

This announcement contains inside information for the purposes of Regulation 11 of the Market Abuse (Amendment) (EU Exit) Regulations 2019/310. With the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

25 June 2026

**Rome Resources PLC
("Rome" or the "Company")**

Final results for the year ended 31 December 2025

Rome Resources plc (AIM: RMR), the DRC-focused tin and copper explorer, announces its audited results for the year ended 31 December 2025.

Financial Performance

- Raised a total of £2.1 million in equity funding for the Company's DRC operations during 2025
- Cash at bank 31 Dec 2025 £1.42 million (2024: £4.33 million)

Operational Highlights

- Conducted extensive drilling operations at the Company's Bisie North Project
- Issued an inaugural Mineral Resource Estimate for the Bisie North Project

Post-reporting Period Events

- Raised approximately £1.6 million in equity funding in the first half of 2026
- Executed non-binding term sheets to potentially acquire further interests in the existing Bisie North licences
- Completion of a further 3,250m drilling programme at the Bisie North Project
- Broader Kalayi intercepts from 2026 drilling has verified geological model
- Commencement of an airborne geophysical survey to assess scale
- Signed option agreement over a Canadian tin-tungsten-molybdenum-indium play
- Appointed Stephane Irung and Edward Loye as Non-executive Directors

Paul Barrett, Chief Executive Officer of Rome Resources, commented:

"The successes of the operations in the DRC during 2025 and into 2026 were marred by the untimely passing of Mark Gasson, co-founder and COO. His guidance and enthusiasm were critical to getting the Company to where it is today, with a Maiden Mineral Resource on the Bisie North Project and the potential for further upside to this following another drilling campaign that focussed on the Kalayi tin deposit.

The Maiden Mineral Resource Estimate laid down a marker for the Company - strong tin grades from surface in Kalayi and significant copper, zinc and silver alongside tin in Mont Agoma form a basis for resource growth going forward. Exploration operations have continued into 2026 with further drilling and an airborne geophysical survey, the latter designed to identify

additional mineral exploration targets along the tin trend and closer to the granite contact. Work started on a small-scale mining operation at Kalayi, which will produce tin from near-surface workings that will provide information for the conversion to a full exploitation licence and valuable technical information about the deposit.

The Company is pursuing a new tin play in Eastern Canada, having entered into an option arrangement over several claims in the Devonian tin-tungsten-indium play of SW New Brunswick, adjacent to the historical Mount Pleasant tungsten mine. Fieldwork is planned in summer 2026 ahead of a possible drill programme in 2027. New Brunswick is a resource-friendly jurisdiction with exceptional mineral potential, and we look forward to advancing this early-stage project (subject to exercising the option).

By the end of the current reporting period, the Company should be in a strong position having added value to its projects in both the DRC and Canada and we look forward to keeping shareholders apprised of our progress."

Posting of Annual Report and Accounts

The Group also announces that it will today be posting to its shareholders the annual report and accounts.

A copy of this announcement and the Company's report & accounts will shortly be available on the Company's website.

For further information, please contact:

Investor questions on this announcement

We encourage all investors to share questions on this announcement via our investor hub

<https://romeresources.com/link/eNblze>

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Qualified Person Statement

Dr. Paul Armitage is a consultant of Rome Resources plc, a qualified geologist, a Fellow of the London Geological Society and a Member of the Institute of Materials, Minerals and Mining. Dr. Armitage is a qualified person (QP) under NI 43-101 and as defined by the AIM Note for Mining, Oil and Gas Companies for the purposes of this announcement and has reviewed and approved the scientific and technical information contained in this news release.

Chairman's Statement

For the Period Ended 31st December 2025 ("FY2025")

Highlights for FY2025

- Conducted extensive drilling operations at the Company's Bisie North Project
- Issued an inaugural Mineral Resource Estimate for the Bisie North Project
- Raised a total of £2.1 million in equity funding for the Company's DRC operations during 2025
- Cash at bank 31 Dec 2025 £1.418 million (2024: £4.485 million)

Post-Balance Sheet Events

- Raised approximately £1.6 million in equity funding in the first half of 2026
- Executed non-binding term sheets to potentially acquire further interests in the existing Bisie North licences
- Completion of a further 3,250m drilling programme at the Bisie North Project
- Broader Kalayi intercepts from 2026 drilling has verified geological model
- Commencement of an airborne geophysical survey to assess scale
- Signed option agreement over a Canadian tin-tungsten-molybdenum-indium play
- Appointed Stephane Irung and Edward Loye as Non-executive Directors

Chairman's Statement

I am delighted to present Rome's 2025 report, completing almost a year of intense exploration activity and culminating in the publication of a maiden Mineral Resource Estimate ('MRE') for the Company's flagship project, Bisie North, situated in a remote part of the Democratic Republic of Congo (the "DRC"). Bisie North lies in the world's highest grade tin producing fairways and is only 8km along strike from a mine producing approximately 7% of the world's tin which is reported to currently generates monthly revenues of around \$80 million. Replication of this success is the Board's key objective. The last 12 months have therefore been focussed on the execution of a tin exploration drilling programme on Rome's existing licences.

2025 saw the tragic death of Mark Gasson, co-founder and COO of Rome, following a short illness. His guidance and knowledge was pivotal to the project and his experience of the regional tin play was critical in identifying the Bisie North project as having great potential, subsequently borne out in the drilling results. His enthusiasm for the exploration game is sorely missed.

FY2025 saw the continuation of the drilling activity initiated in 2024 on the Kalayi and Mont Agoma deposits in the Bisie North Project, situated in the DRC, that culminated in the publication of a maiden Mineral Resource Estimate in October 2025. Almost 10,000m of core drilling had taken place following on from Rome's successful admission to trading on AIM in July 2024 and subsequent secondary fundraises.

This drilling has now matured the previously identified Kalayi and Mont Agoma tin and polymetallic discoveries with an initial MRE confirming 11kt contained tin in the shallow drilled portion of the deposits, along with 45kt of contained copper, 86kt of zinc and 1.5Moz silver. Current focus is to quantify the undrilled potential in Kalayi which, because of its simple tin-based mineralogy, potentially presents a faster monetisation route for Rome shareholders. Additionally, however, metallurgical studies on the Mont Agoma polymetallic system have shown highly encouraging results in terms of recoverability to support taking this project forward.

It has been another pivotal year for the Company, building out the resources at Bisie North and creating a platform for value growth in an exciting commodity space. Tin and copper are both on track for strong long-term price growth and in parallel the DRC is becoming a mainstream destination for resource investment, as discussed below.

In addition to the DRC, Rome has entered into an option agreement to acquire working interests in early-stage exploration licences in the Canadian province of New Brunswick (the "Option Agreement"), in an extremely promising tin-tungsten-indium play, centred around a Devonian age tin and tungsten endowed granite system containing the historical Mount Pleasant tungsten mine. This is an early-stage project which will concentrate on field-based sampling during 2026 to develop a focussed exploration model for the area.

Board Changes

During the reporting period, there were several changes at Board level: Marc Mathenz and Edouard Etienvre stepped down in late 2025 whilst Stephane Irung, a DRC-based entrepreneur, was appointed as a non-executive director in April 2026. Ed Loye, an experienced resource geologist, was announced as a proposed non-executive director of Rome, in April 2026. As of the date of this report, the Board is as follows:

Klaus Eckhof (Non-Executive Chairman)

Paul Barrett (Chief Executive Officer)

Stephane Irung (Non-Executive Director) - appointed 17 April 2026

Edward Loye (Non-Executive Director) - appointed 10 June 2026

Philip Knowles' Chief Financial Officer role is a non-board position.

Outlook

The Board anticipates that the updated Mineral Resource Estimate will be completed mid-2026, following receipt of the assays from the 2025/2026 drill campaign that completed in April 2026. It is expected that this update, which will focus on Kalayi, will provide confirmation of the wider intercepts that have been encountered in this programme and quantify their effect on the resource numbers.

In addition, the Company is participating in an airborne geophysical survey around the northern margin of the Bisie tin granite, including the whole of the Company's licence area. It is anticipated this survey will identify drilling extensions and further exploration targets in and around Kalayi and Mont Agoma for future campaigns.

The Board is very appreciative of the continued support of existing shareholders, as demonstrated in their support in funding the Company's drilling campaigns. It is the Board's intention to maximise the value of Kalayi and Mont Agoma with the drill bit and create an opportunity to generate significant returns for shareholders.

Klaus Eckhof

Chairman

24 June 2026

CEO's Report

For the Period Ended 31st December 2025

During the year ended 31 December 2025, some 3,170m of drilling took place at the Company's flagship Bisie North project. A maiden Mineral Resource Estimate was prepared for the company by The MSA Group (Pty) Ltd ("MSA"), detailed below.

Subsequent to the reporting period, between January 2026 to April 2026, further drilling of 3,250m was achieved. Rome has completed a total of 9,780m of core drilling since its admission to trading on AIM in July 2024.

Project Background

The Bisie North Project is situated in eastern DRC, some 250km southwest of the city of Kisangani. The Bisie North Project is contained across two licences - PR15130 and PEPM13274 with a total area of 35 km². The world-class Alphamin tin mine at Bisie North, the highest tin grade mine in the world, is situated 8km to the southeast of Rome's field camp, which services exploration activities at the Mont Agoma and Kalayi drillsites as well as wider exploration activities.

Whilst the area is heavily forested and the bedrocks poorly exposed, a large tin-bearing granite has clearly been emplaced to the south of the licence area, responsible for releasing mineral-rich fluids into the surrounding host rock, the emplacement of these minerals being controlled further by NW-SE trending shear zones within the host rock metasediments. Tin, copper, zinc and other mineral phases are associated with these near-granite shear zones and are well-documented in the Bisie Mine. Mineralisation appears to increase towards the granite, but in both the Bisie Mine and Rome's acreage it is not exposed. It is likely the contact between the granite and the host rocks in Rome's licences runs along the course of the Oso River in the south of the licences. The 2026 airborne geophysical survey is anticipated, among other things, to better define this key geological contact.

Mineralisation has been encountered to date in two areas in the Rome licence areas - Kalayi and Mont Agoma. Kalayi is a pure tin play with cassiterite (tin oxide ore) found associated with quartz veins in sheared metamorphic zones. Several steeply dipping high grade tin ore shoots are seen in Kalayi, striking northwest-southeast and dipping to the northeast. Mont Agoma, en echelon with Kalayi, is similarly hosted in steeply dipping metamorphics though contains significant sulphide deposits in terms of copper and zinc, with tin and silver. The sulphide mineralisation, which is pervasive and high grade, is about 200m wide and with significant volume potential for copper and zinc, with additional silver and tin credits.

Operations

The Company continued its campaign of core drilling on the Mont Agoma and Kalayi deposits through 2025. The majority of 2025 concentrated on Mont Agoma, whilst the subsequent early 2026 campaign focused on Kalayi.

The drilling performance has been greatly improved following the addition of an external drilling supervisor and alternative drilling crews. Drilling operations in remote areas requiring helicopter support are prone to lengthy delays if spare parts are required at short notice. Consequently, planning ahead of potential downtime events has improved the overall drilling rates and as a consequence the per metre cost of drilling activity.

During May 2025 the advance of the M23 forces out of the Goma area towards the local hub of Walikale prompted a short shutdown and evacuation of both Rome and Alphamin personnel. This was out of an abundance of caution and the M23 forces did not get closer than Walikale (70 km from site) before retreating back to the east. The shutdown lasted 40 days and subsequent to this there have been no issues and no trigger points have been crossed to warrant further action. It is our understanding that exports from the nearby Alphamin mine have continued uninterrupted since the restart of operations.

2025 Mineral Resources Estimate

Following the completion of the Company's 2024/2025 drilling programme at Rome's Kalayi and Mont Agoma prospects, the Company engaged MSA to prepare a maiden Mineral Resource Estimate (MRE) in respect of its Bisie North project, key

findings are summarised below.

The maiden MRE assesses the volumes associated with the tin intercepts previously reported at Kalayi and Mont Agoma along with the copper, zinc and silver encountered in Mont Agoma. The Eastern Tin Zone, seen in the shallow weathered zone of a single drillhole at Mont Agoma, was not included in the maiden MRE, as it awaits confirmation from further drilling.

The Bisie North maiden MRE is based on diamond drillholes that were drilled from 2023 to 2025 by Rome. The Mont Agoma maiden MRE is based on the results of 33 diamond drillholes and there were eighteen diamond drillholes completed at Kalayi.

