URU METALS LIMITED: 2022 ANNUAL REPORT

URU METALS LIMITED

2022 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	Moore Kingston Smith LLP 6th Floor 9 Appold Street London EC2A 2AP
Nominated Advisor	SP Angel Corporate Finance LLP 35-39 Maddox Street London W1S 2PP
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 2022.

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 Group’s technical team has adopted a new exploration approach based on a thorough review of all available data. Historical drilling was largely focused on defining the nickel resource in the Lower Zone lithologies, and consequently, many of these historical holes stopped short of intersecting the lithologies that host the Ni-PGE mineralisation found in Critical Zone rocks, as well as any potential gold mineralisation. Based on the exploration successes in Phase 1 of this drill program, the technical team made the decision that Phase 2 holes should all be drilled into the Penge Iron Formation to test for Ni-PGE mineralisation in footwall rocks of any Critical Zone lithologies present on the project area. This policy has resulted in numerous intersections of Ni-PGE mineralisation in Critical Zone rocks which was not previously identified in historical drilling, as well as the new gold discovery.

The Group remains bullish on the nickel price, based on the anticipated demand for Class I nickel in battery applications. The presence of PGE mineralisation on the project area bodes well for improving the overall project economics, and the Group anticipates a prolonged strong demand for PGE’s in their traditional use in autocatalysts and industrial applications, as well as an increasing demand for their use in hydrogen fuel cells.

The Group is of the view that the Zeb Project is well de-risked due to the latest round of drilling proving that Critical Zone rocks are present on the Project area, and all that remains is further drilling to simply define the higher-grade areas of this horizon and ultimately declare a resource on these Critical Zone lithologies. This in turn will pave the way for the Group to produce an updated Preliminary Economic Assessment, which is expected to show improved project economics.

Furthermore, the Group is anticipating that the South Africa Department of Mineral Resources and Energy will shortly be issuing a Mining Right over the Project area, which will secure the mineral tenure of the Project for a further 30 years.

Financial Review

The Group recorded an audited loss after tax for the year to 31 March 2022 of $1.50 million (2021: loss of $651k). The loss per share from continuing activities was 0.91¢ (2021: 0.44¢).

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. raising $2.8 million CAD. We ended the financial year with cash and cash equivalents of $1.62 million (2021: $99k).

Jay Vieira

Non-executive Chairman
30 January 2023

Below are the major events in the year ended 31 March 2022 and major events after the reporting period.

In August 2021, Blue Rhino Capital Corp. (renamed Zeb Nickel Corp.) completed its acquisition of the Company's subsidiary, Zeb Nickel Company (Pty) Ltd. ("Zeb Nickel").

Immediately prior to completion of the acquisition Zeb Nickel completed a consolidation of its issued and outstanding Common Shares on the basis of one new post-consolidation Common Share for every 2.3 pre-consolidation Common Shares (the "Consolidation"). The Consolidation reduced the number of outstanding Common Shares from 5,400,000 to 2,347,826.

In connection with the completion of the transaction, Zeb Nickel completed a private placement financing of 11,200,000 subscription receipts at a price of CAD$0.25 per receipt for gross proceeds of CAD$2,800,000 (before expenses). The proceeds from the placement financing were released from escrow following Zeb Nickel Corp. receiving all applicable regulatory approvals and completing the transaction.

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.

Zebediela Nickel Project

Project Overview

URU's flagship Zebediela Project is a de-risked four-target exploration asset located in one of the most exciting nickel sulphide exploration projects globally. The Board believes that the strength of the Zebediela Project may be summarised in five stand-out points:

1. The project is located in a world-class PGE-Ni district: The Bushveld Complex located in South Africa contains over 75% of the world's platinum reserves and are usually associated with magmatic nickel deposits. Between Anglo American's Mogalakwena Mine, Ivanhoe Mines' Platreef Project and the Zebediela Project, the Northern Limb of the Bushveld Complex hosts over 34% of known global nickel sulphide resources (Mudd and Jowitt, 2014);
2. The project is well advanced with an accepted and advanced mining right application over a large nickel resource: the historical resource as described in Zeb Nickel Corp's NI 43-101 is ranked in the top ten nickel sulphide resources globally with Indicated Resources of 485.4 Mt at a grade of 0.245% Ni and additional Inferred Resources of 1,115 Mt at a grade of 0.248% Ni. Environmental Impact and Economic studies indicate that exploitation of the resource could happen in a cost effective, sustainable, environmentally friendly manner;
3. Further exploration drilling has resulted in the discovery of lithologies that host higher grade nickel-PGE mineralisation in the same rocks that area being mined at Anglo American Platinum's Mogalakwena Mine and Ivanhoe Mines' Platreef Project;
4. Four mineralisation targets all hold significant potential to host ore-grade mineralisation: Four targets identified over a strike length of over 5 km targeting near surface nickel sulphides and high-grade nickel-PGE and gold mineralisation at depth; and
5. Highly Experienced Team: Top tier Board and Management team with impressive track record in the mining industry.

12, 870 m of diamond drilling recently completed by the Company's geologists has resulted in four distinct targets, related to four different styles of mineralisation. The Company has adopted the terms Target 1 through to Target 4 to describe these targets, and these are summarised as follows:

Target 1: Existing open pit nickel sulphide resource hosted in the Lower Zone.

