

KEFI

GOLD & COPPER



2025

ANNUAL REPORT

Gold and Copper
in the Arabian-Nubian Shield

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Note: All \$ figures in this report are US\$

KEFI In Brief

KEFI Gold and Copper plc (“KEFI”, the “Company” or the “Group”) is a mining company with a rich history and an exciting future. Focused on the Arabian-Nubian Shield, an area around the Red Sea, we have made a series of groundbreaking discoveries and are advancing towards production.

We have a clear pathway towards highly cash-generative gold production and an established pipeline of opportunities, expected to deliver sustainable long-term production of gold and critical minerals.

Our principal asset is Tulu Kapi in Ethiopia- a high-quality gold project in development and expected to move into production from 2028, generating strong cash flows from year one.

We also hold a 13% interest in Gold and Minerals Company Limited (“GMCO”), arguably the leading exploration group in Saudi Arabia, with substantial exploration licences covering more than 1,000 km². Mining has been recognised as a key industry for Saudi Arabia and GMCO is at the forefront of this fast-growing sector.

Beyond Tulu Kapi and GMCO, we have a pipeline of growth opportunities in Ethiopia, Saudi Arabia and across the region.

Our team is highly experienced, with a strong record of discovery and commercialisation. We are now moving towards production at a time when gold’s strengths are increasingly recognised and in regions that have made mining a priority. Focused on delivery of long-term value to our shareholders, we look to the future not just with confidence but with excitement.



18 February 2026 Tulu Kapi Ground-Breaking Ceremony led by Ethiopia’s Prime Minister, Dr Abiy Ahmed, and Oromia Region’s President, Shimelis Abdisa

(Prime Minister is wearing the hat and President is in foreground)

Executive Chairman's Report

KEFI turns 20 this year. A young company by comparison with many miners, it has experienced more twists and turns than most and there were times when its very survival was called into question. Today, however, we are in a very different place, and I have never felt prouder of our achievements or more appreciative of the support from shareholders, employees, government and all those who have backed us through thick and thin.

As a veteran of the industry, I've worked in mining for more than 40 years, building and investing in businesses across the globe. Early on in my career, I was lucky enough to be in Australia just as gold mining was taking off and the gold price was soaring. It was an extraordinary period – exhilarating, uplifting and hugely rewarding. I had, until now, considered that time to be the most exciting of my career.

Now however, I believe that we are experiencing a similar but more long-term sustainable boom, and especially in the very locations where KEFI operates, Ethiopia, Saudi Arabia and the nearby region. Our Company has experienced many challenges over the years, some relating to the gold market, some to the stock market and some to the jurisdictions where we were striving to advance. Today, however, KEFI has been transformed. We are financially sound and we are developing rapidly and at a time when mining is taking off in our chosen locations, the gold price is more than double our base for financial planning and the outlook is robust.

In short, after years of determination, dedication and a dogged conviction that we were on the right path, KEFI has reached a pivotal moment at a pivotal time. We have assembled the right teams and the right financing in the right locations at the right time and the excitement is palpable across the Group and among all its stakeholders. Our potential is clear and we are determined to maximise it.

Ethiopia and Tulu Kapi

Ethiopia remains one of the largest and most strategically important economies on the African continent and its economic boom is now firmly underway. The Government is accelerating reforms, the private sector has been prioritised, and mining has been singled out as a key driver of long-term growth.

Gold has already emerged as the country's largest export sector and is expected to play a central role in raising mining's contribution from approximately 1% of GDP today towards a target of 10% over the coming decade. Against this backdrop, KEFI's flagship asset, Tulu Kapi, is positioned as one of the most advanced and influential gold developments in the country. If it were in full production today, it would be Ethiopia's largest single generator of export revenues, at current gold prices.

Tulu Kapi was recently launched when we had successfully arranged funding of more than \$400 million, including \$240 million of secured project finance debt, contractor commitments estimated at \$60 million and over \$100 million of equity contributions. Innovative at every level, this financing package was designed to optimise the cost of capital, while preserving KEFI's planned beneficial interest in the project at around 86%. We launched the full 27-month development schedule in March 2026 for production mid-2028. We also initiated a process to assess a range of potential synergistic growth opportunities for the longer term.

Importantly, Tulu Kapi has now moved from planning to execution. Early works have been completed, infrastructure is moving forward and we have commenced the community resettlement programme from the mining site. On 18 February 2026, we were delighted to undertake a groundbreaking ceremony that formally marked the start of construction. This was attended by His Excellency Abiy Ahmed Ali (PhD) Prime Minister of the Federal Democratic Republic of Ethiopia and His Excellency Shimelis Abdisa, President (Chief Administrator) of the Oromia Regional State of the Federal Democratic Republic of Ethiopia, together with other senior

Government and local community representatives, members of the KEFI/TKGM teams, and other project stakeholders. We are fortunate to have started development in what is now a stable, supportive jurisdiction, backed by strong community endorsement and clear, long-term fiscal arrangements agreed with Government.

Widespread support is underpinned by recognition of the social and economic benefits that Tulu Kapi can bring. This project stands out as a high-quality gold asset by global standards, with maiden Ore Reserves of 1.05 million ounces and Mineral Resources of 1.7 million ounces, at an average grade of 2.7g/t and metallurgical recovery of approximately 94%. The strengthening gold price environment adds to the project's already compelling economics. At gold prices of US\$3,000 to US\$5,000 per ounce, the project is expected to generate:

- Average EBITDA of approximately US\$355 million to US\$697 million per annum over the first three years of production, equating to approximately US\$305 million to US\$599 million per annum net to KEFI;
- All-in Sustaining Costs of US\$1,114 to US\$1,254 per ounce;
- The all-in-cost after all debt servicing is approximately US\$1,366-1,506 per ounce; and
- A Net Present Value (NPV) ranging from \$1.1 billion at the start of construction (with gold at \$3000/oz) to \$2.4 billion at the start of production (with gold at \$5000/oz). These figures reflect a 5% NPV discount and apply to KEFI's expected 86% beneficial interest and are net of all capital servicing. Total net cashflow over seven years of US\$1.8 billion to US\$3.4 billion at gold prices of US\$3,000 to US\$5,000 per ounce.

These metrics position Tulu Kapi as a highly cash-generative project. Even with gold at US\$2,500/oz, operating cash flow would be expected to exceed total project debt in the first full year of production, fuelling rapid deleveraging and value realisation for shareholders.

Production and potential

The initial base plans are for Tulu Kapi to deliver more than seven years of production, averaging approximately 166,000 ounces per annum.

Beyond the open-pit mine however, Tulu Kapi offers significant expansion potential underground. Development planning is already underway, and we are targeting overall production of around 200,000 ounces per annum. Early drilling results support our view of significant prospectivity, including intercepts such as 90 metres at 2.8g/t at the edge of the current resource envelope, within which there are large high-grade zones.

Our focus in Ethiopia is now clear: to deliver Tulu Kapi into production. With the development financing structure in place, contractors appointed and early works completed, the project has moved into the full development program, targeting production from mid-2028. This will mark a transformational step for KEFI as it becomes a gold producer with strong cash flow and a clear platform for shareholder returns and growth.

Tulu Kapi has been a long journey, but 2025 was the year in which that journey decisively turned into delivery.

Saudi Arabia and GCMCO

KEFI has been evaluating prospects in Saudi Arabia for almost 20 years. We were one of the first modern movers in the Kingdom and we are the only mining team to have made major discoveries there in that period. Our Saudi Arabian portfolio is held through GCMCO, a joint venture with ARTAR, one of the country's foremost conglomerates and a long-standing partner of our Company.

Saudi Arabia is changing at a rapid pace and, in recent years, the Kingdom has made mining a key plank of its

economic diversification strategy. A modern mining code has been introduced, government support for exploration has significantly increased and the Kingdom is actively seeking to attract international investment into the sector. This has created a highly supportive environment for well-established operators, such as GMCO.

Building on a strong track record of discovery and project advancement, GMCO has one of the most extensive and advanced exploration portfolios in the Kingdom, covering more than 1000 km² of highly prospective licence areas, operated by a large and highly experienced exploration team.

During 2025, GMCO strengthened its position in the Kingdom still further, when it was selected to participate in the Saudi Government's Exploration Enablement Program. A major initiative, the programme is supported by funding of approximately US\$180 million to accelerate exploration and de-risk early-stage investment. Out of 49 applicants to the programme, only six were chosen and GMCO was one of those selected, a ringing endorsement of the team's technical capabilities and track record.

GMCO also moved towards greater independence last year, with its own management team, an enlarged board and access to broader funding channels. In partnership with ARTAR, GMCO is preparing for the next phase of its development.

Today, GMCO's most advanced projects are the Jibal Qutman Gold Project and Hawiah Copper-Gold Project.

- Jibal Qutman has been finalising its Definitive Feasibility Study and is targeting to move into development this year, with a staged gold operation, similar in scale to Tulu Kapi, but with lower grade.
- Hawiah Copper-Gold ranks amongst the most significant discoveries in the region.

GMCO has also expanded its licence portfolio through the award of new exploration licences, including Umm Hijlan, which extends the mineralised strike of the Hawiah copper-gold system, and Al Hajar North, awarded in partnership with ARTAR and international mining group Hancock Prospecting. These additions underpin GMCO's long-term growth potential, positioning the company as a leading exploration and development platform within Saudi Arabia.

KEFI and GMCO

During 2025, we concluded a strategic review of our involvement in the GMCO joint venture, allowing our shareholding to dilute to approximately 13%, as we prioritised the development of Tulu Kapi. Looking ahead however, I believe that GMCO has the potential to generate significant, long-term value and we will continue to examine how best to deliver that value to our shareholders. We are still able to participate in future GMCO funding rounds should we so choose. No decisions have yet been made but shareholders can be assured that we are determined to deliver substantial value whilst optimising the cost of capital, as we focus on building a portfolio of producing, cash-generative assets over the medium term.

A year of transformation

2025 was a defining year for KEFI and I would like to take this opportunity to thank our teams, both in-country and internationally, for their dedication and resilience through complex and, at times, challenging periods. Their commitment has been instrumental in bringing the Company to this point, together with the continued support of our partners, host governments and shareholders. I am also deeply honoured to have been chosen this year for the Special African Business Leadership Excellence Award by the African Leadership Organisation ("ALO"). The reward recognises visionary corporate leaders whose work drives growth, economic development and responsible resource development. I will do everything I can to repay the ALO's faith in me.

KEFI is at a clear point of transition from development to production. With Tulu Kapi construction underway and first production targeted for 2028, the Company offers investors exposure to:

- a strongly backed, high-margin gold development project with significant near-term cash flow potential;
- substantial leverage to the gold price;
- a large, under-recognised resource base with meaningful expansion potential;
- additional upside through a broad exploration and development portfolio in Saudi Arabia and the broader region; and
- a clear pathway to re-rating as the Company transitions towards production and progresses its stated objective of a London Stock Exchange Main Market listing.

With gold at \$3000 an ounce, the NPV of Tulu Kapi alone is £1bn, valuing KEFI's share at more than £800m. At \$5,000 an ounce, the project's NPV rises to around £2 billion, taking our share to a value of around £1.6 billion. Yet the company has a market capitalisation of less than £200 million. As we enter a new phase centred on rapid progress and significant cash generation, we are determined to generate sustained and substantial value for all our shareholders.

KEFI has never been better positioned than it is today. The successful delivery of the next phase will mark a transformational milestone for the Company and, we believe, the beginning of a new and rewarding period for our shareholders. We look forward with confidence to the year ahead.

As a closing comment, I would like to thank our Non-Executive Director Rich Robinson who is retiring at the close of the upcoming Annual General Meeting. Rich has been a Director since 2019 and has deliberately awaited this moment to step down, having seen KEFI through into the launch of development for production. Rich has a lifetime of directly relevant experience in Africa which we shall miss and which his replacement will be challenged to emulate. Thank you Rich.

Harry Anagnostaras-Adams

Executive Chairman

5 June 2026



Finance Director's Report

The past year has been one of transformational progress for KEFI, as we assembled and finalised a comprehensive funding package for Tulu Kapi. This was a significant financial milestone for the Group and one that should not be underestimated. That a relatively small AIM company was able to arrange funding of more than \$400 million is a fitting testament to the quality of the project and the team and I thank all my colleagues for their hard work and dedication.

Project funding and capital structure

Our funding package caters for the Tulu Kapi development and a cost overrun reserve. The package combines senior debt, equity capital contributions and contractor participation, in line with international project finance standards. But we have also aligned a bespoke syndicate of stakeholders around the project in an innovative structure that ensures both strong local support and meaningful exposure to future project cash flows.

The project is being developed through Tulu Kapi Gold Mines Share Company ("TKGM"), in which KEFI expects to retain an interest of approximately 86%. We have secured this substantial stake through an innovative funding package that includes:

- Secured debt of US\$240 million;
- Contractor supply of the mining fleet;
- Non-dilutive equity capital participation at the subsidiary level; and
- Investment of voting equity at the TKGM level by KEFI and its partners, the Ethiopian and Oromia Governments.

Innovation, alignment, balance

The equity component of the Tulu Kapi project financing has been carefully structured to balance funding certainty, cost of capital and alignment between stakeholders, combining conventional equity with a series of quasi-equity and project-linked instruments. Central to this is the Ethiopian participation through "Ethio Prefs" — preference shares proposed for Ethiopian investors, which are in the process of local compliance of this first for Ethiopia, so to allow subscription. These are designed to provide local investors with an economic return at the subsidiary level while remaining structurally subordinated to senior debt, thereby strengthening local alignment without overburdening early cash flows. Their entitlement is positioned at the level of cash flows distributable to shareholders of the relevant subsidiary. Complementing this, gold royalty arrangements provide upfront capital in exchange for a defined royalty-based cash entitlement also positioned at the level of cash flows distributable to shareholders of the relevant subsidiary.

These complementary, equity-ranking instruments effectively monetise a small proportion of future distributable cash flows with equity-risk capital, while ensuring that KEFI shareholders are not diluted as regards ownership. Taken together, the instruments create a layered capital structure that blends risk-sharing, local participation and alternative financing, whilst optimising overall funding costs and upside exposure to the project's long-term production profile for KEFI shareholders.

KEFI has also accessed the equity markets at the plc level. In May and December 2025, the Company issued equity of £22.6 million. In April 2026, KEFI raised a further £35.6 million, thereby completing the Tulu Kapi project financing as planned, adding cost overrun reserves and allowing the Group to judiciously initiate future growth opportunities. Facility drawdowns remain subject to conditions precedent which are considered

standard and which the Board is satisfied are capable of being met in the ordinary course of the construction programme.

GMCO, positioned for future growth

During 2025, KEFI further repositioned its approach to funding and participation in Gold & Minerals Co. Limited ("GMCO") to prioritise capital allocation towards the development of Tulu Kapi, while preserving long-term exposure to the potential value of its growing Saudi portfolio.

At the same time, GMCO, has been strengthened as a standalone entity, with a dedicated management team, operating independently of shareholders and supported by an enlarged Board. The business has also enhanced its funding and growth capacity through the establishment of a joint venture with Hancock Prospecting, one of Australia's foremost mining groups, under Gina Rinehart.

Group financial performance

As an exploration and development company, KEFI does not yet generate operating revenues, so we continue to report losses as we invest in the development of our asset base.

With a continued focus on financial discipline, administrative expenses remained well controlled during the year, while capital expenditure was directed primarily towards project advancement, including engineering, infrastructure development and site readiness activities at Tulu Kapi.

These costs along with the set of transaction advisory fees, commissions, costs and management bonuses form part of the overall project development budget and are expected to be funded within the project financing structure.

Liquidity and going concern

The financial statements have been prepared on a going concern basis, reflecting the Directors' assessment of the Group's financial position and the successful assembly of the Tulu Kapi funding package.

The Board is keenly aware that recent conflict in the Middle East has heightened both local and regional political risk. The £35.6 million equity fundraise, completed in April 2026, was undertaken swiftly in direct response to the changed environment. KEFI's progress has been hindered in the past by other extraneous geopolitical factors. This time, we are in a much stronger position. Our financial position was already solid, but the April fundraise significantly strengthened the Group's liquidity position and reduced uncertainty at many levels of planning the advance of the business.

The Directors have always recognised and highlighted that exploration and development activities in frontier markets are high-risk and that material uncertainty exists at this stage of the Group's development. We have considered a range of possible scenarios, including sensitivities relating to project execution, and we are satisfied that the Group has adequate resources, options and flexibility to meet its obligations as they fall due. That is not to underplay the challenges of managing capital requirements in markets such as ours. These matters, including the material uncertainty in relation to going concern, are explained in the Going Concern Note of the Financial Statements, which shareholders are advised to read.

Financial risk management

The Group's principal financial risks relate to liquidity, foreign exchange exposure, commodity price movements and counterparty risk. Liquidity risk has been substantially mitigated through the assembly of the Tulu Kapi funding package. Foreign exchange exposure remains primarily linked to the US dollar, reflecting the denomination of principal project costs and financing. Commodity price risk is driven by the gold price also linked to the US dollar, and which has strengthened significantly in recent times. Credit risk is managed through engagement with established financial institutions and counterparties. The Company will continue to monitor these risks closely as it moves through the Tulu Kapi construction phase.

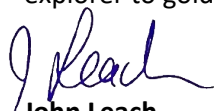
Material accounting policy

KEFI has long pursued a conservative accounting approach, attributing no value to any of our assets while they are at an exploration stage. Because our holding in GMCO is now deemed an "investment" under accounting standards, we have sought independent valuation advice and recognised a fair value of \$8 million despite it still being at the exploration stage. The valuation was prepared solely for financial reporting purposes under IFRS 13 to support the audit review of KEFI's financial statements. While appropriate for financial statement recognition and disclosure at a point in time, it should not be interpreted as a transaction value or expected transaction value. Any such value would depend on a range of factors including the completion of a DFS, development decisions in respect of one or more GMCO projects, possible strategic synergies and the degree of third-party interest at the relevant time.

Outlook

KEFI has now moved into construction and preparations for production, focused on disciplined project delivery and careful capital management during construction, positioning KEFI for strong cash generation once the Group moves into production.

This has been a transformational period for KEFI, and we look forward to the transition from early-stage explorer to gold producer over the coming years.



John Leach

Finance Director

5 June 2026

Our History, our Mission and our Approach

History

KEFI was founded in 2006 by a tight-knit group of highly experienced miners, who had met with considerable success in Australia and hoped to replicate that success in carefully chosen locations, stretching from Spain to Saudi Arabia. These areas all shared one key feature: their geology was strikingly similar to certain parts of Australia. We had shown our credentials there and we were confident we could deliver results in the Northern Hemisphere too.

Basing ourselves in Cyprus, we formed a number of companies across the region, overcoming geopolitical challenges and a vicious bear market to achieve a series of ground-breaking discoveries and developmental progress. EMED Mining, since renamed Atalaya Mining plc, has become a Spanish copper producer with 2.79 million tonnes of copper ore reserves and a market capitalisation of more than \$1.7 billion. EMED Slovakia discovered a gold resource of more than 1 million ounces at Biely Vrch. Venus Minerals Ltd declared a maiden mineral resource of 102,000 tonnes copper-equivalent in Cyprus. GMCO in Saudi Arabia discovered the Jibal Qutman Gold Project with c. 900,000 oz of gold in mineral resources and the Hawiah Copper-Gold Project with mineral resources of 297,000 tonnes copper, 310,000 tonnes zinc, 11.6 million oz silver and 745,000 oz gold. And of course, there is Tulu Kapi, in Ethiopia, with a 1.7 million oz gold mineral resource.

Progress in Tulu Kapi has been particularly hard won, caught by a bear market between 2011 and 2016 and then a period of far-reaching political reform which unfortunately triggered in-country turmoil from which we have only recently emerged.

Now however, we are advancing at pace. At Tulu Kapi, we have benefited from a series of political and regulatory reforms, while establishing a strong platform for growth across the Company, supported by intellectual property, organisational experience and strong relationships in every area where we operate.

Mission

KEFI's mission is to discover and acquire economic mineralisation, particularly gold, copper and other critical minerals, and to advance these assets through cost-effective and responsible exploration, development and production, in compliance with local laws and international best practice. Over the past year, we have made considerable progress towards those goals.

The Tulu Kapi Gold Project in Ethiopia is now in development. Jibal Qutman and Hawiah in Saudi Arabia are progressing through feasibility-level studies and exploration, while continued drilling supports resource growth and district-scale development potential.

We have always focused on building a multi-asset platform sustainable for the long term. Now, with our portfolio ranging from projects under construction through to early-stage drill targets, we are demonstrating the validity of our vision.

In the short term, we are determined to develop Tulu Kapi on schedule and on budget, while advancing our portfolio at a measured pace to unlock value across our chosen regions.

Approach

We have long believed in the importance of localisation, integrated with internationally proven specialist management. Our leadership team is internationally multicultural and with track records within their area of speciality; and more than 90% of our personnel are in-country nationals reflecting that our senior management will become increasingly localised over time. To that end, KEFI's senior leadership has undertaken to oversee

Tulu Kapi for a minimum of three years, and to concurrently build succession for the longer term. KEFI has contractually committed to key shareholders to provide sufficient human and capital resources as required. At each stage of organisational development, we also ensure input from leading global consultants with deep and specialised expertise.

We are committed to strong regional partnerships, including:

- Collaboration with the Federal Government of Ethiopia and the Oromia Regional Government at Tulu Kapi; and
- Our investment with Abdul Rahman Saad Al Rashid and Sons Company Limited (“ARTAR”) in GMCO.

In Saudi Arabia, the business is localised under ARTAR, the majority shareholder and one of the foremost conglomerates in the Kingdom. In Ethiopia, both Federal and Regional Governments were invited to be shareholders of the Tulu Kapi operating entity. This was not a requirement but our own initiative, undertaken as part of our dedication to the country and its people.

More broadly, the Company maintains strong relationships with leading African financial institutions, including the Eastern and Southern African Trade and Development Bank (“TDB”) and Africa Finance Corporation (“AFC”), both of which now have Country Membership in Ethiopia and are co-lenders to Tulu Kapi.

KEFI’s largest team at present is dedicated to social performance to ensure that community engagement and sustainability practices are set at leading local and international standards¹ and that responsible 21st century development practices are maintained across all operations.

The Board of Directors already includes world ranking specialists in development and operations: Rich Robinson, former CEO of Goldfields Limited; Alistair Clark, former MD Social and Environment at the European Bank for Reconstruction and Development, and Addis Alemyahou, Chairman of Kazana Group, Ethiopia. These Non-Executive Directors and their successors will now also sit on the key subsidiary boards as development advances, to ensure full transparency as part of our governance system.

Operationally, KEFI is building out its workforce as we move to the next phase of our development. We have also contracted leading industry specialists, including Lycopodium Limited (“Lycopodium”) for process plant design and project execution support, and BCM Group, as the mining contractor for Tulu Kapi. In Saudi Arabia, a strong stand-alone team is emerging at GMCO.

The Company remains committed to the highest standards of governance, ethical conduct and transparency, with geological reporting in accordance with the JORC Code, the internationally recognised Australian standard for reporting of Mineral Resources and Ore Reserves.

¹ International Finance Corporation Performance Standards and the Equator Principles

Organisational Development

Mineral exploration is a high-risk business. Thousands of companies explore countless targets worldwide, yet typically fewer than ten large new mines begin production each year. KEFI mitigates this “discovery” risk by focusing on frontier markets, using modern techniques and knowledge to find promising targets that have not yet been explored with the latest lead-edge approach. In our first decade, this approach delivered several major discoveries. Today, as we take Tulu Kapi into development, we benefit from deep local experience and well-established relationships that only years of on-the-ground work can provide. It is our “hands-on, in-country” Company culture that addresses the various sovereign risk factors of frontier markets.

Tulu Kapi: From Discovery to Development

Successful mine development demands the same rigour as successful exploration — but with different skills. Reflecting this, we have assembled a leadership team that combines specific commercial and technical expertise, built around individuals with proven track records in their specialised fields. The founders who serve as the group’s executive directors have extensive experience in start-ups and operational turnarounds. These specialists steer KEFI as it moves towards production and we will continue to build depth beneath them as part of our operational readiness programme.

Governance

Our Board is structured to deliver robust, independent oversight tailored to our specific needs, and is designed to be comprised of a majority of independent non-executive directors (NEDs). To safeguard their independence and ensure that we always have the right blend of expertise, the composition of our NEDs is refreshed periodically with independent advice. Our NEDs also serve on the boards of our operating subsidiaries, thereby extending their oversight and maximising transparency across the group. They also chair and participate in our governance committees, supported by independent advisers to uphold the highest standards of review and decisive follow-through.

Details of the Board, Executive Committee and TKGM management are set out later in the Annual Report.

Remuneration

We pay industry-average rates, benchmarked against independently compiled data, whether recruiting internationally for leaders with relevant track records, or locally for operational roles.

In earlier times, senior leaders voluntarily accepted reduced cash remuneration to conserve company funds and share risk. The executive directors, for example, served unpaid from 2006 to 2013, and, even in the thirteen years since on average received only c. 40% of remuneration in cash each year, with c. 25% in shares at prevailing prices and 35% deferred. As the Company advances and its financial platform strengthens, these start-up practices are being phased out.

Localisation: Our Commitment to Ethiopia

We see a world-class growth opportunity in Ethiopia and the wider region. We believe it will be best served through localisation, at every level: ownership, board representation, personnel, and procurement. As the organisation matures, increasing Ethiopian participation is a strategic priority.

Operational Overview

KEFI's Mission at its IPO in December 2006 was to discover +1-million-ounce gold (or gold-equivalent) deposits.

In Ethiopia, KEFI identified the potential of the +1-million-ounce gold deposit at Tulu Kapi that had been evaluated by Nyota Minerals PLC in 2012. This asset was acquired 100% by KEFI in 2013-2014 for £6 million in shares, enjoining Nyota shareholders with KEFI shareholders. KEFI proceeded to completely overhaul the development approach and work with Ethiopian Government to progress the project to the point now that development has started and production is targeted to commence in 2028.

Since 2008 KEFI, through GMCO, has built an impressive portfolio of exploration properties in Saudi Arabia. GMCO's principal assets are the Hawiah Copper-Gold Project and the Jibal Qutman Gold Project, together with a broader portfolio of exploration licences.



KEFI's projects in the Arabian-Nubian Shield and other selected projects

Selected major gold and copper mines and projects in the Hercynian and Tethyan Belts and the Arabian Nubian Shield. The projects in Red are those where officers of KEFI have been directly involved in new discoveries or Project turn-around. These include Proyecto Rio Tinto in Spain, the Mt Ollastettu gold discovery in Sardinia, Biely Vrch a gold porphyry in Slovakia, Klirou VMS in Cyprus, Zopkhito gold in Georgia, Jibal Qutman gold and Hawiah VMS in Saudi Arabia, and Tulu Kapi gold in Ethiopia.

In addition to past and present successful exploration and mine development, KEFI maintains an active reconnaissance and project evaluation programme, leveraging the significant geological potential of the region, including both gold and critical minerals.

KEFI shareholders have provided approximately £116 million of equity funding since the initial IPO and the Company has now assembled projects with NPV's well in excess of that investment and a large pipeline of other opportunities.

Ethiopia

The Federal Democratic Republic of Ethiopia is a major economic and political power within Africa, which is now the highest growth continent globally and with the largest share of gold and critical minerals. Ethiopia hosts the headquarters of the African Union and numerous international governmental and non-governmental institutions. With a population of over 125 million and a notably young demographic profile, Ethiopia is one of the largest and most strategically important economies on the African continent.

Historically, Ethiopia was among the world's fastest-growing economies for nearly two decades prior to the disruption caused by the internal conflicts of 2020–2022. Since that period, the country has made substantial progress in restoring stability and is now demonstrating clear determination to accelerate economic recovery and re-establish its strong growth trajectory. Under the leadership of Prime Minister Dr Abiy Ahmed, the Government continues to pursue wide-ranging economic reforms, including foreign exchange liberalisation, increased engagement with international financial institutions and policies aimed at attracting private sector investment. These measures are supporting renewed economic momentum and improving investor confidence.

Organised as a federal parliamentary republic, Ethiopia comprises multiple regional states and chartered cities, including the national capital, Addis Ababa. Regional divisions broadly reflect the country's major ethnic groups, with Oromia and Amhara together accounting for a significant proportion of the population. While political and administrative reforms remain ongoing, the Company maintains a strictly apolitical stance and continues to view the Government's overarching economic strategy as supportive of long-term development.

Following the enforcement of federal authority in the northern regions in 2020 and the subsequent peace process, the security situation has improved materially. The lifting of the national state of emergency in 2022 and the restoration of more normalised economic activity have enabled a renewed focus on national development priorities, including infrastructure, industrialisation and resource development.

Ethiopia's Mining Sector

The mining sector in Ethiopia remains at an early stage of development, currently contributing less than 1% of GDP. However, the Government has set out clear ambitions to increase this contribution significantly over the coming decade, recognising mining as a key driver of export growth and economic diversification.

Within this context, the Tulu Kapi Gold Project is widely regarded as one of the country's most advanced large-scale mining developments. If in production today, it would rank as Ethiopia's largest individual export generator, and it is expected to play a catalytic role in demonstrating the viability of modern, internationally financed mining projects in the country.

As the first project of its kind to progress through full government approvals under modern international project financing standards, Tulu Kapi has placed significant demands on the regulatory system. In response, the Ethiopian Government has continued to strengthen and modernise its mining framework, supported by strong leadership at all levels of Government and community.

Since the start of 2025, further progress has been made in improving the operating environment for mining investment. Key developments include:

- Continued digitisation and streamlining of exploration licence application and administration systems;
- Increased acceptance of internationally accredited contractors and service providers operating within Ethiopia;
- Practical progress in facilitating international banking arrangements to support project finance structures; and
- Recognition of capital structures appropriate for large-scale mining developments, including the use of project-level debt financing.

At the same time, additional projects are advancing within the country, including the Kurmuk Gold Project being developed by Allied Gold, the 2023 IPO of which represented the largest mining IPO in North America for over a decade, further underlining the growing momentum within Ethiopian mining. Allied Gold's recent takeover by Zijin Mining Group brings a global mining powerhouse to our neighbourhood in Western Ethiopia and we welcome Zijin's long term commitment.

Overall, Ethiopia is demonstrating a clear commitment to building a modern, internationally competitive mining industry. The progress achieved in recent years reinforces the Company's long-standing view that the country offers a highly prospective and increasingly supportive environment for responsible mineral development and long-term value creation.

Ethiopia – Tulu Kapi Gold Project

Tulu Kapi is a fully permitted, low-cost, initially open-pit and then also underground, gold mine. The Ethiopian Government has demonstrated itself to be very supportive of Tulu Kapi and has made many security commitments, regulatory reforms, and taken other initiatives to allow the project to proceed to development in accordance with the highest international standards.

Tulu Kapi's gold production is currently estimated to be c.166,000 ounces per annum from mining the open pit and initial underground development. We will lift our target towards 200,000 ounces per annum once the underground mine is fully developed. The estimated AISC of US\$1,144/ounce at a gold price of US\$3,000/oz is lower than the global industry average (note that the AISC includes royalty costs which vary with the gold price).

All aspects of the Tulu Kapi (open pit) gold project have been reported in compliance with the JORC Code and subjected to reviews by appropriate independent experts. These plans now also reflect duly updated construction and operating terms with project contractors.

Ore Reserves of 1.05 million ounces and Mineral Resources of 1.7 million ounces have significant upside potential, particularly extending the current high-grade Resources under the planned open pit.

Tulu Kapi – Background

Tulu Kapi is located c.360km due west of Ethiopia's capital, Addis Ababa. A main road to Addis Ababa has now been sealed to within 12km of Tulu Kapi.

The altitude of the project area is between 1,600m and 1,765m above sea level. The climate is temperate with annual rainfall averaging about 150cm.

The surface topography around Tulu Kapi is hilly with deeply dissected river valleys. Subsistence farmers primarily grow coffee, crops and fruit.

The Tulu Kapi gold deposit was discovered and mined on a small scale by an Italian consortium in the 1930s. Nyota Minerals Limited acquired the project in 2009 and then undertook extensive exploration and drilling

which culminated in an initial DFS in December 2012. KEFI acquired 75% of the share capital of Nyota's Ethiopian subsidiary in December 2013 and the remaining 25% in September 2014.

Tulu Kapi – Permits and Mining Agreement

The Tulu Kapi Mining Agreement between the Ethiopian Government and KEFI was formalised in April 2015. The terms of the Mining Agreement include:

- 20-year (20-year Mining Licence with two renewal options, each for a 10-year term) licence covering an area of 7km², with full permits for the development and operation of the Tulu Kapi Gold Project.
- Fiscal arrangements:
 - 5% Government free-carried interest;
 - Royalty of 7%;
 - Income tax rate for mining of 25%;
 - Historical and future capital expenditure is tax deductible; and
 - Stabilisation of fiscal arrangement to protect KEFI in case of future legislative changes.
 - Attachments to the mining Licence, the Mining Agreement include the Environmental and Social Impact Assessment, the Development and Production Work Programme and the Community Resettlement Action Plan.

Tulu Kapi – Project Launch

In collaboration with Ethiopian regulatory agencies at federal, regional and local levels, TKGM progressed from preparatory early works, into full implementation in March 2026.

During 2025 and into early 2026, Government coordination has remained strong, with required administrative confirmations and support secured from the highest level of Government to local municipal teams, enabling the transition into what is now full project execution. Detailed definitive agreements across the project had been finalised, including contractual arrangements for housing for resettling the community, surface infrastructure including process plant design and installation and mining services, incorporating updated pricing and execution terms aligned with current market conditions.

The lead-up to full launch included early works and site establishment activities. The initial security camp had been completed and initial construction camp underway. Key enabling infrastructure had advanced, including improvements to site access and supply of water and electricity. The first of two alternative access roads from the main highway had been mostly completed to enhance logistics, efficiency and security. Extra water bores had been installed. Connection to the main electricity grid was under construction. These early works reduced schedule risk and installed readiness for full-scale development.



One of two new Tulu Kapi access roads

The Resettlement Action Plan (“RAP”), developed in accordance with Ethiopian legislation and guided by international standards, including the IFC Performance Standards, had moved into execution. The programme, covering approximately 350 households, has been undertaken in close coordination with Government authorities and affected communities, with a strong focus on consultation, transparency and maintaining social cohesion.

The community resettlement programme advanced substantially during the period. Following the completion of detailed community property surveys and the establishment of a fully costed resettlement framework, compensation payments have been completed across the affected households. A new housing estate is under construction at the local village, including housing, roads, water supply and community facilities, implemented in line with programme requirements.

In parallel, livelihood restoration programmes are already being implemented, including land replacement, agricultural support and income-generating initiatives designed to ensure that affected households are able to restore and, over time, improve their living standards. Transitional assistance packages have been delivered to support households through the relocation process, and ongoing community engagement remains a central component of programme delivery.

With early works completed and resettlement now advancing, TKGM has removed one of the key historical constraints to project development. This progress, alongside the completion of the project financing package, positioned the project to move into construction from March 2026 with a reduced risk profile. Gold production is scheduled for 2028 upon completion of the 27-month development schedule.



Construction underway at Tulu Kapi

In addition, KEFI has established the Tulu Kapi Charitable Endowment (“TKCE”), which is designed to support additional long-term community development initiatives. The endowment, to be funded as profitability allows, operates independently and focuses on programmes relating to skills development, health, education and broader community advancement, reinforcing the Project’s commitment to sustainable and inclusive development.

Tulu Kapi - Geology

The Tulu Kapi region has typical Precambrian geology containing metasediments, metavolcanics and intrusive rocks.

Gold at the Tulu Kapi deposit is hosted in quartz-albite alteration zones as planar stacked lenses that dip 30° to the northwest in a syenite pluton. Gold mineralisation extends over a 1.5km by 0.5km zone and is open at depth (+550m). The mineralisation is characterised by a simple mineralogy comprising gold, silver, pyrite and minor sphalerite and galena. The gold is free milling with metallurgical recoveries averaging +93% for oxide and sulphide ore in the planned open pit.

At depth beneath the main body of mineralised syenite there is a zone that is characterised by significantly higher gold grades, with occasional coarse visible gold, and more base metal sulphides.

Tulu Kapi – Resources and Reserves

The Tulu Kapi Mineral Resources total 20.2Mt at 2.65g/t gold, containing 1.72 million ounces. As summarised in the table below, c.94% of the Mineral Resources are in the Indicated category.

Resource Category	Area	Tonnes (millions)	Gold (g/t)	Contained Gold (million ounces)
Indicated	Above 1,400m RL	17.7	2.49	1.42
Inferred		1.3	2.05	0.08
Sub-Total		19.0	2.46	1.50
Indicated	Below 1,400m RL	1.1	5.63	0.20
Inferred		0.1	6.25	0.02
Sub-Total		1.2	5.69	0.22
Indicated	Overall	18.8	2.67	1.62
Inferred		1.4	2.40	0.10
Total		20.2	2.65	1.72

Note: Resources were estimated using cut-off grades of 0.45g/t gold above 1,400m RL and 2.50g/t gold below 1,400m RL. For further information, see KEFI announcement dated 4 February 2015.

