Bezant Resources Plc

(Company Registration Number 02918391)

Annual Report

and

Financial Statements

For the year ended 31 December 2020

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Corporate directory

Directors:	C Bird	*Executive Chairman*
	E Kirby	*Non-Executive Director*
	R Siapno	*Non-Executive Director*
	R Samtani	*Finance Director*
	E Slowey	*Technical Director*

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Chairman's Statement
For the year ended 31 December 2020

Dear Shareholder,

In last year's Chairman's letter, I mentioned the Board's move to focus on Southern Africa and during the year under review, Bezant acquired a 30% interest in the Kalengwa Copper Silver Project in Zambia, and +70% interest in the Hope Copper Gold Project in Namibia and also entered into an agreement to acquire the Kanye Manganese Project in Botswana which closed after the year end. We remained focused on seeking to develop existing projects through strategic alliances / joint ventures / sales and the identification and acquisition of copper-gold resources moving towards development of projects which pass the relevant criteria for investment.

Kalengwa Project: Our 30% interest in the Kalengwa copper silver project in Zambia, where Bezant acts as operator, was acquired in April 2020 and comprises a large exploration licence surrounding one of the richest open pits ever worked in Zambia. During its working life, the Kalengwa mine, produced 1.9 million tonnes of ore at an average grade of 9.4% copper with over 25% of the ore mined exceeding 20% copper. The exploration licence has numerous indications of similar geology, along with poorly tested geochemical and geophysical anomalies, which could lead to discovery of further typical Copper Belt mineralisation. The key areas of interest include sparsely drilled copper mineralisation just 4km northeast of the main pit and a 13km strike zone of coincident geochemical and structural anomalism, which has not been drill tested. Post the year end on 12th and 22nd April 2021 we announced the provisional results of our initial two drill holes which were very pleasing. We have identified 350m of mineralised strike to date and, in order to build up a significant copper tonnage, we intend to carry out a ground IP geophysics survey as well as drilling at least two further holes in the vicinity of the two already completed holes. We are pleased with the results to date as we have not yet tested several other targets on the large Kalengwa property, including a 13km zone of enhanced soil geochemistry along an interpreted structure. We plan to carry out initial geophysical surveying on this target while the geophysics crew is on site.

Hope Copper Gold Project: We completed the acquisition of 100% of Virgo Resources +70% interest in the Hope and Gorob licences in Namibia, which already have a combined Mineral Resource of 10.2Mt @1.9% Cu and 0.3g/t Au at a 0.7% Cu cut-off, reported in accordance with the JORC Code (2012). The concession has a further untested potential mineralised area of over 150km as well as additional targets for drill testing adjacent to the Hope and Gorob deposits. Post-acquisition, archive search, showed that the values of gold at Hope were on many occasions higher than the average in the mineral resource statement, including some values over 1g per tonne. Samples from the Gorob deposit were not assayed for gold by previous owners, thus giving the impression that no gold existed. During the period the Company commenced a reconnaissance drilling programme to test the Gorob prospect for gold and to increase the resource base in the area surrounding the Hope property and in January 2021 announced that the result of this initial programme achieved the objective of confirming our assertion that gold should be present at the Gorob-Vendome deposit since itis present at the Hope project. Both copper and gold values were pleasing, and we will obviously internally rework the valuation of Gorob based on the new results. In the first half of 2021 we tested the130km of strike under license by a heli-airborne electromagnetic survey and the preliminary evaluation of this announced on 2 June 2021 showed good results as the survey covered areas suspected to be prospective and has also identified further prospective EM and magnetic targets with significant strike lengths. We are currently interrogating the raw data to refine target selection. Our focus will be on near surface anomalies and/or targets with significant strike lengths.

Kanye Manganese Project Botswana: We announced on 22 December 2020 the conditional acquisition of a 100% interest in the Kanye Manganese Project and announced the completion of the acquisition on 12 February 2021. The project comprises a collection of nine prospecting licenses, located in south-central Botswana south of the town of Jwaneng and west of the town of Kanye and 150 km by road from the capital Gaborone. The licenses cover a total area of 4,043 km2 and provide the holder with the right to prospect for Metals. The target for manganese mineralisation is manganiferous shale horizons located on the contact between the Taupone Group and the underlying Black Reef Formation. This geological setting is similar to that of the Giyani Metals Corp manganese occurrences on their Kwgakgwe Hill (K-Hill), Otse and Lobatse projects which are located just a few kilometres off the Kanye property. The most significant of these (K-Hill) comprises a manganese-rich black shale formation within the lower Taupone Group containing an Inferred Mineral Resource of 1.24Mt @ 27.3% MnO at a cut-off grade of 8.9% MnO prepared in accordance with Canadian National Instrument 43-101. (As reported by Giyani Metals Corp. in April 2020). Post-acquisition the Company has in 2021 commenced an initial exploration programme involving filed work and trenching.

Mankayan Project Philippines: In 2019 the Company sold 80% of its interest in the Mankayan copper-gold porphyry project in the Philippines to MMIH of Singapore who intend a reverse takeover or listing on the Singapore or other suitable exchange. Post the period end on 28 April 2021 the Company announced it had served notice of termination of its transaction agreement (the "**Transaction Agreement**") dated 4 October 2019 with Mining and Minerals Industries Holding Pte. Ltd. ("**MMIH**"), a private company incorporated in Singapore, with respect to the sale of 80 per cent. of the Company's interest in the Mankayan copper-gold project in the Philippines (the "**Mankayan Project**") to MMJV Pte. Ltd. ("**MMJV**"), a 100 percent subsidiary of MMIH, (the "**Transaction**") as MMIH has not met its Total Funding Commitment as defined in the Transaction Agreement. Bezant, will explore and pursue options including the possibility of re-positioning the Mankayan project within the Company's portfolio of copper and gold assets. The Company will provide a further update(s) as and when appropriate and the termination is referred to in notes 5 & 11.1 to the accounts

Eureka Project Argentina: The Eureka Project in Argentina has been kept in good standing. We have previously undertaken the initial desktop work, to define drilling programmes, which will test various geophysical and geochemical anomalies and, when complete, should define, the nature of the gold distribution and overall potential of the project. Argentina has, like many countries, been adversely affected by COVID-19 but we have received expressions of interest to either joint venture or sell the project and are still considering the best route to take for the project.

Market Outlook: The gold price is always difficult to predict, but in our projects where gold occurs it is secondary and has the potential for significant revenue addition particularly in Namibia. We are particularly confident for the prospects of copper, and as I have indicated before there are forecast that the demand for copper is expected to double by 2030. The supply fundamentals have deteriorated over the last 3 to 4 years, mainly due to do the weak financing conditions for explorers and social challenges in places such as Chile and the DRC and this has been borne out by a strong increase in the copper price over the last year. It remains our view, that the copper industry will return to its structure of the 1990s, where small high-grade mines existed, medium sized open pit and underground mines existed and of course, the large open pits which were the key contributors.

COVID-19 and Brexit: Following on from last year's Chairman's letter it is now 15 months or so when we all first learnt about the COVID-19 pandemic and notwithstanding success in the development of vaccinations it is still very much with us as second and third waves have emerged. Geo-political tensions have not in the meantime got any better which has led to a very uncertain world. The paradox against this uncertainty is sharply rising base metal prices and bullish forecast for commodities for the coming years. We continue to believe that for the coming year uncertainties will be increased, but that the underlying strong trend in commodities will be maintained. As COVID-19 remains very much a live issue to be carefully monitored, at the corporate level we have continued to work from home. Notwithstanding COVID-19 in the period we completed two acquisitions and two fundraisings both of which I participated in. Notwithstanding local COVID-19 requirements during the period we commenced our planned reconnaissance drilling in Namibia and post year end were able to do the same in Zambia. With no projects in Europe Brexit has had a minimal effect on the Company.

I would like to thank my fellow directors of Bezant and management, who have seen many changes during the year and have been resilient during the transition phase.

I look forward to reporting positive developments in our projects, with the Company well positioned in the copper-gold space.

Mr Colin Bird
Executive Chairman

28 June 2021

Mr Colin Bird *(Executive Chairman) (Appointed 2 March 2018)*

Experience and Expertise
Mr Bird, aged 77, joined the board in March 2018, replacing Mr Ed Nealon as Chairman, following a review of Bezant's portfolio and a strategic investment in the Company undertaken in February 2018 by himself as a private individual and also via Tiger Resource Finance Plc, of which he is Chairman.

Colin is a chartered mining engineer with multi commodity mine management experience in Africa, Spain, Latin America and the Middle East. He has been the prime mover in a number of public company listings in the UK, Canada and South Africa. His most notable achievement was founding Kiwara Resources Plc and selling its prime asset, a copper property in Northern Zambia, to First Quantum Minerals for US$260 million in November 2009.

Other current directorships
Includes African Pioneer Plc, Bird Leisure and Admin (Pty) Ltd, Braemore Resources Ltd, Dullstroom Plats (Pty) Ltd , Galagen (Pty) Ltd, Galileo Resources Plc, Galileo Resources South Africa (Pty) Ltd, Glenover Phosphate (Pty) Ltd, Holyrood Platinum (Pty) Ltd, Jubilee Metals Group Plc, Jubilee Tailings Treatment Company (Pty) Ltd, Lion Mining Finance Ltd, M.I.T. Ventures Group, Maude Mining & Exploration (Pty) Ltd, New Age Metals Inc, NewPlats (Tjate) (Pty) Ltd, Revelo Resources Corp, Tiger Resource Finance Plc, Tjate Platinum Corporation (Pty) Ltd, Umhlanga Lighthouse Café CC, Windsor Platinum Investments (Pty) Ltd and Xtract Resources Plc.

Former directorships in the last 5 years
1 Tara Bar and Restaurant CC, Add X Trading 810 CC, Afminco (Pty) Ltd, Dialyn Café CC, Emanual Mining and Exploration (Pty) Ltd, Europa Metals Ltd, Isigidi Trading 413 CC, Jubilee Smelting & Refining (Pty) Ltd, Mokopane Mining & Exploration (Pty) Ltd, NDN Properties CC, Orogen Gold Plc, Pilanesberg Mining Co (Pty) Ltd, Pioneer Coal (Pty) Ltd, PowerAlt (Pty) Ltd, SacOil Holdings Ltd and Sovereign Energy Plc.

Special responsibilities
Executive Chairman of the Board/Remuneration Committee and member of the Audit Committee.

Interests in shares and options
91,587,193 ordinary shares in the capital of the Company.
5,555,555 warrants with each warrant giving the right to subscribe for a new ordinary share at a price of one pence per share which expired on 6 September 2020.
31,250,000 warrants expiring on 26 June 2022 which give the right to subscribe for ordinary shares at a price of 0.16p per share.
15,625,000 warrants expiring on 14 September 2022 which give the right to subscribe for ordinary shares at a price of 0.16p per share.
The following options over ordinary shares in the Company which all expire 21 June 2028
15,000,000 at an exercise price of 0.5 pence.
12,500,000 at an exercise price of 1 pence.
24,000,000 at an exercise price of 0.425 pence per share.
24,000,000 at an exercise price of 0.564 pence per share.

Dr. Evan Kirby *(Non-Executive Director) (Appointed 4 December 2008)*

Experience and Expertise
Dr Kirby, aged 70, is a metallurgist with over 40 years' of international involvement. He worked initially in South Africa for Impala Platinum, Rand Mines and then Rustenburg Platinum Mines. Then in 1992, he moved to Australia to work for Minproc Engineers and then Bechtel Corporation. After leaving Bechtel in 2002, he established his own consulting company to continue with his ongoing mining project involvement. Evan's personal "hands on" experience covers the financial, technical, engineering and environmental issues associated with a wide range of mining and processing projects.

Other current directorships
Non-executive director of Jubilee Metals Group PLC (Aim listed), Non-executive director of Europa Metals Ltd (listed on AIM and AltX of the JSE), and Director of private companies, Metallurgical Management Services Pty Ltd and Balama Resources Pty Ltd.

Former directorships in the last 5 years
New Energy Minerals Limited (formerly Mustang Resources Limited and ASX listed), Nyota Minerals Limited (listed on AIM and ASX), Nyota Minerals (UK) Limited and Kefi Minerals (Ethiopia) Limited (formerly named Nyota Minerals (Ethiopia) Limited).

Special responsibilities
Chairman of the Audit Committee and member of the Remuneration Committee.

Interests in shares and options
7,479,374 fully paid ordinary shares in Bezant Resources Plc.
The following options over ordinary shares in in the Company which all expire 21 June 2028
5,000,000 at an exercise price of 0.5 pence.
2,500,000 at an exercise price of 1 pence.
10,000,000 at an exercise price of 0.425 pence per share.
10,000,000 at an exercise price of 0.564 pence per share.

Mr Ronnie Siapno *(Non-Executive Director) (Appointed 25 October 2007)*

Experience and Expertise
Mr Siapno, aged 57 graduated from the Saint Louis University in the Philippines in 1986 with a Bachelor of Science degree in Mining Engineering and is a lifetime member of the Philippine Society of Mining Engineers. Since graduation, he has held various consulting positions such as Mine Planning Engineer to Benguet Exploration Inc., Mine Production Engineer to Pacific Chrome International Inc., Exploration Engineer to both Portman Mining Philippines Inc. and Phoenix Resources Philippines Inc. and Geotechnical Engineer to Pacific Falkon Philippines Inc.

Other current directorships
President of Crescent Mining and Development Corporation and Director of Bezant Holdings Inc. Non-Executive President and Director of Cleangrean Solutions, Inc.

Former directorships in the last 5 years
Former director of Asean Copper Investment Ltd.

Special responsibilities
Remuneration Committee.

Interests in shares and options
1,333,334 fully paid ordinary shares in Bezant Resources Plc.
The following options over ordinary shares in in the Company which all expire 21 June 2028
7,500,000 at an exercise price of 0.5 pence per share.
5,000,000 at an exercise price of 1 pence per share.
5,000,000 at an exercise price of 0.425 pence per share.
5,000,000 at an exercise price of 0.564 pence per share.

Mr Raju Samtani (appointed 26 October 2020)

Experience and Expertise
Mr. Samtani, aged 52, is an Associate Chartered Management Accountant, and is Finance Director of the AIM-listed Tiger Royalties and Investments Plc. Mr. Samtani's previous experience includes his position as founder shareholder and Finance Director of Kiwara Plc which was acquired by First Quantum Minerals Ltd in January 2010. Earlier in his career he spent three years as Group Financial Controller at marketing services agency - WTS Group Limited, where he was appointed by the Virgin Group to oversee their investment in the WTS Group Ltd.

Other current directorships
Tiger Royalties and Investments Plc
Myning Ventures Ltd
African Pioneer Plc

Former directorships in the last 5 years
None

Special responsibilities
Mr. Samtani is the Company's Finance Director and member of the Audit Committee.