The south-western Lower Zone (called Uitloop II in academic literature) body has been explored and hosts the historical resource; and the Lower Zone (Uitloop I) body and the chonolith bodies connecting the two Lower Zone bodies remains open for exploration. Drill results include:

- U2 – 8 m @ 0,51% Ni
- U3 – 11 m @ 0,37% Ni
- Z015 – 5,5 m @ 0,72 %

Target 2: **Ni-Cu-PGE mineralisation hosted in the Critical Zone rocks of the Bushveld Complex.**

This is the same mineralised horizon which is being mined on the Ivanhoe Mines "Platreef Project" and the Anglo Platinum "Mogalakwena Mining Complex". The majority of the Critical Zone on the Project Area subcrops beneath the Transvaal Sediments and Lower Zone and is viewed best in drill core. Drill results include:

- Z021 – 5 m @ 0,41% Ni, 0,12 % Cu & 2,16 g/t 3PGE+Au
- Z020 – 9 m @ 0,54% Ni, 0,18% Cu & 2,45 g/t 3PGE+Au
- Z026 – 12,5 m @ 0,35% Ni, 0,15% Cu & 1,84 g/t 3PGE+Au

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

The Project has the correct geology to host massive sulphide Ni-PGE mineralisation, which could be associated with the Bushveld ultramafic plumbing system interacting with sulphur-rich footwall rocks, both present on the Project.
The area is also geologically similar to the Uitkomst Complex which hosts the Nkomati Nickel Mine - a massive Ni-Cu-Cr-PGE sulphide deposit, located in Mpumulanga Province, South Africa. Drill results include:

- Z03 – 1 m @ 1,00% Ni, 0,06% Cu & 0,75 g/t 2PGE+Au
- Z017 – 2,25 m @ 1,67% Ni, 0,51% Cu & 0,71 g/t 3PGE+Au
- Z024 – 0,56 m @ 1,00% Ni, 0,11% Cu & 0,59 g/t 3PGE+Au

Target 4: **Gold mineralisation.**
The recently announced discovery of gold mineralisation 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 mineralisation. This means that gold mineralization is present over large parts of the Project area, and the Project now holds significant potential for both Ni-Cu-PGE and gold mineralization, which the Company plans on expanding with further exploration drilling. Drill results include:

- Z029 - 28.32 m @ 9.05 g/t Au, including 10.86 m @ 12.21 g/t Au; including 10.64 m @ 11.25 g/t Au;
- Z027 - 33.81 m @ 1.67 g/t Au, including 4.81 m @ 5.07 g/t Au.

Mineral Rights

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. 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 South African Department of Mineral Resources and Energy (DMRE) (submitted on July 26, 2019) (the "Mining Right Application").

The Group is now waiting on the DMRE to award the Mining Right, which will be valid for a period of 30 years from the date of issue. An application for a Prospecting Right over 246 hectares of ground immediately to the south of the existing project area was made to the DMRE in February 2021, and is expected to be awarded shortly.

Strategy for 2023

The Group's geologists have completed the development of a three-dimensional geological model, which has allowed the team to better focus the next phase of exploration, which will include infill drilling on the gold targets with the aim of a possible declaration of a resource on the gold mineralisation, depending on the extent and nature of the mineralisation.

The next phase of drilling on the Zebediela Project aims to:

- Allow for the declaration of an updated NI43-101 resource statement on the historical nickel resource hosted within Lower Zone lithologies;
- Define more resources in the "indicated resource" category for the nickel resource hosted in Lower Zone lithologies, and potentially move some material into the "measured resource" category;
- Increase the overall grade and tonnage on the historical nickel resource by targeting a recently identified serpentinite and poikilitic harzburgite units within the Lower Zone body, where higher nickel grades have been intersected by previous drilling;
- Aim to increase the grade and tonnage within Critical Zone (Target 2) lithologies; which consists of material proven to be a shallower up-dip extension of Ivanhoes' 800 m deep Platreef on the adjacent property; and
- Determine the extent of the high-grade mineralized nickel zone at the base of, and in the footwall to, the Lower Zone lithologies, which is contact style mineralisation and may host semi-massive to massive Ni-PGE sulfide mineralisation.

Conduct infill diamond drilling to test the extent of the gold discovery reported in news releases on 15 March 2022 and 19 September 2022. The infill diamond drilling campaign is designed in a way that it will test all four targets in one drilling program, as described on the Group's website.

As detailed in the Chairman's Statement, the Group remains bullish on the outlook for nickel, and now PGE's, given the rapidly evolving "Green Hydrogen" economy. The Group's flagship Zebediela Project represents a future source of an environmentally friendly supply of Class I nickel, PGE's and cobalt into the rechargeable battery market and renewable energy market in general.

John Zorbas
Chief Executive Officer

30 January 2023

The Directors are pleased to present the Group's Strategic Report for the year ended 31 March 2022.

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.

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 Critical Zone rocks 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).

