40 Gracechurch Street
London
EC3V 0BT

Date: 23 May 2025

CARACAL GOLD PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2024

	Note	12 months ended 30 June 2024 £'000	(Restated) 12 months ended 30 June 2023 £'000
<i>Continuing operations</i>			
Revenue	7	852	4,233
Cost of sales		(2,217)	(5,443)
Gross loss		(1,365)	(1,210)
Administrative expenses	8	(3,201)	(4,494)
Listing costs		-	-
Operating loss before finance costs		(4,566)	(5,704)
Finance costs (net)	11	(1,730)	(1,496)
Other income	10	13	1,970
Foreign exchange		8	24
Loss before taxation		(6,275)	(5,206)
Taxation	12	-	-
Loss for the period		(6,275)	(5,206)
Other comprehensive income – items that may be reclassified subsequently to profit and loss account			
Translation of foreign operations		477	(1,396)
Total other comprehensive income		477	(1,396)
Total comprehensive income for the period attributable to the owners of the Parent Company		(5,798)	(6,602)
Earnings per share – basic and diluted (pence)	13	(0.28p)	(0.28p)

The notes on pages 47 to 80 form part of these financial statements.

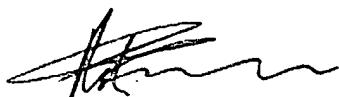
CARACAL GOLD PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

	Note	30 June 2024 £'000	(Restated) 30 June 2023 £'000
Non-Current Assets			
Intangible assets	15	3,019	3,074
Property, plant and equipment	16	4,135	4,529
Total Non-Current Assets		7,154	7,603
Current Assets			
Inventories	17	246	466
Trade and other receivables	18	709	588
Cash and cash equivalents	19	238	63
Total Current Assets		1,193	1,117
Total Assets		8,437	8,720
Equity and Liabilities			
Share capital	24	2,483	2,129
Share premium	24	15,515	14,893
Translation reserve		(475)	(952)
Reverse acquisition reserve	5	6,481	6,481
Share-based payment reserve		619	619
Retained earnings		(36,598)	(30,323)
Total Equity		(11,975)	(7,153)
Non-Current Liabilities			
Deferred tax liability	22	552	552
Provisions and contingent liabilities	23	559	750
Loans and borrowings – interest bearing	21	165	241
Total Non-Current Liabilities		1,276	1,543
Current Liabilities			
Trade and other payables	20	9,589	7,609
Loans and borrowings – interest bearing	21	9,457	6,721
Total Current Liabilities		19,046	14,330
Total Liabilities		20,322	15,873
Total Equity and Liabilities		8,437	8,720

The notes on pages 47 to 80 form part of these financial statements.

Approved by the Board and authorised for issue on 23 May 2025.



Director

CARACAL GOLD PLC

PARENT COMPANY STATEMENT OF FINANCIAL POSITION

Company Registration No. 09829720

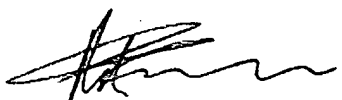
	Note	30 June 2024 £'000	30 June 2023 £'000
Non-Current Assets			
Investments	14	8,297	7,039
Property, plant and equipment	16	237	270
Total Non-Current Assets		8,534	7,309
Current Assets			
Trade and other receivables	18	16	505
Cash and cash equivalents	19	2	1
Total Current Assets		18	506
Total Assets		8,552	7,815
Equity and Liabilities			
Share capital	24	2,483	2,129
Share premium	24	15,515	14,893
Share-based payment reserve		619	619
Retained earnings		(23,623)	(19,973)
Total Equity		(5,006)	(2,332)
Non-Current Liabilities			
Provisions and contingent liabilities	23	-	-
Total Non-Current Liabilities		-	-
Current Liabilities			
Trade and other payables	20	4,187	3,614
Loans and borrowings – interest bearing	21	9,371	6,533
Total Current Liabilities		13,558	10,147
Total Liabilities		13,558	10,417
Total Equity and Liabilities		8,552	7,815

The Company has taken advantage of the exemption under section 408 of the Companies Act 2006 by choosing not to present its individual Statement of Comprehensive Income and related notes that form part of these approved financial statements.

The Company's loss for the period from operations is £3,650,000 (2023: loss of £12,402,000).

The notes on pages 47 to 80 form part of these financial statements.

Approved by the Board and authorised for issue on 23 May 2025.



Director

CARACAL GOLD PLC

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE 12 MONTH PERIOD ENDED 30 JUNE 2024

	12 months ended 30 June 2024 £'000	12 months ended 30 June 2023 £'000
Cash flows from operating activities		
Operating loss – continuing operations	(6,275)	(5,219)
<i>Adjustments for:</i>		
Depreciation	485	668
Finance costs (including share based payments)	1,731	1,562
Share-based payments - incentives	-	-
Other income	(13)	(1,970)
Foreign exchange movement	66	(605)
Shares issued in lieu of fees	10	-
Operating cash outflows before working capital movements	(3,996)	(5,564)
(Increase)/decrease in trade and other receivables	(122)	238
Increase in trade and other payables	1,978	3,680
Decrease in inventories	220	246
Net cash outflows from operating activities	(1,920)	(1,400)
Net cash flows from investing activities		
Expenditure on intangibles	-	(682)
Expenditure of fixed assets	(5)	(848)
Net cash outflows from investing activities	(5)	(1,530)
Net cash flows from financing activities		
Repayments on external loans	(205)	(410)
Proceeds from external loans	1,305	3,278
Cost of borrowing	(64)	-
Finance costs (net)	(43)	(69)
Proceeds from issue of share capital	1,163	201
Cost of share issues	(60)	(80)
Net cash inflows from financing activities	2,096	2,920
Net increase/(decrease) in cash and cash equivalents	171	(10)
Cash and cash equivalents at the beginning of the period	63	80
Effect of exchange rates on cash	4	(7)
Cash and cash equivalents at the end of the period	238	63

Significant non-cash transactions

The only significant non-cash transactions were the issue of shares and warrants detailed in notes 24 and 25

The notes on pages 47 to 80 form part of these financial statements.

CARACAL GOLD PLC

PARENT COMPANY STATEMENT OF CASH FLOWS FOR THE 12 MONTH PERIOD ENDED 30 JUNE 2024

	12 months ended 30 June 2024 £'000	12 months ended 30 June 2023 £'000
<i>Cash flows from operating activities</i>		
Operating loss	(3,650)	(12,402)
<i>Adjustments for:</i>		
Depreciation	33	33
Finance costs	1,687	1,394
Share-based payment	10	-
Other income	-	(1,960)
Foreign exchange	(75)	-
Impairment of investments	239	10,300
Operating cash outflows before working capital movements	(1,756)	(2,635)
Increase/(decrease) in trade and other receivables	160	(215)
Increase in trade and other payables	572	1,258
Net cash outflows from operating activities	(1,024)	(1,592)
<i>Net cash flows from investing activities</i>		
Net cash advanced to subsidiaries	(1,319)	(1,158)
Net cash outflows from investing activities	(1,319)	(1,158)
<i>Net cash flows from financing activities</i>		
Proceeds from external loans	1,305	2,850
Cost of borrowings	(64)	-
Repayment on loans and borrowings	-	(246)
Proceeds from issue of share capital	1,163	201
Cost of share issues	(60)	(80)
Net cash inflows from financing activities	2,344	2,725
Net increase/(decrease) in cash and cash equivalents	1	(25)
Cash and cash equivalents at the beginning of the period	1	26
Cash and cash equivalents at the end of the period	2	1

Significant non-cash transactions

The only significant non-cash transactions were the issue of shares and warrants detailed in notes 24 and 25.

The notes on pages 47 to 80 form part of these financial statements

CARACAL GOLD PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 12 MONTH PERIOD ENDED 30 JUNE 2024

	Share capital	Share premium	Share- based payment reserve	Reverse acquisition reserve	Foreign currency reserve	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 30 June 2022 as previously stated	1,879	14,306	148	6,481	444	(25,321)	(2,063)
Effect of prior year adjustments	-	-	-	-	-	120	120
Balance at 30 June 2022 as restated	1,879	14,306	148	6,481	444	(25,201)	(1,943)
Loss for period	-	-	-	-	-	(5,219)	(5,219)
Other comprehensive income	-	-	-	-	(1,381)	-	(1,381)
Total comprehensive income for the period	-	-	-	-	(1,381)	(5,219)	(6,600)
Issue of shares	250	667	-	-	-	-	917
Share based payment	-	-	555	-	-	-	555
Cost of share issues	-	(80)	-	-	-	-	(80)
Expired warrants	-	-	(84)	-	-	84	-
Total transactions with owners	250	587	471	-	-	84	1,392
Balance at 30 June 2023	2,129	14,893	619	6,481	(937)	(30,336)	(7,151)
Effect of prior year adjustments	-	-	-	-	(15)	13	(2)
Balance at 30 June 2023 as restated	2,129	14,893	619	6,481	(952)	(30,323)	(7,153)
Loss for period	-	-	-	-	-	(6,275)	(6,275)
Other comprehensive income	-	-	-	-	477	-	477
Total comprehensive income for the period	-	-	-	-	477	(6,275)	(5,798)
Issue of shares	354	682	-	-	-	-	1,036
Cost of share issues	-	(60)	-	-	-	-	(60)
Total transactions with owners	354	622	-	-	-	-	976
Balance at 30 June 2024	2,483	15,515	619	6,481	(475)	(36,598)	(11,975)

The notes on pages 47 to 80 form part of these financial statements.