Interests in shares and options
48,611,111 fully paid ordinary shares in Bezant Resources Plc.
37,500,000 warrants expiring on 26 June 2022 which give the right to subscribe for ordinary shares at a price of 0.16p per share.
The following options over ordinary shares in in the Company which all expire 21 June 2028
20,000,000 at an exercise price of 0.425 pence per share.
20,000,000 at an exercise price of 0.564 pence per share.

Mr Edward Slowey (appointed 26 October 2020)

Experience and Expertise
Mr. Slowey, aged 70, holds a BSc degree in Geology from the National University of Ireland and is a founder member of The Institute of Geology of Ireland. Mr. Slowey has more than 40 years' experience in mineral exploration, mining and project management including working as a mine geologist at Europe's largest zinc mine in Navan, Ireland and was

exploration manager for Rio Tinto in Ireland for more than a decade, which led to the discovery of the Cavanacaw gold deposit. Mr. Slowey is an experienced exploration geologist, having worked in Africa, Europe, America and the FSU and his experience includes joint venture negotiation, exploration programme planning and management through to feasibility study implementation for a variety of commodities. As a professional consultant, Mr. Slowey's work has included completion of CPR's and 43-101 technical reports for international stock exchange listings and fundraising, while also undertaking assignments for the World Bank and European Union bodies. Mr. Slowey has also served as director of several private and public companies, including the role of CEO and Technical Director at AIM-listed Orogen Gold Plc which discovered the Mutsk gold deposit in Armenia.

Other current directorships
Silver Investments Limited
Galileo Resources plc
St Vincent Minerals US Inc
Camel Valley Holdings Inc
Crocus-Serv Resources Pty Ltd
Virgo Business Solutions Pty Ltd
St Vincent Minerals Inc

Former directorships in the last 5 years
NunaMinerals A/S
Orogen Gold Plc (renamed Sosandar Plc)
Orogen Gold Limited
Orogen Gold (Armenia) Limited
Medavinci Gold Limited (formerly BComp 400 Limited)

Special responsibilities
Mr. Slowey is the Company’s Technical Director with oversight over the Company’s projects.

Interests in shares and options
Mr Slowey does not currently hold any shares, or warrants in the Company.
The following options over ordinary shares in in the Company which all expire 21 June 2028
20,000,000 at an exercise price of 0.425 pence per share.
20,000,000 at an exercise price of 0.564 pence per share.

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Principal activity

The Company is registered in England and Wales, having been first incorporated on 13 April 1994 under the Companies Act 1985 with registered number 02918391 as a public company limited by shares, in the name of Yieldbid Public Limited Company. On 19 September 1994, the Company changed its name to Voss Net Plc, with a second change of name to that of Tanzania Gold Plc on 27 September 2006. On 9 July 2007, the Company adopted its current name of Bezant Resources Plc.

The Company was listed on AIM, a market operated by the London Stock Exchange, on 14 August 1995.

The principal activity of the Group is natural resource exploration, development and beneficiation.

Its FTSE Sector classification is that of Mining and FTSE Sub-sector that of Gold Mining.

Review of Business

The Chairman's statement contains a review of 2020 and refers to the Company's focus on its copper and gold asset portfolio.

Principal risks and uncertainties facing the Company

The principal risks and uncertainties facing the Company are disclosed in the Directors' report on pages 21 to 23.

Performance of the Company

The Company is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. Currently, no revenue is generated from such projects. The key performance indicators for the Company are therefore linked to the achievement of project milestones and the increase in overall enterprise value.

Directors' section 172 statement

The following disclosure describes how the Directors have had regard to the matters set out in section 172 and forms the Directors' statement required under section 414CZA of The Companies Act 2006. This new reporting requirement is made in accordance with the new corporate governance requirements identified in The Companies (Miscellaneous Reporting) Regulations 2018, which apply to company reporting on financial years starting on or after 1 January 2019.

The matters set out in section 172(1) (a) to (f) are that a Director must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

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

The analysis is divided into two sections, the first to address Stakeholder engagement, which provides information on stakeholders, issues and methods of engagement. The second section addresses principal decisions made by the Board and focuses on how the regard for stakeholders influenced decision-making.

Section 1: Stakeholder mapping and engagement activities within the reporting period
The Company continuously interacts with a variety of stakeholders important to its success, such as equity investors, employees, government bodies, local community and professional service providers. The Company works within the limitations of what can be disclosed to the various stakeholders with regards to maintaining confidentiality of market and/or commercially sensitive information.

Who are the key stakeholder groups	**Why** is it important to engage this group of stakeholders	**How** did Bezant engage with the stakeholder group	**What** resulted from the engagement
Equity investors All substantial shareholders that own more than 3 per cent. of the Company's shares are listed on page 19 of the Directors' Report. Company is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. sCurrently, no revenue is generated from such projects. As such, existing equity investors and potential investment partners are important stakeholders.	As an exploration company without a revenue generating project access to capital is of vital importance to the long-term success of our business to be able to continue developing exploration projects and cover corporate overheads. Through our engagement activities, we strive to obtain investor buy-in into our strategic objectives. We are seeking to promote an investor base that is interested in a long term holding in the Company and will support the Company in achieving its strategic objectives.	The key mechanisms of engagement include • The AGM and Annual and Interim Reports. • Investor roadshows and presentations. • Access to the Company's brokers and advisers • Regular news and project updates.	The Company engaged with investors on topics of strategy, governance, project updates and performance. Please see "Relationship with shareholders" section of the Corporate governance report on page 27. The Chairman. presented on a number of investor programs but due to Covid-19 restrictions was not able in 2020 to conduct roadshows or one on one meetings.
Employees The Company has one part-time employee and at the year-end had five directors 4 of whom are resident outside the U.K. with one resident in the U.K. During the year a UK resident director resigned.	The number of and location of future employees will be dependent upon the development of its exploration projects which at the date of this report are situated in Zambia, Namibia, Botswana, Argentina and the Philippines. The Directors consider workforce issues holistically for the Group as a whole and the Company's long-term success in developing its exploration projects will be predicated on the development of a local workforce in the countries of its exploration projects. (see the principal risk and uncertainty starting on page 21).	• The Company maintained an open line of communication between its, professional service providers and Board of Directors. • The Executive Chairman reported regularly to the Board, including the provision of board information. • There is a formalised director induction into the Company's corporate governance policies and procedures.	The Board met to discuss long term remuneration strategy. Board reporting has been optimised to include sections on engagement with local communities and prospects for future employment. Directors trained in aspects of corporate policies and procedures to engender positive corporate culture aligned with the Company code of conduct. Meetings were held with directors to provide project updates and ongoing business objectives.

Strategic report
For the year ended 31 December 2020

Governmental bodies The Group is impacted by national, regional and local governmental organisations in the UK where it is incorporated and in countries in which it has exploration projects which includes, Zambia, Namibia, Argentina and the Philippines.	The Group will only be able to develop its exploration projects once it receives relevant licences and permits from local governments to explore, mine and undertake mineral processing.	The Group maintained its good relations with the respective government bodies and frequently communicates progress. • The Group engages with the relevant departments of the relevant government in order to progress the operational licences it will require • The Group engages local in-country experts to advise it on regulatory matters.	The Group has given general corporate presentations to senior federal government officials. To date, the Group has received its requisite environmental and land use permits to enable its exploration activities.
Community The local community at the Company's exploration projects in Zambia, Namibia, Argentina and the Philippines and the surrounding area. Post the year end the Company acquired a project in Botswana.	The community provides social licence to operate. We need to engage with the local community to build trust. Having the community's trust will mean it is more likely that any fears the community has can be assuaged and our plans and strategies are more likely to be accepted. Community engagement will inform better decision making. The Company will in due course have a social and economic impact on the local community and surrounding area. The Company is committed to ensuring sustainable growth minimising adverse impacts. The Company will engage these stakeholders as appropriate.	• The Company identifies key stakeholders within the local community based on work programs within the reporting period. • Bezant's modus operandi is to have open dialogue with the local government and community leaders regarding project development. • The Company has existing CSR policies and management structure at corporate level. The Company will expand on these policies and structures at a local project level as the Company moves into further exploration activities and ultimately into construction and then production.	The Company has systems in place to engage with the local community as part its sustainability initiatives. Stakeholder identification enables the Company to identify representatives of stakeholder groups and community groups to engage with as it develops its projects.
Professional service providers During the exploration phase, we will be using key professional service providers who provide drilling, geochemical, geological analysis, assaying and other services under commercial contracts. At a local level, we also partner with a variety smaller companies/providers, some of whom are independent, or family run businesses.	Our professional service providers are fundamental to ensuring that the Company can complete projects on time and budget. Using quality professional service providers ensures that as a business we meet the high standards of performance that we expect of ourselves and those we work with.	• the Company continues to work closely with professional service providers to meet deliverables. • One on one meetings and regular project and work assignment updates with professional service providers.	The use of third-party exploration services for analysis and field operations as required rather than the Company maintaining its own full time in-house exploration department and conducting its own exploration activities in multiple countries with an in-house team provides very significant cost savings to the Company whilst enabling the Company to diversify its project and jurisdiction risks.

Section 2: Principal decisions by the board post year end

Principal decisions are defined as both those that have long-term strategic impact and are material to the Group, but also those that are significant to key stakeholder groups. In making the following principal decisions, the Board considered the outcome from its stakeholder engagement, the need to maintain a reputation for high standards of business conduct and the need to act fairly between the members of the Company. The Company makes regular announcements of decisions that strategically impact the Company with decisions during the year being reported in the Chairman's letter to shareholders (page 4) and Directors' report on page 15. Decisions post the year end are referred to in note 25 to the financial statements which is a summary of post balance sheet events.

On behalf of the Board

Mr Colin Bird
Executive Chairman

28 June 2021

The Directors present their report together with the audited financial statements of Bezant Resources Plc (the "**Company**") and its subsidiary undertakings (together, the "**Group**" or "**Bezant**") for the year ended 31 December 2020.

The principal activity, review of the business and future development disclosures are contained in the Chairman's Statement on pages 4 to 6 and the Strategic Report on page 11 to 14.

Results and dividends

The Group's results for the year are set out in the financial statements. The Directors do not propose recommending any distribution by way of dividend for the year ended 31 December 2020.

Directors

The following directors have held office during and subsequent to the reporting year:

Colin Bird
Laurence Read (resigned 29 June 2020)
Ronnie Siapno
Evan Kirby
Raju Samtani (appointed 26 October 2020)
Edward Slowey (appointed 26 October 2020)

Directors' interests

The beneficial and non-beneficial interests of the current directors and related parties in the Company's shares were as follows:

	Ordinary shares of 0.2p each	Percentage of issued share capital
C. Bird	91,587,193	2.32%
E. Kirby	7,479,374	0.19%
R. Siapno	1,333,334	0.03%
R Samtani	48,611,111	1.23%
E Slowey	-	-

Options awarded and warrants

On 23 August 2018, 87,500,000 options over ordinary shares of £0.002 each in the capital of the Company ("**Ordinary Shares**") were granted pursuant to the Executive Share Option Scheme approved at the Company's Annual General Meeting ("**AGM**") held on 22 June 2018 (the "**Options**"). Of the 87,500,000 Options, 75,000,000 were awarded to directors of the Company as detailed on the next page:

	Options exercisable at 0.5 pence (vested on 23 August 2018)	Options exercisable at 1 pence (vested on 31 January 2019)
C. Bird[(1)(2)(3)]	15,000,000	12,500,000
L. Read	15,000,000	12,500,000
E. Kirby	5,000,000	2,500,000
R. Siapno	7,500,000	5,000,000

On 9 November 2020, 220,000,000 options over ordinary shares of £0.002 each in the capital of the Company ("**Ordinary Shares**") were granted pursuant to the Executive Share Option Scheme approved at the Company's Annual General Meeting ("**AGM**") held on 22 June 2018 (the "**Options**"). Of the 220,000,000 Options, 158,000,000 were awarded to directors of the Company as detailed below:

	Options exercisable at 0.425 pence (vested on 9 November 2020)	Options exercisable at 0.565 pence (vesting on 31 March 2021)
C. Bird[(1)(2)(3)]	24,000,000	24,000,000
E. Kirby	10,000,000	10,000,000
R. Siapno	5,000,000	5,000,000
R Samtani[(4)]	20,000,000	20,000,000
E Slowey	20,000,000	20,000,000

[1] Colin Bird had 5,555,555 warrants which expired on 6 September 2020 which gave the right to subscribe for ordinary shares at a price of 1 pence per share which were issued to him on 5 March 2018 on the same terms as all other participants in the £6,00,000 Equity fundraising announced on 5 February 2018

[2] Colin Bird also has 31,250,000 warrants expiring on 26 June 2022 which give the right to subscribe for ordinary shares at 0.16p per share which were issued to him on 26 June 2020 on the same terms as all other participants in the £350,000 Equity fundraising announced on 19 June 2020

[3] Colin Bird also has 15,625,000 warrants expiring on 14 September 2022 which give the right to subscribe for ordinary shares at a price of 0.16p per share which were issued to him on 14 September 2020 on the same terms as all other participants in the £625,000 Equity fundraising announced on 28 August 2020

[4] Raju Samtani has 37,500,000 warrants expiring on 26 June 2022 which give the right to subscribe for ordinary shares at a price of 0.16p per share which were issued to him on 26 June 2020 prior to his appointment as a director of the company, on the same terms as all other participants in the £350,000 Equity fundraising announced on 19 June 2020 .

Report on directors' remuneration and service contracts

This report has been prepared in accordance with the requirements of Chapter 6 of Part 15 of the Companies Act 2006 and describes how the Board has applied the principles of good governance relating to Directors' remuneration set out in the QCA Corporate Governance Code.

Executive remuneration packages are prudently designed to attract, motivate and retain Directors of the necessary calibre and to reward them for enhancing value to shareholders. The performance measurement of the Executive Directors and key members of senior management and the determination of their annual remuneration packages is undertaken by the Remuneration Committee. The remuneration of Non-Executive Directors is determined by the Board within limits set out in the Articles of Association.

Executive Directors are entitled to accept appointments outside the Company providing the Board's permission is sought.

Effective from January 2018, the Board agreed to a reduction in board fees. Each Director is entitled to receive £12,000 / US$18,000 per annum as Directors' Fees along with relevant Consulting Fees as applicable, with the aggregate of Salary, Directors' Fees and Consulting Fees detailed in the Directors' Remuneration Summary Table on the next page and in note 22.

Each Director is also paid all reasonable expenses incurred wholly, necessarily and exclusively in the proper performance of his duties.