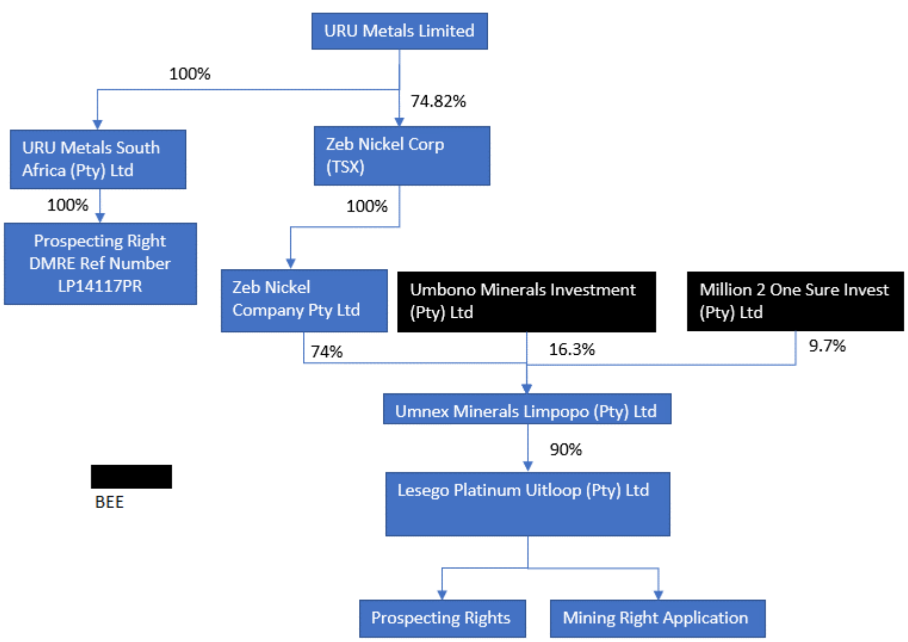
Operating and Financial Review

As the Group is primarily involved in exploration and project development, no revenue was generated in the year (2021: Nil).

Operating results	Group 31 March 2022	Group 31 March 2021
Loss for the year (USD ’000)	(1,506)	(651)
	(1,506)	(651)
Basic loss per share (US dollars)	(0.91)	(0.44)
Diluted loss per share (US dollars)	(0.91)	(0.44)

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 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.

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 2022.

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 Company has embarked on significant public consultation processes to identify and mitigate social, community and environmental concerns. The Company 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.

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
30 January 2023

The Directors present their report and the audited consolidated financial statements for the year ended 31 March 2022.

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 31 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 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.

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. 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:

	2022 Number of shares	**% Held**	2021 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 2022. 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:

	2022 Number	2021 Number
J. Zorbas	**10,000**	10,000
J. Vieira	**5,400**	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.

Salary and fees	**2022** $	2021 $
Executive Directors:		
J. Zorbas	**191,000**	180,000
Non-executive Directors:		
J. Vieira	**16,000**	15,000
K. Appleby	**17,000**	16,000

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 2022, 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%
Interactive Investor (Glasgow)	6.60%
Niketo Co	6.35%
IG Markets (London)	4.26%
Hargreaves Lansdown Asset Mgt (Bristol)	3.53%
Halifax Share Dealing (Halifax)	3.04%

Auditor
The auditor Moore Kingston Smith LLP have 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

30 January 2023

URU Metals Limited
Statement of Directors' Responsibilities

For the Year Ended 31 March 2022

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 www.urumetals.com/about-us/board-of-directors.

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 30 January 2023 and signed on its behalf by:

John Zorbas

Chief Executive Officer

Opinion
We have audited the financial statements of URU Metals Limited for the year ended 31 March 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards.

In our opinion:

- the group financial statements give a true and fair view of the state of the Group's affairs as at 31 March 2022 and of the Group's loss for the year then ended; and
- the group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards.

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

An overview of the scope of our audit
Our Group audit work was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement in the financial statements. At 31 March 2022 the Group had two components whose transactions and balances are included in the consolidated financial statements, in addition to the transactions and balances of the parent company. Both components, being Zeb Nickel Corp. and Zeb Nickel Company (Pty) Ltd, were considered to be significant components and were subject to a full scope audit. The audit work is conducted centrally by one audit team, led by the Senior Statutory Auditor.

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

Audit area and description	Audit approach
Carrying value of intangible assets (exploration and evaluation assets) Intangible assets, as detailed in note 9 to the consolidated financial statements, represent a significant part of the total assets of the Group and comprise exploration assets in respect of the Group's South African projects. Management are required to assess whether there are any indicators of potential impairment in the year.	Our specific audit testing included confirming the status of the exploration licences in order to determine the Group held the relevant legal title and critically assessing the subsequent exploration activity to assess whether there was evidence from the exploration results to date which would indicate a potential impairment. We also critically assessed the board's forecasts to confirm the Group's intention to continue to explore the licence areas. We concluded that we agreed with management's assertion that no impairment of the exploration assets was required.
Accounting treatment of intangibles (exploration and evaluation assets) The cost of the South African projects in the year should be capitalised in accordance with IFRS 6 'Accounting for exploration and evaluation assets', as detailed within note 9 to the consolidated financial statements. Management must consider the continued application of the stated accounting policy and assess whether it remains consistent with IFRS 6 'Accounting for exploration and evaluation assets' and the relevant financial reporting requirements.	We critically assessed whether the intangible asset additions in the year were capitalised in accordance with the stated accounting policy and whether capitalisation was appropriate in accordance with the relevant financial reporting requirements. We performed substantive testing on samples of the expenses capitalised in the year in order to assess whether the expenses had been appropriately capitalised. We concluded that the relevant amounts capitalised had been accounted for appropriately.
Going concern The group has continued to make significant losses which were exacerbated by the continued impact of the COVID-19 pandemic in the year. The impact was mitigated by the receipt of the proceeds of the private placement by Zeb Nickel Corp on the Toronto stock exchange raising CAD$2,800,000.	The Directors prepared a Group cash flow forecast for the twelve month period ending 31 January 2024. The Directors have also been provided with a Letter of Support from a related party. We have critically assessed and challenged the assumptions included in the cash flow forecast. We have critically assessed the Directors' ability to raise further funds either by way of debt finance or equity fundraise or by the provision of additional support to the Group. We have critically assessed the ability of the related party to provide the financial support to the Group, if required. We have critically assessed the disclosures included in note 4(a) to the consolidated financial statements and concluded that they are appropriate in the circumstances.