CARACAL GOLD PLC

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2024

	Share capital	Share premium	Share- based payment reserve	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000
Balance at 30 June 2022	1,879	14,306	148	(7,655)	8,678
Loss for period	-	-	-	(12,402)	(12,402)
Total comprehensive income for the period	-	-	-	(12,402)	(12,402)
Issue of shares	250	667	-	-	918
Share based payment	-	-	555	-	555
Cost of share issues	-	(80)	-	-	(80)
Warrants expired	-	-	(84)	84	-
Total transactions with owners	250	587	471	84	1,392
Balance at 30 June 2023	2,129	14,893	619	(19,973)	(2,332)
Loss for period	-	-	-	(3,650)	(3,650)
Total comprehensive income for the period	-	-	-	(3,650)	(3,650)
Issue of shares	354	682	-	-	1,036
Cost of share issues	-	(60)	-	-	(60)
Total transactions with owners	354	622	-	-	976
Balance at 30 June 2024	2,483	15,515	619	(23,623)	(5,006)

The notes on pages 47 to 80 form part of these financial statements.

CARACAL GOLD PLC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 12 MONTH PERIOD ENDED 30 JUNE 2024

1 General information

Caracal Gold Plc ('the Company' or 'Caracal') is a public limited company with its shares traded on the London Stock Exchange. The address of the registered office is 27-28 Eastcastle Street, London, W1W 8DN. The Company was incorporated and registered in England and Wales on 19 October 2015 as a private limited company and re-registered on 24 June 2016 as a public limited company. The Company's registered number is 09829720.

The principal activity of the Company and its subsidiaries (the "Group") is the exploration, development and mining of gold in Kenya and Tanzania, and the development of further projects to expand its operations within this industry.

These consolidated financial statements were approved for issue by the Board of directors on 23 May 2025.

2 Accounting policies

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards and requirements of the Companies Act 2006. The Financial Statements have also been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

The functional currency for each entity in the Group is determined as the currency of the primary economic environment in which it operates. The functional currency of the parent company CGP is Pounds Sterling (£) as this is the currency that finance is raised in. The functional currency of its subsidiary KPGL is the Kenyan Shilling and the functional currency of its subsidiary Tyacks is the Tanzanian Shilling. For both subsidiaries these are the currencies that mainly influence labour, material and other costs of providing services. The Group has chosen to present its consolidated financial statements in Pounds Sterling (£), as the Directors believe it is a more convenient presentational currency for users of the consolidated financial statements. Foreign operations are included in accordance with the policies set out below.

The preparation of financial statements in conformity with IFRS's requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial information are disclosed in Note 3.

a) Going concern

The directors have prepared the financial statements on a going concern basis. During the financial year, the Group has encountered significant challenges, including halted gold production, increased liabilities, liquidity pressures and lack of both financial and human resources. In response to these challenges, the directors have implemented cost-cutting measures, renegotiation of debt, and are currently pursuing various options to raise additional financing.

The directors have carefully considered the Group's current cash position, cash flow forecasts, and the future expected financial resources. Based on this review, the directors believe that the Group will have adequate resources to continue in operational existence for the foreseeable future.

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However, we draw attention to the audit report, which includes a disclaimer of opinion on the financial statements. The auditors were unable to obtain sufficient appropriate audit evidence to support the directors' assessment of the Group's ability to continue as a going concern. This was due to the lack of reliable management accounts and up to date financial reporting which can clearly state the current financial position of the Group. Consequently, they have not been able to express an opinion on this matter.

The directors acknowledge the auditors' disclaimer of opinion but remain confident in the Group's ability to continue as a going concern based on the strategies and plans that are being put in place. As such, the financial statements have been prepared on a going concern basis, and no adjustments have been made to reflect any potential inability of the Group to continue as a going concern.

b) Adoption of new and revised standards

i. **New standards, amendments and interpretations adopted by the Group.**

There were no new or amended accounting standards that required the Group to change its accounting policies for the year ended 30 June 2024 and no new standards, amendments or interpretations were adopted by the Group.

ii. **New standards, amendments and interpretations not yet adopted by the Group.**

The standards and interpretations that are relevant to the Group, issued, but not yet effective, up to the date of the Financial Statements are listed below. The Group intends to adopt these standards, if applicable, when they become effective.

Standard	Impact on initial application	Effective date
Amendments to IAS 1 - <i>Classification of Liabilities as current or non-current</i>	Clarifies that the classification of liabilities as current or noncurrent should be based on rights that exist at the end of the reporting period.	Annual periods beginning on or after 1 January 2024
Amendments to IAS 1 – <i>Noncurrent Liabilities with Covenants</i>	Clarifies that only those covenants with which an entity must comply on or before the end of the reporting period affect the classification of a liability as current or non-current.	Annual periods beginning on or after 1 January 2024
Amendments to IFRS 16 – <i>Lease Liability in a Sale and Leaseback</i> 4	Specifies requirements relating to measuring the lease liability in a sale and leaseback transaction after the date of the transaction.	Annual periods beginning on or after 1 January 2024
Amendments to IAS 7 and IFRS 7 – <i>Supplier Finance Arrangements</i> 4 5	Requires an entity to provide additional disclosures about its supplier finance arrangements.	Annual periods beginning on or after 1 January 2024
IAS 8 Accounting Policies - <i>Changes in Accounting Estimates and Errors</i>	Requires disclosure of any new standards and interpretations that have been issued but are not yet effective and have not yet been applied in the financial statements, together with information relevant to	Unknown

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Standard	Impact on initial application	Effective date
	assessing the possible impact when implemented for the first time.	

The Directors have evaluated the impact of transition to the above standards and do not consider that there will be a material impact of transition on the financial statements.

2.2 Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

The Group applies the acquisition method to account for business combinations. (There was an exception to this for the acquisition of KPGL as discussed in note 5 below). The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Please refer to note 5 for information on the consolidation of KPGL and the application of the reverse acquisition accounting principles.

Asset Acquisitions

Acquisitions of mineral exploration licences through the acquisition of non-operational corporate structures that do not represent a business, and therefore do not meet the definition of a business combination, are accounted for as the acquisition of an asset.

The consideration for the asset is allocated to the assets based on their relative fair values at the date of acquisition.

2.3 Financial assets and liabilities

The Company classifies its financial assets at fair value through profit or loss or as loans and receivables and classifies its financial liabilities and other financial liabilities. Management determines the classification of its investments at initial recognition. A financial asset or liability is measured initially at fair value. At inception transaction costs that are directly attributable to the acquisition or issue, for an item not at fair value through profit or loss, is added to the fair value of the financial asset and deducted from the fair value of the financial liabilities.

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Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determined payments that are not quoted on an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivable. Loans are recognised when funds are advanced to the recipient. Loans and receivables are carried at amortised cost using the effective interest method (see below).

Other financial liabilities

Are non-derivative financial liabilities with fixed or determined payments. Other financial liabilities are recognised when cash is received from a depositor. Other financial liabilities are carried at amortised cost using the effective interest method. The fair value of the other liabilities repayable on demand is assumed to be the amount payable on demand at the statement of financial position date.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Company has transferred substantially all the risks and rewards of ownership. In transactions in which the Company neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and retains control over the asset, the Company continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. There have not been any instances where assets have only been partly derecognised. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

Amortised cost measurement

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal payments, plus or minus the cumulative amortisation using the effective interest method of any differences between the initial amount recognised and maturity amount, minus any reduction to impairment.

Fair value measurement

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. The fair value of assets and liabilities in active markets are based on current bid and offer prices respectively. If the market is not active the Company establishes fair value by using other financial liabilities appropriate valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same for which market observable prices exist, net of present value and discounted cash flow analysis.

2.4 Cash and cash equivalents

Cash and cash equivalents include cash in hand and on demand and term deposits, with maturities of three months or less from the date of acquisition, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts. Currency profile and exchange risk is set out in note 4c.

2.5 Investments and loans in subsidiaries

Subsidiary fixed asset investments are valued at cost less provision for impairment. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all investment and loans in subsidiaries.

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2.6 Impairment of non-financial assets

The carrying amounts of the Group's assets, other than inventories, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

In assessing value in use, the expected future cash flows from the asset are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time, value of money and the risks specific to the asset. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

For an asset that does not generate cash inflows that are largely independent of those from other assets the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is recognised in the income statement whenever the carrying amount of the cash-generating unit exceeds its recoverable amount.

A previously recognised impairment loss is reversed if the recoverable amount increases as a result of a change in the estimates used to determine the recoverable amount, but not to an amount higher than the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior years. For goodwill, a recognised impairment loss is not reversed.