The maiden MRE was prepared in accordance with the CIM Best Practice Guidelines and was reported in accordance with the 2014 CIM Definition Standards for Mineral Resources & Mineral Reserves.

Mont Agoma

Mont Agoma is a 200m wide polymetallic zone hosted in steeply dipping sheared metavolcanics and metasediments. It is believed the metavolcanics are the source for the sulphide phases of copper and zinc, whereas the tin granite to the south is responsible for the delivery of tin oxide bearing fluids in a separate mineralisation event associated with chloritisation.

The Mont Agoma MRE is reported using a net smelter return cut-off of 90 USD/tonne. A summary of the Mont Agoma MRE is presented in Table 1 (as announced by the Company on 30 October 2025).

Table 1 Mineral Resource Estimate for Mont Agoma as at 29 October, 2025 at a 90 USD/tonne NSR cut-off										
Category	Tonnes (Mt)	NSR (USD/t)	Cu (%)	Sn (%)	Zn (%)	Ag (g/t)	Cu (kt)	Sn (kt)	Zn (kt)	Ag (Moz)
Inferred	3.16	166	1.45	0.19	2.72	14.3	45.9	6.1	86.2	1.46
Total	3.16	166	1.45	0.19	2.72	14.3	45.9	6.1	86.2	1.46

Mont Agoma mineralisation starts at surface, as evidenced by strong copper and tin soil anomalies. As is common in a large number of global copper-tin deposits, the copper dominates the shallow part of the zone, with tin strengthening at depth, Mont Agoma's shallow drilling to date has encountered significant high grade copper, with thinner, lower grade tin intercepts. As in the Bisie Mpama mines to the southeast, it is anticipated these tin grades and intercepts will increase at depth, as is also seen in Kalayi.

Kalayi

Kalayi is a simple tin-only mineralised system present in multiple steeply dipping shoots of quartz veins hosted in a NW-SE striking chloritised metasediment zone. The Kalayi MRE is reported at a cut-off grade of 0.85% tin (Sn). A summary of the Kalayi MRE is presented in Table 2 (as announced by the Company on 30 October 2025)..

Table 2 Mineral Resource Estimate for Kalayi as at 29 October, 2025 at a 0.85% Sn cut-off			
Category	Tonnes (Mt)	Sn Grade (%)	Sn Content (kt)
Inferred	0.33	1.36	4.47
Total	0.33	1.36	4.47

Earlier drilling of the Kalayi tin deposit, which is present from surface, has proven narrow, yet high grade shallow intercepts which have given way to wider high-grade intercepts at depth with subsequent early-2026 drilling.

Further drilling following the end of the reporting period drilled significantly wider high grade tin intercepts in Kalayi than previously encountered. These intercepts are now in the process of being assayed and will feed into a revised mineral resource estimate in due course.

Metallurgical Studies

Whilst the Kalayi tin ore exhibits a simple single-commodity chemistry, the Mont Agoma ore has significant copper and zinc which it is necessary to assess for recovery in the processing design.

Samples of copper and zinc ore were delivered from the Mont Agoma deposit to the SGS laboratory in Lakefield, Canada. These samples were subjected to mineralogical and exploratory metallurgical testing to determine the amenability to commercial extraction.

The results of these tests were highly encouraging.

Copper

The main copper mineral in the copper ore sample is chalcopyrite (8.2%) with minor chalcocite (0.1%) and the sample assayed 2.92% copper and 0.78% zinc.

The sample responded well to flotation processes and there is scope to pre-concentrate the flotation feed with gravity and magnetic separation due to the quartz and iron oxides content reported in the mineralogy. Rougher flotation delivered a concentrate of 8.9% Cu with a copper recovery of 97%. The first timed rougher concentrate graded 18% Cu indicating that cleaner flotation would deliver a concentrate suitable for smelting.

Zinc

The main zinc mineral in the zinc ore sample is sphalerite (27.1%), which assayed at 13.5% zinc. The ore responded well to flotation with recoveries over 99% to concentrate.

Rougher flotation delivered a concentrate grading 37.1% Zn with a zinc recovery of 99.1%. The first timed rougher concentrate assayed 52.1% Zn with a zinc recovery of 89.6%, indicating that cleaner flotation should deliver a concentrate suitable for smelting.

Canadian Critical Minerals Project

Post year end, on 10 March 2026, it was announced that Rome entered into the Option Agreement, covering a number of mineral claims that were posted in the region of the Mount Douglas Granite, a Devonian-age tin-tungsten enriched granite system associated with the Mount Pleasant deposit.

Under the Option Agreement and as operator of the licence associated with the Option Agreement, Rome will fund an exploration programme to evaluate the previously identified mineral showings, primarily of tin and tungsten. This programme, to be conducted through the summer season of 2026, will be a combination of soil sampling and trenching.

On Schouler Mountain, 3km east of the undeveloped Mount Pleasant Fire Tower tin zone, surface sampling will take place along historical IP profiles which showed encouraging resistivity response. In the Square Lake area, surface sampling around historical workings will be taken and assessed for molybdenum and tin potential. Finally, the Victoria Lake cluster of tin-bearing greisen occurrences will be sampled by trenching in order to assess their extent and suitability for drilling in 2027.

The Directors believe that this initial entry into the Maritimes critical mineral play, at a time when the Province of New Brunswick is operating an active strategy of mineral resource development against the global supply constraint outlook, is extremely timely.

Local Communities, Health, Safety and Environment

The Company maintains a strong commitment to the local community in the Bisie region. Demonstrating this commitment, over 40 local personnel are employed to manage both the day-to-day aspects and the security of the operation during the drilling phase along with Congolese national technical staff. The Company maintains a good relationship with the small artisanal operators in the stream section at Kalayi.

There have been no lost-time incidents or environmental incidents reported during the reporting period. The environmental footprint of the operation is minor. The Board note the recent Ebola outbreak in the DRCX. Whilst the outbreak is currently not affecting the region in which the Group operates, nor in any of the transit routes used by Rome's staff, the Board continue to monitor the situation closely.

Mozambique Legacy Claim

There has been limited progress with the settlement of the claim, which came about as a result of the expropriation of a historical ilmenite sand licence in Mozambique. As announced by the Company on 20 March 2025, while it was agreed that 5 replacement licences would be allocated to IM Minerals, the Company has received no confirmation that this has taken place. The Directors continue to pursue a resolution but note that the Company's existing operations will not be significantly impacted by this process.

Outlook

After a year of intense exploration activity, the Company is poised to update the Kalayi tin mineral resource estimate and quantify the additional exploration potential from an airborne geophysical survey. Additional drilling on Mont Agoma is anticipated in order to drill the previously defined copper and tin exploration targets.

The Directors are working towards a commercial solution for both the Kalayi tin and the Mont Agoma polymetallic assets as well as developing the promising early-stage critical minerals project in Canada. It is expected that this year will deliver results on all of these fronts.

Paul Barrett
Chief Executive Officer

24 June 2026

Directors and strategic report for the Period Ended 31 December 2025

Overview

It has been an active year for the Company, pressing ahead with the drilling of both Mont Agoma and Kalayi, resulting in the publication of a maiden Mineral Resource Estimate. Drilling continued into 2026 with the aim of adding additional resource through deeper drilling. In addition, also in early 2026, the Company entered into the Option Agreement in connection with areas of an exciting tin-tungsten play in eastern Canada.

The Company appreciates the continued support of its shareholders in facilitating funding of the venture through 2025 and into 2026.

Cash Balance

The Group's cash balance as at 31 December 2025 was £1,418,000 (2024: £4,485,000).

Dividends

The directors do not recommend the payment of a dividend (2024: £nil).

Events since the end of the year

Information relating to events since the end of the year is given in note 19 to the financial statements.

Directors

The directors who held office at any time during the year ended 31 December 2025 are as follows:

P Barrett
K Eckhof
M Gasson (resigned 14 November 2025)
E Etienvre (resigned 11 December 2025)
M Mathenz (resigned 11 December 2025)
S Tschitembu (resigned 1 September 2025)

The Company has agreed to indemnify its directors against claims against them by reason of the fact that they are or were a director of the Company, and the Company has in place a directors and officers insurance policy.

The Board of Directors is responsible for overseeing the long-term success and strategic direction of the Company in accordance with the schedule of matters reserved for board decision and is responsible for monitoring the activities of the executive management.

Directors' interests in shares

As at 31 December 2025, the interests of the directors' beneficial interests in the shares of Rome Resources Plc (including the beneficial interests of their immediate family) were as follows:

	No. shares held at 31 December 2025	No. shares held at 31 December 2024
Paul Barrett	13,610,108	3,610,108
Klaus Eckhof	439,624,500	475,724,500

Details of directors' remuneration is disclosed in Note 4.

Details of directors' interests in share options and warrants is given in Note 16.

Political donations and expenditure

No charitable or political contributions were made during the current or previous year.

Significant shareholders

As at 22 June 2026, the registered holders of 3% or more of the Ordinary Shares were as follows:

Shareholder	No. of Ordinary Shares held	% of issued share capital held
Stanvic Mining SARL	1,200,000,000	15.63%
Andreas Reitmeier	490,075,000	6.38%
Klaus Eckhof	439,624,600	5.73%
The Estate of Mark Gasson	401,351,600	5.23%

Principal risks and uncertainties

Liquidity risk

The Group has no revenue at the present time and is therefore dependent upon the availability of additional equity finance, which is described in further detail in note 1 to the financial statements under the *going concern* section of

the accounting principles. The availability of additional funding could be influenced by a wide range of factors and risks.

Political Risk

The company's operations are in the democratic Republic of Congo, where unrest and ethnic violence has been a factor in the east of the country for several decades. Whilst the operations continue as normal for the most part, there are occasions where, out of an abundance of caution, the Company pauses its operations. However, the emergence of commercial arrangements with the US government on minerals in the DRC, including the potential for security guarantees, has reduced the perceived risk from insurgents. This has been underscored by International Resource Holding's (owned by the Abu Dhabi Sovereign Wealth fund) C\$503 million acquisition of a 56% stake in the Alphamin tin mine, close by Rome's area of operation.

Dependence on key personnel

The Group and Company is dependent upon its executive management team. Whilst it has entered into contractual agreements with the aim of securing the services of these personnel, the retention of their services cannot be guaranteed. The development and success of the Group depends on its ability to recruit and retain high-quality and experienced staff. The loss of the service of key personnel or the inability to attract additional qualified personnel as the Group grows could have an adverse effect on future business and financial conditions.

Financing risk

The Group has an ongoing requirement to fund its activities through the equity capital markets. There is no certainty such funds will be available when needed. To date the Group has managed to raise the required funds, primarily through equity placements, including placements undertaken during difficult market conditions. The Directors have prepared cash flows forecasts for at least the next 12 months from the date of this report and are confident that the Company will be able to access sufficient financial resources to fund its operations through further equity raises as required during the period.

Health and safety risk

The Group's primary operations are based in the DRC, a country that is currently experiencing an outbreak of Ebola. Whilst the outbreak is currently not affecting the region in which the Group operates, or which the Company's staff travel through, the Company continues to monitor the situation and continually assesses the risks associated with the virus outbreak spreading to the region and how that may impact the Group's workforce, local communities and its operations.

Internal controls and risk management

The directors are responsible for the Group's system of internal financial control. Although no system of internal financial control can provide absolute assurance against material misstatement or loss, the Group's system is designed to provide reasonable assurance that problems are identified promptly and dealt with appropriately.

In carrying out their responsibilities, the directors have put in place a framework of controls to ensure as far as possible that ongoing financial performance is monitored in a timely manner, that corrective action is taken and that risk is identified as early as practicable. The directors keep under constant review, the effectiveness of the internal financial controls, with a strong focus on monitoring the cash position and future cash flows of the business.

Disclosure in the strategic report

Strategic matters relating to the Company throughout the reporting period, including the main trends and factors likely to affect the future development, performance and position of the business, are outlined in the Chairman's Statement.

Section 172 Statement

The Directors have a duty under Section 172 of the Companies Act 2006 to 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 shareholders as a whole, whilst having regard to the interests of other stakeholders and the long-term consequences of decisions.

As an exploration and evaluation company focused primarily on the development of its tin assets in the Democratic Republic of Congo ("DRC"), the Board recognises that creating long-term shareholder value requires the responsible management of a broad range of stakeholder relationships, including shareholders, employees and consultants, local communities, governmental and regulatory authorities, suppliers and contractors, as well as careful stewardship of the environment in which the Company operates.