The Mineral Resources were split above and below the 1,400m RL to reasonably reflect the portions of the resource that may be mined via open pit and underground mining methods, respectively.

The Tulu Kapi Ore Reserves were based on the Indicated Resource above 1,400m RL and total 15.4Mt at 2.12g/t gold, containing 1.05 million ounces. As detailed in the table below, the high-grade portion of the Ore Reserve contains nearly all the contained ounces and totals 12.0Mt at 2.52g/t gold, containing 0.98 million ounces. This split shows that 78% of the ore tonnes and 93% of the contained gold is contained in the higher-grade zones of the Ore Reserve which are processed preferentially.

Reserve Category	Cut-off (g/t gold)	Tonnes (millions)	Gold (g/t)	Contained Gold (million ounces)
Probable - High grade	0.90	12.0	2.52	0.98
Probable - Low grade	0.50 - 0.90	3.3	0.73	0.08
Total		15.4	2.12	1.05

Note: Mineral Resources are inclusive of Ore Reserves.

The above Mineral Resources and Ore Reserves were estimated using the guidelines of the JORC Code.

Tulu Kapi - Definitive Feasibility Study and Subsequent Optimisation

The Tulu Kapi Definitive Feasibility Study ("2015 DFS") was completed in 2015 by KEFI to replace that of previous owner Nyota. Lycopodium completed in 2016 a Front-End Engineering Design Study ("FEED Study") for the design and construction of an integrated 1.5Mtpa ore processing facility. Lycopodium then prepared several updates to the DFS which incorporated due diligence and refinements.

KEFI has engaged with the key stakeholders in Tulu Kapi to optimise project development plans. Whilst Mineral Resources, Ore Reserves and the mine plan have remained essentially unchanged, the planned processing plant was expanded to a nameplate capacity of 1.9-2.1 Mtpa, in order to increase early cash flows by reducing stockpiles. Cost estimates were updated by suppliers in early 2026 and further improvements were made to the project development plans. The project leadership team is in-country and implementing.

Tulu Kapi – Financial Modelling

KEFI's 2025 Owners' Business Plan overlays the key planning assumptions of the 2025 Open Pit Lenders' Case, which reflected the following important base-line assumptions:

- Open Pit Mine and Processing Infrastructure:
 - 2024 DFS Update and related work to develop an open-pit with a CIL processing plant; and
 - this conservative development scenario was then analysed and approved by the Independent Technical Adviser for the Secured Lenders and provides a sound foundation for assessing the project's debt capacity. Any incorporated refinements were the product of collaboration between the KEFI project management team, specialist advisers and the project contractors.
- Initial Underground Mine development and production was then added, as follows:
 - Based on current Indicated Resources of 1.1Mt at 5.6g/t gold, containing 0.2 million ounces;
 - Developed during first two years of mining the open pit; and
 - In-fill drilling scheduled in from underground for initial underground Ore Reserves and detailed stope design.
 - Simulating initial underground production of c.200,000 ounces over Production Years 3 to 7 (1.5Mt at 4.1 g/t gold) based on the internal 2022 Preliminary Economic Assessment.
- Refinancing of the higher-cost initial development finance at the start of Production Year 3.
- Recognising revenue from silver, assuming 1 ounce silver per 2 ounces gold based on assay results.

- Processing plant throughout increased by 20% above the contracted minimum or “name-plate” processing rate.
- These are PEA-level analyses for reasonable approximations subject to full DFS and detailed operational-level planning in due course.

The Owners’ Business Plan gold production totals approximately 1.2 million ounces gold over the life of the project, comprising approximately 1.0 million ounces from the open-pit mine and 200,000 ounces from the initial underground operation. Average production in the first seven years is estimated at 166,000 ounces per annum, with production peaking at 227,000 ounces in production year 4.

Summarised below are 2025 Owners’ Business Plan scenarios. Gold prices reflecting Standard & Poor’s long-term gold average analyst forecast are c.\$4,159/ounce and current spot c.\$4,500/ounce.

Summary of key parameters and financial outcomes of 2025 Owners’ Business Plan (100% of Tulu Kapi Project)

Tulu Kapi Economic Metrics 100% Basis – 2025 Business Plan	Open Pit Plus Initial Underground	
Gold Price	5,000	3,000
Production Statistics		
Tonnes Processed	16,983	16,983
Tonnes Processed Per Annum	2,342	2,342
Gold Grade (g/t)	2.4	2.4
Gold Recovery (%)	93.8%	93.8%
Gold Ounces Sold Per Annum (’000)	166	166
Mining waste to Ore Ratio	6.8	6.8
Cash Cost Metrics		
AISC (All in Sustaining Costs)	1,254	1,114
AIC (All in Costs)	1,506	1,366
Cash Flow Outcomes		
Cashflow Available for Debt Service	4,060	2,348
Cashflow Available to KME’s Shareholders	3,425	1,825
Debt Service coverage Ratio for Total Debt – Average	7.5	4.2
Leveraged IRR @ Construction Start on KEFI Equity Invested 2026	397%	241%
Leveraged NPV @ 5%. At Construction Start	2,507	1,286
Leveraged NPV @5%. At Production Start	2,840	1,460
Enterprise Valuation @ 3.5x EBITDA (average of first 3 years)	2,438	1,243
Average EBITDA First 3 years of Production	697	355
Cash Balance less Remaining Debt at Q1 Production Year 3	835	318

Notes:

- These management estimates are not presented in accordance with IFRS. Some terms, such as EBITDA and AISC, are unaudited projections of the conventional industry reporting conventions such as IFRS measures.
- Further information on the Tulu Kapi DFS optimisation and Owners' Business Plan is available in the Tulu Kapi Gold Project Overview published in March 2025 and available on KEFI's website.
- AISC include all operating costs, maintenance capital and royalties.
- Royalties increase with the gold price and therefore so does AISC.
- Operating parameters are for the first seven years of gold production.
- All-in-Costs exclude plant residual value.
- Break-even cost is after everything including debt repayment and taxation.

Tulu Kapi – Development Overview

Tulu Kapi is planned to be a conventional open-pit mining operation with a CIL processing plant. The mine will be connected to Ethiopia's electricity grid via a new 47km long, 132 kV dedicated power line relatively close to Ethiopia's major hydro power-generation source. A standby power plant will also be installed to provide emergency backup power to critical process equipment in the event of a grid power failure.

Tulu Kapi is permitted for development and operation. Ancillary "during construction" licences and permits are expected to be dealt with expeditiously in the normal manner as development progresses. The implementation plans have been agreed on a base schedule to enable production to commence mid-2028, with incentive arrangements to encourage faster start-up.

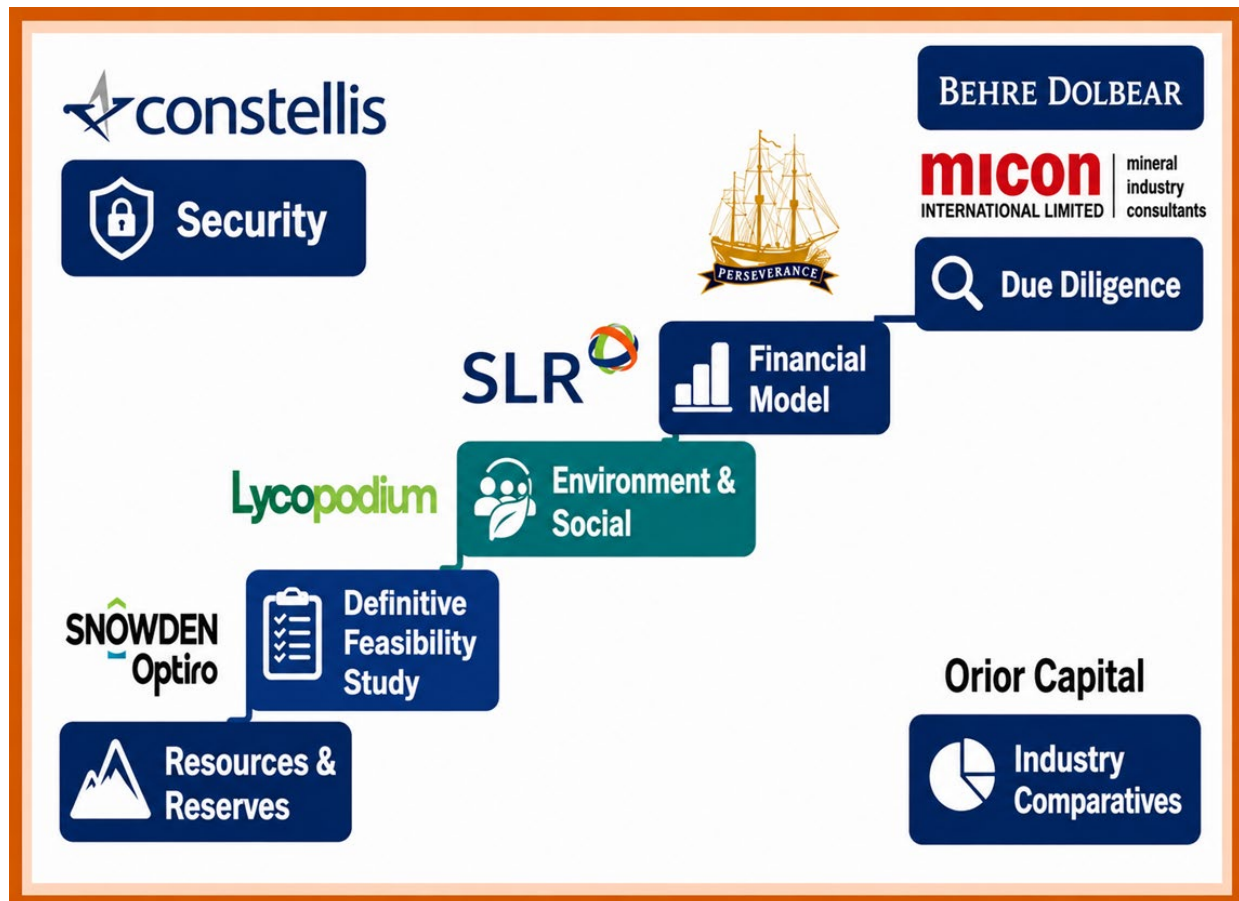
Our development plan includes a fixed price, lump-sum processing plant 'design and supply contract' with Lycopodium and a warranted ore processing rate of 1.9-2.1 million tonnes per annum. The plant assembly aspect of the development is planned as a reimbursable cost-based arrangement.

The mining services agreement with BCM Group is a conventional schedule of rates agreement under which this African mining services specialist provides the mining equipment, systems and operators and gets paid for performing according to the KEFI/TKGM plans and directions.

The current cost, updated in early 2026 (including finance costs and working capital but not including amounts already spent in 2025 or provisions for cost overrun), to develop Tulu Kapi is estimated to be US\$330 million as summarised below:

US\$ Millions	ITEM
36	Mining (excluding mining fleet provided by the contractor)
161	Processing Plant
20	Infrastructure
15	Bulk earthworks
28	Social and environment
32	Owners' costs and working capital
28	Finance costs
330	Total development costs

The Tulu Kapi project development plans were signed off by leading experts for the international syndicate:



Tulu Kapi Planned Site Layout and Mining Configuration

The planned development at Tulu Kapi is centred on a conventional single open pit mining and processing operation, designed to optimise early cash flow while providing a clear pathway to longer-term expansion through underground development.

At the core of the site layout is a standard c. 2.0 million tonnes per annum carbon-in-leach ("CIL") processing plant, positioned to efficiently treat run-of-mine ore delivered from the adjacent open pit. The plant design reflects industry-proven technology, targeting gold recoveries of approximately 94% and supporting strong metallurgical performance over the life of mine.

Mining operations will initially be undertaken using conventional contract mining methods, employing truck-and-shovel fleets to deliver operational flexibility and capital efficiency. The open pit has been designed with a waste-to-ore stripping ratio of approximately 6.7:1 and an average head grade of around 2.1 g/t gold, underpinning a high-grade production profile.

The site layout integrates mine scheduling and processing infrastructure to prioritise early production, with open pit operations expected to deliver approximately 160,000 ounces of gold in the first full year of production. Over the life of the open pit, total gold production is planned at approximately 1.0 million ounces.

In parallel with open pit operations, the site has been configured to accommodate a transition to complementary underground mining. Current underground resources are estimated at approximately 200,000 ounces, with significant potential for further expansion. The initial underground development is expected to supplement open pit output, with a medium-term objective of increasing total annual gold production towards approximately 200,000 ounces per annum.

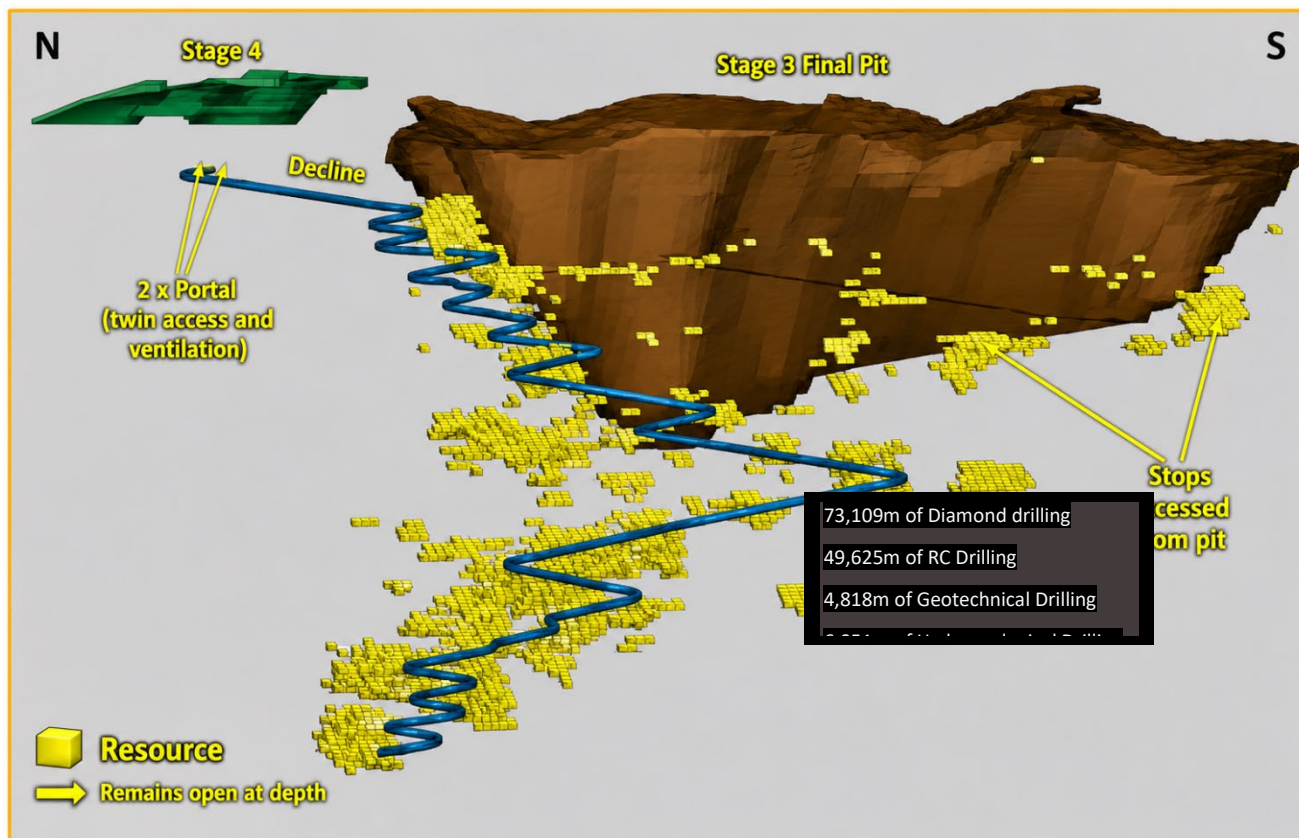
Overall, the planned site layout has been designed to support a staged development approach, balancing near-term production and cash generation with longer-term growth potential, while maintaining operational simplicity and scalability.



Tulu Kapi planned site layout

Tulu Kapi – Underground Mine

The Tulu Kapi orebody is amenable to underground mining as the ground conditions are good with gold grades increasing and ore lenses thickening with depth. Gold mineralisation remains open along strike, down plunge and at depth. Notably, the most northerly hole drilled into the deepest portion of the deposit intersected 90m at 2.8g/t gold and demonstrates that the deposit remains open down plunge.



Tulu Kapi – Underground resource potential remains open at depth

An internal PEA of Tulu Kapi's underground mining potential was updated in 2022. The PEA considered the gold mineralisation below the base of planned open pit, which is the c.1,450m RL (i.e. 50m higher than the 1,400m RL division for the 2015 Mineral Resource Statement). It also considered mining economic lenses above 1,450m RL but outside of the planned open pit.

The Business Plan is to extend the mine below the planned open pit using underground methods to extract the existing Indicated Resource of 1.08Mt at 5.63g/t for 220,000 ounces of contained gold below 1,450m RL. There remains substantial potential below this resource as the deepest drill intercept of 90m at 2.8g/t gold.

Based on the current resource, the 2022 PEA 2022 determined that 1.5Mt at 4.1g/t (c. 200,000 ounces) is mineable within the existing resource envelope. The cost of mining (excluding processing, site administration etc) was estimated to be approximately US\$130 million which compares with its revenue contribution of c. US\$260 million assuming a gold price of US\$3,000/ounce.

The PEA has been supplemented with updated preliminary underground mine plans which has been integrated into a combined production profile. At this early stage of planning for the underground mine, key features of the combined production profile are that:

- Currently identified ore from the underground mine will increase overall gold recovered by c.200,000 ounces to c.1.2 million ounces;
- Processing plant throughput is optimised to approximately 20% above nameplate capacity which lifts annual production; and
- Subject to the results of a full DFS, underground mine development and production is targeted to commence in the first half of open-pit operations.

Subject to the results of planned drilling to extend resources at depth, the underground resources are targeted to make a larger contribution than is currently assumed in financial modelling. The deposit remains open.

Saudi Arabia

Saudi Arabia is the largest country in the Middle East and remains a strategically important jurisdiction for mining investment. With a population of approximately 35 million and a relatively young demographic profile, the Kingdom continues to prioritise economic diversification under its Vision 2030 strategy, with mining now firmly positioned as a key pillar of future growth alongside oil, gas and downstream industries.

GMCO's development has closely aligned with the Saudi Government's sustained efforts to accelerate the growth of its mining sector. In recent years, the Kingdom has implemented wide-ranging regulatory reforms, enhanced access to geological data and introduced a series of targeted initiatives to attract international investment and technical expertise. These include successive licensing rounds and the ongoing expansion of exploration support programmes, which are designed to stimulate private-sector participation and fast-track project development.

GMCO remains fully supportive of Saudi Vision 2030 and is committed to contributing to the development of in-country capability and employment. The Company continues to maintain a strong localisation profile and is classified as a High Green company under the Saudi Nitaqat programme.

Saudi Arabia's Mining Sector

Saudi Arabia has a long history of gold and base metals mining, with activity dating back over 3,000 years. However, the modern expansion of the sector has accelerated significantly following the introduction of the updated Mining Investment Law and the Government's broader sector strategy. The Kingdom has outlined an ambition for mining to become the 'third pillar' of the national economy and continues to support this objective through policy, funding and infrastructure initiatives.

The scale of Saudi Arabia's mineral potential is increasingly recognised, with estimates of the Kingdom's mineral endowment having risen materially in recent years as a result of ongoing geological survey work. Exploration activity has correspondingly increased, supported by competitive licensing rounds and government-backed programmes aimed at de-risking early-stage investment. These initiatives are designed to identify and partner with capable operators who can support long-term sector development.

Against this backdrop, GMCO is well positioned as one of the more established exploration and development groups operating in the Kingdom, having maintained a continuous presence since 2008. Over this period, the Company has developed a substantial proprietary geological database, providing a strong platform from which to assess and pursue new opportunities as additional areas are made available.

Recent developments have further strengthened GMCO's position. Updated Mineral Resource Estimates at both the Jibal Qutman Gold Project and the Hawiah Copper-Gold Project have confirmed the scale and quality of GMCO's asset base. In addition, the expansion of the licence footprint, including new exploration areas and strategic joint venture arrangements, has increased exposure to highly prospective mineral belts within the Arabian-Nubian Shield.

These factors, combined with the continued momentum of Saudi Arabia's mining-sector development, position GMCO to play a meaningful role in the Kingdom's emergence as a globally significant mining jurisdiction.

Saudi Arabia – GMCO’s Exploration and Development

GMCO’s strong record of discovery, achieved despite constrained ground access prior to 2022, continues to highlight the significant prospectivity of the Arabian-Nubian Shield within Saudi Arabia. The Company discovered the Jibal Qutman Gold deposit, the Hawiah Copper-Gold Project VMS deposit and its nearby Al Godeyer VMS satellite deposit. Ongoing work is increasingly demonstrating district-scale potential in both project districts, with multiple targets being advanced through systematic exploration.

Following the award of additional Exploration Licences (“ELs”) since 2022, GMCO has continued to expand and refine its licence portfolio. GMCO now holds a substantial land package across several highly prospective belts within the Arabian-Nubian Shield, including recent additions that have increased exposure along strike from existing discoveries. Notably, the grant of new licences, such as Umm Hijlan extending the strike length of the Hawiah mineralisation, has materially extended the prospective ground under GMCO’s control, supporting the potential for further resource growth. GMCO’s ELs and EL applications (“ELAs”) are strategically located across multiple prospective regions, providing both scale and diversification across its Saudi portfolio.

These licences are positioned to support both near-mine resource expansion and broader regional exploration. As in prior periods, certain EL applications have been submitted by ARTAR on behalf of GMCO to facilitate efficient processing, with formal arrangements in place to transfer such licences into GMCO as required.

Saudi Arabia continues to fast-track the development of its exploration and mining sector, and GMCO remains at the forefront of this expansion. Exploration activity is supported by a number of structural advantages within the Kingdom. GMCO benefits from its joint venture structure, which brings together complementary technical and commercial capabilities, alongside access to a jurisdiction that remains under-explored relative to its geological potential. The Precambrian Arabian-Nubian Shield is widely recognised as highly prospective for gold and base metals, while exploration and operating costs in Saudi Arabia remain competitive by global standards, supported by relatively low energy and labour costs.

In addition, the Kingdom offers attractive financing support for mine development, including potential funding from the Saudi Industrial Development Fund, which may provide loans of up to 75% of capital costs at competitive rates. The introduction of the Mining Investment Law in 2021 has also materially improved the efficiency of the licensing regime, enabling faster processing of exploration licences and providing greater clarity for investors.

Looking ahead, GMCO’s Saudi assets are expected to benefit from relatively efficient approval, financing and development pathways. This reflects the long-established proprietary geological database, its experienced in-country exploration team and the generally favourable operating environment, including limited requirements for community resettlement and comparatively straightforward security considerations. In addition, access to established domestic capital markets and funding channels provides further support for project advancement.

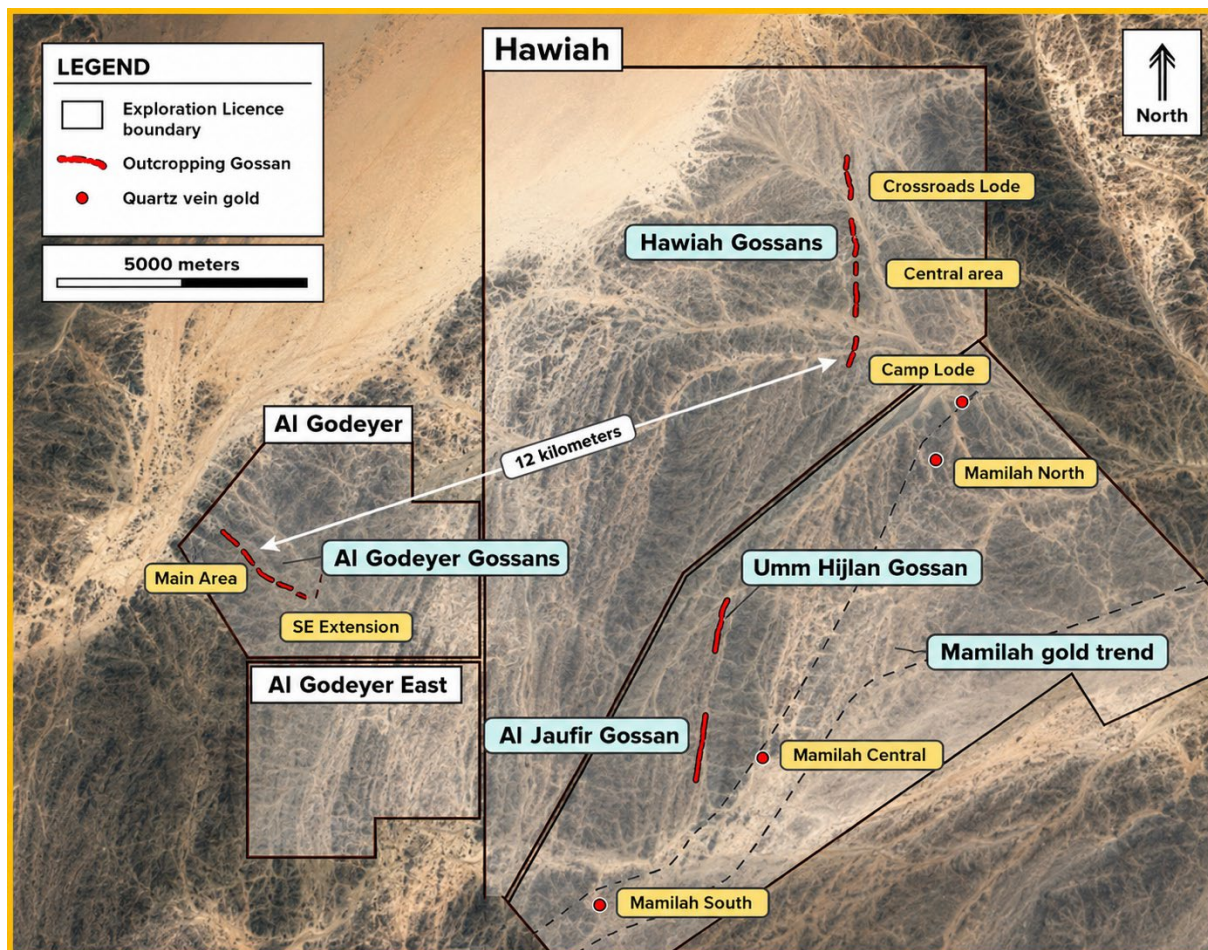
Continued drilling, resource delineation and licence advancement are expected to drive further progress across GMCO’s portfolio. This momentum is anticipated to reinforce the value being created through the Company’s systematic, technically driven exploration strategy and its established first-mover position within one of the world’s most rapidly developing mining jurisdictions.

Saudi Arabia - Hawiah Copper-Gold Project

GMCO was permitted to recommenced exploration in 2019 following regulatory overhauls. Drilling at Hawiah in September 2019 quickly confirmed a large-scale VMS style of deposit underlying the outcropping 4.5km long gossanous ridge. Whilst mineralisation is continuous across the 4.5Km strike length, two distinct massive

sulphide ‘lodes’ have been delineated (Camp and Crossroads Lodes), representing areas of greater sulphide thickness. The polymetallic massive sulphide mineralisation comprises copper, gold, zinc and silver with intercepts of up to 5% copper equivalent.

VMS deposits are well understood to form in clusters, and Hawiah is no exception. Key gossans identified near the Hawiah deposit are shown in the diagram below.



Plan detailing the Exploration Licences comprising the Hawiah Copper-Gold Project with key gossans

Exploration commenced at the nearby Al Godeyer Project in early 2022 and drilling under the gossan quickly confirmed similar copper-gold mineralisation to the Hawiah VMS deposit.

The Umm Hijlan Exploration Licence, granted in 2024, which adjoins the original Hawiah Copper-Gold Project licence, consolidated a significant and strategically important licence position for GMCO across the Hawiah belt. This enlarged footprint materially increased the Company’s exposure to the Hawiah VMS system and provides strong potential for the delineation of additional oxide and sulphide resources. Work completed to date has confirmed that Umm Hijlan hosts the southern strike continuation of the main Hawiah mineralised system, with mapped gossan development extending over a comparable strike length to that observed within the original Hawiah licence area.

During 2025, we announced upgraded Mineral Resource Estimates across the Hawiah project area, reflecting the continued success of systematic exploration and drilling programmes. The Hawiah Copper-Gold Project Mineral Resource increased to 36.2Mt at 0.82% copper, 0.85% zinc, 0.64g/t gold and 10.0g/t silver, while the nearby Al Godeyer VMS Deposit Mineral Resource was updated to 2.0Mt at 0.93% copper, 0.53% zinc, 1.21g/t

gold and 7.4g/t silver. These updates not only increased overall tonnage but also delivered a meaningful upgrade in resource classification across both deposits.

The combined Hawiah Project Mineral Resources now total 38.2Mt, of which a substantial majority is classified within the Indicated category. This provides a robust platform for the conversion of resources to Ore Reserves and supports the development of a long-life mining operation. Importantly, a significant proportion of the resource is considered amenable to open-pit development, offering the potential for lower-cost production in the early years of the project.

Since these upgrades, exploration activity has continued across the expanded licence package, with particular focus on advancing targets along strike within the Umm Hijlan area and elsewhere across the Hawiah belt. Early-stage work continues to support the interpretation of a district-scale mineralised system, with multiple parallel gossan zones and geophysical targets identified for follow-up drilling.

Overall, the combination of increased resource scale, improved confidence levels and an expanded, highly prospective licence position provide a strong foundation for advancing development studies at Hawiah. These factors reinforce the project's position as one of the most significant base metals development opportunities in Saudi Arabia and underline its potential to support a long-life, scalable mining operation.

Hawiah Deposit - Geology and History

The Hawiah Copper-Gold Project deposit is located at the northern end of the highly prospective Wadi Bidah Mineral Belt ("WBMB"). The WBMB is a north-trending belt extending approximately 120km in length and 20km in width, comprising Precambrian Arabian-Nubian Shield rocks. The belt is subdivided into three principal lithological groups representing a back-arc volcanic sequence, transitioning westwards from mafic volcanics through to bimodal volcanic and epiclastic units.

The WBMB hosts numerous mineral occurrences that are interpreted to have been mined as early as around A.D. 725, based on radiocarbon dating of charcoal recovered from slag dumps within the district. Historical mining activity focused primarily on gold extraction from near-surface gossans and vein systems, with limited depth penetration and no exploitation of underlying primary massive sulphide mineralisation.

Modern exploration in the Wadi Bidah region commenced in 1936 with the Saudi Arabian Mining Syndicate. The first documented exploration at Hawiah was undertaken in the 1980s by Bureau de Recherches Géologiques et Minières ("BRGM"), which mapped and trenched the silicified and gossanous ridgeline and identified its near-surface gold potential.

GMCO subsequently recognised that the prominent 4.5km long, north–south trending ridgeline represents the leached gossanous cap of a VMS system. The Hawiah licence area hosts bimodal mafic and felsic volcanics and volcanoclastics, with stratiform VMS mineralisation developed on the eastern limb of a broad, south-plunging regional anticline.

Since 2014, GMCO has undertaken a systematic and progressively more detailed exploration programme, including mapping, rock chip sampling, trenching, geophysics and drilling. Drilling commenced in 2019 and has since expanded significantly, underpinning successive Mineral Resource updates. By 2025, a total of 375 diamond drillholes, 114 reverse circulation drillholes and 56 trenches had been completed, forming the basis of the updated Mineral Resource Estimate. Subsequent drilling during 2025 has continued to refine geological understanding, improve resource confidence and test extensions along strike and at depth.

Diamond drilling has confirmed that the unweathered subsurface extension of the ridgeline comprises massive

sulphide mineralisation hosted within a greenschist-altered volcanic sequence. Near surface, this package has been variably affected by supergene alteration resulting from rock-groundwater interaction, leading to the development of three distinct weathering domains along the ridgeline:

- Oxide (0–40m depth) – preferentially enriched in gold;
- Transitional (40–80m depth) – typically enriched in copper; and
- Fresh (>80m depth) – representing the majority of the current Mineral Resource.

Drillhole spacing within the Oxide and Transitional domains is typically around 50m, while spacing within the Fresh domain generally ranges from approximately 30–80m in areas classified as Indicated Resources and around 120m in Inferred areas.

This systematic exploration approach, combined with ongoing drilling across the broader Hawiah district including the adjacent Umm Hijlan Exploration Licence, continues to support the interpretation of a large, district-scale VMS system with significant potential for further resource growth.

Hawiah Deposit - Mineral Resource Estimates

Since the commencement of major exploration works at Hawiah in early 2019, KEFI has announced the following MREs in accordance with the JORC Code:

- 19.3 million tonnes at 0.87% copper, 0.81% zinc, 0.56 g/t gold and 10.25 g/t silver (August 2020)
- 24.9Mt at a 0.90% copper, 0.85% zinc, 0.62 g/t gold and 9.81 g/t silver (December 2021)
- 29.0 Mt at 0.89% copper, 0.94% zinc, 0.67 g/t gold and 10.1 g/t silver (December 2022)
- 36.2Mt at 0.82% copper, 0.86% zinc, 0.64g/t gold and 10.0g/t silver (February 2025)

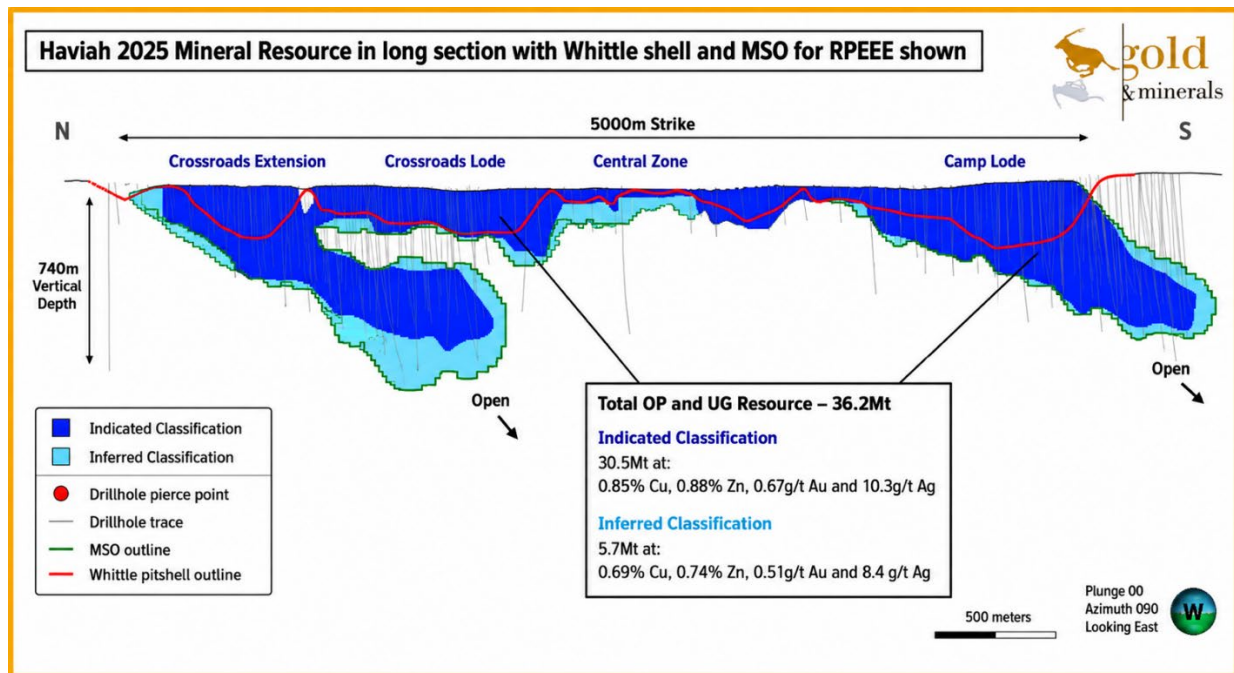
The 2025 Hawiah MRE represents a significant increase in tonnage from 29.0Mt to 36.2Mt and small decreases in grades to 0.82% copper to 0.86% zinc, 0.64g/t gold and 10.0 g/t silver. The additional resource tonnage is largely driven by the expansion of the Crossroads Lode at depth.

The 2025 Hawiah MRE is classified as:

- Indicated - Open Pit - 12.7Mt at 0.85% copper, 0.83% zinc, 0.81g/t gold and 10.8g/t silver
- Indicated - Underground - 17.8Mt at 0.85% copper, 0.91% zinc, 0.56g/t gold and 9.9g/t silver
- Inferred - Open Pit - 0.01Mt at 1.18% copper, 1.14% zinc, 0.65g/t gold and 9.6g/t silver
- Inferred - Underground – 5.7 Mt at 0.69% copper, 0.74% zinc, 0.51g/t gold and 8.4g/t silver

Based on the 2025 MRE, the Hawiah deposit is estimated to contain a total of 297,000 tonnes of copper, 310,000 tonnes of zinc, 745,000 gold ounces and 11.6 million silver ounces.