2.7 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of a Company after deducting all of its liabilities. Equity instruments issued are recorded at the proceeds received net of direct issue costs.

Share capital represents the amount subscribed for shares at nominal value.

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

The share-based payments reserve represents equity-settled share-based employee remuneration for the fair value of the warrants issued. It also includes the warrants issued for services rendered accounted for in accordance with IFRS 2.

The reverse acquisition reserve was recognised during the formation of the Group when the legal acquiree was considered to be the accounting acquirer under the rules of IFRS 3. As the accounting acquiree was not a business under IFRS 3, a part of the transaction was outside the scope of IFRS 3. This resulted in the recognition of a 'reverse acquisition reserve' on consolidation and is set out in more detail in note 5 below.

The convertible loan note reserve is used to account for the equity component of the convertible notes.

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The foreign exchange translation reserve policy is set out below in 2.10.

Retained earnings include all current and prior period results as disclosed in the Statement of Comprehensive Income, less dividends paid to the owners of the Company.

2.8 Current and deferred income taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

There is no tax payable as the Company has made a taxable loss for the year. Taxable loss differs from net loss as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit or loss. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

2.9 Rehabilitation and Environmental Provision

The Group recognises a rehabilitation and environmental provision where it has a legal and constructive obligation as a result of past events, and it is probable that an outflow of resources

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will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The nature of these restoration activities includes dismantling and removing structures; rehabilitating the mine and tailings dam; dismantling operating facilities; and restoring, reclaiming and revegetating affected areas.

On initial recognition, the present value of the estimated costs is capitalised by increasing the carrying amount of the related mining asset to the extent that it was incurred as a result of the development or construction of the mine. Any changes to or additional rehabilitation costs are recognised as additions or charges to the corresponding asset and rehabilitation liability when they occur.

Over time, the discounted liability is increased for the change in present value based on the discount rate that reflects current market assessments and the risks specific to the liability. The annual unwinding of the discount is recognised in the statement of comprehensive income as part of finance costs. The Group does not recognise a deferred tax asset in respect of the temporary difference on the rehabilitation liability nor the corresponding deferred tax liability in respect of the temporary difference on the rehabilitation asset.

2.10 Foreign currency translation

In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks (see below under financial instruments/hedge accounting); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

2.11 Share-based payments

The Group issued warrants in the period which were accounted for as equity settled share based payment transactions with employees. The fair value of the employees services received in exchange for these warrants is recognised as an expense in the profit and loss

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account with a corresponding increase in equity in the Share-based payment reserve. Fair value is determined using Black-Scholes option pricing models.

The Group has also adopted an incentive plan to issue its management Performance Shares based on non-market based performance conditions. These are valued by management using the fair value of the equity instrument expected to be received and a judgement of the likelihood for these conditions to be met. At the end of each reporting period, the Group revises its estimate of the number of shares that are expected to be awarded.

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

2.12 Intangible assets

Exploration and evaluation assets

Intangible assets represent exploration and evaluation assets (IFRS 6 assets), being the cost of acquisition by the Group of rights, licences and know-how. Such expenditure requires the immediate write-off of exploration and development expenditure that the Directors do not consider to be supported by the existence of commercial reserves.

All costs associated with mineral exploration and investments, are capitalised on a project-by-project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads and these assets are not amortised until technical feasibility and commercial viability is established. If an exploration project is successful, the related expenditures will be transferred to "mining assets" and amortised over the estimated life of the commercial ore reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off.

The recoverability of all exploration and development costs is dependent upon the discovery of economically recoverable reserves, the ability of the Group to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the disposition thereof.

Exploration and evaluation assets shall no longer be classified as such when the technical feasibility and commercial viability of extracting mineral resources are demonstrable. When relevant, such assets shall be assessed for impairment, and any impairment loss recognised, before reclassification to "Mine development".

2.13 Property, plant and equipment

i) initial recognition

Upon commencement of commercial production, the intangible assets held under 'exploration and evaluation' are first reclassified to mine development as above. Once mine development is completed and commercial production starts this is when they are transferred to Mining Assets. Items of property, plant and equipment and Mining assets are stated at cost less accumulated depreciation and accumulated impairment losses.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and, for qualifying assets (where relevant), borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

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Producing mines also consist of the value attributable to mineral reserves and the portion of mineral resources considered to be probable of economic extraction at the time of an acquisition. When a mine construction project moves into the production phase, the capitalisation of certain mine construction costs ceases, and costs are either regarded as part of the cost of inventory or expensed, except for costs which qualify for capitalisation relating to mining asset additions, improvements or new developments, underground mine development or mineable reserve development.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

ii) Depreciation/amortisation

'Mining assets' are depreciated/amortised on a unit of production (UOP) basis over the economically recoverable reserves of the mine concerned. The unit of account used is the recoverable ounces of gold. Rights and concessions are depleted on the UOP basis over the economically recoverable reserves of the relevant area. The UOP rate calculation for the depreciation/amortisation of mine development costs takes into account expenditures incurred to date, together with sanctioned future development expenditure. Economically recoverable reserves include indicated reserves only.

Depreciation on other plant and equipment is provided to write off the cost of an asset, less its estimated residual value, evenly over the expected useful economic life of that asset. Freehold land, that has been acquired outright is not depreciated.

- Buildings	20 Years
- Plant and equipment	10 Years
- Motor vehicles	3- 5 Years
- Office equipment	6 Years

The residual value, if significant, is reassessed annually.

Surplus/(deficits) on the disposal of mining assets, plant and equipment are credited/(charged) to income. The surplus or deficit is the difference between the net disposal proceeds and the carrying amount of the asset.

The Group holds some Right-of Use Assets – see policy note 2.15 below.

2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw material, direct labour, other direct costs, variable production overheads and an allocation of fixed production overheads based on normal operating capacity but excluding borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials include costs incurred in acquiring the inventories and bringing them to their existing location and condition.

Broken ore comprises all ores extracted from the mine and stockpiled awaiting processing. The ores are valued at the cost of mining and transport to its current position.

Work-in-progress comprises materials in the process of being converted from raw materials to finished goods.

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Precious metals inventories include bullion on hand and gold in process.

Bullion on hand and gold in process represent production on hand after the smelting process, gold contained in the elution process, gold loaded carbon in the Carbon in Leach (CIL), Carbon in Pulp (CIP) process, gravity concentrates, and any form of precious metal in process where the quantum of the contained metal can be accurately determined. It is valued at the average production cost for the period, including amortisation and depreciation.

2.14 Revenue

Revenue from contracts with customers

The Group enters into agreements for the sale of refined gold. Revenue comprises the fair value of the consideration received or receivable from the sale of gold in the ordinary course of business and is stated net of Value Added Tax (VAT), rebates and discounts.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and when the specific criteria have been met for the company's activity. The amount of revenue is not considered to be reliably measured until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of each arrangement.

For contracts where pricing is provisional at the time of delivery (based on future spot prices), revenue is initially recognised using the estimated fair value. Adjustments due to final pricing are recorded in revenue when known.

2.15 Leases

The Group has entered into leases of land (Saris leases) and field vehicles (additions in the current year). Lease liabilities are initially measured at the present value of lease payments unpaid at the commencement date. Lease payments are discounted using the incremental borrowing rate (being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions), unless the rate implicit in the lease is available. The Group currently uses the incremental borrowing rate as the discount rate for all leases. For the purposes of measuring the lease liability, lease payments comprise fixed payments and variable lease payments based on an index or rate.

Right-of-use assets are measured at cost, which comprises the initial measurement of the lease liability, plus any lease payments made prior to lease commencement, initial direct costs incurred, less any lease incentives received. These assets are depreciated over the lease term (or useful life, if shorter). Right-of-use assets are subject to an impairment test if events and circumstances indicate that the carrying value may exceed the recoverable amount.

Lease repayments made are allocated to capital repayment and interest so as to produce a constant periodic rate of interest on the remaining lease liability balance.

Right-of-use assets are presented within property, plant and equipment. Lease liabilities are presented as separate line items on the face of the Balance Sheet. In the Cash Flow Statement, lease repayments (of both the principal and interest portions) are presented within cash used in financing activities, except for payments for leases of short-term and low-value assets and variable lease payments, which are presented within cash flows from operating activities or cash used in investing activities in accordance with the relevant Group accounting policy.

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2.16 Convertible loan notes

The component parts of convertible loan notes issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial assets for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to the convertible loan note reserve. Where the conversion option remains unexercised at the maturity date of the convertible loan note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible loan notes using the effective interest method.

2.17 Net financing costs

Net financing costs comprise interest payable on borrowings calculated using the effective interest rate method, interest receivable funds invested, foreign exchange gains and losses, and gains and losses on hedging instruments that are recognised in the income statement.

Interest income is recognised in the income statement as it accrues, using the effective interest method. The interest expense component of finance lease payment is recognised in the income statement using the effective interest rate method.

2.18 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The chief operating decision maker, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive Board of Directors.