The Board considers the interests of stakeholders as part of its decision-making process and receives at no less than weekly intervals updates from locally-based management regarding operational activities, health and safety matters, environmental performance, community engagement, security developments and financing activities. These matters are considered alongside the Company's strategic objectives, financial position and risk profile when significant decisions are taken.

During the year, the Board's principal focus was the advancement of the Company's exploration activities at its DRC projects, including the completion of a substantial drilling programme and the delivery of the Company's maiden Mineral Resource Estimate. In approving the allocation of funds raised in the prior period towards these activities, the Board considered the long-term benefits of increasing the geological understanding of the asset base, enhancing the scale and confidence of the resource, and progressing the projects towards future development, whilst balancing the need to preserve capital and maintain financial flexibility.

The Board recognises that maintaining the support of local communities and government stakeholders is critical to the long-term success of the Company's operations. Through its in-country management team, the Company engages regularly with local communities, traditional leaders and governmental authorities to ensure that exploration activities are conducted responsibly and with regard to local priorities and expectations. The Board receives regular reports on community relations and social performance and considers these matters when reviewing operational plans.

The security situation in eastern DRC continued to be closely monitored during the year. Rebel activity in parts of the region resulted in a temporary suspension of field operations for approximately 40 days. The Board maintained regular oversight of developments, prioritising the safety and wellbeing of employees and contractors whilst working with management to minimise operational disruption and preserve the integrity of the exploration programme. Regular assessment of the activities of the M23 rebels is undertaken and currently there has been very little change in the situation on the ground since May 2025, with no discernible increase in risk for the operations. The Board believes that this measured approach balanced the interests of shareholders with its responsibilities to employees, contractors and local stakeholders.

The health and safety of employees and contractors remains a key priority. Following the year end the year, the Board has monitored developments relating to the recent Ebola outbreak reported within the DRC. Whilst the outbreak has not yet affected the region in which the Company operates, management continues to maintain appropriate monitoring and contingency procedures, as it does with any other health risk, and the Board receives regular updates regarding any potential implications for the Group's workforce and operations.

The Board also recognises the importance of environmental stewardship. Exploration activities are planned and conducted with the objective of minimising environmental disturbance and complying with applicable environmental and regulatory requirements. Helicopter-borne operations limit the environmental disturbance to small areas around the drill sites with no tree clearing or civil engineering work undertaken for vehicular access. Environmental considerations are incorporated into operational planning and site management practices, with the Board receiving regular updates on environmental matters as part of its oversight responsibilities.

The Board maintains regular engagement with shareholders through regulatory announcements, investor presentations, meetings with investors, the Company's website and the publication of its annual and interim reports. The Board values shareholder feedback and constantly considers our investors priorities when assessing strategy, capital allocation and corporate governance matters.

By maintaining a strong focus on responsible exploration, stakeholder engagement, health and safety, environmental management and disciplined capital allocation, the Directors believe they have acted throughout the year in a manner most likely to promote the long-term success of the Company for the benefit of its shareholders as a whole, whilst having regard to the interests of the Company's wider stakeholder group..

Statement of directors' responsibilities

The directors are responsible for preparing the Report of the directors 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 financial statements in accordance with UK-adopted International Accounting Standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state that the financial statements comply with UK-adopted International Accounting Standards; 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 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.

Accounting Records

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

Going concern

The Directors have prepared a cashflow assessment for the period to 30 June 2027 being at least 12 months from the date of signing these financial statements which shows that the Group will need additional funding in early 2027 in order to meet its liabilities as they fall due. This cashflow assessment includes costs related to the finalisation of assays from the recently completed drilling campaign, producing the planned upgraded MRE and for undertaking the recently announced airborne geophysics survey, as well ongoing project and corporate costs.

The results from these activities will form the basis of the Group's planning for future phases of resource definition and feasibility work, which will dictate the quantum of any future capital raises.

While there can be no assurance that the Company will be successful in raising additional funds to advance the projects further, the Board are confident that sufficient funding will be available based on the successful raising of significant funds at and since the reverse takeover in 2024 and the continued strong results from the drilling and other resource definition work undertaken to date. However, the Directors note that this requirement to raise additional funding gives rise to a material uncertainty as to the Group's and Company's ability to continue to operate as envisaged.

As an exploration company, by its nature the Group will need to raise additional funds to develop existing and potential future projects and to meet its ongoing corporate costs. There can be no assurance that the Group's projects will be developed in accordance with the current plans, or even successfully at all. Future work on these projects, the levels of production and the financial returns arising therefrom, may be adversely affected by factors outside of the control of the Group inter alia.

However, notwithstanding the loss incurred during the period under review, the Directors have a reasonable expectation that the Group will have sufficient access to funds to provide adequate resources to continue in operational existence for

the foreseeable future being a period of 12 months from the date of signing of these financial statements. The Group has therefore continued to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

The auditors, PKF Littlejohn LLP, will be proposed for reappointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Klaus Eckhof
Director

24 June 2026

Corporate governance statement for the Period Ended 31 December 2025

As an AIM-quoted company, Rome Resources Plc ("Rome" or the "Company") is required to apply a recognised corporate governance code, and to demonstrate how the Group complies with such corporate governance code and where it departs from it.

The Board of Rome believes that a sound corporate governance policy is an essential ingredient to the Company's success. The application of these policies enables key decisions to be made by the Board as a whole, and for the Company to function in a manner that takes into account all stakeholders in the Group, including employees, suppliers and business partners.

The QCA Code's application to the Company, as outlined in its corporate governance statements and disclosures, involves adhering to its principles while considering various expectations, and explaining any deviations from these principles. This supports the Company's medium to long-term success by promoting transparency, accountability, and strong governance practices, which in turn builds investor confidence and fosters a sustainable business environment.

Principle 1: Establish a purpose, strategy and business model which promote long-term value for shareholders

Following the completion of the reverse takeover of Rome Resources, the Company's focus has been to develop the value of the Kalayi and Mont Agoma assets. This strategy has continued since 2024 and has resulted in the publication of a maiden resource with an update pending. The ultimate goal is to monetise these assets for the benefit of shareholders. Inclusion of further early-stage tin projects, such as the one acquired in early 2026, will ensure the Company continues to create additional value from new critical mineral projects.

The Board believes that this strategy was followed with the acquisition of Rome Resources Limited and the strategy going forward requires a revision to take account of the Company's current business and future prospects.

The major risks to the Company's overall strategy are primarily geological and execution risk (i.e. the ability of the Company to successfully build an economically viable mineral resource on its various projects) and the financing risk associated with funding a pre-production exploration and evaluation stage natural resources company.

In relation to cash flow management of the Company, the Directors closely monitor existing and expected cash flow resources and plans for committing these to project development and covering of corporate overheads. In addition, the

Board regularly is in contact with market participants to ensure that sufficient interest and awareness is maintained in the market and that the Company can, generally, raise funding as required.

The Company's corporate purpose is to create sustainable long-term value for shareholders by responsibly discovering, developing and monetising critical mineral assets, with a particular focus on tin and related minerals. This purpose underpins the Board's strategic decisions and the Company's business model, and guides how the Company engages with its employees, host communities and other stakeholders.

Principle 2: Promote a corporate culture that is based on ethical values and behaviours

The Directors recognise that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board seeks to promote a corporate culture that is based on sound ethical values as it believes the tone and culture set by the Board impacts all aspects of the Company, including the way that employees and other stakeholders behave.

The directors, seek regular engagement with major shareholders and investors in order to understand their views on governance and performance against the strategy. Culture is monitored through regular reporting from and discussions with management at both the corporate and operational level throughout the Group. The Board address any shortcomings that are identified promptly. The Board are committed to keeping these processes and arrangements under review as the Group develops.

Principle 3: Seek to understand and meet shareholder needs and expectations

Rome employs a significant number of workers in its operations from the local community. There is a strong ethos of wider DRC community engagement in the operating area, including the provision of exploration camp logistics personnel, security personnel and geologists. The cooperation with the small number of artisanal mining operators is very important and the team ensure these relationships are maintained.

The continuing support of the Company's major shareholders and commitment of the directors and employees is essential to the success of the Company. The directors periodically review the Company's key resources and relationships.

The Company is subject to the rules of AIM. Maintaining a positive relationship with the Company's Nominated Adviser is an important feature of the Company's shares being traded on AIM.

Shareholder input and communication has been actively sought by the Board through direct contact with shareholders at both the Annual General Meeting, monitoring of social media platforms, regular RNS releases, a significant focus on regular updates through a variety of digital platforms, including the Company's website and direct one on one meetings with larger investors. At all times, due regard is given to the price sensitive nature of comments.

All shareholders are encouraged to attend the Company's Annual General Meeting and investors have access to current information on the Company through its website, including a Q&A section allowing investors to ask questions of the Company.

The Board recognises that climate change and environmental stewardship are material considerations for the Company's long-term strategy, particularly given the nature of its mineral assets and operations. The Company is at a pre-production stage, however the Board are committed to ensuring that future feasibility studies on its projects will incorporate environmental planning into its development framework including assessment of climate-related risks and opportunities, energy consumption, carbon footprint, and environmental permitting requirements. The Board will continue to develop its

approach to climate-related disclosures as the Company advances towards production, including the publication of a Sustainability Report.

Principle 4: Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

The management of the business and the execution of the Group's strategy are subject to a number of risks. The Group regularly reviews the principal risks that face the business and assesses appropriate responses to mitigate and, where possible, eliminate potential adverse impact.

The Board obtains assurance over the effectiveness of its risk management and internal control arrangements through review of management accounts and financial reporting at each board meeting, direct oversight by the Audit Committee of financial reporting and audit findings, and operational reporting from the DRC projects. In the Board's opinion, the Group is not of a sufficient size or complexity to warrant an internal audit function at this time, but will keep this under review as it grows and develops.

The Board recognises the importance of its employees and consultants and that their engagement, safety and wellbeing are material to the long-term success of the business. The Company maintains direct communication with all site personnel and encourages open reporting of safety or conduct concerns.

Principle 5: Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Board is responsible for establishing and maintaining the Company's risk management framework and systems of internal control and for reviewing their effectiveness. The Board recognises that effective risk management is critical to the successful execution of the Company's strategy

The Company's risk management framework is designed to identify, assess, monitor and mitigate risks which may affect the achievement of the Company's strategic objectives, whilst also enabling the Company to identify and pursue opportunities in a disciplined and responsible manner.

Risk management is embedded throughout the organisation and forms part of the Company's operational and strategic decision-making processes. The Board identifies key risks and incorporates these into Board and Management level discussions on a regular basis.

Responsibility for the day-to-day management of risk has been delegated to the executive management team, with oversight provided by the Board and the Audit Committee. Management is responsible for implementing controls and monitoring compliance with Company policies and procedures across both the UK corporate function and in-country operations.

The Board places particular emphasis on governance and compliance procedures given the Company's operations in the DRC. The Company maintains policies and controls relating to anti-bribery and corruption, delegated authorities, financial reporting, insider dealing and ethical business conduct. Employees and contractors are expected to comply with these policies and are encouraged to report concerns through established reporting channels.

The Company's internal controls include defined approval authorities, budgeting and cash flow monitoring procedures, regular operational reporting, contract approval processes and oversight of exploration expenditure. The Board receives regular financial and operational reports to enable it to monitor performance against budgets, work programmes and strategic objectives.

Given the Company's current size and stage of development, the Board does not presently consider it proportionate to establish a dedicated Risk Committee. However, the Board reviews this position periodically and may implement additional assurance functions as the Company grows and its operations become more complex.

The Board considers emerging risks and opportunities as part of its regular strategic reviews and seeks to ensure that the Company maintains sufficient flexibility to respond appropriately to changes in market conditions, regulatory developments and operational circumstances. The Company's risk management and internal control systems are continually reviewed and enhanced to ensure they remain appropriate for the Company's activities and stage of development.

Principle 6: Establish and maintain the board as a well-functioning, balanced team led by the chair

The Board acknowledges the need to bring in greater independence following a restructuring on the Board in late 2025, with the resignation of Non-executive Directors Marc Mathenz and Edouard Etienvre, and the passing of Mark Gasson. A new Non-Executive, Director Stephane Mutombo, has been recently appointed to the Board, and a further potential independent Non-Executive Director Edward Loye, has also recently joined.

The Board recognises the importance of robust, independently led audit and remuneration committees vis-à-vis maintaining strong corporate governance. Following these appointments the Board intends to review the composition of the committees.