Pensions

The Group does not operate a pension scheme and has not paid any contributions to any pension scheme for Directors or employees.

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Directors' remuneration

Remuneration of the Directors for the years ended 31 December 2020 and 2019 was as follows:

	2020				
	Directors' Fees £	Salary and Consulting Fees £	**Total cash paid year ended £**	Share based payment - share options £	**Total cash and share based £**
C. Bird	14,000	49,500	**63,500**	82,980	**146,480**
L. Read	6,000	39,000	**45,000**	-	**45,000**
E. Kirby	14,821	-	**14,821**	34,575	**49,396**
R. Siapno	13,000	-	**13,000**	17,287	**30,287**
R. Samtani	8,833	-	**8,833**	69,150	**77,983**
E. Slowey	3,500	4,950	**8,450**	69,150	**77,600**
Total	60,154	93,450	**153,604**	273,142	**426,746**

	2019				
	Directors' Fees £	Salary and Consulting Fees £	**Total cash paid year ended £**	Share based payment - share options £	**Total cash and share based £**
C. Bird	10,650	48,000	**58,650**	2,026	**60,676**
L. Read	11,579	80,344	**91,923**	2,026	**93,948**
E. Kirby	14,033	-	**14,033**	405	**14,438**
R. Siapno	12,000	-	**12,000**	810	**12,810**
Total	48,262	128,344	**176,606**	5,267	**181,873**

An amount of £15,000 was paid during 2020 (2019: £15,500) to Lion Mining Finance Limited, a company controlled by C. Bird, for administration services and use of an office.

Notes:

1. Mr Read, Mr Bird and Mr Samtani's Directors' fees include NIC and UK payroll tax.
2. In accordance with the requirements of IFRS 2 Share-based Payments, the estimated fair value for the share options granted in 2020 (£273,142) was calculated using a Black and Scholes option pricing model. None of the 2020 share options have been exercised as they are out of the money. In the event that the share options are not exercised before expiry, the option cost will be credited to the Profit and Loss or if expired will be added back to retained earnings. Note 18 to the accounts provides information on Share-based payments.

Environment, Health, Safety and Social Responsibility Policy Statement

The Company adheres to the above Policy, whereby all operations are conducted in a manner that protects the environment, the health and safety of employees, third parties and the entire local communities in general.

The Company is currently principally involved in exploration projects, located within Zambia, Namibia the Philippines and Argentina and post the reporting period end, Botswana.

The Company is in the process of renewing its Environmental Impact Assessment approvals in respect of its "Eureka Project" in Argentina.

During the year, current operations were closely managed in order to maintain our policy aims, with no matters of concern arising. There have been no convictions in relation to breaches of any applicable legislation recorded against the Group during the year.

Substantial & Significant Shareholdings

The Company has been notified, in accordance with DTR 5 of the FCA's Disclosure and Transparency Rules, or is aware, of the following interests in its ordinary shares as at 23 June 2021 of those shareholders with a 3% and above equity holding in the Company based on the Company having 3,939,951,615 ordinary shares in issue on 23 June 2021 ("**23 June 21 Shares in Issue**").

Shareholders per share register	Number of Ordinary Shares	Percentage of issued share capital
THE BANK OF NEW YORK (NOMINEES)	320,185,158	8.13%
HARGREAVES LANSDOWN (NOMINEES)	314,726,162	7.99%
INTERACTIVE INVESTOR SERVICES	232,975,577	5.91%
BARCLAYS DIRECT INVESTING NOMINEES	212,732,069	5.40%
HARGREAVES LANSDOWN (NOMINEES)	212,216,647	5.39%
INTERACTIVE INVESTOR SERVICES	200,822,508	5.10%
JIM NOMINEES LIMITED	187,102,152	4.75%
VIDACOS NOMINEES LIMITED	136,123,598	3.45%
HSDL NOMINEES LIMITED	134,044,427	3.40%
HARGREAVES LANSDOWN (NOMINEES)	124,552,254	3.16%

On 4 March 2021 Christian Cordier submitted a TR-1 notification to the Company that he has an indirect interest in 330,340,451 ordinary shares in relation to the following shareholdings Tonehill Pty Ltd acting for the ("aft") The Tonehill Trust 80,705,492 shares, Coreks Super Pty Ltd aft Coreks Superannuation Fund 77,570,757 shares and Breamline Pty Ltd aft Breamline Ministries 172,064,203 shares. Mr Cordier's interest represented 8.662% at the date of issue of the TR-1 and 8.384% based on the 23 June 21 Shares in Issue.

On 24th January 2020 the Company announced it was notified that the ultimate beneficial holder of the 239,000,000 shares in the Company, then representing 18.82% of the company's issue share capital as reported in the Form TR-1 submitted by Tavira Securities Ltd, as announced on 6th January 2020 is Sanderson Capital Partners Ltd. This shareholding now represents 6.07% based on the C23 June 21 Shares in Issue.

Political and charitable contributions
There were no political or charitable contributions made by the Group during the year ended 31 December 2020 (2019: nil).

Information to Shareholders - Website
The Company has its own website (www.bezantresources.com) for the purposes of improving information flow to shareholders, as well as to potential investors.

Statement of Directors' responsibilities
The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards as adopted by the European Union. Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company and of the profit or loss of the Group for that year.

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

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

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping adequate accounting records which at any time disclose with reasonable accuracy the financial position of the Company (and the Group) and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company (and the Group) and for taking steps for the prevention and detection of fraud and other irregularities.

In addition, they are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Statement of disclosure to auditor
So far as all the Directors, at the time of approval of their report, are aware:

- there is no relevant audit information of which the Company's auditors are unaware, and

- the Directors have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

UHY Hacker Young LLP have expressed their willingness to continue as the auditors of the Company, and in accordance with section 489 of the Companies Act 2006, a resolution to re-appoint them will be proposed at the Company's forthcoming Annual General Meeting.

Principal risks and uncertainties

The Group has identified the following risks to the ongoing success of the business and has taken various steps to mitigate these, the details of which in relation to its Continuing Operations are as follows:

Risk of development, construction, mining operations and uninsured risks

The Group's ability to meet any production, timing and cost estimates for its properties cannot be assured. Furthermore, the business of mining is subject to a variety of risks such as actual production and costs varying from estimated future production, cash costs and capital costs; revisions to mine plans; risks and hazards associated with mining; natural phenomena; unexpected labour shortages or strikes; delays in permitting and licensing processes; and the timely completion of expansion projects, including land acquisitions required for the expansion of operations from time to time. Geological grade and product value estimations are based on independent resource calculations, studies and historical sales records.

Geological risk factors and adverse market conditions could cause actual results to materially deviate from estimated future production and revenue. Failure to achieve production or cost estimates or material increases in costs could have an adverse impact on the future business, cash flows, profitability, results of operations and financial condition. While steps, such as production and mining planning are in place to limit these risks, occurrences of such incidents do exist and should be noted.

Currency risk

The Group reports its financial results and maintains its accounts in Pounds Sterling, the currency in which the Group primarily operates. The Group's operations in the Philippines and Argentina make it subject to further foreign currency fluctuations and such fluctuations may materially affect the Group's financial position and results (see note 16. The Group does not have any currency hedges in place and is exposed to foreign currency movements.

Copper-gold price volatility

The profitability going forward of the Group's operations is significantly affected by changes in realisable copper-gold prices. The price of copper-gold can fluctuate widely and is affected by numerous factors beyond the Group's control, including demand, inflation and expectations with respect to the rate of inflation, the strength of the Pound Sterling and of other currencies, interest rates, global or regional political or financial events, and production and cost levels.

Economic, political, judicial, administrative, taxation or other regulatory factors

The Group's assets are located in Zambia, Namibia, the Philippines and Argentina and mineral exploration and mining activities may be affected to varying degrees by political stability and government regulations relating to the mining industry. Post the year end the

Principal risks and uncertainties (continued)

Company acquired a project in Botswana. The Group is exposed to sovereignty risks relating to potential changes of local Governments and possible subsequent changes in jurisdiction concerning the maintenance or renewal of licences and the equity position permitted to be held in the Company's subsidiaries.

Loss of critical processes
The Group's future mining, processing, development and exploration activities depend on the continuous availability of the Group's operational infrastructure, in addition to reliable utilities and water supplies and access to roads. Any failure or unavailability of operational infrastructure, for example, through equipment failure or disruption, could adversely affect future production output and/or impact exploration and development activities.

Competition
The Group competes with numerous other companies and individuals, in the search for and acquisition of exploration and development rights on attractive mineral properties and also in relation to the future marketing and sale of precious metals. There is no assurance that the Group will continue to be able to compete successfully with its competitors in acquiring exploration and development rights on such properties and also in relation to the future marketing and sale of precious metals.

Future funding requirements
As referred to in note 1.1 of these financial statements, the Group made a loss from all operations for the year ended 31 December 2020 after tax of £1,026,000 (2019: £1.1 million), had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £1.1 million as at 31 December 2020. An operating loss is expected in the year subsequent to the date of these accounts and even though further funding was raised during the year, the Company will need to raise funding to provide additional working capital to finance its ongoing activities. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

Dependence on key personnel
The success of the Group is, and will continue to be, to a significant extent, dependent on retaining the services of the directors and senior management and the loss of one or more could have a materially adverse effect on the Group. A Group-wide share incentive scheme has been implemented.

COVID-19 pandemic
The COVID-19 pandemic announced by the World Health Organisation in the period initially had a markedly negative impact on global stock markets although many sectors and stock market losses have been recovered there is increased volatility as stock markets react to ongoing news in relation to the short-term and long-term impact of COVID-19 and the financially implications of the economic stimulus packages adopted by

Principal risks and uncertainties (continued)

most governments to protect and / or support their economies this has also, affected currencies and general business activity. Notwithstanding this the Company was able to complete and announce fundraisings of £350,000 on 19 June 2020 and £625,000 on 28 August 2020.The Company has developed a work at home policy and adopts local procedures for exploration activities to address the health and wellbeing of its directors, consultants and contractors, and their families, in the face of the COVID-19 outbreak. The timing and extent of the impact and recovery from COVID-19 is still not certain as although certain countries have implemented successful vaccination programs others lag behind , many international travel restrictions remain in place and different countries are experiencing new waves of infection so COVID-19 remains an issue that requires ongoing monitoring in 2021 and likely at least into 2022 but possibly longer.

Relations with Shareholders

In light of current restrictions on public gatherings and the uncertainty as to when and to what extent these will be lifted and to ensure shareholders comply with the Government measures, the Company will as in 2020 be calling an Annual General Meeting at which shareholders will not permitted to attend in person but arrangement will be made for shareholders to dial into the AGM and submit questions in advance of the AGM.

The Company will hold an Annual General Meeting on or around Friday, 30 July 2021 and the wording of each resolution to be tabled will be set out in a formal Notice of Annual General Meeting to be sent to shareholders.

Shareholders who are unable to attend the Annual General Meeting and who wish to appoint a proxy in their place must ensure that their proxy is appointed in accordance with the provisions set out in the Notice of Annual General Meeting.

On behalf of the Board

Mr Colin Bird
Executive Chairman

28 June 2021

As an AIM-quoted company, Bezant Resources PLC ("**Bezant**" or the "**Company**") and its subsidiaries are required to apply a recognised corporate governance code and demonstrate how the Group complies with such corporate governance code and where it departs from it.

The Directors of the Company have formally taken the decision to apply the QCA Corporate Governance Code (the "**QCA Code**"). The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders without stifling the entrepreneurial spirit in which small to medium sized companies, such as Bezant, have been created. The Company is committed to providing annual updates on its compliance with the QCA Code further details of which are set out below.

The Board

The Board comprises (for the time being) five Directors of which three are executive and two are non-executives, reflecting a blend of different experience and backgrounds. The Board considers Dr. Evan Kirby and Ronnie Siapno to be independent non-executives in terms of the QCA guidelines. The Company's Executive Directors is Colin Bird who is also Chairman of the Board. Given the stage of the Company's early-stage exploration mining projects and the experience of the Chair Mr. Bird in managing such international exploration mining projects and his familiarity with the Company's projects the Company believes that it is appropriate for the roles of Chairman and Chief Executive Officer to be combined at this stage. The Company will keep this under review as the Company's projects develop with a view to splitting the roles when it is clear which projects will become the principal activities of the Company and can justify the need for and benefit from a separate CEO. The Company will therefore consider making further appropriate appointments to the Board as an when considered appropriate.

The Board is responsible for determining policy and business strategy, setting financial and other performance objectives and monitoring achievement. It meets throughout the year and all major decisions are taken by the full Board. The Chairman takes responsibility for the conduct of the Company and Board meetings and ensures that directors are properly briefed to enable full and constructive discussions to take place. The Group's day-to-day operations are managed by the Executive Director Colin Bird as assisted by the Group Company Secretary in respect of corporate matters generally, compliance and company administration. All Directors have access to the Company's Solicitors, along with the Group Company Secretary and any Director needing independent professional advice in the furtherance of his/her duties may obtain this advice at the expense of the Group. However, no formal procedure has been agreed with the Board regarding the circumstances in which individual directors may take independent professional advice.

The Board is satisfied that it has a suitable balance between independence on the one hand, and knowledge of the Company on the other, to enable it to discharge its duties and responsibilities effectively, and that all Directors have adequate time to fulfil their roles.

Details of the current Directors, biographical details are set out on pages 7 to 10 and their roles and background are set out on the Company's website at www.bezantresources.com

The role of the Chairman is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit to maintain control of the Group. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance.

Under the Company's Articles of Association, the appointment of all new Directors must be approved by shareholders in a general meeting. In addition, one third of Directors are required to retire and to submit themselves for re-election at each Annual General Meeting.

Application of the QCA Code
In the spirit of the QCA Code, it is the Board's task to ensure that the Group is managed for the long-term benefit of all shareholders and other stakeholders with effective and efficient decision-making. Corporate governance is an important part of that task, reducing risk and adding value to the Group. The Board will continue to monitor the governance framework of the Group as it grows.

Bezant is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. It currently has interests in three copper-gold projects, one in Namibia, one in the Philippines and one in Argentina and a copper-silver project in Zambia. Currently, no revenue is generated from such projects. The Company seeks to promote long-term value creation for its shareholders by leveraging the technical knowledge and experience of its directors and senior management to develop and realise value from its projects. The key performance indicators for the Company are therefore linked to the achievement of project milestones and the increase in overall enterprise value which could be through a combination of the development of these projects by the Company or with joint venture or other partners and / or the sale of the projects.

All operations are conducted in a manner that protects the environment and the health and safety of employees, third parties and local communities in general. Bezant believes that a successful project is best achieved through maintaining close working relationships with local communities, such social ideology being at the forefront of all of Bezant's exploration initiatives via establishing and maintaining co-operative relationships with local communities, hiring local personnel and using local contractors and suppliers. Where issues are raised, the Board takes the matters seriously and, where appropriate, steps are taken to ensure that findings are integrated into the Company's strategy.