3 Critical accounting estimates and judgments

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of investments (see Note 14)

The Company assess at each reporting date whether there is any objective evidence that investments in subsidiaries are impaired. To determine whether there is objective evidence of impairment, a considerable amount of estimation is required in assessing the ultimate

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realisation of these investments, including valuation, creditworthiness and future cashflows which are calculated from the Life of Mine (LOM) calculations. For the 2023 reporting period, the recoverable amount of the cash-generating unit (the Kilimapesa Mine) was determined based on value-in use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a 3 year mine plan which shows a free cashflow of £5.2m from 2024 to 2027. The value of the investment in KPG has been written down to reflect this value as at 31 December 2023.

The following table sets out the key assumptions that were used in this impairment in 2023:

Assumption		Approach used to determining values
Gold price	\$2,000/oz	Gold price at end of 2023 was \$2,078/oz
Production volume	12,264 oz average per year	Generated from the Mine Plan
Discount rate	8%	
Royalty rate	7%	Based on % government rate and 2% Moyoi Group
Capital expenditure	\$7.5m	Generated from the Mine Plan

As at the 2024 year end the Directors assessed that there were no further indicators of impairment as the Gold price stands at a higher level of c\$3,000/oz. Therefore, no further impairment was charged in the year (2023: impairment charge of £10.3m).

No growth rates have been used in the LOM for either an increase of operating costs or an increase in revenue as management are of the opinion that they would have a negating effect when matched against each other.

Recoverable value of mining assets (see Note 16)

Costs capitalised in respect of the Group's mining assets are required to be assessed for impairment under the provisions of IAS 36. Such an estimate requires the Group to exercise judgement in respect of the indicators of impairment and also in respect of inputs used in the models which are used to support the carrying value of the assets. Such inputs include estimates of gold reserves (see www.caracalgold.com), production profiles, gold price, capital expenditure, inflation rates, and pre-tax discount rates that reflect current market assessments of (a) the time value of money; and (b) the risks specific to the asset for which the future cash flow estimates have not been adjusted. These assumptions have been set out in the note above and are consistent with those used for Life of Mine model mentioned above. The Directors concluded that there was no impairment as at 30 June 2023 or 30 June 2024.

Rehabilitation and environmental "decommissioning" provision (see Note 23)

The Group's activities are subject to various laws and regulations governing the protection of the environment. The Group recognises management's best estimate of the asset decommissioning costs in the period in which they are incurred. Such estimates of costs include pre-tax discount rates that reflect current market assessments of (a) the time value of money; and (b) the risks specific to the asset for which the future cash flow estimates have not been adjusted. Actual costs incurred in future periods could differ materially from the estimates.

Additionally, future changes to environmental laws and regulations, life of mining assets, estimates and discount rates could affect the carrying amount of this provision. Further details about the estimates involved are set out in note 23.

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Valuation of inventory (see Note 17)

As at 30 June 2024, inventory has been valued at £246,000. This includes slow moving inventory but due to its nature and its expected use or sale, the Directors do not believe that any impairment of this balance is necessary at year end.

3b. Prior Year Restatement and Correction of material error in identification of Right of Use Assets

During the year, it was discovered that the subsidiary had not been identifying leases correctly as right of use assets under IFRS 16. The error resulted in a material misstatement of assets and liabilities on the balance sheet in the prior year. The effects on the profit and loss were also restated. There was no net changes to cashflows and therefore the cashflow statement has not been restated. The error has been corrected by restating each of the affected financial line items for the prior periods as follows:

Balance Sheet (extract)	As previously stated 30 June 2023 £'000	Increase/ (Decrease) £'000	As restated 30 June 2023 £'000
Recognition of Right of Use Assets in prior years	675	(675)	-
Recognition of accumulated depreciation of Right of Use Assets in prior years	(230)	230	-
	<u>445</u>	<u>(445)</u>	-
Recognition of lease liabilities for years prior to 2022	(544)	544	-
Net liabilities	(16,417)	99	(16,318)
Retained earnings	(30,437)	114	(30,323)
Total equity	(7,252)	114	(7,138)

Statement of Profit or Loss (extract)	As previously stated 30 June 2023 £'000	Increase/ (Decrease) £'000	As restated 30 June 2023 £'000
Loss for the period attributable to equity owners	(5,219)	13	(5,206)
Other comprehensive income for the period	(1,381)	(15)	(1,396)
Total comprehensive loss for the period	(6,600)	(2)	(6,602)

The correction further affected some of the amounts disclosed in the notes to the accounts as interest payable on leases was decreased by £66,000, operating lease costs were increased by £116,000 and depreciation was decreased by £65,000. Due to materiality this simplified adjustment was considered sufficient by the Group.

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4. Financial risk management

The Group's activities may expose it to certain financial risks. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

a) Liquidity risk

Liquidity risk arises from the possibility that the Group and its subsidiaries might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. In addition to equity funding, additional borrowings have been secured to finance operations. The Group manages this risk by monitoring its financial resources and carefully plans its expenditure programmes. Financial liabilities of the Group comprise trade payables which mature in less than six months, convertible loan notes as referenced in note 20 and deferred consideration that is payable in shares.

Maturity analysis of trade and other payables	Due within 30 days	Due within 31-90 days	Due within 91-365 days	Total
	£'000	£'000		
Trade payables	1,008	9	2,651	3,667
Accruals and other payables	1,218	554	2,650	4,422
	<u>2,226</u>	<u>563</u>	<u>5,301</u>	<u>9,589</u>

As at 30 June 2024, the Group also held several loan facilities which have upcoming or overdue repayment obligations. These are set out in note 21 along with the payment terms. Several lenders have the right to demand immediate repayment of these outstanding balances. The Group has entered discussions with lenders regarding an extension or restructuring of outstanding debt and it should be noted that as the Group has not yet refinanced or repaid these loans it is currently in breach of its repayment terms.

As a result of these overdue amounts and the absence of formal waivers in place at the reporting date, the entire balances of the above loans and facilities have been classified as current liabilities.

The Group is actively engaging with all lenders and expects to reach revised repayment terms or refinancing agreements during the 2025 financial year. The Directors are monitoring cash flows closely and are also pursuing alternative sources of funding.

b) Capital risk

The Group's objective when managing capital is to safeguard the entity's ability to continue as a going concern and develop its gold exploration, development and production activities to provide returns for shareholders and benefits for other stakeholders.

The Group's capital structure comprises all the components of equity (all share capital, share premium, retained earnings when earned and other reserves). When considering the future capital requirements of the Group and the potential to fund specific project development via debt, the Directors consider the risk characteristics of the underlying assets in assessing the optimal capital structure.

c) Credit and Default risk

Credit risk is the risk that the Group will suffer a financial loss as a result of another party failing to discharge an obligation and arises from cash and other liquid investments deposited with banks and financial institutions. The Group considers the credit ratings of banks and institutions in which it holds funds to reduce exposure to credit risk.

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The Group considers default to occur when a financial asset is over 90 days past due or when there is evidence of the debtor's inability to meet obligations. However, default risk is considered negligible as gold sales are prepaid by a third party prior to delivery, ensuring collection in advance.

The Group considers that it is not exposed to major concentrations of credit or default risk.

Credit-Impaired Financial Assets and Write-Off Policy

All intragroup debt balances have been fully impaired in current periods. As a result, no further credit impairment or expected credit loss provisioning is required at the reporting date.

The currency profile of the Group's cash and cash equivalents is as follows:

	30 June 2024	30 June 2023
Cash and cash equivalents	£'000	£'000
GBP	-	-
Kenyan Shillings	45	62
USD	193	1
	<u>238</u>	<u>63</u>

On the assumption that all other variables were held constant, and in respect of the Group's cash position, the potential impact of an increase in the GBP: USD foreign exchange rate would not have a material impact on the Group's cash position and as such is not disclosed. See note 19 for details on the credit ratings of the banks in which this cash and cash equivalents is held.

d) Fair value hierarchy

All the financial assets and financial liabilities recognised in the financial statements which are short-term in nature are shown at the carrying value which also approximates the fair values of those financial instruments. Therefore, no separate disclosure for fair value hierarchy is required.

e) Market risk

Market risk arises from the Group's use of interest bearing and foreign currency financial instruments. It is the risk that future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), and foreign exchange rates (currency risk). A portion of the loans held at year end have a fixed interest rate and are denominated in US Dollars and therefore a risk exists that repayment may be higher than provided for if the foreign exchange rate significantly changes. This is mitigated by the underlying assets which are also denominated in US Dollar (i.e. the gold reserves).

