URU METALS LIMITED:
2023 ANNUAL REPORT

URU METALS LIMITED

2023 ANNUAL REPORT

TABLE OF CONTENTS

Contents

URU Metals Limited
Company Information

Board of Directors	John Zorbas Jay Vieira Kyle Appleby
Registered Office	Intertrust P.O. Box 92 Road Town Tortola British Virgin Islands
Auditor	PKF Antares 602 12 Ave SW, Suite 700, Calgary, AB T2R 1J3
Nominated Advisor and Broker	SP Angel Corporate Finance LLP 35-39 Maddox Street London W1S 2PP

I am pleased to present to our shareholders and stakeholders the consolidated financial statements of the Group for the year ended 31 March 2023.

The Zeb Nickel Sulphide Project located on the Northern Limb of the Bushveld Complex remains the primary focus of URU, through its 74.82% interest in Zeb Nickel Corp. and URU's continuing role as the technical operator of the Project. As the world transitions at an unprecedented pace towards sustainable and low carbon economies, the demand for nickel continues to remain robust due to its high energy density and use in lithium ion batteries. As the pressure on automotive manufacturers to expand their electric vehicle fleets grows due to increasingly stringent tailpipe emission standards, the demand for nickel is increasing due to its use in lithium ion batteries. Furthermore, manufacturers are looking to increase nickel content in these batteries in order to improve battery capacity and ultimately EV range.

Although there is a robust supply of Class 2 nickel coming out of Indonesia, Class 1 nickel from nickel sulphide deposits, such as that found at the Project, remains tight in the near term.

The recent exploration work conducted by Zeb has continued to demonstrate that the Project holds one of the largest undeveloped repositories of nickel globally, and future drilling should demonstrate the continuity of higher grade nickel-PGE mineralization in the footwall of the historical nickel sulphide resource.

Below is a brief summary of work conducted in the period under review.

RECENT WORK

On March 15, 2022, Zeb completed Phase 2 of exploration drilling on the Zeb Project and has successfully intersected what is believed to be Critical Zone lithologies in all drillholes containing Ni-Cu-PGE mineralization. The style of mineralization is similar to that found within the Critical Zone of the Bushveld Complex.

The Critical Zone of the Bushveld Complex is the geological horizon that hosts Platreef-style mineralization in the Northern Limb, which is the mineralized zone currently being mined at Anglo American Platinum's flagship Mogalakwena Mine, and Ivanhoe Mines Platreef Mine (average depth of 800 m). The location of the Project in relation to Mogalakwena Mine and Platreef Mine is shown in Figure 1 below.

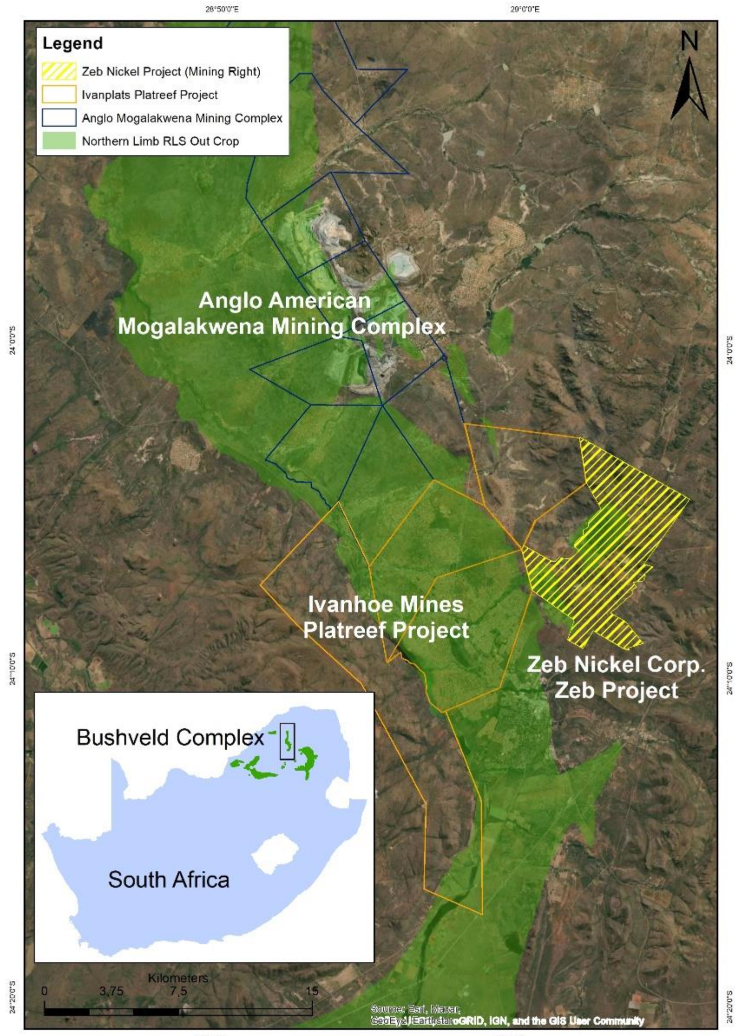


Figure 1: Location of the Zeb Project in relation to Anglo American Platinum's Mogalakwena Mining Complex and Ivanhoe Mine's Platreef Project

This phase of drilling is a continuation of the first phase conducted by Zeb for a total of 4,901 m in both Phase 1 and Phase 2, targeting higher grade nickel PGE mineralisation in ultramafic and footwall rocks found beneath the area used in developing the Historical Resource Estimate. Zeb announced that these rocks have been discovered along a strike length of at least 3 km. 6 holes were completed in the Phase 1 drill campaign and a further 8 holes were completed in the Phase 2 drill campaign.

Exploration results from the drilling campaign are presented in the tables below, and the location of these holes are presented in Figure 2 below. Drill core diameter for all holes is NQ and drill holes are drilled at an inclination of 50 degrees on an azimuth of approximately 45 degrees.

Table 1: Summary of Drilling and Assay Results from the Phase 1 and Phase 2 drill programs

Drillhole ID	Depth From	Depth To	Sample Interval	Depth Below Surface	Ni^	Cu	Pt	Pd	Rh	Au	3PGE + Au*	Mineralization Style
	meters	*meters*	*meters*	*meters*	*%*	*%*	*g/t*	*g/t*	*g/t*	*g/t*	*g/t*	
Phase 1 Drill Results												
Z017	37.43	415.00	377.57	23.61	0.24	0.01					**	Lower Zone (Target 1)
including	38.00	110.00	72.00	23.97	0.25	0.01					**	Lower Zone (Target 1)
including	124.00	136.00	12.00	78.20	0.33	0.02					**	Lower Zone (Target 1)
including	170.00	178.00	8.00	107.21	0.28	0.01					**	Lower Zone (Target 1)
including	193.00	198.00	5.00	121.72	0.37	0.01					**	Lower Zone (Target 1)
including	212.10	239.60	27.50	133.76	0.25	0.01					**	Lower Zone (Target 1)
including	304.00	308.00	4.00	191.73	0.40	0.02					**	Lower Zone (Target 1)
including	319.63	386.00	66.37	201.58	0.27	0.01					**	Lower Zone (Target 1)
including	412.75	415.00	2.25	260.31	1.67	0.51	0.21	0.41	0.03	0.06	0.71	Lower Zone (Target 1)
Z018	33.00	394.00	361.00	21.48	0.25	0.01					**	Lower Zone (Target 1)
including	88.00	125.19	37.19	57.27	0.30	0.01					**	Lower Zone (Target 1)
including	144.00	171.80	27.80	93.71	0.28	0.01					**	Lower Zone (Target 1)
including	328.00	348.00	20.00	213.45	0.31	0.01					**	Lower Zone (Target 1)
Z019	89.00	103.00	14.00	52.81	0.22	0.06	0.20	0.36	0.02	0.03	0.61	Ni-Cu-PGE (Target 2)
Z019	133.00	170.80	37.80	78.92	0.29	0.09	0.40	0.68	0.07	0.04	1.19	Ni-Cu-PGE (Target 2)
including	133.00	142.00	9.00	78.92	0.42	0.15	0.60	1.22	0.08	0.07	1.97	Ni-Cu-PGE (Target 2)
including	169.00	170.60	1.60	100.29	0.50	0.12	0.73	0.92	0.22	0.04	1.90	Ni-Cu-PGE (Target 2)
Z020	53.00	71.00	18.00	41.19	0.41	0.13	0.53	1.07	0.10	0.05	1.75	Ni-Cu-PGE (Target 2)
including	55.00	64.00	9.00	42.74	0.51	0.18	0.73	1.47	0.13	0.07	2.45	Ni-Cu-PGE (Target 2)
Z020	106.00	145.00	39.00	82.38	0.30	0.11	0.31	0.64	0.06	0.04	1.05	Ni-Cu-PGE (Target 2)
Z020	174.00	176.07	2.07	135.22	0.59	0.15	0.90	0.95	0.11	0.05	2.00	Ni-Cu-PGE (Target 2)
Z021	187.00	210.00	23.00	169.62	0.32	0.10	0.36	0.79	0.05	0.05	1.25	Ni-Cu-PGE (Target 2)
including	194.00	199.00	5.00	175.97	0.48	0.12	0.57	1.45	0.08	0.06	2.16	Ni-Cu-PGE (Target 2)
Z022	38.08	41.74	3.66	28.87	0.35	0.08	0.30	0.46	0.10	0.03	0.89	Ni-Cu-PGE (Target 2)
Z022	69.00	76.00	7.00	52.31	0.25	0.08	0.20	0.42	0.02	0.03	0.67	Ni-Cu-PGE (Target 2)
Z022	95.00	95.50	0.50	72.02	0.39	0.13	5.68	0.63	0.02	0.04	6.37	Ni-Cu-PGE (Target 2)
Phase 2 Drill Results												
Z023	214.00	217.00	3.00	163.93	0.22	0.11	0.71	0.25	0.03	0.12	1.10	Ni-Cu-PGE (Target 2)
including	214.50	215.50	1.00	164.32	0.44	0.25	1.80	0.45	0.06	0.24	2.54	Ni-Cu-PGE (Target 2)
Z024	63.00	212.00	144.03	48.26	0.19						**	Lower Zone (Target 1)
including	155.00	168.78	13.63	118.74	0.23						**	Lower Zone (Target 1)
including	196.23	211.00	2.18	150.32	0.41						**	Lower Zone (Target 1)
Z025	87.00	93.00	5.00	66.65	0.07	0.02	0.08	0.13	0.01	0.01	0.24	Ni-Cu-PGE (Target 2)
Z026	277.50	290.00	12.50	209.43	0.35	0.15	0.74	0.97	0.06	0.06	1.82	Ni-Cu-PGE (Target 2)

Drillhole ID	Depth From	Depth To	Sample Interval	Depth Below Surface	Ni^	Cu	Pt	Pd	Rh	Au	3PGE + Au*	Mineralization Style
including	284.00	287.00	3.00	214.35	0.47	0.19	0.70	1.30	0.07	0.06	2.13	Ni-Cu-PGE (Target 2)
including	288.50	290.00	1.50	217.73	0.41	0.16	0.55	1.20	0.07	0.06	1.88	Ni-Cu-PGE (Target 2)
Z027	406.50	411.50	5.00	310.02	0.31	0.11	0.23	0.52	0.03	0.05	0.84	Ni-Cu-PGE (Target 2)
including	406.50	408.50	2.00	310.02	0.32	0.11	0.26	0.59	0.04	0.05	0.94	Ni-Cu-PGE (Target 2)
Z027	413.00	426.00	13.00	314.98	0.17	0.04	0.15	0.28	0.04	0.03	0.50	Ni-Cu-PGE (Target 2)
Including	420.00	421.50	1.50	320.32	0.69	0.11	0.31	0.67	0.25	0.25	1.27	Ni-Cu-PGE (Target 2)
Z027	290.00	324.00	33.81	222.15	<0.01	0.01				1.67		Gold Zone Discovery
Including	305.00	310.00	4.81	233.64	<0.01	0.01				5.07		Gold Zone Discovery
Z028	413.00	449.50	36.00	314.98	0.22	0.08	0.24	0.48	0.04	0.03	0.80	Ni-Cu-PGE (Target 2)
Including	427.00	433.50	6.50	325.65	0.37	0.18	0.54	1.10	0.10	0.06	1.80	Ni-Cu-PGE (Target 2)
Z029	87.00	375.55	286.36	66.65	0.16	0.02					**	Lower Zone (Target 1)
Including	87.00	114.55	54.55	66.65	0.20	0.02					**	Lower Zone (Target 1)
Z029	387.68	416.00	28.32	296.98	<0.01	0.01	†	†	†	9.05	-	Gold Zone Discovery
Including	387.68	398.54	10.86	296.98	<0.01	0.01	†	†	†	12.21	-	Gold Zone Discovery
Including	402.00	412.64	10.64	307.95	<0.01	0.01	†	†	†	11.25	-	Gold Zone Discovery
Z030[1]	84.0	347.00	263.00	64.35	0.21	0.01					**	Lower Zone (Target 1)
Including	103.00	110.00	7.00	78.90	0.23	0.01					**	Lower Zone (Target 1)
Including	183.00	272.78	89.78	140.18	0.24	0.01					**	Lower Zone (Target 1)
Including	227.00	237.00	10.00	173.89	0.32	0.01					**	Lower Zone (Target 1)
Including	311.00	333.00	3.00	328.23	0.35	0.01					**	Lower Zone (Target 1)