Our application of materiality
The scope and focus of our audit was influenced by our assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Due to the nature of the Group and its activity we considered gross assets to be the main focus for the users of the financial statements, and accordingly this consideration influenced our judgement of materiality. Based on our professional judgement, we determined financial statement materiality for the Group to be $75,000, based on 1.1% of gross assets.

On the basis of our risk assessments, together with our assessment of the overall control environment, our judgement was that performance materiality (i.e. our tolerance for misstatement in an individual account or balance) for the Group was 50% of financial statement materiality, namely $37,500.

We agreed to report to the Audit Committee all audit differences in excess of $3,750, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also reported to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our audit work performed in respect of the directors' assessment of the Group's ability to continue to adopt the going concern basis included, together with the procedures set out in the "key audit matters" section above, a critical assessment of the cashflow forecast, challenging management as to the assumptions used, and consideration of post-year end transactions including a review of the funds and facilities available to the Group, including the Letter of Support from the related party.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

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

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

We have nothing to report in this regard.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

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

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

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

A further description of our responsibilities is available on the FRC's website at https://wwww.frc.org.uk/auditors/auditor-assurance/auditor-s-responsibilities-for-the-audit-of-the-fi/description-of-the-auditor's-responsibilities-for

This description forms part of our auditor's report.

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

The objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the Group and considered that the most significant are UK adopted International Accounting Standards and the rules of the Alternative Investment Market:

- We obtained an understanding of how the Group complies with these requirements by discussions with management and those charged with governance;

- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance;

- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations; and

- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Use of our report
This report is made solely to the Company's members, as a body. Our audit work has been undertaken for no purpose other than to draw to the attention of the Company's members those matters which we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the Company and Company's members as a body, for our work, for this report, or for the opinions we have formed.

Moore Kingston Smith LLP

MATTHEW BANTON (**Senior Statutory Auditor**)
for and on behalf of Moore Kingston Smith LLP, Statutory Auditor

6th Floor
9 Appold Street
London EC2A 2AP
30 January 2023

URU Metals Limited
Consolidated Statements of Comprehensive Income
For the Year Ended 31 March 2022

	2022 $'000	2021 $'000
Administrative expenses	**(1,012)**	(651)
Listing expense	**(494)**	-
Operating loss (note 12)	**(1,506)**	(651)
Taxation	**-**	-
Net loss for the year after taxation	**(1,506)**	(651)
Other comprehensive inocme		
Items that will be reclassified subsequently to income		
Effect of translation of foreign operations	**1**	479
Other comprehensive income for the year	**1**	479
Total comprehensive loss for the year	**(1,505)**	(172)
Net loss attributable to:		
Shareholders of the Company	**(1,265)**	(651)
Non-controlling interest	**(241)**	-
Total net loss	**(1,506)**	(651)
Comprehensive loss attributable to:		
Shareholders of the Company	**(1,268)**	(172)
Non-controlling interest	**(237)**	-
Total comprehensive loss	**(1,505)**	(172)
Basic and diluted net loss per share (USD dollars) (note 8)	**(0.91)**	(0.44)
Weighed average number of common shares outstanding	**1,646,691**	1,472,057

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

URU Metals Limited
Consolidated Statement of Financial Position
As at 31 March 2022

	As at 31 March 2022 $'000	**As at 31 March 2021 $'000**
ASSETS		
Non-current assets		
Intangible assets (note 9)	**4,687**	3,774
Total non-current assets	**4,687**	3,774
Current assets		
Trade and other receivables (note 10)	**204**	95
Cash and cash equivalents	**1,618**	99
Total current assets	**1,822**	194
Total assets	**6,509**	3,968
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)	**2,651**	-
Equity portion of convertible debentures (note 11)	**62**	-
- Other reserves (note 14)	**1,595**	1,586
Accumulated deficit	**(56,487)**	(55,222)
Total equity	**3,706**	2,249
Current liabilities		
Trade and other payables (note 15)	**1,553**	1,443
Due to related party (note 16)	**760**	-
Convertible loan note (note 11)	**490**	276
Total liabilities	**2,803**	1,719
Total equity and liabilities	**6,509**	3,968

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

Approved on behalf of the Board on 30 January 2023:

Jay Vieira,
Non-executive Chairman

Kyle Appleby,
Non-executive Director

URU Metals Limited
Consolidated Statement of Cash Flows

For the Year Ended 31 March 2022

	2022 $'000	2021 $'000
Cash flows from operating activities		
Net loss for the year	**(1,506)**	(651)
Adjustments for:		
Depreciation	-	7
Stock-based compensation	**180**	22
Interest expense and finance charges	**-**	38
Accretion expense	**26**	
Listing expense	**494**	-
Changes in non-cash working capital items:		
Increase in receivables	**(109)**	(35)
Decrease in prepaid assets	**-**	41
Increase in trade and other payables	56	226
Net cash used in operating activities	**(859)**	(352)
Investing activities		
Purchase of intangible assets (note 9)	**(876)**	(499)
Cash obtained upon subsidiary's acquisition of Blue Rhino (note 12)	**108**	-
Net cash used in investing activities	**(768)**	(499)
Financing activities		
Net proceeds from private placement (note 13)	**2,151**	706
Proceeds from related party	**760**	-
Proceeds from exercise of stock options in subsidiary	**16**	-
Proceeds from exercise of warrants in subsidiary	**5**	-
Net proceeds from convertible debentures (note 11)	**250**	250
Net cash generated by financing activities	**3,182**	956
Exchange rate changes on cash and cash equivalents	**(36)**	(72)
Net increase in cash and cash equivalents	**1,519**	33
Cash and cash equivalents, beginning of year	**99**	66
Cash and cash equivalents, end of year	**1,618**	99