Careful attention is given to ensure that all exploration activity is performed in an environmentally responsible manner and abides by all relevant mining and environmental acts. Bezant takes a conscientious role in all of its operations and is aware of its social responsibility and its environmental duty.

Both the engagement with local communities and the performance of all activities in an environmentally and socially responsible way are closely monitored by the Board which ensures that ethical values and behaviours are recognised.

Corporate Governance Committees
The Board has established two committees comprising Non-Executive Directors and Executive Directors.
The composition of the committees is as follows:

Audit	**Remuneration**
Dr. Evan Kirby *(Chairman)*	Colin Bird *(Chairman)*
Raju Samtani	Dr. Evan Kirby
Colin Bird	Ronnie Siapno

The Audit Committee

The audit committee receives reports from management and the external auditors relating to the interim report and the annual report and financial statements, reviews reporting requirements and ensures that the maintenance of accounting systems and controls is effective.

The audit committee has unrestricted access to the Company's auditors. The audit committee also monitors the controls which are in force and any perceived gaps in the control environment.

The Board believes that the current size of the Group does not justify the establishment of an independent internal audit department.

The Audit Committee meets twice during the year to review the published financial information, the effectiveness of external audit and internal financial controls including the specific matters set out below.

The Audit Committee does not consider there is a need for an internal audit function given the size and nature of the Group.

Significant issues considered by the Audit Committee during the year have been the Principal Risks and Uncertainties and their effect on the financial statements. The Audit Committee tracked the Principal Risks and Uncertainties through the year and kept in contact with the Group's Management, External Service Providers and Advisers. The Audit Committee is satisfied that there has been appropriate focus and challenge on the high-risk areas.

UHY Hacker Young LLP, the current external auditors, have been in office since 2007 which was the last time a tender for the audit took place. The external auditors present their annual audit findings to the audit committee.

Remuneration Committee

The Remuneration Committee determines the scale and structure of the remuneration of the executive Directors and approves the granting of options to Directors and senior employees and the performance related conditions thereof. The Remuneration Committee also recommends to the Board a framework for rewarding senior management, including Executive Directors, bearing in mind the need to attract and retain individuals of the highest calibre and with the appropriate experience to make a significant contribution to the Group and ensures that the elements of the remuneration package are competitive and help in underpinning the performance-driven culture of the Group.

The Company does not currently have a separate Nominations Committee, with the entire Board involved in the identification and approval of Board members which the Board considers to be appropriate given the Company's size and nature, but it will continue to monitor the situation as it grows.

Internal control

The Board is responsible for establishing and maintaining the Group's system of internal control. Internal control systems manage rather than eliminate the risks to which the Group is exposed and such systems, by their nature, can provide reasonable but not absolute assurance against misstatement or loss. There is a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures which the Directors have established with a view to providing effective internal control, are as follows:

- Identification and control of business risks
  The Board identifies the major business risks faced by the Group and determines the appropriate course of action to manage those risks.

- Budgets and business plans
  Each year the Board approves the business plan and annual budget. Performance is monitored and relevant action taken throughout the year through the regular reporting to the Board of changes to the business forecasts.

- Investment appraisal
  Capital expenditure is controlled by budgetary process and authorisation levels. For expenditure beyond specified levels, detailed written proposals have to be submitted to the Board. Appropriate due diligence work is carried out if a business or asset is to be acquired.

- Annual review and assessment
  In 2018, the Board conducted a detailed review and assessment of the effectiveness of the Group's strategy, a process that is maintained on an ongoing basis.

Relations with shareholders
The Board attaches considerable importance to the maintenance of good relationships with shareholders. Presentations by the Directors to institutional shareholders and City analysts are COVID-19 restrictions permitting made as and when considered appropriate by the Board and the Company's advisers.

In light of current restrictions on public gatherings and the uncertainty as to when and to what extent these will be lifted and to ensure shareholders comply with the Government measures, the Company will in 2021 as in 2020 be calling an Annual General Meeting at which shareholders will not permitted to attend in person but arrangement will be made for shareholders to dial into the AGM and submit questions in advance of the AGM.

Departures from the QCA Code:
In accordance with the requirements of the AIM Rules for Companies, Bezant departs from the QCA Code in the following ways:

Principle 7 - "Evaluate board performance based on clear and relevant objectives, seeking continuous improvement."
Bezant's board is extremely focussed on implementing the Company's strategy. Given the size and nature of Bezant, the Board does not consider it appropriate to have a formal performance evaluation procedure in place, as described and recommended in Principle 7 of the QCA Code. The Board will closely monitor the situation as the Group grows.

No Nominations Committee

The QCA Code states that there should be a nomination committee to deal with the appointment of both executive and non-executive Directors except in circumstances where the Board is small. The Directors consider the size of the current Board to be small and have not therefore established a separate nomination committee. The appointment of executive and non-executive Directors is currently a matter for the Board as a whole. This position will be reviewed should the number of directors increase.

Chair is also Chief Executive officer

The QCA Code states that the role of Chair and chief Executive Officer should be separate. Given the stage of the Company's early-stage exploration mining projects and the experience of the Chair Mr. Bird in managing such international exploration mining projects and his familiarity with the Company's projects the Company believes that it is appropriate for the roles of Chairman and Chief Executive Officer to be combined at this stage. The Company will keep this under review as the Company's projects develop with a view to splitting the roles when it is clear which projects will become the principal activities of the Company and can justify the need for and benefit from a separate CEO. The Company will therefore consider making further appropriate appointments to the Board as an when considered appropriate.

Going concern

The Group made a loss from all operations for the year ended 31 December 2020 after tax of £1,026,000 (2019: £1.1 million), had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £1.1 million as at 31 December 2020. An operating loss is expected in the year subsequent to the date of these accounts and as a result the Company will need to raise funding to provide additional working capital to finance its ongoing activities. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

The COVID-19 pandemic announced by the World Health Organisation in the period initially had a markedly negative impact on global stock markets although many sectors and stock market losses have been recovered there is increased volatility as stock markets react to ongoing news in relation to the short-term and long-term impact of COVID-19 and the financially implications of the economic stimulus packages adopted by most governments to protect and / or support their economies this has also, affected currencies and general business activity. Notwithstanding this the Company was able to complete and announce fundraisings of £350,000 on 19 June 2020 and £625,000 on 28 August 2020. The Company has developed a work at home policy and adopts local procedures for exploration activities to address the health and wellbeing of its directors, consultants and contractors, and their families, in the face of the COVID-19 outbreak. The timing and extent of the impact and recovery from COVID-19 is still not certain as although certain countries have implemented successful vaccination programs others lag behind , many international travel restrictions remain in place and different countries are experiencing new waves of infection so COVID-19 remains an issue that requires ongoing monitoring in 2021 and likely at least into 2022 but possibly longer

Based on the Board's assessment that the Company will be able to raise additional funds, as and when required, to meet its working capital and capital expenditure requirements, the Board have concluded that they have a reasonable expectation that the Group can continue in operational existence for the foreseeable future. For these reasons, the Group continues to adopt the going concern basis in preparing the annual report and financial statements.

There is a material uncertainty related to the conditions above that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

Dr. Evan Kirby
Non-Executive Director

28 June 2021

UHY Hacker Young
Chartered Accountants

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BEZANT RESOURCES PLC
FOR THE YEAR ENDED 31 DECEMBER 2020

Opinion

We have audited the financial statements of Bezant Resources Plc (the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2020 which comprise the Consolidated Statement of Profit and Loss, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Balance Sheets, the Consolidated and Company Statements of Cash Flows and related notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union (IFRSs).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2020 and of the Group's loss and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- 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 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 relating to going concern

We draw attention to the Going Concern section of the Accounting Policies of the Group financial statements concerning the Group's and Company's ability to continue as a going concern. The Group incurred an operating loss of £1m during the year ended 31 December 2020 and is still incurring losses. As discussed in note 1.1, the Company will need to raise further funds in order to meet its budgeted operating costs for the foreseeable future.

These conditions, along with other matters discussed in note 1.1 indicate the existence of a material uncertainty which may cast significant doubt on the Group's and Company's ability to continue as a going concern. The financial statements do not include the adjustments (such as impairment of assets) that would result if the Group and Company were unable 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 director's use of going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the director's assessment of the entity's ability to continue to adopt the going concern basis of accounting included an assessment of the risk and audit procedures to address this risk:

<u>The risk</u>
The group currently does not generate any revenue, therefore in order to provide sufficient working capital to fund the group commitments as they fall due over the next 12 months the group is reliant on further fund raisings in order to fund its ongoing activities.

We understand it is the group's intention to fund future exploration programmes by a combination of farm in and/or further fundraising which the group will need to complete in the next 12 months. Accordingly the Group will require additional funding and/or a working capital reduction within twelve months from the date when the financial statements are authorised for issue.

Given the above factors, we consider going concern to be a significant audit risk area.

The directors' conclusion of the risks and circumstances described in the Going Concern section of the Principal Accounting Policies of the Group financial statements represent a material uncertainty over the ability of the Group and Company to continue as a going concern for a period of at least a year from the date of approval of the financial statements. However, clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there is a related material uncertainty, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter.

<u>How our audit addressed the risk:</u>
Our audit procedures included:

- Assessing the transparency and the completeness and accuracy of the matters covered in the going concern disclosure by evaluating management's cash flow projections for the next 12 months and the underlying assumptions.
- We obtained budgets and cash flow forecasts, reviewed the methodology behind these, ensured arithmetically correct and challenged the assumptions.
- We obtained post year end results and compared these to budget to ensure budgeting is reasonable and results are in line with expectations.We discussed plans for the Group going forward with management, ensuring these had been incorporated into the budgeting and would not have an impact on the going concern status of the Group.

<u>Key observations</u>
Based on the audit procedures performed we concluded that the Group has a material uncertainty over the ability to continue as a going concern for a period of at least twelve months from the date of approval of the financial statements. However, clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there is a related material uncertainty, is a key financial statement discosure and so was the focus of of our audit in this area. Auditing standards require that to be reported as a key audit matter.

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

Our approach to the audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of impairment reviews on exploration assets that involved making assumptions and considering future events that are inherently uncertain.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account an understanding of the structure of the Company and the Group, their activities, the accounting processes and controls, and the industry in which they operate. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

Our Group audit scope includes all of the group companies. At the Company level, we also tested the consolidation procedures. During the audit we reassessed and re-evaluated audit risks and tailored our approach accordingly.

The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risk.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings that we identified during the course of the audit.

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. This is not a complete list of all risks identified during our audit. Going concern is a significant key audit matter and is described above. In arriving at our audit opinion above, the other key audit matters were as follows:

Key audit matter	**How the matter was addressed during the audit**
Impairment of exploration and evaluation assets in the Group The Group has capitalised costs in respect of the Group's licence interests in accordance with IFRS 6 'Exploration for and Evaluation of Mineral Resources' (IFRS 6). The Directors need to assess the exploration assets for indicators of impairment and where they exist to undertake a full review to assess the need for impairment charge. This involves significant judgements and assumptions such as the timing and extent and probability of future cash flow. We therefore identified the impairment of exploration and evaluation assets as a key audit matter, which was one of the most significant assessed risks of material misstatement.	Our audit work included, but was not restricted to: • Obtaining each of the licences along with supporting information available for each exploration project to assess whether the licenses remain in good standing. • We discussed each of the licence areas with the directors and considered their assessment in conjunction with the available information for each exploration project and reviewed available information to assess whether the licenses remain in good standing. • We reviewed the future plans of the projects in respect of funding, viability and development to assess whether there were any indicators of impairment. **Key observations** We obtained evidence that all the licenses remain valid and are in good standing. Whilst the limited spending on the Eureka Project was identified as an indicator of impairment, based on a review of the expiry dates of the licences, potential future funding and the intention to continue the exploration and evaluation of this asset, the directors' assessment that no impairment was required was considered to be appropriate. The acquisition of the interests in the Hope Copper-Gold project in Namibia and the Kalengwa project in Zambia have taken place during the year and no indicators of impairment were identified in respect of either project.
Impairment of investments and loans due from subsidiary companies in the Parent Company Under International Accounting Standard 36 'Impairment of Assets', companies are required to assess whether there is any indication that an asset may be impaired at each reporting date.	Our audit work included, but was not restricted to: • Reviewing the investments balances for indicators of impairment in accordance with IAS 36; • Assessing the appropriateness of the methodology applied by management in their assessment of the recoverable amount of intragroup loans by comparing

Key audit matter	How the matter was addressed during the audit
Management assessment involves significant judgements and assumptions such as the timing and extent and probability of future cash flow. The Company has loans due from subsidiary companies of £4.52m (2019: £2.87m). In conjunction with the exploration assets, the investments represent the primary balance on the Company balance sheet and there is a risk it could be impaired and that intragroup loans may not be recoverable as a result of the subsidiary companies incurring losses. We therefore identified the impairment of loans due from subsidiary companies as a key audit matter in the Company financial statements, which was one of the most significant assessed risks of material misstatement.	it to the Group's accounting policy and IAS 36; • Assessing management's evaluation of the recoverable amounts of intragroup loans including review the impairment provisions and net asset values of components that have intercompany debt; • Checking that intragroup loans have been reconciled and confirming that there are no material differences. **Key observations** The investment balance correlates with the Eureka Project exploration asset partly held by within a subsidiary and the new acquisition of the interests in Virgo Resources Limited and KPZ International Limited. Our impairment review was therefore linked to our assessment of indicators of impairment on the corresponding exploration licences. Accordingly no impairment was considered necessary.
Accounting and valuation in relation to the acquisition of 100% of Virgo Resources Ltd and a 30% interest KPZ International Limited In the year the group acquired: • 100% equity of Virgo Resources Limited and its interest in the Hope Copper-Gold Project in Namibia for £1,212k comprising of shares of with a fair value of £939k, share options of £61k , cash of £86k and deferred consideration of £126k.	Our audit work included, but was not restricted to: • Obtaining and reviewing the various agreements supporting the acquisitions and agreeing the investment percentage and consideration associated with the investments. • Agreeing the fair value of the consideration issued for the investments made. • Reviewing management's assessment of the valuation of the investments at the year end. • Ensuring that the investments have been appropriately accounted for in accordance with IFRS 3 Business Combinations. • Evaluating the related disclosures included in the financial statements for compliance with IFRS 3.