A 10% movement in the strength of the US Dollar against Pound Sterling would increase the repayment by £470,000 (2023: £208,000). There would be a reduced repayment of the same amount if the US Dollar weakened.

f) Price risk

Price risk arises from the exposure to equity securities arising from investments held by the Group. No such investments are held by the Group and therefore no risk has been identified.

g) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Pound sterling, US Dollar and

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Kenyan Shilling. Foreign exchange risk arises from recognised monetary assets and liabilities, where they may be denominated in a currency that is not the Group's functional currency. One significant risk in Kenya in prior year is a US Dollar risk as the loans to KPG are denominated in US Dollars. However, this risk has been reduced in the current year as the loans have been converted to a capital contribution and therefore will not be repaid. The Directors consider that, for the time being, no hedging or other arrangements are necessary to mitigate this risk.

h) Categories of financial instruments

In terms of financial instruments, these solely comprise of those measured at amortised costs and are as follows:

	Group		Company	
	30 June 2024 £'000	30 June 2023 £'000	30 June 2024 £'000	30 June 2023 £'000
Trade and other payables	4,784	3,170	875	709
Cash and cash equivalents at amortised cost	238	63	2	1
Trade and other receivables	709	588	16	505
	947	651	18	506

5. Reverse acquisition

On 31 August 2021, the Company acquired the entire share capital of MGIL and thus a 100% indirect interest in Kilimapesa Gold Pty Ltd (KPGL), whose principal activity is an established gold mine and gold processing operation in Kenya. This transaction was accounted for as a reverse acquisition. Details of which can be found in the 2022 accounts which are on the Company's website or can be obtained from Companies House.

6. Segment reporting

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of directors. The Directors are of the opinion that the business of the Group focused on three reportable segments as follows:

- Head office, corporate and administrative, including parent company activities of raising finance and seeking new investment opportunities, all based in the UK and;
- Gold mining operations, all based in Kenya
- Exploration based in Tanzania.

The geographical information is the same as the operational segmental information shown below.

12 month period ending 30 June 2024	United Kingdom £'000	Kenya £'000	Tanzania £'000	£'000
Revenue	-	852	-	852
Cost of sales	-	(2,217)	-	(2,217)
Gross Profit	-	(1,365)	-	(1,365)

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Operating expenses	(2,007)	(1,087)	(107)	(3,201)
Operating Loss	(2,007)	(2,452)	(107)	(4,566)
Other income	-	13	-	13
Net finance costs	(1,687)	(43)	-	(1,730)
Foreign exchange	52	(40)	(4)	8
Loss before and after tax	(3,642)	(2,522)	(111)	(6,275)
Net Assets				
Assets	266	5,674	2,407	8,437
Liabilities	(13,636)	(5,985)	(701)	(20,322)
Net assets (liabilities)	(13,370)	(311)	1,706	(11,975)

(not restated) 12 month period ending 30 June 2023	United Kingdom £'000	Kenya £'000	Tanzania £'000	£'000
Revenue	-	4,233	-	4,233
Cost of sales	-	(5,508)	-	(5,508)
Gross Profit	-	(1,275)	-	(1,275)
Operating expenses	(2,536)	(1,689)	(152)	(4,377)
Operating Loss	(2,536)	(2,964)	(152)	(5,652)
Other income	1,960	10	-	1,970
Net finance costs	(1,393)	(169)	-	(1,562)
Foreign exchange	(140)	175	(10)	25
Loss before and after tax	(2,109)	(2,948)	(162)	(5,219)
Net Assets				
Assets	604	6,166	2,395	9,165
Liabilities	(10,440)	(5,364)	(613)	(16,417)
Net assets (liabilities)	(9,836)	802	1,782	(7,252)

Major customers: revenue in the current and prior year is split between customers in Kenya and Dubai.

7. Revenue

	Year ended 30 June 2024	Year ended 30 June 2023
	£'000	£'000
Sales of precious metals	852	4,233
Total revenue	852	4,233

8. Expenditure by nature

	Year ended 30 June 2024	Year ended 30 June 2023
	£'000	£'000
Wages and salaries (inc. Directors Fees)	1,062	2,999
Depreciation, depletion and amortisation	484	849
Legal and professional fees	1,335	1,621

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During the year the Group obtained the following services from their auditors:

	Year ended 30 June 2024 £'000	Year ended 30 June 2023 £'000
Fees payable to the Group's auditors for the audit of the Company and Group	100	190
Fees payable to the auditors of the subsidiary KPG in current year	45	-
Fees payable to the Group's auditors for the overrun of the prior year audit	74	62
	219	252

9. Directors and employees

The average monthly number of persons employed by the Group, including Executive Directors, was:

	Year ended 30 June 2024 £'000	Year ended 30 June 2023 £'000
Management	8	20
Operations	88	329
Administration	52	47
	148	396

Remuneration in respect of these Directors and Employees was:

	Year ended 30 June 2024 £'000	Year ended 30 June 2023 £'000
Wages and salaries	660	2,046
Pensions (National Social Security Fund)	4	49
Other employment costs	-	19
Directors' remuneration	398	885
	1,062	2,999

Wages and salaries include amounts that are capitalised of £nil (2023: £239,000) as development and production assets and the remainder are included in cost of sales and administration expenses.

Directors' remuneration is disclosed in the Remuneration Report of these consolidated financial statements.

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10. Other income

	Year ended 30 June 2024 £'000	Year ended 30 June 2023 £'000
Miscellaneous income	13	10
Release of contingent consideration due within one year (see note 20)	-	1,426
Release of contingent consideration due after one year (see note 23)	-	534
	13	1,970

11. Finance costs

	Year ended 30 June 2024 £'000	(Restated) Year ended 30 June 2023 £'000
Interest on loans	1,730	470
Share-based payments	-	992
Unwinding of discount on provisions (see note 23)	-	34
	1,730	1,496

In prior year the share-based payments include warrants issued as part of the financing received in the year (£555,000 for the warrants - see note 25 and commission costs of £42,000). It also includes £395,000 which is the cost of the additional fair value of the shares that were transferred to the owners of the Mill End loan for the delayed repayment of this loan. (See note 21).

12. Taxation

No charge to taxation arises due to the losses incurred.

GROUP

	Year ended 30 June 2024 £'000	Year ended 30 June 2023 £'000
Loss on ordinary activities before taxation	(6,275)	(5,219)
Tax at the applicable rate of 26.7% (2023: 24.5%)	(1,675)	(1,279)
Disallowed expenses	1,093	14,213
Losses for which no deferred tax is recognised	(5,182)	(7,972)
Total tax charge	-	-

The weighted average applicable tax rate of 26.7% (2023: 25.4%) used is a combination of the 25% standard rate of corporation tax in the UK and 30% Kenyan corporation tax.

The Group has total tax losses of £25m to carry forward against future profits. There are approximately £10m of UK tax losses brought forward and £15m Kenyan tax losses brought forward.

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No deferred tax asset on losses carried forward has been recognised on the grounds of uncertainty as to when profits will be generated against which to relieve said amount.

13. Earnings per share

Basic and diluted loss per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

	Year ended 30 June 2024	(Restated) Year ended 30 June 2023
Loss for the period	£6,275,000	£5,206,000
Weighted average number of shares in issue	2,253,083,157	1,885,837,040
Basic and Diluted loss per share (pence)	(0.28p)	(0.28p)

There is no difference between the diluted loss per share and the basic loss per share presented. Warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the period presented due to the Group being in a loss position.

14. Investment in subsidiaries

COMPANY	£'000
Cost and net book value	
At 1 January 2020, 2021	-
Additions in the period	9,537
At 30 June 2022	9,537
Movement in the year	(2,498)
At 30 June 2023	7,039
Movement in year	1,258
At 30 June 2024	8,297
	£'000
Investment in KPGL	
Initial investment	7,690
Loan reclassified to capital contributions (note 18)	7,802
Impairment on investment	(10,300)
Investment in KPGL at end of year 2023	5,192
Capital contributions in the year	1,258
	6,450
Investment in Tyacks	
Initial investment in subsidiary	1,847
Total Investments in subsidiaries at year end	8,297

In prior year, the loan between the Company and its subsidiary KPG of £7.8m was converted to a capital contribution at year end resulting in an increase in the cost of investment in KPG. The impairment charge of £10.3m arose from difference between the cost of investment and the value-in use calculation of this CGU (see note 3).

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On 23 May 2022, the Company entered into a Sales and Purchase Agreement with Tyacks Gold Limited, a gold mining and exploration company, to acquire the entire share capital of said company (66.7% to the Company and 33.3% to MGIL). As consideration for the transaction, the Purchase price was agreed to be a total of £1.2m (\$1.5m) cash which was agreed to be paid in three tranches and the seller was also granted a 0.5% net smelter royalty (included as a contingent consideration of £619,000) in prior year accounts.

On 23 June 2023, the Company entered into a Settlement Agreement with the prior owners of Tyacks for full and final settlement of the purchase price which included both the outstanding debt of £482,000 and this net smelter royalty. This entire liability (outstanding debt and contingent consideration) was extinguished through the issue of 133,333,334 new ordinary shares with a fair value of the share price on the day of issue of £0.00425. This resulted in a gain of £534,000 which has been recognised in the current year in other income. The purchase price was not affected by this settlement as the measurement period had expired.

No impairment of the cost of investment in Tyacks was considered necessary as the value of the underlying assets was higher than this cost of investment (see note 15).