* 3PGE+Au equals platinum + palladium + rhodium + gold by fire assay with ICP-AES Finish;
** Intersection not assayed for 3PGE+Au, as previous work has revealed that this portion of the orebody typically does not contain PGE's at economic quantities
†Values below detection limit of laboratory
^Total Ni assay by complete digestion, representing the silicate and sulfide portion of Ni;
Additional drilling is required to determine true thickness;
"Depth From", "Depth To" and "Sample Thickness" reported are depths from surface down the drill hole;
All drillholes are drilled NQ diameter except for Z024 which was drilled BQ diameter

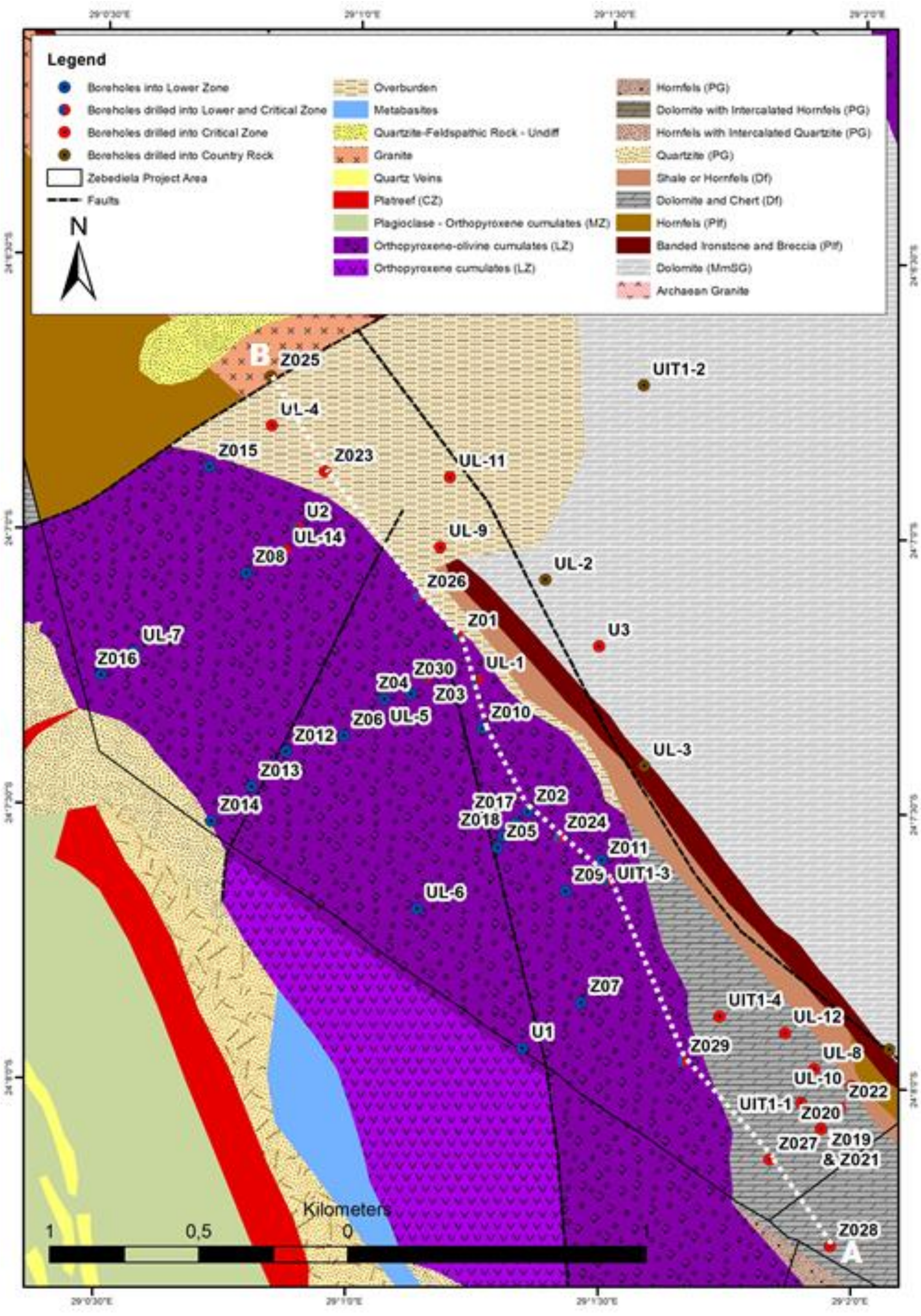


Figure 2: Geological map overlain with the location of all drillholes on the Project area. The white dashed line joining the points "A" and "B" represents the location on surface of the cross-section along strike presented in Figure 3 below.

On September 19, 2022, Zeb announced an analysis of historical drilling on the Zeb Project revealed the presence of anomalously high gold mineralization in hole UIT01-5, This hole is located about 530 m north of hole Z026, which also contained anomalously high gold mineralization. The nickel-PGE results of Z026 were reported in a news release on March 15, 2022. Drillhole UIT01-5 intersected 2.45 g/t Au over 1 m from a depth of 93 m to 94 m down the hole, and 0.82 g/t Au over 1 m from a depth of 97 m to 98 m down the hole. Drillhole Z026 intersected 0.68 g/t Au over 1.83 m from a depth of 221.41 m to 223.20, and 1.36 g/t Au over 1.50 m from a depth of 250.50 m to 252 m. There is no drilling between UIT01-5 and Z026.

These two holes are located more than 2 km to the northwest of drillholes Z027 and Z029, the results of which were reported in a news release on April 12, 2022.

Gold mineralization on the Project is theorised to be related to gold mineralization which occurs on the Pietersburg Greenstone Belt, which hosts the historical Eersteling Gold Mine.

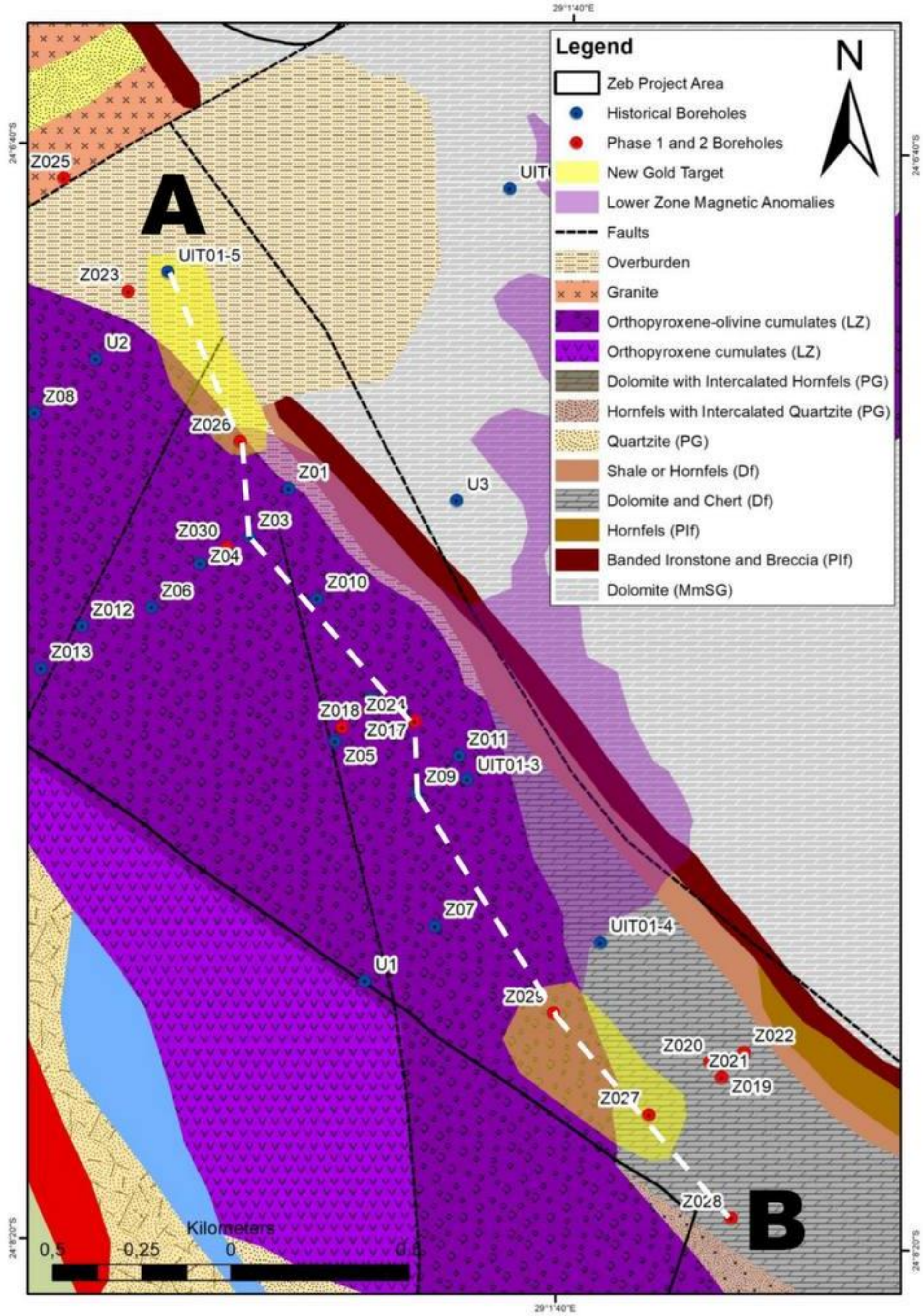


Figure 3: Map showing the location of the target zones of gold mineralization in yellow, based on intersections from Z027 and Z029 in the south, and UIT01-5 and Z026 in the north, with the approximate location of Strike Section A-B as shown in Figure 4 below.

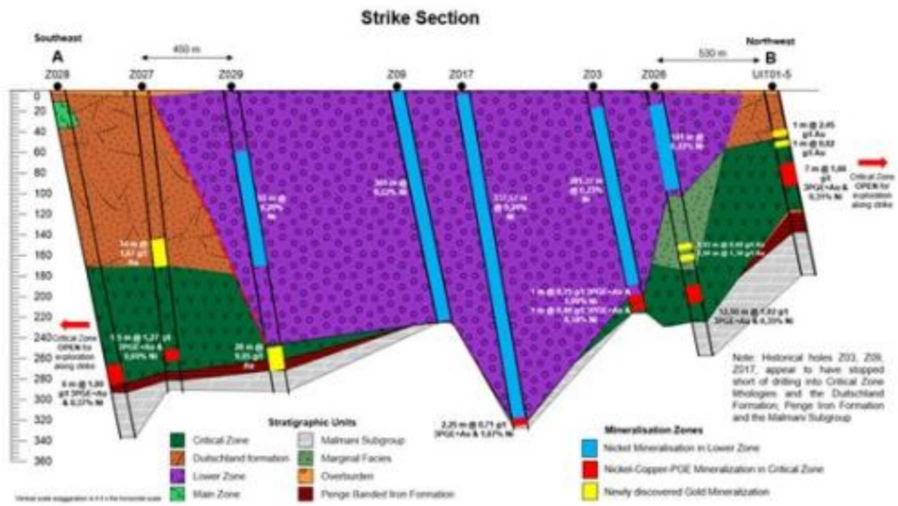


Figure 4: Southeast – northwest strike section along line A – B as shown in Figure 3, showing the location of the gold mineralization in relation to the nickel and nickel-copper-PGE and gold mineralization.

The presence of gold mineralization on both the northern and southern portions of the Project area means that the gold mineralization is a lot more prevalent than initially thought; and improves the chances of the Project hosting an economic gold deposit that may be independent of the known nickel and platinum group element mineralization as documented in the Technical Report, available on the Company's website.

On October 19, 2022, Zeb announced that it was commencing with geotechnical drilling as part of a dolomitic stability investigation for the proposed mining infrastructure area which forms part of Zeb's Mining Right Application to the South African Department of Mineral Resources and Energy (DMRE). The Mining Right Application submitted to the DMRE had earmarked certain areas on the Project for surface mining infrastructure, which is underlain by dolomite. The DMRE has requested that Zeb perform a dolomitic stability investigation in this prescribed area to ensure that any future surface mining infrastructure is not situated on geotechnically unstable ground, which can be associated with dolomite.

The drilling was conducted by Ntamu Engineers, which is a South African Professional Environmental Consulting agency, with a team of professionals specializing in several environmental science and environmental engineering fields. The drilling followed on the back of a geophysical investigation that consisted of a gravity survey to delineate areas of low densities possibly associated with dissolution cavities.

Drilling of 17 boreholes using an air percussion drilling method were drilled from the 17th to 21st October 2022 as per South African National Standard (SANS) 1936-2. The depths of the drilled boreholes ranged from 15 m to 40 m below surface. Several water strikes and water rest levels were discovered. The final dolomitic study was submitted to the Council for Geosciences on November 2, 2022, and the results of the study will be incorporated into future engineering designs.

No assays were done on material collected from these drillholes.

On February 7, 2023, Zeb announced full evaluation of the results from both the Phase 1 and Phase 2 drilling campaigns, as reported in News Release dated March 15, 2022, and related these results to all available historical information, updated the exploration model and produced a three-dimensional geological model of the Project area. The Company has identified higher grade zones within the Lower Zone lithologies, being area used in developing the Historical Resource Estimate was estimated. Much of the historical drilling stopped short of full extent of these higher-grade zones, and further drilling into these zones aims to determine if an increase in the grade over that contained in the Historical Resource Estimate can be determined, as illustrated in Figure 5 below.