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 2022

	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 2020	7,806	46,938	2,461	(1,376)	-	-	(54,571)	1,258
Common shares issued in private placement	4	714	-	-	-	-	-	718
Share issue costs	-	(12)	-	-	-	-	-	(12)
Shares issued in settlement of debt	5	430	-	-	-	-	-	435
Stock-based compensation	-	-	22	-	-	-	-	22
Net loss and comprehensive loss for the period	-	-	-	479	-	-	(651)	(172)
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
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 period	-	-	-	(3)	-	(237)	(1,265)	(1,505)
At 31 March 2022	**7,815**	**48,070**	**2,495**	**(900)**	**62**	**2,651**	**(56,487)**	**3,706**

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 2022 comprise the Company and its subsidiaries.

2. Nature of operations

During the year ended 31 March 2022, 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.

In August 2021, Blue Rhino Capital Corp. (renamed Zeb Nickel Corp.) completed its acquisition of the Company's subsidiary, Zeb Nickel Company (Pty) Ltd. ("Zeb Nickel").

Immediately prior to completion of the acquisition Zeb Nickel completed a consolidation of its issued and outstanding Common Shares on the basis of one new post-consolidation Common Share for every 2.3 pre-consolidation Common Shares (the "Consolidation"). The Consolidation reduced the number of outstanding Common Shares from 5,400,000 to 2,347,826.

In connection with the completion of the transaction, Zeb Nickel completed a private placement financing of 11,200,000 subscription receipts at a price of CAD$0.25 per receipt for gross proceeds of CAD$2,800,000. The proceeds from the placement financing were released from escrow, following Zeb Nickel Corp. receiving all applicable regulatory approvals and completing the transaction.

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.

The consolidated financial statements have been prepared on a historical cost basis, as modified by the revaluation of financial assets at fair value through other comprehensive income.

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 both Zeb Nickel Corp. and Zeb Nickel Company (Pty) Ltd. is 31 December.

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;
- Income and expenses are translated at the average rate of exchange for the reporting period;

- Equity balances are initially translated at closing exchange rates and subsequent balances are translated at historical rates; and
- 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.

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 2022 the Group had current liabilities of $2,803,000 (2021: $1,719,000) and cash and cash equivalents of $1,618,000 (2021: $99,000). The Company raised approximately $2,151,000 in an equity financing during the year and raised a further $250,000 by the issuance of a convertible loan note. 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 31 January 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. However, a related party has provided written confirmation to the Company that will, if required, provide sufficient financial support, up to $750,000, to the Group to enable it to continue to trade and meet its liabilities as they fall due, for a period of at least one year from the date of signing of the financial statements.

The Directors consider that the Group will be able to meet its ongoing liabilities at they fall due for at least a period of twelve months from the date of signing of these financial statements. Accordingly the Directors have prepared these consolidated financial statements on the going concern basis.

(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.

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 IAS 39 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.

4. Significant accounting policies (continued)

(b) Basis of consolidation (continued)

Associates

Associates are entities over which the Group exercises significant influence but does not exercise control. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost, which includes goodwill identified on acquisition, net of any accumulated impairment loss. The Group's share of its associate's profits or losses after acquisition of its interest is recognised in profit or loss and cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Where the Group's share of losses of an associate equals or exceeds the carrying amount of the investment, the Group only recognises further losses where it has incurred obligations or made payments on behalf of the associate.

Financial asset at fair value through other comprehensive income

Financial assets consist of equity investments in other companies or limited partnerships where the Group does not exercise either control or significant influence.

Financial assets are shown at fair value at each reporting date with changes in fair value being shown in Other Comprehensive Income, or at cost less any necessary provision for impairment where a reliable estimate of fair value is not able to be determined.

Joint arrangements, joint operations and joint ventures

A joint arrangement is a contractual arrangement in which two or more parties have joint control. Joint control only exists when decisions require unanimous consent of the parties sharing that control. A joint arrangement is either a joint operation, where the parties have rights to the assets and obligations of the operation and thus recognise its share of the assets, liabilities, and operations, or a joint venture, where the parties have rights to the net assets or the obligation, and thus recognise their interest as an investment using the equity method.

4. Significant accounting policies (continued)

(b) Basis of consolidation (continued)

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 using the effective interest method	Trade and other receivables
Amortised cost	Non-derivative	Fair value	Same as above	Cash and cash equivalents
Fair value through Profit and loss	Non-derivative	Fair value	Fair value through profit and loss	Marketable securities
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	Fair value through profit and loss	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.

4. Significant accounting policies (continued)

(f) Financial instruments (continued)

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 plus any directly attributable transaction costs.

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 2022 other than the investment in Management Resource Solutions Plc (MRS) which is a Level 3 financial asset at fair value and convertible loan note which is a Level 3 financial liability at fair value.

At 31 March 2022 and 31 March 2021 the Group held 17,550,000 ordinary shares in MRS. On 4 September 2019 the London Exchange Stock Exchange suspended the trading of MRS shares as two of the company's principal subsidiaries were placed into administration. As a result the Group recorded a full impairment of the MRS shares in the year ended 31 March 2019. The MRS share listing was cancelled on 5 March 2020 and the company was placed into administration in November 2020. The Company was dissolved on 14 April 2022. Management have assessed the carrying value of the investment in MRS shares and have determined the carrying value remained $nil at 31 March 2022 and 31 March 2021.