Hawiah Open Pit Indicated Resources have increased by 3.5Mt to 12.7Mt. This continues to demonstrate a robust case for a lower cost open-pit development during the early years of the Project, further strengthening the economic case.



Long section of Hawiah deposit displaying resource classification and the open pit locations

Mineralisation modelled comprises a continuous subvertical tabular layer for approximately 4.5km along north to south strike at outcrop. Localised minor pinch outs occur, which are not significant. Two major zones (lodes) of down-dip extent have been defined (the Camp Lode in the south and the Crossroads Lode in the north) which plunge approximately 25° to the south for 1.7km (Camp) and 1.8km (Crossroads) to approximately 740m vertical depth below surface.

The mineralised layer normally has a thickness of between 1m and 15m and thins towards the edges of the lodes. The central portions of the deposit between the main lodes extends vertically to between 100m and 200m.

Hawiah Project- Development Studies

The initial Preliminary Economic Assessment (“PEA”) for the Hawiah Copper-Gold Project was published in the Company’s announcement ‘Preliminary Economic Assessment Confirms Hawiah as a High Priority Project’ dated 22 September 2020. This was followed by the outcomes of the Pre-Feasibility Study (“PFS”) covering the open-pit development, together with associated studies on the underground mining potential, which were published on 28 June 2023.

These earlier studies were designed to test the technical and economic merits of advancing the project and were based on the Mineral Resource Estimates available at the time, spot metal prices as at 30 April 2023 and an assumed initial mining rate of approximately 2 million tonnes per annum (“Mtpa”). Since then, the project has continued to advance, supported by the updated 2025 Mineral Resource Estimate, which has increased both the scale of the resource and the proportion classified in the Indicated category, thereby strengthening the foundation for development planning.

The overall development concept continues to be refined, with current expectations that initial open-pit mining will be followed by, and integrated with, underground mining. Ongoing optimisation studies are assessing a range of development scenarios, including alternative production rates, staging options and the optimal timing for the commencement of underground operations, in light of the enlarged and higher-confidence resource base.

Metallurgical testwork has progressed across oxide, transitional and fresh (sulphide) mineralisation. Test programmes have included flotation and cyanide leach methodologies, with results continuing to support the use of a conventional processing flowsheet. Testwork indicates the potential to produce a copper concentrate of approximately 25%, a zinc concentrate of approximately 50% and gold doré, although further optimisation and alternative flowsheet options remain under evaluation as part of ongoing study work.

While the 2023 PFS focused primarily on the near-surface Indicated Resource, additional work on deeper mineralisation, together with the updated 2025 Mineral Resource Estimate and ongoing drilling, continues to support the potential for a long-life mining operation. Further resource growth and continued technical studies are expected to enhance project economics and underpin the progression to Definitive Feasibility Study (“DFS”) stage.

Hawiah Project – Al Godeyer Satellite Deposit

VMS deposits are well understood to occur in clusters, and the Hawiah Copper-Gold Project district is no exception. Numerous gossans have been identified across the surrounding licence areas, reinforcing the interpretation of a district-scale mineralised system. In addition to near-surface targets, a number of geophysical anomalies interpreted as potential “blind” VMS targets have now been identified across the broader licence package, with follow-up drilling programmes being progressively advanced.

GMCO commenced drilling at the Al Godeyer VMS Deposit in March 2022 and rapidly confirmed that VMS-style mineralisation underlies the gossanous ridgeline. Initial drilling and trenching defined a copper-zinc-gold-silver massive sulphide system, which remains open both at depth and along strike. Subsequent infill and step-out drilling programmes, including additional c.60 holes, have focused on expanding the resource and upgrading classification, particularly within areas considered amenable to open-pit extraction.

The deposit comprises three principal weathering domains, Oxide, Transitional and Fresh, each exhibiting distinct metallurgical characteristics. The Oxide and Transitional zones typically show supergene enrichment in gold and depletion in copper, while the Fresh domain is characterised by stratiform, semi-massive to massive sulphide mineralisation dominated by pyrite.

Metallurgical testwork has advanced during 2025 across all mineralisation types. Initial testwork on Oxide material has been completed, including comminution, cyanide leach, thickening and filtration. Further programmes, including flotation testwork on Transitional and Fresh ore and Albion process amenability testing, are ongoing to optimise processing routes and recovery assumptions.

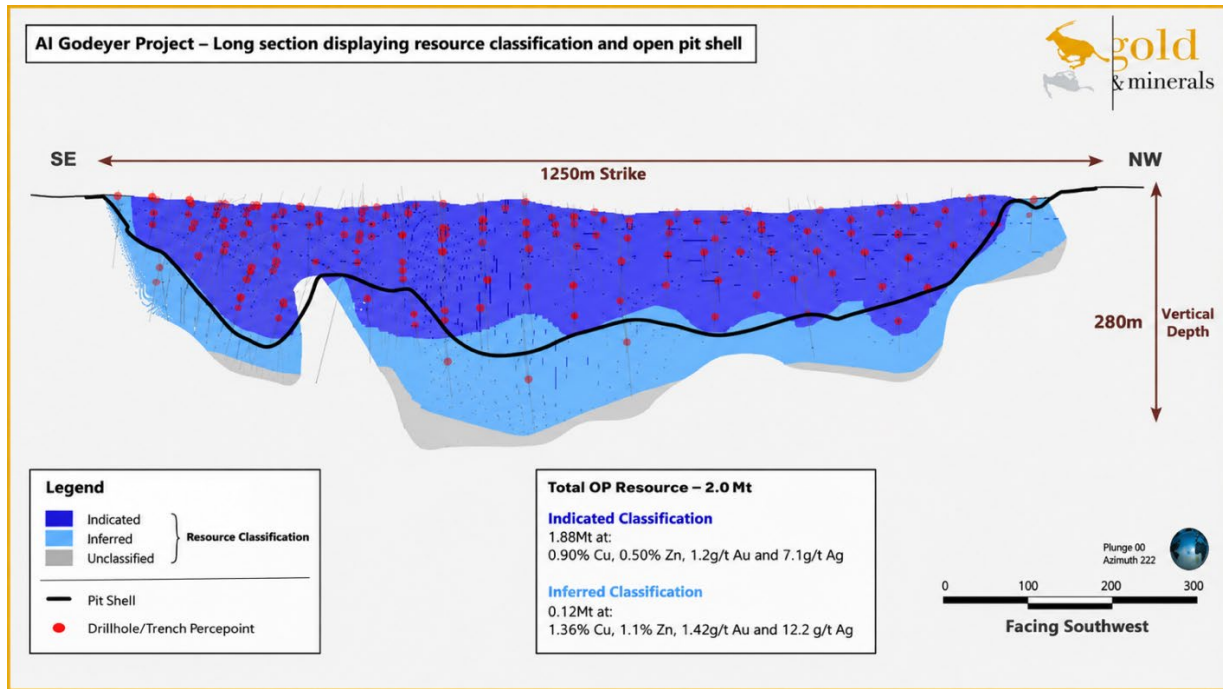
The central portion of the deposit remains the most robust, with thicker zones of mineralisation enriched in gold, copper, zinc and silver extending over approximately 300–400 metres of strike and to depths exceeding 200 metres below surface. The north-western and south-eastern extents remain less extensively tested at depth, providing clear potential for further resource growth. Drilling to date spans over 1,250 metres of strike, with typical drill spacing of approximately 50 metres in Indicated areas and up to 100 metres in Inferred areas.

Updated Mineral Resource Estimates reported in accordance with the JORC Code have demonstrated significant progress. The February 2025 update increased the resource to 2.0Mt at 0.93% copper, 0.53% zinc, 1.21g/t gold and 7.4g/t silver, compared with 1.35Mt reported in April 2023. Importantly, approximately 94% of the resource has now been upgraded to the Indicated category, representing a substantial increase in confidence and supporting potential near-term development options.

Based on the 2025 Mineral Resource Estimate, the deposit contains approximately 18,500 tonnes of copper, 10,600 tonnes of zinc, 77,900 ounces of gold and 0.5 million ounces of silver. Located only 12km from the

proposed Hawiah processing plant, Al Godeyer VMS Deposit is well positioned to provide supplementary near-surface feed to a centralised processing operation.

Drilling continues to confirm that the system remains open at depth, with the deepest massive sulphide intersection recorded at approximately 200 metres vertical depth. The average true width of mineralisation is approximately 4.5 metres, with wider zones of up to 7.5 metres encountered near surface. Ongoing exploration and drilling programmes are expected to further expand the resource base and enhance the role of Al Godeyer within the broader Hawiah development strategy.



Long section displaying resource classification of Al Godeyer MRE and open pit shell

Exploration elsewhere within the Al Godeyer and Al Godeyer East ELs is still at an early stage.

Hawiah Project - Exploration Potential

The Hawiah Copper-Gold Project massive sulphide deposit remains open along strike and down-plunge, with ongoing drilling continuing to extend mineralisation and improve geological understanding across the broader district. The deposit is interpreted as a near-vertical tabular structure, now drill-defined over more than four kilometres of strike length, with mineralisation intersected to depths of approximately 740m below surface.

Geological interpretation continues to support the view that the massive sulphides at Hawiah have been mechanically transported from primary vent structures. The presence of sulphide breccia clasts, sedimentary features and limited hydrothermal alteration in the immediate footwall suggests that the areas drilled to date represent flank settings within a larger, laterally extensive rift system. Massive sulphides are interpreted to have accumulated within extensional basins adjacent to these rift zones, with subsequent enrichment processes enhancing metal grades. This interpretation indicates that the core, vent-proximal portion of the system, typically associated with higher grades and greater thicknesses, has not yet been identified. Accordingly, ongoing and planned exploration programmes are focused on targeting this higher-grade core within the broader Hawiah system.

The regional significance of the Wadi Bidah Mineral Belt continues to be reinforced by increased industry activity. Areas contiguous to GMCO's licences have been awarded to a joint venture between Ivanhoe Electric

and Ma'aden, which has identified Wadi Bidah as a priority area for advanced geophysical surveying, including the application of proprietary deep-penetrating electromagnetic technologies. This external validation highlights the scale and prospectivity of the belt in which GMCO holds a leading position.

Recent exploration success has further demonstrated the district-scale potential of GMCO's tenure. Drilling at Abu Salal Prospect, located approximately 50km south of Hawiah, has confirmed the presence of a comparable VMS system, with multiple horizons of massive and semi-massive sulphide mineralisation identified across a strike length of approximately 2.6km and true widths of up to 11 metres. Assay results have returned grades consistent with those observed at Hawiah, supporting the interpretation of a highly prospective, repeating mineralised system along the belt.

Hawiah Project – Outlook

The Hawiah Copper-Gold Project is now firmly established as one of the most significant base metals development projects in Saudi Arabia's rapidly expanding mining sector. Continued resource growth, increased confidence through higher Indicated classification and expansion of the licence footprint have further strengthened its strategic importance within the Kingdom.

Hawiah represents a larger and more technically complex development than the Jibal Qutman Gold Project, incorporating both open-pit and underground mining alongside the processing of a polymetallic orebody comprising copper, gold, zinc and silver. The development concept continues to be refined through ongoing optimisation studies, with additional metallurgical testwork underway to enhance recoveries and confirm the most efficient processing flowsheet across the different ore domains.

The expansion of the licence area, including the award of the Umm Hijlan Exploration Licence, is expected to support further resource growth along strike of the now well-defined mineralised system. In parallel, continued exploration across the broader district, including targets such as Abu Salal Prospect, reinforces the potential for the Hawiah project to form the foundation of a multi-deposit mining district. Additional geological targets, including later intrusive-related mineralisation, provide further upside potential.

Overall, the combination of increasing resource scale, expanding exploration success and ongoing technical advancement positions Hawiah as a cornerstone asset within GMCO's portfolio, with the potential to support a long-life, scalable mining operation.

Jibal Qutman Gold Project

The Jibal Qutman Gold Project is located in the central southern region of the Arabian Shield approximately 110km east-northeast from Bisha City in Asir Province, Kingdom of Saudi Arabia.

KEFI completed a PFS on the Jibal Qutman Project in 2014 which demonstrated a profitable open pit, CIL operation. In mid-2022, formal notification was received from the Saudi authorities that land access issues which halted our mine development application in 2016 were resolved. This enabled GMCO to commence the work required to complete a DFS, with site activities resuming in late 2022.

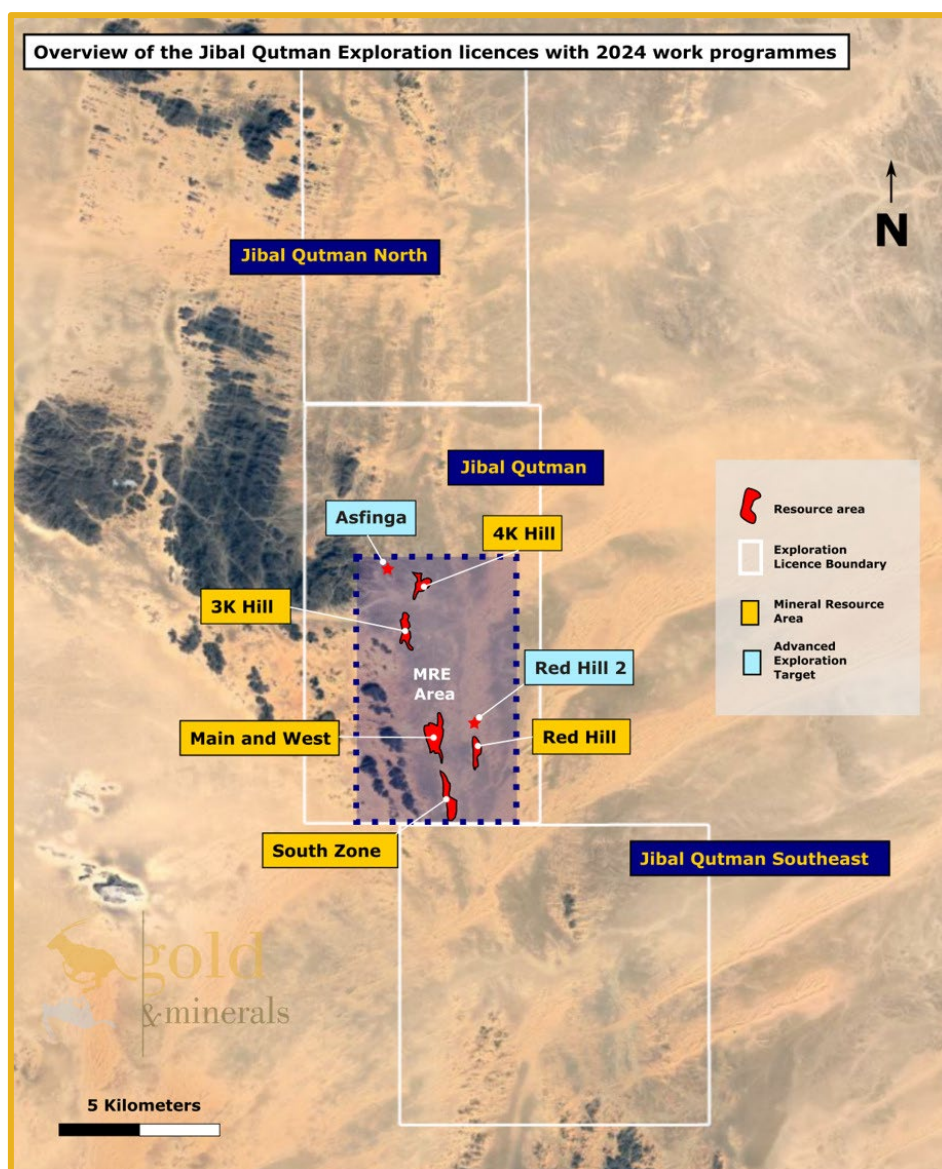
Gold mineralisation extends for approximately 7km along strike, concentrated in seven discrete zones which outcrop at surface. Near-surface mineralisation occurs intermittently over 500m at the widest zone, comprising a closely stacked series of discrete mineralised zones varying in width from metre-scale to 15m and extending to a depth of approximately 150m below surface.

Jibal Qutman's 2025 MRE provides the basis for a long-life mine as substantial Ore Reserves are likely to flow from the 83% (30.5Mt) of the MRE now in the Indicated category. With the gold price above US\$4,000/ounce

and with low-cost local development capital, starting with an (initially) oxides-focused open-pit, CIL operation at Jibal Qutman is becoming very attractive.

The three Jibal Qutman ELs cover an area of over 270km². The ELs cover 35km strike length of the prospective Nabitah-Tathlith Fault Zone, a 300km-long structure with over 40 gold occurrences and ancient gold mines.

Drilling has identified gold resources in seven zones - 4K Hill, Pyrite Hill, 3K Hill, Main and West, Red Hill and South Combined. All zones dip moderately to steeply (~35° to 80°) towards the east, except the Pyrite Hill Zone which dips to the west.



Overview of Jibal Qutman Exploration Licences

Jibal Qutman - Exploration

The Jibal Qutman Gold Project is located within the Asir Terrane of the Arabian Shield and is predominantly underlain by Neoproterozoic volcanic, sedimentary and intrusive rocks. The terrane was formed through orogenic events associated with the convergence of East and West Gondwana, resulting in a series of fault-bounded micro-plates. The region is transected by the major north–south trending Nabitah-Tathlith fault zone, within which Jibal Qutman hosts a series of quartz-vein-hosted gold deposits typical of this structural corridor.

Ongoing geological and structural work has continued to refine the understanding of mineralisation controls. Higher-grade gold mineralisation is increasingly interpreted to be concentrated at the intersection of northwest-trending structures with the principal north–south fault system. Targeting of these structural intersections has therefore become a key focus of the Company’s systematic exploration programmes across the three contiguous Jibal Qutman Exploration Licences.

While historical exploration concentrated on an approximately 8km section of the original licence, GMCO has now established a broader mineralised corridor extending over approximately 35km of strike. Exploration of this wider corridor remains at an early stage but has already delivered encouraging results, including the discovery at the Asfingia prospect, where initial drilling intersected near-surface gold mineralisation over a strike length of approximately 350 metres, with high-grade intervals demonstrating the potential for further resource growth.

During 2025, exploration activities have been expanded and integrated, combining scout drilling, geological mapping, trenching, geophysical surveys and advanced drone-based magnetic surveying across the licence area. These programmes are improving the definition of the structural framework and supporting the identification of additional drill-ready targets.

In parallel, geochemical surface programmes are being advanced to identify ‘blind’ targets beneath alluvial cover. The integration of geochemical datasets with high-resolution geophysical data is providing an increasingly robust targeting framework, enhancing the efficiency of exploration and supporting the potential for further discoveries and resource expansion across the wider Jibal Qutman district.

Overall, the scale of the mineralised system, combined with improved geological understanding and systematic exploration, positions Jibal Qutman as a highly prospective gold district with significant potential beyond the currently defined resource base.

Jibal Qutman - Mineral Resource Estimate

The shear-hosted orogenic gold deposits at Jibal Qutman comprise a near-surface weathered oxide zone overlying a primary, unweathered fresh orebody.

KEFI first published a maiden MRE for Jibal Qutman in 2015, reporting 28.4 million tonnes at 0.80g/t gold, containing 733,000 ounces, including 18.0Mt at 0.86g/t gold, containing 498,000 ounces in the Indicated category. In February 2025, KEFI announced a materially updated MRE of 37.0Mt at 0.76g/t gold, containing 902,000 ounces of gold. This included 30.5Mt at 0.76g/t gold, containing 748,000 ounces in the Indicated category, representing approximately 83% of the total resource. Oxide Resources now total 13.2Mt at 0.75g/t gold, containing 318,000 ounces, providing a strong foundation for potential near-surface, open-pit development scenarios.

The 2025 MRE is based on an extensive drilling database comprising 1,154 drillholes for a total of 95,096 metres of reverse circulation and diamond drilling, supplemented by trenching and channel sampling programmes completed by GMCO since 2012. Drillhole spacing across the central zones of the deposits typically ranges from approximately 25m by 25m to 50m by 50m, supporting the high proportion of Indicated Resources, with wider spacing of approximately 100m by 50m to 100m by 100m at the peripheries.

The principal mineralised zones contributing to the resource include Main and West (292,000 ounces), South Combined (243,000 ounces) and Red Hill (183,000 ounces), each of which remains open to further extension through ongoing exploration.

The 2025 update represents a significant increase in both scale and confidence compared with the 2015 estimate and provides a robust platform for advancing development studies. Continued exploration across the broader 35km mineralised corridor offers further potential to expand the resource base and enhance the long-term development profile of the project.

Jibal Qutman - Feasibility Studies

All of the Jibal Qutman resources are targeted for mining via open-pit methods.

Completed in 2015, an internal PEA evaluated the development of an initial operation focused on the oxides at Jibal Qutman predicated on a gold price of US\$1,200/ounce. This approach remains the likely plan despite higher gold prices. Metallurgical and other studies have provided the basis for the Stage 1 development of Jibal Qutman to commence focused on the oxide ore with CIL processing. These studies have been refined and optimised since GMCO's development leadership was installed in mid-2024 to also consider the longer-term potential after the results of exploration along more of the mineralised strike length and once the metallurgical flow-sheet for the sulphides is optimised.

Stage 1 development plans are expected to be progressed in 2026 once finalised and reviewed with the relevant Saudi Government authorities.

Jibal Qutman - Outlook

GMCO continues to evaluate the preferred development approach for the Jibal Qutman Gold Project, supported by the materially upgraded 2025 MRE and ongoing advances in geological understanding across the wider mineralised corridor. Current work programmes are focused on optimising potential staged development scenarios, including initial oxide open-pit operations, while continuing to test the broader exploration upside identified through recent structural and geophysical interpretation.

Saudi Arabia - Exploration Portfolio

Following the expansion of GMCO's exploration portfolio since 2022, the Company now holds a substantial licence position across multiple ELs and EL applications covering over 1,000km². Regional exploration teams have continued to advance systematic programmes across both existing and newly granted licences. As demonstrated at the Jibal Qutman Gold Project and Hawiah Copper-Gold Project projects, many of these areas exhibit strong indicators of mineralisation, including historical workings and surface expressions such as gossans and quartz veining.

Exploration programmes initiated during 2024 have continued through 2025, with a focus on advancing priority targets and building a pipeline of drill-ready prospects. Key activities have included induced polarisation ("IP") and time-domain electromagnetic ("TDEM") geophysical surveys at the Al Godeyer VMS Deposit and adjacent areas to extend known mineralised horizons, as well as further geophysical work at Abu Salal Prospect following the successful confirmation of VMS mineralisation. In addition, trenching, mapping and early-stage evaluation programmes have been undertaken across several regional targets, including Wadi Na'afa, Al Awja, Jabal Selm, Jadib al Qahtanah, Jabal Hillit and Qunnah. These programmes are progressively refining target prioritisation and supporting the identification of additional prospects for follow-up drilling.

In parallel with technical work, GMCO continues to engage with regional investors, licence holders and strategic partners to assess potential opportunities and synergies, including joint venture arrangements and portfolio expansion, as part of its broader strategy to build a leading exploration and development platform within Saudi Arabia.

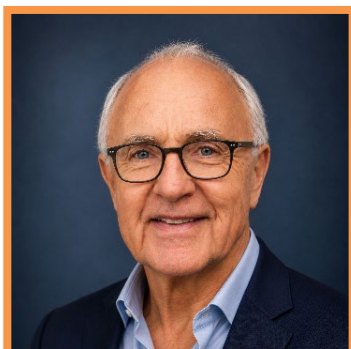
Board of Directors



Harry Anagnostaras-Adams – Managing Director and Executive Chairman

Mr Anagnostaras-Adams (B. Comm, MBA) founded KEFI, was inaugural Chairman and has been Executive Chairman since 2014. He holds a Bachelor of Commerce (Finance and Systems) from the University of New South Wales, Australia and a Master of Business Administration from the Australian Graduate School of Management. He qualified as a Chartered Accountant while working with PricewaterhouseCoopers.

Mr Anagnostaras-Adams also founded AIM and TSX-listed Atalaya Mining PLC (previously EMED Mining Public Ltd) which is now a major European copper producer and Venus Minerals PLC which is exploring for copper in Cyprus. Mr Anagnostaras-Adams has previously served as the Managing Director of Atalaya Mining PLC, ASX and AIM-listed, Devex Limited (later Gympie Gold Limited), Executive Director of investment company Pilatus Capital Ltd., General Manager of the resources investment group Clayton Robard Limited Group, Senior Investment Manager of Citicorp Capital Investors Australia Ltd. and serves (or has served) as a Non-Executive Director of many other public and private companies across a range of industries. He has led or supported many successful natural resource investment companies and start-ups in gold, natural gas, industrial minerals.



John Leach – Finance Director

Mr Leach was appointed Non-Executive Director and part-time Finance Director in December 2006 with responsibility for oversight of the Company's finance and accounting functions. In August 2016, he assumed a full-time role as Finance Director as part of the Company's transition towards gold production.

Mr Leach holds a Bachelor of Arts (Economics) and a Master of Business Administration. Mr Leach qualified as a Chartered Accountant in both Australia and Canada and a Fellow of the Australian Institute of Directors. He has over 30 years' experience in senior financial and executive director positions within the mining industry internationally. Mr Leach has served on the Board of AIM and TSX-listed Atalaya Mining PLC (2007 to 2014) and is a former Chairman of the boards of Pan Continental Oil & Gas NL (2017), Resource Mining Corporation Limited (2006 to 2007) and served on the Board of Gympie Gold Limited (1995 to 2003).



Addis Alemayehou, Non-Executive Director

Appointed to Board on 22 July 2024.

Mr Addis Alemayehou serves as the Chairman of Kazana Group, a diversified investment firm dedicated to early-stage, high-impact, tech-driven, and climate-smart initiatives, aiming to generate mass employment in Africa. Renowned for launching transformative ventures in Ethiopia, Mr Alemayehou established Kana TV, the country's first dubbed television station; Afro FM, Ethiopia's inaugural English-language radio station; and 251 Communications, a leading communications company. He also provides advisory services to global institutions on investment opportunities in East Africa. Currently, Mr Alemayehou is a Board Member of Dangote Industries Ethiopia.



Alistair Clark, Non-Executive Director

Appointed to Board on 1 July 2023.

Dr Alistair Clark was Managing Director, Environment and Sustainability Department at the European Bank for Reconstruction and Development ("EBRD") from 2001 to 2021. Alistair obtained his PhD from Imperial College, London and was recently a Non-Executive Director of UK Export Finance and Chair of the Export Guarantees Advisory Council.



Richard Robinson – Non-Executive Independent Director

Appointed to Board on 22 August 2019.

Mr. Richard Robinson holds a Master of Mineral Economics Queen's University (Can); B. Computer Science University of Natal (South Africa) and has been involved for over 40 years in the international gold, platinum, base metals and coal industries. He spent over 20 years at Gold Fields of South Africa Ltd where he had executive responsibility for gold operations, gold exploration, international operations, the base metals and coal operations, and all the group commercial activities. His experience also includes being Managing Director of Normandy LaSource SAS, Non-Executive Chairman of the private Swiss multinational Metalor Technologies International SA and Non-Executive Director of Recylex SA.

Management

KEFI's senior management team is drawn from leading mining jurisdictions internationally as well as from within Ethiopia and is well placed to further drive KEFI's organisational development over the next two years. As a result, KEFI is poised to become a leading producer in the highly prospective Arabian-Nubian Shield with significant organic growth potential.

Alongside the executive directors, the following long-standing international specialists comprise the KEFI senior management team:

- Eddy Solbrandt - Chief Operating Officer - founder of GPR Dehler, an independent, international management consultancy which specialises in organisational development and productivity improvement for mining companies worldwide including leading African miners such as Anglo-Gold Ashanti.
- Norman Green - Project Development - founder of Green Team International, a longstanding project management consultancy to the extractive industries with an exemplary record of project developments in Africa in particular.
- Rob Williams - Head of Technical Studies - longstanding project planning, management and oversight roles in organisations such as BHP and Coffeys as well as with the Executive Chairman in successful start-ups in Europe and Australia.
- Jeff Rayner - Head of Exploration - KEFI's founding Managing Director, responsible for leading the Company's discoveries and selection of the Tulu Kapi Gold Project. Recently rejoined to deliver KEFI's next discoveries after nearly a decade with major mining houses including Ivanhoe and Hancock Prospecting.

As the Group advances development, operational readiness and production operations in more than one site, the governance and oversight processes include the relevant company Boards, Committees and the bespoke teams designed around the priorities of the day. These teams include officers from our partners and specialist advisers from the external consulting groups with whom we maintain active working relationships. The bases for such reviews will be Addis Ababa and Riyadh given the site of operations and the role of regional partners and other capital providers.

The Group Financial Controller is Laki Catsamas based in Nicosia, Cyprus.

Our senior executive team is presently almost entirely dedicated to development and support of the majority-owned organisation in Ethiopia. We currently employ 71 people in Ethiopia – 8 of whom are expatriates. Many more specialist experts support the in-country team from their international locations, as we prepare for construction.

In the new Ethiopian holding company KME Holdings Limited, Deputy Chairman and Country Director for Ethiopia is Abera Mamo and Ethiopian Development Manager is Dr Kebede Belete.

TKGM's management team includes Simon Cleghorn as Managing Director, Theron Brand as Finance Director, Jacques Kruger as Project Manager.

GMCO has a large team led by a development-focused CEO. GMCO's Board includes the ARTAR CEO and CIO, KEFI Chairman, former Deputy Minister of Mines and former CEO of Centerra.

As part of their development plans, KEFI, TKGM and GMCO have assembled respective additional recruitment plans and introduced senior executive remuneration packages with both short-term and long-term incentives tied to business milestones. The KEFI arrangements are reviewed by the Board with external independent advice. The ethos will remain to provide higher potential returns to management based on the level of risk they

assume as regards their level of remuneration and, of course, the higher the returns successfully generated for shareholders.

Environmental, Social and Governance Responsibility

KEFI recognises the pivotal role of corporate social responsibility (“CSR”) in achieving its objectives. Understanding, reporting on, and enhancing CSR metrics are essential for advancing our operations to benefit both our employees and the broader community.

Health and Safety

Mining activities inherently entail risks, and it is our duty to minimise these risks as much as possible. Health and safety are paramount in achieving this goal. We continue to work diligently on maintaining formal training systems and robust reporting procedures to identify areas for improvement across all our operations.

We recognise the significance of safety for our employees, contractors, communities, operating companies, financiers and other parties invested in our success.

Environment

There are no artisanal miners on or in the vicinity of our Tulu Kapi Mining Licence. This is a huge environmental and social advantage over many other mining locations in the region.

KEFI is dedicated to adhering to stringent local and international environmental standards as we explore and develop our projects.

Social Licence

KEFI regards social licence as fundamental to our business. Without the trust and support of host communities and key stakeholders, would not be possible to achieve our objectives. This is particularly true in the minerals sector, especially when advancing projects from exploration to development and into production.

We prioritise supporting the communities where we operate, viewing ourselves as a compassionate corporate citizen. We have a history of contributing locally and are committed to fostering an environment that focuses on the well-being of our employees and their communities. Our operations in Ethiopia and Saudi Arabia have long-standing relationships with their communities, earning trust through responsible corporate citizenship.

In addition to contributing to community development funds, we have established charitable endowments and engage in infrastructure development and training programmes. We also collaborate with local authorities to enhance infrastructure, such as roads and airstrips, for the benefit of the community beyond the project's lifespan.

In Ethiopia:

- TKGM has already provided the following to the:
 - Community: direct and indirect employment positions, school, roads, bridges, fresh water supply;
 - District: preferential procurement from local suppliers of accommodation, food and materials; and
 - Region: funding for the establishment of infrastructure in new host lands for resettled households.

- TKGM plans to provide the following once the project is fully developed:
 - Community: approximately 1,000 employment positions, scholarships and training;
 - District: preferential procurement of supplies for an operation which will generate a high economic and employment multiplier effects throughout the surrounding district;
 - Region: new roads and electrification to be brought to Tulu Kapi; and
 - Federal: largest single exporter at c.US\$498 million to US\$830 million per annum at 166,000 oz pa at \$3,000-5,000/ pr ounce gold prices, largest royalty payer, payer of significant local taxes.

In Saudi Arabia:

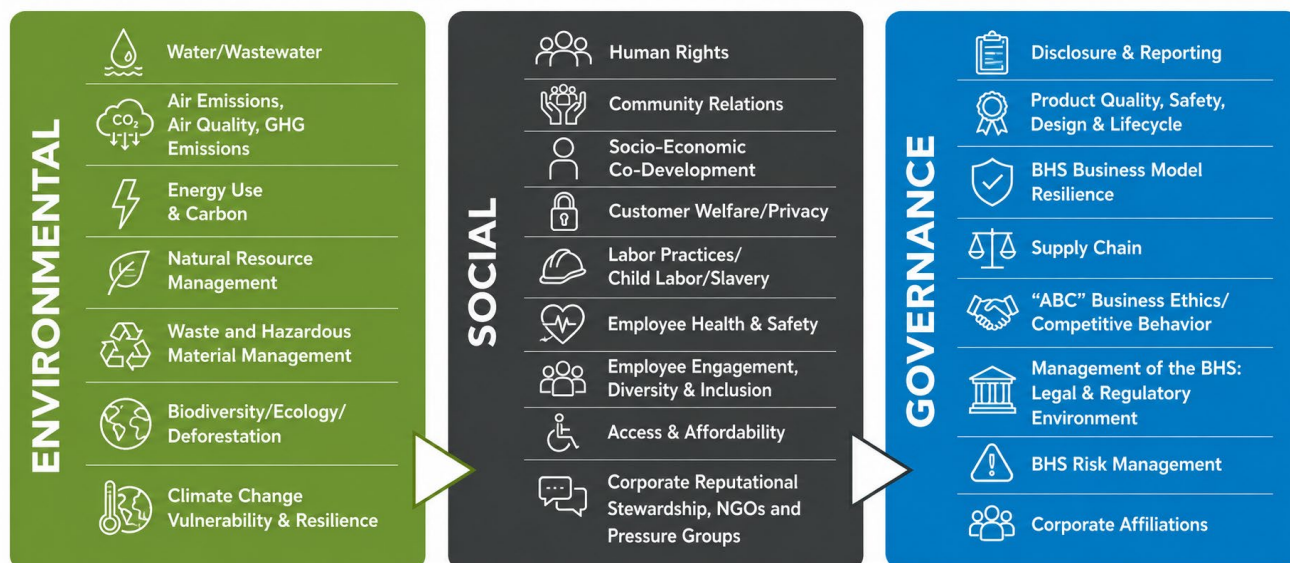
- GMCO has provided the following:
 - Over 150 direct and indirect local employment positions in the community;
 - Preferential procurement from local suppliers for accommodation, water, fuel and food;
 - Graduate recruitment and skills training for six Saudi nationals; and
 - Active engagement with the local IMARA and government authorities on matters of local and community interest.
- GMCO plans to provide the following once the Jibal Qutman and Hawiah Projects are fully launched and developed:
 - Over 1,000 direct and indirect employment positions;
 - Active training and skills development for Saudi Nationals in line with the goals of the Saudi Vision 2030;
 - Preferential procurement and supplier contracts for ongoing operations; and
 - Regional development of road, water, electrification and health care to nearby villages and development.

Reporting Standards

Transparency and adherence to international standards are central to our operations.

TKGM, like KEFI, complies with leading international standards for social and environmental aspects, including World Bank IFC Principles and Equator Principles. Our Environmental and Social Impact Assessment, along with baseline studies, are readily available, showcasing our commitment to responsible practices.

Now development has begun, we will commence external reporting the following functions and activity sets:



Resettlement Action Plan

The Resettlement Action Plan ("RAP") outlines the framework and approach for Tulu Kapi's resettlement programme, ensuring compliance with Ethiopian legislation and international standards.

As Tulu Kapi Gold Project progresses to establishing a functioning mine, there will be a need to compensate, resettle and relocate households, along with churches, cemeteries, and burial sites.

The need for land access to construct Tulu Kapi has necessitated the creation of the RAP. This plan adheres to Ethiopian legislation regarding land acquisition, expropriation, and compensation processes and follows the IFC's Performance Standards on Environmental and Social Sustainability. The RAP has been developed through ongoing consultations with external advisors and stakeholders.

The implementation of the resettlement programme will align with the construction schedule of Tulu Kapi, with affected persons phased according to construction priorities. Compensation payments, according to construction phase allocation, will be made to landholders, who will then have maximum of 120 days to vacate the land. The Government of Ethiopia and TKGM will provide various forms of support throughout the resettlement process.

TKGM is collaborating with external agencies to design transitional assistance packages for each resettling household, aiming to maintain community cohesion. Additionally, TKGM will support the government in land use planning, infrastructure development, and livelihood restoration.

Recognising both positive and negative impacts on the community, TKGM aims to bring long-term benefits to the Tulu Kapi area and West Wollega.

Key components of the RAP include identifying project impacts and affected populations, public consultation frameworks, legal frameworks for land acquisition and compensation, development assistance, organisational responsibilities, grievance redress mechanisms, and monitoring and evaluation frameworks, along with a resettlement budget and implementation schedules.