The details for the acquisition accounting for the purchase of Tyacks can be found in the prior year Group financial statements.

Information about the composition of the Group at the end of the reporting period is as follows:

Name	Principal activity	Place of incorporation and operation	% owned subsidiary	Capital and Reserves	Net Loss
Kilimapesa Gold Pty Ltd ("KPGL")	Precious metals production	Kenya	100*	(£5,677,000)	(£2,483,000)
Tyacks Gold Limited ("Tyacks")	Exploration and Mining	Tanzania	100**	(£14,000)	(£111,000)
Caracal Holdings Ltd ("CHL"), formerly Mayflower Gold Investments Ltd ("MGIL")	Precious metals production	England and Wales	75***	£nil	(£7,000)
Caracal Investments Ltd	Holding company	Mauritius	100	(£12,000)	(£25,000)

*held indirectly through Caracal Holdings Ltd

**held 66.7% through the Company and 33.3% to Caracal Holdings Limited

***Shares were Issued to Cynergy as part of a binding Heads of Terms agreement to provide further funding to the Group.

On 31st August 2021, the Company acquired the entire share capital of KPGL. Further details regarding this reverse acquisition and its accounting can be found in the prior year Group financial statements.

The registered office of KPGL is L.R. No.209/8342/3, First Ngong Avenue, PO Box 7478, Nairobi, Kenya.

CHL was incorporated on 9th December 2020 and its registered office is 165 Fleet Street, London, UK, EC4A 2DY. On 16th August 2022, the company changed its name to Caracal Holdings Limited (CHL). In accordance with section 479A of the Companies Act 2006, CHL is exempt from the audit of its accounts as its financial information is fully consolidated within the audited accounts of the parent company. Its registered number is 13072031.

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The registered office of Caracal Investments is c/o Dale International Trust Company Limited, 3rd Floor Tower A, 1 Cybercity, Ebene 72201, Mauritius.

The registered office of Tyacks is 10 Chato Street, Regent Estate, PO Box 9020, Dar es Salaam, Tanzania.

15. Intangible assets

GROUP	Total £'000
Cost	
Balance as at 31 December 2020	-
Acquisition of Tyacks (see note 14)	2,392
Balance as at 30 June 2022	2,392
Additions	682
Balance as at 30 June 2023	3,074
Foreign exchange movement	(55)
Balance as at 30 June 2024	3,019

In accordance with IFRS 6, the Directors undertook an assessment of the following areas and circumstances which could indicate the existence of impairment:

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

After careful consideration, the Directors concluded that no impairment was indicated in the current year.

16. Property, plant and equipment

COMPANY	Plant and equipment £'000	Total £'000
Cost		
Balance as at 30 June 2023	330	330
Additions	-	-
Balance as at 30 June 2024	330	330
Depreciation		
Balance as at 30 June 2023	60	60
Charge for the year	33	33
Balance as at 30 June 2024	93	93
Carrying value		
Balance as at 30 June 2023	270	270
Balance as at 30 June 2024	237	237

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Group

In assessing the carrying amounts of its mining assets (shown below), the Directors have used an expansion of the mining capacity up to 24,000 oz of gold per annum in the next year. Gold revenues have been estimated over the life of mine period at a management estimate of \$2,000 per oz. A discount rate of 8% has been utilised to give a net present value of the existing mine. No impairment has been indicated.

Details of land

Freehold land to the extent of 11,736 Ha, situated in Lolgorian, Transmara West, Narok County, held under Title Deed Nr TRANSMARA/MOYOI/2366, Registry Map Sheet No. 19, in the Transmara District Land Registry. Purchased on 4 May 2015 for £230,216.

Pledged as security

Field vehicle additions in the prior period were acquired through a bank lease agreement which is secured on these assets.

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Property, plant and equipment (continued)

GROUP	Land	Buildings	Mining assets	Plant and equipment	Field Production vehicles	Office & Lab equipment	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Cost							
Balance as at 30 June 2023	197	125	2,403	3,478	118	644	7,136
Change in decommissioning asset	-	-	(227)	-	-	-	(227)
Additions	-	-	-	-	-	5	5
FX effect	18	12	189	292	11	38	619
Balance as at 30 June 2024	215	137	2,365	3,770	129	703	7,533
Accumulated depreciation							
Balance as at 30 June 2023	-	43	179	1,971	24	362	2,607
Depreciation charge	-	6	5	334	38	79	484
FX effect	-	8	17	218	8	45	307
Balance as at 30 June 2024	-	57	201	2,523	70	486	3,398
Carrying value							
Balance as at 30 June 2023	197	82	2,224	1,507	94	282	4,529
Balance as at 30 June 2024	215	80	2,164	1,247	59	217	4,135

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Property, plant and equipment (continued)

GROUP	Land	Buildings	Mining assets	Plant and equipment	Field vehicles	Production vehicles	Office & Lab equipment	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Cost								
Balance as at 30 June 2022 (as restated)	243	122	3,302	4,070	96	304	39	8,176
Change in Decommissioning asset	-	-	(326)	-	-	-	-	(326)
Additions	-	31	8	136	47	463	163	848
FX effect	(46)	(28)	(581)	(728)	(25)	(123)	(31)	(1,562)
Balance as at 30 June 2023	197	125	2,403	3,478	118	644	171	7,136
Accumulated depreciation								
Balance as at 30 June 2022 (as restated)	-	46	225	1,994	-	287	13	2,565
Depreciation charge	-	7	(5)	402	28	150	20	602
FX effect	-	(10)	(41)	(425)	(4)	(75)	(5)	(560)
Balance as at 30 June 2023	-	43	179	1,971	24	362	28	2,607
Carrying value								
Balance as at 30 June 2022 (as restated)	243	76	3,077	2,076	96	17	26	5,611
Balance as at 30 June 2023	197	82	2,224	1,507	94	282	143	4,529

17. Inventories

GROUP	30 June 2024 £'000	30 June 2023 £'000
Consumable stores	68	85
Raw materials and broken ore	178	334
Precious metal on hand and in process	-	47
	246	466

Inventories recognised as an expense within cost of sales in the year £169,000.

18. Trade and other receivables

	Group		Company	
	30 June 2024 £'000	30 June 2023 £'000	30 June 2024 £'000	30 June 2023 £'000
Trade debtors	4	-	-	-
VAT receivables	111	384	11	171
Amounts due from Group undertakings	537	-	-	179
Other receivables and prepayments	57	204	5	155
	709	588	16	505

In the opinion of the Directors, the carrying amount of trade and other receivables approximate their fair value.

£133,000 (2023: £252,000) of the Group's trade and other receivables are denominated in Kenyan Shilling. And the remainder is in Pounds Sterling. All of the above amounts are due within one year.

The ageing of the debt is all less than one year.

A decision was taken by the Board to reclassify the loans due from KPG to the Company into Investments (capital contributions) due to the underlying nature of this loan, as the Directors have waived the expectation that this debt will be repaid in the short term. The Board now view this loan as a long term investment rather than non-interest bearing loans, repayable on demand. The subsidiary agree with both the commercial and accounting treatment in relation to this debt are in the process of issuing preference shares to the Company to replace the intercompany loan.

19. Cash and cash equivalents

	Group		Company	
	30 June 2024 £'000	30 June 2023 £'000	30 June 2024 £'000	30 June 2023 £'000
Cash and cash equivalents	238	63	2	1
	238	63	2	1

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Cash and cash equivalents consist of balances in "Absa", a South African registered bank, with a Fitch rating of BB-, and 'Equals Money', an international, domestic and card payment platform. Equals Group Plc is AIM-listed on the London Stock Exchange and is regulated and monitored by the Financial Conduct Authority.

20. Trade and other payables

	Group		Company	
	30 June 2024 £'000	30 June 2023 £'000	30 June 2024 £'000	30 June 2023 £'000
Trade creditors**	3,562	3,145	868	685
Other payables and accruals*	2,777	2,405	1,267	870
Taxes and social security	1,117	24	7	24
Amounts due to related parties	633	535	545	535
Deferred consideration	1,500	1,500	1,500	1,500
	9,589	7,609	4,187	3,614

*The other payables and accruals includes as at 30 June 2024 Director's salaries and fees of £752,000 (2023: £612,000). These are repayable on demand and have no interest payable on them.

**Trade creditors includes an amount of £100,000 due to Robbie McCrae for payments made on behalf of KPG. This is repayable on demand and carries an interest rate of 10% above the Bank of England base rate.

In the opinion of the Directors the carrying amounts of trade and other payables approximate to their fair value.

In prior year, on 12 May 2023, the Company renegotiated the terms of the repayment of the Mill End facility. Mill End also exercised the pledge, which had been entered into by the Directors Robbie McCrae and Gerard Kisbey-Green, as part of this financing transaction, and thus through the Directors, was issued a total of 153,800,000 Ordinary Shares in the Company. The Company has agreed to issue the Directors this same number of shares as part of the Prospectus that is expected to complete after the publication of this report and accounts. This amount has been recognised as a Finance Cost in the current year as it is associated with the loan and the liability of £535,000 is included in other creditors as 'amounts due to related parties'. The increase in the current year of £98,000 represents the commission of £10,000 and loan of £88,000 (\$100,000) due to the Director Robbie McCrae (see note 29).