Key audit matter	How the matter was addressed during the audit
• 30% equity of KPZ International Limited and its interest in the Kalengwa Exploration Project in Zambia [for £193k comprising of shares of £193k The judgements involved in determining the fair value of the consideration issued for the investments made and acquired identified assets and liabilities, if performed inaccurately, may lead to a material misstatement in the financial statements. In addition, there is a risk that the disclosure of the investment or valuation could be misstated.	**Key observations** Both investments have been included as subsidiaries in the consolidated financial statements due to the indicators of de facto control as set out in IFRS 10 Consolidated Financial Statements. Where the fair value of the consideration paid exceeded the fair value of the net assets acquired on the acquisition the difference has been recognised as an intangible asset, being Exploration and Evaluation assets. We consider the accounting for the acquisitions to have been carried out appropriately.

Our application of materiality
The scope and focus of our audit was influenced by our assessment and application of materiality. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements.

We define financial statement materiality as the magnitude by which misstatements, including omissions, could reasonably be expected to influence the economic decisions taken on the basis of the financial statements by reasonable users.

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

Materiality Measure	Group	Parent
Overall materiality *We determined materiality for the financial statements as a whole to be:*	£141,000 (2019: £95,000) The increase between 2020 and 2019 is primarily a reflection of the increase in the net assets of the Group	£112,000 (2019: £76,000)
How we determine it	Based on the main key indicator, being 2% of the net assets of the Group based on our risk	2% of net assets of the Parent Company exceeded the Group materiality amount

	assessment and applying a benchmark	therefore this was capped to 80% of Group materiality.
Rationale for benchmarks applied	We believe the net assets are the most appropriate benchmark due to the size and stage of development of the Company and Group. This is further supported by the Group not yet generating any revenue.	
Performance materiality	£105,750	£84,000
	On the basis of our risk assessment, together with our assessment of the Group's control environment, our judgment is that performance materiality for the financial statements should be 75% of materiality.	
Specific materiality	We also determine a lower level of specific materiality for certain areas such as directors' remuneration and related party transactions of £2,000 as these are considered to be material by nature.	
Reporting threshold	We agreed with the Audit Committee that we would report to them all misstatements over 5% of Group materiality identified during the audit, as well as differences below that threshold that, in our view, warrant reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.	

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors
As explained more fully in the statement of directors' responsibilities, set out on page 20, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or 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:

Based on our understanding of the Group and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to the acts by the Group which were contrary to applicable laws and regulations including fraud and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the

preparation of the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inflated revenue and profit.
Audit procedures performed included: review of the financial statement disclosures to underlying supporting documentation, review of correspondence with legal advisors, enquiries of management, and testing of journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

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

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 part 3 of Chapter 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.

Daniel Hutson
(Senior Statutory Auditor)

For and on behalf of UHY Hacker Young
Chartered Accountants and Statutory Auditor

UHY Hacker Young
4 Thomas More Square
London E1W 1YW

28 June 2021

Consolidated Statement of Profit and Loss
For the year ended 31 December 2020

	Notes	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
CONTINUING OPERATIONS			
Group revenue		-	-
Cost of sales		-	-
Gross profit/(loss)		-	-
Operating expenses	3	(658)	(911)
Share based payments	3	(380)	(6)
Operating loss	4	(1,038)	(917)
Interest received		-	1
Other income		12	-
Impairment of assets	5	-	(211)
Loss before taxation		(1,026)	(1,127)
Taxation	6	-	-
Loss for the financial year from continuing operations		(1,026)	(1,127)
Loss for the financial year		(1,026)	(1,127)
Attributable to:			
Owners of the Company		(977)	(1,127)
- Continuing operations		(977)	(1,127)
- Discontinued operations		-	-
Non-controlling interest		(49)	-
		(1,026)	(1,127)
Loss per share (pence)			
Basic loss per share from continuing operations	7	(0.05)	(0.11)
Diluted loss per share from continuing operations	7	(0.05)	(0.11)

Consolidated Statement of Other Comprehensive Income
For the year ended 31 December 2020

	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
Other comprehensive income:		
Loss for the financial year	**(1,026)**	**(1,127)**
Items that may be reclassified to profit or loss:		
Foreign currency reserve movement	**(1)**	**(17)**
Total comprehensive loss for the financial year	**(1,027)**	**(1,144)**
Attributable to:		
Owners of the Company	**(978)**	**(1,144)**
Non-controlling interest	**(49)**	**-**
	(1,027)	**(1,144)**

Consolidated Statement of Changes in Equity
For the year ended 31 December 2020

	Share Capital £'000	Share Premium £'000	Other Reserves[1] £'000	Retained Losses £'000	Non Controlling interest £'000	Total Equity £'000
Year ended 31 December 2020						
Balance at 1 January 2020	**2,003**	**36,429**	**840**	**(34,489)**	**-**	**4,783**
Current year loss	**-**	**-**	**-**	**(977)**	**(49)**	**(1,026)**
Foreign currency reserve	**-**	**-**	**(1)**	**-**	**-**	**(1)**
Total comprehensive loss for the year	**-**	**-**	**(1)**	**(977)**	**(49)**	**(1,027)**
Proceeds from shares issued	**24**	**951**	**-**	**-**	**-**	**975**
Share issue costs	**-**	**(105)**	**-**	**-**	**-**	**(105)**
Shares issued - Acquisitions	**12**	**1,120**	**-**	**-**	**-**	**1,132**
Warrants issued to shareholders	**-**	**-**	**486**	**(451)**	**-**	**35**
Warrants exercised	**10**	**730**	**(243)**	**243**	**-**	**740**
Share options granted	**-**	**-**	**441**	**-**	**-**	**441**
Non-controlling interests on acquisition of subsidiary	**-**	**-**	**-**	**-**	**37**	**37**
Balance at 31 December 2020	**2,049**	**39,125**	**1,523**	**(35,674)**	**(12)**	**7,011**

	Share Capital £'000	Share Premium £'000	Other Reserves[1] £'000	Retained Losses £'000	Non Controlling interest £'000	Total Equity £'000
Year ended 31 December 2019						
Balance at 1 January 2019	**1,998**	**36,074**	**840**	**(33,362)**	**-**	**5,550**
Current year loss	**-**	**-**	**-**	**(1,127)**	**-**	**(1,127)**
Foreign currency reserve	**-**	**-**	**(17)**	**-**	**-**	**(17)**
Total comprehensive loss for the year	**-**	**-**	**(17)**	**(1,127)**	**-**	**(1,144)**
Proceeds from shares issued	**5**	**366**	**-**	**-**	**-**	**371**
Warrants issued	**-**	**(38)**	**38**	**-**	**-**	**-**
Lapsed warrants	**-**	**27**	**(27)**	**-**	**-**	**-**
Share options granted	**-**	**-**	**6**	**-**	**-**	**6**
Balance at 31 December 2019	**2,003**	**36,429**	**840**	**(34,489)**	**-**	**4,783**

[1] Other reserves is made up of the share-based payment and foreign exchange reserve.

Company Statement of Changes in Equity
For the year ended 31 December 2020

	Share Capital £'000	Share Premium £'000	Other Reserves[1] £'000	Retained Losses £'000	Total Equity £'000
Year ended 31 December 2020					
Balance at 1 January 2020	**2,003**	**36,429**	**316**	**(32,732)**	**6,016**
Current year loss	**-**	**-**	**-**	**(878)**	**(878)**
Total comprehensive loss for the year	**-**	**-**	**-**	**(878)**	**(878)**
Proceeds from shares issued	**24**	**951**	**-**	**-**	**975**
Share issue costs	**-**	**(105)**	**-**	**-**	**(105)**
Shares issued - Acquisitions	**12**	**1,120**	**-**	**-**	**1,132**
Warrants issued to shareholders	**-**	**-**	**486**	**(451)**	**35**
Warrants exercised	**10**	**730**	**(243)**	**243**	**740**
Share options granted	**-**	**-**	**441**	**-**	**441**
Balance at 31 December 2020	**2,049**	**39,125**	**1,000**	**(33,818)**	**8,356**

	Share Capital £'000	Share Premium £'000	Other Reserves[1] £'000	Retained Losses £'000	Total Equity £'000
Year ended 31 December 2019					
Balance at 1 January 2019	**1,998**	**36,074**	**299**	**(31,516)**	**6,855**
Current year loss	**-**	**-**	**-**	**(1,216)**	**(1,216)**
Total comprehensive loss for the year	**-**	**-**	**-**	**(1,216)**	**(1,216)**
Proceeds from shares issued	**5**	**366**	**-**	**-**	**371**
Warrants issued	**-**	**(38)**	**38**	**-**	**-**
Lapsed warrants	**-**	**27**	**(27)**	**-**	**-**
Share options granted	**-**	**-**	**6**	**-**	**6**
Balance at 31 December 2019	**2,003**	**36,429**	**316**	**(32,732)**	**6,016**

[1] Other reserves is made up of the share-based payment and foreign exchange reserve.

Consolidated and Company Balance Sheets
As at 31 December 2020

		Consolidated		Company	
		2020	2019	**2020**	2019
	Notes	**£'000**	£'000	**£'000**	£'000
ASSETS					
Non-current assets					
Plant and equipment	**10**	**3**	4	**-**	1
Investments	**11**	**-**	-	**4,516**	2,870
Exploration and evaluation assets	**13**	**6,405**	4,778	**3,129**	3,129
Total non-current assets		**6,408**	4,782	**7,645**	6,000
Current assets					
Trade and other receivables	**14**	**28**	65	**16**	58
Cash and cash equivalents		**1,128**	330	**1,094**	329
		1,156	395	**1,110**	387
Total current assets		**1,156**	395	**1,110**	387
TOTAL ASSETS		**7,564**	5,177	**8,755**	6,387
LIABILITIES					
Current liabilities					
Trade and other payables	**15**	**553**	394	**399**	371
Total current liabilities		**553**	394	**399**	371
NET ASSETS		**7,011**	4,783	**8,356**	6,016
EQUITY					
Share capital	**17**	**2,049**	2,003	**2,049**	2,003
Share premium	**17**	**39,125**	36,429	**39,125**	36,429
Share-based payment reserve		**858**	174	**858**	174
Foreign exchange reserve		**665**	666	**142**	142
Retained losses		**(35,674)**	(34,489)	**(33,818)**	(32,732)
		7,023	4,783	**8,356**	6,016
Non-controlling interests		**(12)**	-	**-**	-
TOTAL EQUITY		**7,011**	4,783	**8,356**	6,016

In accordance with the provisions of Section 408 of the Companies Act 2006, the Parent Company has not presented a separate income statement. A loss for the year ended 31 December 2020 of £878,000 (2019: £1,216,000) has been included in the consolidated income statement.

These financial statements were approved by the Board of Directors on 28 June 2021 and signed on its behalf by:

Mr Colin Bird
Executive Chairman

Company Registration No. 02918391

Consolidated and Company Statements of Cash Flows
For the year ended 31 December 2020

		Consolidated		Company	
	Notes	**Year ended 31 December 2020 £'000**	Year ended 31 December 2019 £'000	**Year ended 31 December 2020 £'000**	Year ended 31 December 2019 £'000
Net cash outflow from operating activities	**20**	**(629)**	(437)	**(460)**	(352)
Cash flows from investing activities					
Interest received		**-**	1	**-**	-
Other income		**53**	43	**53**	43
Option payments		**-**	(27)	**-**	-
Proceeds from sale of PP&E		**12**	-	**-**	-
Deferred exploration expenditure		**(271)**	-	**-**	-
Investment in subsidiary		**-**	-	**(245)**	-
Loans to associates		**-**	(58)	**-**	(58)
Loans to subsidiaries		**-**	-	**(227)**	(108)
		(206)	(41)	**(419)**	(123)
Cash flows from financing activities					
Proceeds from issuance of ordinary shares	**21**	**1,644**	329	**1,644**	329
Increase/(decrease) in cash		**809**	(149)	**765**	(146)
Cash and cash equivalents at beginning of year		**330**	492	**329**	481
Foreign exchange movement		**(11)**	(13)	**-**	(6)
Cash and cash equivalents at end of year		**1,128**	330	**1,094**	329

General information

Bezant Resources Plc (the "**Company**") is a company incorporated in England and Wales. The address of its registered office and principal place of business is disclosed in the corporate directory. The Company is quoted on the Alternative Investment Market ("**AIM**") of the London Stock Exchange and has the TIDM code of BZT. Information required by AIM Rule 26 is available in the section of the Group's website with that heading at www.bezantresources.com.

1. Accounting policies

1.1 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated below.

Going concern basis of accounting

The Group made a loss from all operations for the year ended 31 December 2020 after tax of £1,026,000 (2019: £1.1 million), had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £1.1 million as at 31 December 2020. An operating loss is expected in the year subsequent to the date of these accounts and as a result the Company will need to raise funding to provide additional working capital to finance its ongoing activities. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

The COVID-19 pandemic announced by the World Health Organisation in the period initially had a markedly negative impact on global stock markets although many sectors and stock market losses have been recovered there is increased volatility as stock markets react to ongoing news in relation to the short-term and long-term impact of COVID-19 and the financially implications of the economic stimulus packages adopted by most governments to protect and / or support their economies this has also, affected currencies and general business activity. Notwithstanding this the Company was able to complete and announce fundraisings of £350,000 on 19 June 2020 and £625,000 on 28 August 2020. The timing and extent of the impact and recovery from COVID-19 is still not certain as although certain countries have implemented successful vaccination programs others lag behind , many international travel restrictions remain in place and different countries are experiencing new waves of infection so COVID-19 remains an issue that requires ongoing monitoring in 2021 and likely at least into 2022 but possibly longer.

Based on the Board's assessment that the Company will be able to raise additional funds, as and when required, to meet its working capital and capital expenditure requirements, the Board have concluded that they have a reasonable expectation that the Group can continue in operational existence for the foreseeable future. For these reasons the Group continues to adopt the going concern basis in preparing the annual report and financial statements.

There is a material uncertainty related to the conditions above that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

Basis of preparation

The financial information, which incorporates the financial information of the Company and its subsidiary undertakings (the "**Group**"), has been prepared using the historical cost convention and in accordance with International Financial Reporting Standards ("**IFRS**") including IFRS 6 'Exploration for and Evaluation of Mineral Resources', as adopted by the European Union ("**EU**").

1.1 Accounting policies (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary undertakings and have been prepared using the principles of acquisition accounting, which includes the results of the subsidiaries from their dates of acquisition.

All intra-group transactions, income, expenses and balances are eliminated fully on consolidation.

A subsidiary undertaking is excluded from the consolidation where the interest in the subsidiary undertaking is held exclusively with a view to subsequent resale and the subsidiary undertaking has not previously been consolidated in the consolidated accounts prepared by the parent undertaking.

Business combination

On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired (i.e. discount on acquisition) is credited to profit and loss in the year of acquisition. The interest of non-controlling shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised. Subsequently, any losses applicable to the non-controlling interest in excess of the non-controlling interest are allocated against the interests of the parent.

