



**ORIOLE**  
RESOURCES PLC

Annual Report and Accounts  
for the year ended 31 December 2022

AIM: ORR

**QUALITY  
EXPLORATION  
IN HIGHLY ENDOWED  
GOLD DISTRICTS**



# ABOUT ORIOLE RESOURCES PLC

## Who we are

Oriole Resources PLC is an exploration and development company focussing primarily on gold and high-value base metals.

The Company is incorporated and domiciled in the UK. The Company's shares are listed on the Alternative Investment Market (AIM) of the London Stock Exchange (company number: 05601091).

## What we do

Oriole's aim is to progress underexplored greenfields projects through to development stage in West Africa.

Oriole has operated in Cameroon for four years and owns a suite of licences, including the Central Licence Package and Bibemi in the centre and north of the country respectively, alongside its joint venture in Senegal, the Senala gold project. Oriole is focussed on maximising value from its projects and investments through capital-efficient means, for the benefit of its shareholders and host communities.

→ Read more about our strategy on pages 10 and 12

## How we do it

Oriole runs a project generator model with the aim of spreading risk across multiple projects and jurisdictions. This allows Oriole to own minority percentages in a number of projects as opposed to having majority exposure to only one project that could either fail or succeed.

→ Read more about our business model on pages 10 and 12

## The Golden Oriole

The size of a blackbird, the male Golden Oriole has an unmistakable bright yellow body with black wings.

The genus has African and Eurasian species, mirroring the Company's geographical foci.



First described by the Swedish naturalist Carl Linneus in 1758, the Eurasian Golden Oriole (*Oriolus oriolus*) breeds throughout Europe and parts of Asia (including Turkey) during the summer and migrates to parts of central Africa for winter, travelling as far south as Kenya and Tanzania. The African Golden Oriole (*Oriolus auratus* Vieillot) wasn't identified until almost 60 years later in Ghana. It is native to many of the countries in which Oriole Resources has projects and investments, including Cameroon and Senegal.



See our website for further information and news:  
[www.orioleresources.com](http://www.orioleresources.com)



# HIGHLIGHTS

## Operational Highlights:

- Definition of an independently calculated maiden JORC-resource at the Bibemi project in Cameroon. The 305,000 Troy ounces ('oz') gold ('Au') Inferred resource, grading 2.19 grammes per tonne ('g/t'), is the first JORC-Resource reported for orogenic gold in Cameroon and is supported by a further JORC-compliant Exploration Target estimated to be up to 148,000 oz at grades of 1.10 – 2.10 g/t Au;
- Early-stage soil sampling on the Eastern CLP licences, forming part of the Central Licence Package ('CLP') project in Cameroon, has identified multiple gold-anomalous zones, including a 12.5 kilometre ('km') anomaly within the Mbe licence. Recent rock chip sampling of quartz veins and their host rocks at Mbe have also returned grades of up to 134.10 g/t Au;
- Identification of anomalous lithium ('Li') in soils on the Ndom licence, also in the Eastern CLP, is associated with a pegmatite-bearing granite outcrop. The Group has successfully applied for and been granted a further 499 kilometres squared ('km<sup>2</sup>') licence, Gamboukou, contiguous to Ndom, and expected to exhibit the same Li-bearing granite;
- At the Senala project in Senegal, IAMGOLD Corporation ('IAMGOLD') confirmed that it had met the expenditure requirements to exercise its option to acquire an initial 51% interest in Senala, and continued its exploration expenditure with a view to completing up to a further US\$4 million ('M') expenditure to earn up to a 70% interest in the project by February 2024;
- In December 2022, IAMGOLD announced the conditional sale of its interest in Senala to Managem Group ('Managem'), a North African-based mine developer and operator, as part of a wider deal that will also see Managem take ownership of IAMGOLD's Boto mine-development project, located to the east of Senala.

## Financial Overview:

- Incoming funds totalling £0.90M have allowed for £0.84M of direct exploration expenditure in Cameroon, as the Group advanced its projects;
- Operating loss of £0.53M for the year to 31 December 2022 (2021: £1.44M), an improvement which includes a favourable £1.11M swing in unrealised foreign exchange movements;
- Loss for the year of £1.56M (2021: loss of £1.56M) inflated by £1.45M impairment provision against the Company's holding in Thani Stratex Resources, a legacy asset. The impairment provision has no cash-flow implications;
- Administrative expenses increased to £1.18M (2021: £1.08M).

➔ Read more about our operating and financial review on pages 20 and 25

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# HIGHLIGHTS CONTINUED

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“We are pleased to celebrate yet another year of exploration success in Cameroon in 2022.”

Tim Livesey  
Chief Executive Officer

The drilling programme at the Bakassi Zone 1 target on the Bibemi licence, led to the delivery of Oriole’s maiden JORC compliant Resource in Cameroon. We were particularly pleased by the high level of conversion from the early JORC Exploration Target to JORC Inferred Resource, and by the robust grade of the resource, giving a first pass estimate of 305,000 oz at 2.19 g/t Au.

This maiden resource has given us confidence that the Bibemi licence area has ample potential to host a much more significant resource, as the Bakassi Zone 1 deposit is open ended along strike to the north-east and at depth, and there are three additional gold targets within a 3 km footprint, leading to the possibility of developing a multi-pit mine with a central processing facility.