Aligned with IFC guidance, the RAP views resettlement as an opportunity to improve the livelihoods of affected people. Consultation and participation of affected individuals are integral to the planning process, ensuring

mitigation measures are in place and maximising the benefits of resettlement.

The first phase of RAP implementation started in early 2025. In March 2025, KEFI reported that the community is supporting and agreeing to the resettlement plans and compensation surveys, as explained by Government authorities for individual households within the Mining Licence area. This followed settling the first compensation sum for the initial construction camp area.

More recently the RAP has advanced to see the commencement of construction of a significant proportion of new homes within selected areas within local communities. Together with the local Woreda, we intend to assist with delivering core infrastructure and a holistic approach to resettlement.

Alongside physical relocation, considerable emphasis has been placed on livelihood restoration and improvement. This has included the allocation of replacement agricultural land, the provision of transitional support, and the implementation of programmes designed to enhance income-generating capacity over time. These measures are intended to ensure that affected households are not only compensated but are positioned to achieve sustainable improvements in living standards.

Importantly, community engagement throughout the process has been extensive and ongoing, with high levels of participation by affected households and continued consultation with local stakeholders. The programme has also benefited from improved security conditions in the region, which has enabled a more consistent pace of implementation.

From a Tulu Kapi project delivery perspective, the resettlement programme is now substantially advanced relative to the requirements for the commencement of full-scale construction. Residual activities are focused on finalising remaining relocations, completing certain elements of community infrastructure and continuing livelihood support initiatives.

The significant progress achieved during the period has reduced one of the key historical execution risks associated with the Tulu Kapi project and has been an important factor in enabling the finalisation of the project financing package.

Corporate Governance

The Directors of the Company have elected to follow the main principles of the QCA Corporate Governance Code (the “QCA Code”), which identifies ten principles that focus on the pursuit of medium to long-term value for shareholders without stifling the entrepreneurial spirit which the Company has so carefully created:

1. **Business Model & Strategy:** The Board must be able to express a shared view of the Company’s purpose, business model and strategy. In this regard, KEFI’s Board reviews and approves annual reports, plans and budgets plus monthly progress reports.
2. **Understanding Shareholder Needs and Expectations:** The directors must develop a good understanding of the needs and expectations of the Company’s shareholder base. In this regard, KEFI’s Executive Chairman regularly consults the largest shareholders, conducts a quarterly webinar and other investor presentations providing live question and answer sessions for all shareholders.
3. **Considering Wider Stakeholder and Social Responsibilities:** The QCA Code states that long-term success relies upon good relations with a range of different stakeholder groups both internal and external. The Board needs to identify the Company’s stakeholders and understand their needs, interests and expectations. In this regard, an example of KEFI’s conduct is that operating subsidiary TKGM is

member of the TKGM-Government Task Force for oversight of the Tulu Kapi project co-ordination and progress.

4. **Risk Management:** The Board needs to ensure that the Company's risk management framework identifies and addresses all relevant risks to execute and deliver the Company's strategy. In this regard, KEFI's own risk assessments are supplemented by independent risk reviews by independent experts across a wide range of topics, including security, environmental, social, cost-control and schedule control.
5. **Well-functioning Board of Directors:** The Board must be maintained as a well-functioning, balanced team led by the Chair. The Board should have an appropriate balance between executive and non-executive directors and have at least two independent non-executive directors.
6. **Appropriate Skills and Experience of the Directors:** The Board must have an appropriate balance of skills and experience and not be dominated by one person or group of people. KEFI's Board includes individuals with extensive experience in mining and African business building, operations, financing and government relations.
7. **Evaluating Board Performance:** The QCA Code states that the Board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and individual directors. In this regard, an initiative that emerged from such a review was to ensure that at least one KEFI non-executive director sits in on the Board meetings of joint venture operating companies to reinforce full transparency through to the parent from the subsidiary structures.
8. **Corporate Culture:** The Board should promote a corporate culture that is based on ethical values and behaviours. In this regard, KEFI's Country Director serves as Deputy Chairman of the Ethiopian Mining Association and our Chairman has been appointed an honorary Consul for Ethiopia. In our view, these appointments reflect the well-established standing of Tulu Kapi as a project in the country and also the recognition of our commitment to the highest ethical values and behaviour.
9. **Maintenance of Governance Structures and Processes:** The Company should maintain governance structures and processes in line with its corporate culture and appropriate to its size and complexity. In this regard, TKGM's Social Performance Team stationed at Tulu Kapi is being further expanded to be able to continuously consult the community in a systematic manner as development launches, with reports being provided through to the rest of the organisation.
10. **Shareholder Communication:** The QCA Code states a healthy dialogue should exist between the Board and all its stakeholders, including shareholders in particular, to enable all interested parties to come to informed decisions about the company. In this regard, it is relevant that all KEFI shareholder resolutions have received overwhelming approval of more than 85% at the general meetings.
11. **Alignment of Company Leadership with Shareholders' Interests:** The Company's founder shareholder and financier serves as Executive Chairman of the parent and each subsidiary. The operating companies within the structure include KEFI's Non-Executive Directors and the representatives of partners.
12. **Remuneration of Senior Leadership has Reinforced Alignment:** Whilst all personnel remuneration levels are aligned with the relevant international averages for the industry, that of the senior leaders was, until recently, paid partly in shares whilst the cash component has been typically paid in arrears after recharge against joint ventures. During the next two development years remuneration costs are funded by the relevant project finance package.

The Incentive Options Plan allocations were suspended for some years pending the Company closing of full finance for developing Tulu Kapi and its construction launch. It was then triggered as determined by the board and as foreshadowed.

Full details of the governance charters and other disclosures can be found on the Corporate Governance page of Company's website.

Glossary and Abbreviations

AIC	All-in Costs
AISC	All-in Sustaining Costs
Arabian-Nubian Shield or ANS	The Arabian-Nubian Shield is a large area of Precambrian rocks in various countries surrounding the Red Sea
ARTAR	Abdul Rahman Saad Al Rashid & Sons Company Limited
BRGM	Bureau de Recherches Géologiques et Minières – the Geological Survey of France
c.	Circa
CIL	Carbon in Leach
DFS	Definitive Feasibility Study
EL	Exploration Licence
ELA	Exploration Licence Application
Epithermal	Hydrothermal mineral deposit formed within about 1 km of the Earth's surface and in the temperature range of 50 to 200 degrees Celsius, occurring mainly as veins
FEED	Front-End Engineering Design Study
GMCO	Gold and Minerals Co. Limited
g/t	Grams per tonne
Gossan	An iron-bearing weathered product overlying a sulphide deposit
Hawiah	Hawiah Copper-Gold Project
IFC	International Finance Corporation
IPO	Initial Public Offering
Jibal Qutman	Jibal Qutman Gold Project
JORC	Joint Ore Reserves Committee
JORC Code	2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
KEFI	KEFI Gold and Copper PLC
KME	KEFI Minerals (Ethiopia) Limited
LOM	Life of mine
M	Million
m	Metres
Massive sulphide	Rock comprised of more than 40% sulphide minerals
MA	Mining Agreement

ML	Mining Licence
MRE	Mineral Resource Estimate
Mt	Million tonnes
Mtpa	Million tonnes per annum
NSR	Net Smelter Return
oz	Troy ounce of gold
PEA	Preliminary Economic Assessment
PFS	Pre-Feasibility Study
Precambrian	Era of geological time before the Cambrian, from approximately 4,600 to 542 million years ago
RC drilling	Reverse Circulation drilling. Percussion drilling method. Reverse circulation is achieved by blowing air down the rods, the differential pressure creating air lift of the water and cuttings up the "inner tube", which is inside each rod.
RL	Relative Level
Tulu Kapi	Tulu Kapi Gold Project
TKCE	Tulu Kapi Charitable Endowment
TKGM	Tulu Kapi Gold Mines Share Company Limited
VMS deposits	Volcanogenic massive sulphides; refers to massive sulphide deposits formed in a volcanic environment with varying base metals (copper, lead and zinc) often with significant additional gold and silver
VWAP	Volume weighted average price
WBMD	Wadi Bidah Mineral District

Competent Person Statement

KEFI reports in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code").

The information in this annual report that relates to exploration results, Mineral Resources and Ore Reserves is based on information compiled by Mr Jeffrey Rayner. He is Head of Exploration at KEFI and a Member of the Australian Institute of Geoscientists ("AIG"). Mr Rayner is a geologist with sufficient relevant experience for Group reporting to qualify as a Competent Person as defined in the JORC Code. Mr Rayner consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

The Mineral Resources and Ore Reserves in this report have been previously released as follows:

Date of Release	Project	Subject	Competent Persons
22 April 2015	Tulu Kapi	Probable Ore Reserves	Frank Blanchfield Sergio Di Giovanni
4 February 2015	Tulu Kapi	Mineral Resource	Simon Cleghorn Lynn Olssen
6 May 2015 26 February 2025	Jibal Qutman	Mineral Resource	Jeffrey Rayner Jeremy Witley
22 August 2020 6 January 2022 9 January 2023 18 February 2025	Hawiah	Mineral Resource	Robert Goddard and Mark Campodonic Robert Goddard and Mark Campodonic Jeremy Witley Jeremy Witley

KEFI confirms that it is not aware of any new information or data that materially affects the information in the above releases and that all material assumptions and technical parameters, underpinning the estimates continue to apply and have not materially changed. KEFI confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Consolidated Financial Statements

Year ended 31 December 2025

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Directors, Secretary and Advisers

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Group Strategic Report

For the year ended 31 December 2025

KEFI Gold and Copper PLC Company number: 05976748

The directors present their Group Strategic Report for the year ended 31 December 2025.

Principal Activity and Strategic Approach

KEFI Gold and Copper PLC ("KEFI" or the "Company") or together with its subsidiaries ("the Group") was incorporated on 24 October 2006 and was admitted to AIM in December 2006 with an initial market capitalisation of £2.7 million at the placing price.

The principal activities of the Group are to:

- Explore for mineral deposits of precious and base metals and other minerals that show potential for commercial exploitation;
- Evaluate mineral deposits and determine their viability for commercial development; and
- Develop those mineral deposits and market the metals produced.

The Board's strategic focus is to maximize shareholder value through the development of a strong portfolio of minerals projects at various stages from exploration through to production, while at the same time managing the significant risks faced by companies in the evaluation, exploration, and development of such projects.

Our risk management approach is based on discovering and exploiting mineral wealth through multiple ventures within a focused framework, thus increasing the odds of success. We continuously monitor and review our investment strategies and are quick to relinquish licences which we believe will be uneconomic. We introduce partners in certain circumstances to minimise risk and broaden the human and financial resources available.

The Group has to date financed its activities mainly through periodic equity capital raisings, cash advances and convertible debt.

The Corporate Head Office of the Group is in Nicosia, Cyprus, and provides corporate and management and support services to the overseas operations. East African operations are managed out of Addis Ababa, Ethiopia. The Saudi Arabia operations are managed out of Riyadh. Most of the KEFI-incurred personnel and associated costs are re-charged to the appropriate subsidiary.

The Group intends to deliver on its strategic aims using the following approach:

- Define additional reserves and resources in Ethiopia and Saudi Arabia and add synergistic opportunities to its project pipeline;
- Secure funding for each suitable project;
- Develop profitable metals production; and
- Maintain strong environmental, social and governance standards and practices.

Review of Operations

KEFI continues to advance its strategic objectives in the Arabian-Nubian Shield, with transformational progress made at the Tulu Kapi Gold Project in Ethiopia and ongoing developments in Saudi Arabia through its investment in Gold and Minerals Company Limited ("GMCO").

The year ended 31 December 2025 marked a defining period for the Group. At Tulu Kapi, the Company progressed the arrangements for a US\$340 million development finance package – comprising US\$240 million in senior secured project debt and US\$100 million of equity risk capital – and advanced preparations for full Project development in December 2025. The US\$240 million project debt offering was signed by the co-lenders and by KEFI on 20 October 2025, subject to outstanding conditions precedent to be fulfilled for drawdown.

The equity-risk capital for the project was assembled from a combination of Ethiopian Government equity, gold royalty instruments and KEFI share-settled development costs, structured to manage ownership dilution at both the project and parent company levels. Ethiopian Birr-denominated preference shares ("Ethio Prefs"), targeted at specialist African institutional investors, are intended to provide an additional source of project-level funding, subject to completion of investor subscriptions. Various construction activities commenced during the year, funded by working capital and existing facilities, including community resettlement housing, access road construction by the Ethiopian Roads Authority and connection to the national electricity grid via the Grand Ethiopian Renaissance Dam ("GERD"). Commissioning is targeted to commence in late 2027, with full production expected in 2028. In Saudi Arabia, KEFI holds a 13% equity interest in Gold and Minerals Co. Limited ("GMCO"), an exploration company in which Abdul Rahman Saad Al Rashid and Sons Company Limited ("ARTAR") is the majority shareholder. KEFI's interest reduced from approximately 15% to 13% during the year, following further capital contributions by ARTAR. The investment is classified as a financial asset at fair value through profit or loss under IFRS 9. A strategic review of GMCO was undertaken during 2025, and GMCO has taken steps to prepare for its next phase of development, including expanding its management team and entering into a joint venture with Hancock Prospecting for exploration of a mineralised belt parallel to GMCO's existing tenements in the Wadi Bidah Minerals District.

Together, the Group's portfolio comprises exposure to gold-equivalent Mineral Resources exceeding 5 million ounces across interests in Tulu Kapi in Ethiopia (1.7 million ounces of gold and silver, 86% estimated final beneficial interest) and its investment in GMCO, which includes the Jibal Qutman (0.9 million ounces gold and silver) and Hawiah (2.6 million ounces gold-equivalent copper-gold-zinc-silver) projects. Tulu Kapi remains the Group's principal development project, over which it maintains control, while the

Group Strategic Report (continued)

For the year ended 31 December 2025

Review of Operations (continued)

GMCO investment represents an exposure to additional mineral resources in the Arabian-Nubian Shield.

These interests underpin the Group's strategic focus on the development of mining projects within the Arabian-Nubian Shield and its longer-term growth objectives, subject to project financing, development milestones, and the Group's ability to realise value from its investment holdings.

Ethiopia

KEFI owns its interest in the Tulu Kapi Gold Project through Ethiopian-based Tulu Kapi Gold Mines Share Company ("TKGM"). Following the structuring of the equity risk capital at the subsidiary level during 2025, KEFI retains a beneficial interest of approximately 86% in TKGM. The Government of Ethiopia is entitled to a carried equity interest and a 7% royalty on gold production.

The Ethiopian Government, through the Ethiopian Electricity Power Corporation and the Ethiopian Roads Authority, is facilitating the Tulu Kapi Gold Project by connecting the site to the national power grid – sourcing green energy from the Grand Ethiopian Renaissance Dam, Africa's largest hydroelectric scheme – and constructing a new all-weather main access road linking the site to the major highway. These government-funded infrastructure investments support the Project's targeted commissioning in late 2027 and demonstrate the Government's ongoing participation in project-related infrastructure works.

Financing

The Tulu Kapi Gold Project achieved a transformational financing milestone during 2025, assembling a total development finance package of approximately US\$340 million comprising:

- **Project Debt (US\$240 million):** On 20 October 2025, the US\$240 million senior secured project debt facility was formally signed by both co-lending banks and by KEFI on behalf of its group of companies, with drawdown contingent on completion of remaining conditions precedent.

The Group continued to progress the remaining conditions precedent ("CPs") for the Tulu Kapi project financing during the period. The key financing, commercial and governmental requirements have been substantially satisfied. The remaining CPs relate mainly to final administrative and execution matters, which are being actively progressed.

The remaining CP's cover six principal areas: corporate and legal documentation; insurance arrangements; financial information and the base case model; independent advisor reports; construction budget, mining contractor and environmental compliance; and security and equity confirmation. The core agreements are already in place. The outstanding items relate principally to the finalisation of major commercial agreement, government approvals, security documentation and lender advisor sign-offs.

- **Equity Risk Capital (US\$100 million):** The balance of the development capital was assembled as equity risk capital, comprising:
 - (i) the Ethiopian Government's US\$20 million equity commitment;
 - (ii) KEFI's historical and ongoing investment;
 - (iii) a US\$30 million gold royalty with contractual distribution and waterfall participation features. and
- **Additional Components:** If necessary, additional TKGM's development costs can be met by KEFI through the issuance of new KEFI ordinary shares, at the then prevailing market price at the time the relevant cost falls due over the two-year construction programme. Separately, Ethiopian Birr-denominated cumulative redeemable preference shares ("Ethio Prefs") may be issued to fund cost contingencies, exploration activities and social programmes, with the amount raised dependent on investor participation and prevailing project requirements. In addition, a US\$15 million of potential development costs is available under a Working Capital Standby Facility.

Development Progress

The year ended 31 December 2025 saw the Tulu Kapi Gold Project moving into the development phase.

Major Works

- **Full Project Launch:** In December 2025, the Company announced the launch of the Tulu Kapi Gold Project, having progressed arrangements for the required debt. The Project is being launched in a structured and orderly manner following the assembly of planned of US\$340 million in development capital subject to remaining conditions precedent.
- **Main Access Road:** The Ethiopian Roads Authority commenced construction of a new all-weather main access road linking the national highway to the Tulu Kapi site.

Group Strategic Report (continued)

For the year ended 31 December 2025

Review of Operations (continued)

- **Grid Connection:** The Ethiopian Electric Power Corporation is connecting the site to the national mains grid, sourcing power from the Grand Ethiopian Renaissance Dam. Tulu Kapi is expected to be one of the closest industrial-scale electricity consumers of the GERD, supporting access to low-cost green energy for the Project.
- **Process Plant Contractor Mobilisation:** Lycopodium was engaged as the lead design and construction contractor for the process plant and all on-site infrastructure. Construction contracts are being finalised for signing upon financial close and subsequent drawdown of equity.
- **Mining Services:** The Company conducted a competitive tender process for mining services at the Tulu Kapi Gold Mine. Following a subsequent re-tendering process completed during the year, the preferred mining contractor under the original tender was re-appointed.

Early Works and Community Engagement

- **Security Enhancements:** Security inspections were completed by government agencies and private contractors. Dedicated policing arrangements were formalised for permanent presence around Tulu Kapi, reporting to the Prime Ministry. Independent monitoring will continue throughout the Project's lifecycle.
- **Local Stakeholder Engagement:** Consultations, including numerous large and small group briefings, were conducted with local stakeholders. These efforts were met with strong community support for the launch of Major Works, reinforcing KEFI's social licence to operate.
- **Community Resettlement Programme:** The first phase of the community resettlement programme commenced during 2025. Property surveys for Phase 1 resettlement (approximately 90 households) are being reviewed against strict verification standards and procedures. A housing contractor was mobilised to construct replacement housing selected for the local community. Phased compensation and subsequent resettlement will comply with Ethiopian Law and World Bank IFC Performance Standards.
- **Site Facilities:** Construction of initial site facilities is underway, including work for expanded water supply and camps for construction and security personnel.

Saudi Arabia

In the Kingdom of Saudi Arabia, KEFI holds a 13% minority equity interest in Gold and Minerals Co. Limited ("GMCO"), an exploration company in which Abdul Rahman Saad Al Rashid and Sons Company Limited ("ARTAR") is the majority shareholder. KEFI's interest reduced from approximately 15% to 13% during the year, following capital contributions by ARTAR. The investment is classified as a financial asset at fair value through profit or loss under IFRS 9. GMCO underwent a strategic review during 2025, the results of which indicated the materiality of the Saudi Arabian assets to KEFI shareholders by showing potential to provide additional value without operational risk or distraction from the Tulu Kapi start-up.

Key Developments

- **Management and Governance:** GMCO has been prepared for its next stage of development through the expansion of its management team, including the appointment of a new Chief Executive and senior personnel with track records in successful start-ups and operations. The board includes input from KEFI alongside independent directors with relevant experience and the leadership of the majority shareholder, ARTAR.
- **Hancock Prospecting Joint Venture:** GMCO entered a joint venture with Hancock Prospecting, focused on a mineralised belt analogous to, and parallel with, GMCO's tenements in the Wadi Bidah Minerals District ("WBMD"). It is noted that zones within the WBMD not selected by GMCO have since been pegged by a joint venture between Ivanhoe Electric and Maaden, indicating broader industry interest in the district.
- **Mineral Resources:** GMCO's aggregate JORC Resource base comprises approximately 0.9 million ounces of gold and silver at Jibal Qutman and 2.6 million ounces of gold-equivalent resources at Hawiah (copper, gold, zinc, silver), with Hawiah ranking globally amongst the top 15% of VMS deposits. Combined gold-equivalent resources across GMCO's projects total approximately 3.5 million ounces. Updated Mineral Resource Estimates are anticipated as feasibility studies advance.
- **Development Planning:** Parallel Definitive Feasibility Studies are being advanced for both Jibal Qutman and Hawiah, encompassing multiple development scenarios including oxide-only and oxide-plus-sulphide options. The anticipated development sequence is: Jibal Qutman open pit gold (oxide ore), Hawiah open pit gold (oxide ore), followed by Jibal Qutman full and Hawiah underground copper-gold-zinc-silver, with the first development targeted to commence in 2026.

Environmental and Social Impact

The Group continues to meet all environmental obligations across its tenements. Progressive rehabilitation of disturbed areas has been carried out in accordance with licence conditions and will continue throughout the Project lifecycle.

Group Strategic Report (continued)

For the year ended 31 December 2025

Progress Report

The Group recognises and responds to the growing expectations from the community, regulators and industry leaders for open community engagement and stakeholder consultation. The Group engages with local stakeholders, including government, pastoral leaseholders and local community as an integral part of the exploration and development process. The Tulu Kapi Gold Project has been designed to meet ESG compliance requirements, with an emphasis on alignment between international project finance practices and local stakeholders, including the community, all levels of Government and leading private sector organisations.

Further information is available in the Environmental, Social and Governance section of this report (pages 41 to 46).

The rate of progress during 2025 was transformational, reflecting the culmination of years of preparation and the benefit of markedly improving conditions in the mineral sector in both Ethiopia and Saudi Arabia. The Company advanced the development finance arrangements for the Tulu Kapi Gold Project, initiated full Project development activities, and supported its Saudi Arabian investment towards its next phase of growth.

Control over cash management remained a primary focus, including periodic review of the Group's cash flow needs through cash flow projections, appraisal of technical reports, monitoring of the marketplace and the Group's physical presence in each country of operation. The Board of Directors continued to hold meetings on a regular basis to review the ongoing situation and believes that no changes are required to the current overall strategy. Further information is set out in Note 2 of the Financial Statements (Going Concern). During the period under review, the Company raised additional equity funds to finance activities and strengthen the balance sheet.

Progress over the last year and plans for the year ahead against the Group's strategic objectives are set out below:

1. Define Additional Reserves and Resources

2025 Progress

- In Ethiopia, the focus was on the launch and development of Tulu Kapi. The Project's Probable Ore Reserve stands at 1.05 million ounces (15.4 million tonnes at 2.1 g/t) with Mineral Resources totalling 1.7 million ounces of gold and silver, including an Indicated underground resource of 220,000 ounces (1.2 million tonnes at 5.7 g/t). Reconnaissance of other gold and critical materials opportunities continued.
- In Saudi Arabia, GMCO's resource base expanded to over 3.5 million ounces gold-equivalent. Jibal Qutman and Hawiah progressed through parallel Definitive Feasibility Studies. GMCO entered a joint venture with Hancock Prospecting for exploration of adjacent mineralised belts.

2026 Focus

- Expand exploration in both Ethiopia and Saudi Arabia, including new gold and critical materials targets. Exploration is planned to recommence in Ethiopia in 2026.
- Complete parallel Definitive Feasibility Studies for Jibal Qutman and Hawiah. Trigger first GMCO development in 2026.

2. Secure Funding for Each Suitable Project

2025 Progress

- Tulu Kapi financing package of US\$340 million was assembled and formally launched: US\$240 million in secured project debt signed (20 October 2025); subject to remaining conditions precedent for drawdown, US\$100 million in equity risk capital assembled.
- Post-year-end, US\$240 million loan documentation was fully executed (January 2026), Royalty agreements signed: US\$20 million with Chancery Royalty Ltd (February 2026) and \$10 million with Mithril Royalties Ltd (May 2026).

2026 Focus

- Complete financial close and commence drawdown of project finance facilities for Tulu Kapi.
- Arrange funding and operational management separate from Tulu Kapi for the pipeline of critical materials opportunities in the region.

Group Strategic Report (continued)

For the year ended 31 December 2025

Progress Report (continued)

3. Develop Profitable Metals Production

2025 Progress

- Tulu Kapi: Full Project launch announced 22 December 2025. Major Works commenced including government-funded access road, grid connection and community resettlement housing. Lycopodium was engaged as lead process design and construction contractor. Mining services tender was updated.
- Saudi Arabia: Parallel Definitive Feasibility Studies advanced at Jibal Qutman and Hawiah. GMCO management expanded with operational capability established. Jibal Qutman likely to be developed first and Hawiah continues to demonstrate strong economics as a globally significant VMS deposit.

2026 Focus

- Tulu Kapi: Execute full construction programme across all work-streams. Complete initial phases of community resettlement. Target to start commissioning in late 2027 and achieve full production in mid-2028.
- Saudi Arabia: Trigger first GMCO development. at Jibal Qutman. Continue to advance Hawiah to construction readiness. Continue GMCO strategic review with range of potential transactions being examined for funding and operational management for the pipeline of critical materials opportunities in the region, separate from Tulu Kapi.

4. Environmental, Social and Governance (ESG) Commitment

2025 Progress

- Maintained compliance with all social, environmental and international standards.
- Commenced Phase 1 community resettlement programme at Tulu Kapi in compliance with Ethiopian Law and World Bank IFC Performance Standards.
- Conducted extensive community consultations and independent monitoring at Tulu Kapi.
- Advanced alignment between international project finance practices and local stakeholder interests.

2026 Focus

- Sustain rigorous ESG implementation across all projects.
- Complete Tulu Kapi Resettlement Action Plan initial phases and commence subsequent phases.
- Uphold the updated QCA Corporate Governance Code applicable from FY2025.
- Continue to maintain trust with local communities, government and regulatory stakeholders.

5. Visual Summary of Strategic Objectives

Strategic Pillar		2025 Progress	2026 Focus
Resources & Reserves		3.5+ Moz gold-equivalent at GMCO; 1.7 Moz at Tulu Kapi. Hancock JV commenced. Parallel DFS's advanced in Saudi Arabia.	Expand exploration including critical materials. Complete the first DFS and trigger first GMCO development.
Project Financing		US\$340M package assembled: US\$240M debt signed, US\$100M equity structured.	Financial close and drawdown. Arrange GMCO development financing for first development.
Production Development		Tulu Kapi early launch. Access road, grid connection, resettlement preparation underway. EPCM activated.	Execute TKGM construction. Commissioning to commence late 2027, production mid-2028.
ESG Compliance		Phase 1 resettlement prepared. Stakeholder consultations. IFC compliance upheld.	Complete RAP initial Phase 1. Updated QCA Code. Maintain international standards.

Group Strategic Report (continued)

For the year ended 31 December 2025

Results

The focus during the year has been preparation for the funding and development of the Tulu Kapi Gold Project in Ethiopia ("Tulu Kapi" or the "Tulu Kapi project") with our partner, the Government of Ethiopia, selected contractors, and project financiers. The activity levels resulted in similar administrative expenditure and project transaction expenses in comparison to the previous year.

Prior Year Adjustment

During the year, management completed a reassessment of the Group's equity interest in Gold & Minerals Co. Limited ("GMCO"), a gold and copper development project in the Kingdom of Saudi Arabia. Following a detailed review of the contractual rights arising under the shareholders' agreement as amended, it was concluded that the conditions required to maintain equity accounting under IAS 28 ceased to exist in early 2024. Accordingly, the GMCO investment has been reclassified as a financial asset measured at fair value through profit or loss under IFRS 9 and the 2024 comparative figures have been restated. The FY2023 figures are unaffected.

The fair value of the GMCO investment as at 31 December 2025 was independently assessed at £6 million. Full details of the accounting treatment, valuation methodology and financial impact of the restatement are set out in the financial statements and accompanying notes.

Cash Flow

Group net cash in the 12 months to 31 December 2025 increased by £8.6 million (2024: decrease £0.01 million). During the year the group received net cash placements of £16.6 million (2024: £4.4 million) and bridging loans of £8.0 million (2024: £4.7 million). The total net cash from financing was £23.7 million (2024: £6.8 million). The cash outflow during the period was £15 million (2024: £6.8 million), of which £10 million (2024: £2.8 million) was used in operating activities and a further £5 million (2024: £4 million) used mainly on exploration and evaluation activities.

Balance sheet

The Group's non-current assets of £53 million (2024: £45 million) primarily comprise capitalised exploration and mine development costs for the Tulu Kapi Gold Project in Ethiopia. The increase of approximately £8 million during the year reflects continued investment in evaluation and development activities, including costs directly attributable to the project such as internal resources and external technical consultancy supporting feasibility and commercial advancement.

Non-current assets also include £2.7 million relating to transaction costs associated with facility agreements, which will be amortised under the effective yield method.

Current assets increased to £11.3 million (2024: £0.6 million), primarily due to higher cash balances following share placement during the year. Current assets also include advance payments of £1.7 million made to Lycopodium in relation to engineering and development services under contract, reflecting the ongoing progression of the project.

The Group's total liabilities increased to £7.2 million (2024: £6.5 million), mainly due to higher accruals that related to the commitment fees, success fees and bonuses owed to the lenders, advisers and senior company leadership. The amount was partially offset by a reduction in amounts payable to GMCO

Operating Expenses

	Year Ended 31.12.25 £'000	Restated Year Ended 31.12.24 £'000
Exploration expenditure	-	-
Administrative expenses, mainly on project development preparations	(6,025)	(6,232)
Investigatory, pre-decisional project finance transaction costs	(677)	(260)
Share based payments	-	(35)
Share of loss from jointly controlled entity	-	(391)
Reversal of Impairment of jointly controlled entity	-	3,285
Fair Value (loss)/gain on FVTPL investments	(533)	6,086
Gain on Dilution of Joint Venture	-	832
Foreign exchange gain/(loss)	128	331
Interest cost	(2,587)	(2,410)
Profit / (Loss) for the year	(9,694)	1,206

The results for the year are set out in the consolidated statement of comprehensive income on page 89.

Group Strategic Report (continued)

For the year ended 31 December 2025

Results (continued)

The Group recorded a loss before tax of £9.7 million for the year ended 31 December 2025, compared with a profit before tax of £1.2 million in 2024. No dividends were declared or paid in either year. The change in performance primarily reflects the absence of non-recurring gains recognised in the prior year, together with increased finance and project-related expenditure.

In 2024, the Group recognised a £6.1 million fair value gain on financial assets at fair value through profit or loss ("FVTPL"), a £3.3 million reversal of impairment and a £0.8 million gain on dilution of its interest in the jointly controlled entity. The current year includes a fair value loss of £533K on FVTPL investments.

The prior year fair value gain included a one-off uplift arising from the reclassification of the Group's investment in Gold & Minerals Co. Limited ("GMC") from equity accounting to FVTPL under IFRS 9, following a reassessment of significant influence. This uplift is non-recurring in nature.

Administrative expenses were broadly stable at £6.0 million (2024: £6.2 million), while project finance and transaction-related costs increased to £0.6 million (2024: £0.3 million), reflecting higher levels of activity in evaluating funding and development opportunities. Finance costs increased to £2.6 million (2024: £2.4 million).

These movements were partly offset by the absence of share-based payment charges in the year (2024: £0.03 million) and lower losses from jointly controlled entities.

Overall, the Group's result for the year reflects the reduced level of non-recurring income recognised in the prior period and continued investment in project development and financing activities.

Funding

During the year, the Company raised gross proceeds of £29.5 million through placements to support working capital, pay for goods and services, and repay debt. This was achieved by issuing 3,693,576,292 new ordinary shares at an average price of 0.67 pence per share, as detailed below:

- 2,583,523,912 new ordinary shares to raise gross cash of approximate £18.3 million.
- 1,110,052,380 new ordinary shares to certain project contractors and other third parties in settlement and set-off of outstanding invoices advances and other liabilities amounting to approximately £11.2 million (before expenses).

The details of 2025 placing are as follows:

Issued	Placement price (pence)	Number of Ordinary Shares	£'000
03 January 2025 (2)	0.55	274,641,545	1,510
08 January 2025 (1)	0.55	658,528,272	3,622
21 May 2025 (2)	0.55	154,545,455	850
21 May 2025 (1)	0.55	1,227,272,717	6,750
23 September 2025 (1)	0.55	68,796,818	378
06 October 2025 (1)	0.7	39,285,714	275
08 October 2025 (1)	0.6	18,750,000	113
15 October 2025 (1)	0.55	32,727,272	180
15 October 2025 (1)	0.6	5,625,000	34
30 Dec 2025 (2)	1.3	680,865,381	8,851
30 Dec 2025 (1)	1.3	532,538,118	6,923
Gross placement raised before expenses			29,486
Less Share Issue Costs			(1,046)
Less Warrants issue costs			(1,038)
			27,402

(1) In cash

(2) Settlement of liabilities: Settling in full the cash amount owed of £11.2 million by way of the issue of new ordinary shares in KEFI Gold and Copper PLC

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal risks and uncertainties

The Group's operations are exposed to a variety of risks, many of which are outside of the Group's control. The Group has put in place controls to minimise these risks where possible. We align with large industry specialists such as those we have selected as our principal project contractors for TKGM, which is KEFI'S first development project. We also engage leading independent industry specialist advisers to ensure compliance with the largest international standards and techniques. Furthermore, we encourage and reinforce alignment with local stakeholders at every reasonable opportunity.

Risk Analysis Board Report

1. Project Financing & Capital Risk

Description:

The Group's near-term strategy is dependent on the successful execution of the c.US\$340 million Tulu Kapi project financing package, comprising a US\$240 million secured project debt facility from co-lending banks and approximately US\$100 million in equity and equity-ranking instruments (including royalty agreements and preference shares).

Risks include: the failure or delay of any financing tranche to close or draw down on schedule; breach of lender conditions precedent or covenants; cost overruns that exhaust project contingency; changes in lender appetite or credit committee requirements; and the inability to raise further equity capital without material dilution to existing shareholders.

Mitigation:

- Maintain continuous dialogue with co-lending banks and ensure all conditions precedent are tracked and satisfied in advance of drawdown milestones.
- Maintain detailed cost control and contingency management through the construction period, with regular reporting to the Board and lenders.
- Continue to diversify funding sources across equity, debt, royalty/streaming, offtake agreements, sovereign fund participation, and strategic investors to reduce dependency on any single source.
- Deepen the shareholder relationships with Ethiopian and Oromia sovereign funds strengthening the alignment of government interests with project objectives.

2. Construction & Development Execution Risk

Description:

The Tulu Kapi Gold Project is entering full-scale construction, a phase that introduces t execution risk. The project requires the simultaneous coordination of multiple workstreams: processing plant construction, mining fleet procurement and delivery (expected and deployment in late 2027), electricity grid connection, access road completion, community resettlement, and contractor mobilisation in a remote location approximately 360 km west of Addis Ababa.

Construction delays, equipment delivery failures, contractor underperformance, supply chain disruptions, adverse weather, or unforeseen geological conditions could individually or collectively delay full gold production (currently targeted for mid-2028) and cause cost overruns beyond the US\$340 million project budget. Input cost inflation for energy, labour, construction materials, and logistics — potentially exacerbated by wars in the region, tariffs or trade disruptions — represents a persistent risk during the two-year construction period.

Operational readiness is also a risk: the Group must build mine management systems, operating procedures, and a site-based workforce from a relatively low base as it transitions from a development company to a gold producer processing two million tonnes of ore per year.

Mitigation:

- Complete all required early works and certify initial major works as being in order before triggering full development (now achieved)— Maintain a detailed project schedule with critical path analysis, regular progress reporting, and independent project monitoring as required by lenders.
- Engage experienced EPCM contractors with a track record in similar African mining projects.
- Build appropriate contingency into the project budget and schedule to absorb delays without triggering financing defaults.
- Commence operational readiness planning, including recruitment and training of the site-based workforce, well in advance of first production.
- Procure major equipment (mining fleet, processing plant components) with staggered delivery schedules to manage supply chain risk.
- Monitor input cost trends and maintain fixed-price contracts with key suppliers where commercially practical.

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal risks and uncertainties (continued)

Risk Analysis Board Report

3. Exploration Industry Risk

Description:

Mineral exploration is inherently speculative and involves high risk, with limited success rates for individual targets. Even with discoveries, development into production can take years, during which economic viability may change. Substantial investment is required for drilling, metallurgy, and infrastructure. Additionally, government actions—such as licence non-renewal or legal changes—can adversely impact operations.

Mitigation:

- Employ up-to-date exploration techniques and qualified personnel.
- Develop and regularly review a robust exploration plan with the executive committee.
- Target and acquire attractive prospective areas.
- Maintain proactive, cooperative relationships with governments and ensure compliance with all permitting and title requirements.
- For development-stage projects like Tulu Kapi, perform detailed feasibility studies and secure development financing to reduce exploration risk.