New IFRS standards and interpretations

No new and/or revised Standards and Interpretations have been required to be adopted, and/or are applicable in the current year by/to the Group, as standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2020 are not material to the Group.

1.2 Significant accounting judgments, estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting year are:

Share-based payment transactions:

The Group measures the cost of equity-settled transactions with directors, consultants and employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model which takes into account expected share volatility, strike price, term of the option and the dividend policy.

Impairment of investments, options and deferred exploration expenditure:

The Group determines whether investments (including those acquired during the period), options and deferred exploration expenditure are impaired when indicators, based on facts and circumstances, suggest that the carrying amount may exceed its recoverable amount. Such indicators include the point at which a determination is made as to whether or not commercial mining reserves exist in the associate in which the investment is held or whether exploration expenditure capitalised is recoverable by way of future exploitation or sale, obviously pending completion of the exploration activities associated with any specific project in each segment.

Fair value of assets and liabilities acquired on acquisition of subsidiaries

The Group determines the fair value of assets and liabilities acquired on acquisition of subsidiaries by reference to the carrying value at the date of acquisition and by reference to exploration activities undertaken and/or information that the Directors become aware of post acquisition.

1.3 Interest income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

1.4 Share-based payments

The Company offered share-based payments to certain directors and advisers by way of issues of share options, none of which to date have been exercised. The fair value of these payments is calculated by the Company using the Black Scholes option pricing model. The expense is recognised on a straight-line basis over the year from the date of award to the date of vesting, based on the Company's best estimate of shares that will eventually vest (note 18).

1.5 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost
- fair value through profit or loss ("**FVPL**")
- equity instruments at fair value through other comprehensive income ("**FVOCI**")
- debt instruments at FVOCI

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Classification and subsequent measurement of financial assets (continued)

Classifications are determined by both:

- The entities business model for managing the financial asset;
- The contractual cash flow characteristics of the financial assets.

Subsequent measurement financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

1.5 Financial instruments (continued)

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVPL)
Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

Equity instruments at fair value through other comprehensive income (Equity FVOCI)
Investments in equity instruments that are not held for trading are eligible for an irrevocable election at inception to be measured at FVOCI. Under Equity FVOCI, subsequent movements in fair value are recognised in other comprehensive income and are never reclassified to profit or loss. Dividends from these investments continue to be recorded as other income within the profit or loss unless the dividend clearly represents return of capital.

Debt instruments at fair value through other comprehensive income (Debt FVOCI)
Financial assets with contractual cash flows representing solely payments of principal and interest and held within a business model of collecting the contractual cash flows and selling the assets are accounted for at debt FVOCI.

Any gains or losses recognised in OCI will be reclassified to profit or loss upon derecognition of the asset.

Impairment of Financial assets
IFRS 9's impairment requirements use more forward-looking information to recognize expected credit losses – the 'expected credit losses ("**ECL**") model'.

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:
- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

1.5 Financial instruments (continued)

Trade and other receivables and contract assets
The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Classification and measurement of financial liabilities

The Group's financial liabilities include trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

1.6 Cash and cash equivalents
Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

1.7 Trade and other receivables
Trade receivables are recognised and carried at original invoice amount less an allowance for any expected credit loss amounts.

1.8 Foreign currency transactions and balances

(i) Functional and presentational currency
Items included in the Group's financial statements are measured using Pounds Sterling ("**£**"), which is the currency of the primary economic environment in which the Group operates ("**the functional currency**"). The financial statements are presented in Pounds Sterling ("**£**"), which is the functional currency of the Company and is the Group's presentational currency.

The individual financial statements of each Group company are presented in the functional currency of the primary economic environment in which it operates.

(ii) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Transactions in the accounts of individual Group companies are recorded at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the balance sheet date. All differences are taken to the income statement.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising recognised in other comprehensive income and transferred to the Group's translation reserve within equity as 'Other reserves'. Upon disposal of foreign operations, such translation differences are derecognised as an income or as expenses in the year in which the operation is disposed of in other comprehensive income.

1.9 Interest in jointly controlled entities

The Group's interests in jointly controlled entities are brought to account using the equity method of accounting in the consolidated financial statements. The parent entity's interests in jointly controlled entities are brought to account using the cost method. Where the Group acquires an interest in a jointly controlled entity, the acquisition cost is amortised on a basis consistent with the method of amortisation used by the jointly controlled entity in respect to assets to which the acquisition costs relate.

1.10 Taxation

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit. Deferred tax balances are not discounted.

1.11 Plant and equipment

Plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit and loss account during the financial year in which they are incurred.

Depreciation on these assets is calculated using the diminishing value method to allocate the cost less residual values over their estimated useful lives as follows:

Plant and equipment - 33.33%
Fixtures and fittings - 7.5%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate at the balance sheet date.

1.12 Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit and loss account.

1.13 Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

1.14 Exploration, evaluation and development expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are transferred to development assets and amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided when an obligating event occurs from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis.

1.14 Exploration, evaluation and development expenditure (continued)

Any changes in the estimates for the costs are accounted for on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

1.15 Investments

Investments in subsidiaries, joint ventures and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of investments in subsidiaries, joint ventures and associated companies, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2. Segment reporting

For the purposes of segmental information, the operations of the Group are focused in geographical segments, namely the UK, Argentina, Namibia, Zambia and the Philippines and comprise one class of business: the exploration, evaluation and development of mineral resources. The UK is used for the administration of the Group.

The Group's loss before tax arose from its operations in the UK, Argentina, Namibia and the Philippines.

For the year ended 31 December 2020

	Continuing operations					
	UK £'000	**Argentina £'000**	**Philippines £'000**	**Namibia £'000**	**Zambia £'000**	**Total £'000**
Consolidated loss before tax	**(860)**	**(53)**	**-**	**(32)**	**(70)**	**(1,015)**
Included in the consolidated loss before tax are the following income/(expense) items:						
Foreign currency loss	**(11)**	**-**	**-**	**-**	**-**	**(11)**
Total Assets	**1,117**	**4,834**	**-**	**1,405**	**208**	**7,564**
Total Liabilities	**(404)**	**(42)**	**-**	**(107)**	**-**	**(553)**

For the year ended 31 December 2019

	Continuing operations			Discontinued	
	UK £'000	Argentina £'000	Philippines £'000	Colombia £'000	Total £'000
Consolidated loss before tax	(716)	(99)	(312)	-	(1,127)
Included in the consolidated loss before tax are the following income/(expense) items:					
Impairment	-	-	(211)	-	(211)
Depreciation	(1)	-	-	-	(1)
Foreign currency loss	(154)	-	-	-	(154)
Total Assets	389	4,788	-	-	5,177
Total Liabilities	(336)	(58)	-	-	(394)

3. Operating expenses

	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
On-going operating expenses	657	910
Depreciation and amortisation	1	1
Share option expense	380	6
	1,038	917

4. Operating loss

The Group's operating loss is stated after charging/(crediting):	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
Parent Company auditor's remuneration - audit services	28	35
Parent Company auditor's remuneration - tax services	2	4
Parent Company auditor's remuneration - other services	1	3
Operating lease - premises	15	15
Shares issued at a discount	-	13
Depreciation of tangible assets	-	1
Foreign exchange loss	8	154

5. Impairment of assets

	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
Impairment loss on loan to associate	-	211
	-	211

5 Impairment of assets (continued)

The Mankayan project owned by Crescent Mining and Development Corporation is part of the continuing operations and was fully impaired in 2016 (see note 11) due to then significant lingering uncertainty concerning the political and tax environment in the Philippines. Although the political and tax environment has subsequently improved it was not considered prudent in the 2019 accounts to write back any of the provision made in prior years.

In 2019, as per note 11.1, the Group sold 80% of its interest in the Mankayan copper-gold project and derecognised its investment in its subsidiary, Asean Copper Investments Limited and the loan balances outstanding have been fully impaired.

On 28 April 2021 post the period end (see note 25) the Company announced that it had served notice of termination of its transaction agreement (the "Transaction Agreement") dated 4 October 2019 with Mining and Minerals Industries Holding Pte. Ltd. ("MMIH"), a private company incorporated in Singapore, with respect to the sale of 80 per cent. of the Company's interest in the Mankayan copper-gold project in the Philippines (the "Mankayan Project") to MMJV Pte. Ltd. ("MMJV"), a 100 percent subsidiary of MMIH, (the "Transaction") as MMIH has not met its Total Funding Commitment as defined in the Transaction Agreement. Bezant, will explore and pursue options including the possibility of re-positioning the Mankayan project within the Company's portfolio of copper and gold assets but in the meantime the previous provisions against the Company's investment in the Mankayan Project writing it down to Nil have not been written back.

6. Taxation

	Year ended 31 December 2020	Year ended 31 December 2019
UK Corporation tax	**£'000**	£'000
- current year	**-**	-
Total current tax charge	**-**	-
Factors affecting the tax charge for the year:		
Loss on ordinary activities before tax	**(1,026)**	**(1,127)**
Loss on ordinary activities multiplied by the standard rate of UK corporation tax of 19% (2019: 19%)	**(196)**	**(214)**
Effects of:		
Non-deductible expenses	**-**	**68**
Tax losses (unprovided deferred tax)	**196**	**146**
Total tax charge	**-**	-

At 31 December 2020, the Group had unused losses carried forward of £13,037,000 (2019: £12,011,000) available for offset against suitable future profits. Most of the losses were sustained in the United Kingdom.

The Group's deferred tax asset as at 31 December 2020 that arose from these losses has not been recognised in respect of such losses due to the uncertainty of future profit streams. The contingent deferred tax asset, which has been measured at 17%, is estimated to be £2,336,000 (2019: £2,042,000). A net deferred tax asset arising from these losses has not been established as the Directors have assessed the likelihood of future profits being available to offset such deferred tax assets is uncertain.

7. Loss per share

The basic and diluted loss per share have been calculated using the loss attributable to equity holders of the Company for the year ended 31 December 2020 of £977,000 (2019: £1,127,000) of which £977,000 (2019: £1,127,000) was from Continuing Operations and £nil (2019: nil) was from Discontinued Operations. The basic loss per share was calculated using a weighted average number of shares in issue of 2,046,170,268 (2019: 1,018,075,876).

The diluted loss per share has been calculated using a weighted average number of shares in issue and to be issued of 2,397,420,278 (2019: 1,018,075,876).

The diluted loss per share and the basic loss per share are recorded as the same amount, as conversion of share options decreases the basic loss per share, thus being anti-dilutive.

8. Directors' emoluments

	Year ended 31 December 2020	Year ended 31 December 2019
	£'000	£'000
The Directors' emoluments of the Group are as follows:		
Wages, salaries, fees and share options	**427**	182

Refer to page 18 for details of the remuneration of each director.

9. Employee information

	Year ended 31 December 2020	Year ended 31 December 2019
Average number of employees including directors and consultants:		
Management and technical	**5**	5

	Year ended 31 December 2020	Year ended 31 December 2019
	£'000	£'000
Salaries (excluding directors' remuneration)	**-**	-

10. Plant and equipment

	Consolidated		**Company**	
	2020	2019	**2020**	2019
	£'000	£'000	**£'000**	£'000
Plant and equipment				
Cost				
At beginning of year	**68**	73	**60**	60
Exchange differences	**(1)**	(5)	**-**	-
At end of year	**67**	68	**60**	60
Depreciation				
At beginning of year	**64**	67	**59**	58
Charge for the year	**1**	1	**1**	1
Exchange differences	**(1)**	(4)	**-**	-
At end of year	**64**	64	**60**	59
Net book value at end of year	**3**	4	**-**	1

11. Investments

	Consolidated		Company	
	2020	2019	**2020**	2019
	£'000	**£'000**	**£'000**	**£'000**
Loan to associate (note 11.1)	**211**	**211**	**3,980**	**3,980**
Impairment provision (note 5)	**(211)**	**(211)**	**(3,980)**	**(3,980)**
Investment in subsidiaries	**-**	**-**	**2,077**	**655**
Loan to subsidiaries	**-**	**-**	**3,022**	**2,798**
Provision for subsidiary loan recoverability	**-**	**-**	**(583)**	**(583)**
	-	**-**	**4,516**	**2,870**

11.1 The Group's share of the results of its associate and its assets and liabilities:

The Group's share of the results of its associates and its assets and liabilities has in prior periods related to the Group's interest in Crescent Mining and Development Corporation which holds the Mankayan copper-gold porphyry project and Bezant Holdings Inc a Philippine company with a shareholding in Crescent Mining and Development Corporation which were throughout the period and at the year-end held via the Groups' 20% shareholding in Asean Copper Investments Ltd. Throughout the period and at the year-end Asean Copper Investments Limited had a 40% shareholding in each of Crescent Mining and Development Corporation and Bezant Holdings Inc.

No information has been provided in relation to Crescent Mining and Development Corporation and Bezant Holdings Inc as the investments in these two companies have been written down to Nil as no asset is recognised in the Group accounts in relation to its interest in the Mankayan Project,

Termination of Agreement with MMIH: In 2019 the Company sold 80% of its interest in the Mankayan copper-gold porphyry project in the Philippines to MMIH of Singapore who intend a reverse takeover or listing on the Singapore or other suitable exchange. Post the period end on 28 April 2021 the Company announced it had served notice of termination of its transaction agreement (the "**Transaction Agreement**") dated 4 October 2019 with Mining and Minerals Industries Holding Pte. Ltd. ("**MMIH**"), a private company incorporated in Singapore, with respect to the sale of 80 per cent. of the Company's interest in the Mankayan copper-gold project in the Philippines (the **"Mankayan Project**") to MMJV Pte. Ltd. ("MMJV"), a 100 percent subsidiary of MMIH, (the "**Transaction**") as MMIH has not met its Total Funding Commitment as defined in the Transaction Agreement. Bezant, is exploring and pursuing options including the possibility of re-positioning the Mankayan project within the Company's portfolio of copper and gold assets. As mentioned in note 5 the previous provisions writing the Group investment in the Mankayan Project to Nil have not been written back. Due to the termination of the Transaction Agreement the contingent consideration due to the Company under the Transaction Agreement of S$10m shares in a ListCo has not been recognised.