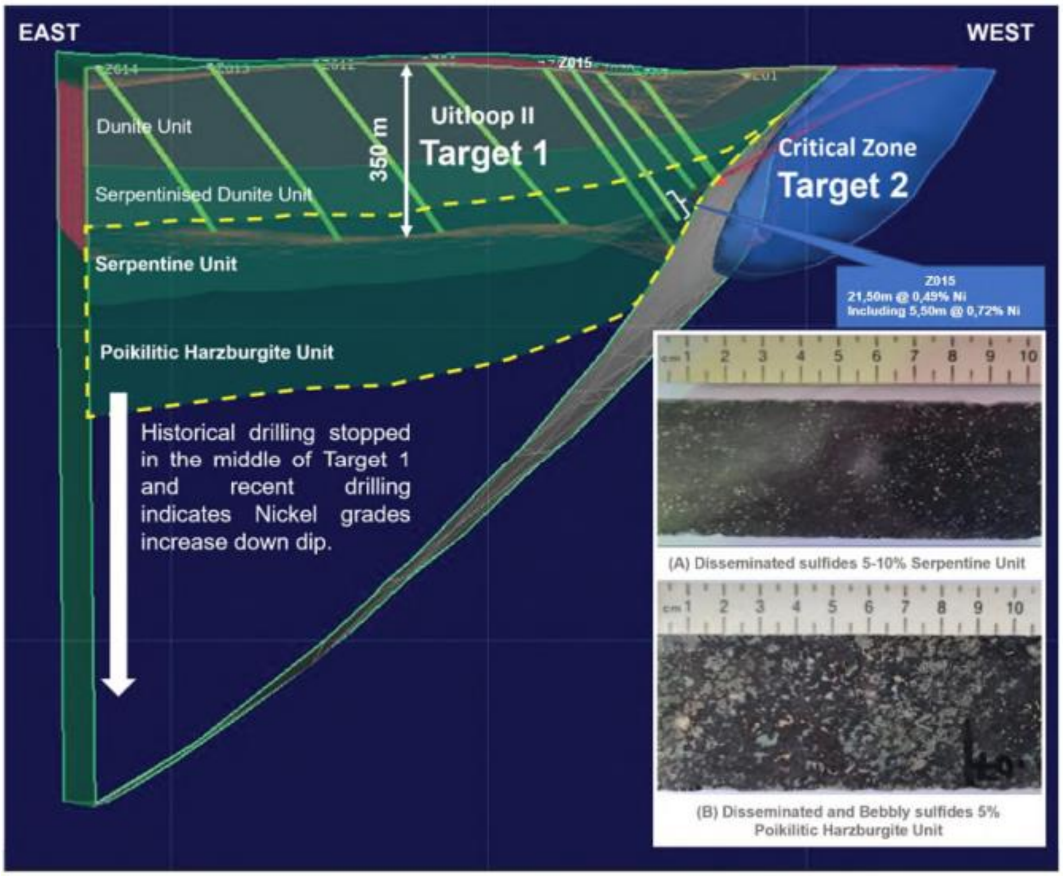


Figure 5: A section through the Lower Zone Uitloop II body showing that majority of the historical drillholes stopped in the Serpentinised Dunite Unit or at the top of the Serpentinite Unit. Photo A and B shows the increased sulphide content of 5 - 10% that are disseminated and blebby in nature associated with the Serpentinised Unit and Poikilitic Harzburgite Unit. The yellow dashed area represents the potential higher grade nickel mineralization adjacent to and below the area considered in developing the Historical Resource Estimate.

The development of a three-dimensional geological model has allowed Zeb to better focus the next phase of exploration, which will include infill drilling on the gold targets with the aim of declaring a resource on the gold mineralization. The infill diamond drilling campaign is designed in a way that will test all four targets in one drilling program.

Financial Review

The Group recorded an audited loss after tax for the year to 31 March 2023 of $1.19 million (2022: loss of $1.50 million). The loss per share from continuing activities was 0.72¢ (2022: 0.91¢).

The Group's exploration activities during the financial year under review were funded through existing cash resources as well as the issue of shares by Zeb Nickel Corp. We ended the financial year with cash and cash equivalents of $0.51 million (2022: $1.62 million).

Kyle Appleby

Non-executive Chairman
29 September 2023

Below are the major events in the year ended 31 March 2023 and major events after the reporting period.

Zebediela Nickel Project

Project Overview

Zeb Nickel Corp. controls the rights to the Project, located in the Limpopo Province in the Republic of South Africa, near the platinum mining town of Mokopane. The Project comprises various portions of the farms Uitloop 3 KS, Amatava 41 KS, Bloemhof 4 KS and Piet Potgietersrust Town and Townlands 44 KS, and is located approximately 9 km northeast of the town of Mokopane, in the Mogalakwena Local, and Waterberg District Municipalities of the Limpopo Province, South Africa. The Project consists of three prospecting areas, which have now been amalgamated into a single area by a mining right application that is currently being processed by the DMRE (submitted on July 26, 2019) (the "Mining Right Application").

A mineral resource estimate on nickel mineralization in the Lower Zone Uitloop II body at the Zeb Project (the ("Historical Resource Estimate") was completed by MSA Geoservices (Pty) Ltd (MSA) in March 2012 as part of a preliminary economic assessment (the "Historical PEA"). The Historical Resource Estimate and Historical PEA used categories that conformed to CIM Definition Standards on Mineral Resources and Mineral Reserves (CIM, 2010) at the time of completion of the Historical Resource Estimate. The Historical Resource Estimate has an effective date of March 31, 2012 and estimated an Indicated Resource of 485.4 million tonnes averaging 0.245% Ni, with an additional Inferred Resource of 1,115.1 million tonnes at 0.248% Ni, using a cut-off grade of 0.1% TNi (Total Nickel). The Historical Resource Estimate used a nickel price of US$8.50 per pound or US$18,739.00 per ton. The mineral resources were quoted as TNi and were restricted to mineralization in the "Sulphide Zone". They were stated as in-situ with no geological losses applied. The mineralization in the Uitloop II body was constrained by a TNi grade-derived envelope. Although the intrusive body is largely coincident with this, there is no uniform geological control on the mineralization across the body.

Additional drilling was determined to be required to further investigate the morphology of the mineralized envelope and to in-fill sparsely-drilled areas. The drill program planned is intended to determine a current estimate of mineral resources on the Project and the extent to which the Historical Resource Estimate may be considered current.

No qualified person has done sufficient work to classify any of the Historical Resource Estimate as current mineral resources or mineral reserves and Zebis not treating the Historical Resource Estimate as current mineral resources or mineral reserves. Investors are cautioned that the Historical Resource Estimate does not mean or imply that economic deposits exist on the Project.

EXPLORATION TARGETS

Zeb is investigating four different exploration targets on the Project, related to four different styles of mineralization, and has adopted the terms Target 1 through to Target 4 to describe these targets, and these are summarised as follows:

Target 1 (also referred to as Zeb 1): Disseminated nickel sulphide mineralization hosted in the Lower Zone of the Bushveld Complex.

The south-western Lower Zone body, referred to as the Uitloop II in academic literature, has been explored and is the location of the area used in developing the Historical Resource. However, there are further exploration opportunities within the Lower Zone (Uitloop I) body to the northeast of the project area, as well as the chonolith bodies connecting the two Lower Zone bodies. These areas are yet to be explored and remain open for further exploration activities.

Target 2: **Ni-Cu-PGE mineralization hosted in footwall and ultramafic rocks of the Bushveld Complex.**

This type of mineralization is characterized by two styles, namely stratabound and contact-style mieralization. The stratabound mineralized zones contain Ni-Cu-PGE mineralisation hosted by disseminated and/or bleb sulfides in a stratigraphic unit up to 150 m thick. Contact-style Ni-Cu-PGE mineralisation is intimately associated with the footwall contact of the intrusion. Both styles of mineralisation have been intersected in historical and current drill holes on the Project.

Target 3: **Massive Ni-PGE sulphide mineralization.**

The Project possesses the geological characteristics conducive to hosting massive sulphide Ni-PGE (Nickel-Platinum Group Elements) mineralization. This potential massive sulphide mineralization could result from the interaction between the Bushveld ultramafic plumbing system and sulphur-enriched footwall rocks, both of which are present within the Project area.

Moreover, the geological makeup of the area bears resemblance to the Uitkomst Complex, which hosts the Nkomati Nickel Mine. This mine is recognized for massive Ni-Cu-Cr-PGE sulphide deposit and is located in the Mpumalanga Province of South Africa.

Target 4: **Gold mineralization.**

The discovery of gold mineralization on the Project is most likely related to remobilized gold from the adjacent Pietersburg Greenstone Belt and hydrothermal activity, as intersected in Z027 and Z029 in the southwest portion of the Project area. In addition, smaller gold-rich intervals were also intersected in the northwest portion of the Project area, with the same style of mineralization.

Strategy for 2024

A two-phased exploration program has been designed to advance the Project towards defining a mineral resource on both ZEB 1 and Target 2. This program includes an infill diamond drill campaign that will drill through ZEB 1, into Target 2 located beneath ZEB 1, and test for Target 3 mineralization simultaneously. Phase 1 will take approximately 12 to complete, and should Phase 1 show successful results, drilling for Phase 2 can commence within the initial 12-month period.

- **<u>Phase 1</u>:**
  Phase 1 of drilling should consist of infill drilling on Target 1, drilling into Target 2 beneath the Uitloop II body in the vicinity of possible magma conduits located on the northeast boundary of the Uitloop II body. The goal of Phase 1 should be to identify and confirm the extent of higher-grade Ni mineralisation at the base of Target 1, as well as identify and confirm the grade and extent of higher-grade Ni-Cu-PGE mineralisation down dip of that intersected in the 2021 drilling campaign. Samples should also be assayed to test for potential gold mineralisation.

  Phase 1 needs to demonstrate that mineralization of an economic grade is in fact present in these target areas, which will warrant further drilling in Phase 2.
  This work would all be located on Farm Uitloop 3KS.

- **<u>Phase 2</u>:**
  Phase 2 of the drilling program should step out both along strike and downdip to understand the broader extent of the Target 2 mineralization and ultimately to define a mineral resource. Samples should also be assayed for potential gold mineralisation.

All drill holes should drill through Zeb 1, into Target 2 located beneath Zeb 1, and test for Target 3 mineralisation simultaneously by drilling at least 50 m into the footwall lithologies.

Zeb looks forward to executing the exploration program which will ultimately allow for the declaration of a mineral resource estimation on Zeb 1 and Target 2, which will be a significant milestone in establishing Zeb to be a premier supplier of Class I nickel into the battery metals market.

John Zorbas
Chief Executive Officer

29 September 2023

The Directors are pleased to present the Group's Strategic Report for the year ended 31 March 2023.

The Company was incorporated in the British Virgin Islands ("BVI") on 21 May 2007 and the Company's shares were admitted to trading on AIM, a market operated by the London Stock Exchange, on 12 September 2007.

Our Business

The Group's mission is to identify and invest in quality mineral exploration and development projects in metals that are critical to the clean energy revolution.

The Group's vision is to become the AIM market's premier nickel supplier into the EV battery market and supply metals into the green energy revolution. The Group will achieve its vision by developing its flagship Zebedelia Nickel Project and targeting higher grade areas within the mineral right boundaries.

Our Strategy

The key pillars of our strategy are:

1	**Advancing 74.82% owned project** ***Medium to long – term returns***	Zeb Nickel Corp.	Further geological studies to improve on the quality of the existing Class 1 nickel resource and target cobalt and platinum group metals mineralisation, and higher grade nickel mineralisation in the Ni-Cu-PGE mineralized zone identified on the Project. Applications for Prospecting Rights over areas of interest based on learnings on the Zeb Project may be made.
2	**Strategic Investments** ***Near to medium – term returns***		The Group will make appropriate investments in listed or unlisted mining and mineral development and support services companies to optimise shareholder value. Where appropriate, the Group will act as an active investor and will strive to advance corporate actions that deliver value adding outcomes (for example, project development to increase company valuation or to achieve a listing).

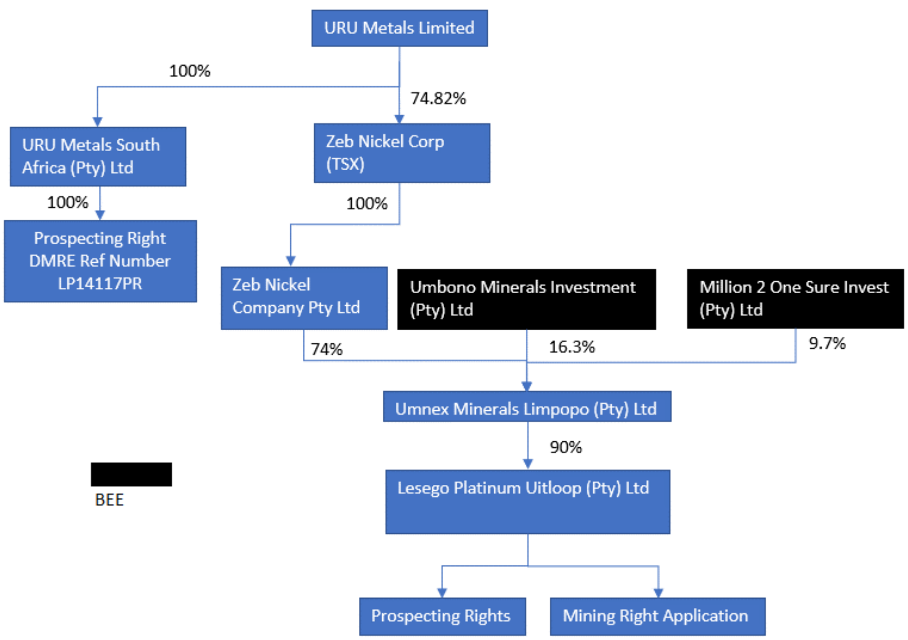
Operating and Financial Review

As the Group is primarily involved in exploration and project development, no revenue was generated in the year (2022: Nil).