An excellent result for Oriole and for Cameroon, opening the focus for orogenic gold deposits in the country.

Elsewhere in Cameroon, work on the Eastern CLP has also shown great progress, with the development and early assessment of several gold anomalous drainage basins. Soil sampling and mapping has led to the development of several significant and sizeable gold targets, the largest of which stretches over 12.5 km.

Early assessment of these gold-in-soil anomalies appears to support our hypothesis that the CLP hosts a gold corridor, some 15 km wide and up to 70 km long, in which there is the potential to host multiple gold deposits.

This is a very encouraging result for Oriole, as it confirms our proposition that this area of Cameroon is a new gold district. Previously unexplored, we have only just begun to lift the lid on the opportunities in this area and are pleased to be heading into 2023 with firm targets developing for a follow-up, prospect-wide drill programme.

Cameroon has also delivered some positive surprises in other commodities, with the identification of lithium anomalism on the CLP. First identified during our early multi-element stream and soil sampling programmes, follow-up work is ongoing to confirm whether the host granitoids and pegmatites could form a source of hard rock lithium. A solid addition to the opportunity in Cameroon, we will be following up on these areas in 2023 and have also applied, and been granted, an extensional licence to capture more of this anomalism to the southeast of the current CLP footprint.

Cameroon is therefore continuing to develop and deliver success after success for Oriole, vindicating our decision to enter into this new frontier for gold exploration.

Delays in access to the three licences in the Western CLP have continued but, with the pragmatic support of the Ministry, we have requested their temporary suspension, pending the resolution of some concerns raised by owners of an international hunting concession in the area. In the meantime, we will continue to focus our efforts on the Eastern CLP.

Elsewhere in the Group, work in Senegal on the Senala licence by our partner IAMGOLD, and on the asset realisation programmes in Turkey, continued. As we reached the end of the year, IAMGOLD informed us of their wish to sell their interest in the Senala licence as part of a West Africa-wide divestment strategy. We are currently in discussions with IAMGOLD and Managem Group as to the effect of the transaction and the timing of further exploration at Senala.

The success we are having in Cameroon is hugely disconnected from the value the market is ascribing to those assets, and to Senala. At the current share price we believe we are more likely to see a better reflection of our value by looking for finance at the project level wherever possible, and that is what we are doing, alongside the continued efforts to realise value from the legacy assets.”

# GROUP AT A GLANCE

## Our Purpose

Our purpose is to discover gold and high-value base metals in unexplored geological terranes, unlocking gold districts and creating opportunities in our host communities.

## Our Culture

Our focus is to unlock shareholder value whilst achieving sustainable growth. We have a strong dedication to the environment, good governance and community engagement.

➔ Read more about our s.172 Statement and Environmental, Social and Governance on pages 28 and 31

## Our geographical reach

### Turkey

Anadolu, Lodos & Bati Toroslar (Karaağac, Muratdere, Hasançelebi & Doğala)

### Djibouti

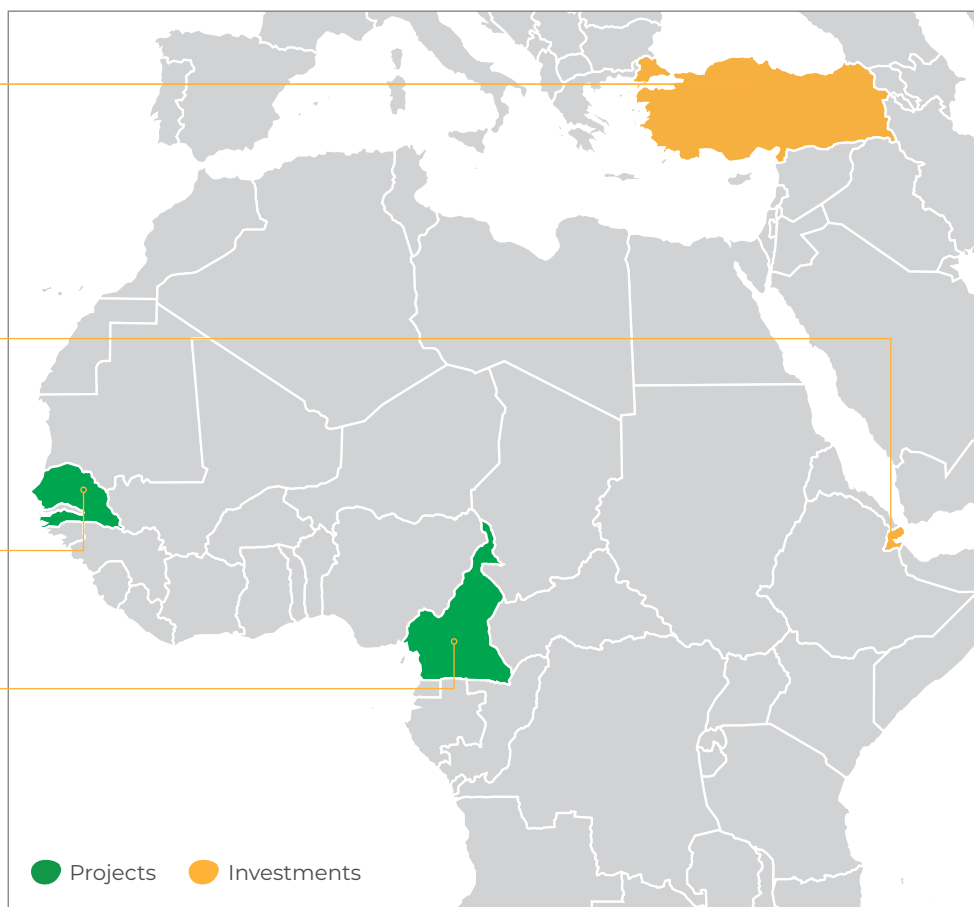
Thani Stratex Djibouti (Pandora, Hesdaba & Assaleyta)