The Board makes share options available to non-executive directors in order to attract and retain directors of the calibre necessary for the Company to succeed whilst minimising any cash costs that would otherwise be incurred. The award of share options to directors is not considered to result in their independence being impaired; on the contrary, it is believed that modest and measured awards will provide a cost-effective mechanism to align directors' interests with those of shareholders.

All directors are expected to devote such amount of time as is necessary for the proper performance of their duties. In the case of the non-executive directors, this is expected to spend a minimum of 5 days per month on work for the Company, including time spent at board meetings and in attending any general meetings.

Principle 7: Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

Given the size of the Company and Board, formal board performance measures have not been independently developed. The Company relies upon the market and shareholder feedback to assess the Board's performance.

The Board recognises that an effective governance structure, together with an appropriate balance of skills, experience and independence, is fundamental to supporting the Company's strategy and long-term success. As an AIM-quoted mineral exploration and evaluation company with operations in the Democratic Republic of Congo ("DRC"), the Company seeks to ensure that the Board and its committees possess the capabilities necessary to oversee the risks and opportunities associated with operating in the natural resources sector and in emerging market jurisdictions.

As detailed in Principle 6, the Board has recognised the need to bring in additional Non-Executive Directors and has acted upon this with the new appointments made and planned. The Board believe that following these appointments it will have the necessary mix of skills, experience and executive and non-executive roles suitable for the Company in its current stage of development.

The non-executive directors are responsible for providing independent judgement, constructive challenge and oversight of executive management. The Board considers that the non-executive directors will contribute an appropriate degree of independence, experience and sector expertise.

The Board recognises the importance of maintaining up-to-date knowledge and capabilities. Directors receive ongoing briefings on regulatory, governance and industry developments relevant to the Company and are encouraged to undertake continuing professional development where appropriate. The Board also receives regular updates from its advisers in relation to AIM Rules, corporate governance developments and changes in relevant legal and regulatory requirements.

Principle 8: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

Given the Company's current size and stage of development as an exploration and evaluation company, the Board currently conducts these evaluations through an internally facilitated review process led by the Chair. The process includes consideration of:

- the balance of skills, experience and independence on the Board;
- the effectiveness of Board and Committee meetings;
- the quality and timeliness of information provided to the Board;
- strategic oversight and monitoring of operational performance;
- succession planning and Board composition;
- the effectiveness of communication between directors and management; and
- the Board's oversight of risk management, governance and stakeholder engagement.

The Chair regularly reviews the performance and contribution of individual directors to ensure that each director continues to demonstrate sufficient commitment and maintains the appropriate skills and knowledge required to fulfil their duties effectively.

The Board also reviews the effectiveness of its committees, including whether their terms of reference and delegated authorities remain appropriate. Recommendations arising from Board evaluations are considered by the Board and, where appropriate, implemented as part of the Company's ongoing governance development.

The Company recognises that its governance requirements are likely to evolve as its operations and activities develop. The Board therefore seeks to maintain a culture of continuous improvement and periodically considers whether additional governance measures, including externally facilitated Board evaluations, would be appropriate as the Company grows.

The Board believes that the current evaluation processes are proportionate and appropriate for the Company's present size and stage of development and support the continued effectiveness of the Board and its governance framework.

Principle 9: Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture

The Committee has adopted a remuneration policy designed to attract, retain and motivate directors and senior management of the calibre required to deliver the Company's strategy, while aligning their interests with those of shareholders and avoiding remuneration structures that incentivise excessive risk-taking. The Remuneration Committee reviews the remuneration policy annually and makes recommendations to the full board.

The Board is aware of the recommendation for an advisory vote on the Directors' remuneration report at the Annual General Meeting but has determined not to adopt it at this time. The Company has not historically provided for such a vote and, given the current size and stage of development of the Company, does not consider it proportionate to do so. The Board will keep this position under review.

Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

The Directors believe a healthy dialogue exists between the Board, the Company's shareholders and other stakeholders. The Board take an active interest in the feedback from social media platforms as well as the Company website Q&A section and undertakes a variety of video interviews that are made available to stakeholders through a variety of platforms.

In addition, all shareholders are encouraged to attend the Company's Annual General Meeting. The outcomes of all shareholder votes are disclosed in a clear and transparent manner via a regulatory information service, such as RNS of the London Stock Exchange.

ON BEHALF OF THE BOARD:

Klaus Eckhof
Director
24 June 2026

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROME RESOURCES PLC

Opinion

We have audited the financial statements of Rome Resources Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statement of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2025 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent 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.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which indicates that as a result of the group and the parent company not generating revenue, additional cash resources are expected to be required in order for the group and the parent to continue its operations and continue as a going concern. As stated in note 1, these events or conditions, along with the other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the group and the parent company's ability to continue as a going concern. Our opinion is not modified in respect of this 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 company's

ability to continue to adopt the going concern basis of accounting included:

- Challenging the inputs and assumptions used in the forecasts prepared by management to assess the group's and company's ability to meet financial obligations as they fall due for a period of at least twelve months from the date of approval of the financial statements;
- Discussing with management as to the strategies that they are pursuing to secure further funding if and when required, considering history in relation to the ability to raise funds;
- Checking the mathematical accuracy of the cashflow forecasts scenarios prepared by management;
- Identifying and evaluating subsequent events which affect going concern;
- Verifying forecasts against post year end information (cash position per bank statements, general ledgers); and
- Assessing the adequacy of the disclosures in respect of going concern including the uncertainty over the ability to raise additional funds.

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. The materiality applied to the group financial statements was set at £283,000 (2024: £273,000), with performance materiality set at £198,000 (2024: £191,000).

Materiality has been calculated using the benchmark of 2% of the net assets of the group as at 31 December 2025, which we have determined, in our professional judgement, to be the principal benchmark within the financial statements relevant to members of the group in assessing financial performance. A benchmark of 70% (2024: 70%) performance materiality was applied during our audit of the group as we believed this gave sufficient coverage of significant and residual risks within the financial statements.

The materiality applied to the parent company financial statements was £282,000 (2024: £198,000) calculated using the benchmark of 2% of the net asset value as at year end and restricted to below group overall materiality. The performance materiality was again set at 70% (2024: 70%), being £197,000 (2024: £138,000). For each component in the scope of our group audit, we allocated a materiality that was less than our overall group materiality. We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £14,100 (2024: £13,000) at group level, and £13,100 (2024: £9,000) at company level.

We applied the concept of materiality both in planning and performing the audit, and in evaluating the effect of misstatement.

Our approach to the audit

Our audit was risk based and was designed to focus our efforts on the areas at greatest risk of material misstatement, aspects subject to significant management judgement as well as greatest complexity, risk and size.

The group includes the company and its subsidiaries, Pathfinder Battery Commodities Ltd, Rome Resources Limited ("RRL"), Mont Agoma SARL ("MA"), Medidoc-RD Congo SARL ("MRDC") and Kalayi Tin SARL ("KT"). Pathfinder Battery Commodities Ltd was dormant during the year.

The scope of our audit was based on the significance of each of the components' operations and materiality. Each component was assessed as to whether they were significant or not to the Group by either their size or risk. The Company, RRL, MA, MRDC and KT were identified as material components due to their size and identified risks. As a result, full scope audits of these entities were carried out by us as the Group auditor.

In designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors and considered future events that are inherently uncertain. These areas of estimate and judgement included:

- The classification and valuation of intangible exploration and evaluation assets (Group);
- Recoverability of investment in subsidiary undertakings and recoverability of intercompany receivables (Company); and
- Valuation of share-based payments (Group and Company).

We also addressed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

The Company's accounting function is based in the United Kingdom, with the subsidiary accounting functions based in Canada (RRL) and the Democratic Republic of Congo (MA, MRDC, KT). The audit was performed by our team in London with regular contact maintained with Group and Company management throughout.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Classification and Valuation of intangible exploration and evaluation assets (Group) - Note 9	
The Group's components (Rome Resources Limited, Medidoc-RD Congo SARL, Mont Agoma SARL, Kalayi Tin SARL) hold material intangible assets amounting to £13m relating to capitalised costs in respect of a number of mineral exploration projects in the Democratic Republic of Congo (DRC). There is the risk that these assets are overstated as a result of additions being incorrectly capitalised through not meeting the criteria per IFRS 6 and also that indicators of impairment exist as of 31 December 2025 which would trigger the need for impairment. Early-stage exploration projects involve a high level of judgement in assessing impairment under IFRS 6, particularly where the calculation of recoverable amount using value in use is not feasible. In such cases, management must rely on estimates and qualitative factors to determine whether impairment indicators exist. We consider this to be a Key Audit Matter given the significant judgements that are made within the impairment assessment carried out by management.	Our work in this area included: · Obtaining and challenging management's assessment of potential impairment; · Discussing with management and evaluating the development of the projects during the period, and subsequent to the period end, for evidence of impairment indicators in accordance with IFRS 6; · Where applicable, obtaining and reviewing applicable correspondence and agreements (JV agreements, license agreements) to ensure transactions are accounted for in accordance with the terms therein; · Obtaining and inspecting board minutes and Regulatory News Services (RNSs) which included updates on the exploration activities incurred during the year and assessed for any indications of impairment; · Confirming that good title to the license areas exists as at the period-end and to check if any minimum spend commitments are met and that the group is complying with the terms of the licenses; · Review of the Mineral resource estimate report relating to Bisie north project; · Substantively attesting a sample of additions and ensuring they have been capitalised appropriately under the guidance of IFRS 6; and · Reviewing the disclosures in the financial statements, including those relating to estimates and judgements used, and evaluating their completeness in the accounting period. We note that the Group's Bisie Northeast - exploration licence PR15130 which is due to expire in December 2026, and for which renewal applications will be submitted. The Directors are not aware of any reason why the license will not be renewed.
Recoverability of the investment in subsidiary undertakings and recoverability of intercompany receivables (Company) - Note 8 and 10	
Investments in subsidiaries and intercompany receivables are significant assets in the Parent Company's financial	Our work in this area included:

statements. Their recoverability is directly linked to the recoverability of the intangible assets in those entities, and hence there is a risk that these may not be fully recoverable.

Given the size of these assets and the connection with the valuation of the intangible exploration and evaluation assets noted above, we determined this to be a key audit matter.

- Confirming ownership documents for investments in subsidiaries held by the parent company;
- Confirming the existence of intercompany receivables and conducting substantive procedures to test the completeness, accuracy, and validity of loan balances and transactions. This included reconciling intercompany loan balances between entities' general ledgers;
- Reviewing and challenging management's impairment assessment of the valuation of investments per IAS 36 Impairment of assets, with reference to the carrying values of the underlying intangible assets in accordance with IFRS 6;
- Reviewing management's assessment of the recoverability of intragroup balance receivables; and
- Evaluating and presentation and disclosures in the financial statements.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company 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.

Opinions on other matters prescribed by the Companies Act 2006

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.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, review of RNS announcements, review of board meeting minutes, and experience of the sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from
 - o AIM Rules for Companies;
 - o UK Companies Act 2006;
 - o UK - adopted international accounting standards;
 - o UK Employment Laws and Health and Safety Regulations;
 - o UK , Canada and Democratic Republic of the Congo Tax Laws;
 - o Local laws and regulations in the Democratic Republic of the Congo and Canada, including mining laws;
 - o Environmental laws;
 - o General Data Protection Regulations;
 - o Anti-Bribery Act;
 - o Anti-Money Laundering Regulations
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
 - o Enquiries of management
 - o Reviewing the board minutes and RNS announcements
 - o Reviewing the nature of legal and professional expenditure incurred in the period to assess for any evidence of non-compliance with laws and regulations
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the potential for management bias. Key management judgements have been identified above (see "our approach to audit"). We addressed these areas by challenging the assumptions/judgements made by management and designing audit procedures to either recalculate the balance or review management's workings agreeing key assumptions to supporting documentation and sensitising to assess the reasonableness of the inputs used.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.
- Compliance with laws and regulations at the subsidiary level was ensured through enquiry of management, review of the subsidiary ledgers and correspondence for any evidence of instances of non-compliance.