Operating results	Group 31 March 2023	Group 31 March 2022
Loss for the year (USD ’000)	(1,191)	(1,506)
	(1,191)	(1,506)
Basic loss per share (US dollars)	(0.72)	(0.91)
Diluted loss per share (US dollars)	(0.72)	(0.91)

Zebediela Nickel Project

The Zebediela Nickel Project extends over three separate adjacent prospecting rights in the Limpopo Province of South Africa. All three rights are held by Lesego Platinum Uitloop (Pty) Ltd (LPU), which in turn is 100% owned by Umnex Minerals Limpopo (Pty) Ltd. URU Metals owns 74.82% of Zeb Nickel Corp (TSXV:ZBN),which in turns owns 100% of Zeb Nickel Company (Pty) Ltd, which in turns owns 74% of Umnex Minerals Limpopo (Pty) Ltd, as per the organogram below.



A mining right application has been submitted to, and accepted by, the DMRE which consolidates the rights into a single right and, once awarded, will grant Lesego Platinum Uitloop (Pty) Ltd ("LPU") the right to mine nickel, copper, cobalt, platinum group metals, chrome and other metals and minerals for 30 years. Upon awarding of the Mining Right, in compliance with South African Mineral Right regulations, an employee share ownership plan will own 5% of LPU, and Uitloop Communities NPC (a non-profit company), a broad-based community ownership scheme, will also own 5% of LPU.

Market Trends

Nickel prices are primarily being driven up by a growing use of nickel in high tech applications such as batteries for electric vehicles. Whilst the use of nickel containing stainless steel is growing, the Directors believe that uncertainty in supply of Class 2 nickel deposits, and dwindling Class 1 nickel deposit resources, will lead to higher prices. Nickel demand will be strongly driven by usage in EV vehicles, and the use of EV vehicles is expected to rapidly increase due to tightening emissions controls globally.

Environmental matters

The Company has completed an Environmental Impact Assessment for the development of the Zebediela Class 1 nickel resource and no critical issues have been identified.

The Group's employees

The Group's CEO was John Zorbas who carried out the executive duties during the year ended 31 March 2023.

The Group has deliberately engaged in a strategy of hiring expertise on a contract or consultant basis as required in order to reduce administrative costs and ensure access to the best skilled people on an as needed basis. The Group currently has contracts with individuals or companies to provide public relations, project management, and accounting/controller expertise for itself and its subsidiaries.

Social and community issues

The Group has embarked on significant public consultation processes to identify and mitigate social, community and environmental concerns. The Group currently has registered over 136 Interested and Affected Parties as part of the Environmental Impact Assessment, and continues to engage meaningfully with impacted communities, and develop its social license to operate.

Funding

The Group continued to fund its activities from its own cash resources in the year. The financial position and the results of operations are detailed in the consolidated financial statements. In addition, URU Metal's (74.82%) owned subsidiary Zeb Nickel Corp raised $2.8 million CAD to further advance the Project. The Company will seek further working capital to advance the project.

Financial Objectives

The Group's financial objectives are to achieve:

- Active project development;
- Strategic investment and value release to shareholders; and
- Good corporate governance and sound financial management.

Segmental Analysis

Information on segmental reporting is set out in note 19 to the consolidated financial statements.

Principal Risks and Uncertainties

The Group is exposed to a number of risks and uncertainties, which could have a material financial, operational and reputational impact on its long–term performance and on the Group's ability to develop its project portfolio.

As part of the Group's normal procedures, the Board and management continually evaluate the going concern premise and as an exploration Group, use budgets and cash flow forecasts to evaluate requirements in ensuing periods. The Group throughout the year may seek to raise additional capital.

The risks that management has assessed as "high" are summarised below.

Category	Risk	Detail	Mitigation Measure/Comments
Strategic	Mineral Reserve and Resource estimates	Mineral Reserves and Mineral Resources estimates are based on several assumptions, including geological, mining, metallurgical and other factors. There can be no assurance that the anticipated tonnages or grades will be achieved. This is particularly the case at exploration stage projects.	Mineral Reserves and Mineral Resources will be prepared to internationally recognised code compliant standards by Qualified Persons under NI 43–101 requirements. Further drilling planned for 2023 will improve the confidence in the Mineral Resources and increase the grade of the mineral resources.
	License transfers	The timing of transfer of mineral licences can be uncertain and regulatory approval cannot be foreseen.	A mining right application has been submitted and accepted that will consolidate the rights under the name of Lesego Platinum Uitloop (Pty) Ltd and provide exclusive access to the Company for the mineral rights for 30 years.

Principal Risks and Uncertainties (continued)

Category	Risk	Detail	Mitigation Measure/Comments
Financial	Commodity Prices	The Group's financial performance is dependent upon the price of nickel. Adverse movement in commodity prices could have a material impact on operations.	The Board monitors commodity prices and potential impacts on cash flow, project development and the ability of the Group to raise necessary capital. Capital expenditure plans are aligned to prevailing and anticipated market conditions. By targeting projects with resources that fall within the highest grade quartile and lowest cost quartile of producers, the exposure to low commodity prices is somewhat mitigated. The Company is targeting metals such as nickel and cobalt that will be critical to the manufacture of batteries for energy storage for electric vehicles and other applications. Further drilling planned for 2023 targets higher grade nickel mineralisation with significant PGE, copper and cobalt credits, reducing the Company's exposure to low commodity prices.
	Costs and capital expenditure	The Group is exposed to on–going expenditure obligations resulting from its project development activities in South Africa.	Management conducts cash flow analyses and reduces capital expenditure requirements wherever possible. If necessary, project scopes are adjusted or in some cases deferred to preserve capital.
	Liquidity	The Group needs to finance its on–going development and growth, which exposes the Group to liquidity risk. If the Group is not able to obtain sufficient financial resources, it may not be able to raise sufficient funds to develop projects, acquire additional assets or meet its ongoing financial needs.	Management monitors liquidity and exploration expenditure. The Board strives to ensure liquidity through timely corporate actions, if and when required.
Operational	Project Execution	The inability to develop near– and longer–term capital projects will impact on the Group's strategic objectives and affect its ability to meet growth and production objectives.	The Group will review its project portfolio on a regular basis and utilises relevant data, such as code compliant Mineral Reserve and Mineral Resource estimates, to guide development priorities. A balanced portfolio will reduce risks associated with a specific project or commodity. The Group will also make use of experienced contract and consultant personnel with relevant experience in project execution.
Personnel	Management	Loss of key management personnel can impact on the Group`s strategic and operational functionality.	The Group seeks to provide competitive salary arrangements to attract and retain the services of these personnel members.
	Skills Availability	Skills shortages have been a feature of exploration across the board. The inability to attract suitably skilled individuals in the vicinity of the Group's operations can impact on the quality and efficiency of the work performed.	Management has implemented retention strategies, including competitive compensation packages, as and when required. The Group also makes use of experienced contract and consultant personnel with relevant experience in project execution.

Principal Risks and Uncertainties (continued)

Category	Risk	Detail	Mitigation Measure/Comments
Personnel	Health and Safety	The mining and resource processing sectors are inherently hazardous. Failure to adopt high levels of safety management can result in a number of negative outcomes, including bodily harm to employees and contractors, and damage to the Group's reputation.	The Group takes the health and safety of all those who work for and with the Group very seriously. Measures are based on the principles outlined in the Prospectors and Developers of Canada's e3 program.
Environmental Remediation		Unforeseen environmental degradation resulting from the Group's operational activities may result in liability and/or the requirement to undertake extensive remedial clean up actions.	All operational models take environmental responsibilities into account. Third parties are contracted as required to identify environmental risks and mitigation measures. Environmental Impact studies are ongoing, in line with the world-class South African environmental regulations.
External	Political, Legal and Regulatory Development	The Group may be affected by political or regulatory developments in the countries and jurisdictions in which it operates, including changes to fiscal and other regulatory measures.	The Group focuses on project development in stable, mining–friendly countries, and liaises with governments on aspects of its operations on a regular basis. The Group monitors the political landscape to keep abreast of likely changes in regulatory policies, and adjusts its asset mix accordingly.
	Community Relations	Disputes regarding land claims, objections to mining may arise with local communities, causing disruption to projects or operations.	The Group is committed to the establishment of close working relationships with communities in the areas in which it operates. The Group consults with local stakeholders, identifying them prior to the onset of activities. The Group will work with stakeholders to define the way in which the Group's operations will positively impact local communities. The Group engages experienced personnel to assist with local community relations.
	Global pandemic	Prevents progress of the mining right application.	The Group has and will work with the DMRE in establishing extensions for required documentation.

John Zorbas
Chief Executive Officer
29 September 2023

The Directors present their report and the audited consolidated financial statements for the year ended 31 March 2023.

Business Review

The Group's results for the year are set out in the consolidated statement of comprehensive income in these consolidated financial statements.

A review of the business, significant contracts, progress and the Group's future prospects can be found in the Strategic Report.

Key Performance Indicators

Management do not consider that the Group has any meaningful KPI's as it is in the exploration and evaluation stage.

Events after the Reporting Date

On 1 June 2023, the Company extended the repayment date and long-stop date for convertible debenture to 31 December 2023 ("Maturity Date"). The date by which Boothbay has the right to convert funds due under the loan note at £0.85 per new ordinary share of the Company has also been extended to the Maturity Date and agreed that it will not convert sums due to Boothbay under the convertible loan note on or prior to 30 August 2023. On 31 August 2023 this date was extended further to 31 October 2023.

Dividends

The Directors do not recommend the proposal of a final dividend in respect of the current year.

Directors
The Directors who served the Group during the year and up to the date of this report were as follows:

Executive director
John Zorbas

Non-Executive Directors
Jay Vieira
Kyle Appleby

Biographies of key management

John Zorbas
Chief Executive Officer
Mr. Zorbas is a resource entrepreneur with a proven track record in the metals exploration and development industry. He has held senior advisory positions in various facets of business including operations, marketing, sales, strategic planning and structured finance. Mr. Zorbas has been the Company's Chief Executive Officer since 2 June 2014. He was appointed Non-executive Chairman of Management Resource Solutions PLC in April 2017 until August 2019. He also served as the President of MGM Productions Group Inc., as well as Director of both ZorCorp Capital Holdings and Starline Capital

Holdings Infrastructure Fund. He served as the Chief Executive Officer and a Director of Monchhichi PLC (former: Mercom Capital PLC) until 23 December 2016. Mr. Zorbas also served as a Director of Millennial Esports Corp. until 20 October 2016 and Stratton Capital Corp. He is a founding shareholder of Asian Coast Development Ltd. Mr Zorbas holds an Honors Bachelor's in Economics from the University of Toronto.

Jay Viera

Non-Executive Chairman
Mr. Vieira is a sole practitioner specializing in securities and corporate law. From 2016 to 2019, Mr. Vieira was Vice President, Corporate & Legal Affairs for Distinct Infrastructure Group Inc. Prior to joining Distinct Infrastructure Group Inc., Mr. Vieira was a partner at the law firm Blaney McMurtry LLP and Fogler Rubinoff LLP. Mr. Vieira was called to the Ontario Bar in 1999.

Kyle Appleby

Non-Executive Director
Mr. Appleby spent the first 10 years of his career working in public accounting where he worked in both audit and advisory practices working with private companies and investment funds. In 2007 Mr. Appleby left the world of public accounting to focus on providing management, accounting and financial services to public companies across a variety of industries including cannabis, agriculture, technology, mining, crypto-currency and others. Mr. Appleby has been the Chief Financial Officer for numerous companies listed in Canada, US and London, and has extensive experience in financial reporting, providing strategic direction and leadership, IPOs, fund raising, and corporate governance. He holds a Bachelor of Economics and is a member in good standing of the Chartered Professional Accountants of Ontario.

Biographies of advisors to the Board

Justin Cochrane
Mr. Cochrane is President and CEO of Conic Metals Corp., a global nickel and cobalt royalty and streaming company. He has 20 years of royalty and stream financing, M&A, and corporate finance experience. Prior to Conic Metals, he served as President & COO of Cobalt 27 Capital Corp. and before that as Executive Vice President and Head of Corporate Development for Sandstorm Gold Ltd. ("Sandstorm") Mr. Cochrane's expertise is in the structuring, negotiation, execution and funding of royalty and stream financing contracts around the world, across dozens of projects, totalling over $2 billion. Prior to Sandstorm, Mr. Cochrane spent nine years in investment banking and equity capital markets with National Bank Financial where he covered the resource, clean-tech and energy technology sectors. In addition, Mr. Cochrane is currently a board member of Nevada Copper Corp. Mr. Cochrane is a Chartered Financial Analyst and a registered and licensed security advisor in Canada.

Martin Vydra

Mr. Vydra is currently President and Director at Giga Metals and Head of Strategy at Conic Metals, both companies are focused on delivering battery materials to the growing EV industry. Martin Vydra is a professional engineer, recently retired after a 31-year career with Sherritt International Corporation, a leader in the mining, processing, and refining of lateritic nickel and cobalt with operations in Canada, Cuba, and Madagascar. He is widely recognized as an expert in nickel and cobalt extraction, processing, and refining – including the development and application of advanced technologies to maximize the recovery of valuable metals such as nickel and cobalt from a variety of feeds. While at Sherritt, Mr. Vydra's technical accomplishments spanned four continents and over 20 operations – including postings in Australia, where he was integrated in Murrin Murrin's refinery start up; Finland, for the design of Harjavalta's nickel reduction circuit; and in Chile, where he oversaw the design, construction, and commissioning of a major pressure oxidation operation. Martin was a founding member of the London Metal Exchange Cobalt committee and served as chairman of the board of the Nickel Institute from 2015-2017.