### Senegal

Senala Licence

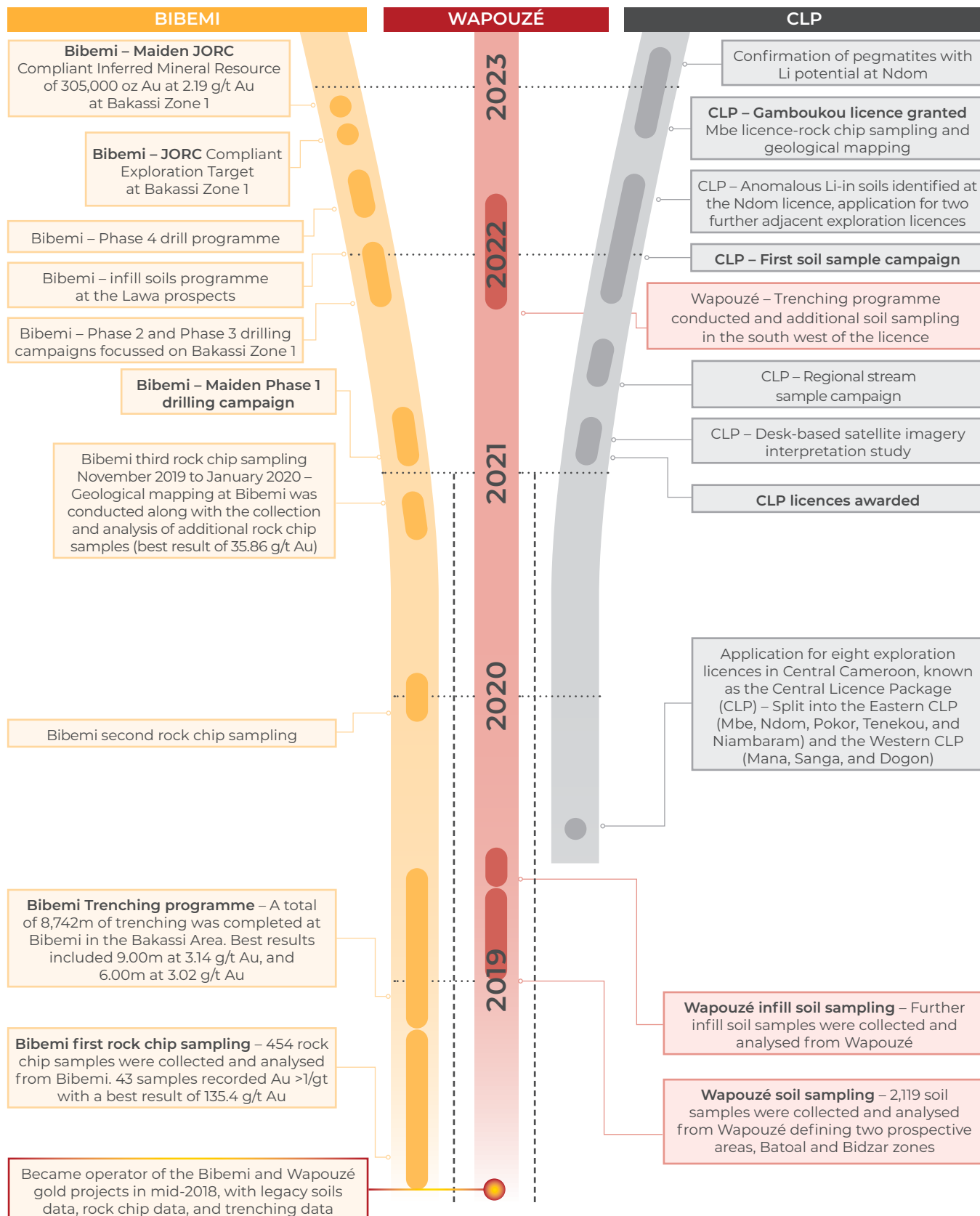
### Cameroon

Bibemi, Wapouzé & Central Licence Package



# GROUP AT A GLANCE CONTINUED

## Timeline of Oriole's achievements in Cameroon





# INVESTMENT CASE



## Quality exploration

Developing a portfolio of highly prospective projects. Advancing projects along the value chain through quick and systematic exploration.

*Delivery of the Bibemi JORC exploration target was achieved within just 19 months of commencing the maiden drilling programme, demonstrating the team's ability to drive efficient and economical exploration in a new frontier.*



## Operating responsibly

Ethical and responsible stakeholder engagement is at the core of everything we do. We ensure that all parties benefit from our operations.