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

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

Use of our report

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

Zahir Khaki (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor
24 June 2026

30 Churchill Place
Canary Wharf
London E14 5RE

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2025

	Note	12 months to 31 December 2025 £'000	15 months to 31 December 2024 £'000
CONTINUING OPERATIONS			
Revenue		-	-
Administrative expenses	3, 4	(1,359)	(2,326)
OPERATING LOSS		(1,359)	(2,326)
Reverse acquisition expense	18	-	(2,463)
Finance income/(expense)		96	9
(LOSS) BEFORE INCOME TAX		(1,263)	(4,780)
Income tax	5	-	-
(LOSS) FOR THE PERIOD		(1,263)	(4,780)
Other comprehensive income/(loss)			
Items which may be reclassified to profit and loss			

Foreign currency translation differences of foreign operations		(517)	-
Total comprehensive loss for the period attributable to equity holders of the parent		(1,180)	(4,780)
Loss per share from continuing operations in pence per share: Basic and diluted	7	(0.0204)	(0.1677)

**Consolidated Statement of Financial Position
as at 31 December 2025**

	Note	Year ended 31 December 2025 £'000	15 months ended 31 December 2024 £'000
NON-CURRENT ASSETS			
Exploration assets	9	13,246	10,670
Property, plant and equipment		9	9
TOTAL NON-CURRENT ASSETS		13,255	10,679
CURRENT ASSETS			
Trade and other receivables	10	144	167
Cash and cash equivalents	11	1,418	4,485
TOTAL CURRENT ASSETS		1,562	4,652
TOTAL ASSETS		14,817	15,331
EQUITY AND LIABILITIES			
Capital and reserves attributable to equity holders of the Company:			
Share capital	12	25,322	24,257

Share premium	12	20,592	19,768
Share based payment reserve		19	43
Reverse acquisition reserve	18	(22,157)	(22,157)
Warrant reserve	12	1,946	2,011
Merger Reserve		4,703	4,703
Foreign currency translation reserve		(806)	(289)
Accumulated deficit		(16,098)	(14,989)
TOTAL SHAREHOLDER EQUITY		13,521	13,347
Non-Controlling Interest		620	620
TOTAL EQUITY		14,141	13,967
NON-CURRENT LIABILITIES			
Loans	13	248	254
		248	254
CURRENT LIABILITIES			
Trade and other payables	13	428	1,110
		428	1,110
TOTAL LIABILITIES		676	1,364
TOTAL EQUITY AND LIABILITIES		14,817	15,331

The financial statements were approved for issue by the Board of Directors on 24 June 2026 and were signed on its behalf by:

Paul Barrett
Director

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2025

	Called up share capital £'000	Share premium £'000	Share based payment reserve £'000	Warrant reserve £'000	Shares to issue £'000	Accumulated deficit £'000	Reverse acquisition reserve £'000
Balance at 30 September 2023 (unaudited)	11,941	-	2,134	-	-	(11,152)	
Total comprehensive loss for the year	-	-	-	-	-	(4,780)	
Issue of share capital	453	-	-	-	-	-	
Shares issued for acquisition of assets	3,320	-	-	-	-	-	
Share warrants issued	-	-	20	-	-	-	
Non-controlling interest on acquisition	-	-	-	-	-	-	
Foreign exchange movements	(1,000)	-	(179)	-	-	932	
Derecognition of Rome Resources Ltd Equity at acquisition	(14,715)		(1,975)				16,971
Recognition of Rome Resources Plc Equity at acquisition	19,243	15,402	43	11			(34,691)
Issue of shares for acquisition	2,352	-	-	-	-	-	(4,437)
Issue of placing shares - net of share issue costs	2,663	4,982	-	-	-	-	
Warrants issued on placing	-	(616)	-	616	-	-	
Warrants issued on acquisition	-	-	-	1,395	-	-	
Warrants lapsed	-	-	-	(11)	-	11	
Balance at 30 December 2024	24,257	19,768	43	2,011	-	(14,989)	(22,157)
Loss for the year	-	-	-	-	-	(1,263)	
Foreign exchange movements	-	-	-	-	-	-	
Total comprehensive loss for the year	-	-	-	-	-	(1,263)	
Issue of share capital - net of share issue costs	1,065	889	-	-	-	-	
Share warrants issued	-	(65)	-	65	-	-	
Warrants lapsed	-	-	(24)	(130)	-	154	
Balance at 31 December 2025	25,322	20,592	19	1,946	-	(16,098)	(22,157)

Consolidated Statement of Cash Flows
for the Year Ended 31 December 2025

	Note	Year ended 31 December 2025 £'000	15 months ended 31 December 2024 £'000
Cash flows from operating activities			
Loss before tax		(1,263)	(4,780)
Adjustments for:			
Finance income		(96)	(9)
Reverse acquisition expense		-	2,463
Share-based payments		-	1,413
Expenses settled in shares		24	-
Unrealised foreign exchange movements	17	(166)	(76)
Net cash flow from operating activities before changes in working capital		(1,501)	(989)
Changes in working capital:			
(Decrease)/increase in trade and other payables	13	(503)	702
(Increase) in trade and other receivables	10	(154)	(167)
Net cash flow used in operating activities		(2,158)	(454)
Cash flow from investing activities			
Purchase of plant and equipment		(1)	(9)
Cash acquired on acquisition		-	20
Exploration expenditure		(2,916)	(4,201)
Interest received	17	96	9
Net cash flow from investing activities		(2,821)	(4,181)
Cash flow from financing activities			
Proceeds arising as a result of the issue of ordinary shares		2,106	8,260
Costs related to issue of ordinary share capital		(205)	(555)
Proceeds from borrowings	13	-	1,362
Net cash flow from financing activities		1,901	9,067
Net (decrease)/increase in cash and cash equivalents in the period		(3,078)	4,432
Cash and cash equivalents at beginning of the period		4,485	53
Effects of exchange rate changes on the balance of cash		11	-
Cash and cash equivalents at end of the period	11	1,418	4,485

Major non-cash transactions

- During the period Rome Resources Plc issued a total of 1,108,000,000 warrants in relation to 2 equity placings that took place during the year, details of which can be found in notes 12 and 16.

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
NON-CURRENT ASSETS			
Property, plant and equipment		1	
Investments in subsidiaries	8	8,447	8,447
TOTAL NON-CURRENT ASSETS		8,448	8,447
CURRENT ASSETS			
Trade and other receivables	10	127	217
Intercompany	10	5,437	2,282
Cash and cash equivalents	11	1,382	4,330
TOTAL CURRENT ASSETS		6,946	6,829
TOTAL ASSETS		15,394	15,276
EQUITY AND LIABILITIES			
Capital and reserves attributable to equity holders of the Company:			
Share capital	12	25,322	24,257
Share premium	12	20,592	19,768
Share based payment reserve		19	42
Warrant reserve	12	1,946	2,011
Merger reserve		4,703	4,703
Accumulated deficit		(37,512)	(36,402)
TOTAL EQUITY		15,070	14,379
CURRENT LIABILITIES			
Trade and other payables	13	324	897
TOTAL LIABILITIES		324	897
TOTAL EQUITY AND LIABILITIES		15,394	15,276

The Company has taken exemptions allowed under section 408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The loss after tax of the parent Company for the year was £1,263 (2024: £3,233).

The financial statements were approved and authorised for issue by the Board of Directors on 24 June 2026 and were signed on its behalf by:

Paul Barrett
Director

Company Statement of Changes in Equity for the Year Ended 31 December 2025

Called up share capital £'000	Share premium £'000	Share based payment reserve £'000	Warrant reserve £'000	Shares to issue reserve £'000	Merger Reserve £'000	Accumulated deficit £'000	Total equity £'000
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Balance at 1 December 2023	18,717	14,239	162	104	-	-	(33,357)	(135)
Total comprehensive loss for the year	-	-	-	-	-	-	(43)	(43)
Issue of share capital	100	400	-	-	-	-	-	500
Cost of share issue	-	(25)	-	-	-	-	-	(25)
Shares to issue	-	-	-	-	1,215	-	-	1,215
Share based payments	-	(1)	(120)	(93)	-	-	220	6
Balance at 31 December 2023	18,817	14,613	42	11	1,215	-	(33,180)	1,518
Total comprehensive loss for the year	-	-	-	-	-	-	(3,233)	(3,233)
Issue of share capital	5,440	6,775	-	-	(1,215)	4,703	-	15,703
Cost of share issue	-	(1,004)	-	-	-	-	-	(1,004)
Share based payments	-	(616)	-	616	-	-	-	-
Warrants issued on acquisition	-	-	-	1,395	-	-	-	1,395
Warrants lapsed	-	-	-	(11)	-	-	11	-
Balance at 31 December 2024	24,257	19,768	42	2,011	-	4,703	(36,402)	14,379
Total comprehensive income for year	-	-	-	-	-	-	(1,263)	(1,263)
Issue of share capital	1,065	889	-	-	-	-	-	1,954
Cost of share issue	-	(65)	-	65	-	-	-	-
Share based payments	-	-	-	-	-	-	-	-
Warrants issued on acquisition	-	-	-	-	-	-	-	-
Warrants lapsed	-	-	(23)	(130)	-	-	153	-
Balance at 31 December 2025	25,322	20,592	19	1,946	-	4,703	(37,512)	15,070

**Company Statement of Cash Flows
for the Year Ended 31 December 2025**

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Cash flows from operating activities			
Loss before tax		(1,263)	(3,233)
Adjustments for:			
Finance income		(96)	(60)
Share-based payments		-	1,394
Expenses settled in shares	16	24	-
Unrealised foreign exchange movements		13	7
Net cash flow from operating activities before changes in working capital		(1,322)	(1,892)

Changes in working capital:			
(Increase) in trade and other receivables	10	(554)	(67)
Increase in trade and other payables	13	72	629
Net cash flow used in operating activities		(1,804)	(1,330)
Cash flow from investing activities			
Interest received		96	60
Advances to subsidiaries		(3,140)	(2,282)
Loan to Rome Resources Ltd		-	(1,159)
Purchase of plant and equipment		(1)	-
Net cash flow from investing activities		(3,045)	(3,381)
Cash flow from financing activities			
Proceeds arising as a result of the issue of ordinary shares		2,106	8,260
Costs related to issue of ordinary share capital		(205)	(615)
Net cash flow from financing activities		1,901	7,645
Net increase in cash and cash equivalents in the year		(2,948)	2,934
Cash and cash equivalents at beginning of the year		4,330	1,396
Cash and cash equivalents at end of the year	11	1,382	4,330

Major non-cash transactions

- During the period Rome Resources Plc issued a total of 1,108,000,000 warrants in relation to 2 equity placings that took place during the year, details of which can be found in notes 12 and 16.

1. ACCOUNTING POLICIES

General information

Rome Resources Plc (formerly Pathfinder Minerals Plc) is a public limited company, quoted on AIM and is incorporated, registered and domiciled in England. On 26 July 2024 the Company changed its name from Pathfinder Minerals Plc to Rome Resources Plc.

The principal activity of the Company and its subsidiaries (together the "Group") is the evaluation and development of Tin assets in the Democratic Republic of Congo ("DRC").

The current Group was formed through a Reverse Takeover ("RTO") acquisition by the Company of Rome Resources Limited and its subsidiaries on 26th July 2024. The Group's comparative figures reflect the 15-month period to 31 December 2024 of Rome Resources Limited and its subsidiaries, and the Company figures from the date of RTO.

Company figures reflect the years ended 31 December 2025 and 2024.

The Company's registered office is 167-169 Great Portland Street, Fifth Floor, London, England, W1W 5PF.

Basis of preparation

These financial statements have been prepared in accordance with UK-adopted International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IASs) and with those parts of the Companies Act 2006 applicable to companies reporting under IASs. The financial statements have been prepared under the historical cost convention. The functional and presentational currency of the Company is Pound Sterling. The functional currency of the Company's DRC based subsidiaries is US Dollars, and its Canadian subsidiary is Canadian Dollars.

New standards, amendments and interpretations adopted by the Company

The IASB and IFRS Interpretations Committee have issued the following standards and interpretations with an effective date of implementation for accounting periods beginning after the date on which the Group's financial statements for the current year commenced.

The following standards and amendments have been issued but are not yet effective for the year ended 31 December 2025 and have not been early adopted by the Group:

Standard or Amendment	Effective for accounting periods beginning on or after	Expected Impact
Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures	1 January 2026	None
Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards	1 January 2026	None
Amendments to IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7	1 January 2026	None
Amendments to IFRS 9 Financial Instruments	1 January 2026	None
Amendments to IFRS 10 Consolidated Financial Statements	1 January 2026	None
Amendments to IAS 7 Statement of Cash flows	1 January 2026	None
Contracts Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS	1 January 2026	None
IFRS 18 Presentation and Disclosure of Financial Statements	1 January 2027	Assessment ongoing

The Directors do not expect the adoption of these amendments and new standards to have a material impact on the Group's financial statements, with the exception of presentational changes as a result of IFRS 18. Given that IFRS 18 is not effective until the period beginning 1 January 2027, the impact assessment of this standard is ongoing and will be considered further in the coming years.