These shares were initially measured at the fair value of the equity instrument issued. On the dates of the pledging of these shares the fair value is measured at the share price, as there is a Level 1 – observable fair value for the shares. Any difference between the carrying amount of this financial liability when it is extinguished and the consideration paid, will be recognised in profit or loss and separately disclosed.

	Number of shares pledged	Date of pledge	Observable share price	Fair value
Robbie McCrae	98,500,000	18 April 2023	£0.00375	£369,375
Gerard Kisbey-Green	55,300,000	3 February 2023	£0.003	£165,900
	153,800,000			£535,275

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The deferred consideration of £1.5m is due to Mayflower Capital as part of the consideration due for the acquisition of KPGL. This is due to be paid in shares on approval of the Prospectus by the FCA and the subsequent ability and authority of the Company to issue these shares.

21. Borrowings

Interest Bearing:

	Group		Company	
	30 June 2024	30 June 2023	30 June 2024	30 June 2023
	£'000	£'000	£'000	£'000
Non-current liabilities				
Bank borrowings	165	241	-	-
	165	241	-	-
Current liabilities				
Bank borrowings	86	189	-	-
Loan notes and borrowings	9,371	6,532	9,371	6,533
	9,457	6,721	9,371	6,533

Loan Notes and Borrowings

	Initial borrowing	Amount in accounts including interest due	Interest rate per annum	Repayment date
ORCA CLN £	£2,000,000	£2,367,000	8%	None*
Koenig CLN	£2,000,000	£2,312,000	8%	None*
Orca CLN \$	\$1,000,000	£875,000	8%	None*
Deepad Limited	\$113,000	£153,000	50%	On demand
Mill End Loan	\$1,423,258	£1,796,000	5% per month	See below
Koenig Finance	\$1,400,000	£1,656,000	See below	See below
CCS Alpha	\$250,000	£212,000	3% per month	See below
		£9,371,000		

*These CLN's will convert to shares on the approval of the Prospectus

On 19 January 2024 the Company entered into a loan agreement for US\$250,000 (the "Loan") with CCS Alpha Global Pte Ltd for a period of 12 months. The Loan is secured by a debenture against Caracal Gold Plc and it is also secured by a personal guarantee from the Company's CEO for 50% of the principal amount. Mr. McCrae will receive a payment from the Company amounting to 10% of the amount secured by his personal guarantee.

The personal guarantee given by Robbie McCrae including the associated payment he shall receive in compensation is a related party transaction. The Board of Directors of the Company which were not involved in the related party transaction considered the terms of the transaction fair and reasonable in so far as the shareholders are concerned. In addition, as part of the transaction the parent company of the Lender shall receive 13,000,000 new Ordinary Shares of £0.001 in the Company ("Fee Shares"). The admission of the Fee Shares to trading is conditional upon approval of a prospectus by the Financial Conduct Authority.

On 6 November 2023, the Company entered into a US \$1,400,000 Financing Agreement with Koenig Vermögensverwal Tungsgesellschaft. The Company shall make monthly payments and each monthly payment shall be calculated as the higher of US \$50,000 and 50% of free cash flow of the Company. The total repayment has been agreed as follows: (i) \$1,750,000 if settled on or before 30 June 2024; (ii) \$2,100,000 if settled on or before 31 December 2024; (iii) \$2,450,000 if settled on or before 30 June 2025; and (iv) \$2,800,000 if settled on or before

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31 December 2025. As at year-end, no interest or principal had been paid. Due to non-payment, the lender has the right under the facility agreement to demand immediate repayment of the outstanding balance. Therefore this loan has been classified under short term borrowings.

On 15 March 2022, the Company drew up a Subscription Document with ORCA Capital GmbH ("ORCA"), a company incorporated and registered in Germany, for £2 million. During the year, it came to light that the Company would not be able to issue these shares without the completion of a Prospectus. Therefore, the documentation was reproduced as a Convertible Loan Note Instrument ("CLN") with an interest rate of 8% per annum. The conversion price being agreed as £0.06 per Ordinary share, save that where the price per ordinary share falls below £0.06, the conversion price shall be 90% of the 10-day VWAP of an ordinary share. 167 million warrants were also issued to ORCA, at an exercise price of £0.0085 and are exercisable for 2 years from the date of grant. All outstanding notes together with accrued interest shall convert automatically into fully paid Ordinary shares at the Conversion Price on approval of the Prospectus by the FCA and subsequent ability and authority of the Company to issue shares. The balance of £2m has been reclassified from 'trade and other payables' in the prior period to 'short term loan and borrowings – interest bearing' in the current period to reflect this amended documentation.

On 18 July 2022, the Company entered into a CLN Instrument with Koenig Vermögensverwaltungsgesellschaft MBH ("Koenig"), a company incorporated and registered in Germany, for £2 million at an interest rate of 8% per annum. The conversion price being agreed as £0.06 per Ordinary share, save that where the price per ordinary share falls below £0.06, the conversion price shall be 90% of the 10 day VWAP price of an ordinary share. 167m warrants were also issued to Koenig, at an exercise price of £0.0085 and are exercisable for 2 years from the date of grant. All outstanding notes together with accrued interest shall convert automatically into fully paid Ordinary shares at the Conversion Price on approval of the Prospectus by the FCA and subsequent ability and authority of the Company to issue shares.

On 8 February 2023, the Company entered into a further CLN facility with ORCA for up to \$5m. The first tranche of \$1m (£836,453) of loan notes was immediately drawn down with an interest rate of 8%. The loan notes are convertible into ordinary shares at a price of 90% of the 10-day VWAP of an ordinary share prior to the business day, on which the noteholder serves the conversion notice on the Company following approval of the Prospectus by the FCA and subsequent ability and authority of the Company to issue shares. 137 million warrants were also issued to ORCA, at an exercise price of £0.0085 and are exercisable for 2 years from the date of grant.

The Company's obligations in respect of all the Loan Notes held by ORCA have been secured by a share pledge granted by the Company's subsidiary Caracal Holdings Ltd over KGPL, the 100%-owned Kenyan operating subsidiary of Caracal Holdings (the "Security"). The Security will be released upon the approval of the Prospectus by the FCA.

The above CLN liabilities have not been discounted due to the short timeframe (i.e. they are all due within one year) and have been presented in the Balance Sheet at their face value (including interest payable). Fair value is not considered to be materially different from the carrying value since the borrowings are of a short term nature.

The Company also entered into a loan with Deepad Limited for \$113,000 which is repayable on demand with an interest rate of 50% per annum.

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Mill End Convertible Loan Note

On 21 June 2022, the Company entered into a Loan Note Instrument with Mill End Capital Limited (the "Noteholder") for a total of £1.25m (\$1.5m). This was drawn down in its entirety on 27 June 2022. The total creditor recorded in the prior year accounts is £1.7m which is made up of £1.25m principal and £407,000 accrued interest.

On 12 May 2023, the Company renegotiated the terms of the repayment of the facility and paid down a further \$300,000 before year end and \$100,000 post year end. Mill End also exercised the pledge, which had been entered into by the Directors Robbie McCrae and Gerard Kisbey-Green, as part of this financing transaction, and thus through the Directors, was issued a total of 153,800,000 Ordinary Shares in the Company. (See note 20)

The Company will repay the remainder of the Mill End financing as follows:

The Company paying US\$600,000 by no later than five days after Placing Shares ("Placing Shares") are admitted to trading on the London Stock Exchange Main Market pursuant to the prospectus currently being prepared by the Company being published; and

The Company paying US\$823,258 in cash or failing the ability to make the payment in cash by the issue of Ordinary Shares ("Ordinary Shares") in the company at the issue price of the lower of: 0.035 pence; the issue price of the Placing Shares or (if lower) of any other Ordinary Shares issued by the Company following the date of this announcement, as is equal to US\$823,258.

22. Deferred tax liabilities

Group	£'000
Brought forward as at 1 July 2023	552
Carried forward as at 30 June 2024	552

The deferred tax liability has arisen following the acquisition of Tyacks in the which has been accounted for as asset acquisition. A deferred tax liability has been recognised on the Fair Value uplift of the assets acquired, which has been calculated at a rate of 30% of the uplift of asset value being the applicable Tanzanian tax rate.

23. Provisions and contingent liabilities

Group	£'000
<i>Provision for rehabilitation and environmental provision</i>	
Brought forward as at 1 July 2022	1,370
Change in estimation of provision	(326)
Foreign exchange movement	(328)
Unwinding of discount	34
Brought forward as at 30 June 2023	750
Change in estimation of provision	(191)
Carried forward as at 30 June 2024	559

The above relates to site restoration for open pit operations at Kilimapesa Gold (PTY) Limited. The fair value of the above provision is measured based on expected future cashflows using a discount factor. The yields of Kenyan sovereign bonds with a maturity

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profile commensurate with the anticipated rehabilitation schedules have been used to determine discount factors applied to anticipated future rehabilitation costs. The provision represents the net present value of the best estimate of the expenditure required to settle the obligation to rehabilitate environmental disturbances caused by mining operations. The liability is re-estimated yearly.