4. Political, Security & Geopolitical Risk

Description:

The Group operates across two distinct political environments — Ethiopia and Saudi Arabia — each presenting specific risks.

In Ethiopia, the operating environment includes federal and regional jurisdictional dynamics. The Oromia Mineral Development Authority (OMDA) has asserted greater authority over mining licensing and compliance, creating potential for regulatory uncertainty where federal and regional frameworks interact. The Tulu Kapi project was temporarily halted in 2021 due to security concerns in the West Wollega area before resuming in early 2022, and the security situation in the region requires ongoing monitoring. Broader risks include changes in government policy regarding mining licence renewal, taxation, currency controls, royalty rates, and nationalisation.

In Saudi Arabia, the Group's investment in GMCO is advancing towards definitive feasibility studies for Jibal Qutman and Hawiah, with the first development anticipated in 2026. The regulatory environment for mining in the Kingdom is evolving as part of Vision 2030 diversification objectives, presenting both opportunity and regulatory adaptation risk.

More broadly, the mining sector faces escalating geopolitical tensions including tariff barriers, export restrictions on critical minerals, and emerging carbon pricing mechanisms that may affect supply chains, equipment procurement costs, and product markets.

Mitigation:

- Maintain permanent, locally staffed management teams in Ethiopia and Saudi Arabia with deep knowledge of the political and regulatory landscape.
- Structure government equity participation (14% Ethiopian government shareholding in TKGM) to align sovereign interests with project success.
- Foster relationships at both federal and regional levels in Ethiopia, including engagement with the Oromia Regional Government and OMDA.
- Maintain security monitoring and contingency planning for the Tulu Kapi site and surrounding area.
- Engage in proactive scenario planning for potential changes to taxation, licensing, or regulatory frameworks in both jurisdictions.
- Monitor trade policy developments, tariff changes, and carbon pricing initiatives that may affect procurement or product economics.
- Ensure full compliance with all permitting, title, and licensing requirements in both countries

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal risks and uncertainties (continued)

Risk Analysis Board Report

5. Community Relations & Social Licence to Operate

Description:

Maintaining the social licence to operate is essential for the Group's ability to develop and operate its projects. This risk is particularly evident at Tulu Kapi, where the Resettlement Action Plan — involving the phased relocation of local communities from the project area — commenced in July 2025 and is a prerequisite for construction to proceed. Community opposition, inadequate compensation, delays in resettlement execution, or a failure to deliver promised benefits (employment, infrastructure, skills transfer) could result in project delays, increased costs, legal challenges, or loss of government support.

As the project transitions from development into construction and ultimately production, community expectations will increase. The Group has committed to creating approximately 1,500 direct jobs during construction, with around 80% reserved for local workers, and has established the Tulu Kapi Charitable Endowment Fund as a vehicle for long-term community benefit.

Mitigation:

- Implement the Resettlement Action Plan in close collaboration with federal and regional governments, with fair and transparent compensation and phased relocation procedures.
- Deliver on local employment commitments, with structured skills transfer and training programmes to build long-term community capability.
- Operate the Tulu Kapi Charitable Endowment Fund as a sustainable vehicle for community investment beyond direct project employment.
- Engage in continuous community consultation throughout the mining lifecycle, from construction through to eventual closure planning.
- Employ locally aware staff and maintain a permanent community liaison function on site.
- Adopt IFC Performance Standards for environmental, social, and governance management.
- Monitor and respond to community sentiment proactively, escalating concerns to the Board where necessary.

6. Retention of Key Personnel

Description:

The successful execution of the Group's strategic objectives is contingent upon the recruitment and retention of high-calibre personnel. A failure to maintain key staff may disrupt operations and negatively impact long-term growth.

Mitigation:

- Implement competitive remuneration packages and career development opportunities.
- Continue to implement the structured redundancy and succession planning framework to ensure continuity.
- Reinforce a rewarding, inclusive and professionally stimulating working environment.

7. Strategic Partner Risk

Description:

Strategic partnerships are instrumental in delivering both financial and operational value. However, reliance on third-party entities introduces counterparty risk, which could impair project outcomes if not effectively managed.

Mitigation:

- Conduct comprehensive due diligence prior to partner selection.
- Foster robust governance frameworks and regular joint reviews.
- Diversify strategic relationships to mitigate dependency risks.

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal risks and uncertainties (continued)

Risk Analysis Board Report

8. Financial Risks

Description:

The Group is exposed to multiple financial risks including foreign currency fluctuations and funding availability. Significant devaluation of the Ethiopian Birr in 2024 highlights the volatility of operating in emerging markets.

Mitigation:

- Maintain reserves in stable currencies such as GBP.
- Employ natural hedging through USD-denominated debt and revenue.
- Pursue diversified funding sources, including equity, debt, and strategic investors.

9. Environmental, Sustainability & Climate Risk

Description:

The Group's activities are subject to evolving regulatory landscapes, particularly regarding environmental compliance in Ethiopia and Saudi Arabia. Failure to meet environmental standards could result in project delays, legal penalties, or reputational harm.

Beyond regulatory compliance, the Group faces increasing stakeholder expectations on broader sustainability performance. International reporting frameworks — notably the International Sustainability Standards Board (ISSB) standards — are creating new disclosure requirements that may apply to the Group or its financing partners. Investors, lenders, and development finance institutions increasingly require demonstrable progress on decarbonisation, water stewardship, biodiversity, and value chain emissions management.

As Tulu Kapi enters construction, environmental management becomes operational: water management, land rehabilitation, waste management, and emissions monitoring must be implemented at scale. Climate-related physical risks (extreme weather, water stress) could also affect project construction and long-term operations.

Risk Analysis Board Report

Mitigation:

- Engage dedicated environmental compliance teams and conduct regular Environmental and Social Impact Assessments (ESIAs).
- Adopt IFC Performance Standards as the benchmark for environmental and social management at Tulu Kapi.
- Integrate international best practices and engage constructively with regulators in both Ethiopia and Saudi Arabia.
- Prepare for ISSB and other emerging sustainability reporting standards, building data collection and reporting capabilities.
- Develop water management and land rehabilitation plans as integral components of the Tulu Kapi mine plan.
- Assess climate-related physical risks and incorporate resilience measures into project design and construction planning.
- Establish baseline environmental monitoring to support credible reporting on sustainability performance from the start of operations.

Group Strategic Report (continued)

For the year ended 31 December 2025

Directors' Section 172 Statement

The following disclosure describes how the Directors deal with the matters set out in section 172(1)(a) to (f) and forms the Directors' statement required under section 414CZA of The Companies Act 2006. The matters set out in this section are that Directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members, and in doing so have regard to:

- the likely consequences of any decision in the long term.
- the interests of the Company's employees.
- the need to foster the Company's business relationships with suppliers, customers, and others.
- the impact of the Company's operations on the community and the environment.
- the desirability of the Company to maintain a reputation for high standards of business conduct.
- the need to act fairly between members of the Company.

In the Group Strategic Report section of this Annual Report, the Company has set out the short to long term strategic priorities and described the plans to support their achievement. The Board has identified KEFI's stakeholders to include shareholders, staff, suppliers, customers, partners, local government, and the wider community.

This analysis is divided into two sections - the first addresses Stakeholder engagement and the second principal decisions made by the Board, with emphasis on how regard for stakeholders influenced the decision-making.

Stakeholder Engagement

Shareholders/Investors/Joint Venture Partners

Stakeholder Group

Existing and prospective equity investors, project-level joint venture partners and co-investors are important stakeholders.

KEFI's Ethiopian subsidiary, TKGM, for its Tulu Kapi gold mining project, is partnered with the Government sector and relies upon funding from the private sector, including leading African development banks and specialist mining financiers.

In the Kingdom of Saudi Arabia, KEFI holds a 13% equity interest in Gold and Minerals Co. Limited ("GMCO"), an exploration company in which Abdul Rahman Saad Al Rashid and Sons Company Limited ("ARTAR") is the majority shareholder. KEFI's interest reduced from approximately 15% to 13% during the year, following capital contributions by ARTAR. The investment is classified as a financial asset at fair value through profit or loss under IFRS 9. In TKGM, KEFI holds a majority of Board seats and retains operational control, with the Ethiopian Government represented through non-executive directors from the Federal Sovereign Fund, Ministry of Finance and Oromia Sovereign Fund. In GMCO, KEFI has the contractual right to nominate the CEO, propose exploration and development plans to the Board, and ensure adequate human resources are provided, although Artar holds the majority of Board seats.

Importance of Engagement

The development of KEFI and its projects is dependent upon access to capital.

The Company continues to maintain and expand an investor base for the long term that includes engagement and involvement in the strategic objectives of the Company (refer to page 75 of the Report of the Board of Directors) and the achievement of those objectives.

During 2025, the Company assembled and planned US\$340 million development finance package for Tulu Kapi, comprising US\$240 million in senior secured project debt and US\$100 million in equity risk capital. This milestone was critical to advancing the Project and creating long-term shareholder value.

How did Board and/or Management Engage

The Company is committed to providing full and transparent disclosure of its activities via the London Stock Exchange and conducts regular and systematic meetings with all major stakeholders, including the annual general meeting, regularly scheduled webinars, quarterly reports, investor presentations and other briefings.

In the case of the Tulu Kapi project and the Saudi activities, the Company's partners have directors alongside KEFI on local operating company Boards.

In 2025, the Company presented to international and local investors at the Investment in Ethiopian Mining Forum at the Ethiopian Embassy in London (July 2025) and at MINTEX Ethiopia in Addis Ababa (November 2025) and conducted an investor webinar in June 2025. Major international gold investment institutions, including Ruffer Gold, Konwave/Gold 2000 and Phoenix Gold Fund, became KEFI shareholders during the year.

See also the "Relations with Shareholders" section of the Report of the Board of Directors.

Group Strategic Report (continued)

For the year ended 31 December 2025

Stakeholder Engagement (continued)

Workforce

Stakeholder Group

The Group workforce summarised below does not include those specialists retained via contractors at operating sites or internationally, nor the teams in the 13%-owned Saudi GMCO:

Senior Management Contractors	8
Addis Ababa	16
Tulu Kapi Field Operations	42

Of senior management, two are permanently based at the Group's head office in Nicosia and the others base themselves at the Group's operational centres in Nicosia, Ethiopia and Saudi Arabia as needed.

Staff levels are expanding rapidly as the Group has moved into the construction and development phase of the Tulu Kapi Gold Project. Recruitment is now in full swing to ensure operational readiness during the two-year development programme. Staff levels will also expand in Saudi Arabia as GMCO advances towards development. The Company's day-to-day running and long-term development relies on the recruitment, retention and incentivisation of staff, and the provision of a safe working environment.

Importance of Engagement

With the full launch of Tulu Kapi in December 2025, the rapid scale-up of the workforce – both directly employed and via contractors – is critical to successful project execution within the targeted two-year construction schedule. The key means of engagement with staff include regular meetings, analysis and discussion, as well as visits to project sites by members of the Board and executive team. There is also a regularly reviewed remuneration framework which includes both short-term and long-term incentives

How did Board and/or Management Engage

In 2025, KEFI strengthened TKGM's operational leadership with the appointment of Simon Cleghorn as Managing Director (former COO of a major Kazakh mining group) and Theron Brand as Finance Director. The TKGM team also includes Head of Government Relations Abera Mamo and is supported by specialist advisers.

In Saudi Arabia, GMCO's management team was expanded during 2025 with the appointment of a new Chief Executive and senior personnel with track records in successful mining start-ups and operations, building a self-sufficient operating entity designed to operate independently.

At the Group level, the Executive Committee, led by Executive Chairman Harry Anagnostaras-Adams and Finance Director John Leach, features specialists including Chief Operating Officer Eddy Solbrandt, and technical leads Rob Williams, Jeff Rayner, Norman Green and Geoff Davidson.

Community

Stakeholder Group

KEFI regards its host communities as among the most important of its primary stakeholders and contributing to these groups in a meaningful, sustainable, long-term manner is an integral part of its strategy.

The Group has a stated commitment to maximising local participation in the workforce and supply chain and stresses transparency in all dealings and compliance with leading international standards for social and environmental aspects, including World Bank IFC Performance Standards and the Equator Principles.

Importance of Engagement

Mutual support between KEFI operations and the communities around them is vital to the success of its activities and for maintaining the Group's social licence to operate.

Community development is focused on sustainable job creation, skills transfer (education and training), and infrastructure development.

The Tulu Kapi Gold Project has been designed to align with ESG compliance and with international project finance practices and local stakeholders, including the community, all levels of Government and leading private sector organisations.

How did Board and/or Management Engage

KEFI maintains an open dialogue with local government bodies and community leaders regarding the development of each of its projects.

KEFI works alongside these communities and has active community programmes underway. In Ethiopia during 2025:

Group Strategic Report (continued)

For the year ended 31 December 2025

Stakeholder Engagement (continued)

- The community resettlement programme was triggered in July 2025, with Phase 1 compensation sums set aside in a local bank account for disbursement upon procedures having been complied with. The programme is being implemented in collaboration with the Ethiopian Government in compliance with World Bank IFC Performance Standards.
- All new replacement lands have been confirmed in the district around the mining licence. A house construction contractor has been mobilised to construct replacement housing selected by the local community.
- Extensive stakeholder consultations, including numerous large and small group briefings, were conducted throughout the year and met with strong community support for the launch of Major Works.
- Commitment to maximising local procurement and employment has continued, with support for training and the establishment of community youth employment programmes.
- KEFI has budgeted US\$28 million for the Resettlement Action Plan, long-term livelihood restoration programme and community development programme, included within capital expenditure estimates.

Please also see the Social Licence section on page 41.

Suppliers

Stakeholder Group

KEFI requires a wide range of services to maintain its business activities.

During the Company's construction phase at Tulu Kapi and ongoing during the production phase, its supplier numbers are expected to rise significantly in line with the scale-up of the project.

At a local level, the Company is partnering with the Government of Ethiopia for the provision at Tulu Kapi of infrastructure elements, including access roads and grid connection, and is also working with a variety of local and international companies as development progresses.

Importance of Engagement

Suppliers are fundamental to ensuring that the Company can construct the project on time and on budget. Using quality suppliers ensures that the Group meets the high standards of performance expected of itself and its vendor partners.

It is important to maintain good working relationships and credit terms with suppliers to ensure the timely and cost-effective delivery of services and supplies.

How did Board and/or Management Engage

The management team continues to work closely with the principal contractors and EPC suppliers to execute the Tulu Kapi Project. Regular one-on-one meetings between management and suppliers occur with vendor site visits as needed.

In 2025, key contracting milestones were achieved:

- Lycopodium was activated as the lead design and construction contractor for the process plant and all on-site infrastructure. Lycopodium's fixed-price lump-sum engineering and procurement contract was triggered and mobilisation to site commenced in 2026. The full documentation for the two-year build is being finalised.
- BCM Group was welcomed as a Project syndicate member and preferred mining contractor. The mining services agreement, structured under an industry-conventional schedule of rates arrangement, was awarded following a completed competitive re-tender process. BCM will provide for supply of the mining fleet, with procurement planned for early 2026 for delivery in early 2027.
- Offsite infrastructure installation agreements with Government agencies (Ethiopian Roads Authority, Ethiopian Electric Power Corporation) are being implemented in the field.
- A house construction contractor was mobilised to site for the community resettlement replacement housing programme.

Lenders

Stakeholder Group

Debt finance remains a key element of the financing mix for a company such as KEFI which is now in the project construction phase at its Tulu Kapi Gold Project, with additional projects nearing the development phase in Saudi Arabia.

The Tulu Kapi project debt facility of US\$240 million, representing approximately 70% of the total development capital, was formally signed by the co-lending banks during 2025, making a significant step towards Ethiopia's first international project finance closing.

Importance of Engagement

It is important to identify, maintain and strengthen relationships with lenders to ensure sufficient finance can be secured to support project development.

The Tulu Kapi financing represents a first-mover transaction for Ethiopia, requiring extensive engagement with leading African development banks to navigate detailed due diligence, legal documentation and regulatory changes and approvals.

Group Strategic Report (continued)

For the year ended 31 December 2025

Stakeholder Engagement (continued)

How did Board and/or Management Engage

Management maintains continuous and detailed dialogue with lenders in relation to the Tulu Kapi Project and has established a strong relationship with the consortium of leading African development banks providing the senior secured project debt.

In 2025, the following milestones were achieved with lenders:

- In May 2025, the Africa Finance Corporation (“AFC”) received formal Ethiopian Parliamentary ratification of its Country Membership, the last of the three major conditions precedent for the project finance package.
- On 20 October 2025, the US\$240 million project debt offering was formally signed by both co-lenders and by KEFI on behalf of its group of companies.
- In 2026, the final binding loan facility documentation was completed and fully signed by the banking syndicate.
- Standard conditions precedent apply to drawdown, including the requirement that equity be drawn prior to debt. Standard covenants and conditions subsequent apply, including change of control provisions.

Regulators/Government

Stakeholder Group

Multiple departments and agencies of national, regional and/or local government are involved in the licensing, regulation and monitoring of mining activities in each of the Group’s jurisdictions.

In Ethiopia, this includes the Ministry of Mines, the Ethiopian Investment Commission, the National Bank of Ethiopia, the Ethiopian Roads Authority, the Ethiopian Electric Power Corporation, Federal and Regional Sovereign Funds, and regional and local government authorities in the Oromia Region.

In Saudi Arabia, relevant authorities include the Ministry of Industry and Mineral Resources and the Saudi Industrial Development Fund (“SIDF”).

Importance of Engagement

KEFI views the establishment of active, two-way relationships with government stakeholders as critical in the successful development of its projects and in its long-term commitment to each jurisdiction.

The Ethiopian Government is both a regulator and a partner in TKGM, having committed US\$20 million of equity and appointed non-executive directors to the TKGM Board representing the Federal Sovereign Fund, Ministry of Finance and the Oromia Sovereign Fund. This alignment of interests underpins the successful development of the Tulu Kapi Project.

How did Board and/or Management Engage

Management has regular interaction with the relevant government departments. Periodically, meetings are also arranged between the Board of KEFI and senior government officials in order to foster a direct dialogue and a clear understanding within a framework of transparency.

In 2025, key government engagement milestones included:

- The Ethiopian Government, through the Ethiopian Roads Authority and the Ethiopian Electric Power Corporation, commenced government-funded construction of the new all-weather main access road and the grid connection to the national power network (via GERD), significantly de-risking the development schedule.
- Dedicated policing was formalised for permanent presence around Tulu Kapi, reporting to the Prime Ministry, ensuring safe working conditions for the community and all project stakeholders in compliance with international standards.
- AFC’s Ethiopian Country Membership received formal Parliamentary ratification in May 2025, clearing the final major regulatory condition for the project finance package.
- KEFI’s Executive Chairman presented at MINTEX Ethiopia (November 2025) to an audience including the Minister for Mines, H.E. Eng. Habtamu Tegegne, international and local banks and investors, and the personnel of TKGM.
- The Tulu Kapi Project launch was signed in the presence of principal stakeholders including Federal and Regional Governments, the Company’s lenders, the Sovereign Funds of Ethiopia and Oromia, and principal local contractors.

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal Decisions

KEFI defines principal decisions as those that have long-term strategic impact, and which are material to the Group and its key stakeholder groups. In making the following principal decisions during the year, the Board considered the outcome based on the relevant stakeholders as well as the need to maintain a reputation for high standards of business conduct.

1. Project Financing for the Tulu Kapi Gold Project

- During 2025, the Company assembled the full US\$340 million development finance package for the Tulu Kapi Gold Project, comprising US\$240 million of senior secured project debt and US\$100 million of equity risk capital:
- The US\$240 million debt facility was formally signed by the co-lending banks and by KEFI on 20 October 2025. The secured lenders agreed to updated terms and conditions, expanding the facility from the previously announced US\$190 million to US\$240 million. Final binding loan documentation was completed in 2026.
- The equity risk capital of US\$100 million was structured at the subsidiary level through a combination of: the Government of Ethiopia's US\$20 million equity commitment; equity-ranking gold royalties (including a US\$20 million royalty with Chancery Royalty Limited, signed in February 2026, with an US\$10 million of equivalent royalties signed with Mithril Royalties Ltd in May 2026); US\$10 million of development costs which can be settled in KEFI shares; and Ethiopian Preference Shares targeted at local institutional investors.
- The equity capital structure was designed to minimise ownership dilution for KEFI and TKGM shareholders whilst not materially increasing the Project's all-in breakeven gold price.
- The integrated funding package was in the process of finalisation, with financial close expected to enable drawdown of the project finance facilities.

2. Capital Management

The business model of the Company has continued to involve raising equity capital to fund the next stage of exploration and development. KEFI has sought to minimise Tulu Kapi's development funding requirements through engineering, contracting and project finance structures, designed to provide an economically robust project and an appropriate financing plan. A significant portion of the capital requirements have been met at the project level by the combination of project contractors, partners and financiers.

During 2025, the Company continued to raise capital to fund working capital requirements, goods and services, lenders' fees and debt repayments. In making these decisions the Board considered:

- **All stakeholders:** Maintaining the Group as a going concern in the interest of all its stakeholders.
- **Shareholders:** The impact on existing shareholders of raising additional equity was considered, with the Board weighing the need to maintain the Group as a going concern against the resulting equity dilution. Equity market conditions were factored into the decision-making process. The long-term value potential of the Tulu Kapi Gold Mine, now in full development, provides KEFI with significant upside and its best opportunity to become cash flow positive. Continuing to advance the Project through construction and into production is critical to achieving long-term goals and maximising shareholder value.
- **Employees and Suppliers:** Securing working capital has assisted the Group in retaining key staff and suppliers critical to achieving business objectives during the construction phase.

3. Listing Strategy

- The Board is targeting a move of the Company's listing from AIM to the Main Market of the London Stock Exchange as soon as is practicable in consultation with advisors and regulators. This reflects the Board's confidence in the Company's transition from a development-stage company to one with actively producing mining operations.

Other Key Outcomes During 2025

Federal Democratic Republic of Ethiopia

- Project launch announced during December 2025, having assembled a US\$340 million debt and equity finance package.
- US\$240 million senior secured project debt signed on 20 October 2025; final loan documentation completed January 2026.
- Various construction activities commenced, including community resettlement housing, government-funded access road and grid connection works.
- Lycopodium activated as lead design and construction contractor for the process plant and on-site infrastructure.
- Mining services competitive tender updated; agreement with BCM targeted for completion.

Group Strategic Report (continued)

For the year ended 31 December 2025

Principal Decisions (continued)

- Phase 1 community resettlement programme commenced, with property surveys under review against IFC Performance Standards.
- KEFI's Executive Chairman presented the Project at MINTEX Ethiopia (November 2025) to an audience including the Minister for Mines, international and local banks and investors.
- Independent certifications initiated for completion, enabling the launch of full Major Works.

Kingdom of Saudi Arabia

- Strategic review advanced, highlighting the materiality of the Saudi Arabian assets to KEFI shareholders.
- KEFI's interest in GMCO reduced to approximately 13% following capital contributions by the majority shareholder.
- GMCO management team expanded with appointments of personnel experienced in successful mining start-ups and operations.
- Joint venture with Hancock Prospecting established for exploration of adjacent mineralised belts in the Wadi Bidah Minerals District.
- Parallel Definitive Feasibility Studies advanced for Jibal Qutman and Hawiah projects.
- Potential transaction scenarios with third parties under evaluation and short-listing, including inclusion within wider critical materials initiative with funding and management separate from Tulu Kapi's.

Future developments

The Group will continue to focus efforts in Ethiopia and the Kingdom of Saudi Arabia with the objective of advancing its pipeline of mineral development projects to production. In Ethiopia, the priority is the execution of the Tulu Kapi construction programme, targeting commissioning in late 2027 and full production in mid-2028. In Saudi Arabia, the GMCO strategic review is expected to lead to the triggering of the first development project in 2026, whilst the joint venture with Hancock Prospecting provides an additional growth platform. The Board intends to move the Company's listing to the Main Market of the London Stock Exchange in due course, reflecting the anticipated transition to a producing, cash-generative group.

By Order of the Board


John Edward Leach
Finance Director

Cargil Management Services Limited
27/28 Eastcastle Street
London, UK
Company Secretary

5 June 2025

Report of the Board of Directors

For the year ended 31 December 2025

The Board of Directors presents its report for KEFI Gold and Copper PLC and its subsidiaries together with the financial statements of the Group for the year ended 31 December 2025.

Business Review:

A review of the business during the year is contained in the Executive Chairman's report on pages 3 to 6 and the Finance Director's report on pages 7 to 9. The Group's business and operations and the results thereof are reflected in the attached financial statements. It is the business of the Group to explore for value adding mineral resources and to turn commercially viable prospects into producing assets.

Introduction

The following information is set out in the Group Strategic Report and should be read in conjunction with this Directors report.

- Incorporation and Principal Activities
- Review of Operations, Funding
- Key Performance Indicators
- Organisation Overview
- Strategic Approach, Business Model
- Principal Risks and Uncertainties
- Future Developments

Board of Directors

The Board is comprised of five Directors from 1 July 2023. The members of the Board of Directors as at 31 December 2025 and at the date of this report, together with full resumes are shown on pages 38 to **Error! Bookmark not defined.** In accordance with the Company's Articles of Association, approximately one third of the Directors retire by rotation at each Annual General Meeting and are eligible for re-election. In addition, and to align more closely with the principles of the QCA Corporate Governance Code, all Directors will stand for re-election at the forthcoming Annual General Meeting.

Directors' indemnities

The Group maintains directors' and officers' liability insurance providing appropriate cover for any legal action brought against its Directors.

Remuneration report

This remuneration report for the year ended 31 December 2025 outlines the remuneration arrangements of the Company and the Group. The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent Company.

Details of key management personnel of the Parent and Group are set out below.

Alignment of Company Leadership with Shareholders' Interests: The Company's founder shareholder and financier serves as Executive Chairman of the parent and each subsidiary. The operating subsidiary companies within the structure include KEFI Non-Executive Directors and the representatives of partners.

Remuneration levels are consistent with the relevant international averages for the industry. Until recently, senior leaders received compensation in a combination of shares and cash. A portion of the cash component was typically paid in arrears. Remuneration costs are included as part of project development expenses, allocated accordingly, and are partially funded by project financing packages.

Executive Directors, Senior Executives and Officers are entitled to receive options under the Company's Employee Share Option Scheme.

The Incentive Options Plan allocations were suspended for 3 years since 2023 pending the Company closing of full finance for developing Tulu Kapi and its construction launch. It was then triggered in April 2026 as determined by the board and as foreshadowed.

Remuneration philosophy

The objective of the Company's remuneration framework is to ensure that reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders.

The Board believes that executive remuneration satisfies the following key criteria:

- | | |
|---|-------------------------------|
| Competitiveness and reasonableness | Acceptability to shareholders |
| Performance linkage/alignment of executive compensation | Transparency |

These criteria result in a framework which can be used to provide a mix of fixed and variable remuneration, and a blend of short and long-term incentives in line with the Company's limited financial resources. Fees and payments to the Company's Non-Executive Directors and Senior Executives reflect the demands which are made on, and the responsibilities of, the Directors and the senior management. Such fees and payments are reviewed annually by the Board. The Company's Executive and Non-Executive Directors, Senior Executives and Officers are entitled to receive options under the Company's Employee Share Option Scheme.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Remuneration report- continued

Non-executive director remuneration arrangements

The Board seeks to set remuneration of non-executive Directors at a level which provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is appropriate at this stage of the Company's development. Non-Executive Director base fees were set at a basic fee of £25,000 p.a. since the 2006 and increased to £45,000 p.a. from 1 January 2025 plus any other statutory payroll costs and with additional remuneration as may be approved by the Board for work in excess of normal Board requirements.

Non-Executive Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred because of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors. Non-executive Directors are also entitled to additional remuneration for extra services or special exertions.

Executive director and key management personnel ("KMP") remuneration arrangements

Service agreements: Remuneration and other terms for KMP are formalised in contractor agreements. Details of these agreements are set out below.

Executive directors and other key management personnel: Executive remuneration packages comprise a mix of the following components: Fixed remuneration and other benefits and long-term incentives provided by the issuing of options under the Employees and Contractors Incentive Option Plan.

Cash Payment Bonus

During the year, the Remuneration Committee and the Board have approved a performance-based short-term incentive plan (STI) aimed at aligning with the Company's objectives and appropriately recognising and rewarding employee contributions as the Company and its projects develop. This plan supersedes any previously communicated incentives. These incentives are subject to the achievement of specified milestones and are contingent upon the successful progression of the Company's projects.

Outlined below are the details of the STI plan:

STI Bonuses:

Directors and Key Management Personnel	STI 1	STI 2	STI 3
	£'000	£'000	£'000
Executive Chairman ¹	400	400	400
Finance Director ¹	400	200	200
Chief Operating Officer	250	400	400

Key Milestones

STI Bonus	Milestone Trigger	Minimum Holding Period	Minimum Share Price Condition ¹
STI Bonus 1	Upon grant of credit approvals by the lenders to the Tulu Kapi Gold Project		Closing mid-price above 1.5p for five consecutive trading days
STI Bonus 2	Upon project finance lenders having permitted debt disbursement to commence for Tulu Kapi	Not earlier than 12 months after STI Bonus 1 was earned	Closing mid-price above 2.5p for five consecutive trading days
STI Bonus 3	Upon Tulu Kapi having commenced production	Not earlier than 12 months after STI Bonus 2 was earned	Closing mid-price above 3.0p for five consecutive trading days

Settlement Terms

In each case, the recipient may elect to receive the STI Bonus in shares or in cash:

- Shares: If the recipient elects shares, the issue price will be the volume-weighted average price ("VWAP") for the month following the achievement of the relevant Key Milestone. No holding period or lock-in restriction applies to shares issued under these terms.
- Cash: If the recipient elects cash, the timing of payment is subject to cash availability as determined by the Board, but in any event no later than 6 months after the achievement of the relevant Key Milestone.

¹The minimum share price conditions apply to executive directors only. The COO remains subject to the existing STI framework, which excludes this provision, as the Remuneration Committee considers the COO's remuneration to be below normal market level and that performance should be evaluated solely on operational targets.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Remuneration report- continued

Eligibility and Special Conditions

Payment of any STI Bonus or Retention Bonus is conditional upon:

- (a) the recipient and/or their Consulting Company not having given notice to terminate their engagement with the Group;
- (b) in the case of STI Bonuses only, the Group not having given notice of termination to the recipient and/or their Consulting Company; and
- (c) the engagement not having been terminated by the Group for cause.

Where the Board determines that a participant remains eligible notwithstanding the above, any payment shall be pro-rated for time on such basis as the Board shall determine.

Outstanding STI or Retention Bonuses will not be paid whilst a participant is subject to an investigation or formal disciplinary process. Payment is delayed until the conclusion of such process.

Change of Control and Asset Disposal

In the event of a Control Change of the Company followed by termination of the participant's engagement (whether by the Group or by the participant), all amounts outstanding under the Services Agreement and the STI Plan become due and payable in full immediately, including all STI, Retention and Long-Term Incentive entitlements and any unused travel entitlement.

A disposal by the Company of a majority interest in the Tulu Kapi Gold Project is deemed a Control Change for the purposes of these provisions, triggering the same acceleration of all outstanding entitlements.

Accounting Treatment

The STI Bonuses are contingent primarily upon the achievement of operational milestones. STI milestones had been achieved as at 31 December 2025, liability has been recognised. At each reporting date, the Group will assess the probability of the milestones being met and, where probable, recognise the relevant obligation over the period in which the related services are received.

Where a participant elects to receive shares, the bonus will be accounted for as a share-based payment under IFRS 2 at the date the milestone is achieved and the number of shares determined. Where a participant elects cash, the bonus will be recognised as an employee benefit liability under IAS 19.

Any Retention Bonus will be recognised in accordance with the same principles.

Long term share incentives

The Employees and Contractors Option Plan of the Group was established in 2014. The Company's full Share Option Plan 2014 is available on the Company website. The objective of the Plan is to provide an opportunity for senior executives and contractors to participate as equity owners in the Company and to reward key executives and contractors in a manner which aligns this element of remuneration with the creation of shareholder wealth. At the discretion of the Board and subject to the Rules of the Plan, executives may be granted options under the Plan.

Directors and Key Management Personnel	Agreement type	Term	Notice Period	Other Benefits
Executive Chairman and Finance Director	Consulting Services	Roll forward arrangement	12 Months	Medical; Share Options.
Managing Director Ethiopia	Employment Contract	Roll forward arrangement	30 days	Medical
Chief Operating Officer	Consulting Services	Roll forward arrangement	12 Months	Medical; Share Options.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Directors' interests

The interests of the Directors and their immediate families (all of which are beneficial unless otherwise stated) and of persons connected with them in the existing ordinary shares as 14 May 2026 are as follows:

Director	Shares	%
H Anagnostaras-Adams	114,493,216 ¹	0.83%
J Leach	107,432,668	0.78%
R Robinson	7,250,000	0.05%

¹Semarang Enterprises Ltd (a company of which Harry Anagnostaras-Adams is the sole director and sole shareholder) holds 121,394,061 Ordinary Shares and the Adams Superannuation Fund (holds 5,416,915 Ordinary Shares in KEFI - a total of 126,810,976 Ordinary Shares. Of the Semarang Enterprises Ltd holding shares of 12,317,760 are held for the beneficial interest of another party.

Options

Grant Date	Expiration Date	Exercise Price Pence	H. Anagnostaras-Adams	J. Leach
5 May-26	31-Dec-30	2.00	232,064,250	139,238,550
			232,064,250	139,238,550

The options granted ("Options") will ordinarily vest in three equal annual instalments on 31 December 2027, 31 December 2028 and 31 December 2029 and expire on 31 December 2030. Further details on options are available in note 18.2

Directors' emoluments

In compliance with the disclosure requirements of the listing requirements of AIM, the aggregate remuneration for the Directors of KEFI for the year ended 31 December 2025 is set out below:

31 December 2024	Salary and fees	Other compensation ³	Bonus Payable in Shares	Bonus Payable in Cash	Share based benefit incentive options ²	2024 Total
	£'000	£'000	£'000	£'000	£'000	£'000
Executive						
H. Anagnostaras-Adams	300	173	185	75	-	733
J. Leach	169	17	168	-	-	354
Non-Executive						
A. Alemayehou ¹	13	-	-	-	-	13
M. Tyler ¹	14	-	-	-	-	14
R. Robinson	25	-	-	-	-	25
A. Clark	25	-	-	-	-	25
	546	190	353	75	-	1,164

Report of the Board of Directors (continued)

For the year ended 31 December 2025

31 December 2025	Salary and fees	Other compensation ³	Bonus Payable in Shares	Bonus Payable in Cash	Share based benefit incentive options ²	2025 Total
	£'000	£'000	£'000	£'000	£'000	£'000
Executive						
H. Anagnostaras-Adams	400	35	-	400	-	835
J. Leach	250	5	-	400	-	655
Non-Executive						
A. Alemayehou ¹	45	-	-	-	-	45
R. Robinson	45	-	-	-	-	45
A. Clark	45	-	-	-	-	45
	785	40	-	800	-	1,625

¹Appointments and Retirement as Director: Mr. M Tyler resigned on the 22 July 2024. Mr. Addis Alemayehou was appointed 22 July 2024.

²Share based benefit incentive options: The figure is based on the valuation at the date of grant. The figure recorded relates to the amount relating to the current year as a proportion of the vesting period. Vesting is subject to a number of vesting conditions which may or may not be achieved. This figure is not a cash payment.

³Other compensation comprises fees paid in excess of the 220 days retention arrangement, as well as medical insurance premiums and family travel allowance.

Corporate governance statement

The Board has applied the core principles of the 2018 QCA Corporate Governance Code throughout the current reporting period. The Board notes that the updated QCA Corporate Governance Code (2023) will be adopted for the financial year ending 31 December 2025, and a detailed review of the revised requirements has already commenced to support an effective and orderly transition.

The QCA Corporate Governance Code sets out ten principles designed to promote the creation of medium- to long-term shareholder value while preserving the entrepreneurial culture upon which the Company was founded.

Further details of the Company's corporate governance arrangements are provided on page 44 and are also available on the Company's website at: <https://www.kefi-goldandcopper.com/about/corporate-governance>

Board of Directors

The Group supports the concept of an effective Board leading and controlling the Group. The Board is responsible for approving Group policies and strategies. It meets at least every three months and is supplied with appropriate and timely information, and the Directors are free to seek any further information they consider necessary. All Directors have access to advice from the Group Secretary and independent professionals at the Group's expense. Training is available for new Directors and other Directors as necessary. The Executive Chairman, in conjunction with the executive team, ensures that the Directors' knowledge is kept up to date on key issues and developments pertaining to financial and governance matters, its operational environment and to the Directors' responsibilities as members of the Board. During the year, the Executive Chairman received updates and advice from the Company Secretary and the NOMAD to ensure the Company's compliance to the Rule 26 disclosures. The Group's key strategic and operational decisions are reserved exclusively for the decision of the Board.