Directors' interests

The Directors' interests in the share capital of the Company at the year end were as stated below:

	2023 Number of shares	**% Held**	2022 Number of shares	% Held
J. Vieira	13,832	0.84%	13,832	0.84%
J. Zorbas - direct	504,232	30.62%	504,232	30.62%
J. Zorbas – indirect (1)	-	-	118,511	7.20%
Kyle Appleby	9,388	0.57%	9,388	0.57%

(1) J. Zorbas held 7.20% of the share capital indirectly through Captor Capital Corp. in the previous year but not in the year ended 31 March 2023. J. Zorbas exercises control over Captor Capital Corp. due to his position as Chief Executive Officer and his shareholding in the company.

The interests of Directors in options over the share capital of the Company at the year end were as stated below:

	2023 Number	2022 Number
J. Zorbas	-	10,000
J. Vieira	-	5,400
K. Appleby	-	-

Directors' interests in transactions

No director had, during or at the end of the year, a material interest in any contract which was significant in relation to the Group's business, except in respect of service agreements and the loans disclosed in Note 15.

Salary and fees	**2023** $	2022 $
Executive Directors:		
J. Zorbas	**181,000**	191,000
Non-executive Directors:		
J. Vieira	**14,000**	16,000
K. Appleby	**15,000**	17,000

Group's policy on payment of creditors
It is the Group's policy to pay suppliers in accordance with the terms and conditions agreed between the Group and its suppliers, provided that the goods and services have been supplied in accordance with the agreed terms and conditions. At present the majority of the Group's creditors, including taxation are within agreed terms.

Political and charitable donations
There were no political and charitable donations made by the Group during the year.

Financial Instruments
The Group's financial risk management objectives are to control debt levels and to ensure there is sufficient working capital available for the Group's overheads and capital expenditure commitments.

Financial instruments are disclosed and discussed in notes 4(f) to the consolidated financial statements.

Employees
The Group recognises the benefit of keeping its employees informed of all relevant matters on a regular basis. The Group is an equal opportunities employer and all applications for employment are considered fully on the basis of suitability for the job.

Health and safety
The Company and its subsidiaries have a responsibility to ensure that all reasonable precautions are taken to provide and maintain working conditions for employees and visitors alike, which are safe, healthy and in compliance with statutory requirements and appropriate codes of practice. The avoidance of occupational accidents and illnesses is given a high priority.

Principal Risks and Uncertainties
The principal risks and uncertainties associated with the Group's business and industry are detailed in the Strategic Report.

Information to shareholders - Website
The Group has its own web site (www.urumetals.com) for the purposes of improving information flow to its shareholders and potential investors.

Substantial shareholdings
On 31 March 2023, the following were holders of 3% or more of the Group's issued share capital:

Registered holder	% of issued share capital
John Zorbas	30.62%
Lexinter International Limited	15.46%
Axis Capital Markets Ltd.	8.00%
Interactive Investor Ltd.	6.37%
Niketo Co.	6.35%
Hargreaves Lansdown Asset Mgt (Bristol)	3.35%

Auditor
The auditor PKF Antares has indicated their willingness to continue in office and a resolution that they be re-appointed will be proposed at the annual general meeting.

Disclosure of information to the auditor
So far as the Directors are aware, there is no relevant audit information of which the Group's auditor is unaware and they have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Statement of Directors' Responsibilities
The Statement of Directors' Responsibilities can be found on page 18 of these consolidated financial statements. The Statement of Directors' Responsibilities forms part of the Directors' Report.

On behalf of the Board

John Zorbas

Chief Executive Officer

29 September 2023

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations and UK adopted International Accounting Standards.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group 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 Group and the financial performance and cash flows of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether, in preparation of the Group financial statements, the Group has complied with UK adopted International Accounting Standards, subject to any material departures disclosed and explained in the Group financial statements; and
- prepare the accounts 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 financial statements comply with all applicable legislation. 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 Group's website.

Statement of Compliance

The Directors recognise the importance of sound corporate governance and comply where possible with appropriate recognised corporate governance standards as far as practicable and to the extent appropriate given the Group's size, assets, liabilities and other relevant information. The Company formally adopted the Quoted Companies Alliance Corporate Governance ("QCA Code"). The Board considers that the Group complies with the QCA Code so far as it is practicable having regard to the size, nature and current stage of development of the Company. The Board recognises that the Company does not fully comply with the 10 principles and general provisions of the QCA Code but does use it as a benchmark in assessing its corporate governance standards. Areas of non-compliance are disclosed in the text below. Details of the Company's compliance with the QCA code can be found below and in the Corporate Governance section of the Company's website at www.urumetals.com.

Board of Directors

The Board's principal responsibilities include assisting in the formulation of corporate strategy, reviewing and approving all significant corporate transactions, monitoring operational and financial performance, reviewing and approving annual budgets and generally assisting management to enhance the overall performance of the Group in order to deliver maximum value to its shareholders. The Group held three Board meetings in the financial year.

As independent Non-executive Chairman, Jay Vieira, commits approximately between two and four days per month to URU Metals business. As Non-executive Director, Kyle Appleby dedicates approximately between two and four days per month to URU Metals business. Kyle is not considered to be independent. As CEO, John Zorbas is employed full time. Biographical details of the Directors can be found on the Group's website https://urumetals.com/index.php/sample-page/.

Committees

The Group has in operation the following committees: an Audit Committee and a Remuneration and Nomination Committee.

Audit Committee

The Audit Committee comprises Jay Vieira and Kyle Appleby, is chaired by Kyle Appleby and meets twice a year. Both members of the Audit Committee have qualifications and background in finance and accounting. Kyle Appleby is a Chartered Professional Accountant and Jay Vieira is a lawyer with expertise in corporate securities. There is an opportunity for any meeting to be in private between the Non-Executive Directors and the Group's auditor to consider any matter they wish to bring to the attention of the Committee. The terms of reference and areas of delegated responsibility of the Audit Committee are in the consideration and approval of the following matters:

- monitoring the quality and effectiveness of the internal control environment, including the risk management procedures followed by the Group;
- reviewing the Group's accounting policies and ensuring compliance with relevant accounting standards;
- reviewing the Group's reporting and accounting procedures;
- ensuring that the financial performance of the business is properly measured, controlled and reported on;
- reviewing the scope and effectiveness of the external audit and compliance by the Group with statutory and regulatory requirements;
- approving the external auditors' terms of engagement, their audit plan, their remuneration and any non-audit work;
- considering reports from the auditor on the outcome of the audit process and ensuring that any recommendations arising are communicated to the Board and implemented on a timely basis;
- reviewing the Board's statement on internal control in the Annual Report; and
- ensuring compliance with the relevant requirements of the AIM Rules.

The Committee has not prepared a separate Audit Committee Report but will consider doing so for future reporting periods.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee comprises Kyle Appleby and Jay Vieira. Jay Vieira chairs this committee. The Remuneration and Nomination Committee meets as and when necessary. It keeps under review the skill requirements of the Board and the skill, knowledge, experience, length of service and performance of the Directors. It also reviews their external interests with a view to identifying any actual, perceived or potential conflicts of interests, including the time available to commit to their duties to the Group. It sets and reviews the scale and structure of the Executive Directors' remuneration packages, including share options and the terms of the service contracts. The remuneration and the terms and conditions of the Non-Executive Directors are determined by the Executive Director with due regard to the interests of the shareholders and the performance of the Group. The Committee also makes recommendations to the Board concerning the allocation of share options to employees.

The Committee also monitors the independence of each Non-Executive Director and makes recommendations concerning such to the Board. The results of these reviews are important when the Board considers succession planning and the re-election and reappointment of directors. Members of the Committee take no part in any discussions concerning their own circumstances.

The Committee is also responsible for keeping under review the senior management team of the organisation to ensure the continued ability of the organisation to compete effectively in the marketplace.

Directors Time Commitment

The Board is satisfied that each of the Directors are able to allocate sufficient time to the Group to discharge their responsibilities effectively. The number of meetings of the Board and its Committees, the number of meetings attended and total possible meetings which each Director could have attended are outlined below:

Attendance by Directors	Board	Audit Committee	Remuneration and Nomination Committee
Kyle Appleby	3/3	2/2	1/1
Jay Vieira	3/3	2/2	1/1
John Zorbas	3/3	n/a	n/a

Board Evaluation

The Directors consider that the Company and Board are not yet of a sufficient size for a full Board evaluation to make commercial and practical sense. Therefore, the Board accepts that the Company does not comply with this aspect of the QCA Code. However, during Board meetings the Directors are welcome to discuss any areas where they feel a change would be beneficial for the Company, and the Company Secretary remains on hand to provide impartial advice. The need for a formal Board evaluation will be kept under review as the Board and Group develops.

Internal Control

The Board has overall responsibility for ensuring that the Group maintains a system of internal control to provide it with reasonable assurance regarding the reliability of financial information used within the business and for publication. The Board is also responsible for ensuring that assets are safeguarded and risk is identified as early as practicably possible. As noted, the Audit Committee has a significant role in this area. The internal control systems established are designed to manage rather than completely eliminate risk and can only provide reasonable but not absolute assurance against misstatement or loss. The Group does not currently have an internal audit function and this will be kept under review as the Group progresses. The Board reviews the effectiveness of the systems of internal control and its reporting procedures and augments and develops these procedures as required to ensure that an appropriate control framework is maintained at all times. The principal control mechanisms deployed by the Group are:

- Board approval for all strategic and commercially significant transactions;
- detailed scrutiny of the monthly management accounts with all material variances investigated;
- executive review and monitoring of key decision-making processes at subsidiary board level;
- Board reports on business performance and commercial developments;
- periodic risk assessments at each business involving senior executive management;
- standard accounting controls and reporting procedures; and
- regularly liaising with the Group’s auditor and other professionals as required.

Advisers

ONE Advisory Limited has been contracted by the Company to act as corporate governance advisers and assists the Company with compliance with applicable rules, regulations and obligations governing its operation, including assistance with Board and shareholder meetings where required, and with Market Abuse Regulations (“MAR”) compliance. ONE Advisory Limited also supports the Board in its development of the Company’s corporate governance responsibilities, assisting with the Company’s application of the QCA Code and amendments in relation to AIM Rule 26.

The Company’s Nomad is consulted on all relevant matters and all Directors have access to independent professional advice, if required. Neither the Board nor its Committees have sought external advice on any significant matter during the year.

Culture

Given the size of the Group and the limited numbers of employees therein, the Board does not consider monitoring and assessment of corporate culture to be relevant at this time, but will keep this matter under review if the employee base were to increase.

Diversity

The Group is committed to ensuring that an equitable, diverse and inclusive workplace. The organisation is committed to identifying and removing barriers for diverse employees in recruitment, advancement and retention.

Shareholder Communication

The Group’s website (www.urumetals.com) is the primary source of information on the Group. This includes an overview of the activities of the Group, information on the Group’s subsidiaries and details of all recent Group announcements.

Corporate Responsibility

The Group operates responsibly with regards to its shareholders, employees, other stakeholders, the environment and the wider community. The Group is committed to the well-being of all employees and ensures that their health, safety and general welfare is paramount at all times. We also maintain open and fair relationships with all clients and suppliers while ensuring that all transactions are operated on an arm's length, commercial basis.

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial period. The Directors have elected to prepare these financial statements in accordance with UK adopted International Accounting Standards and applicable by law.

Approved by the Board on 29 September 2023 and signed on its behalf by:

John Zorbas

Chief Executive Officer

Independent Auditor's Report

To the Shareholders of URU Metals Limited

Opinion

We have audited the consolidated financial statements of URU Metals Limited and its subsidiaries (the "Company"), which comprise the consolidated statement of financial position as at March 31, 2023, the consolidated statement of comprehensive loss, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies ("consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with UK adopted International Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with International auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements, including International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 4 (a) in the consolidated financial statements, which describes the events and conditions indicating that a material uncertainty exists that may cast significant doubt on the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the financial statements of the current period. This matter was 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 this matter.

Except for the matter described in the Material uncertainty related to going concern section, we have determined that there are no other key audit matters to be communicated in our report.

Other Matter

The consolidated financial statements for the year ended March 31, 2022 were audited by another auditor who expressed an unqualified opinion on those consolidated financial statements dated January 30, 2023. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with UK Adopted International Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards 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 consolidated financial statements.

As part of an audit in accordance with International auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Timur Lidzhiev.