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term, or if it is a derivative financial instrument. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise, they are classified as non-current. Securities in privately held companies are initially recorded at cost, being the fair value at the time of acquisition. At the end of each financial reporting period, the Company's' management estimates the fair value of investments based on the criteria below and reflects such valuation in the consolidated financial statements.

4. Significant accounting policies (continued)

(f) Financial instruments (continued)

Financial assets at fair value (continued)

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met: (a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

Changes in fair values of financial assets through other comprehensive income are presented as fair value gain or loss on investment in the consolidated statement of comprehensive income, and within operating activities in the statement of cash flows.

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 reecognises 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)
At 31 March 2022 the carrying value of intangible assets of the Group were $4,687,000 (2021: $3,774,000). 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 $1,618,000 (2021: $99,000), which represent the maximum credit exposure on these assets. As at 31 March 2022, 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 2022				
Trade and other payables	1,553	1,553	1,553	-
Due to related party	760	760	760	-
Convertible loan note	490	490	490	-
31 March 2021				
Trade and other payables	1,443	1,443	1,443	-
Convertible loan note	276	276	276	-

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 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)
Convertible loan note	(490)	-	-	-	-	(490)
Due to related party	-	-	-	-	(760)	(760)
31 March 2021						
Cash and cash equivalents	78	-	17	-	4	99
Trade and other receivables	-	-	-	-	95	95
Trade and other payables	(25)	(247)	(423)	(50)	(698)	(1,443)
Convertible loan note	(276)	-	-	-	-	(276)

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 2022		**31 March 2021**	
	Equity $'000	**Profit or loss $'000**	**Equity $'000**	**Profit or loss $'000**
GBP	**-**	**20**	-	(40)
CAD	**-**	**22**	-	(60)
SEK	**-**	**7**	-	(5)
ZAR	**-**	**2**	-	(25)

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 2022 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 2022 and 31 March 2021 none of the options had a dilutive effect on the loss in the two years.

	As at 31 March 2022 $'000	**As at 31 March 2021 $'000**
Loss used in calculating basic and diluted earnings per share (US dollars)	**(1,506)**	(651)
Number of shares		
Weighted average number of shares for the purpose of basic earnings per share	**1,646,691**	1,472,057
Weighted average number of shares for the purpose of diluted earnings per share	**1,646,691**	1,472,057
Basic loss per share (US dollars)	**(0.91)**	(0.44)
Diluted loss per share (US dollars)	**(0.91)**	(0.44)

9. Intangible assets

Exploration costs

COST ($'000)	**Zebediela Project**	**South Zeb Project**	**Total**
At 31 March 2020	5,180	-	5,180
Additions	499	-	499
Foreign exchange	881	-	881
At 31 March 2021	6,560	-	6,560
Additions	806	70	876
Foreign exchange	54	1	55
At 31 March 2022	7,420	71	7,491
ACCUMULATED AMORTISATION AND IMPAIRMENT ($'000)			
At 31 March 2020	2,456	-	2,456
Foreign exchange	330	-	330
At 31 March 2021	2,786	-	2,786
Foreign exchange	18	-	18
At 31 March 2022	2,804	-	2,804
CARRYING VALUE ($'000)			
At 31 March 2021	3,774	-	3,774
At 31 March 2022	4,616	71	4,687

Zebediela Projects

In November 2013, the Group acquired (i) a 100% interest in Southern Africa Nickel Limited ("SAN Ltd.") which had been the Group's joint venture partner since 2010 on the Zebediela Nickel Project and (ii) a 50% interest in the Burgersfort Project. SAN Ltd in turn had a 74% interest in a joint operation (the “SAN-Umnex Joint Venture”). The remaining 26% was held by Umnex Mineral Holdings (Pty) Ltd (“UMH”), which had title to the Zebediela licences through its subsidiary, Umnex Minerals Limpopo (Pty Ltd (UML). With the Group's acquisition of SAN Ltd., the SAN-URU joint venture was dissolved, and San Ltd. obtained ownership of the JV's 50% interest in the Burgersfort Project with BSC Resources as the other party to the agreement. On 10 April 2014, SAN Ltd. and UMH agreed that SAN Ltd. would purchase 100% of Umnex Minerals Limpopo Pty ("UML") from UMH for consideration of 33,194,181 new Group shares and 8,000,000 bonus shares issued to directors and officers for their services in the acquisition of UML.

The Zebediela Nickel Project extends over three separate adjacent prospecting rights in the Limpopo Province of South Africa. All three rights are now held by Lesego Platinum Uitloop Pty ("LPU"), which in turn is 74% owned by UML and which in turn is 100% owned by Zeb Nickel Company (Pty) Ltd. from 6 November 2020.

All three rights are currently compliant with minimum expenditure obligations, annual report submissions, annual prospecting fees, and submitted prospecting work programs. Lesego Platinum Uitloop has submitted a Mining Right Application over all three Prospecting Areas on various portions of the farms Uitloop 3 KS, Amatava 41 KS and Bloemhof 4 KS, and Piet Potgietersrus Town and Townlands 44 KS. The Mining Right Application was submitted to the DMRE on 26 July 2019 (reference number LP30/5/1/2/2/10174MR), the application was accepted on 21 August 2019 and is awaiting approval. The tenure of this area is secured by the acceptance of the Mining Right Application, in that no other party would be able to apply for these areas pending the processing of the Mining Right Application. The Mining Right Application consolidates the three Prospecting Areas as listed below into one Project. Until the Mining Right is granted, prospecting activities may continue under the approved and valid Prospecting Right.