The Board consists of two full time Executive Directors who hold key operational positions in the Company (the Executive Chairman and Finance Director), and three Non-Executive Directors. The Non-Executive Directors, Alistair Clark, Richard Robinson and Addis Alemayehou bring a breadth of experience and knowledge to the Company. They are independent of management and any other business relationships do not interfere with the exercise of their independent judgment. The Board regularly reviews key business risks, including the financial risks facing the Group in the operations of its business. The Directors are of the opinion that the Board composition contains a suitable balance. The Board maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of shareholders about the Company.

Board meetings

The Board meets regularly throughout the year. The Board is responsible for formulating, reviewing, and approving the Company's strategy, financial activities, and operating performance. Day to day management is devolved to the Executive Directors who are charged with consulting the Board on all significant financial and operational matters. All Directors have access to the advice of the Company's solicitors. Necessary information is supplied to the Directors on a timely basis to enable them to discharge their duties effectively, and all Directors have access to independent professional advice, at the Company's expense, as and when required.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Board Committees

The Board has established the following committees, each of which has its own terms of reference:

Audit and Financial Risk Committee

The Audit and Financial Risk Committee considers the Group's financial reporting (including material accounting policies) and internal financial controls. The Audit and Financial Risk Committee comprised Three Non-Executive Directors: Addis Alemayehou (Chairman), Alistair Clark and Richard Robinson, and is responsible for ensuring that the financial performance of the Company is properly monitored and reported in this capacity and interacts as needed with the Company's External Auditors. The Finance Director is invited and attends the committee meetings to provide his skills and knowledge in committee matters.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the remuneration of the Directors and senior executives. It comprised three Non-Executive Directors: Alistair Clark (Chairman), Addis Alemayehou and Richard Robinson. Directors' remuneration and conditions are considered and agreed by the Board.

Financial packages for Executive Directors are established by reference to those prevailing in the employment market for executives of equivalent status both in terms of level of responsibility of the position and their achievement of recognized job qualifications and skills. The Committee also takes into consideration the terms that may be required to attract equivalent experienced executives to join the Board from other companies.

Attendance Meetings of Directors and Committees

The following table sets out the number of Directors' meetings held during the financial year and the number of meetings attended by each director:

Board of Directors Meetings	Held	Attended
H. Anagnostaras- Adams	6	6
J. Leach	6	6
A Alemayehou	6	6
A. Clark	6	6
R. Robinson	6	6
Audit Committee ¹	Held	Attended
R. Robinson	1	1
A. Clark	1	1
A Alemayehou	1	1
Remuneration Committee	Held	Attended
A. Clark	1	1
A Alemayehou	1	1
R. Robinson	1	1

¹ All directors are invited to Audit Committee meetings due to the small size of the company.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Board Evaluation and Succession Planning

In accordance with the 2023 QCA Corporate Governance Code, the Board undertakes regular reviews of its effectiveness as well as that of its committees and individual Directors. During the year, this evaluation process was conducted internally by the Board.

In preparation for the anticipated construction and operational phases of the Tulu Kapi project, the Board is reviewing its composition and effectiveness, including consideration of succession of leadership and refreshing the composition of the Non-Executive Directors. As the Company transitions from exploration to development, the Board recognises the importance of maintaining an appropriate balance of skills, experience and independent oversight.

The Board is also considering the use of external benchmarking and independent evaluation in future periods to further enhance Board performance and governance practices.

Internal controls

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

Risk management

The Board considers risk assessment important in achieving its strategic objectives. There is a process of evaluation of performance targets through regular reviews by senior management who compare actual progress to forecasts. Project milestones and timelines are regularly reviewed.

Risks and uncertainties

Risk assessment and evaluation is an essential part of the Group's planning and an important aspect of the Group's internal control system. The principal risks facing the Company are set out in the Group Strategic Report.

Risk management and treasury policy

The Board considers risk assessment as an integral activity in achieving its strategic objectives, with the Board regularly reviewing its projects and activities in this regard. The Group finances its operations through equity and holds its cash as a liquid resource to fund its obligations of the Group. Decisions regarding the management of these assets are approved by the Board. Please refer to page 102 of the financial statements.

Securities trading

The Directors comply with Rules 21 and 31 of the AIM Rules relating to Directors' dealings and will take all reasonable steps to ensure compliance by the Group's applicable employees as well. The Board has adopted a Share Dealing Code that is appropriate for an AIM quoted company, and this applies to Directors, senior management and any employees who are in possession of "unpublished price sensitive information". All such persons are prohibited from trading in the Company's securities if they are in possession of "unpublished price sensitive information". Subject to this condition and trading prohibitions applying to certain periods, trading can occur provided the relevant individual has received the appropriate prescribed clearance.

Ethical values and behaviours

The Board has the means to determine that ethical values and behaviours are recognised and respected via the senior management team ("Exco") to whom local country management reports. The Board of KEFI also adheres to KEFI's Corporate Governance policies that cover, for example, ethical behaviour, anticorruption, and anti-bribery as well as a whistle-blowing policy. The Board is also aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that employees behave. A large part of the Company's activities is centred upon what needs to be an open and respectful dialogue with employees, clients, and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Wider stakeholder needs and social responsibilities

The Group's long-term success relies upon good relations with all its stakeholders, both internal and external. The Board affords highest priority to ensuring that it maintains a strong understanding of the needs and expectations of all stakeholders. Feedback is sought regularly across several platforms. The Group's stakeholders include shareholders, employees, suppliers, customers, regulators, industry bodies and creditors. The principal ways in which their feedback on the Group is gathered are via meetings and conversations.

Understanding and meeting shareholder needs and expectations

The Board is aware of the needs and expectations of shareholders. The Company engages with its shareholders through quarterly conference calls and at its Annual General Meeting ("AGM"). The Board supports the use of the AGM to communicate with both institutional and private investors. All shareholders are given the opportunity to ask questions and raise issues; this can be done formally during the meeting or informally with the directors afterwards.

Experience, skills, and capabilities of the Board Directors

Experience, skills, and capabilities of the Board of Directors who have been appointed to the Company have been chosen because of the skills and experience they offer. The Board of Directors has strong, relevant experience across the areas of mining, accounting, and banking. The Board is satisfied that, between the Directors, it has an effective and appropriate balance of skills and experience, including in the areas of gold mining and exploration. All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors in advance of meetings. Skills and knowledge have been gained through aggregated experience in gold mining and the wider sector, and these are maintained through ongoing involvement and participation within the industry. All Directors retire by rotation at regular intervals in accordance with the Company's Articles of Association.

Governance structures and processes that support good decision-making

Details of the Company's corporate governance arrangements are provided in its governance statement on the website <https://www.kefi-goldandcopper.com/about/corporate-governance>. The Board maintains a formal schedule of matters reserved for its decision, including oversight of strategy, funding, capital allocation, and other significant corporate and financial matters. The Board considers the Group's governance framework is appropriate and in line with its plans.

Website publication

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

Relations with shareholders

The Board attaches great importance to providing shareholders with clear and transparent information on the Company's activities, strategy, and financial position. The Board typically meets with large shareholders following the release of financial results and regards the AGM as a good opportunity to communicate directly with shareholders via an open question and answer session. The Company regularly holds public question and answer calls in support of announcements, providing smaller and private investors with direct access to management. The Board receives regular updates on the views of shareholders through briefings and reports from the Executive Chairman, Finance Director, and the Company's advisers and brokers. In addition, analysts' notes and brokers' briefings are reviewed to achieve a wide understanding of investors' views.

The Company discloses contact details on its website and on all announcements released via RNS, should shareholders wish to communicate with the Board. Details of all shareholder communications are provided on the Group's website. Historical Annual Reports, notices of all general meetings from the last five years and the resolutions put to a vote at AGMs can be found on the Company's website. Over the last five years all resolutions put to a vote at AGMs have been duly passed. Whilst this has not occurred, should a significant proportion of votes be cast against a resolution at any general meeting the Board would naturally seek to understand the rationale for this through its engagement with shareholders.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Shareholders holding more than 3% of share capital

The Shareholders holding more than 3% of the share capital of the Company as at 14 May 2025 and as far as the Directors are aware. These holdings are based on notifications received by the Company or disclosed via the relevant nominee systems and reflect holdings registered in nominee names rather than underlying beneficial ownership:

Name	Percentage	Number
Hargreaves Lansdown (Nominees) Limited	18.9%	2,594,531,994
Interactive Investor Services Nominees Limited	15.7%	2,158,277,722
Chase Nominees Limited	7.5%	1,027,338,826
Vidacos Nominees Limited	6.7%	923,885,459
Lawshare Nominees Limited	6.3%	863,612,071
Hsdl Nominees Limited	6.2%	854,844,367
The Bank Of New York (Nominees) Limited	5.5%	754,152,280
Morgan Stanley & Co. Incorporated	4.1%	562,500,000

Going concern

The Group's and Company's ability to continue as a going concern depends on the successful completion of conditions precedent to first drawdown under the committed project financing for the Tulu Kapi Gold Project, together with the availability of sufficient working capital throughout the going concern period. The conditions precedent are standard for project financing of this nature and include lender-led technical, security and legal completion procedures, together with confirmation of the Group's contribution to construction and development costs. Whilst the Directors expect these conditions to be satisfied within the going concern period, they are not entirely within the Directors' control. Furthermore, large-scale construction and development projects of this nature carry inherent risks of cost overrun. These matters represent a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern.

Nevertheless, the Directors consider that it remains appropriate to adopt the going concern basis in preparing the financial statements, having a reasonable expectation that sufficient funding will be secured to meet the Group's obligations as they fall due. Further details of this material uncertainty are set out in Note 2 of the financial statements on pages 95 to 96.

Events after the reporting date

Placement March 2026

The following events occurred after the balance sheet date of 31 December 2025 and prior to the date of approval of these financial statements. All items below are non-adjusting events and do not affect the amounts recognised in these financial statements.

On 11 February 2026, the Company's subsidiary Tulu Kapi Gold Mines S.C. ("TKGM") entered into a US\$20 million equity-ranking gold royalty agreement with Chancery Royalty Limited, forming part of the US\$340 million Tulu Kapi project finance package. The royalty is payable only alongside distributions by TKGM to its shareholders.

On 18 February 2026, the Company issued 9,818,182 ordinary shares of 0.1 pence each at 0.55 pence per share following the exercise of broker warrants issued in May 2025, for gross proceeds of £54,000.

During March 2026, the Company concluded a placement, issuing 2,964,194,769 new ordinary shares at a price of 1.2 pence per share, generating £35.6million in proceeds.

Name	Number of Subscription Shares '000	Amount £'000
Cash Placement	2,893,146	34,718
Current liabilities		
For services rendered	71,049	852
	2,964,195	35,570

On 5 May 2026, the Company issued 44,444,444 ordinary shares of 0.1 pence each at 1.35 pence per share, comprising 22,222,222 remuneration shares to the Company's Head of Exploration and 22,222,222 fee shares to a service provider in discharge of a contractual liability.

Report of the Board of Directors (continued)

For the year ended 31 December 2025

Events after the reporting date (continued)

On the same date, the Company granted 649,779,900 options over ordinary shares under its Share Option Scheme to four members of senior management at an exercise price of 2.0 pence per share, vesting in three equal annual instalments on 31 December 2027, 2028 and 2029 and expiring on 31 December 2030. No IFRS 2 charge in respect of these options is recognised in the year ended 31 December 2025; the charge will arise from the year ending 31 December 2026.

During May 2026 a US\$10 million equity ranking royalty at subsidiary level was secured with financier Mithril Royalties Limited.

Nominated advisor

The Company's nominated advisor is SP Angel Corporate Finance LLP.

Auditors

BDO LLP has expressed their willingness to continue in office as auditor and a resolution to re-appoint BDO LLP will be proposed at the forthcoming Annual General Meeting.

Directors' confirmation

Each of the persons who are a director at the date of approval of this annual report confirms that:

- there is no relevant audit information of which the Company's auditors are unaware; and
- each Director has taken all the steps that ought to have been taken as a director, in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By Order of the Board



John Edward Leach
Finance Director

5 June 2026

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Group and Company Financial Statements prepared 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 Company and of the profit or loss of the Group for that year. The Directors are also required to prepare financial in accordance with the AIM Rules for Companies as published by the London Stock Exchange. In preparing these Financial Statements, the Directors are required to:

- select suitable material accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK-adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Website publication

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

Independent auditor's report to the members of KEFI Gold and Copper Plc

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2025 and of the Group's loss and the Group's and the Company's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Company financial statements have been properly prepared in accordance with UK adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of KEFI Gold and Copper Plc (the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2025 which comprise of the following:

- Consolidated statement of comprehensive income
- Statements of financial position
- Consolidated statement of changes in equity
- Company statement of changes in equity
- Consolidated statement of cash flows
- Company statement of cash flows
- Notes 1 to 27 to the financial statements including material accounting policy information

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and as regards the Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Group and the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial statements, which indicates that the Group and the Company rely on committed funding from external lenders, which is not fully guaranteed due to conditions precedent to the first drawdown. Furthermore, inherent uncertainties associated with large civil construction, development and commissioning projects could mean that actual project costs exceed forecasts during the going concern period. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would be necessary if the Group and the Company were unable to continue as a going concern. Our opinion is not modified in respect of this matter.

Given the material uncertainty noted above and our risk assessment, we considered going concern to be a key audit matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the Group and the Company's ability to continue to adopt the going concern basis of accounting and in response to this key audit matter included the following:

- Obtaining the Directors' going concern assessment and supporting forecasts and performing a detailed review of the cash flow forecasts, challenging the key assumptions based on empirical data and comparing historical expenditure.
- Checking the mathematical accuracy of the forecast and agreeing current cash resources to supporting documentation.
- Discussing with the Directors how they intend to raise the funds necessary for the Group and the Company to continue as a going concern within the required timeframe, including its requirement to raise its share of the construction and development funds prior to initial drawdown. Evaluating this against the Group and the Company's history of successful fundraisings and strategic financing.
- Inspecting the signed facilities agreement between the Group and its lenders in connection with the planned project financing and reviewing its terms, including the conditions precedent to first drawdown.
- Reviewing other signed funding agreements secured by the Group prior to approval of the financial statements.
- Agreeing cash raised from share placements, during the year and subsequent to the year end, to bank statements.
- Evaluating the uncertainties and sensitivities applied by Management to the forecasts based on our understanding of the Group, its operations and the status of financing as at the date of approval of the financial statements.
- Assessing the validity of the Group's mining licence.
- Assessing the adequacy and completeness of the disclosures in the financial statements in the context of our understanding of the Group and Company's operations and plans, and the requirements of the applicable financial reporting framework.

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

Overview

Key audit matters ("KAMs")		2025	2024
	KAM 1 - Carrying value of the Exploration and Evaluation Assets	✓	✓
	KAM 2 – Accounting for the investment in Gold and Mineral Co. Limited ("GMCO")	✓	x
	KAM 3 - Going concern	✓	✓
Materiality	<i>Group financial statements as a whole</i>		
	£965,000 (2024: £530,000) based on 1.5% (2024: 1.5%) of total assets		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. We identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

Components in scope

As at 31 December 2025, the Group comprises 6 (2024: 5) legal entities. As part of performing our Group audit, we have determined 6 components in total (2024: 5) based on legal entities.

In determining components, we have considered how components are organised within the Group, the commonality of control environments, the legal and regulatory framework, and the level of aggregation associated with individual entities. Whilst there is relative commonality of controls across the Group, differences in jurisdictional risk and the legal and regulatory frameworks under which the entities operate prevents the further amalgamation of components.

As part of performing our Group audit, we determined the components in scope having considered our risk assessment of the Group. We identified 2 (2024: 2) components, being the Company (KEFI Gold and Copper Plc) and the Group's subsidiary in Ethiopia (Tulu Kapi Gold Mine Share Co. Ltd).

For components in scope, we used a combination of risk assessment procedures and further audit procedures to obtain sufficient appropriate evidence. These further audit procedures included:

- procedures on the entire financial information of the component, including performing substantive procedures; and
- specific audit procedures

Procedures performed at the component level

We performed procedures to respond to group risks of material misstatement at the component level that included the following.

Component	Component Name	Entity	Group Audit Scope
1	Company	KEFI Gold & Copper Plc	Statutory audit and procedures on the entire financial information of the component.
2	Group's subsidiary in Ethiopia	Tulu Kapi Gold Mine Share Co. Ltd	Audit procedures on the entire financial information of the component.

Procedures performed centrally

We considered there to be a high degree of centralisation of financial reporting and commonality of controls and similarity of the group's activities and business lines in relation to consolidation, going concern and significant estimation and judgemental areas. We therefore designed and performed procedures centrally in these areas. In addition, the Group audit team performed additional procedures in respect of certain significant risk areas including those which represented the Key Audit Matters in addition to procedures performed by the component auditor.

The group operates a centralised IT function that supports IT processes for certain components. This IT function is subject to specified risk-focused audit procedures, predominantly the testing of the relevant IT general controls and IT application controls.

Locations

The Group's operations are primarily in Ethiopia. Our teams visited and conducted procedures at the Group's operations in Ethiopia. A member of the Group Engagement Team also visited the Group's operations in Ethiopia as part of the Group Engagement Team's oversight procedures.

In addition, the Group Engagement Team worked remotely, holding calls and video conferences with KEFI Gold & Copper Plc, and with digital information obtained from KEFI Gold & Copper Plc.

Changes from the prior year

GMCO was considered a separate component in the prior year. However following a change in the accounting treatment for the investment in GMCO, it is no longer considered to be a component of the Group.

Working with other auditors

As Group auditor, we determined the components at which audit work was performed, together with the resources needed to perform this work. These resources included component auditors, who formed part of the group engagement team. As Group auditor we are solely responsible for expressing an opinion on the financial statements.

In working with these component auditors, we held discussions with component audit teams on the significant areas of the group audit relevant to the components based on our assessment of the group risks of material misstatement. We issued our group audit instructions to component auditors on the nature and extent of their participation and role in the group audit, and on the group risks of material misstatement.

We directed, supervised and reviewed the component auditors' work. This included holding meetings and calls during various phases of the audit, reviewing component auditor documentation both in person and remotely and evaluating the appropriateness of the audit procedures performed and the results thereof.

How Climate change affected the scope of our audit

The Group has determined that climate change does not currently have a material impact on its operations. Our work on the assessment of potential impacts of climate-related risks on the Group's operations and financial statements included:

- Enquiries and challenge of management to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report; and
- Review of the minutes of Board and Audit Committee meeting and other papers related to climate change may affect the financial statements and our audit.

We challenged the extent to which climate risks and opportunities, including the expected cash flows from the initiatives and commitments have been reflected, where appropriate, in the Directors' going concern assessment.

The management disclosures on page 62 form part of the strategic report. Our responsibilities in relation to these disclosures are described in the relevant section of this report and our procedures on these disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained from the audit or otherwise appear to be materially misstated.

Key audit matters

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

Key audit matter		How the scope of our audit responded to the risk
Carrying value of the Exploration and Evaluation Assets Refer to Note 2, Note 5, and Note 13	The Group holds one Exploration and Evaluation asset, being the Tulu Kapi exploration asset in Ethiopia.	We evaluated whether Management's assessment of impairment indicators was performed in accordance with the requirements of IFRS 6. We challenged Management's assessment of the indicators of impairment of the Tulu Kapi exploration asset in Ethiopia, by performing the following procedures: • Agreed Management's assessment to third party supporting documentation where applicable, including the latest scoping studies and exploration and mining licence permits. • Reviewed the Group's licences to confirm that the permits are valid.
	In accordance with IFRS 6, Management are required to assess whether there are any potential indicators of impairment at least annually. This involves significant judgement by Management, as explained within Note 5 to the financial statements.	
	We therefore considered this to be a key audit matter.	

		- Reviewed correspondence with the Ethiopian Government and legal counsel for any indicators or conditions regarding the validity of the licences. - Obtained the Group's budgets and forecasts and checked whether substantive expenditure has been planned to continue exploration or development and maintain the licences. - Made specific inquiries of the Directors, operational management and reviewed public information, Board minutes and RNS announcements and plans which confirms the continuation of investment in the Tulu Kapi project subject to sufficient funding being available, as disclosed in Note 2. - Considered whether there were any other indicators of impairment not identified by Management, based on our knowledge of the Group. Key observations: Based on the audit procedures performed, we consider the judgements made by Management in their assessment of the carrying value of Exploration and Evaluation Assets to be reasonable.
Accounting for the investment in Gold and Mineral Co. Limited ("GMCO") Refer to Note 2, Note 3, Note 5, and Note 14	The Group holds an investment of 13% (2024 – 15%) in GMCO at the balance sheet date. As disclosed in Note 14, the Group's investment in GMCO has been reclassified from an equity-accounted investment to a financial asset measured at fair value through profit or loss (FVTPL) under IFRS 9. As disclosed in Note 3, the financial statements have been restated to reflect the impact of this reclassification as a Prior Period Adjustment. The valuation involves significant judgement as disclosed within Note 5. We therefore considered this to be a key audit matter.	Our specific procedures included the following: - We critically reviewed and challenged Management's assessment of the accounting treatment of the GMCO investment based on the Group's shareholding and the terms of the Shareholders Agreements. - We assessed the accounting treatment applied to the investment based on applicable accounting standards. - We challenged Management on the appropriateness of the methodology used to value the investment, considering the requirements of IFRS 13. - We assessed the competence, independence and expertise of Management's expert in relation to the valuation of the investment. - We assessed and challenged the valuation, with the assistance of our Expert, who has experience of such types of valuations. We assessed their competence, independence and expertise, and adequacy of their work, and conclusions reached. We challenged the key inputs used by our Expert to market data and supporting evidence. - We reviewed the appropriateness and adequacy of the financial statement disclosures against the requirements of the applicable standard. Key observations:

		Based on the audit procedures performed, we consider the judgements made by Management in their accounting for the investment to be reasonable.
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Our application of materiality

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

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

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Company financial statements	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Materiality	965	586	850	474
Basis for determining materiality	1.5% of total assets			
Rationale for the benchmark applied	We consider total assets to be the most significant determinant of the Group's financial performance for users of the financial statements, as the Group continues to bring its mining assets through to production.		Total assets provide a reliable measure that is significant to users and is the measure which is aligned best with the expectations of stake holders.	
Performance materiality	603	439	351	329
Basis for determining performance materiality	62.5% of materiality	75% of materiality	Capped at a percentage of Group materiality taking into account our assessment of component aggregation risk.	
Rationale for the percentage applied for performance materiality	The level of performance materiality was set after considering a number of factors including the expected value of known and likely misstatements, and management's attitude towards proposed misstatements.			

Component performance materiality

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, apart from the Company whose materiality and performance materiality are set out above, based on a percentage of 45% (2024: 66%) of Group performance materiality dependent on a number of factors including the size of components and our assessment of the risk of material misstatement of those components. Component performance materiality is £270k (2024: £232k).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £48k (2024: £29k). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

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

We have nothing to report in this regard.

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	In our opinion, based on the work undertaken in the course of the audit: - the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and - the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.
Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: - adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or - the Company financial statements are not in agreement with the accounting records and returns; or - certain disclosures of Directors' remuneration specified by law are not made; or - we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

Extent to which the audit was 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:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with Management and the Audit Committee; and
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations

we considered the significant laws and regulations to be the Companies Act 2006, UK-adopted international accounting standards, tax legislation, AIM listing rules, the Bribery Act 2006, and terms and requirements included in the Group's exploration and evaluation licenses.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be tax legislation.

Our procedures in respect of the above included:

- Review of RNS announcements and Board and Audit Committee meeting minutes for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Holding discussions with Management and the Audit Committee to consider any known or suspected instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with Management and the Audit Committee regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of Board and Audit Committee meetings for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls through inappropriate journal entries and bias in key estimates and judgements.

Our procedures in respect of the above included:

- Testing journal entries throughout the year, which met defined risk criteria, to supporting documentation and evidence for the business rationale of these transactions;
- Testing a sample of the residual population of journals and agreeing to supporting documentation;
- Performing a detailed review of the Group's year end adjusting entries and investigating any that appear unusual as to the nature or amount and agreeing to supporting documentation; and
- Identifying areas at risk of management bias and reviewing significant estimates and judgements applied by management in the financial statements to assess their appropriateness.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including component auditors who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit. For component auditors, we also reviewed the result of their work performed in this regard.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

Use of our report

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

Signed by:

Sameera Amarasiri

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Sameera Amarasiri (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London, UK

5 June 2026

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated statement of comprehensive income

For the Year ended 31 December 2025

	Notes	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000 Restated ¹
Revenue		-	-
Administrative expenses	7	(6,025)	(6,232)
Finance transaction costs	9.2	(677)	(260)
Share-based payments and warrants-equity settled	18	-	(35)
Share of loss from jointly controlled entity	14.2	-	(391)
Reversal of Impairment of jointly controlled entity	14.2	-	3,285
Operating Loss	7	(6,702)	(3,633)
Other income/(loss)		-	-
Fair Value (loss)/gain on FVTPL investments	14.2	(533)	6,086
Gain on Dilution of Joint Venture	14.2	-	832
Foreign exchange gain		128	331
Finance costs	9.1	(2,587)	(2,410)
Profit / (Loss) before tax		(9,694)	1,206
Tax	10	-	-
Profit / (Loss) for the year		(9,694)	1,206
Profit / (Loss) attributable to:			
-Owners of the parent		(9,694)	1,206
Profit / (Loss) for the period		(9,694)	1,206
Other comprehensive expense:			
Exchange differences on translating foreign operations		-	-
Total comprehensive expense for the year		(9,694)	1,206
Total Comprehensive expense to:			
-Owners of the parent		(9,694)	1,206
Basic and diluted Profit / (loss) per share (pence)	11	(0.11)	0.02

¹ Prior-year figures have been restated. See Note 3 for details.

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

Statements of financial position

Company Number: 05976748

As at 31 December 2025

	Notes	The Group 2025 £'000	The Company 2025 £'000	The Group 2024 Restated ¹ £'000	The Company 2024 Restated ¹ £'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	126	1	124	2
Intangible assets	13	44,240	-	38,392	-
Financial asset at FVTPL	14.2	5,955	5,955	6,432	6,432
Investment in subsidiaries	14.1	-	41,811	-	31,402
Trade and other receivables	15.2	2,657	2,657	-	-
Receivables from subsidiaries	15.3	-	-	-	-
		52,978	50,424	44,948	37,836
Current assets					
Trade and other receivables	15.1	2,608	128	398	107
Cash and cash equivalents	16	8,772	6,153	185	120
		11,380	6,281	583	227
Total assets		64,358	56,705	45,531	38,063
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	17	10,741	10,741	7,047	7,047
Deferred Shares	17	23,328	23,328	23,328	23,328
Share premium	17	82,165	82,165	58,456	58,456
Share options reserve	18	934	934	1,948	1,948
Accumulated losses		(62,382)	(66,509)	(53,607)	(58,415)
Attributable to Owners of parent		54,786	50,659	37,172	32,364
Non-Controlling Interest	19	2,417	-	1,905	-
Total equity		57,203	50,659	39,077	32,364
Current liabilities					
Trade and other payables	20	6,980	6,046	5,715	5,174
Loans and borrowings	22	175	-	739	525
Total liabilities		7,155	6,046	6,454	5,699
Total equity and liabilities		64,358	56,705	45,531	38,063

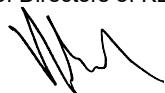
¹ Prior-year figures have been restated. See Note 3 for details.

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

The Company has taken advantage of the exemption conferred by section 408 of Companies Act 2006 from presenting its own statement of comprehensive income. Loss after taxation amounting to £9.5 million (2024: Profit £1.3 million) has been included in the financial statements of the parent company.

On the 5 June 2026, the Board of Directors of KEFI Gold and Copper PLC authorised these financial statements for issue.

Harry Anagnostaras-Adams
Executive Director- Chairman



John Edward Leach
Finance Director



Consolidated statement of changes in Equity

For the Year ended 31 December 2025

	Attributable to the owners of the Company								Total
	Share capital	Deferred shares	Share premium	Share options reserve	Foreign exch reserve	Accum. losses	Owners Equity	NCI	
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2024	4,965	23,328	48,922	3,675	-	(56,483)	24,407	1,709	26,116
Profit / (Loss) for the year	-	-	-	-	-	1,206	1,206	-	1,206
Other comprehensive expense	-	-	-	-	-	-	-	-	-
Total Comprehensive expense	-	-	-	-	-	(55,277)	25,613	1,709	27,322
Recognition of share-based payments	-	-	-	139	-	-	139	-	139
Expired warrants	-	-	-	(1,866)	-	1,866	-	-	-
Issue of share capital and warrants	2,082	-	10,208	-	-	-	12,290	-	12,290
Share issue costs	-	-	(674)	-	-	-	(674)	-	(674)
Non-controlling interest	-	-	-	-	-	(196)	(196)	196	-
At 31 December 2024 as restated	7,047	23,328	58,456	1,948	-	(53,607)	37,172	1,905	39,077
Loss for the year	-	-	-	-	-	(9,694)	(9,694)	-	(9,694)
Other comprehensive expense	-	-	-	-	-	-	-	-	-
Total Comprehensive expense	7,047	23,328	58,456	1,948	-	(63,301)	27,478	1,905	29,383
Recognition of share-based payments	-	-	(785)	785	-	-	-	-	-
Expired warrants	-	-	-	(1,431)	-	1,431	-	-	-
Issue of share capital	3,694	-	26,161	(368)	-	-	29,487	-	29,487
Share issue costs	-	-	(1,667)	-	-	-	(1,667)	-	(1,667)
Non-controlling interest	-	-	-	-	-	(512)	(512)	512	-
At 31 December 2025	10,741	23,328	82,165	934	-	(62,382)	54,786	2,417	57,203

The following describes the nature and purpose of each reserve within owner's equity:

Reserve	Description and purpose
Share capital: (Note 17)	Amount subscribed for ordinary share capital at nominal value
Deferred shares: (Note 17)	During 2015 the Company's issued ordinary shares of 1p each were sub-divided into one new ordinary share of 0.1p and one deferred share of 0.9p. The deferred shares have no voting rights
Share premium: (Note 17)	Amount subscribed for share capital in excess of nominal value, net of issue costs
Share options reserve (Note 18)	Reserve for share options and warrants granted but not exercised or lapsed
Foreign exchange reserve	Cumulative foreign exchange net gains and losses recognized on consolidation
Accumulated losses	Cumulative net gains and losses recognized in the statement of comprehensive income, excluding foreign exchange gains within other comprehensive income
NCI (Non-controlling interest): (Note 19)	The Group's Ethiopian subsidiary includes a 5% free-carried non-controlling interest held by the Government of Ethiopia under mining legislation, which is presented within equity as NCI.

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

Company statement of changes in Equity

For the year ended 31 December 2025

	Share capital	Deferred shares	Share premium	Share options reserve	Accumulated losses	Total
	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2024	4,965	23,328	48,922	3,675	(61,564)	19,326
Profit for the year	-	-	-	-	1,283	1,283
Recognition of share-based payments	-	-	-	139	-	139
Forfeited options	-	-	-	-	-	-
Expired warrants	-	-	-	(1,866)	1,866	-
Issue of share capital and warrants	2,082	-	10,208	-	-	12,290
Share issue costs	-	-	(674)	-	-	(674)
At 31 December 2024 as restated	7,047	23,328	58,456	1,948	(58,415)	32,364
Loss for the year	-	-	-	-	(9,525)	(9,525)
Recognition of share-based payments	-	-	(785)	785	-	-
Forfeited options	-	-	-	-	-	-
Expired warrants	-	-	-	(1,431)	1,431	-
Issue of share capital and warrants	3,694	-	26,161	(368)	-	29,487
Share issue costs	-	-	(1,667)	-	-	(1,667)
At 31 December 2025	10,741	23,328	82,165	934	(66,509)	50,659

The following describes the nature and purpose of each reserve within owner's equity:

Reserve	Description and purpose
Share capital (Note 17)	Amount subscribed for ordinary share capital at nominal value
Deferred shares: (Note 17)	Under the terms of the restructuring of share capital, ordinary shares were sub-divided into deferred shares
Share premium: (Note 17)	Amount subscribed for share capital in excess of nominal value, net of issue costs
Share options reserve: (Note 18)	Reserve for share options and warrants granted but not exercised or lapsed
Accumulated losses	Cumulative net gains and losses recognized in the statement of comprehensive income

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

For the Year ended 31 December 2025

	Notes	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000 Restated ¹
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (Loss) before tax		(9,694)	1,206
Adjustments for:			
Depreciation of property, plant and equipment	12	13	18
Share based payments	18	-	35
Gain on Dilution of Joint Venture	14.2	-	(832)
Share of loss from jointly controlled entity	14.2	-	391
Impairment / (Reversal of Impairment) on jointly controlled entity	14.2	-	(3,285)
Fair value (gain)/ loss on investments	14.2	533	(6,086)
Exchange difference		(19)	(247)
Finance costs	9.1	2,597	2,452
		(6,570)	(6,348)
Changes in working capital:			
(Increase)/ decrease in Trade and other receivables		(4,431)	130
Increase in Trade and other payables		1,801	4,418
Cash used in operations		(9,200)	(1,800)
Interest paid	22.2	(806)	(955)
Net cash used in operating activities		(10,006)	(2,755)
CASH FLOWS FROM INVESTING ACTIVITIES			
Project exploration and evaluation costs	13	(5,070)	(3,989)
Acquisition of property plant and equipment	12	(15)	(42)
Advances to jointly controlled entity	14.2	-	-
Net cash used in investing activities		(5,085)	(4,031)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from issue of share capital	17	16,607	4,427
Upfront fees paid on loan facilities		(449)	-
Proceeds from exercise of warrants		980	-
Proceeds from bridge loans	22.2	7,989	4,724
Repayment of bridge loans	22.2	(1,449)	(2,372)
Net cash from financing activities		23,678	6,779
Net increase / (decrease) in cash and cash equivalents		8,587	(7)
Cash and cash equivalents:			
At beginning of the year	16	185	192
At end of the year	16	8,772	185

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

¹ Prior-year figures have been restated. See Note 3 for details.

Company Statement of cash flows

For the year ended 31 December 2025

	Notes	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000 Restated ¹
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (Loss) before tax		(9,525)	1,283
Adjustments for:			
Depreciation of property, plant and equipment		1	1
Share based payments	18	-	35
Gain on Dilution of Joint Venture	14.2	-	(832)
Share of loss from jointly controlled entity	14.2	-	391
Reversal of Impairment on jointly controlled entity	14.2	-	(3,285)
Fair value (gain)/ loss on investments		533	(6,086)
Exchange difference		-	226
Reversal of Expected credit loss		-	(486)
Finance costs		2,587	2,410
		(6,404)	(6,343)
Changes in working capital:			
Increase in Trade and other receivables		(2,243)	(36)
Increase in Trade and other payables		2,187	4,376
Cash used in operations		(6,460)	(2,003)
Interest paid	22.2	(806)	(955)
Net cash used in operating activities		(7,266)	(2,958)
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in subsidiary	14.1	(10,409)	(1,789)
Loan to subsidiary	15	-	(1,602)
Net cash used in investing activities		(10,409)	(3,391)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from issue of share capital	17	16,607	4,427
Upfront fees paid on loan facilities		(449)	-
Proceeds from exercise of warrants	17	980	-
Proceeds from bridge loans	22.2	7,803	4,300
Repayment of bridge loans	22.2	(1,233)	(2,372)
Net cash from financing activities		23,708	6,355
Net increase / (decrease) in cash and cash equivalents		6,033	6
Cash and cash equivalents:			
At beginning of the year	16	120	114
At end of the year	16	6,153	120

The notes on pages 95 to 128 are an integral part of these consolidated financial statements.

¹ Prior-year figures have been restated. See Note 3 for details.

Notes to the financial statements

For the Year ended 31 December 2025

1. Incorporation and principal activities

Country of incorporation

KEFI Gold and Copper PLC (the "Company") was incorporated in United Kingdom as a public limited company on 24 October 2006. Its registered office is at 27/28, Eastcastle Street, London W1W 8DH. The principal place of business is Cyprus.

Principal activities

The principal activities of the Group are:

- Exploration for mineral deposits of precious and base metals and other minerals that appear capable of commercial exploitation, including topographical, geological, geochemical, and geophysical studies and exploratory drilling.
- Evaluation of mineral deposits determining the technical feasibility and commercial viability of development, including the determination of the volume and grade of the deposit, examination of extraction methods, infrastructure requirements and market and finance studies.
- Development of mineral deposits and marketing of the metals produced.

2. Material accounting policies

The principal material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied throughout both periods presented in these financial statements unless otherwise stated.

Basis of preparation and consolidation

The Company and the consolidated financial statements have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006. They comprise the accounts of KEFI Gold and Copper PLC and all its subsidiaries made up to 31 December 2025. The Company and the consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets, which have been measured at fair value.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries have been included in the consolidated financial statements from the date that control commences until the date that control ceases.

An investor controls an investee if, and only if, it has all of the following: (a) power over the investee, (b) exposure or rights to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns."