PKF Antares

Professional Corporation
Chartered Professional

Calgary, Alberta, Canada
Accountants
September 29, 2023

PKF Antares Professional Corporation, Chartered Professional Accountants Suite 700, 602 12 Avenue SW, Calgary, T2R 1J3
T: +1 403 375 9955, www.pkfantares.com

URU Metals Limited
Consolidated Statements of Comprehensive Loss
For the Year Ended 31 March
Expressed in USD

	2023	**2022**
	$'000	**$'000**
Administrative expenses (note 16)	(1,412)	(1,012)
Gain on modification of convertible debenture	157	-
Gain on settlement of debt	25	-
Other income	39	-
Listing expense	-	(494)
Net loss for the year	(1,191)	(1,506)
Other comprehensive (loss)		
Items that will be reclassified subsequently to income		
Effect of translation of foreign operations	(262)	1
Other comprehensive loss for the year	(262)	1
Total comprehensive loss for the year	(1,453)	(1,505)
Net loss attributable to:		
Shareholders of the Company	(1,009)	(1,265)
Non-controlling interest	(182)	(241)
Total net loss	(1,191)	(1,506)
Comprehensive loss attributable to:		
Shareholders of the Company	(1,275)	(1,268)
Non-controlling interest	(178)	(237)
Total comprehensive loss	(1,453)	(1,505)
Basic and diluted net loss per share (USD dollars)	(0.61)	(0.77)
Weighed average number of common shares outstanding	1,646,691	1,646,691

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

URU Metals Limited
Consolidated Statements of Financial Position
As at 31 March
Expressed in USD

	As at 31 March 2023 $'000	As at 31 March 2022 $'000
ASSETS		
Non-current assets		
Intangible assets (note 9)	4,763	4,687
Total non-current assets	4,763	4,687
Current asset		
Trade and other receivables (note 10)	157	204
Cash and cash equivalents	506	1,618
Total current assets	663	1,822
Total assets	5,426	6,509
EQUITY AND LIABILITIES		
Equity		
Share capital (note 13)	7,815	7,815
Share premium (note 13)	48,070	48,070
Non-controlling interest (note 12)	2,783	2,651
Equity portion of convertible debentures (note 11)	62	62
Other reserves (note14)	1,330	1,595
Accumulated deficit	(57,496)	(56,487)
Total equity	2,564	3,706
Current liabilities		
Trade and other payables	1,670	1,553
Due to related party (note 15)	702	760
Convertible loan note (note 11)	490	490
Total liabilities	2,862	2803
Total equity and liabilities	5,426	6,509

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

Approved on behalf of the Board on 29 September 2023:

Jay Vieira, Non-executive Director

Kyle Appleby, Non-executive Chairman

URU Metals Limited
Consolidated Statements of Cash flow
For the Year Ended 31 March
Expressed in USD

	2023	2022
	$'000	$'000
Cash flows from operating activities		
Net loss for the year	(1,191)	(1,506)
Adjustments for:		
Foreign exchange gain	(58)	-
Stock-based compensation	185	180
Accretion expense	-	26
Listing expense	-	494
Changes in non-cash working capital items:		
Increase in receivables	47	(109)
Increase in restricted cash	-	-
Increase in trade and other payables	243	56
Net cash used in operating activities	(774)	(859)
Investing activities		
Purchase of intangible assets	(445)	(876)
Cash obtained upon acquisition of subsidiary	-	108
Net cash used in investing activities	(445)	(768)
Financing activities		
Net proceeds from private placement	-	2,151
Proceeds from due to related party	-	760
Proceeds from exercise of stock options in subsidiary	-	16
Proceeds from exercise of warrants in subsidiary		5
Net proceeds from convertible debenture	-	250
Net cash generated by financing activities	-	3,182
Loss on exchange rate changes on cash and cash equivalents	107	(36)
Net decrease in cash and cash equivalent	(1,112)	1,519
Cash and cash equivalents, beginning of year	1,618	99
Cash and cash equivalents, end of year	506	1,618

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

URU Metals Limited
Consolidated Statement of Changes in Equity
For the Year Ended 31 March 2023
Expressed in USD

	Share Capital $'000	Share Premium $'000	Share Options and Warrants Reserves $'000	Foreign Currency Translation Reserve $'000	Equity portion of convertible debenture $'000	Non-controlling Interest $'000	Accumulated deficit $'000	Total $'000
At 31 March 2021	**7,815**	**48,070**	**2,483**	**(897)**	**-**	**-**	**(55,222)**	**2,249**
non-controlling interest upon acquisition of Blue Rhino	-	-	-	-	-	548	-	548.00
Increase of non-controlling interest through private placement in Zeb Nickel	-	-	-	-	-	2,151	-	2,151
Increase of non-controlling interest through exercise of warrants in Zeb Nickel	-	-	-	-	-	5	-	5
Increase of non-controlling interest through stock-based compensation in Zeb Nickel	-	-	-	-	-	168	-	168
Increase of non-controlling interest through exercise of stock options in Zeb Nickel	-	-	-	-	-	16	-	16
Equity portion of convertible debenture	-	-	-	-	62	-	-	62
Stock-based compensation	-	-	12	-	-	-	-	12
Net loss and comprehensive loss for the year	-	-	-	(3)	-	(237)	(1,265)	(1,505)
At 31 March 2022	**7,815**	**48,070**	**2,495**	**(900)**	**62**	**2,651**	**(56,487)**	**3,706**
Increase of non-controlling interest through shares issued for debt in Zeb Nickel	-	-	-	-	-	126	-	126
Increase of non-controlling interest through stock-based compensation in Zeb Nickel	-	-	-	-	-	184	-	184
Stock-based compensation	-	-	1	-	-	-	-	1
Net loss and comprehensive loss for the period	-	-	-	(266)	-	(178)	(1,009)	(1,453)
At 31 March 2023	**7,815**	**48,070**	**2,496**	**(1,166)**	**62**	**2,783**	**(57,496)**	**2,564**

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

1. General information

URU Metals Limited (the "Company"), formerly known as Niger Uranium Limited, and before that, as UraMin Niger Limited, was incorporated in the British Virgin Islands ("BVI") on 21 May 2007. The Company's shares were admitted to trading on AIM, a market operated by the London Stock Exchange on 12 September 2007. The address of the Company's registered office is Intertrust, P.O. Box 92, Road Town, Tortola, British Virgin Islands, and its principal office is Suite 401, 4 King Street West, Toronto, Ontario, Canada, M5H 1A1.

The consolidated financial statements of the Group for the year ended 31 March 2023 comprise the Company and its subsidiaries.

2. Nature of operations

During the year ended 31 March 2023, the Group's principal business activities were the exploration and development of mineral properties in South Africa.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and development programs will result in profitable mining operations. The Group has not yet established whether its mineral properties contain reserves that are economically recoverable. Changes in future conditions could require material write-downs of the carrying values of mineral properties.

The Group is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage of development. These risks include, but are not limited to:

- Dependence on key individuals;
- Receipt and maintenance of all required exploration permits and property titles;
- Successful development; and
- The ability to secure adequate financing to meet the minimum capital required to successfully develop the Group's projects and continue as a going concern.

The Company now holds 41,000,000 Common Shares in Zeb Nickel Corp. through its wholly owned subsidiary Floza Capital Management Limited representing approximately 74.82% of the issued and outstanding Common Shares of Zeb Nickel Corp.

3. Basis of preparation

The annual consolidated financial statements of the Group have been prepared in accordance with UK adopted International Accounting Standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The Group has consistently applied the accounting policies detailed below throughout all periods presented.

3. Basis of preparation (continued)

The consolidated financial statements have been prepared on a historical cost basis.
Items included in the consolidated financial statements for each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "functional currency"). Similarly, the Group reports its results in a specified currency (the "presentation currency"). The functional currencies of the Company and its subsidiaries (with their abbreviation defined in note 6) are set out in the table below:

URU Metals Limited ("URU")	CAD
Niger Uranium Societe Anonyme ("NUSA")	CFA
8373825 Canada Inc. (Nueltin")	CAD
Svenska Skifferoljeaktiebolaget ("SSOAB")	SEK
Southern Africa Nickel Ltd. (SAN Ltd")	USD
Zeb Nickel Corp. ("Zeb Nickel")	CAD
Zeb Nickel Company (Pty) Ltd. ("ZEB")	ZAR
Floza Capital Management Limited ("FLO")	USD
Umnex Minerals Limpopo Pty ("UML")	USD
Lesego Platinum Uitloop Pty ("LPU")	USD
URU Metals South Africa (Pty) Ltd. ("URU SA")	ZAR

All of the Company's subsidiaries were dormant in the year except Zeb Nickel Corp. and Zeb Nickel Company (Pty) Ltd. The holdings in UML and LPU are held indirectly through ZEB.

Zeb Nickel Company (Pty) Ltd. was incorporated in South Africa on 6 November 2020. On 6 November 2020 URU Metals Limited transferred its shares in UML to Zeb Nickel Company (Pty) Ltd. in exchange for 120 ordinary shares in Zeb Nickel Company (Pty) Ltd.

The year end for Zeb Nickel Corp. is 31 December and Zeb Nickel Company (Pty) Ltd is the 28 February..

The Group's consolidated financial statements are presented in US Dollars, rounded to the nearest thousand.

In accordance with IAS 21, Effects of Changes in Foreign Exchange Rates ("IAS 21"), Group entities and operations whose functional currencies differ from the presentation currency are translated into US dollars.

- Monetary assets and liabilities are translated at the closing rate as at the date of the statement of financial position;
- Equity balances are initially translated at closing exchange rates and subsequent balances are translated at historical rates; and

3. Basis of preparation (continued)

- Translation gains and losses are recognised in consolidated other comprehensive income and are reported as such in accumulated other comprehensive income and in foreign currency translation reserve in consolidated statements of changes in equity.

  Changes in presentation

  Where necessary, corresponding figures have been adjusted to conform to the presentation of the current year amounts.

4. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Going concern

These consolidated financial statements have been prepared based on accounting principles applicable to a going concern, which assume that the Group will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of business. As at 31 March 2023 the Group had current liabilities of $2,862,000 (2022: $2,803,000) and cash and cash equivalents of $506,000 (2022: $1,618,000). However the Company has not achieved profitable operation and expects to incur further losses in the development of the business.

The Directors have prepared a cashflow forecast for the twelve months to 30 September 2024. In developing this forecast, the Directors have made assumptions based upon their view of current and future economic conditions over the forecast period. The cashflow forecast shows that the Group will require debt financing in the second half of the year ending 31 March 2024 if it is not able to obtain further equity funding.

These events and conditions create a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

(b) Basis of consolidation

Subsidiaries

Subsidiaries are all entities that are controlled by the Group. The definition of control involves three elements; power over the investee, exposure or rights to variable returns and the ability to use power over the investee to affect the amount of the investors' returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

4. Significant accounting policies (continued)

(b) Basis of consolidation (continued)

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 in accordance with IFRS 9 either in profit or loss or other comprehensive loss.

Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Transactions eliminated on consolidation

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

(c) Foreign currency transactions

i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in consolidated statement of other comprehensive income.

ii) Foreign operations

The assets and liabilities of operations, including goodwill and fair value adjustments arising on acquisition, are translated to the Group presentation currency (where different) at exchange rates at the reporting date. The income and expenses of foreign operations are translated to the Group presentation currency at average exchange rates, unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions. Equity balances are translated to presentation currency at historical exchange rates.

Foreign currency differences are recognised directly in other comprehensive income and such differences have been recognised in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in other comprehensive income in the FCTR.

4. Significant accounting policies (continued)

(d) Exploration costs and intangible assets

Exploration and evaluation costs are capitalised on a project-by-project basis, pending determination of the technical feasibility and the commercial viability of the project. In accordance with IFRS 6, 'Exploration for and Evaluation of Mineral Resources', the Group allocates costs incurred to cash generating units (CGUs), which are projects, or groups of projects, which share a consistent profile and proximity. Exploration costs are presented in intangible assets in the Statement of Financial Position.

Capitalised costs include costs directly related to the exploration and evaluation activities in the CGU.

General and administrative costs are allocated to the exploration property to the extent that the costs are directly related to activities in the relevant areas of interest. Costs incurred before the legal rights are obtained to explore an area and costs relating to a relinquished or abandoned licence are recognised in profit or loss.

Exploration and evaluation assets shall be assessed for impairment at each reporting period in accordance with IFRS 6, and any impairment loss is recognised in profit or loss.

Once technical feasibility and commercial viability have been established, exploration assets attributable to those projects are tested for impairment and reclassified from exploration properties to development properties.

Mineral property acquisition costs, and exploration and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Group, are capitalised until the property to which they relate is placed into production, sold, allowed to lapse or abandoned.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less from inception which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

4. Significant accounting policies (continued)

(f) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets and financial liabilities

Financial assets and financial liabilities are classified into one of three categories as summarised the table below:

Category	Derivative status	Initial measurement	Subsequent to initial recognition, held at:	URU's' assets in the category
Amortised cost	Non-derivative	Fair value	Amortised cost	Trade and other receivables
Amortised cost	Non-derivative	Fair value	Amortized cost	Cash and cash equivalents
Other financial liabilities	Non-derivative	Fair value	Amortised cost	Trade and other payables
Other financial liabilities	Non-derivative	Fair value	Amortised cost	Due to related party
Other financial liabilities	Non-derivative	Fair value	Amortized cost	Convertible loan note

The classification is determined at initial recognition and depends on the nature and the purpose of the financial asset. Financial assets are recognised in the Group becomes a party to the contractual provisions of the instrument.

Financial assets at amortised cost

A financial asset shall be classified at amortised cost if both of the following conditions are met and is not designated at FVTPL: (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Other financial liabilities

The Group initially recognises financial liabilities on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities are recognised initially at fair value less any directly attributable transaction costs.

4. Significant accounting policies (continued)

(f) Financial instruments (continued)

Financial assets at fair value

Fair value determination
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company has no financial instruments carried at fair value as at 31 March 2023. The carrying value of the Company's financial instruments approximate their fair value due to the relatively short periods of maturity of these instruments.

Derecognition of financial assets and financial liabilities

A financial asset is derecognised when the contractual right to the asset's cash flows expire or if the Group transfers the financial asset and substantially all risks and rewards of ownership to another entity. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

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

Offset

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

(g) Impairment of assets

(i) Financial assets

Financial assets are assessed for indicators of impairment at each reporting period end. Financial assets are impaired when there is objective evidence that the estimated future cash flows of the financial assets have been affected by one or more events that occurred after the initial recognition of the financial asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognises in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognises causes the amount of impairments loss to decrease, the decrease in impairment loss is reversed through profit or loss.