*In 2021, we went a step further by beginning to align ourselves with the United Nations' Sustainable Development Goals. Of the 17 goals, Oriole has initially focussed on eight that we believe are most aligned with our core business and with our responsibilities as a corporate citizen.*



## Developing opportunities

Our diversified portfolio offers several alternate paths to near and longer-term success.

*Oriole's focus on assessing opportunities through multiple routes to a re-rate or a liquidity event.*



## Experienced team

We have expert board and management teams

*The Company is led by a board and management team with a wealth of experience, whose input supports value delivery and wider stakeholder engagement.*

→ Read more about our experienced team on pages 34 and 35

# CHAIR'S STATEMENT

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“The maiden Resource at Bibemi has significant potential to grow and the team is working to identify further drill targets ahead of the next field season.”

Eileen Carr  
Non-Executive Chair

As 2021 came to a close, the world drew in its collective breath and hoped for a good 2022, surely it couldn't be worse than the previous two years. However, as Covid restrictions in the West eased, the war in Ukraine began with not only devastating scenes on the news each evening but slowly the realisation of the effect of energy disruptions in Europe adding to the already growing rates of inflation seen throughout the western hemisphere. Central banks increasing interest rates on a monthly basis in an effort to curb rising costs appeared to have little effect in the early days as inflation appeared not to be driven by demand but rather by supply issues that remained from Covid, the continuing shutdowns enforced within China and the effects of the Ukraine war. Why do I mention this global disruption? Well, with this global uncertainty, one would expect to see a rising gold price - which often affects the sentiment of investors in junior mining stocks - but until the beginning of 2023, the gold price remained unaffected by events and indeed fell for much of the year, touching US\$1,640/oz in November. The junior gold exploration end of the AIM market has remained in the doldrums, the ugly sister to lithium and other “green” metals. However, since the beginning of 2023, we have seen an uptick in the price of gold, with it now trading at above US\$1,800 during the early months of 2023 with many commentators predicting a resurgence in the gold price this coming year.

In the midst of this mayhem, Oriole has achieved some outstanding results. The drilling mid-way through the year at our Bibemi gold project in Cameroon provided support for a JORC compliant Inferred Resource of 305,000 ounces of gold (at a gold price of US\$1,800/oz). This being the first ever JORC resource produced in Cameroon for orogenic gold and achieved within 19 months of the first ever drill hole on the licence. Not only does this underline the depth and quality of experience within our small team but the significant potential for gold in Cameroon, a country where little to no hard rock gold exploration has ever taken place. The maiden

Resource at Bibemi has significant potential to grow and the team is working to identify further drill targets ahead of the next field season.

Next we have our key area, the CLP project which comprises nine licences covering 4,091km<sup>2</sup> and is located to the south of Bibemi. Soil sampling during the year over the five ‘Eastern CLP’ licences identified a number of gold-in-soil anomalies, the largest of which was a circa 12.5km-long zone at the Mbe area. Rock chip samples collected over this area at the end of 2022 have further identified excellent results with seven samples achieving grades of more than 1.0 g/t Au, and the highest reaching 134.10 g/t Au. Sampling and mapping of the area will continue through this current year in order to identify drill targets for the 2023/24 field season. Access to the Western CLP licences remains an issue but we are working with the government to resolve this.

In addition to these key areas of “gold” success, whilst undertaking multi-element analysis of the stream and soil samples, it appears that there is evidence of lithium bearing pegmatites in the Ndom licence and for this reason we applied for and were granted the Gamboukou licence, immediately to the south of Ndom. Work continues on this area and, since the results to date are encouraging, we are undertaking further investigative work.

Apart from the outstanding results achieved in the year, it is also important to note that whilst Cameroon is not a well-known gold district such as other West African countries, which have a plethora of mining contractors and service providers, it has all the geological hallmarks of one and does offer us excellent infrastructure with roads, power and water all close by to each of our licence areas. This will have a significant positive impact on capital required for the development of any assets in the future.



As the first mover in Cameroon, we have managed to acquire a world-class land package and we are working with our partner BEIG3 and the government to develop the mining industry in Cameroon. To that end, I would like to say how sorry we were to learn of the sad, untimely death of the Minister of Mines Mr Ndoke, who passed away in January of this year and we offer our condolences to his family and friends. We have a good working relationship at every level within the Ministry and we look forward to continuing to work closely with the Ministry team.

Turning next to Senegal, at the Senala licence in the south east of the country, IAMGOLD has met its first expenditure commitment to earn a 51% interest in the licence and has entered into the second phase of the earn-in. At the end of December, IAMGOLD announced its intention to sell a package of its West African investments to Managem Group, a North African-based gold developer and operator. Included within the sale package is IAMGOLD's share of the Senala licence. With the sale yet to be completed, discussions are ongoing with IAMGOLD regarding the work programme to be undertaken during this interim phase of the sale process. Work undertaken during the year included an auger programme of approximately 10,000m, which continued to highlight the extent and prospectivity of the Faré targets in the north of the licence. Prior to the joint venture with IAMGOLD, the Stratex EMC joint venture had undertaken a significant amount of work over the licence which supported our JORC compliant inferred resource calculation of 155,000oz of gold. This, we believe, is only a representative sample of the potential resource, at what is one of three targets at Faré and one of five prospects within the licence.