9. Intangible assets (continued)

Zebediela Projects (continued)

Under the terms of the acquisition agreement, UMH is permitted to return the shares and take back the licences should the Group:

- fail to maintain adequate cash funds to meet its general and project expenditure obligations, or
- fail to meet the purchased rights' minimum statutory expenditure obligations

As at 31 March 2022, the "general and project expenditure obligations" and the "minimum statutory expenditure obligations" of the general and project expenditure obligations had not been determined.

Additionally, conditional consideration of 12,000 free-trading shares is payable if either 1) a transaction is consummated by the Group to sell, farm-out, or similarly dispose of any portion of a mineral project on some or all of the mining titles, or 2) a mining right is obtained from DMRE in respect of some or all of the rights, or 3) an effective change of control of the Group occurs. As at 31 March 2022 none of the above conditions have occurred.

On 19 April 2017, the Group entered into a Corporate and Management Services Agreement (the "Agreement") with UMH. As per the Agreement, UMH shall provide to UML services including project management, coordination of mining rights application, mineral rights management, finance and accounting, technical, metallurgical, engineering and geological services and corporate finance and capital raising. In exchange of the services, UMH will earning the following fees:

1. Once the Bankable Feasibility Study commences a monthly retainer of ZAR150,000 until then a monthly retainer of ZAR75,000 will be paid;
2. First right of offer for technical, metallurgical, engineering and geological services at market related pricing;
3. Capital raising and corporate finance fees of 5% of the transaction value of capital raised through UMH sources;
4. UMH will be issued a 1.5% royalty on all revenue generated from the Zebediela project. 1% of the royalty can be purchased back by the Company or its successor for the amount of $2 million provided that the Company exercises this right within 24 months of the Mining Right being issued by the DMRE.

On 4 December 2018 the Company announced that the DMRE had formally approved and executed the renewal of the primary prospecting right. The right to prospect and develop the Project are now secured under the accepted Mining Right Application.

On 19 February 2020, the DMRE formally accepted the Final Scoping Report and granted approval for the Environmental Impact Assessment (EIA) phase to proceed. An extension was granted on 28 August 2020 for the delays caused by the COVID-19 lockdown measures.

On 18 January 2021, the DMRE formally acknowledged receipt of the EIA which was formally submitted on 15 January 2021.

9. Intangible assets (continued)

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 are not amortised.

10. Trade and other receivables

	As at 31 March 2022 $'000	As at 31 March 2021 $'000
Other receivables	**204**	95

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.

11. Convertible loan note (continued)

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.

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.

During the year ended 31 March 2022, the Company recorded accretion of $21,000 and as at 31 March 2022, the carrying value of the Loan Note was $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 $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	494

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:

	Amount ($)
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 period	(237)
As at 31 March 2022	2,651

13. Share capital and share premium

	Number of shares	Share capital $'000	Share premium $'000	Total $'000
At 31 March 2020	780,571	7,806	46,938	54,744
Shares issued in private placement	357,294	4	702	706
Shares issued in settlement of debt	508,826	5	430	435
At 31 March 2021 and 2022	1,646,691	7,815	48,070	55,885

On 6 May 2020, the Company raised approximately £200,000 through the subscription for 235,294 ordinary shares at £0.85 per share. Each share has an attached warrant with an exercise period of 18 months and are exercisable at £0.85. The Company also issued 470,588 ordinary shares at £0.85 per share to Alegana Enterprises Limited (a company controlled by J. Zorbas) in lieu of unpaid director fees and salaries, as detailed in note 16. Each share has an attached warrant with an exercise period of 18 months and are exercisable at £0.85.

On 25 November 2020 the company raised £280,600 through the subscription of 122,000 shares at a price of £2.30 per share.

On 26 November 2020 the Company issued 32,858 shares at £2.45 per share in settlement of accrued management fees and issued 5,380 shares at £2.30 per share in settlement of fees due to an adviser.

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 2022 (2021 - $nil).

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 2022 and 31 March 2021.

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 2022 and 31 March 2021.

(i) Reconciliation of share options outstanding as at 31 March 2022:

Exercise prices (£)	Weighted average remaining life (years)	Number of options outstanding	Number exercisable
0.60	1.15	15,050	15,050
0.90	1.15	15,150	15,150
0.75	1.15	30,200	30,200

The inputs into the Black Scholes option pricing model for the options granted are as follows:

	April 2017	April 2017	October 2020
Exercise price (£)	0.60	0.90	0.49
Expected volatility	92.88%	92.88%	54.9%
Expected life	5 years	5 years	10 years
Risk-free interest rate	0.91%	0.91%	3.16%
Expected dividends	0.0%	0.0%	0.0%

(ii) 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 (£)
At 31 March 2020	32,833	0.70
Expired	(2,633)	0.49
As 31 March 2021 and 2022	30,200	0.75

14. Reserves (continued)

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

	Number of warrants	**Weighted average exercise price per share (£)**
At 31 March 2020	-	-
Warrants issued	705,882	0.85
At 31 March 2021 and 2022	705,882	0.85

(iv) Reconciliation of warrants outstanding as at 31 March 2022:

Exercise price (£)	**Weighted average remaining life (years)**	**Number of warrants outstanding**	**Number exercisable**
0.85	0.60	705,882	705,882

(b) Foreign Currency Translation Reserve

The Foreign Currency Translation Reserve represents foreign currency differences recognised directly in other comprehensive income when assets and liabilities of foreign operations are translated to the Group's presentational currency at exchange rates at the reporting date and income and expenses are translated to the Group's presentational currency at average exchange rates.