Transactions eliminated on consolidation

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

Going concern

The Company is a holding entity and, as such, its going concern status is dependent on the Group. The going concern assessment for the Company was therefore performed as part of the Group's assessment.

Assessing the Group's ability to continue as a going concern requires significant judgement, particularly in relation to the availability and timing of development capital for the Company's primary objective, the development of the Tulu Kapi Gold Project, and its general working capital needs. Under Company policy, all other activities, including exploration and the advancement of the Saudi Arabia portfolio, are secondary.

As part of this assessment, the Directors have considered funds on hand, funding commitments received, current liabilities, and planned expenditure covering a period to 31 December 2027, which is at least 12 months from the date of approval of these financial statements. The Group has prepared cash flow forecasts, which shows that the Group has sufficient cash and liquidity. The Group applied sensitivities to determine the impact on cash and liquidity.

The Group recognises that within the going concern consideration period it will need funding for normal running costs and for other committed costs, which include its share of the construction and development costs of the Tulu Kapi mine.

It is important to note that substantial progress has been made by the Group in meeting its financing requirements. African based banks, Eastern and Southern African Trade and Development Bank (TDB) and African Finance Corporation (AFC) have committed to a total project debt package of USD 240 million following recent credit committee approvals and execution of the facilities agreement. Lenders have established conditions precedent to first drawdown which are standard for a financing of this nature, which include lender-led technical, security and completion procedures, and finalisation of the Group's share of funding for the construction and development costs. These conditions precedent are expected to be satisfied within the going concern period, but are not wholly within the control of the Directors.

Notes to the financial statements (continued)

For the year ended 31 December 2025

2. Material accounting policies (continued)

Going concern (continued)

The Group and the Company rely on committed funding from external lenders, which is not fully guaranteed due to conditions precedent to the first drawdown. Furthermore, inherent uncertainties associated with large civil construction, development, and commissioning projects could mean that actual project costs exceed forecasts during the going concern period. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and the Company's ability to continue as a going concern and, therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business.

The Directors remain mindful of the financial markets generally and the recent conflicts in the Middle East. Therefore, the Group has established a diversified and flexible funding structure that includes royalty financing, and a retained standby facility that can be responsive to changing circumstances.

Based on historical experience and current ongoing proactive discussions with stakeholders, the Directors have a reasonable expectation that the conditions precedent will be met, and the requisite funding will be secured. Additionally, the Directors expect that the Group and the Company will be able to continue to raise funds if and when required to meet their objectives and obligations. Accordingly, the financial statements have been prepared on the going concern basis. The financial statements do not include any adjustments that would be necessary if the Group and the Company were unable to continue as a going concern.

Functional and presentation currency

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates. The consolidated financial statements of the Group and the statement of financial position and equity of the Company are in British Pounds ("GBP") which is the functional currency of the Company and the presentation currency for the consolidated financial statements. Functional currency is also determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency. GBP is the functional currency of all subsidiaries.

(1) Foreign currency translation

Foreign currency transactions are translated into the presentational currency using the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss in the statement of comprehensive income.

(2) Foreign operations

On consolidation, the assets and liabilities of the consolidated entity's foreign operations are translated at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly in which case they are recorded at the actual rate. As all subsidiaries use GBP as their functional currency and the Group's presentation currency is also GBP, no foreign currency translation differences arise on consolidation.

Revenue recognition

The Group had no revenue during the year ended 31 December 2025 (2024: Nil).

Property plant and equipment

Property plant and equipment are stated at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition less depreciation.

Depreciation is calculated using the straight-line method to write off the cost of each asset to their residual values over their estimated useful life.

The annual depreciation rates used are as follows:

Furniture, fixtures and office equipment	25%
Motor vehicles	25%
Plant and equipment	25%

Intangible Assets

Cost of licences to mines are capitalised as intangible assets which relate to projects that are at the pre-development stage. No amortisation charge is recognised in respect of these intangible assets. Once the Group starts production these intangible assets relating to the license to mine will be depreciated over life of mine.

Finance costs

Interest expense and other borrowing costs are charged to the statement of comprehensive income as incurred and is recognised using the effective interest method.

Tax

The tax payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further

Notes to the financial statements (continued)

For the year ended 31 December 2025

excludes items that are never taxable or deductible. Tax is payable in the relevant jurisdiction at the rates described in Note 10.

2. Material accounting policies (continued)

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the statement of financial position liability method.

Deferred tax liabilities are generally recognized for all taxable differences and deferred tax assets are recognized to the extent that taxable profits will be available against which deductible temporary differences can be utilized. The amount of deferred tax is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities, using tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off deferred tax assets against deferred tax liabilities and when the deferred taxes relate to the same fiscal authority.

Investments

Investments in subsidiary companies are stated at cost less provision for impairment in value, which is recognized as an expense in the period in which the impairment is identified, in the Company accounts.

Financial Assets at Fair Value Through Profit or Loss

Investments in equity instruments that are not accounted for as subsidiaries, joint arrangements or associates are classified at initial recognition as financial assets at fair value through profit or loss (FVTPL) in accordance with IFRS 9 Financial Instruments, unless an irrevocable election is made to designate them at fair value through other comprehensive income (FVOCI). No such election has been made in respect of the investment described in this note.

Financial assets at FVTPL are initially recognised at fair value. Transaction costs are expensed immediately in profit or loss. At each subsequent reporting date, the investment is remeasured to its fair value, with all changes recognised immediately in profit or loss under the heading 'Fair value gain/(loss) on investments'. Fair value is determined using the valuation techniques described in Note 14.2.

No element of the fair value movement is recognised in other comprehensive income.

Exploration costs

The Group has adopted the provisions of IFRS 6 "Exploration for and Evaluation of Mineral Resources". The company applies IFRS 6 until the project financing is secured. Once financing is secured the project moves to the development stage.

Exploration and evaluation expenditure, including acquisition costs of licences, in respect of each identifiable area of interest is expensed to the statement of comprehensive income as incurred, until the point at which development of a mineral deposit is considered economically viable and the formal definitive feasibility study is completed. At this point costs incurred are capitalised under IFRS 6 because these costs are necessary to bring the resource to commercial production.

Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore. Evaluation expenditures are the costs incurred to establish the technical and commercial viability of developing mineral deposits identified through exploration activities. Evaluation expenditures include the cost of directly attributable employee costs and economic evaluations to determine whether development of the mineralized material is commercially justified, including definitive feasibility and final feasibility studies.

Impairment reviews for deferred exploration and evaluation expenditure are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise such as: (i) unexpected geological occurrences that render the resource uneconomic; (ii) title to the asset is compromised; (iii) variations in mineral prices that render the project uneconomic; (iv) substantive expenditure on further exploration and evaluation of mineral resources is neither budgeted nor planned; and (v) the period for which the Group has the right to explore has expired and is not expected to be renewed.

On commencement of development, Exploration and evaluation expenditure are reclassified to development assets, following assessment for any impairment.

Development expenditure

Once the Board decides that it intends to develop a project, development expenditure is capitalized as incurred, but only where it meets criteria for recognition as an intangible under IAS 38 or a tangible asset under IAS 16 and then amortized over the estimated useful life of the area according to the rate of depletion of the economically recoverable reserves or over the estimated useful life of the mine, if shorter.

Share based compensation benefits

IFRS 2 "Share based Payment" requires the recognition of equity settled share-based payments at fair value at the date of grant and the recognition of liabilities for cash settled share-based payments at the current fair value at each statement of financial position date. The total amount expensed is recognized over the vesting period, which is the period over which performance conditions are to be satisfied. The fair value is measured using the Black Scholes pricing model. The inputs used in the model are based on management's best estimate, including consideration of the effects of non-transferability, exercise restrictions and behavioural considerations.

Notes to the financial statements (continued)

For the year ended 31 December 2025

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

2. Material accounting policies (continued)

Warrants

Warrants issued are recognised at fair value at the date of grant. The charge is expensed on a straight-line basis over the vesting period. The fair value is measured using the Trinomial Model. Where warrants are considered to represent a transaction cost attributable to a share placement, the fair value is recorded in the warrant reserve and deducted from the share premium.

Financial instruments

Non-derivative financial assets

The Group initially recognises loans and receivables on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset, and the net amount presented in the statement of financial position when, and 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.

Non-derivative financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired.

Amortised cost: These are financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Trade and other receivables, as well as cash are classified as amortised cost.

Impairment of financial assets: Financial assets at amortised cost consist of trade receivables, loans, cash and cash equivalents and debt instruments. Impairment losses are assessed using the forward-looking Expected Credit Loss (ECL) approach. Trade receivable loss allowances are measured at an amount equal to lifetime ECL's. Loss allowances are deducted from the gross carrying amount of the assets

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitments.

Non-derivative financial liabilities

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

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

The Group classifies non-derivative financial liabilities as other financial liabilities. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise trade and other payables and borrowings.

New standards and interpretations applied

The following new standards and interpretations became effective on 1 January 2025 and have been adopted by the Group.

Notes to the financial statements (continued)

For the year ended 31 December 2025

2. Material accounting policies (continued)

New standards and interpretations applied (continued)

New Standards, Interpretations and Amendments Adopted			Effective period commencing on or after
Amendments to IAS 21		IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments)	01 January 2025
The adoption of these amendments had no impact on the consolidated financial statements of the Group and Company			
New Standards, Interpretations and Amendments Not Yet Effective			Effective period commencing on or after
Amendments to IFRS 9 Financial Instruments and IFRS 7		Amendments to the Classification and Measurement of Financial Instruments	01 January 2026
Amendments to IFRS 9 and IFRS 7		Contracts Referencing Nature-dependent Electricity	01 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11		Annual Improvements to IFRS Accounting Standards – Volume 11 (Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7)	01 January 2026
New IFRS18	¹	IFRS 18 Presentation and Disclosure in Financial Statements	01 January 2027
New IFRS19	²	IFRS 19 Subsidiaries without Public Accountability: Disclosure	01 January 2027
The Group and Company do not currently apply any available practical expedients and are assessing the impact of these standards and amendments on the consolidated and individual financial statements			

New standards, amendments and interpretations that are not yet effective and have not been early adopted.

- Revisions to the Conceptual Framework for Financial Reporting.

The principal material accounting policies adopted are set out above.

There are several standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The Group is currently assessing the impact of these new accounting standards and amendments.

¹IFRS 18 Presentation and Disclosure in Financial Statements, which was issued by the IASB in April 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

²The Group does not expect to be eligible to apply IFRS 19.

The Group does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the group.

Notes to the financial statements (continued)

For the year ended 31 December 2025

3. Prior Period Adjustment — Reclassification of Investment in Gold & Minerals Co. Limited (IAS 8)

Nature of the Reassessment

In preparing the financial statements for the year ended 31 December 2025, management reassessed the contractual rights arising under the shareholders' agreement, and concluded that the Group's equity interest in Gold & Minerals Co. Limited ("GMCO") does not meet the criteria for classification as an associate under IAS 28 Investments in Associates and Joint Ventures. Accordingly, the investment has been reclassified as a financial asset measured at fair value through profit or loss (FVTPL) under IFRS 9 Financial Instruments. The comparative figures for the year ended 31 December 2024 have been corrected and restated in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The comparative figures for the year ended 31 December 2023 remain unaffected.

Reason for the Adjustment

GMCO is a private, unquoted company incorporated in the Kingdom of Saudi Arabia, engaged in gold and base metals exploration. It was established as a joint venture between ARTAR (Abdul Rahman Saad Al-Rashid & Sons Company Limited) and the Company in May 2009.

On 31 January 2024, ARTAR made a capital contribution into GMCO in which KEFI elected not to participate, reducing KEFI's shareholding to less than 25%. The dilution of the Company's shareholding to below 25% resulted in the activation of certain contractual rights of the majority shareholder. Having regard to the terms of the shareholder agreement, Management concluded that the Company no longer exercises significant influence over GMCO within the meaning of IAS 28 with effect from that date.

Immediately prior to 31 January 2024, the carrying value of the Group's investment in GMCO under the equity method was £nil.

Accordingly, as at 31 December 2024:

- (a) the equity method of accounting under IAS 28 was not applied; and
- (b) the investment was reclassified as a financial asset at fair value through profit or loss ("FVTPL") in accordance with IFRS 9.

The fair value of the investment as at 31 December 2024 was determined using the market approach described in Note 14.2.1. The resulting remeasurement gain of £6.6 million was recognised in the restated FY2024 consolidated income statement.

Financial Impact — Effect on FY2024 Comparative Figures

The tables below show the effect on the FY2024 comparative income statement and balance sheet. The restatement is required because the prior period financial statements did not correctly reflect the contractual rights that existed under the amended shareholders' agreement. All adjustments were non-cash. As a result, the restatement only reclassified amounts within the cash generated from operations section, without affecting the total net cash generated from operating, investing, or financing activities for the comparative period.

3. Prior Period Adjustment — Reclassification of Investment in Gold & Minerals Co. Limited

Notes to the financial statements (continued)

For the year ended 31 December 2025

(IAS 8) (continued)

(a) Effect on FY2024 Comparative Income Statement

	As Previously Stated £'000	Adjustment £'000	Restated £'000
Share of loss from jointly controlled entity	(3,650)	3,259	(391)
Reversal / (impairment) of jointly controlled entity	217	3,068	3,285
Operating loss	(9,960)	6,327	(3,633)

Gain on dilution of joint venture	6,813	(5,981)	832
Fair value gain on GMCO investment	-	6,086	6,086
(Loss)/Profit before taxation	(5,226)	6,432	1,206
(Loss)/Profit for the year	(5,226)	6,432	1,206
Basic and diluted (loss)/earnings per share (pence) [Note 11]	(0.11)	0.13	0.02

Note: Under Cyprus tax legislation, gains or losses arising from the fair value remeasurement or disposal of qualifying securities are exempt from taxation. Accordingly, the fair value gain represents a permanent tax difference, and no deferred tax has been recognised in respect of this investment.

(b) Effect on FY2024 Comparative Balance Sheet

Consolidated	As Previously Stated £'000	Adjustment £'000	Restated £'000
Investment in associate	-	-	-
Financial Asset at FVTPL	-	6,432	6,432
Total non-current assets	38,516	6,432	44,948
Total assets	39,099	6,432	45,531
Accumulated losses	(60,039)	6,432	(53,607)
Total equity	32,645	6,432	39,077
Total equity and liabilities	39,099	6,432	45,531

The net impact of the restatement on accumulated losses at 1 January 2024 (the beginning of the comparative period) is £nil. The restatement event occurred within the comparative period. Accordingly, the restatement has no effect on the consolidated balance sheet as at 1 January 2024 and the presentation of a third balance sheet is not required.

The year ended 31 December 2025 is the first full year in which GMCO is accounted for as a financial asset at FVTPL throughout. The 2025 income statement and balance sheet are presented on that basis. The net fair value movement in the year was a loss of £533K, recognised in full in profit or loss (see Level 3 reconciliation Note 14.2.5).

3. Prior Period Adjustment — Reclassification of Investment in Gold & Minerals Co. Limited

Notes to the financial statements (continued)

For the year ended 31 December 2025

(IAS 8) (continued)

(c) Effect on FY2024 Comparative Balance Sheet

Company	As Previously Stated £'000	Adjustment £'000	Restated £'000
Investment in associate	-	-	-
Financial Asset at FVTPL	-	6,432	6,432
Total non-current assets	31,404	6,432	37,836
Total assets	31,631	6,432	38,063
Accumulated losses	(64,847)	6,432	(58,415)
Total equity	25,932	6,432	32,364
Total equity and liabilities	31,631	6,432	38,063

The net impact of the restatement on accumulated losses at 1 January 2024 (the beginning of the comparative period) is £nil. The restatement event occurred within the comparative period. Accordingly, the restatement has no effect on the consolidated balance sheet as at 1 January 2024 and the presentation of a third balance sheet is not required.

The year ended 31 December 2025 is the first full year in which GMCO is accounted for as a financial asset at FVTPL throughout. The 2025 income statement and balance sheet are presented on that basis. The net fair value movement in the year was a loss of £533K, recognised in full in profit or loss (see Level 3 reconciliation Note 14.2.5).

4. Financial risk management

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand with an original maturity date of less than three months. To mitigate its inherent exposure to credit risk, the Group maintains policies to limit the concentration of credit risk and to ensure the liquidity of available funds. The Group invests its cash and cash equivalents in rated financial institutions, primarily within the United Kingdom and other investment-grade countries (rated BBB– or higher by S&P). The Group does not have a significant concentration of credit risk arising from its holdings of cash and cash equivalents.

Financial risk factors

The Group is exposed to market risk (interest rate risk and currency risk), liquidity risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Group to manage these risks are discussed below:

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group does not consider this risk to be significant.

The Company has borrowings outstanding from its subsidiaries, the ultimate realisation of which depends on the successful exploration and realization of the Group's intangible exploration assets. This in turn is subject to the availability of financing to maintain the ongoing operations of the business. The Group manages its financial risk to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Market risk - Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's operating cash flows are substantially independent of changes in market interest rates as the interest rates on cash balances are very low at this time. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

4. Financial risk management (continued)

Notes to the financial statements (continued)

For the year ended 31 December 2025

At the reporting date the interest rate profile of interest-bearing financial instruments was:

	2025	2024
	£'000	£'000
<u>Variable rate instruments</u>		
Financial assets	8,772	185

Sensitivity analysis

An increase of 100 basis points in interest rates over the year would have increased equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. Given current interest rate levels, a decrease of 25 basis points has been considered, with the impact on profit and equity shown below.

	Equity	Profit or Loss	Equity	Profit or Loss
	2025	2025	2024	2024
	£'000	£'000	£'000	£'000
<u>Variable rate instruments</u>				
Financial assets – increase of 100 basis points	88	88	2	2
Financial assets – decrease of 25 basis points	(22)	(22)	(0.5)	(0.5)

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the functional currency of the entity.

The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Australian Dollar, Euro, US Dollar, Ethiopian Birr and Saudi Arabian Riyal. Since 1986 the Saudi Arabian Riyal has been pegged to the US Dollar, it is fixed at USD/SAR 3.75. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows;

	Liabilities	Assets	Liabilities	Assets
	2025	2025	2024	2024
	£'000	£'000	£'000	£'000
Australian Dollar	118	-	102	-
Euro	334	41	400	4
US Dollar	3,008	4,571	1,036	2
Ethiopian Birr	1,108	1,593	736	357

Notes to the financial statements (continued)

For the year ended 31 December 2025

4. Financial risk management (continued)

Sensitivity analysis continued

A 10% strengthening of the British Pound against the following currencies at 31 December 2025 would have increased/(decreased) equity and profit or loss by the amounts shown in the table below. This analysis assumes that all other variables, in particular interest rates, remain constant. For a 10% weakening of the British Pound against the relevant currency, there would be an equal and opposite impact on the profit or loss and equity.

	Equity	Profit or Loss	Equity	Profit or Loss
	2025	2025	2024	2024
	£'000	£'000	£'000	£'000
Australian Dollar	12	12	10	10
Euro	29	29	40	40
US Dollar	(156)	(156)	103	103
Ethiopian Birr	(49)	(49)	38	38

Liquidity risk

The Group and Companies raise funds as required based on projected expenditure for the next 6 months, depending on prevailing factors. Funds are generally raised on AIM from eligible investors and also from short term providers in the form of bridging finance. The success of capital raisings depends on various factors, including investor sentiment in the equities and metals markets, the broader macroeconomic environment, and other external conditions. When raising funds, the Group evaluates the relative costs and benefits of equity versus alternative financing options. Capital is then allocated to projects based on forecasted expenditure requirement

The carrying amount in the liquidity table below is below the contractual cash flow in 2024 because these short-term loans include interest payable until the repayment date. If the loan is not repaid on the repayment date, an additional interest of 2.5% per week will be incurred.

Notes to the financial statements (continued)

For the year ended 31 December 2025

4. Financial risk management (continued)

	Carrying Amount £'000	Contractual Cash flows £'000	Less than 1 year £'000	Between 1-5 year £'000	More than 5 years £'000
The Group					
31-Dec-25					
Trade and other payables	6,980	6,980	6,980	-	-
Loans & Borrowings and Interest	175	175	175	-	-
	7,155	7,155	7,155	-	-
31-Dec-24					
Trade and other payables	5,715	5,715	5,715	-	-
Loans & Borrowings and Interest	739	739	739	-	-
	6,454	6,454	6,454	-	-
The Company					
31-Dec-25					
Trade and other payables	6,046	6,046	6,046	-	-
Loans & Borrowings and Interest	-	-	-	-	-
	6,046	6,046	6,046	-	-
31-Dec-24					
Trade and other payables	5,174	5,174	5,174	-	-
Loans & Borrowings and Interest	525	525	525	-	-
	5,699	5,699	5,699	-	-

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern to provide returns for shareholders and benefit other stakeholders and to maintain an optimal capital structure to reduce the costs of capital. This is done through the close monitoring of cash flows.

The capital structure of the Group consists of cash and cash equivalents of £8,772,000 (2024: £185,000) and equity attributable to equity of the parent, comprising issued capital and deferred shares of £34,069,106 (2024: £30,375,000), other reserves of £83,099,000, (2024: £60,404,000) and accumulated losses of £62,382,000 (2024: £53,607,000). The Group has no long-term debt facilities.

Notes to the financial statements (continued)

For the year ended 31 December 2025

4. Financial risk management (continued)

Fair value estimation

The Group has certain financial assets and liabilities that are held at fair value. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques to measure fair value:

Classification of financial assets and liabilities

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs)

The Group's investment in Gold & Minerals Co. Limited ("GMCO") is classified as a financial asset measured at fair value through profit or loss under IFRS 9 and is categorised as Level 3 in the fair value hierarchy at all measurement dates. The valuation technique and significant unobservable inputs applied are described in Note 14.2.

The fair value of trade and other receivables is estimated as the present value of future cash flows discounted at the market rate of interest at the reporting date. For receivables and payables with a remaining life of less than one year, the notional amount is deemed to reflect fair value. All other receivables and payables are, where material, discounted to determine the fair value.

Differences arising between the carrying and fair value are considered not significant and no-adjustment is made in these accounts. The carrying and fair values of intercompany balances are the same as if they are repayable on demand. So the amortised cost is approximate to the fair value.

The fair value of the GMCO investment is determined using the market approach, applying an enterprise value per gold-equivalent resource ounce (EV/oz Au-eq) multiple derived from comparable companies, adjusted for a discount for lack of control (DLOC). All inputs to this valuation are unobservable and accordingly the investment is classified as Level 3. There were no transfers between levels during FY2025 or FY2024.

The fair values of the Group's loans and other borrowings are considered equal to the book value as the effect of discounting on these financial instruments is not considered to be material. These are classified as Level 2 in the fair value hierarchy.

As at each of December 31, 2024, and December 31, 2025, the levels in the fair value hierarchy into which the Group's financial assets and liabilities measured and recognized in the statement of financial position at fair value are categorized are as follows:

Fair Value Hierarchy

	Carrying amounts		Fair values		Level
	2025	2024	2025	2024	
	£'000	£'000	£'000	£'000	
Financial assets					
<i>Measured at fair value through profit or loss (FVTPL)</i>					
Cash and cash equivalents (Note 16)	8,772	185	8,772	185	1
Investment in GMCO (Note 14.2)	5,955	6,432	5,955	6,432	3
<i>Carried at amortised cost — fair value approximates carrying amount</i>					
Trade and other receivables (Note 15)	5,265	398	5,265	398	2
Financial liabilities					
Trade and other payables (Note 20)	6,980	5,715	6,980	5,715	2
Loans and borrowings (Note 22)	175	739	175	739	2

Notes to the financial statements (continued)

For the year ended 31 December 2025

5. Use and revision of accounting estimates and judgements

The preparation of the financial report requires the making of estimations and assumptions that affect the recognized amounts of assets, liabilities, revenues and expenses and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Accounting Judgement:

Going concern

The going concern presumption depends principally on securing funding to develop the Tulu Kapi gold mining project as an economically viable mineral deposit, and the availability of subsequent funding to extract the resource, or alternatively the availability of funding to extend the Company's and Group's exploration activities (Note 2).

Capitalisation of exploration and evaluation costs

The directors consider that the project in its Licence areas in Saudi Arabia has not yet met the criteria for capitalization. These criteria include, among other things, the development of feasibility studies to provide confidence that mineral deposits identified are economically viable. Capitalized Exploration & Evaluation costs for the Group's project in Ethiopia have been recognized on acquisition, and have continued to be capitalised since that date, in accordance with IFRS 6. The technical feasibility of the project has been confirmed, and once the financing is secure the related assets will be reclassified as development costs in line with above.

Shareholding in GMCO

The classification of the Group's investment in Gold and Minerals Company Limited ("GMCO") as a financial asset measured at fair value through profit or loss under IFRS 9 requires significant judgement.

Following a reassessment of the contractual rights under the shareholders' agreement, including the dilution of KEFI's shareholding below 25% on 31 January 2024 and noting ARTAR's unilateral right to require transfer of the Group's entire interest at fair value, management concluded that the Group ceased to have significant influence over GMCO for the purposes of IAS 28 from that date.

The investment is therefore accounted for as a financial asset at fair value through profit or loss. As GMCO is an unquoted investment, fair value is determined using valuation techniques based on market inputs, including comparable market transactions and implied value per resource ounce, where applicable. The selection of valuation methodology and underlying assumptions requires management judgement.

Further details of valuation techniques and key inputs are disclosed in Note 14.2.

Impairment review of asset carrying values (Note 13)

Determining whether intangible exploration and evaluation assets are impaired requires an assessment of whether there are any indicators of impairment, by reference to specific impairment indicators prescribed in IFRS 6 (Note 2). This requires judgement. This includes the assessment, on a project-by-project basis, of the likely recovery of the cost of the Group's Intangible exploration assets in the light of future production opportunities based upon ongoing geological studies. This also involves the assessment of the period for which the entity has the right to explore in the specific area, or if it has expired during the period or will expire soon, if it is not expected to be renewed. Management has a continued plan to explore. In the Tulu Kapi Gold Project Information Memorandum dated March 2024 there were no indicators of impairment. TKGM license developments are reflected in Note 13.

Estimates:

Share based payments

Equity-settled share awards are recognized as an expense based on their fair value at date of grant. The fair value of equity settled share options is estimated using option valuation models, which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life, and is expensed over the vesting period. Some of the inputs used are not market observable and are based on estimates derived from available data.

The models utilized are intended to value options traded in active markets. The share options issued by the Group, however, have several features that make them incomparable to such traded options. The variables used to measure the fair value of share-based payments could have a significant impact on that valuation, and the determination of these variables require a significant amount of professional judgement.

A minor change in a variable which requires professional judgement, such as volatility or expected life of an instrument, could have a quantitatively material impact on the fair value of the share-based payments granted, and therefore will also result in the recognition of a higher or lower expense in the Consolidated Statement of Comprehensive Income. Judgement is also exercised in assessing the number of options subject to non-market vesting conditions that will vest. These judgments are reflected in note 18.

Notes to the financial statements (continued)

For the year ended 31 December 2025

6. Operating segments

The Group has two principal operating activities, being mineral exploration and corporate activities. Mineral exploration activities are undertaken in Ethiopia and through the Group's exploration investment interests in the Kingdom of Saudi Arabia, while corporate costs, including administration and management, are incurred principally in Cyprus. The Board of Directors is the Group's Chief Operating Decision Maker ("CODM") for the purposes of IFRS 8. The CODM reviews performance and allocates resources on the basis of Ethiopia, Saudi Arabia and Corporate activities. Accordingly, segment information is presented on this basis.

	Corporate	Ethiopia	Saudi Arabia	Adjustments	Consolidated
	£'000	£'000	£'000	£'000	£'000
2024 (Restated)					
Corporate costs	(5,638)	(155)	-	(487)	(6,280)
Foreign exchange gain/(loss)	(236)	219	-	361	344
Gain on Dilution of Joint Venture	-	-	832	-	832
Net Finance costs	(2,670)	-	-	-	(2,670)
(Operating (loss)/gain before fair value movements	(8,544)	64	832	(126)	(7,774)
Fair value movement on GMCO (IFRS 9)	-	-	6,086	-	6,086
Share of loss from jointly controlled entity	-	-	(391)	-	(391)
Reversal of Impairment of jointly controlled entity	-	-	3,285	-	3,285
Profit / (Loss) before tax	(8,544)	64	9,812	(126)	1,206
Tax	-	-	-	-	-
Profit / (Loss) for the year	(8,544)	64	9,812	(126)	1,206
Total Non-Current Assets	31,403	26,216	6,432	(19,103)	44,948
Total assets	31,631	26,561	6,432	(19,093)	45,531
Total liabilities	5,699	958	-	(203)	6,454
	Corporate	Ethiopia	Saudi Arabia	Adjustments	Consolidated
	£'000	£'000	£'000	£'000	£'000
2025					
Corporate costs	(5,822)	(236)	-	-	(6,058)
Foreign exchange gain/(loss)	60	179	-	(111)	128
Net Finance costs	(3,231)	-	-	-	(3,231)
Operating (loss)/gain before fair value movements	(8,993)	(57)	-	(111)	(9,161)
Fair value movement on GMCO (IFRS 9)	-	-	(533)	-	(533)
Loss before tax	(8,993)	(57)	(533)	(111)	(9,694)
Tax	-	-	-	-	-
Loss for the year	(8,993)	(57)	(533)	(111)	(9,694)
Total Non-Current Assets	44,469	30,974	5,955	(28,420)	52,978
Total assets	50,750	34,375	5,955	(26,722)	64,358
Total liabilities	6,046	1,109	-	-	7,155

Notes to the financial statements (continued)

For the year ended 31 December 2025

7. Expenses by nature

	2025 £'000	2024 £'000
Exploration Cost	-	-
Depreciation of property, plant and equipment (Note 12)	13	18
Directors' fees and other benefits (Note 21.1)	1,625	1,164
Consultants' costs	340	477
Auditors' remuneration	233	189
Legal Costs	965	1,988
Ongoing Listing Costs	421	330
Other expenses	507	524
Financial Project Advisory Costs	917	890
Shareholder Communications	676	314
Travelling Costs	328	338
Total Administrative Expenses	6,025	6,232
Share of losses from jointly controlled entity (Note 6 and Note 14.2)	-	391
Impairment / (Reversal of impairment) of jointly controlled entity (Note 14.2)	-	(3,285)
Share based option benefits to directors (Note 18)	-	-
Share based benefits to employees (Note 18)	-	-
Share based benefits to key management (Note 18)	-	-
Share based benefits to suppliers	-	35
Cost for long term project finance (Note 9.2)	677	260
Operating loss	6,702	3,633

The Company only capitalises direct evaluation and exploration costs for the Tulu Kapi gold project in Ethiopia.

8. Staff costs

	2025 £'000	2024 £'000
Salaries	1,494	1,188
Social insurance costs and other funds	132	126
Costs capitalised as exploration	(1,471)	(1,230)
Net Staff Costs	155	84
Average number of employees	64	58

Excludes Directors' remuneration and fees which are disclosed in note 21.1. TK project direct staff costs of £1,471,000 are capitalised in evaluation and exploration costs and all remaining salary costs are expensed. Most of the group employees are involved in Tulu Kapi Project in Ethiopia

9. Finance costs and other transaction costs

	2025 £'000	2024 £'000
9.1 Total finance costs		
Interest on short term loan	2,587	2,410
Total finance costs	2,587	2,410
9.2 Total other transaction costs		
Cost for long term project finance	677	260
Total other transaction costs	677	260

The above costs for long term project finance relate to pre-investigation activities required to fund TK Gold project.

Notes to the financial statements (continued)

For the year ended 31 December 2025

10. Tax

	2025 £'000	2024 £'000
Profit/ (Loss) before tax	(9,694)	1,206
Tax calculated at the applicable tax rates at 12.5%	(1,219)	158
Tax effect of non-deductible expenses	842	727
Tax effect of tax losses	384	373
Tax effect of items not subject to tax	(7)	(1,258)
Charge for the year	-	-

The Company is resident in Cyprus for tax purposes. A deferred tax asset of £1,880k (2024: £2,326k) has not been accounted for due to the uncertainty over future recoverability.

Cyprus

The corporation tax rate is 12.5%. Under certain conditions interest income may be subject to defence contribution at the rate of 17%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%. Due to tax losses sustained in the year, no tax liability arises on the Company. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years. As at 31 December 2025, the balance of tax loss which is available for offset against future taxable profits amounts to £15,036k (2024: £ 18,446k). Generally, loss of one source of income can be set off against income from other sources in the same year. Any loss remaining after the set off is carried forward for relief over the next 5 year period.

Tax Year	2021	2022	2023	2024	2025	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Losses carried forward	(2,292)	(4,709)	(2,230)	(2,845)	(2,960)	(15,036)

Ethiopia

KEFI Minerals (Ethiopia) Limited, KEFI Minerals (Ethiopia) Holding Share Company and Tulu Kapi Gold Mine Share Company are subject to other direct and indirect taxes in Ethiopia through its foreign operations. The mining industry in Ethiopia is relatively undeveloped. As a result, tax regulations relating to mining enterprises are evolving. There are transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The government of Ethiopia cut the corporate income tax rate for miners to 25% more than three years ago from 35% and has lowered the precious metals royalty rate to 7% from 8%. According to the Proclamation, holders of a mining licence are required to pay royalty on the sales price of the commercial transaction of the minerals produced. Development expenditure of a licensee or contractor shall be treated as a business intangible with a useful life of four years. If a licensee or contractor incurs development expenditure before the commencement of commercial production shall apply on the basis that the expenditure was incurred at the time of commencement of commercial production. The mining license stipulates that every mining company should allocate 5% free equity shares to the Government of Ethiopia.

United Kingdom

KEFI Minerals (Ethiopia) Limited is resident in United Kingdom for tax purposes. The corporation tax rate is 19%. In December 2016, KEFI Minerals (Ethiopia) Limited elected under CTA 2009 section 18A to make exemption adjustments in respect of the Company's foreign permanent establishment's amounts in arriving at the Company's taxable total profits for each relevant accounting period. This is an exemption for UK corporation tax in respect of the profits of the Ethiopian branch.

Notes to the financial statements (continued)

For the year ended 31 December 2025

11. Profit / (Loss) per share

The calculation of the basic and fully diluted loss per share attributable to the ordinary equity holders of the parent is based on the following data:

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Net Profit /(loss) attributable to equity shareholders	(9,694)	1,206
Net Profit /(loss) for basic and diluted loss attributable to equity shareholders	(9,694)	1,206
Weighted average number of ordinary shares for basic loss per share (000's)	8,864,751	5,890,502
Weighted average number of ordinary shares for diluted loss per share (000's)	9,000,234	6,154,936

Profit /(Loss) per share:

Basic (loss)/profit per share (pence)	(0.11)	0.02
Basic diluted (loss)/profit per share (pence)	(0.11)	0.02

There was no impact on the weighted average number of shares outstanding during 2025 as all Share Options and Warrants were excluded from the weighted average dilutive share calculation because their effect would be anti-dilutive and therefore both basic and diluted earnings per share are the same in 2025.

12. Property, plant and equipment

	Motor Vehicles £'000	Plant and equipment £'000	Furniture, fixtures and office equipment £'000	Total £'000
The Group				
Cost				
At 1 January 2024	113	125	141	379
Additions	-	33	9	42
Write-offs	-	-	-	-
At 31 December 2024	113	158	150	421
Additions	30	-	16	46
Reclassifications	(10)	(21)	-	(31)
At 31 December 2025	133	137	166	436
Accumulated Depreciation				
At 1 January 2024	76	103	100	279
Charge for the year	2	5	11	18
Write offs	-	-	-	-
At 31 December 2024	78	108	111	297
Charge for the year	4	2	7	13
Write offs	-	-	-	-
At 31 December 2025	82	110	118	310
Net Book Value at 31 December 2025	51	27	48	126
Net Book Value at 31 December 2024	35	50	39	124

The above property, plant and equipment is in Ethiopia.

Notes to the financial statements (continued)

For the year ended 31 December 2025

13. Intangible assets

Total
exploration and
project
evaluation cost
£'000

The Group

Cost

At 1 January 2024	34,982
Additions	3,676
At 31 December 2024	38,658
Additions	5,848
At 31 December 2025	44,506

Accumulated Amortization and Impairment

At 1 January 2024	266
At 31 December 2024	266
Impairment Charge for the year	
At 31 December 2025	266

Net Book Value at 31 December 2025	44,240
Net Book Value at 31 December 2024	38,392

Costs can only be capitalised after the entity has obtained legal rights to explore in a specific area but before extraction has been demonstrated to be both technically feasible and commercially viable.

The addition of £5.8 million is directly associated with the TKGM gold exploration project expenditure and is capitalized as intangible exploration and evaluation cost. Such exploration and evaluation expenditure include directly attributable internal costs incurred in Ethiopia and services rendered by external consultants to ensure technical feasibility and commercial viability of the TKGM project. The value included as Project Exploration and Evaluation costs in the Statement of Cash Flows is affected by the net movements between the intangible assets creditors at 31 December 2024 and the value of these at 31 December 2025, hence it does not match with the Additions to Intangible Assets.