Going concern

The Directors have prepared a cashflow assessment for the period to 30 June 2027 being at least 12 months from the date of signing these financial statements which shows that the Group will need additional funding in early 2027 in order to meet its liabilities as they fall due. This cashflow assessment includes costs related to the finalisation of assays from the recently completed drilling campaign, producing the planned upgraded MRE and for undertaking the recently announced airborne geophysics survey, as well ongoing project and corporate costs.

The results from these activities will form the basis of the Group's planning for future phases of resource definition and feasibility work, which will dictate the quantum of any future capital raises.

While there can be no assurance that the Company will be successful in raising additional funds to advance the projects further, the Board are confident that sufficient funding will be available based on the successful raising of significant funds at and since the reverse takeover in 2024 and the continued strong results from the drilling and other resource definition work undertaken to date. However, the Directors note that this requirement to raise additional funding gives rise to a material uncertainty as to the Group's and Company's ability to continue to operate as envisaged.

As an exploration company, by its nature the Group will need to raise additional funds to develop existing and potential future projects and to meet its ongoing corporate costs. There can be no assurance that the Group's projects will be developed in accordance with the current plans, or even successfully at all. Future work on these projects, the levels of production and the financial returns arising therefrom, may be adversely affected by factors outside of the control of the Group inter alia.

However, notwithstanding the loss incurred during the period under review, the Directors have a reasonable expectation that the Group will have sufficient access to funds to provide adequate resources to continue in operational existence for the foreseeable future being a period of 12 months from the date of signing of these financial statements. The Group has therefore continued to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Basis of consolidation

The Consolidated Financial Statements consolidate the Financial Statements of the Company and the subsidiary

all of its subsidiary for all periods presented.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 3 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Investments in subsidiaries are accounted for at cost less impairment.

Where considered appropriate, adjustments are made to the financial information of subsidiaries to bring the accounting policies used into line with those used by other members of the Group. All intercompany transactions and balances between Group enterprises are eliminated on consolidation.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are considered in arriving at the operating result.

Employee benefit costs

The Group makes available a defined contribution pension scheme to eligible employees. Any contributions paid to the Group's pension scheme are charged to the income statement in the period to which they relate.

Equity instruments and reserves description

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

Ordinary shares are classified as equity. Deferred shares are classified as equity but have restricted rights such that they have no economic value.

Share capital account represents the nominal value of the ordinary and deferred shares issued.

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

Share based payment reserve represents equity-settled share-based employee remuneration until such share options are exercised.

Warrant reserve represents equity-settled share-based payments until such share warrants are exercised.

The merger reserve arose on the Reverse Takeover of Rome Resources Ltd and represents the premium element of the shares issued to acquire 100% of the equity of Rome Resources Ltd.

The foreign currency translation reserve represents the effect of changes in foreign exchange rates on the share capital on Rome Resources Limited eliminated on consolidation.

The reverse acquisition reserve was recognised during the formation of the Group at the time of the Reverse Takeover, when the legal acquiree was considered to be the accounting acquirer under IFRS 3. As a result, a reverse acquisition reserve was recognised on consolidation, details of which can be found in note 18.

Share-based payments

Where equity settled share options or warrants are awarded, the fair value of the options at the date of grant is charged to the statement of comprehensive income over the vesting period. Non-market vesting conditions are considered by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest.

Exploration and Evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, including drilling, sampling, assays, and resource estimation and modelling work and assessments of technical feasibility, as well as costs associated with running those projects and operating in those jurisdictions. In addition, they include the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalised. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss as property investigation costs.

Option payments received are treated as a reduction of the carrying value of the related exploration and evaluation properties and deferred costs until the receipts are in excess of costs incurred, at which time they are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Exploration and evaluation assets are not amortised but are assessed for impairment, with an impairment test being required when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The assessment is carried out by allocating exploration and evaluation assets to cash generating units, which are based on specific projects or geographical areas. Whenever the exploration for and evaluation of mineral resources does not lead to the discovery of commercially viable quantities of mineral resources or the Group has decided to discontinue such activities of that unit, the associated expenditures are written off to profit or loss.

Financial instruments

Trade and other receivables

Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Trade and other receivables are accounted for at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, considering the age of the debt, historical experience and general economic conditions. If a trade debt is determined to be uncollectable, it is written off, firstly against any provisions already held and then to the statement of comprehensive income. Subsequent recoveries of amounts previously provided for are credited to the statement of comprehensive income.

Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss in accordance with the expected credit loss model under IFRS 9. For trade and other receivables which do not contain a significant financing component, the Company applies the simplified approach. This approach requires the allowance for expected credit losses to be recognised at an amount equal to lifetime expected credit losses. For other debt financial assets, the Company applies the general approach to providing for expected credit losses as prescribed by IFRS 9, which permits for the recognition of an allowance for the estimated expected loss resulting from default in the subsequent 12-month period. Exposure to credit loss is monitored on a continual basis and, where material, the allowance for expected credit losses is adjusted to reflect the risk of default during the lifetime of the financial asset should a significant change in credit risk be identified.

The majority of the Company's financial assets are expected to have a low risk of default. A review of the historical occurrence of credit losses indicates that credit losses are insignificant due to the size of the Company's clients and the nature of its activities. The outlook for the natural resources industry is not expected to result in a significant change in the Company's exposure to credit losses. As lifetime expected credit losses are not expected to be significant the Company has opted not to adopt the practical expedient available under IFRS 9 to utilise a provision matrix for the recognition of lifetime expected credit losses on trade receivables. Allowances are calculated on a case-by-case basis based on the credit risk applicable to individual counterparties.

Trade and other payables

Trade and other payables are held at amortised cost which equates to nominal value.

Loans and borrowings

All loans and borrowings which are financial instruments are initially recognised at the present value of cash payable to the lender (including interest). After initial recognition they are measured at amortised cost using the effective interest rate method. The effective interest rate amortisation is included in finance costs in the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions and liquid investments generally with maturities of 3 months or less. They are readily convertible into known amounts of cash and have an insignificant risk of changes in values.

Taxation

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

The tax currently payable is based on taxable profit for the period. Taxable profit differs from the net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Critical accounting estimates and judgements

The preparation of financial information in accordance with generally accepted accounting practice, in the case of the Group using IFRSs, requires the directors to make estimates and judgements that affect the reported amount of assets, liabilities, income and expenditure and the disclosures made in the financial statements. Such estimates and judgements must be continually evaluated based on historical experience and other factors, including expectations of future events.

Details of accounting estimates and judgements that have the most significant effect on the amounts recognised in the financial statements have been disclosed under the relevant note or accounting policy for each area where disclosure is required.

Impairment of investments in and loans to subsidiaries

The Group and Company assess at each reporting date whether there is any objective evidence that investments in and loans to subsidiaries are impaired. To determine whether there is objective evidence of impairment, a considerable amount of estimation is required in assessing the likely ultimate realisation of those investments and loans. Such assessments include the potential value of the underlying projects and assets held within those subsidiaries and an assessment of the cashflows that may be generated by them in the future.

Recoverable value of exploration assets

The carrying value of exploration and evaluation assets is assessed for impairment under the provisions of IFRS 6. Evaluation results achieved to including drilling, sampling, and resource modelling work and are assessed for any indicators of potential impairment. The Directors have concluded that no such impairment indicators exist at the Balance Sheet date.

Valuation of share-based payments to employees

The Company estimates the expected value of share-based payments to employees and this is charged through the income statement over the vesting period. The fair value is estimated using the Black Scholes valuation model which requires a number of assumptions to be made such as level of share vesting, time of exercise, expected length of service and employee turnover and share price volatility. This method of estimating the

value of share-based payments is intended to ensure that the actual value transferred to employees is provided for by the time such payments are made.

2. SEGMENTAL REPORTING

The Group has one activity only. The whole of the value of the Group's net assets in their respective financial statements at 31 December 2025 and 31 December 2024 were attributable to Exploration and Evaluation projects in the DRC.

3. OPERATING LOSS

Group

	2025 (12 months) £'000	2024 (15 months) £'000
Loss from operations has been arrived at after charging:		
Directors' Remuneration	394	244
Share based payment charge	-	1,413
Foreign exchange loss/(gain)	70	(111)
Fees payable to the Company's auditor for the audit of the Group and Company's financial statements	45	48

4. EMPLOYEES AND DIRECTORS

The average number of persons employed by the Group in the period (including directors that receive remuneration) was 67 (2024: 55).

The average number of persons employed by the Company in the year ended 31 December 2025 (including directors that receive remuneration) was 7 (2024: 4).

The highest paid director of the Group during the period received £130,000 (2024: £134,000).

The following tables set out and analyse the remuneration of directors for the periods.

For the 12 months ended 31 December 2025:

	Salary	Fees	Total emoluments	Contribution to Pension schemes	Share Based Payments	Total remuneration
	£'000	£'000	£'000	£'000	£'000	£'000
Paul Barrett	130	-	130	5	-	135
Mark Gasson	-	110	110	-	-	110
Eduard Etienvre	43	-	43	-	-	43
Mark Mathenz	-	43	43	-	-	43
Serge Nawej Tschitembu	-	20	20	-	-	20
Klaus Eckhof	-	48	48	-	-	48
	173	221	394	5	-	399

The figures for the 12 months ended reflect the remuneration paid to the Directors of Rome Resources Plc during that period. In addition, £22,000 of Employers NI was incurred by the company in relation to Director Salaries during the year.

For the 15 months ended 31 December 2024:

	Salary	Fees	Total emoluments	Contribution to Pension schemes	Share Based Payments	Total remuneration
	£'000	£'000	£'000	£'000	£'000	£'000
Paul Barrett	134	-	134	2	290	426
Mark Gasson	-	99	99	-	290	389
Eduard Etienvre	19	-	19	-	90	109
Mark Mathenz	-	15	15	-	188	203
Serge Nawej Tschitembu	-	13	13	-	81	94
Klaus Eckhof	-	8	8	-	-	8
	153	135	288	2	939	1,229

No share options were exercised by the directors, and no shares were received or receivable by any director in respect of qualifying services under a long-term incentive scheme.

At the Balance Sheet date, the Directors of the Company held the following interest in the Company's equity, options and warrants:

Director		No.	Exercise price	Expiry date
Paul Barrett	Ordinary shares	13,610,108		
	Options	20,000,000	1.00pence and 0.50 pence	5 October 2026
	Warrants	121,796,615	0.30p	26 July 2029
Klaus Eckhof	Ordinary shares	439,624,500		
	Options	-		
	Warrants	-		

5. INCOME TAX

The charge for the period is made up as follows:

	2025 (12 months) £'000	2024 (15 months) £'000
Current tax	-	-
Tax charge for the year	-	-

Analysis of tax expense

No liability to UK corporation tax arose for the period ended 31 December 2025 nor for the year ended 31 December 2024. No deferred tax asset has been recorded on tax losses carried forward due to uncertainty over when they will be realised.

Factors affecting the tax expense

The tax assessed for the year is different to the standard rate of corporation tax in the UK. The difference is explained below:

	2025 (12 months) £'000	2024 (15 months) £'000
Loss on ordinary activities before tax	(1,263)	(4,780)
Loss on ordinary activities multiplied by the average standard rate of corporation tax in the UK (25%)	(316)	(1,291)
Effects of:		
Non-deductible expenses	17	1,049
Unrelieved tax losses carried forward	299	242
Tax expense	-	-

6. LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £1,264k (2024: £3,233k).

7. LOSS PER SHARE

Basic loss per share is calculated, as set out in the tables below, by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

In accordance with IAS 33, as the Group is reporting a loss for both this and the preceding year the share options and warrants are not considered dilutive because the exercise of these would have the effect of reducing the loss per share.

The weighted average number of shares has been adjusted for the impact of the reverse takeover as follows:

Prior to the reverse takeover, the number of shares is based on Rome Resources Ltd, adjusting using the exchange ratio arising on the reverse takeover. From the date of the reverse takeover the number of shares is based on the Company. The prior year number of shares has also been adjusted using the exchange ratio.