I will not dwell long on our legacy assets other than to say that work continues on their monetisation. We are ever hopeful that value will be achieved but, based on experience, it is unwise to put a timeline on the date of that achievement, as illustrated by the length of time for both the NASDAQ listing of Elephant Oil, and the completion of the EIA for the Muratdere project in Turkey. However, the team will continue with their efforts to push these assets through to a satisfactory conclusion.

After the positive comments on results achieved during the year, I must address our share price. When I joined the Company in February 2022, the share price was 0.34p, it is now in the region of 0.14p despite the excellent results noted above. Part can be blamed on the economic uncertainty of the markets and the gold price, and it is true that most small-cap gold companies are experiencing tough times. However, it is obvious that the market continues to price in further equity raises which has compounded these other factors and led to a considerable negative effect on our share price. As a personal investor at 0.34p, 0.30p, 0.18p and 0.12p, I recognise the pain and can understand the frustration of many of our investors especially those who regularly contribute to the share chat platforms. Having read the recent contributions I can offer long-term and short-term

shareholders the following observation, in over 30 years in the resource sector, I can truly say that I have never met such a hard-working, diligent and competent team as that at Oriole and whilst I too dislike dilution unfortunately, equity raises are often part of the funding requirement of a junior company. However, we are doing our utmost to seek value elsewhere in order to minimise the requirement for equity and I would ask for your continued patience as we endeavour to seek value within our asset portfolio in order to achieve a better share price for all.

Our outlook for 2023 is one of building on the achievements of past years. The work programmes, which have already commenced in Cameroon, will allow for the identification of drill targets towards the end of the year at both Bibemi and CLP and the value of our ongoing interest in Senala will become better defined. Work will continue to attract investors into our Company, which offers such a tantalising entry into a new gold frontier and relationships will continue to be built upon with our partners both old and new.

Along those lines, I would like to touch briefly on the quality of our advisers who have ably supported us during this past year. Our nominated adviser of many years, Grant Thornton, always provides good, sensible advice, and our auditor, PKF Littlejohn, offers practical and pragmatic solutions to accounting issues. During the year we have supplemented our UK legal advisers, Edwin Coe, with Gowlings, who have specialised mining knowledge, and our PR advisers, BlytheRay, continue to deliver excellent communications advice tailored for the small-cap mining market. We changed our broker towards the end of the year to SP Angel as we believe that they offer the depth required in the mining sector – that said, I would like to extend our thanks to Shard for their past efforts on our behalf.

The Company's AGM is scheduled for 8 June 2023 at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London, EC2A 1AG, and I would encourage all shareholders to attend. The Company will host an online question and answer session in the days leading up to the AGM and further details on this will be provided in due course.

Finally, I would like to offer my thanks to the small but hardworking Oriole exploration team in the field; our close partners at both EMC in Senegal and BEIG3 in Cameroon; the governments of both host countries for welcoming us to invest and do business in their country; my fellow board members and the small UK administration and finance team and last but certainly not least our shareholders whose continued patience and understanding I gratefully acknowledge.

**Eileen Carr**  
Non-Executive Chair  
8 March 2023

# Strategic Report

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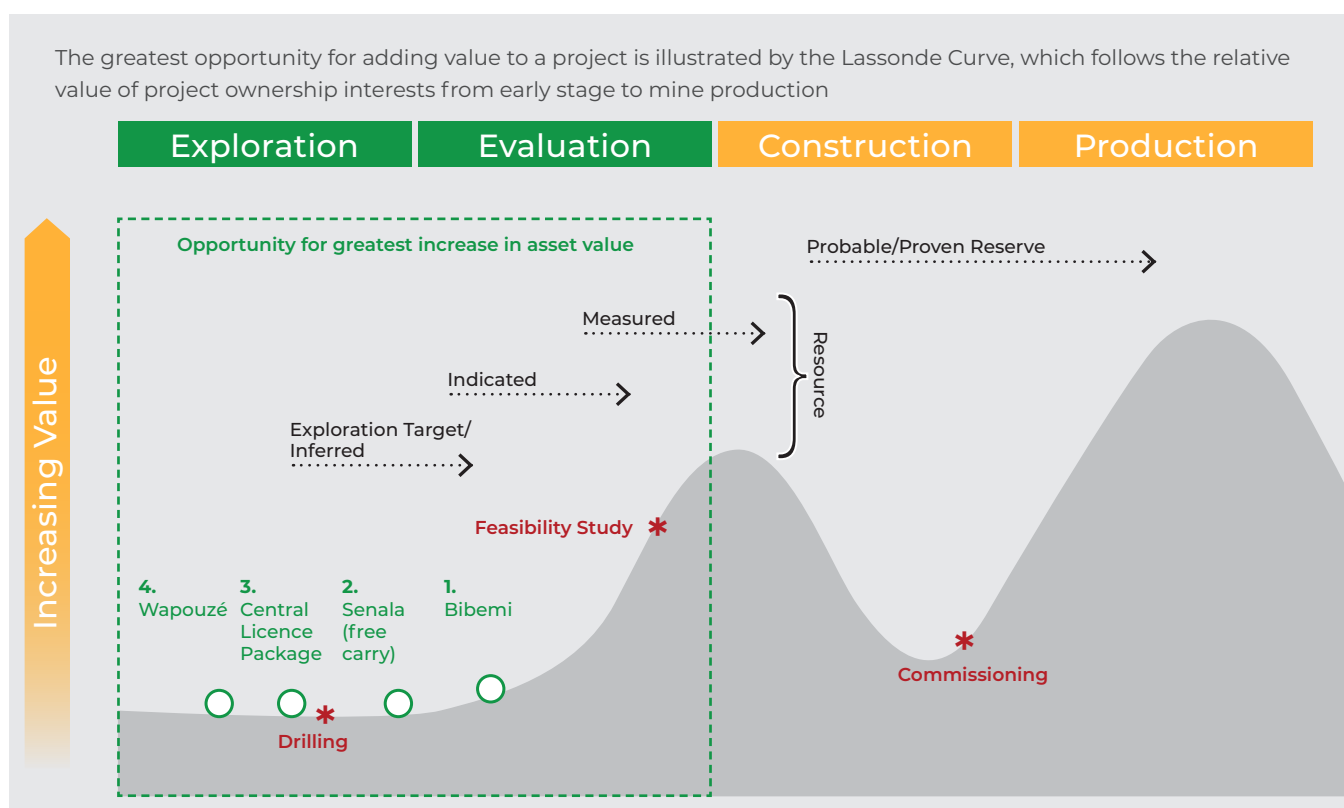