4. Significant accounting policies (continued)

(g) Impairment of assets (continued)

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. Fair value less cost of disposal is determined as the amount that would be obtained from the disposal of the assets in an arm's length transaction between knowledgeable and willing parties.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(h) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

4. Significant accounting policies (continued)

(h) Income tax (continued)

A deferred tax asset is recognises to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be recognised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be recognised.

(j) Loss per share

The Group presents basic and diluted loss per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares in issue during the period. Diluted earnings or loss per share is similar to basic earnings or loss per share, except that the denominator is adjusted to include the dilutive potential ordinary shares that would have been outstanding assuming that options and warrants with an average market price for the year greater than their exercise price are exercised and the proceeds used to repurchase ordinary shares.

(k) Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's chief operating decision maker, the CEO, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(l) Employee benefits

Pension obligations and other post-employment benefits

The Group does not offer any pension and/or post-employment benefits to employees.

Short-term employee benefits

Short-term employee benefits obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonuses if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

4. Significant accounting policies (continued)

(l) Employee benefits (continued)

Share-based compensation

The Group operates an equity-settled, share-based compensation plan, The Niger Uranium Limited Share Option Plan 2008. The grant date fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions, such as forfeiture rates, are included in assumptions about the number of options that are expected to vest. At each reporting date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(m) Convertible debentures

The liability and equity components of convertible debentures are presented separately on the statement of financial position, starting from initial recognition. The Company determines the carrying amount of the financial liability by discounting the stream of future payments at the prevailing market rate for a similar liability of comparable credit status and substantially providing the same cash flows. Subsequently, the liability component is then increased by accretion of the discounted amounts to reach the nominal value of the convertible debenture at maturity, which is recorded in the statement of loss and comprehensive loss as finance costs.

The carrying amount of the equity component is calculated by deducting the carrying amount of the financial liability from the amount of the convertible debenture, and is presented in equity as an equity component of convertible debenture. The equity component is not re-measured subsequent to initial recognition, except on conversion or expiry.

(n) Non-controlling interest

The non-controlling interest, which represent the portion of net income and net assets in subsidiaries that are not 100% owned by the Company, is reported separately within equity in the consolidated statement of financial position.

For a business combination including the non-controlling interest, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquirer's identifiable net assets.

4. Significant accounting policies (continued)

(o) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the current period and have not been early adopted. These standards are not expected to have a material impact on the Group in the current or future reporting periods. Any standards that are not deemed relevant to the operations of the Group have been excluded. The Directors have chosen not to early adopt these standards and interpretations and they do not anticipate that they would have a material impact on the Company's financial statements in the period of initial application.

	Effective date
IAS 1 - Presentation of Financial Statements – amendments regarding the classification of liabilities	1 January 2023
IAS 1- Presentation of Financial Statements – amendments regarding the disclosure of accounting policies	1 January 2023
IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors – amendments regarding the definition of accounting estimates	1 January 2023
IAS 37 - Provisions, Contingent Liabilities and Contingent Assets – amendments regarding the costs to include when assessing whether a contract is onerous	1 January 2022

5. Critical accounting estimates and judgments

The preparation of the consolidated financial statements in conformity with UK adopted International Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement and make estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The Group makes estimations and assumptions concerning the future. The resulting accounting estimates may not equal the related actual results.

The estimates, assumptions and judgements which have a significant risk of causing material adjustment to the carrying amount of assets and liabilities are:

Determination of the Functional Currency

The Group comprises several entities in three different countries; Canada, South Africa and Sweden. The statutory financial statements of each entity, where required, are prepared using the functional currency of the country where it is registered to do business except where management have chosen a more appropriate currency as the functional currency. On preparation of the consolidated financial statements management chooses an appropriate exchange rate to translate each of the functional currencies to the presentational currency. The consolidated financial statements are presented in USD. These judgements may change if future events dictate that a more appropriate presentational currency should be adopted.

5. Critical accounting estimates and judgments (continued)

Impairment of exploration and evaluation expenditure (intangible assets)
The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not yet reached a stage that permits a reasonable assessment of the existence of reserves. The directors have carried out an assessment of the carrying value of exploration and evaluation expenditure and any required impairment in accordance with the accounting policy in note 4.

Share based payments
The Group has issued share options to Directors and advisors. The Black Scholes model is used to calculate the appropriate charge for these options. The use of this model to calculate a charge involves a number of estimates and judgements to establish the appropriate inputs to be entered into the model, including areas such as the use of appropriate interest and dividend rates, exercise restrictions and behavioural considerations. A significant element of judgement is therefore involved in the calculation of the charge.

Calculation and recognition of contingent consideration
The Group is exposed to potential contingent consideration from previous acquisitions as detailed in note 9. Management exercises judgement in assessing whether the contingent consideration should be recognised in the consolidated financial statements.

6. Financial risk and management

The Group's Board of Directors monitors and manages the financial risks relating to the operations of the Group. These include credit risk, liquidity risk and market risk which includes foreign currency and interest rate risks.

Credit risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's credit risk is primarily attributable to the Group's cash and cash equivalents and trade and other receivables. The Group has no allowance for impairment that might represent an estimate of incurred losses on other receivables. The Group has cash and cash equivalents of $506,000 (2022: $1,618,000), which represent the maximum credit exposure on these assets. As at 31 March 2023 the majority of the cash and cash equivalents were held with a major Canadian chartered bank from which management believes the risk of loss to be minimal.

Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically the Group tries to ensure that it has sufficient cash on demand to meet expected operational expenses for a period of twelve months, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. Management monitors the rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows.

6. Financial risk and management (continued)

The following are the contractual maturities of financial liabilities:

	Carrying amount $'000	Contractual cash flows $'000	6 months or less $'000	6 months to 5 years $'000
31 March 2023				
Trade and other payables	1,670	1,670	1,670	-
Due to related party	702	702	702	-
Convertible loan note	490	490	490	-
31 March 2022				
Trade and other payables	1,553	1,553	1,553	-
Due to related party	760	760	760	
Convertible loan note	490	490	490	-

Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's loss or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency rate risk
The Group, operating internationally, is exposed to currency risk on purchases that are denominated in a currency other than the functional currency of the Group's entities, primarily Pound Sterling ("GBP"), the Canadian Dollar ("CAD"), the South African Rand ("ZAR"), Swedish Krona ("SEK") and the US Dollar ("USD").

The Group does not hedge its exposure to currency risk.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances.

The Group's exposure to foreign currency risk, based on notional amounts, was as follows:

	USD $’000	ZAR $'000	GBP $'000	SEK $'000	CAD $'000	Total $'000
31 March 2023						
Cash and cash equivalents	17	3	1	-	485	506
Trade and other receivables	-	8	-	-	149	157
Trade and other payables	(6)	(41)	(330)	(47)	(1,246)	(1,670)
Convertible loan note	(490)	-	-	-	-	(490)
Due to related party	-	-	-	-	(702)	(702)
31 March 2022						
Cash and cash equivalents	10	-	37	-	1,571	1,618
Trade and other receivables	-	-	-	-	204	204
Trade and other payables	-	(20)	(235)	(65)	(1,233)	(1,553)
Due to related party	-	-	-	-	(760)	(760)
Convertible loan note	(490)	-	-	-	-	(490)

6. Financial risk management (continued)

Interest rate risk

The financial assets and liabilities of the Group are subject to interest rate risk, based on changes in the prevailing interest rate. The Group does not enter into interest rate swap or derivative contracts. The primary goal of the Group's investment strategy is to make timely investments in listed or unlisted mining and mineral development properties to optimize shareholder value. Where appropriate, the Group will act as an active investor and will strive to advance corporate actions that deliver value adding outcomes. The Group will undertake joint ventures with companies that have the potential to realise value through mineral project development, and invest substantially in those joint ventures to advance asset development over the near term.

Sensitivity analysis

A 10% strengthening of the USD against the following currencies at the year end would have increased/(decreased) equity and profit or loss by the amounts shown below. This was determined by recalculating the foreign currency balances held using a 10% greater exchange rate to the USD. This analysis assumes that all other variables, in particular interest rates, remain constant.

	31 March 2023		31 March 2022	
	Equity $'000	Profit or loss $'000	Equity $'000	Profit or loss $'000
GBP	**-**	**33**	-	20
CAD	**-**	**131**	-	22
SEK	**-**	**5**	-	7
ZAR	**-**	**3**	-	2

7. Capital risk management

The Group includes its share capital, share premium, reserves and accumulated deficit as capital. The Group’s objective is to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk. In light of economic changes and with the risk characteristics of the underlying assets, the Group manages the capital structure and makes adjustments to it. As the Group has no cash flow from operations and in order to maintain or adjust the capital structure, the Group may issue new shares, issue debt and/or find a strategic partner. The Group is not subject to externally imposed capital requirements.

The Group prepares annual expenditure budgets to facilitate the management of its capital requirements and updates them as necessary depending on various factors such as capital deployment and general industry conditions. During the year ended 31 March 2023 there were no changes in the Group's approach to capital management.

8. Loss per share

The calculation of basic and diluted earnings per share is based on the result attributable to shareholders divided by the weighted average number of ordinary shares in issue in the year.

Basic earnings per share amounts are calculated by dividing net loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The Company has potentially issuable shares which relate to share options issued to directors and third parties. In the years ended 31 March 2023 and 31 March 2022 none of the options had a dilutive effect on the loss in the two years.

	As at 31 March 2023 $'000	**As at 31 March 2022 $'000**
Net loss attributable to ordinary equity holders of the parent company (US dollars)	**(1,009)**	(1,265)
Number of shares		
Weighted average number of shares for the purpose of basic earnings per share	**1,646,691**	1,646,691
Weighted average number of shares for the purpose of diluted earnings per share	**1,646,691**	1,646,691
Basic loss per share (US dollars)	**(0.61)**	(0.77)
Diluted loss per share (US dollars)	**(0.61)**	(0.77)

9. Intangible assets

Exploration costs

COST ($'000)	**Zebediela Project**	**South Zeb Project**	**Total**
At 31 March 2021	6,560	-	6,560
Additions	806	70	876
Foreign exchange	54	1	55
At 31 March 2022	7,420	71	7,491
Additions	445	-	445
Foreign exchange	- 579	(5)	- 584
At 31 March 2023	7,286	66	7,352

ACCUMULATED IMPAIRMENT ($'000)			
At 31 March 2021	2,786	-	2,786
Foreign exchange	18	-	18
At 31 March 2022	2,804	-	2,804
Foreign exchange	- 215	-	- 215
At 31 March 2023	2,589	-	2,589

CARRYING VALUE ($'000)			
At 31 March 2022	4,616	71	4,687
At 31 March 2023	4,697	66	4,763

Zebediela Projects

In August 2021, URU successfully completed the disposal of the Zebediela Nickel Project ("Project") to Zeb Nickel Corp. (TSX-V: ZBNI) and the Project remains the primary focus of URU, through its 74.82% interest in Zeb Nickel Corp. and URU's continuing role as the technical operator of the Project.

The year under review saw the completion of the 8-hole Phase 2 diamond drilling exploration program which aimed to identify the extent of nickel-copper-PGE mineralisation in the footwall of the historical nickel resource. The drilling program confirmed both the grade and continuity of the nickel mineralisation, as well as the presence of higher-grade Ni- PGE bearing Critical Zone lithologies on the project area. The drilling also resulted in the discovery of a new high-grade gold zone on the project area, as reported in the Press Release dated 12 April 2022.

The discovery of the gold mineralisation now means there are three known different styles and zones of mineralisation within the project area, namely the nickel mineralisation in Lower Zone lithologies, the Ni-PGE mineralisation associated with Critical Zone lithologies, and lastly, the newly discovered gold mineralisation. Furthermore the project has the correct geology to host massive sulphide Ni-Cu-PGE mineralisation.

The right to prospect and develop the Project are now secured under the accepted Mining Right Application.

Zeb South Project

Additionally, in the year, the DMRE has accepted an application for a Prospecting Right over ten portions of the farm Piet Potgietersrust Town and Townlands 44 KS, totaling 246 hectares. The Prospecting Right under application is immediately south of the Zebediela Project, and located approximately 4 km east of Ivanhoe Mines Platreef Project, and approximately 20 km south of Anglo American Platinum's Mogalakwena Mine.

The intangible assets useful lives are infinite and the accumulate impairment relates to various technical and exploration workin South Africa.

10. Trade and other receivables

	As at 31 March 2023 $'000	As at 31 March 2022 $'000
Other receivables	**157**	204

The other receivables include sales tax receivable and prepaid expenses.

11. Convertible loan note

On 6 May 2020, the Company issued a convertible loan note (“Convertible Loan Note”) for $250,000 to Boothbay Absolute Return Strategies LP ("Boothbay"). The Convertible Loan Note can be increased to $500,000 prior to the maturity of the Loan Note on 31 May 2021 or such later date as the Company may in its sole discretion determine. The Convertible Loan Note is unsecured, bears no interest and is convertible at the lower of:

(i) a voluntary conversion price triggered on serving a conversion notice (being 85 pence per share for a period of 90 days from the date of the Loan Note (“Notice Period); and following expiry of the 90 day period, a 35% discount to the Volume Weighted Average Price ("VWAP") per share in the 5 trading days prior to the noteholder serving a conversion notice);
(ii) on an equity fund raising of not less than US$5 million (excluding a Loan Note conversion), a 35% discount to the price per share paid by investors on such a fund raising;
(iii) on a share sale (meaning a sale of Ordinary Shares giving control of the Company, whether for cash and/or by way of exchange for shares in another company and/or for other consideration, and whether or not control of the Company changes as a result of such transaction), a 35% discount to the price per share paid on the share sale; or
(iv) if there is no conversion notice served, fund raising or share sale prior to the maturity date, at a 35% discount to the VWAP per share in the 5 trading days prior to the maturity date.