	2025 (12 months)	2024 (15 months)
Basic loss attributable to the ordinary shareholders (£'000)	(1,263)	(4,780)
Weighted average number of shares	6,183,631,315	2,850,804,071
Basic and diluted loss per share from continuing operations	(0.0204) pence	(0.1677) pence

8. INVESTMENTS

SUBSIDIARIES

	Group		Company	
	As at 31 December 2025	As at 31 December 2024	As at 31 December 2025	As at 31 December 2024
COST				
Investment in Rome Resources Ltd	-	-	8,447	8,447
	-	-	8,447	8,447

On 26 July 2024 the Company completed the Reverse Takeover of Rome Resources Ltd. The Company issued 2,351,657,348 ordinary shares at £0.0030 per share to the shareholders of Rome Resources Ltd in order to acquire its entire share capital. As part of the investment the Company has also recognised the loan amounts advanced to Rome Resources Ltd and outstanding at the date of the reverse takeover as part of the investment in Rome Resources Ltd. The transaction was treated as a Reverse Takeover, details of which are included in note 18.

The value of the investment in Rome Resources Ltd is ultimately dependent on the value attributable to the Exploration and Evaluation assets held by its subsidiaries. The Directors have assessed the valuations of these projects, and further details of this can be found in note 9 to these accounts.

Name	Business Activity	Country of Incorporation	Registered Address	Percentage Holding
Rome Resources Ltd	Holding Company	Canada	Suite 704, 595 Howe Street, Vancouver, V6C 2T5	100%
Medidic-RD Congo SARL	Mineral Exploration	DRC	372 avenue Colonel Mondjiba, Commune de Ngaliema, RDC	71%*
Mont Agoma SARL	Mineral Exploration	DRC	372 avenue Colonel Mondjiba, Commune de Ngaliema, RDC	51%*
Kalayi Tin SARL	Mineral Exploration	DRC	372 avenue Colonel Mondjiba, Commune de Ngaliema, RDC	51%*
Rome Mozambique Holdings Limited (Formerly Pathfinder Battery Commodities Ltd)	Dormant	United Kingdom	167-169 Great Portland Street, London, W1W, 5PF, United Kingdom	100%

* Indirect ownership

9. EXPLORATION AND EVALUATION ASSETS

	Group		Company	
	As at 31 December 2025	As at 31 December 2024	As at 31 December 2025	As at 31 December 2024
COST	£'000	£'000	£'000	£'000
Exploration and Evaluation assets	10,670	2,101	-	-
Reclassification of input VAT	-	159	-	-
Additions for the year	2,929	8,410	-	-
Foreign exchange differences	(353)	-	-	-
	13,246	10,670	-	-

Exploration and Evaluation assets relate to two properties situated in the Walikale District of the North Kivu Province in eastern Democratic Republic of Congo, namely Exploration permits PEPM 13274 and PR 15130, collectively known as the Bisie North Project. Bisie North, principally a tin exploration project with secondary copper, zinc and silver, is situated only 8km along geological strike from the Alphamin Bisie project, the highest grade tin mine in the world. Tin and copper soil anomalies were identified by the Company on two NW-SE trending topographic ridges both situated within the Company's licence area. An initial drilling programme in 2023 identified several high-grade tin intercepts on both the Mont Agoma the Kalayi prospects, with significant intercepts of copper and zinc also encountered in several Mont Agoma drillholes.

Further drilling was undertaken during 2024, 2025 and into 2026 on both licences. AN MRE was issued in October 2025 with further drilling to expand the resource undertaken in late 2025 into Q1 2026.

The most significant judgement for the Group is the assumption that exploration and evaluation at the Group's projects will ultimately lead to a commercial mining operation, which includes the assumption that any licences held will be renewed as required upon expiry. The Directors consider a number of factors when assessing whether any impairment is required in relation to these assets, including:

- results of exploration work to date;
- licence renewal status, with a presumption that licences will be renewed but consideration given to any possible issues in respect of the periodic renewal process;
- the market for the underlying resources;
- comparative valuations of similar assets as they are announced to the stock market;

Based on these factors the Directors do not believe there is an impairment in the valuation of the Group's exploration and evaluation assets.

The reclassification of input VAT related to accumulated input VAT with the Group's DRC subsidiaries. While this VAT is recoverable, this recovery will only be possible through an offset of output VAT once the projects move into production. Given the inherent uncertainty over the timing of such recoveries, being wholly reliant on entering production, the Directors have chosen to reclassify these amounts recognised in the accounts to 31 December 2024 and capitalise them within the Exploration and Evaluation assets as with other expenditure incurred on these projects. Given the balance is immaterial no prior year restatement is required. The additional input VAT incurred in the current year have therefore also been capitalised.

10. TRADE AND OTHER RECEIVABLES

Current	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
Other debtors	-	96	-	146
VAT	46	19	46	19
Prepayments	98	52	81	52
Intercompany loans	-	-	5,437	2,282
	144	167	5,564	2,499

The carrying value of the Company's Intercompany loans is assessed by the Directors for any anticipated credit losses. The value recoverability of these loans is considered by the Directors to be directly linked to the likelihood of the projects held by those entities being put into commercial production in the future. As such, the Directors do not consider there to be any requirement to impair these receivables, based on the assessment outlined in note 9 to these accounts.

All Intercompany loans are unsecured, interest free and repayable on demand.

11. CASH AND CASH EQUIVALENTS

	Group		Company	
	As at 31 December 2025 £'000	As at 31 December 2024 £'000	As at 31 December 2025 £'000	As at 31 December 2024 £'000
Cash at bank and in hand	1,418	4,485	1,382	4,330

12. SHARE CAPITAL

a) Called up, allotted, issued and fully paid share capital

GROUP	No. Ordinary shares	No. Deferred shares	Share Capital £'000	Share Premium £'000
Total at 30 September 2023	86,265,939	-	11,942	-
Issue of shares in the period	34,085,000	-	3,773	-
Foreign exchange difference	-	-	(1,000)	-
Total at date of RTO	120,350,939	-	14,715	-
Transfer to reverse acquisition reserve on RTO	(120,350,939)	-	(14,715)	-
Share capital of the Company at acquisition	1,057,494,834	183,688,116	19,243	15,402

26 July 2024 - acquisition	2,351,657,348	-	2,351	-
26 July 2024 - placing	1,462,712,425	-	1,463	1,591
30 December 2024	1,200,000,000	-	1,200	2,775
Total at 31 December 2024	6,071,864,607	183,688,116	24,257	19,768
28 March 2025 - shares in lieu of fees	12,661,325	-	12	19
25 November 2025 - placing	950,000,000	-	950	950
1 December 2025 - placing	102,500,000	-	103	103
Placing Warrants				(66)
Share issue costs				(182)
Total at 31 December 2025	7,137,025,932	183,688,116	25,322	20,592

COMPANY	No. Ordinary shares of 0.1p each	Deferred shares of 9.9p each	Share Capital £'000	Share Premium £'000	Shares to Issue Reserve £'000
Total at 31 December 2022	532,494,834	183,688,116	18,717	14,239	-
1 February 2023	100,000,000	-	100	374	-
29 November 2023	-	-	-	-	1,215
Total at 31 December 2023	632,494,834	183,688,116	18,817	14,613	1,215
2 January 2024	425,000,000	-	425	789	(1,215)
26 July 2024 - acquisition	2,351,657,348	-	2,352	-	-
26 July 2024 - placing	1,462,712,425	-	1,463	1,591	-
30 December 2024	1,200,000,000	-	1,200	2,775	-
Total at 31 December 2024	6,071,864,607	183,688,116	24,257	19,768	-
28 March 2025 - shares in lieu of fees	12,661,325	-	12	19	-
25 November 2025 - placing	950,000,000	-	950	950	-
1 December 2025 - placing	102,500,000	-	103	103	-
Placing Warrants				(66)	-
Share issue costs	-	-	-	(182)	-
	7,137,025,932	183,688,116	25,322	20,592	-

On 25 November 2025 950,000,000 ordinary shares were issued for total consideration of £1,900,000 at a price of £0.0020 per share. As part of the placing, 950,000,000 warrants with an exercise price of £0.0040 per share and a life of 3 years were issued to places. A further 57,000,000 warrants with an exercise price of £0.0020 per share and a life of 3 years were issued to advisors.

On 1 December 2025 102,500,000 ordinary shares were issued for total consideration of £205,000 at a price of £0.0020 per share. As part of the placing, 100,000,000 warrants with an exercise price of £0.0040 per share and a life of 3 years were issued to certain places. A further 1,000,000 warrants with the same terms were issued to advisers.

b) Share options & warrants in issue

Share options					
Exercise Price	Grant Date	Expiry Date	At 1 January 2025	Issued / (lapsed)	At 31 December 2025
0.75p	11 May 2020	30 June 2025	10,000,000	(10,000,000)	-
0.75p	4 August 2020	30 June 2025	6,000,000	(6,000,000)	-
0.75p	9 June 2021	30 June 2025	6,000,000	(6,000,000)	-
0.75p	23 June 2021	30 June 2025	3,000,000	(3,000,000)	-
0.75p	4 October 2021	30 June 2025	5,000,000	(5,000,000)	-
1.00p	1 September 2023	5 October 2026	15,000,000	-	15,000,000
0.50p	1 September 2023	5 October 2026	5,000,000	-	5,000,000
CAD\$0.26 ⁽¹⁾	26 July 2024	9 February 2026	61,551,000	-	61,551,000
CAD\$0.26 ⁽¹⁾	26 July 2024	27 April 2026	9,770,000	-	9,770,000
CAD\$0.26 ⁽¹⁾	26 July 2024	6 November 2026	4,885,000	-	4,885,000
			126,206,000	(30,000,000)	96,206,000

(1) As part of the RTO transaction, certain options issued by Rome Resources Ltd were replaced with options in the Company. Exercise prices and expiry dates were unchanged, with the number of replacement options being based on the existing options adjusted by the RTO exchange ratio.

Share warrants

Exercise Price	Grant Date	Expiry Date	At 1 January 2025	Issued / (lapsed)	At 31 December 2025
0.45p	26 July 2024	26 July 2026	212,500,000	-	212,500,000
0.30p	26 July 2024	26 July 2029	678,917,878	(100,000,000)	578,917,878
0.35p	27 December 2024	27 December 2029	221,544,334	-	221,544,334
0.50p	30 December 2024	30 December 2027	1,200,000,000	-	1,200,000,000
CAD\$0.30 ⁽¹⁾	26 July 2024	9 June 2025	42,988,000	(42,988,000)	-
CAD\$0.25 ⁽¹⁾	26 July 2024	18 November 2025	70,344,000	(70,344,000)	-
0.40p	19 November 2025	25 November 2028	-	950,000,000	950,000,000
0.20p	19 November 2025	25 November 2025	-	57,000,000	57,000,000
0.40p	25 November 2025	1 December 2028	-	101,000,000	101,000,000
			2,426,294,212	894,668,000	3,320,962,212

(1) As part of the RTO transaction, certain warrants issued by Rome Resources Ltd were replaced with warrants in the Company. Exercise prices and expiry dates were unchanged, with the number of replacement warrants being based on the existing options adjusted by the RTO exchange ratio.

13. TRADE AND OTHER PAYABLES CURRENT

	Group		Company	
	As at 31 December 2025	As at 31 December 2024	As at 31 December 2025	As at 31 December 2024
	£'000	£'000	£'000	£'000
Trade creditors	313	611	271	634
Social security and other taxes	21	5	21	5
Other creditors	28	120	-	-
Accruals and deferred income	66	374	32	258
	428	1,110	324	897

NON-CURRENT

	Group		Company	
	As at 31 December 2025	As at 31 December 2024	As at 31 December 2025	As at 31 December 2024
	£'000	£'000	£'000	£'000
Borrowings	248	254	-	-
	248	254	-	-

Borrowings relate to a related party loan, details of which can be found in note 15.

14. CONTINGENT LIABILITIES

As at the reporting date the Group and Company had no Contingent liabilities and no minimum licence expenditure requirements.

15. RELATED PARTY DISCLOSURES

At the 31 December 2025, £248k (US\$350k) (2024: £254k (\$350k)) was owed to Dr Andreas Reitmeier. Dr Reitmeier is a shareholder of the Company and directly holds 29% of the issued share capital of Medidoc-RD Congo SARL ("MRDC"), and indirectly holds 19% of the issued share capital of Mont Agoma SARL ("Mont Agoma"). The Group has Option Agreements in place whereby it can acquire a further 19% holding in MRDC and 9% in Mont Agoma through meeting certain conditions, including the repayment of this loan. The loan carries no interest. Additionally, an amendment to the loan agreement was entered into in May 2026 to defer the repayment date of the loan to 31 January 2027.