# OUR BUSINESS MODEL & STRATEGY

The Company operates a project generator model but remains flexible with respect to the development pathway of each project in order to maximise value-add for the benefit of its shareholders. This strategy of identifying and developing a highly-prospective portfolio of gold and base metal assets, a number of which are in emerging economies, is designed to allow for the excellent returns that are possible on quality exploration projects whilst minimising the inherent risks that exist in a single project.

## Lifecycle of a single project



The Lassonde Curve measures the lifecycle of a single successful project and the returns available to early-stage investors are potentially many multiples of their initial investments. Typically, there are two value-maximisation points; completion of the evaluation phase and completion of mine building. Early-stage projects have the following key risks and characteristics:

- Early-stage exploration is inherently risky; an economic deposit either exists in an area, or it doesn't. Exploration expertise can reduce this risk, and commencing exploration with low-cost methods before moving to higher cost methods is a key risk-reduction strategy;
- The project development cycle, including data evaluation, planning the next phase of work, completing a fundraise, executing the planned work programme to gather more data and repeating these steps, is well understood in the industry. Projects move into the 'Evaluation' phase by

sourcing the appropriate amount of capital at each stage. In essence, the increased capital intake during the project lifecycle is delivering enhanced asset value that will start to crystallise from the resource definition phase onwards;

- The potential reward for early-stage long-term investors is higher multiples of their initial investment, reflecting the higher investment risk inherent in early-stage projects;
- At this stage of the discovery and development curve, operating costs are at a minimum and the impact of de-risking assets maximises return on investment.

Oriole concentrates on the 'Exploration' and 'Evaluation' stages of this model, aiming to generate the most value for its shareholders by quickly progressing targets to discovery and then pushing these projects towards resource development and technical studies, which have been proven to drive an uplift in shareholder value during the Evaluation phase.



## The project generator model

The advantage of a project generator model over the traditional 'single project' model is to spread the traditional exploration risks across multiple projects and jurisdictions. The ultimate goal may be to take any one project to a mine; however, it is more likely that value is delivered through the project evaluation phase and that acquirers or joint-venture partners are brought in to move the project towards mine construction. Ultimately, this offers the project generator the future potential to own minority percentages in a number of operational mines, rather than having majority exposure to only one project that could either succeed or fail.

Success in the project generator model can lead to a number of possible outcomes for each project, including:

- Outright sale of all interests for cash and/or shares;
- Maintenance of a minority position all the way to mine construction and production;
- Choosing to dilute down to a residual royalty position (often in return for project capital and a free-carried interest);
- Retaining a majority position and developing a suitable project all the way to mine operation.

The project generator model seeks to reduce the binary risk of being a single project Company by offering multiple opportunities for success. It also reduces the geopolitical risk which is an inherent issue for many exploration jurisdictions.

At all stages, the aim is to understand the opportunities for partnership, the benefits of sharing project risk and the value-add to be achieved by maintaining independence of ownership. Assessment of these competing opportunities is key to the success of the project generator.

Oriole operates a project generator model but with a strong emphasis on developing its projects rapidly in order to move them towards the value-adding Evaluation phase of the Lasso Curve. The Board believes this 'Hybrid' model combines the returns available from undertaking quality exploration on highly-prospective licences with the risk-mitigation benefits of the project generator model.

This strategy has led to Oriole having interests in a number of licences that are moving through the early phases and towards the mine construction, commissioning and production phases.

# OUR BUSINESS MODEL & STRATEGY CONTINUED

Mature assets within the portfolio offer realisation opportunities, with proceeds to be focussed on exploration in Cameroon



The Company's early-stage assets include its projects in Cameroon, a new frontier for gold exploration, where it has earned a 90% interest in the Bibemi and Wapouzé projects and has 90% ownership of a newly granted district-scale project, the Central Licence Package ('CLP'), in the centre of the country. In addition, two further licences have been applied for during the year, contiguous with the CLP, Gamboukou which was granted in November 2023, and Maboum which remains under application.