The Company TKGM mining licence is in good standing to 2035 subject to normal compliance of Ethiopian mining regulations.

14. Investments

14.1 Investment in subsidiaries

The Company

Cost

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
At 1 January	31,402	16,253
Additions	10,409	640
Intercompany loans converted to equity	-	14,509
At 31 December	41,811	31,402

The Company carrying value of KEFI Minerals Ethiopia which holds the investment in the Tulu Kapi Gold project currently under development is £41,811,000 as at the 31 December 2025.

Notes to the financial statements (continued)

For the year ended 31 December 2025

14. Investments (continued)

14.1 Investment in subsidiaries (continued)

Reclassification of Shareholder Loans to Equity

During the financial year ended 31 December 2024, the Company converted shareholder loans to investment in subsidiaries. The loan, amounting to £14,509,000, had no fixed repayment terms and was subordinate to all other debt obligations. This reclassification has resulted in:

- An increase in investment of £14,509,000.
- A corresponding decrease in shareholder loans of £14,509,000.
- No impact on the statement of profit or loss for the year.

During the year, an indicator of impairment review was conducted by the management under IAS 36, and no indicators were identified.

Subsidiary companies	Date of acquisition/ incorporation	Country of incorporation	Effective proportion of shares held
Mediterranean Minerals (Bulgaria) EOOD	08/11/2006	Bulgaria	100%-Direct
KEFI Minerals (Ethiopia) Limited	30/12/2013	United Kingdom	100%-Direct
KEFI Minerals Marketing and Sales Cyprus Limited	30/12/2014	Cyprus	100%-Direct
KEFI Minerals (Ethiopia) Holding Share Company	03/09/2025	Ethiopia	100%-Indirect
Tulu Kapi Gold Mine Share Company	31/04/2017	Ethiopia	95%-Indirect

Subsidiary companies

The following companies have the address of:

Mediterranean Minerals (Bulgaria) EOOD	10 Tsar Osvoboditel Blvd., 3rd floor, Sredets Region, 1000 Sofia, the Republic of Bulgaria.
KEFI Minerals (Ethiopia) Limited	27/28 Eastcastle Street, London, United Kingdom W1W 8DH.
KEFI Minerals Marketing and Sales Cyprus Limited	2 Kadmou, Wisdom Tower, 1 st Floor, 1105 Nicosia, Cyprus.
KEFI Minerals (Ethiopia) Holding Share Company	2 nd Floor, Tirtira Building, Bole Sub-City, Woreda 03 House No. 526, Addis Ababa, Ethiopia
Tulu Kapi Gold Mine Share Company	1 st Floor, DAMINAROF Building, Bole Sub-City, Kebele 12/13, H.No. New.

The Company owns 100% of Kefi Minerals (Ethiopia) Limited ("KME")

On 8 November 2006, the Company entered into an agreement to acquire from Atalaya Mining PLC (previously EMED) the whole of the issued share capital of Mediterranean Minerals (Bulgaria) EOOD, a company incorporated in Bulgaria, in consideration for the issue of 29,999,998 ordinary shares in the Company. Mediterranean Minerals (Bulgaria) EOOD owned 100% of the share capital of Doğu Akdeniz Mineralleri ("Dogu"), a private limited liability Company incorporated in Turkey, engaging in activities for exploration and developing of natural resources. Dogu was liquidated in 2020.

KME owns 95% of Tulu Kapi Gold Mine Share Company ("TKGM"), a company incorporated in Ethiopia which operates the Tulu Kapi project. The Tulu Kapi Gold Project mining license has been transferred to TKGM. The Government of Ethiopia is entitled to a 5% free-carried interest ("FCI") in TKGM. This entitlement is enshrined in the Ethiopian Mining Law and the Ethiopian Mining Agreement between the Ethiopian Government and KME, as well as the constitution of the project company and is granted at no cost. The 5% FCI refers to the equity interest granted by the company holding the mining license. The Ethiopian Government has also undertaken to invest a further USD\$20,000,000 (Ethiopian Birr Equivalent) in associated project infrastructure in return for the issue of additional equity on normal commercial terms ranking pari passu with the shareholding of KME. Such additional equity is not entitled to a free carry. Upon completion of each element of the infrastructure and approval by the Company, related additional equity will be issued. At the date of this report no equity was issued.

The Company owns 100% of KEFI Minerals Marketing and Sales Cyprus ("KMMSC"), a Company incorporated in Cyprus. The KMMSC was dormant for the year ended 31 December 2025 and 2024. KEFI Minerals Marketing and Sales Cyprus holds the right to

Notes to the financial statements (continued)

For the year ended 31 December 2025

14. Investments (continued)

market gold produced from the Tulu Kapi Gold Project. It holds no other assets. It is planned that KMMSC will act as agent and off-taker for the onward sale of gold and other products in international markets.

KEFI Minerals (Ethiopia) Holding Share Company ("KMEH") was established in Ethiopia during the year as a holding company for the Group's Ethiopian interests. KMEH was incorporated by KEFI Minerals (Ethiopia) Limited, United Kingdom, to hold and oversee investments in Tulu Kapi Gold Mine Share Company ("TKGM") and other Ethiopian subsidiaries

14.2 Investment in GMCO

Gold & Minerals Co. Limited ("GMCO") is a private company incorporated in the Kingdom of Saudi Arabia, engaged in gold and base metals exploration. Its registered address is Olaya District, 659, King Fahad Road, Riyadh, Kingdom of Saudi Arabia. GMCO was established in May 2009 as a jointly controlled entity with Abdul Rahman Saad Al-Rashid & Sons Company Limited ("ARTAR").

KEFI provides GMCO with technical advice and assistance, including personnel to support exploration and technical studies. ARTAR provides administrative advice and assistance. GMCO has five directors, of whom one is nominated by KEFI.

KEFI's shareholding in GMCO at each measurement date was as follows:

Date	Shareholding
31 January 2024	24.75%
31-Dec-24	15.34%
31-Dec-25	13.35%

On 8 October 2025 an extraordinary general meeting of GMCO shareholders approved a resolution to increase GMCO's capital, reducing KEFI's ownership from 15.34% to 13.35%. The formal registration of the revised shareholding with the Saudi Ministry of Commerce was completed on 20 February 2026; however, KEFI considers the economic substance of the reduction effective from October 2025 in accordance with the shareholders' agreement.

As at 31 December 2025, the Group owed ARTAR £400,000 (2024: £347,000) — see Note 20.1.

	Date of acquisition/ incorporation	Country of incorporation	Effective proportion of shares held
GMCO investment			
Gold and Minerals Co. Limited (GMCO)	04/08/2010	Saudi Arabia	13%-Direct

Classification and Valuation Technique

At 31 December 2025, the Company holds a non-controlling equity interest of **13%** (2024 — **15%**) in Gold and Minerals Co. Ltd ("GMCO"), an unlisted private company incorporated in Saudi Arabia and operating in mineral exploration. The investment is classified as a financial asset at fair value through profit or loss and is measured at fair value at each reporting date.

Due to the absence of quoted prices in active markets for identical instruments, the fair value of the investment is categorised within Level 3 of the fair value hierarchy under IFRS 13 at all measurement dates.

14.2.1 Valuation technique

The fair value of the investment has been determined using a market approach, which estimates value by reference to market multiples derived from comparable companies. Specifically, the valuation applies a Resource multiple (£/oz) to GMCO's resources, adjusted for differences between GMCO and the comparable companies.

This valuation technique is considered appropriate as it reflects how market participants would price a similar asset at the measurement date.

14.2.2 Valuation framework

The fair value assessment is performed annually by management using financial models. Key assumptions, including the selection of comparable companies and valuation multiples, are reviewed and approved by senior management. Where appropriate, external valuation specialists are engaged to support management's assessment.

Notes to the financial statements (continued)

For the year ended 31 December 2025

14. Investments (continued)

14.2.3 Fair Value Hierarchy

£'000	Level 1	Level 2	Level 3	Total
GMCO — unlisted private equity investment (31 Dec 2025)	-	-	5,955	5,955
GMCO — unlisted private equity investment (31 Dec 2024 restated)	-	-	6,432	6,432

14.2.4 Significant Unobservable Inputs

The following table summarises the significant unobservable inputs used in the valuation:

Input	31 Dec 2025	31 Dec 2024	Description
Resources (oz)	3,625 koz AuEq	3,594 koz AuEq	GMCO total in-situ mineral resources at the measurement date (Hawiah, Jibal Qutman and Al Godeyer on a 100% basis), expressed as gold-equivalent ounces.
Resource multiple (£/oz)	£13.99 /oz AuEq	£13.82 /oz AuEq	Blended value-weighted average of median comparable transaction multiples (), derived from peers screened by commodity type, development stage and geographic region.
Discount for lack of control (DLOC)	20%	20%	Applied consistently at all measurement dates. Derived from control premium ranges observed in independent expert reports

14.2.5 Level 3 Fair Value Reconciliation

All gains and losses in the reconciliation below are recognised in 'Fair value gain/(loss) on investments' in the consolidated income statement (IFRS 13.93(e)(i)). No amounts are recognised in other comprehensive income. Additions represent KEFI's contributions to maintain its proportionate holding in GMCO, amounting to £346K in 2024 and £56K in 2025. No transfers between hierarchy levels took place in either period.

Movement	Year Ended 31.12.25 £'000	Year Ended 31.12.24 (Restated) £'000
Opening balance	6,432	-
Fair value gain/(loss) — net movement in year	(533)	6,086
Additions / issuances / settlements	56	346
Transfers into / (out of) Level 3	-	-
Closing balance	5,955	6,432

The 2024 Fair value gain represents the IFRS 13 fair value as at 31 December 2024 and the 2025 movement of £(533K) reflects changes in the resource multiple-based valuation. Additions represent additional capital contributions by KEFI to maintain its proportionate interest and do not pass through profit or loss. All gains and losses are unrealised as the investment was held throughout both period

Notes to the financial statements (continued)

For the year ended 31 December 2025

14. Investments (continued)

14.2.6 Sensitivity Analysis

The valuation of the Company's equity interest in GMCO relies on Level 3 unobservable inputs, primarily the estimated fair value of the underlying mineral assets (derived via market approach multiples) and the Discount for Lack of Control (DLOC).

The table below summarizes the effect on fair value of reasonably possible changes in these key unobservable inputs, holding all other assumptions constant:

Key Unobservable Input	Base Assumption	Change in Assumption	31.12.25		31.12.24	
			Favourable £'000	Unfavourable £'000	Favourable £'000	Unfavourable £'000
EV/Au-eq oz multiple	(Hawiah VMS; Jibal Qutman gold; Al Godeyer) 2025:£13.99 /oz 2024:£13.82 /oz AuEq	+/- 10%	542	(542)	610	(610)
		+/- 20%	1,083	(1,083)	1,219	(1,219)
Discount for Lack of Control	20% discount applied to KEFI's attributable share of GMCO adjusted net assets	-/+ 5%	372	(372)	402	(402)
		-/+ 10%	744	(744)	.804	(804)

15. Trade and other receivables

15.1 Current Trade and other receivables

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
The Group		
Prepayments & other receivables	2,102	126
VAT receivable	506	272
	<u>2,608</u>	<u>398</u>

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
The Company		
Prepayments	128	107
	<u>128</u>	<u>107</u>

15.2 Non-current Trade and other receivables

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
The Group		
Prepayments	449	-
Deferred financing cost	2,208	-
	<u>2,657</u>	<u>-</u>

Notes to the financial statements (continued)

For the year ended 31 December 2025

15. Trade and other receivables (continued)

The Company	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Prepayments	449	-
Deferred financing cost	2,208	-
	<u>2,657</u>	<u>-</u>

15.3 Receivables from subsidiaries

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
The Company		
Receivable from KEFI Minerals (Ethiopia) Holding Limited (Note 21.2) ³	-	-
Receivable from KEFI Minerals (Ethiopia) Limited (Note 21.2) ²	-	5,023
Receivable from Tulu Kapi Gold Mine Share Company (Note 21.2) ¹	-	9,486
Total Advances to Ethiopian Subsidiaries	-	14,509
Expected credit loss	-	(486)
Receivable Classified as Equity during the year	-	(14,509)
Net Receivable Balance	-	(486)
Expected credit loss reversal	-	486
Total Receivables from Subsidiaries	-	-

The Company had loans outstanding from its Ethiopian subsidiaries, the ultimate realisation of which depends on the successful exploration and realisation of the Group's intangible exploration assets. operating liquidity needs.

During the financial year ended 31 December 2025, the Ethiopian subsidiaries had shareholder loans amounting to £nil (2024: £14,509,000). The shareholder loans in respect of the previous financial year were recorded as Investments in subsidiaries on 1 July 2024 as the Company converted these loans to equity in the subsidiaries.

^{1 2 3} During the year, the Company advanced £7,378,000 (2024: £2,745,000) to Tulu Kapi Gold Mine Share Company, £100,100 (2024: £5,100) to Kefi Minerals (Ethiopia) Limited, and £150,000 (2024: £nil) to Kefi Minerals (Ethiopia) Holding Limited.

In accordance with management's assessment that these amounts represent capital contributions rather than repayable loans, these balances were reclassified from intercompany receivables to investments in subsidiaries during the year.

As a result of this reclassification, the balances are no longer recognised within intercompany receivables at the reporting date.

In 2024 due to Management's reclassification of intercompany loans as equity, the expected credit loss provision of £486,000 was no longer required and was reversed.

16. Cash and cash equivalents

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
The Group		
Cash at bank and in hand unrestricted	8,772	185
	<u>8,772</u>	<u>185</u>
The Company		
Cash at bank and in hand unrestricted	6,153	120
Cash at bank restricted	-	-
	<u>6,153</u>	<u>120</u>

Notes to the financial statements (continued)

For the year ended 31 December 2025

17. Share capital

Issued Capital

The articles of association of the Company were amended in 2010 and the liability of the members of the Company is limited.

Issued and fully paid

	Number of shares '000	Share Capital	Deferred Shares	Share premium	Total
At 1 January 2024	4,965,125	4,965	23,328	48,922	77,215
Share Equity Placement 8 March 2024	832,653	833	-	4,163	4,996
Share Equity Placement 26 March 2024	83,333	83	-	417	500
Share Equity Placement 28 May 2022	177,982	178	-	1,180	1,358
Share Equity Placement 3 Dec 2024	988,496	988	-	4,448	5,436
Share issue costs	-	-	-	(570)	(570)
Broker warrants: issue costs	-	-	-	(104)	(104)

At 31 December 2024	7,047,589	7,047	23,328	58,456	88,831
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	Number of shares '000	Share Capital	Deferred Shares	Share premium	Total
At 1 January 2025	7,047,589	7,047	23,328	58,456	88,831
Share Equity Placement 3 January 2025	933,170	933	-	4,199	5,132
Share Equity Placement 21 May 2025	1,381,818	1,383	-	6,217	7,600
Exercise of Warrants 23 September 2025	68,797	69	-	310	379
Exercise of Warrants 6 October 2025	39,285	39	-	236	275
Exercise of Warrants 8 October 2025	18,750	19	-	94	113
Exercise of Warrants 15 October 2025	38,352	38	-	176	214
Share Equity Placement 30 December 2025	1,213,404	1,213	-	14,561	15,774
Share issue costs	-	-	-	(1,046)	(1,046)
Broker warrants: issue costs	-	-	-	(1,038)	(1,038)

At 31 December 2025	10,741,165	10,741	23,328	82,165	116,234
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	Number of Deferred Shares		£'000	£'000
	2025	2024	2025	2024
Deferred Shares 1.6p				
At 1 January	680,768	680,768	10,892	10,892
At 31 December	680,768	680,768	10,892	10,892
Deferred Shares 0.9p				
At 1 January	1,381,947	1,381,947	12,436	12,436
At 31 December	1,381,947	1,381,947	12,436	12,436
Total 31 December	2,062,715	2,062,715	23,328	23,328

The deferred shares have no voting rights.

2024

During March 2024 the Company raised £5.5 million through the issue of 915,986,055 new ordinary shares of the Company at a placing price of 0.6 pence per Ordinary Share. These new Ordinary Shares were admitted in two tranches, 832,652,722 on 08 March 2024 and 83,333,333 on 26 March 2024, following shareholder approval of the conditional placement at a General Meeting of the Company.

On the 28 May 2024 the Company admitted 177,981,851 new ordinary shares of the Company at a placing price of 0.76 pence per Ordinary Share. These shares, with a total value of £1.35 million, were allocated to key advisers as compensation for their services.

The Company raised £5.5 million through the issue of 988,495,667 new Ordinary Shares at a placing price of 0.55 pence per Ordinary

Notes to the financial statements (continued)

For the year ended 31 December 2025

Share.

Of the total value of £12.3 million raised during the year on issue of new ordinary shares of the Company, £7.3 million (2023:4.3 million) was non-cash due to being allocated for the settlement of liabilities (see Note 18.3).

17. Share capital (continued) 2025

On the 3 January 2025 the Company raised £5.1 million through the issue of 933,169,817 new ordinary shares of the Company at a placing price of 0.55 pence per Ordinary Share.

On the 21 May 2025 the Company raised £7.6 million through the issue of 1,381,818,172 new ordinary shares of the Company at a placing price of 0.55 pence per Ordinary Share.

On the 30 December 2025 the Company raised £15.8 million through the issue of 1,213,403,499 new Ordinary Shares at a placing price of 1.3 pence per Ordinary Share.

During the year brokers exercised 165,184,805 warrants which raised £0.98 million.

Of the total value of £29.5 million raised during the year on issue of new ordinary shares of the Company, £11.2 million (2024: 7.2 million) was non-cash due to being allocated for the settlement of liabilities (see Note 18.3).

Restructuring of share capital into deferred shares

On the 28 June 2019 at the AGM, shareholders approved that each of the currently issued ordinary shares of 1.7p ("Old Ordinary Shares")

The Deferred Shares have no value or voting rights and were not admitted to trading on the AIM market of the London Stock Exchange plc. No share certificates were issued in respect of the Deferred Shares.

18. Share Based payments

18.1 Warrants

2024

During the financial year, the Company experienced a significant reduction in the number of outstanding shareholder warrants. This reduction occurred due to the expiration of 893,096,865 shareholder warrants that were previously issued in two tranches:

- 393,096,865 short-term shareholder warrants issued in accordance with the January 2022 share placement, exercisable at 1.6p per share
- 500,000,000 shareholder warrants authorized in April and May 2022, exercisable at 1.6p per share

In accordance with the terms of issuance, these warrants were subject to the following conditions:

- Exercise period of two years from the date of Admission
- Exercise contingent upon a "Warrant Trigger Event" (share price reaching or exceeding 2.4p for five consecutive days)
- Mandatory exercise within 30 days if the Trigger Event occurred
- Automatic expiration at the end of the two-year period if not exercised

As the Warrant Trigger Event did not occur during the specified period, and the two-year term has now elapsed, these warrants have expired in accordance with their terms and conditions. This expiration accounts for the material reduction in the number of outstanding warrants reported in the current financial statements compared to the previous reporting period.

During March 2024, the Company issued 37,500,000 broker warrants to Tavira Securities Limited pursuant to the Placing Agreement. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.6p per share. The warrants have a three-year term from the date of Second Admission. The fair value of these warrants was determined using the Black-Scholes valuation model and allocated against the share premium account in accordance with IFRS requirements.

In March 2024, the Company issued 12,400,000 Adviser Warrants to an Advisor as compensation for services provided over the previous 12 months. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.6p per share. The warrants have a three-year term from the date of Second Admission. The fair value of these warrants was recognized as an expense in the income statement in accordance with IFRS 2 'Share-based Payment'

During January 2025, the Company issued 68,796,818 broker warrants to Tavira Securities Limited pursuant to the Placing Agreement. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.55p per share. The warrants have a three-year term from the date of Second Admission. The fair value of these warrants was determined using the Black-Scholes valuation model and allocated against the share premium account in accordance with IFRS requirements.

During May 2025, the Company issued 65,454,546 broker warrants to Tavira Securities Limited pursuant to the Placing Agreement. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 0.55p per share. The

Notes to the financial statements (continued)

For the year ended 31 December 2025

warrants have a three-year term. The fair value of these warrants was determined using the Black-Scholes valuation model and allocated against the share premium account in accordance with IFRS requirements.

18. Share Based payments (continued)

18.1 Warrants (continued)

2025

During December 2025, the Company issued 69,230,769 broker warrants to Tavira Securities Limited pursuant to the Placing Agreement. These warrants entitle the holder to subscribe for new ordinary shares of 0.1p each at an exercise price of 1.30p per share. The warrants have a three-year term from the date of Admission. The fair value of these warrants was determined using the Black-Scholes valuation model and allocated against the share premium account in accordance with IFRS requirements.

During the year brokers exercised 165,184,805 warrants which raised £0.98 million.

Details of warrants outstanding as at 31 December 2025:

Grant date	Expiry date	Exercise price	Expected Life Years	Number of warrants 000's
26 Mar 2024	26 Mar 2027	0.60p	3 years	25,525
21 May 2025	21 May 2028	0.55p	3 years	32,727
22 Dec 2025	22 Dec 2028	1.30p	3 years	69,231
				127,483

	Weighted average ex. Price	Number of warrants 000's
Outstanding warrants at 1 January 2025	0.72p	164,186
- granted	0.81p	203,482
- cancelled/expired/forfeited	0.80p	(75,000)
- exercised	0.59p	(165,185)
Outstanding warrants at 31 December 2025	0.97p	127,483

The estimated fair values of the warrants were calculated using the Black Scholes option pricing model and Trinomial Model when deemed more appropriate.

The inputs into the model and the results for warrants and options granted during the year are as follows:

	Warrants		
	03-Jan-25	21-May-25	22-Dec-25
Closing share price at issue date	0.50p	0.57p	1.45p
Exercise price	0.55p	0.55p	1.3p
Expected volatility	69%	70%	68%
Expected life	3yrs	3yrs	3yrs
Risk free rate	4.21%	4.04%	3.79%
Expected dividend yield	Nil	Nil	Nil
Estimated fair value	0.15p	0.27p	0.73p

Expected volatility was estimated based on the historical underlying volatility in the price of the Company's shares.

Notes to the financial statements (continued)

For the year ended 31 December 2025

18. Share Based payments (continued)

18.1 Warrants (continued)

Share options reserve table	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Opening amount	1,948	3,675
Broker Warrants issued costs	785	104
Adviser warrants issue costs	-	35
Share options charges relating to employees (Note18)	-	-
Share options issued to directors and key management (Note 18)	-	-
Share options issued to advisor (Note 18)	-	-
Forfeited options	-	-
Exercised warrants	(368)	-
Expired warrants	(315)	(1,663)
Expired options	(1,116)	(203)
Closing amount	934	1,948

18.2 Share options reserve

Details of share options outstanding as at 31 December 2025:

Grant date	Expiry date	Exercise price	Number of shares 000's
12-Sep-23	11-Sep-30	0.60p	8,000
			8,000
		Weighted average ex. Price	Number of shares000's
Outstanding options at 1 January 2025		2.39p	100,249
- granted		-	-
- forfeited		2.55p	(92,249)
- cancelled/ expired			
Outstanding options at 31 December 2025		0.60p	8,000

For 2025, the impact of share option-based payments is a net charge to income of £nil (2024: £35,000). At 31 December 2025, the equity reserve recognized for share option-based payments, including warrants, amounted to £934,000 (2024: £1,948,000).

18.3 Share Payments for services rendered and obligations settled.

2024 Year

During the year the company granted the issuance of 1,192,937,000 new Ordinary shares which were distributed across the following placements:

March 2024 Share Placement of 461,125,000

After the General Meeting held in March 2024, the Company authorized the issuance of 461,125,000 new Ordinary shares at a placing price of 0.06 pence to fulfil financial obligations totalling £2.8 million

May 2024 Share Placement of 177,981,851

The Company has issued 177,981,851 new ordinary shares of 0.1 pence each at a price of 0.763 pence per Ordinary Share, equivalent to the mid-market closing price on 20 May 2024. These shares, with a total value of £1.35 million, were allocated to key

Notes to the financial statements (continued)

For the year ended 31 December 2025

advisers as compensation for their services in support of strategic initiatives that require attention following the commencement of the Early Works Programme at our Tulu Kapi Gold Project in Ethiopia.

18. Share Based payments (continued)

December 2024 Share Placement of 553,830,182

During December, the Company resolved its liabilities and other obligations amounting to £3.05million by issuing 553,830,182 new Ordinary Shares at a placing price of 0.55 pence per Ordinary Share.

2025 Year

During the year the company granted the issuance of 1,110,052,380 new Ordinary shares which were distributed across the following placements:

January 2025 Share Placement of 274,641,545

After the General Meeting held in January 2025, the Company authorized the issuance of 274,641,545 new Ordinary shares at a placing price of 0.055 pence to fulfil financial obligations totalling £1.5 million

May 2025 Share Placement of 154,545,455

During December, the Company resolved its liabilities and other obligations amounting to £0.85 million, by issuing 154,545,455 new Ordinary Shares at a placing price of 0.55 pence per Ordinary Share.

December 2025 Share Placement of 680,865,381

During December, the Company resolved its liabilities and other obligations amounting to £8.9million by issuing 680,865,381 new Ordinary Shares at a placing price of 1.3 pence per Ordinary Share.

The total shares set off during 2025 and 2024 for services and obligations was as follows:

Name	2025		2024	
	Number of Remuneration and Settlement Shares	Amount	Number of Remuneration and Settlement Shares	Amount
	'000	£'000	'000	£'000
For services rendered and obligations settled				
H Anagnostaras-Adams	-	-	33,333	200
J Leach	45,455	250	16,667	100
Other employees and PDMRs	56,789	312	-	-
Amount to settle other Bonus Obligations			16,667	100
Amount to settle other Obligations	224,496	1,523	259,259	1,801
Total share-based payments	326,740	2,085	325,926	2,201
Amount to settle loans				
Unsecured working capital bridging finance	783,313	9,126	867,011	4,970
	1,110,053	11,211	1,192,937	7,171

The parties above agreed that the amounts subscribed in the share placements during the year be set-off against the amount due by the Company at the date of the share placement.

Notes to the financial statements (continued)

For the year ended 31 December 2025

19. Non-Controlling Interest (“NCI”)

	Year Ended
	£'000
As at 1 January 2024	1,709
Acquisitions of NCI	-
Impact of 5% free carry on additions to assets during the year	196
Result for the year	-
As at 1 January 2025	1,905
Acquisitions of NCI	-
Impact of 5% free carry on additions to assets during the year	512
As at 31 December 2025	2,417

During 2018, the Government of Ethiopia received its 5% free carried interest acquired in the Tulu Kapi Gold Project. The group recognized an increase in non-controlling interest in the current year of £512,000 and a decrease in equity attributable to owners of the parent of £196,000.

The NCI of £2,417,000 (2024: £1,905,000) represents the 5% share of the Group's assets of the TKGM project which are attributable to the Government of Ethiopia

The Mining Proclamation entitles the Government of Ethiopia (GOE) to 5% free carried interest in TKGM. The 5% NCI reflects the government interest in the TKGM gold project. The GOE is not required to pay for the 5% free carry interest. The GOE can acquire additional interest in the share capital of the project at market price. The GOE has committed US \$20,000,000 to install the off-site infrastructure in exchange for earning equity in Tulu Kapi Gold Mine Share Company. The shareholder agreement signed with the GOE in April 2017 states that once the infrastructure elements are properly constructed and approved by Company the relevant shares will be issued to Ministry of Finance and Economic Cooperation (MOFEC)

The financial information for Tulu Kapi Gold Mine Project as at 31 December 2025:

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Amounts attributable to all shareholders		
Non-current assets	46,052	38,514
Current assets	782	280
Cash and Cash equivalents	2,623	65
	49,457	38,859
Equity	48,349	38,105
Current liabilities	1,108	754
	49,457	38,859
Result for the year	-	-

Notes to the financial statements (continued)

For the year ended 31 December 2025

20. Trade and other payables

20.1 Trade and other payables

The Group	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Accruals and other payables	5,156	3,809
Other loans	-	-
Amount payable to ARTAR — fellow shareholder of GMCO (Note 14.2)	400	347
Payable to Key Management and Shareholder (Note 21.3)	1,424	1,559
	6,980	5,715

Other loans are unsecured, interest free and repayable on demand.

The Company	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
Accruals and other payables	4,222	3,268
Amount payable to ARTAR — fellow shareholder of GMCO (Note 14.2)	400	347
Payable to Key Management and Shareholder (Note 21.4)	1,424	1,559
	6,046	5,174

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

21. Related party transactions

The following transactions were carried out with related parties:

21.1 Compensation of key management personnel

The total remuneration of key management personnel was as follows:

	Year Ended 31.12.25 £'000	Year Ended 31.12.24 £'000
<u>Short term employee benefits:</u>		
¹ Directors' consultancy fees	785	546
Directors' other consultancy benefits	40	265
Directors' bonus	800	-
² Key management fees	321	713
Key management other benefits	-	-
Key management bonus	250	-
	2,196	1,524
<u>Share based payments:</u>		
Directors' bonus	-	353
Share option-based benefits to directors (Note 18)	-	-
Share option-based benefits other key management personnel (Note 18)	-	-
Key management bonus	-	50
	-	403
	2,196	1,927

¹Directors' fees paid to the Executive Director Chairman and Finance Director are paid to consultancy companies of which they are beneficiaries. Further details on Directors' consultancy and other benefits are available on page 72.

In addition to the directors ²Key Management comprises Chief Operating Officer and the Managing Director Ethiopia.

Notes to the financial statements (continued)

For the year ended 31 December 2025

21. Related party transactions (continued)

21.2 Transactions with shareholders and related parties

The Company

Name	Nature of transactions	Relationship	2025 £'000	2024 £'000
KEFI Minerals Marketing and Sales Cyprus Limited	Finance	Subsidiary	-	-
Tulu Kapi Gold Mine Share Company ¹	Receivable Equity	Subsidiary	-	-
Kefi Minerals (Ethiopia) Limited ²	Receivable Equity	Subsidiary	-	-
			<u>-</u>	<u>-</u>

¹&²The TKGM and KME loans are denominated Birr. The Company bears the foreign exchange risk on these loans and any movements in the Ethiopian Birr are recorded in the income statement of the Company.

As a result of this reclassification, management has determined that expected credit losses on these borrowings as at 31 December 2025 would be nil (2024: nil). This is because expected credit losses are not required for assets classified as equity in the Company's financial statements.

There was a was £nil expected credit loss provision in the statement of profit or loss for the year ended 31 December 2025 (2024: 486,000).

21.3 Payable to related parties

The Group

Name	Nature of transactions	Relationship	2025 £'000	2024 £'000
Directors & PDMR	Fees for services	Key Management and Shareholder	1,424	1,559
			<u>1,424</u>	<u>1,559</u>

21.4 Payable to related parties

The Company

Name	Nature of transactions	Relationship	2025 £'000	2024 £'000
Directors & PDMR	Fees for services	Key Management and Shareholder	1,424	1,559
			<u>1,424</u>	<u>1,559</u>

Notes to the financial statements (continued)

For the year ended 31 December 2025

22. Loans and Borrowings

22.1 Short-Term Working Capital Bridging Finance

	Currency	Interest	Maturity	Repayment
Unsecured working capital bridging finance	GBP	See table	On Demand	See table below
Bank Loan	ETB	20%	One Year	10 August 2026

2025

Unsecured working capital bridging finance	Balance 1 Jan 2025	Drawdown Amount	Transaction Costs	Interest	Repayment Shares	Repayment Cash	Year Ended 31 Dec 2025
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Repayable in cash in less than a year	525	7,803	-	2,587	(8,876)	(2,039)	-

Bank Loan	Balance 1 Jan 2025	Drawdown Amount	FX Gain	Interest	Repayment Shares	Repayment Cash	Year Ended 31 Dec 2025
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Repayable in cash in less than a year	214	186	(21)	10	-	(214)	175

2024

Unsecured working capital bridging finance	Balance 1 Jan 2024	Drawdown Amount	Transaction Costs	Interest	Repayment Shares/Netting	Repayment Cash	Year Ended 31 Dec 2024
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Repayable in cash in less than a year	2,113	4,300	-	2,411	(4,971)	(3,328)	525
	2,113	4,300	-	2,411	(4,971)	(3,328)	525

Bank Loan	Balance 1 Jan 2024	Drawdown Amount	FX Gain	Interest	Repayment Shares	Repayment Cash	Year Ended 31 Dec 2024
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Repayable in cash in less than a year	-	424	(251)	41	-	-	214

The short-term working capital finance is unsecured and ranks below other loans. Although there was no binding agreement to convert the loans into shares, the lenders agreed to convert and set off some of the debt into shares.

Non-cash settlement of short-term working capital finance during the year was £8,876,000 (2024: £4,971,000).

Notes to the financial statements (continued)

For the year ended 31 December 2025

22. Loans and Borrowings (continued)

22.2 Reconciliation of liabilities arising from financing activities

2025 Reconciliation	Cash Flows						Balance 31 Dec 2025 £'000
	Balance 1 Jan 2025	Inflow	(Outflow)	FX Gain	Finance Costs	Shares	
	£'000	£'000	£'000	£'000	£'000	£'000	
Unsecured working capital bridging finance							
Short term loans	739	7,989	(2,253)	(21)	2,597	(8,876)	175
	739	7,989	(2,253)	(21)	2,597	(8,876)	175
2024 Reconciliation	Balance 1 Jan 2024	Inflow	(Outflow)	Fair Value Movement	Finance Costs	Shares/Netting	Balance 31 Dec 2024 £'000
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Unsecured working capital bridging finance							
Short term loans	2,113	4,724	(3,328)	(251)	2,452	(4,971)	739
	2,113	4,724	(3,328)	(251)	2,452	(4,971)	739

23. Contingent liabilities

Directors and Key Management Personnel are eligible for a performance-based short-term incentive plan (STI), which is contingent upon securing credit approvals from lenders.

24. Legal Allegations

In prior periods, a claim was brought against the Company by Demissie Asafa Demissie (the "Claimant") for an alleged amount of GBP 5.1 million, relating to alleged commission under a consultancy services agreement in connection with the financing of the Tulu Kapi Gold Mine project. The Company defended the claim in full and filed a counterclaim against the Claimant.

On 20 January 2025, the High Court of Justice (King's Bench Division) dismissed all claims against the Company in their entirety. On 9 January 2026, the Court of Appeal refused the Claimant permission to appeal, bringing the matter to a final conclusion.

The matter related to a prior GBP 5.1 million claim by Demissie Asafa Demissie concerning alleged commission payments linked to financing for the Tulu Kapi Gold Mine project. The Company fully defended the claim and filed a counterclaim. The High Court dismissed all claims against the Company on 20 January 2025, and the Court of Appeal refused permission to appeal on 9 January 2026, bringing the case to a final conclusion.

No provision has been recognised in these financial statements. The Directors are satisfied, confirmed by the judicial outcome, that there was no probable obligation at the reporting date.

25. Capital commitments

The Group has the following capital or other commitments as at 31 December 2025 £96,000 (2024: £140,000),

	31 Dec 2025 £'000	31 Dec 2024 £'000
Contracted for: Tulu Kapi Project costs	96	140

Notes to the financial statements (continued)

For the year ended 31 December 2025

26. Events after the reporting date

The following events occurred after the balance sheet date of 31 December 2025 and prior to the date of approval of these financial statements. All items below are non-adjusting events and do not affect the amounts recognised in these financial statements.

On 11 February 2026, the Company's subsidiary Tulu Kapi Gold Mines S.C. ("TKGM") entered into a US\$20 million equity-ranking gold royalty agreement with Chancery Royalty Limited, forming part of the US\$340 million Tulu Kapi project finance package. The royalty is payable only alongside distributions by TKGM to its shareholders.

On 18 February 2026, the Company issued 9,818,182 ordinary shares of 0.1 pence each at 0.55 pence per share following the exercise of broker warrants issued in May 2025, for gross proceeds of £54,000.

During March 2026, the Company concluded a placement, issuing 2,964,194,769 new ordinary shares at a price of 1.2 pence per share, generating £35.6million in proceeds.

Name	Number of Subscription Shares '000	Amount £'000
Cash Placement	2,893,146	34,718
Current liabilities		
For services rendered	71,049	852
	2,964,195	35,570

On 5 May 2026, the Company issued 44,444,444 ordinary shares of 0.1 pence each at 1.35 pence per share, comprising 22,222,222 remuneration shares to the Company's Head of Exploration and 22,222,222 fee shares to a service provider in discharge of a contractual liability.

On the same date, the Company granted 649,779,900 options over ordinary shares under its Share Option Scheme to four members of senior management at an exercise price of 2.0 pence per share, vesting in three equal annual instalments on 31 December 2027, 2028 and 2029 and expiring on 31 December 2030. No IFRS 2 charge in respect of these options is recognised in the year ended 31 December 2025; the charge will arise from the year ending 31 December 2026.

During May 2026 a US\$10 million equity ranking royalty at subsidiary level was secured with financier Mithril Royalties Limited.

KEFI Gold and Copper is listed on AIM (Code: KEFI)

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