Separately, following the year end the Group entered into a non-binding heads of agreement regarding the acquisition of further interests in both the Kalayi and Mont Agoma projects from other third parties. While there can be no certainty as to the timings of the entry into binding terms, it is expected that this will be concluded in the second half of 2026.

At the 31 December 2024, £121k (US\$120k and CAD\$50k) was owed to a shareholder, Dr Georg Schnura and included in other creditors. These loans carried no interest and were repaid in full in January 2025.

Related party receivables are disclosed in note 10.

During the period the Group was invoiced \$64,282 (2024: \$22,404) by DRC Gold Inc. (formerly AJN Resources Inc.) for geological services. DRC Gold Inc. is a related party by virtue of common directorships of Klaus Eckhoff. No amounts were outstanding at 31 December 2025 (2024: nil).

Details of directors' remuneration are given in note 4 above.

16. SHARE BASED PAYMENTS

The fair values of the share options and warrants at the date of grant have been measured using the Black-Scholes pricing model, which takes into account factors such as the option life, share price volatility and the risk-free rate.

Each share option and warrant vested and was exercisable immediately upon grant. The share-based expense relating to each share option and share warrant was recognised in full on the date of grant.

Share options

Date of grant	Share price	Exercise price	Risk Free Rate ⁽¹⁾	Expected life of options	Expected yield	Expected volatility ⁽²⁾	Fair value per option
11 May 2020	0.93p	0.75p	0.07%	2 years	0%	55%	£0.00190
4 August 2020	0.43p	0.75p	0.06%	2 years	0%	55%	£0.00022
9 June 2021	0.79p	0.75p	0.05%	2 years	0%	55%	£0.00127
23 June 2021	0.75p	0.75p	0.05%	2 years	0%	55%	£0.00111
4 October 2021	0.73p	0.75p	0.05%	3 years	0%	55%	£0.00101
1 September 2023	0.67p	1.00p	4.78%	3 years	0%	55%	£0.00041
1 September 2023	0.67p	0.50p	4.78%	3 years	0%	22%	£0.00249
26 July 2024	0.35p	CAD\$0.26 ⁽³⁾	3.90%	1.5 years	0%	78%	£0.00230
26 July 2024	0.35p	CAD\$0.26 ⁽³⁾	3.90%	1.8 years	0%	78%	£0.00234
26 July 2024	0.35p	CAD\$0.26 ⁽³⁾	3.90%	2.3 years	0%	78%	£0.00243

(1) Daily sterling overnight index average (SONIA) rate at the date of grant was adopted as the effective risk-free rate.

(2) Expected volatility is based on management's estimate of the expected volatility.

(3) Replacement Options issued on RTO, replacing Options issued in Rome Resources Ltd.

Share warrants

Date of grant	Share price	Exercise price	Risk Free Rate ⁽¹⁾	Expected life of options	Expected yield	Expected volatility ⁽²⁾	Fair value per option
31 January 2024	0.275p	0.50p	3.44%	2.5 years	0%	78%	£0.00097
26 July 2024	0.35p	0.30p	3.90%	1 years	0%	78%	£0.00130
26 July 2024	0.35p	0.30p	3.90%	5 years	0%	78%	£0.00238
27 December 2024	0.345p	0.35p	4.26%	5years	0%	78%	£0.00226
30 December 2024	0.345p	0.50p	4.23%	3 years	0%	78%	£0.00151
26 July 2024	0.35p	CAD\$0.30 ⁽³⁾	3.90%	0.9 years	0%	78%	£0.00194
26 July 2024	0.35p	CAD\$0.25 ⁽³⁾	3.90%	1.3 years	0%	78%	£0.00229
19 November 2025	0.215p	0.40p	4.00%	3 years	0%	74%	£0.000755
19 November 2025	0.215p	0.20p	4.00%	3 years	0%	74%	£0.001139
25 November 2025	0.185p	0.40p	3.94%	3 years	0%	74%	£0.000581

(1) Daily sterling overnight index average (SONIA) rate at the date of grant was adopted as the effective risk-free rate.

(2) Expected volatility is based on management's estimate of the expected volatility.

(3) Replacement Warrants issued on RTO, replacing warrants issued in Rome Resources Ltd.

17. FINANCIAL INSTRUMENTS

The Group and Company's principal financial instruments comprise cash and cash equivalents and other receivables/payables. The Group's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in note 1. The Group does not use financial instruments for speculative purposes.

The principal financial instruments used by the Group and Company, from which financial instrument risk arises, are as follows:

	Group		Company	
	As at 31 December 2025	As at 31 December 2024	As at 31 December 2025	As at 31 December 2024
Financial assets at amortised cost	£'000	£'000	£'000	£'000
Cash and cash equivalents	1,418	4,485	1,382	4,330
Other debtors	46	115	46	151
Related Party Loans	-	-	5,437	2,282
Financial liabilities at amortised cost				
Trade payables	313	610	271	630
Related Party Loans	248	254	-	-

a) Financial risk management objectives and policies

The Group's major financial instruments include bank balances and amounts payable to suppliers. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

b) Liquidity risk

Liquidity risk arises from the Group's management of working capital.

The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Directors have considered the liquidity risk as part of their going concern assessment (see note 1). Expenditure is carefully managed in order to maintain its cash reserves whilst it targets a suitable transaction. Financial liabilities are all due within one year.

c) Credit risk

The Group's credit risk is attributable to its cash and loan balance. The credit risk from its cash and cash equivalents is limited because the counterparties are banks with high credit ratings and have not experienced any losses in such accounts. The Group assesses the creditworthiness of loans receivable from related parties and establishes appropriate terms and conditions for loan agreements.

d) Interest risk

The Group's exposure to interest rate risk is the interest received on the cash held, which is immaterial.

e) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Group has no borrowings apart from the related party loan detailed in note 15. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares.

f) Fair value of financial assets and liabilities

There are no material differences between the fair value of the Group's financial assets and liabilities and their carrying values in the financial information.

18. REVERSE TAKEOVER

On 26 July 2024, the Company acquired, through an issue of 2,351,657,348 ordinary shares, the entire issued share capital of Rome Resources Ltd. Rome Resources Ltd and its subsidiaries undertake exploration and

evaluation activities in the Democratic Republic of Congo.

Although the transaction resulted in Rome Resources Ltd becoming a wholly owned subsidiary of the Company, the transaction constituted a reverse acquisition as in substance, it resulted in a fundamental change in the business of the Company.

As the Company's activities prior to the acquisition were purely the maintenance of the AIM Listing as a Cash Shell, acquiring Rome Resources Ltd and raising equity finance to provide the required funding for the operations of the acquisition the directors did not consider this to meet the definition of a business in accordance with IFRS 3.

Accordingly, this reverse acquisition did not constitute a business combination and has been accounted for in accordance with IFRS 2 "Share-based Payments" and associated IFRIC guidance. Although the reverse acquisition is not a business combination, the Company became the legal parent and is required to apply IFRS 10 and prepare consolidated financial statements.

In accordance with IFRS 2, when accounting for such reverse acquisitions, the reverse acquisition methodology shall take place but rather than recognising goodwill, the difference between the equity value given up by the Company's shareholders ("Deemed acquisition cost") and the share of the fair value of net assets gained by the Company shareholders is charged to the statement of comprehensive income as a share-based payment on reverse acquisition, and represents in substance the cost of acquiring an AIM listing.

In accordance with reverse acquisition accounting principles, the comparative figures in these consolidated financial statements represent a continuation of the consolidated statements of Rome Resources Ltd and its subsidiaries and include:

The assets and liabilities of Rome Resources Ltd at their pre-acquisition carrying amounts and the results for both years; and

The assets and liabilities of the Company as at 26 July 2024 and its results from 26 July 2024 to 31 December 2024.

The assets and liabilities of Rome Resources Ltd at their pre-acquisition carrying amounts and the results for both years; and

The assets and liabilities of the Company as at 26 July 2024 and its results from 26 July 2024 to 31 December 2024.

On 26 July 2024, the Company issued 2,351,657,348 ordinary shares to acquire the entire share capital of Rome Resources Ltd. On the same date, the Company was readmitted to AIM after completing a placing, issuing 1,333,333,330 ordinary shares at a placing share price of £0.0030 and therefore the Company has valued the investment in Rome Resources Ltd at £7,084,101. In addition, a loan had been made to Rome Resources Ltd by the Company as part of the proposed acquisition. On Acquisition this loan was written off, forming an additional cost of the acquisition, amounting to £1,362,984., the total consideration amounted to £8,447,085.

Because the legal subsidiary, Rome Resources Ltd, was treated on consolidation as the accounting acquirer and the legal Parent Company, the Company, was treated as the accounting subsidiary, the fair value of the shares deemed to have been issued by Rome Resources Ltd was calculated at £3,723,549 based on an assessment of the purchase consideration for a 100% holding of the Company of 1,241,182,950 shares at a weighted average placing price of £0.0030 per share (being the share price of the Company at acquisition).

A reverse acquisition expense of £2,462,895 was recognised, being the difference between the fair value of the equity Rome Resources' shareholders would have had to issue to give the Company the same equity in the combined entity, and the net assets of the Company. The shares issued comprised 31.02 per cent. of Rome Resources' share capital at the fair value on 26 July 2024 being the share price of C\$0.19, translated at the closing rate.

The fair value of the net assets of the Company at acquisition was as follows:

	£'000
Cash and cash equivalents	20
Other receivables	1,063
Loan to Rome Resources Ltd	1,392
Trade and other payables	(1,214)
Net assets	1,261

The difference between the deemed cost of £3,723,549 and the fair value of the net assets assumed above of £1,260,653 resulted in £2,462,895 being expensed within "reverse acquisition expenses" in accordance with IFRS 2, Share Based Payments, reflecting the economic cost to Rome Resources Plc shareholders of acquiring a quoted entity.

The reverse acquisition reserve which arose from the reverse takeover is made up as follows:

	£'000
Pre-acquisition retained earnings equity ¹	(34,514)
Elimination of Rome Resources Ltd share capital at acquisition ²	16,978
Investment in Rome Resources Ltd ³	(7,084)
Reverse acquisition expense ⁴	2,463
	(22,157)

1. Recognition of pre-acquisition equity of Rome Resources Plc as at 26 July 2024.
2. Rome Resources Ltd had equity at the date of acquisition of £16,978,320. As these financial statements present the capital structure of the legal parent entity, the equity of Rome Resources Ltd is eliminated.
3. 2,351,657,348 shares at £0.0030 per shares, plus £1,392,113 loan written off.
4. The reverse acquisition expense represents the difference between the value of the equity issued by the Company, and the deemed consideration given by Rome Resources Ltd to acquire the company.

19. EVENTS AFTER THE REPORTING PERIOD

In March 2026 the Company announced an Option to acquire working interest in certain early-stage exploration licences in New Brunswick, Canada. The consideration for the exercise of the option will be CAD\$250,000 in new ordinary shares of 0.1p each and CAD\$50,000 in cash. No shares have been issued in relation to this option at the date of this report.

In March 2026 the Company announced that it had entered into a non-binding heads of terms to increase its ownership interest in its two DRC licences through an increased ownership of its subsidiaries. The Company, subject to finalisation of the agreements, increase its ownership in Mont Agoma SARL from 51% to 81%, and effective ownership of Kalayi Tin SARL from 52% to 71%. In consideration for this the Company will issue up to 600,000,000 new ordinary shares of 0.1p each, 300,000,000 of which are to be issued upon completion of this agreement, with the remaining 300,000,000 to be issued subject to the Company achieving certain drilling intercepts in future drilling campaigns. This transaction is not yet completed at the date of signing this report and no shares have yet been issued in relation to this.

In April 2026 the Company raised £1.59m gross proceeds through a subscription for a total of 530,000,000 ordinary shares of 0.1p each at a placing price of 0.3p per share. As part of this subscription, 24,000,000 warrants are to be issued with an exercise price of 0.3p per share, exercisable over a period of 5 years from admission of the subscription shares. Admission took place and shares were issued in May 2026.

In May 2026 the Company agreed an extension to the repayment date of a loan to Dr Reitmeier that was previously due for repayment on 31 January 2026 to 31 January 2027. The loan bears no interest and no other changes were made to the terms of this loan.

20. ULTIMATE CONTROLLING PARTY

The directors believe there is no ultimate controlling party.

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