As projects progress, and financial demands increase, one option for a junior explorer to reduce its exposure to the capital markets is to find a joint venture partner to fund the project in return for an equity stake. This was the approach taken at the Senala (previously Dalafin) project in Senegal, where in 2018 the Company signed a joint venture agreement with IAMGOLD Corp, giving them the right to earn-into a maximum 70% equity position. An experienced Board understands that, to move a project forward, capital is required at either Company level or project level and it therefore needs to assess all potential deals based on their attractiveness compared to the other options available and with a focus on reducing the risk on returns for the shareholders.

Residual interests have also arisen on projects that have had partners introduced in Turkey and Djibouti. Oriole maintains an active role in monitoring these projects and aims to maintain Board positions on the joint-venture companies wherever possible.

Oriole defines its interests in Cameroon and Senegal as Projects, and its later stage interests as Investments. The Company actively seeks further exploration opportunities, particularly in West Africa, to consolidate its existing geographic footprint.

#	Project	Country	Metal	Oriole interest	Operator
8	Muratdere	Turkey	Copper - Gold	1.2% royalty	Lodos
7	Karaağac	Turkey	Gold	Success fee	Anadolu
6	Hasançelebi	Turkey	Gold	Success fee	Bati Toroslar
5	Senala	Senegal	Gold	41.65%*	IAMGOLD**
4	Bibemi	Cameroon	Gold	90%	Oriole
3	Assaleyta, Hesdaba & Pandora	Djibouti	Gold	9.21%	TSD
2	CLP (9 licences)	Cameroon	Gold	90%	Oriole
1	Wapouzé	Cameroon	Gold	90%	Oriole

\* Through its 85% interest in Stratex-EMC, which holds a 49% interest in Senala

\*\* On 20 December 2022, IAMGOLD announced the sale of its 51% beneficial interest in Senala to Managem Group



# PROJECTS AND INVESTMENTS

## Projects – Cameroon

### BIBEMI

- Bibemi is an early-stage gold exploration project, covering highly prospective Neoproterozoic Pan-African greenstone rocks in north-eastern Cameroon. It is the Company's most advanced project in Cameroon;
- The Company has a 90% interest in the project, held through RMC Cameroon SARL ('RMC'), with its local partner BEIG3 holding the remaining 10%;
- Exploration to date has identified four key prospects – Bakassi Zone 1, Bakassi Zone 2, Lawa West and Lawa East – within a 12km-long orogenic gold system that at surface has delivered up to 135.40 g/t Au from selective rock-chip sampling and 9m grading at 3.14 g/t Au from trenching;
- During the year, the Company completed its fourth phase of diamond drilling, bringing the total metres drilled at the project to 6,685.40m in 54 holes since Q1-21. This latest phase of drilling included two vertical holes at Bakassi Zone 1 to target extensional quartz veins in order to assess their potential to enhance the volume of gold mineralisation within the system. BBDD050 in particular encountered multiple extensional veins with wide, sulphide-rich alteration haloes that have delivered broad mineralised intervals including 14.80m grading 4.27 g/t Au. A selection of best results to date across all four phases of the programme is shown in the following table:

Hole ID	From (m)	Interval (m)	Au (g/t)	g*m
BBDD009	29.20	12.40	0.71	8.80
BBDD020	69.00	0.80	27.90	22.32
BBDD030	34.75	2.25	8.82	19.85
BBDD031	100.70	5.20	1.97	10.24
BBDD034	119.00	6.50	3.92	25.48
and	160.00	2.00	39.42	76.67
BBDD042	84.90	9.20	1.31	12.05
BBDD045	90.40	1.10	9.97	10.97
and	124.50	1.10	17.70	19.47
and	136.00	2.50	8.90	22.22
BBDD046	121.10	2.10	19.04	39.98
BBDD049	127.20	2.40	6.05	14.52
BBDD050	104.30	14.80	4.27	63.16
and	132.10	7.70	2.74	21.06
BBDD053	58.00	3.00	12.30	36.90

The majority of drilling to date has been at Bakassi Zone 1 and in Q4-2022, the Company reported a maiden Mineral Resource for the prospect of 305,000 oz grading 2.19 g/t Au in the JORC Inferred category, within the limit of a US\$1,800/oz gold price pit shell (see below table). The Company believes that this is the first published JORC resource for orogenic gold in Cameroon.

Gross				
Material	Classification	Tonnage	Grade (g/t Auw)	Total contained gold (oz)
Oxide	Inferred	200,000	1.53	10,000
Fresh	Inferred	4,100,000	2.23	294,000
<b>Total</b>	<b>Inferred</b>	<b>4,300,000</b>	<b>2.19</b>	<b>305,000</b>

Net Attributable (90%)				
Material	Classification	Tonnage	Grade (g/t Auw)	Total contained gold (oz)
Oxide	Inferred	180,000	1.53	9,000
Fresh	Inferred	3,690,000	2.23	265,000
<b>Total</b>	<b>Inferred</b>	<b>3,870,000</b>	<b>2.19</b>	<b>274,000</b>