15. Trade and other payables

	As at 31 March 2022 $'000	**As at 31 March 2021 $'000**
Trade and other payables	**650**	435
Accruals	**903**	1,008
	1,553	1,443

16. Related party transactions

(a) Transactions with key management personnel

During the year ended 31 March 2022, nil (2021 - 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 2022, $23,000 (2021: $19,000) of accounting fees were incurred with MSSI and as at 31 March 2022, $36,000 (2021: $20,000) was payable to MSSI.

The following share options, granted to current and past directors and management, were outstanding as at 31 March 2022.

Directors/officers	Exercise price (£)	Number of options outstanding	Expiry date
Directors			
J. Zorbas	0.60	5,000	19 April 2022
J. Zorbas	0.90	5,000	19 April 2022
J. Vieira	0.60	2,600	19 April 2022
J. Vieira	0.90	2,600	19 April 2022
Management			
J. Peng	0.60	1,000	19 April 2022
J. Peng	0.90	1,000	19 April 2022
Former directors			
D. Subotic	0.60	2,600	19 April 2022
D. Subotic	0.60	2,600	19 April 2022
H. Kloepper	0.60	1,000	19 April 2022
H. Kloepper	0.90	1,000	19 April 2022

The above options expired unexercised subsequent to 31 March 2022.

(b) Directors' remuneration

	Year ended 31 March 2022 $'000	Year ended 31 March 2021 $'000
Fees for services as director	**33**	31
Basic salary	**191**	180
Total	**224**	211

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

16. Related party transactions (continued)

Included in trade and other payables in note 15 are amounts accrued in respect of director fees and salary of directors' of the Company in the year totalling $796,000 (2021: $579,000) being amounts due to J.Zorbas $711,000 (2021:$526,000); J Vieira $52,000, (2021:$36,000); and K. Appleby $33,000 (2021: $17,000).

At 31 March 2022, the Company was owed $43,000 (2021: $42,000) 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 2022, the Company owed 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.

Post year end, a related party company of which J. Zorbas is a shareholder and Chief Executive Officer provided written confirmation of financial support as detailed in note 21.

17. Operating loss

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

	Year ended 31 March 2022 $'000	**Year ended 31 March 2021 $'000**
Auditor's remuneration	**73**	53
Directors' fees	**33**	31
Share-based compensation	**180**	22
Depreciation	**-**	7
(Gain)/loss on foreign exchange	**(3)**	18

18. 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% (2021 - 26.5%).

18. 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:

	2022 $'000	2021 $'000
Loss for the year before taxation	(1,506)	(651)
Expected income tax recovery	(399)	(173)
Benefit of losses not recognised	399	173

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 2022 and 31 March 2021 are as follows:

	2022 $'000	2021 $'000
Loss carry-forward	16,704	15,198
Share issuance costs	31	84
Other	982	982

19. Segmental information

(a) Reportable segments

The Group has two reportable segments, as described below, which are the Group's strategic business units. Both are determined by the CEO, the Group's chief operating decision-maker, and have not changed in the year. The strategic business units offer different services, and are managed separately because they require different strategies.

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

Exploration	Includes obtaining licenses and exploring these license areas
Corporate Office	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 2022 or 31 March 2021.

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

19. Segmental information (continued)

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 2022 and 31 March 2021 consisted of funding advanced from Corporate Office to Exploration.

(b) Operating segments

	Exploration		Corporate office		Total	
	2022	2021	2022	2021	2022	2021
For the year ended 31 March	$'000	$'000	$'000	$'000	$'000	$'000
Depreciation	-	(7)	-	-	-	(7)
Reportable segment loss before tax	-	(7)	(1,506)	(644)	(1,506)	(651)

	Exploration		Corporate office		Total	
As at 31 March	2022	2021	2022	2021	2022	2021
	$'000	$'000	$'000	$'000	$'000	$'000
Reportable segment assets	4,687	3,774	1,822	194	6,509	3,968
Reportable segment liabilities	(11)	(11)	(2,792	(1,708)	(2,803)	(1,719)

(c) Geographical segments

During the years ended 31 March 2022 and 31 March 2021, 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 2022 and assets and liabilities as at 31 March 2022:

	Canada	Sweden	South Africa	Total
	$'000	$'000	$'000	$'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)**

The following table presents segmented information on the Group's operations and loss for the year ended 31 March 2021 and assets and liabilities as at 31 March 2021:

	Canada	Sweden	South Africa	Total
	$'000	$'000	$'000	$'000
Net loss	(644)	-	(7)	**(651)**
Total assets	194	-	3,774	**3,968**
Non-current assets	-	-	3,774	**3,774**
Liabilities	(1,708)	(11)	-	**(1,719)**

20. Contingent liabilities

The Group is subject to the conditional consideration in respect of the acquisition of UML as detailed in note 9.

21. Events after the reporting date

On 31 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.

Post year end, a related party company of which J. Zorbas is a shareholder and Chief Executive Officer provided written confirmation of financial support, up to $750,000, to the Group to enable it to continue to trade and meet its liabilities as they fall due, for a period of at least one year from the date of signing of these financial statements. Any loan provided in that period will be interest free, unsecured and will only be repayable after a period of at least one year from the date of signing of these financial statements. The related party company is a related party as defined by IAS 24 'Related party disclosures' and not for the purposes of the AIM Rules for Companies.

22. 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