Background on the Transaction Agreement with MMIH through to its termination

As announced on 7 October 2019, Bezant Resources Plc ("**Bezant**") entered into the Transaction Agreement with MMIH, a private company incorporated in Singapore, with respect to the proposed disposal of 80 per cent. of the Company's interest (via Asean Copper Investments Limited) in the Mankayan Project with the Company to be paid S$10M (approximately **£**5.6m) in shares when MMIH completed a successful reverse takeover transaction of the Singapore Stock Exchange. MMIH's agreement to vend certain mining assets in the Philippines to China Hongxing Sports Limited ("**CHX**"), a public company listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "**Singapore Stock Exchange**" or "**SGX**") was terminated in 2020. MMIH then entered on or around 2 October 2020 into a non-binding term sheet with AsiaPhos Ltd ("**AsiaPhos**") a company listed on the SGX) Catalist Board, to acquire MMJV Pte. Ltd. (**"MMJV"**), a 100 percent subsidiary of MMIH, which, if successfully completed, would constitute a reverse takeover (the "**RTO Transaction**") under the listing rules of the SGX. MMIH subsequently entered into a conditional Sale and Share Purchase Agreement.

11.1 The Group's share of the results of its associate and its assets and liabilities: (continued)

with AsiaPhos on 12 November 2020 (the "**AsiaPhos SPA**") under which the Company was due to be issued S$10M (approximately **£**5.6m) of shares in the listed entity holding MMJV but as per the Company's announcement on 8 April 2021 the AsiaPhos SPA was terminated by AsiaPhos.

AsiaPhos' rationale for the termination of the AsiaPhos SPA was that MMIH will require additional time to find investors to raise the necessary funds for the fundraising which was due to be undertaken as a condition precedent under the AsiaPhos SPA and that due to the ongoing Covid-19 pandemic and travel restrictions AsiaPhos believes that it will not be possible to complete the AsiaPhos SPA before it's long stop date being on or before 12 November 2021 (or such other date mutually agreed in writing) at the latest or three (3) months from the date on which the proposed whitewash.

Background Information on the original terms of the Transaction Agreement the Total Funding Commitment and the status of the MPSA

Pursuant to the terms of the Transaction Agreement, MMJV Pte. Ltd. ("**MMJV**"), a wholly-owned subsidiary of MMIH, acquire an 80 per cent. shareholding (the "**MMJV Shares**") in Asean Copper Investments Limited ("**Asean Copper**") (the "**Acquisition**").

Asean Copper holds a 40 per cent. shareholding in Crescent Mining and Development Corporation ("**CMDC**"), which is incorporated in the Philippines and is the sole holder of Mineral Production Sharing Agreement No. 057-96-CAR (the "**MPSA**") in respect of the Mankayan Project. Asean Copper also holds a 40 per cent. shareholding in Bezant Holdings Inc., which is incorporated in the Philippines and holds the balancing 60 per cent. interest in CMDC, and has an option (scheduled to expire on 30 June 2022) to acquire the balancing 60 per cent. of Bezant Holdings Inc. (together, the "**Asean Copper Ownership Structure**").

The project's MPSA was originally issued for a standard 25 year period, which expires on 11 November 2021, and the current exploration period under the MPSA, which is subject to certain work programme commitments (the "**Exploration Period Requirements**"), was scheduled to expire in April 2020 and was subsequently also extended to 11 November 2021.

The consideration payable by MMIH comprises:

i. a funding commitment of up to US$2.25m (approximately £1.82m) to be provided to Asean Copper / CMDC to be deployed, *inter alia*, to satisfy the Exploration Period Requirements;
ii. subject to the MPSA being renewed following completion of the Exploration Period Requirements to the satisfaction of the relevant Philippine authorities, a further funding commitment of up to S$5.5m (approximately £3.23m) to be provided to Asean Copper/ CMDC and applied in undertaking a definitive feasibility study; and
iii. the issue of S$10m (approximately £5.87m) of shares in CHX or other listed entity holding MMJV on the Singapore Stock Exchange ("**ListCo**") to the Company, subject to successful completion of the abovementioned RTO Transaction.

The funding commitments in i) and ii) collectively are the "**Total Funding Commitment**". As mentioned earlier the Company announced on 28 April 2021 it had served notice of termination of the Transaction Agreement as MMIH has not met its Total Funding Commitment as defined in the Transaction Agreement.

On 1 March 2020 Crescent Mining and Development Corporation filed with the Mines and Geoscience Bureau (MGB) a division of the Department of Environment and Natural Resources of the Philippines Government a renewal application in relation to the MPSA which expires on 11 November 2021. As at the date of these accounts this renewal application is still being processed.

11.2 Investments - subsidiary undertakings

The Company's significant subsidiary undertakings held as fixed asset investments as at 31 December 2020 were as follows:

	Country of incorporation	Principal Activity	Percentage of ordinary share capital held
Held directly			
Tanzania Gold Limited	Ireland	Holding Company	100%
Virgo Resources Limited	Australia	Holding Company	100%
KPZ International Limited	BVI	Holding Company	30%
Held indirectly			
Anglo Tanzania Gold Limited	England	Gold and copper exploration	100%
Eureka Mining & Exploration SA	Argentina	Gold and copper exploration	100%
Puna Metals SA	Argentina	Gold and copper exploration	100%
Hepburn Resources Pty Ltd	Australia	Gold and copper exploration	100%
Hope and Gorob Mining Pty Ltd	Namibia	Gold and copper exploration	70%
Hope Namibia Exploration Pty Ltd	Namibia	Gold and copper exploration	80%
KPZ Processing Zone Limited	Zambia	Gold and copper exploration	30%

12. Acquisition of subsidiaries

Acquisition of Virgo Resources Limited
Namibia
On 14 August 2020 the Company completed the acquisition of 100% of Virgo Resources Ltd and its interests in the Hope Copper-Gold Project in Namibia.

The fair value of the assets and liabilities acquired were as follows:

	2020 £'000
Consideration	
Equity consideration	
- Ordinary shares (issued)	**939**
- Ordinary shares (deferred)	**126**
- Options	**61**
Cash consideration	**86**
	1,212
Fair value of assets and liabilities acquired	
- Assets	**33**
- Liabilities	**(104)**
	(71)
Deemed fair value of exploration assets acquired	**1,283**

12. Acquisition of subsidiaries (continued)

Acquisition of KPZ International Limited

On 27 April 2020 the Company entered into a binding joint venture agreement with KPZ International Limited ("**KPZ Int**") in relation to the acquisition of a 30 per cent. interest in the approximate 974 km^2 large scale exploration licence numbered 24401-HQ-LEL in the Kalengwa greater exploration area in The Republic of Zambia (the "**Licence**") by acquiring a 30 per cent. shareholding in KPZ Int. The Licence is held by Kalengwa Processing Zone Ltd ("**KPZ**"), a 100 per cent. (less one share) Zambian subsidiary of KPZ Int, and is for the exploration of copper, cobalt, silver, gold and certain other specified minerals. The Licence was granted on 2 April 2019 and is valid for an initial period up to 1 April 2023.

The fair value of the assets and liabilities acquired were as follows:

	2020
	£'000
Consideration	
Consideration	
- Was due to be paid in cash but subsequently agreed to be settled by Ordinary shares (issued)	**193**
	193
Fair value of assets and liabilities acquired	
- Assets	**53**
- Liabilities	**-**
	53
Deemed fair value of exploration assets acquired	**140**

13. Exploration and evaluation assets

	Consolidated		**Company**	
	2020	2019	**2020**	2019
	£'000	£'000	**£'000**	**£'000**
Balance at beginning of year	**4,778**	**4,781**	**3,129**	**3,129**
Acquisitions during year		**-**	**-**	**-**
- Namibia (note 12)	**1,283**	**-**	**-**	**-**
- Zambia (note 12)	**131**	**-**	**-**	**-**
Exploration expenditure	**218**	**-**	**-**	**-**
Exchange differences	**(5)**	**(3)**	**-**	**-**
Carried forward at end of year	**6,405**	**4,778**	**3,129**	**3,129**

13.1 Exploration Assets

Argentina

The amount of capitalised exploration and evaluation expenditure relates to 12 licences comprising the Eureka Project and are located in north-west Jujuy near to the Argentine border with Bolivia and are formally known as Mina Eureka, Mina Eureka II, Mina Gino I, Mina Gino II, Mina Mason I, Mina Mason II, Mina Julio I, Mina Julio II, Mina Paul I, Mina Paul II, Mina Sur Eureka and Mina Cabereria Sur, covering, in aggregate, an area in excess of approximately 5,500 hectares and accessible via a series of gravel roads. All licences remain valid and in May 2019 the Company obtained a two-year renewal of its Environmental Impact

13.1 Exploration assets (continued)

Assessment (EIA) approvals in respect of its Mina Eureka, Mina Gino I, Mina Gino II, Mina Mason I, Mina Mason II, Mina Julio I, Mina Julio II, Mina Paul I, Mina Paul II, being the 9 northern most licences which are the intended focus of a future exploration programme the Company is in the process of applying for the extension of the validity period of the May 2019 EIA approvals.

Notwithstanding the absence of new exploration activities on-site during the period the directors have assessed the value of the intangible asset having considered any indicators of impairment, and in their opinion, based on a review of the expiry dates of licences, future expected availability of funds to develop the Eureka Project and the intention to continue exploration and evaluation, no impairment is necessary.

Namibia
On 14 August 2020 the Company completed the acquisition of 100% of Virgo Resources Ltd and its interests in the Hope Copper-Gold Project in Namibia. Post the year end the Company on 14 January 2021 and 2 June 2021 announced positive results in relation to exploration activities undertaken post acquisition which support the Company's confidence in the Hope Copper-Gold Project. Post acquisition there have been no indications that any impairment provisions are required in relation to the carrying value of the Hope Copper-Gold Project.

Zambia
On 27 April 2020 the Company entered into a binding agreement with KPZ International Limited ("**KPZ Int**") (the "**KPZ Agreement**") in relation to the acquisition of a 30 per cent. interest in the approximate 974 km^2 large scale exploration licence numbered 24401-HQ-LEL in the Kalengwa greater exploration area in The Republic of Zambia (the "**Licence**") (the "Kalengwa Project") by acquiring a 30 per cent. shareholding in KPZ Int. Under the terms of the KPZ Agreement the Company has the right to appoint the majority of directors to the Board of KPZ Int and has operational control of the Kalengwa Project therefore in accordance with IFRS 10 the Company's investment in KPZ Int has been consolidated. The Licence is held by Kalengwa Processing Zone Ltd ("**KPZ**"), a 100 per cent. (less one share) Zambian subsidiary of KPZ Int, and is for the exploration of copper, cobalt, silver, gold and certain other specified minerals. The Licence was granted on 2 April 2019 and is valid for an initial period up to 1 April 2023. Cash consideration for the acquisition was US$250,000 (£202,493) which was settled on 6 November by the issue of 76,923,077 shares and costs of £23,775. Post the year end the Company on 12 April 2021 and 24 April 2021 announced positive results in relation to exploration activities undertaken post acquisition which support the Company's confidence in the Kalengwa Project. Post acquisition there have been no indications that any impairment provisions are required in relation to the carrying value of the Kalengwa Project.

14. Trade and other receivables

	Consolidated		Company	
	2020	2019	**2020**	2019
	£'000	£'000	**£'000**	£'000
Due within one year:				
VAT recoverable	**10**	34	**10**	34
Other debtors	**18**	31	**6**	24
	28	65	**16**	58

15. Trade and other payables

	Consolidated		Company	
	2020	2019	**2020**	2019
	£'000	£'000	**£'000**	£'000
Trade creditors	**229**	242	**75**	221
Directors	**50**	126	**50**	126
Accruals	**148**	26	**148**	24
Deferred acquisition costs (note 12)	**126**	-	**126**	-
	553	394	**399**	371

16. Financial instruments

(a) Interest rate risk
As the Group has no borrowings, it is not exposed to interest rate risk on financial liabilities. The Group's interest rate risk arises from its cash held on short term deposit, which is not significant.

(b) Net fair value
The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the balance sheet and in the related notes.

(c) Foreign currency risk
The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arise. The Group has not hedged against currency depreciation but continues to keep the matter under review.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

	Assets		Liabilities	
	2020	**2019**	**2020**	**2019**
	£'000	**£'000**	**£'000**	**£'000**
US Dollars	**2**	1	**15**	46
AU Dollars	**5**	325	**111**	19
AR Pesos	**33**	8	**42**	58
NA Dollars			**1**	
Other	**-**	-	**-**	12
	40	334	**169**	135

Sensitivity analysis
A 10 per cent strengthening of the British Pound against the foreign currencies listed above at 31 December would have increased/(decreased) profit or loss by the amounts shown below. The analysis assumes that all other variables remain the same. The analysis is performed on the same basis as at 31 December 2019.

	2020	2019
	£'000	£'000
US Dollars	**(1)**	5
AU Dollars	**11**	(31)
AR Pesos	**(1)**	4
Other	**-**	1

16. Financial instruments (continued)

A 10 per cent weakening of the British Pound against the foreign currencies listed above at 31 December would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

(d) Financial risk management
The Directors recognise that this is an area in which they may need to develop specific policies should the Group become exposed to wider financial risks as the business develops.

(e) Liquidity risk management
The Directors have regard to the maintenance of sufficient cash resources to fund the Group's immediate operating and exploration activities. Cash resources are managed in accordance with planned expenditure forecasts.

(f) Capital risk management
The Directors recognise that the Group's capital is its equity reserves. The Group's current objective is to manage its capital in a manner that ensures that the funds raised meet its operating and exploration expenditure commitments. Currently, the Company does not seek any borrowings to operate the Company and all future supplemental funding is raised through investors as and when required in order to finance working capital requirements and potential new project opportunities, as they may develop.

17. Share capital

Number	2020 £'000	2019 £'000
Authorised		
5,000,000,000 ordinary shares of 0.2p each	-	-
5,000,000,000 ordinary shares of 0.002p each	100	100
5,000,000,000 deferred shares of 0.198p each	9,900	9,900
	10,000	10,000
Allotted ordinary shares, called up and fully paid		
As at beginning of the year	25	1,998
Share subscription	24	5
Shares issued for exploration project acquisitions	12	-
Shares issued on exercise of warrants	10	
Sub-divided to deferred shares [(1)]	-	(1,978)
Total ordinary shares at end of year	71	25

17. Share capital (continued)

Allotted deferred shares, called up and fully paid		
As at beginning of the period	**1,978**	**-**
Sub-divided from ordinary shares [1]	**-**	**1,978**
Total deferred shares at end of period	**1,978**	**1,978**
Ordinary and deferred as at end of year	**2,049**	**2,003**

	Number of shares 2020	**Number of shares 2019**
Ordinary share capital is summarised below:		
As at beginning of the year	**1,269,755,181**	**998,773,038**
Share subscription	**1,218,750,000**	**250,000,000**
Shares issued for exploration project acquisitions	**578,318,935[3]**	**-**
Shares issued on exercise of warrants	**476,875,000**	**-**
Shares issued to settle third party fees	-	**20,982,143[2]**
As at end of year	**3,543,699,116**	**1,269,755,181**
Deferred share capital is summarised below:		
As at beginning of the year	**-**	**-**
Issued due to sub-division [1]	**998,773,038**	**998,773,038**
As at end of year	**998,773,038**	**998,773,038**

[1] On 24 May 2019, a resolution was passed at the Company's Annual General Meeting to approve the reorganisation of the Company's share capital in order to reduce the nominal value of the Company's ordinary shares such that the Company is able to issue new ordinary shares at a price below £0.002 per ordinary share in the event that the Directors seek to raise additional equity finance at such a price to provide, *inter alia*, additional working capital for the group. Pursuant to this resolution, every existing ordinary share in the capital of the Company in issue of £0.002 each ("**Existing Ordinary Shares**") on 24 May 2019 was re-designated and sub-divided into 1 (one) new ordinary share of £0.00002 each ("**New Ordinary Shares**") and 1 (one) deferred share of £0.00198 each ("**Deferred Shares**"). The New Ordinary Shares have been admitted for trading on AIM in place of the Existing Ordinary Shares. The New Ordinary Shares continue to carry the same rights as attached to the Existing Ordinary Shares (save for the reduction in their nominal value). The Deferred Shares have very limited rights and are effectively valueless as they have no voting rights and have no rights as to dividends and only very limited rights on a return of capital. The Deferred Shares are not admitted to trading or listed on any stock exchange and are not freely transferable.