On 6 August 2020, the Company extended the Notice Period relating to the Convertible Loan Note, as previously announced on 6 May 2020, for a further 90 days with effect from 6 August 2020.

On 4 November 2020, the Company extended the notice period relating to the Convertible Loan Note, as previously announced on 6 May 2020 and extended on 6 August 2020, for a further 90 days with effect from 4 November 2020.

On 24 May 2021 the Company increased the Convertible Loan Note to $500,000 and extended the notice period relating to the Convertible Loan Note, as previously announced on 6 May 2020 and extended on 6 August 2020 and 4 November 2020, to 31 May 2022.

Expressed in USD

11. Convertible loan note (continued)

The Company accrued a transaction cost of $12,500 which is included in trade and other payables.

During the year ended 31 March 2021, the Company recorded accretion of $28,000 and amortisation of capitalised transaction costs of $11,000 and as at 31 March 2021, the carrying value of the Convertible Loan Note was $276,000.

On 30 May 2022, the Company extended the repayment date and long-stop date for conversion of the convertible loan notes to 31 May 2023. The date by which Boothbay has the right to convert funds due under the loan note at £0.85 per new ordinary share of the Company has also been extended to 31 May 2023. As consideration for the extension Boothbay has agreed: (i) to pay to URU consideration of US$100,000 (the "Extension Fee"); and (ii) agreed that it would not convert sums due to Boothbay under the convertible loan note on or prior to 31 August 2022.

In the event that Boothbay is issued with any new common shares of URU pursuant to a conversion of the convertible loan note, it will be issued with one warrant attaching to each new common share, with an exercise period of 18 months from the date of issuance and exercisable at 85 pence per new common share.

During the year ended 31 March 2023, the Company recorded accretion of $57,000 (2022 - $21,000) and as at 31 March 2023, the carrying value of the Loan Note was $490,000 (31 March 2022 - $490,000).

12. Transaction with Zeb Nickel Company (Pty) Ltd. and non-controlling interest

On 1 August 2021, Blue Rhino Capital Corp. (“Blue Rhino”) (renamed Zeb Nickel Corp.), a Capital Pool Company incorporated under the Business Corporations Act (British Columbia) completed its acquisition of the Company’s subsidiary, “Zeb Nickel” by way of issuing 41,000,000 common shares of Blue Rhino (“The Transaction”). As a result, the shareholders of Zeb Nickel acquired control of Blue Rhino. The Transaction is considered a purchase of the Blue Rhino’s net assets by the Zeb Nickel shareholders. The Transaction is accounted for in accordance with guidance provided in *IFRS 2, Share-Based Payment* as Blue Rhino did not qualify as a business according to the definition in *IFRS 3, Business Combinations*. The Transaction, for accounting purpose, is recognised as if Zeb Nickel had proceeded to issue the Blue Rhino’s shares outstanding before the Transaction in exchange for the net assets acquired. The fair value of the 2,347,828 common shares of Blue Rhino was determined to be C$0.25 per common share, based on the fair value at 1 August 2021.

Consideration paid	**$**
Fair value of Blue Rhino common shares, agent warrants and stock options	548

Identifiable assets acquired	$
Cash	108
Trade and other payables	(54)
Net assets acquired	54

Unidentified assets acquired	
Share listing expense (recognised in profit and loss)	494

Total net identifiable assets and share listing costs	548

12. Transaction with Zeb Nickel (Pty) Limited and non-controlling interest (continued)

The Company recorded the fair value of consideration for acquisition of Blue Rhino as non-controlling interest. The continuity of non-controlling interest is as follows:

	Amont ($'000)
As at 31 March 2021	-
Acquisition of Blue Rhino	548
Increase through private placement	2,151
Increase through exercise of warrants	5
Increase through stock-based compensation	168
Increase through exercise of stock options	16
Loss attributable to NCI shareholders during the year	(237)
As at 31 March 2022	2,651
Increase through shares issued for debt	126
Increase through stock-based compensation	184
Loss attributable to NCI shareholders during the year	(178)
As at 31 March 2023	2,783

13. Share capital and share premium

	Number of shares	Share capital $'000	Share premium $'000	Total $'000
At 31 March 2021, 2022 and 2023	1,646,691	7,815	48,070	55,885

Issued shares

All issued shares are fully paid up.

Authorised: unlimited number of common shares. There are no preferences or restrictions attached to any classes of common shares.

Unissued shares
In terms of the BVI Business Companies Act, any unissued shares are under the control of the Directors.

Dividends
Dividends declared and paid by the Group were $nil for the year ended 31 March 2023 (2022 - $nil).

Expressed in USD

14. Reserves

(a) Share option and warrants reserve

The Share Option Plan is administered by the Board of Directors, which determines individual eligibility under the plan for optioning to each individual. Below is disclosure of the movement of the Group's share options as well as a reconciliation of the number and weighted average exercise price of the Group's share options outstanding on 31 March 2023 and 31 March 2022.

The assessed fair value at grant date is determined using the Black-Scholes Model that takes into account the exercise price, the term of the option, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

No stock options were granted during the years ended 31 March 2023 and 31 March 2022.

During the year ended 31 March 2023, 30,200 stock options of the Company expired unexercised and as at 31 March 2023, the Company had nil options outstanding. (i) Continuity and exercise price

The number and weighted average exercise prices of share options are as follows:

	Number of options	**Weighted average exercise price per share (£)**
As at 31 March 2021 and 2022	30,200	0.75
Expired	(30,200)	0.75
As at 31 March 2023	-	-

14. Reserves (continued)

(ii) The following is a continuity of the Group's warrants granted.

	Number of warrants	**Weighted average exercise price per share (£)**
At 31 March 2021	705,882	0.85
Expired	(705,882)	0.85
At 31 March 2022 and 2023	-	-

No warrants were outstanding as at 31 March 2023.

(b) Foreign Currency Translation Reserve

Please refer to note 4(c) for accounting policy of foreign operations and consolidated statement of changes in equity for the movement of foreign currency translation reserve.

135. Related party transactions

(a) Transactions with key management personnel

During the year ended 31 March 2023, nil (2022 - nil) share options were granted to key management personnel as defined by IAS 24 'Related party disclosures'. Key management personnel include J. Peng, a senior employee of Marrelli Support Services Inc. (MSSI), a company which provides financial accounting services to the Group. The share options granted in the year ended 31 March 2018 expired on 19 April 2022. During the year ended 31 March 2023, $19,000 (2022: $23,000) of accounting fees were incurred with MSSI and as at 31 March 2023, $62,000 (2022: $36,000) was payable to MSSI.

No stock options granted to management were outstanding as at 31 March 2023.

(b) Directors' remuneration

	Year ended 31 March 2023 $'000	**Year ended 31 March 2022 $'000**
Fees for services as director	**29**	33
Basic salary	**181**	191
Total	**210**	224

145. Related party transactions (continued)

The directors consider that key management personnel are the directors themselves and J. Peng, as detailed above.

Included in trade and other payables are amounts accrued in respect of director fees and salary of directors' of the Company in the year totalling $943,000 (2022: $796,000) being amounts due to J.Zorbas $834,000 (2022:$711,000); J Vieira $63,000, (2022:$52,000); and K. Appleby $46,000 (2022: $33,000).

At 31 March 2023, the Company was owed $39,000 (2022: $43,000) by Captor Capital Corp. a company of which J. Zorbas is a shareholder and Chief Executive Officer.

J. Zorbas entered into an agreement with the Company for the provision of a loan in the amount of CAD 950,000 on 22 December 2021. As at 31 March 2023, the Company owed USD $702,000 (2022: USD$760,000) to J. Zorbas. The amount is repayable on demand, bears no interest, is unsecured and no fee is payable to J. Zorbas. The loan is repayable upon 30 days' notice.

16. Operating loss

The following items have been charged/(credited) in arriving at the operating loss for the year:

	Year ended 31 March 2023 $'000	Year ended 31 March 2022 $'000
Professioanl fees	163	246
Salaries and benefits	210	224
Stock-based compensation	185	180
Reporting issuer costs	42	34
Consulting fees	130	27
Accretion of convertible debenture	67	-
General and administrative	575	269
Interest expense	-	35
Foreign exchange loss	40	(3)
	1,412	1,012

17. Income tax expense and deferred taxation

The Group is incorporated in the British Virgin Islands (BVI). The BVI Business Companies Act imposes no corporate or capital gains taxes and the Group's losses will also not result in an income tax recovery in the BVI. However, the Group may be liable for taxes in the jurisdictions where it operates or develops mining properties.

Effective 13 July 2012, the Group became resident in Canada, and is subject to income taxes at a combined federal and provincial statutory tax rate of 26.5% (2022 - 26.5%).

17. Income tax expense and deferred taxation (continued)

Income tax expense from the amount that would be computed by applying the Canadian federal and provincial statutory income tax rates to the loss for the year is as follows:

	2023	**2022**
	$'000	**$'000**
Loss before recovery of income taxes	(1,191)	(1,506)
Loss before recovery of income taxes	26.50%	26.50%
Expected income tax recovery	(316)	(399)
Share-based compensation and non-deductible expenses	60	47
Benefit of losses not recognised	256	352
Income tax expense (recovery)	-	-

A deferred tax asset has not been recognised in respect of the losses because there is insufficient evidence of the timing of future taxable profits against which it can be recovered.

The significant components of the Group's unrecognized deductible temporary differences as at 31 March 2023 and 31 March 2022 are as follows:

Unrecognized deferred tax assets

	2023	**2022**
	$'000	**$'000**
Losses carried forward	4,640	4,380
Share issuance costs	4	8
Other	260	260
	4,904	4,648

1815. Segmental information

(a) Reportable segments

The Group has only one reportable operating segment which is exploration, which is the Group's strategic business unit as described below and other segments include all group administration and procurement. Operating segments are determined by the CEO, the Group's chief operating decision-maker, and have not changed in the year.

The following summary describes the operations in each of the Group's reportable segments:

Exploration	Includes obtaining licenses and exploring these license areas
Other segments	Includes all Group administration and procurement

There are no other operations that meet any of the quantitative thresholds for determining reportable segments during the years ended 31 March 2023 or 31 March 2022.

18. Segmental information (continued)

There are varying levels of integration between the Exploration and Corporate Office reportable segments. This integration includes shared administration and procurement services.

Information regarding the results of each reportable segment is included below. Performance is measured based on segmented results. Any inter-segment transactions would be determined on an arm's length basis. Inter-segment pricing for the years ended 31 March 2023 and 31 March 2022 consisted of funding advanced from Corporate Office to Exploration.

(b) Operating segments

	Exploration		**Other segments**		**Total**	
	2023	**2022**	**2023**	**2022**	**2023**	**2022**
For the year ended 31 March	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Reportable segment loss before tax	-	-	(1,191)	(1,506)	(1,191)	(1,506)

	Exploration		**Other segments**		**Total**	
As at 31 March	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Reportable segment assets	4,763	4,687	663	1,822	5,426	6,509
Reportable segment liabilities	(11)	(11)	(2,851)	(2,792)	(2,862)	(2,803)

(c) Geographical segments

During the years ended 31 March 2023 and 31 March 2022, business activities took place in Canada and South Africa. In presenting information based on the geographical segments, segment assets are based on the physical location of the assets.

The following table presents segmented information on the Group's operations and loss for the year ended 31 March 2023 and assets and liabilities as at 31 March 2023:

	Canada	**Sweden**	**South Africa**	**Total**
	$'000	**$'000**	**$'000**	**$'000**
Net loss	(1,191)	-	-	**(1,191)**
Total assets	663	-	4,763	**5,426**
Non-current assets	-	-	4,763	**4,763**
Liabilities	(2,851)	(11)	-	**(2,862)**

The following table presents segmented information on the Group's operations and loss for the year ended 31 March 2022 and assets and liabilities as at 31 March 2022:

18. Segmental information (continued)

	Canada $'000	Sweden $'000	South Africa $'000	Total $'000
Net loss	(1,506)	-	-	**(1,506)**
Total assets	1,822	-	4,687	**6,509**
Non-current assets	-	-	4,687	**4,687**
Liabilities	(2,792)	(11)	-	**(2,803)**

19. Events after the reporting date

On 1 June 2023, the Company extended the repayment date and long-stop date for convertible debenture to 31 December 2023 (“Maturity Date”). The date by which Boothbay has the right to convert funds due under the loan note at £0.85 per new ordinary share of the Company has also been extended to the Maturity Date and agreed that it will not convert sums due to Boothbay under the convertible loan note on or prior to 30 August 2023 and it’s extended further to 31 October 2023.

20. Changes in liabilities arising from financing activities

	Current liabilities $'000
1 April 2021	276
Cash flows	
Proceeds from convertible debenture	250
Other non-cash movements	(36)
31 March 2022	490
Cash flows	
Other non-cash movements	-
31 March 2023	490

21. Summarized financial information of the subsidiary with material non-controlling interest

The financial information of Zeb Nickel is summarized as follows:

As at 31 March	**2023 $'000**	**2022 $'000**
Current assets	**136**	1,025
Non-current assets	**4,157**	4,032
Current total liabilities	**(722)**	(139)
Long term liabilities	**-**	(529)
For the year ended 31 March	**2023 $'000**	**2022 $'000**
Net loss for the year after taxation	**817**	1,059
Cash flow used in operating activities	**(328)**	(491)
Cash flow used in financing activities	**(445)**	(744)
Cash flow from financing activities	**-**	2,155