Rehabilitation and environmental provisions are based on management estimates of work and the judgement of the directors. By its nature, the detailed scope of work required, and timing of such work is uncertain. The provision has been adjusted for in the current year to take account of the movements in the discount and inflation rates used in the calculation. In the opinion of the Directors the carrying amounts of the provision for decommissioning cost approximate their fair value.

The principal assumptions used are as follows:

	2024	2023
Discount rate	17.8%	15.7%
Inflation rate	5%	7%
Life of licence (years)	10	11
Abandonment date	Year 2032	Year 2032
Licence expiry date	Year 2032	Year 2032

24. Share capital and premium

Group	Ordinary Shares (number)	Share Capital £'000	Share Premium £'000	Total £'000
As at 30 June 2022	1,878,978,592	1,879	14,306	16,185
	(2)			
Issue of shares for Tyacks settlement	133,333,334	133	433	566
Issue of shares on 21 June 2023	117,000,000	117	234	351
Cost of share issue	-	-	(80)	(80)
As at 30 June 2023	2,129,311,924	2,129	14,893	17,022
Issue of shares on 26 July 2023	3,350,000	3	7	10
Issue of shares on 26 September 2023	30,916,667	31	62	93
Issue of shares on 22 January 2024	46,666,667	47	93	140
Issue of shares on 30 January 2024	13,000,000	13	-	13
Issue of shares on 22 March 2024	260,000,000	260	520	780
Cost of share issues	-	-	(60)	(60)
As at 30 June 2024	2,483,245,258	2,483	15,515	17,998

The issue of shares on 26 July 2023 was in lieu of cash payment to a creditor for £10,000.

On 26 September 2023, the Company raised £92,750 by way of Subscription, through the issue of 30,916,667 new Ordinary Shares of £0.001 in the Company at a price of £0.003 per Ordinary Share. The subscribers from the subscription were issued with one warrant for every two new Ordinary Shares subscribed for, with an exercise price of £0.006 per warrant. The warrants will expire 31 December 2024.

On 22 January 2024, the Company raised £140,000 by way of a Subscription, through the issue of 46,666,667 new Ordinary Shares of £0.001 in the Company at a price of £0.003

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per Subscription Share. The subscribers from the Subscription were issued with one warrant for every new Subscription Share subscribed for, with an exercise price of £0.0042 per warrant. The warrants will expire in three years from issue.

The issue of shares on 30 January 2024 was in lieu of cash payment to a creditor for £13,000.

On 22 March 2024, the Company raised £780,000 by way of a Subscription, through the issue of 260,000,000 new Ordinary Shares of £0.001 in the Company at a price of £0.003 per Subscription Share. The funds of the subscription have been paid in five equal instalments of £156,000 each.

The subscribers from the Subscription were issued with one warrant for every new Subscription Share subscribed for, with an exercise price of £0.0042 per warrant. The warrants will expire in three years from Admission of the Subscription Shares to trading.

25. Warrants and share-based payments

The Group has the following warrants outstanding at year end:

Date of Issue	Name/Reason for issue	Number of warrants	Exercise price pence per share	Expiry date
23.06.2022	Mill End Warrants	52,101,062	0.8p	20.06.2025
18.07.2022	Koenig Warrants	166,666,667	0.85p	18.07.2024
21.06.2023	June Placing Warrants	58,500,000	0.6p	31.12.2024
26.09.2023	September Placing Warrants	15,458,333	0.6p	31.12.2024
15.01.2024	January Placing Warrants	46,666,667	0.42p	31.12.2027*
22.03.2024	March Placing Warrants	260,000,000	0.42p	31.12.2027*
		599,392,729		

**this date is approximate as it will be 3 years from Admission of the shares to the London Stock Exchange*

The movement in warrants during the period was as follows:

	Number of warrants	Exercise price (pence)
As at 30 June 2023	443,934,396	0.6p-0.8p
Issued in the period	322,125,000	0.42p-0.6p
Expired in the period	(166,666,667)	0.85p
As at 30 June 2024	599,392,729	

The warrants issued in the year have been determined as equity instruments under IAS 32, and therefore outside the scope of IFRS 2 and as such have been issued at nil cost.

The weighted average exercise price of the warrants outstanding at the year-end is 0.6p (2023: 0.8p). The weighted average life of the warrants outstanding at the year-end is 2.0 years (2023: 1.0 year).

In the prior year, the Orca and Koenig warrants (2022: Mill end warrants) were valued in accordance with IFRS 2, as equity settled share-based payment transactions. £555,000 was

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recognised as the fair value for these warrants and was been charged against finance costs as they directly relate to the services provided by these companies to raise finance.

The fair value was calculated using the Black Scholes model with inputs as detailed below:

	<i>Orca warrants</i>	<i>Koenig warrants</i>	<i>Mill End warrants</i>
Share price	0.93p	0.83p	0.7p
Exercise price	0.85p	0.85p	0.8p
Expected life	2 years	2 years	3 years
Volatility	66%	66%	31%
Risk-Free Interest rate	1.37%	1.99%	1.24%
Expected dividends	-	-	-

Expected volatility has been based on an evaluation of the historical volatility of similar Company's share price in the same industry and listed on the same Exchange. The Company have not used Caracal's historical volatility due to the two extended periods of suspension from trading on the LSE. The fair value has been discounted by 50% to account for the early-stage development of the Company and limited liquidity due to its small capital nature.

26. Contingent liabilities

The Company is a defendant in various legal actions. In the opinion of the directors and after taking appropriate legal advice, the outcome of such actions will not give rise to any significant loss. The significant amount of these actions are with regard to outstanding creditors which have all been accounted for in the report and accounts.

27. Capital commitments

The Group had \$24,000 in annual rent commitments in relation to maintaining licenses in Tanzania in 2023 and a similar amount is expected in 2024.

Ground rent at the Kilimapesa mine is 500,000 KES per year (£2,683) and is due to be paid annually until 2032. The exploration licence at Kilimapesa is 138,284 KES per year (£742) and is due to be paid for a period of two further years. All Royalty commitments are recorded as they fall due in the same accounting period as the revenue it relates to.

28. Ultimate controlling party

The Directors do not consider there to be one ultimate controlling party and the significant shareholders have been disclosed in the Directors' Report.

29. Related party transactions

Transactions with subsidiaries/related parties

	30 June 2024 £'000	30 June 2023 £'000
Amounts due from related parties:		
Kilimapesa Gold	45	45
Tyacks Gold	98	121
Caracal Investments Ltd	25	13
Caracal Holdings Limited	3	-
	<u>171</u>	<u>179</u>

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Transactions with Key Management Personnel

Directors remuneration is set out in the Remuneration Report and note 9 to these accounts.

Gerard Kisbey-Green, a non-exec Director of the Company, and the sole owner of Theseus Enterprises Limited ("Theseus"), acting through Theseus transferred on 3rd February 2023, 55,300,000 Ordinary Shares of 0.1 pence in the Company ("Ordinary Shares"), to Mill End Capital Limited. Mr McCrae, an executive Director of the Company, and the sole owner of Mansa Capital ("Mansa"), acting through Mansa also transferred 98,500,000 Ordinary Shares to Mill End Capital Limited.

The Company has agreed to issue the Directors this same number of shares in 2024 as part of the Prospectus process. This amount has been recognised as a Finance Cost in the prior year as it is associated with the loan and the liability is included in other creditors as a related party. The liability as at 30 June 2024 is recorded as £535,275.

The following Directors received consultancy/commission fees through the following companies:

Directors	Company	2024 Fees Paid £'000	2023 Fees Paid £'000
Stefan Muller	FCM Consulting	47	41
Stefan Muller	DGWA (prior year invoices)	57	-

In addition, the Company has entered into Loan Agreements with Robbie McCrae. The amount and terms of these loans is under discussion. £100,000 has been included in trade creditors as at 30 June 2024.

On 19 January 2024 the Company entered into a loan agreement for US\$250,000 with CSS Alpha Global Pte Ltd. The Loan is also secured by a personal guarantee from the Company's CEO for 50% of the principal amount. Mr. McCrae will receive a payment from the Company amounting to 10% of the amount secured by his personal guarantee.

30. Events after the reporting period

On 1 July 2024, the Company announced that it had received the first tranche of a three phased investment to be made by Cynergy Global Ltd ("Cynergy"), of USD \$500,000. After the second tranche has been received, Cynergy will receive 25% of Caracal Holdings Ltd ("CHL"), a wholly owned subsidiary of Caracal which will own 100% of Kilimapesa Gold Pty Ltd and 99% of Tyacks Gold Ltd.

On 1 October 2024, The Company announced that it had entered into a US \$500,000 Financing Agreement with Koenig Vermoegensverwal MBH. The Company will repay the principal and accrued interest amounting to US \$1m on 31 December 2025.