[2] On 5 December 2019, certain professional fees amounting to £29,375 owed to Novum Securities Ltd was settled by the issue of 20,982,143 new Ordinary Shares (the "**Fee Shares**"). The Fee Shares were issued at a price of 0.14 pence per share, being the price at which the Company completed its fundraise announced on 5 December 2019 which represented a discount of approximately 30 per cent. to the Company's closing mid-market share price of 0.2 pence on 4 December 2019.

[3] On 14 August 2020 the Company completed the acquisition of 100% of Virgo Resources Ltd and its interests in the Hope Copper-Gold Project in Namibia. Acquisition consideration included the issue of 501,395,858 ordinary shares to the vendors of the project (note 12).

17. Share capital (continued)

On 27 April 2020 the Company entered into a binding agreement with KPZ International Limited ("**KPZ Int**") in relation to the acquisition of a 30 per cent. interest in the approximate 974 km^2 large scale exploration licence numbered 24401-HQ-LEL in the Kalengwa greater exploration area in The Republic of Zambia (the "**Licence**") by acquiring a 30 per cent. shareholding in KPZ Int. The Licence is held by Kalengwa Processing Zone Ltd ("**KPZ**"), a 100 per cent. (less one share) Zambian subsidiary of KPZ Int, and is for the exploration of copper, cobalt, silver, gold and certain other specified minerals. The Licence was granted on 2 April 2019 and is valid for an initial period up to 1 April 2023. Consideration for the acquisition was US$250,000 (£202,493) settled on 6 November by the issue of 76,923,077 shares and costs of £23,775.

	2020	2019
	£'000	£'000
The share premium was as follows:		
As at beginning of year	**36,429**	36,074
Share subscription	**951**	345
Shares issued to directors and management	**-**	-
Shares issued to settle third party fees	**-**	42
Share issued - Acquisitions	**1,120**	
Share issue costs	**(105)**	(21)
Warrants lapsed	**-**	27
Warrants exercised	**730**	-
Warrants issued	**-**	(38)
As at end of year	**39,125**	36,429

Each fully paid ordinary share carries the right to one vote at a meeting of the Company. Holders of ordinary shares also have the right to receive dividends and to participate in the proceeds from sale of all surplus assets in proportion to the total shares issued in the event of the Company winding up.

18. Share-based payments

At the year end, the Company had the following share-based payment plans involving equity settled share options and warrants in existence:

Scheme	**Number**	**Date granted**	**Exercise price**	**Maximum term**	**Vesting conditions**
Warrants	6,363,636	13/10/2017	1.1p	5 years	Vested immediately upon being granted
Share options	50,000,000	23/08/2018	0.5p	Expire on 21/06/28	Vested on 23 August 2018
Share options	37,500,000	23/08/2018	1.0p	Expire on 21/06/28	Vested on 31 January 2019
Warrants	12,500,000	5/12/2019	0.14p	3 years	Vested immediately upon being granted
Warrants	115,625,000	26/06/2020	0.16p	2 years	Vested immediately upon being granted
Warrants	10,937,500	26/06/2020	0.08p	2 years	Vested immediately upon being granted
Share options	98,361,250	14/08/2020	0.3p	2 years	Vested immediately upon being granted

18. Share-based payments (continued)

Warrants	265,312,500	14/09/2020	0.16p	2 years	Vested immediately upon being granted
Warrants	18,750,000	14/09/2020	0.08p	2 years	Vested immediately upon being granted
Share options	110,000,000	06/11/2020	0.425p	Expire on 21/06/2028	Vested immediately upon being granted
Share options	110,000,000	06/11/2020	0.565p	Expire on 21/06/2028	Vesting on 31 March 2021

The number and weighted average exercise prices of the above options and warrants are as follows:

	31 December 2020		**31 December 2019**	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
Outstanding at beginning of year	**106,363,636**	**0.79p**	100,334,224	0.79p
Share options issued [(1)]	**318,361,250**	**0.435p**	-	-
Lapsed/exercised warrants/options	**(476,875,000)**	**1.5p**	(6,470,588)	1.5p
Warrants issued [(2)]	**887,500,000**	**0.14p**	12,500,000	0.14p
Outstanding at end of year	**835,349,886**	**0.33p**	106,363,636	0.67p

[(1)] Share options issued during the year have been valued using a Black and Scholes option pricing model.
[(2)] 828,125,000 Warrants were issued as free attaching warrants part of the capital raising and valued using a Black Scholes option pricing model. 59,375,000 Warrants were issued to brokers and were valued using a Black and Scholes option pricing model.

19. Reconciliation of movements in shareholders' funds

	Consolidated		**Company**	
	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000	**Year ended 31 December 2020 £'000**	Year ended 31 December 2019 £'000
Total comprehensive loss for the year	**(1,027)**	(1,127)	**(878)**	(1,216)
Proceeds from shares issued	**870**	371	**870**	371
Currency translation differences on foreign currency operations	**-**	(17)	**-**	-
Share option expense	**441**	6	**441**	6
Warrants exercised	**740**	-	**740**	-
Warrants issued	**35**	-	**35**	-
Shares issued – Acquisitions	**1,132**	-	**1,132**	-
Non-controlling interests on acquisition of subsidiary	**37**			
Opening shareholders' funds	**4,783**	5,550	**6,016**	6,855
Closing shareholders' funds	**7,011**	4,783	**8,356**	6,016

20. Reconciliation of operating loss to net cash outflow from operating activities

	Consolidated		Company	
	Year ended 31 December 2020	Year ended 31 December 2019	**Year ended 31 December 2020**	Year ended 31 December 2019
	£'000	£'000	**£'000**	£'000
Operating loss from all operations	**(1,038)**	(917)	**(879)**	(907)
Depreciation and amortisation	**-**	1	**-**	1
VAT refunds received	**(53)**	(43)	**(53)**	(43)
Share options	**380**	6	**380**	6
Shares converted at a discount	**-**	13	**-**	13
Foreign exchange gain	**5**	154	**5**	247
(Increase)/decrease in receivables	**37**	29	**42**	31
Increase in payables	**40**	320	**45**	300
Net cash outflow from operating activities	**(629)**	(437)	**(460)**	(352)

21. Proceeds from the issuance of ordinary shares

	Consolidated		Company	
	Year ended 31 December 2020	Year ended 31 December 2019	**Year ended 31 December 2020**	Year ended 31 December 2019
	£'000	£'000	**£'000**	£'000
Share capital and premium at end of year (note 19)	**41,174**	38,432	**41,174**	38,432
Directors' fees/creditors converted to shares	**-**	(29)	**-**	(29)
Shares converted at a (discount)/premium	**-**	(13)	**-**	(13)
Warrants lapsed and issued	**-**	11	**-**	11
Share issued on acquisition on subsidiaries	**(1,132)**	-	**(1,132)**	-
Share issue costs settled in shares	**34**	-	**34**	-
Share capital and premium at beginning of year	**(38,432)**	(38,072)	**(38,432)**	(38,072)
	1,644	329	**1,644**	329

22. Related party transactions

(a) Parent entity
The parent entity within the Group is Bezant Resources Plc.

(b) Subsidiaries
Interests in subsidiaries are set out in note 11.

(c) Associates
Interests in associates are set out in note 11.

(d) Transactions with related parties
The following table provides details of payments to related parties during the year and outstanding balances at the year-end date:

22. Related party transactions (continued)

	31 December 2020		31 December 2019	
	Paid in the year £'000	**Due by at year-end date £'000**	Paid in the year £'000	Due by at year-end date £'000
Colin Bird	**146**	**68**	61	48
Laurence Read	**45**	**59**	16	10
Mowbrai Ltd	**-**	**-**	78	53
Metallurgical Management Services Pty. Ltd	**49**	**7**	14	8
R Siapno	**30**	**2**	13	7
R. Samtani	**78**	**-**	-	-
E. Slowey	**78**	**-**		
	426*	**136**	182	126

* The above amounts represent directors' fees inclusive of share options awarded during 2020 and are included in directors' remuneration per note 8.

An amount of £15,000 was incurred during 2020 (2019: £15,000) to Lion Mining Finance Limited, a company controlled by C. Bird, for administration services and use of an office as well as a deposit of £2,500 which is included in trade and other receivables.

Related parties

Mowbrai Limited is a consultancy company controlled by the director Mr Laurence Read. Metallurgical Management Services Pty. Ltd is a consultancy company controlled by the director Dr. Evan Kirby. Serengeti Resources Pty. Ltd is a consultancy company controlled by the former director Dr. Bernard Olivier.

23. Commitments

Non-cancellable lease rentals payable as follows:

	2020 £'000	2019 £'000
Less than one year	**-**	-
Between two and five years	**-**	-
	-	-

Payments represent rentals payable by the Company for administration services and office occupancy.

24. Control

Bezant Resources Plc is listed on the AIM market of the London Stock Exchange and not under the control of any one party.

25. Subsequent events

1. Termination of Agreement with MMIH: In 2019 the Company sold 80% of its interest in the Mankayan copper-gold porphyry project in the Philippines to MMIH of Singapore who intend a reverse takeover or listing on the Singapore or other suitable exchange. Post the period end on 28 April 2021 the Company announced it had served notice of termination of its transaction agreement (the "Transaction Agreement") dated 4 October 2019 with Mining and Minerals Industries Holding Pte. Ltd. ("MMIH"), a private company incorporated in Singapore, with respect to the sale of 80 per cent. of the Company's interest in the Mankayan copper-gold project in the Philippines (the "Mankayan Project") to MMJV Pte. Ltd. ("MMJV"), a 100 percent subsidiary of MMIH, (the "Transaction") as MMIH has not met its Total Funding Commitment as defined in the Transaction Agreement. Bezant, is exploring and pursuing options including the possibility of re-positioning the Mankayan project within the Company's portfolio of copper and gold assets. As mentioned in note 5 the previous provisions writing the Group investment in the Mankayan Project to Nil have not been written back. Due to the termination of the Transaction Agreement the contingent consideration due to the Company under the Transaction Agreement of S$10m shares in a ListCo has not been recognised.

2. Completion of acquisition of 100% of Metrock Resources: On 12 February 2021 the Company announced the completion of its share purchase agreement with the shareholders of Metrock (the "Vendors") dated 21 December 2020 to acquire 100% of Metrock Resources Ltd, incorporated in Australia (ACN 634 959 274) ("Metrock") (the "Acquisition"). Metrock through its 100% owned Australian subsidiary Coastal Resources Pty Ltd (ACN 624 968 752) owns i) 100% of Cypress Sources Pty Ltd incorporated in Botswana which owns PLs 377/2018, 378/2018, 379/2018, 420/2018, 421/2018, 423/2018, 424/2018, 425/2018, and ii) 100% of Coastal Minerals Pty Ltd Incorporated in Botswana which owns PL129/2019.

The initial consideration payable by Bezant at completion of the Acquisition ("Completion") was i) £405,000 by the issue of 150,000,000 new ordinary shares of 0.002 pence each in the capital of the Company ("Bezant Shares") at a deemed issue price of 0.27 pence per Bezant Share ("Ordinary Shares Consideration") which was a premium of 17.4% to the closing price of 0.23 pence on 11 February 2021, ii) the issue of 31,800,000 Unlisted Options in the share capital of Bezant. The options will have a strike price of 0.40 pence per share and will have an expiry date of 30 September 2024 ("Option Consideration"). The Company will also issued a total of 84,597,407 Bezant Shares to acquire Loans of £198,213 and settle creditors of £30,200 owed by Metrock which will be issued i) to two of the Vendors namely 50,422,222 Bezant Shares to Breamline Pty Ltd and 5,860,370 Bezant Shares to M&A Wealth Pty Ltd and ii) 28,314,815 Bezant Shares to Tiger Royalties and Investments Plc (AIM:TIR) ("Loan Accounts Consideration Shares") (the "Consideration"). The Company at Completion settled creditors of Metrock of approximately A$26,508 (approximately £14,900) in cash.

3. Issue of Namibian Licence: On 12 February 2021 the Company, further to its announcement of 19 June 2020 announced that EPL 7170 has been granted and is registered in the name of the group's 80% owned subsidiary Hope Namibia Mineral Exploration Pty Ltd . The consideration for the acquisition of EPL 7170 was the issue of 15,763,889 new ordinary shares at a deemed issue price of 0.27 pence per share, which was at a premium of 17.4% to the closing price of 0.23 pence on 11 February 2021 issued to Bezant's local partner in relation to the issue of EPL 7170 and its transfer to Hope Namibia (the "Initial Shares") and a further 15,763,889 Bezant Shares are to be issued on 13 July 2021 (the "Balance Shares") (together the "New Shares").

25. Subsequent events (continued)

4. Issue of equity regarding acquisition of Virgo Resources Ltd: On 1 March 2021 the Company announced the issue of 34,000,000 ordinary shares representing the Balance of Assets Sellers Shares referred to the Company's 17 August 2020 announcement

5. Exercise of warrants. On the following dates the Company announced the exercise of warrants at a price on 0.16p per share;

i) 28 April 2021- 16,250,000 warrants for £26,000;
ii) 7 May 2021 – 26,250,000 warrants for £42,000;
iii) 11 May 2021 – 6,250,000 warrants for £10,000; and
iv) 17 May 2021 – 43,437,500 warrants £69,500

Other that these matters, no significant events have occurred subsequent to the reporting date that would have a material impact on the consolidated financial statements.