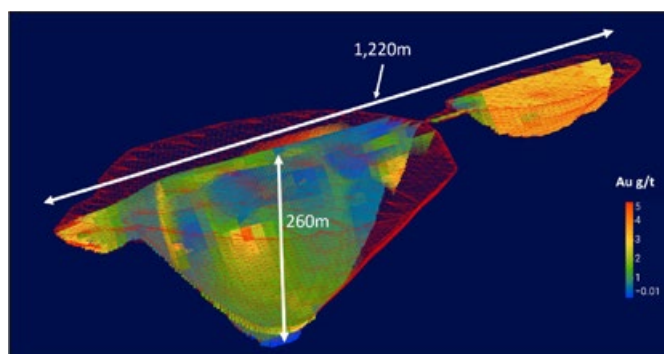
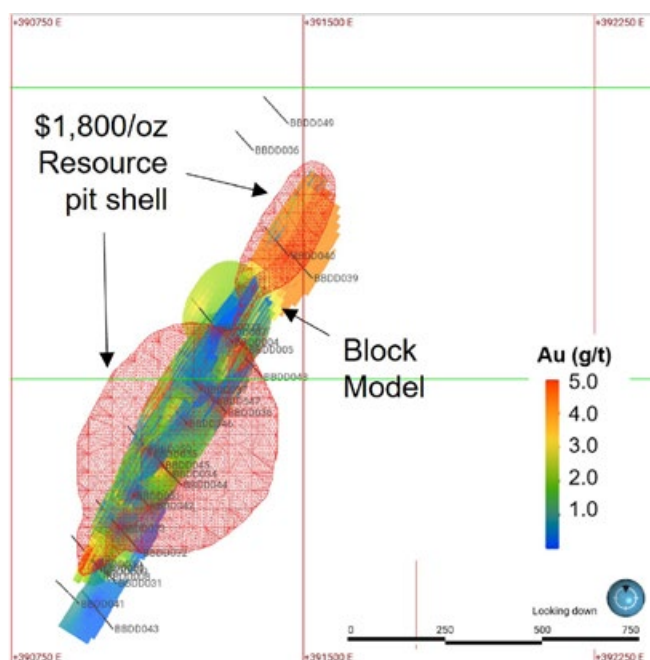


# PROJECTS AND INVESTMENTS CONTINUED

## Projects – Cameroon

### BIBEMI CONTINUED

The Resource has been modelled over a strike length of 1,220m and to a depth of 260m below surface, using a cut-off grade of 0.30 g/t Au and a top-cut of 20 g/t Au, and there exists an additional Exploration Target estimated to be between 1.5 and 2.2 million tonnes at grades ranging from 1.10 to 2.10 g/t Au for between 53,000 and 148,000 oz of Au (announcement dated 12 December 2022).



- The Exploration Target is along strike of the Resource in areas of the deposit where there is currently insufficient sample support to be Classified as Inferred Resource. With infill drilling it is hoped that the size and confidence level of the existing Resource will be increased to incorporate some of the additional ounces;
- The Company anticipates completing an infill geophysics (magnetic) survey during the first half of 2023 to aid drill targeting at the remaining three prospects on the Bibemi licence as well as future Resource-expansion activities.



### Wapouzé

- At Wapouzé, following a review of the trenching data and an interrogation of all historical data, the prospectivity for gold appears to be lower than at Bibemi and so the intention is for exploration to be refocused on the licence to cover an opportunity which has been identified for dimension stone and cement production materials, subject to a change of substance application being approved by the Ministry of Mines. Discussions with suitable local parties are planned for 2023.







# PROJECTS AND INVESTMENTS CONTINUED

## Projects – Cameroon

### CENTRAL LICENCE PACKAGE ('CLP')



- The CLP is a district-scale land package in central Cameroon, located to the west of the regional capital, Ngaoundéré. During the year, the package was increased to cover an area of 4,091km<sup>2</sup> and now comprises the Eastern licences of the CLP (Tenekou, Niambaram, Pokor, Ndom and Mbe), the Western licences of the CLP (Mana, Dogon and Sanga) and the Gamboukou licence; Oriole has 90% ownership of all nine licences. A further licence, Maboum, is currently under application to the east of the Eastern CLP;
- The Eastern CLP and Western CLP licences, granted in February 2021, were targeted through an in-house, country-wide prospectivity analysis that considered the district to have significant potential to host orogenic-type gold mineralisation. This assessment was made on the basis of host-rock geology, alteration, structural location and evidence of gold anomalism (in the form of previous historical regional sampling data and artisanal workings), targeting the regional Tcholliré-Banyo shear zone corridor ('TBSZ'), a major splay off the larger-scale Central African Shear Zone;

- The northeast-trending TBSZ corridor, with its associated shears, thrusts and faults, are, according to academic literature, thought to be one of the significant structural controls for gold and other mineralisation in the region;
- During the period, work focused on the five Eastern CLP licences which are held directly by the Company's subsidiary, Oriole Cameroon SARL. Semi-regional soil sampling (400m by 200m spacing), completed over the gold-in-stream anomalies identified in 2021, confirmed anomalous gold in all five licences and delineated multiple 2-3km long gold-in-soil anomalies across the Ndom, Pokor and Niambaram licences, as well as a broad anomalous zone within the Mbe licence, where en-echelon, structurally controlled trends are now confirmed to occupy a c.12.5km long by 3km wide corridor. Best results included 838 ppb Au (0.84 g/t Au), 520 ppb Au and 463 ppb Au;
- Detailed mapping and rock chip sampling was completed at Mbe during Q4-22, and results (reported in Q1-23) have confirmed a significant cross-cutting zone with grades up to 134.10 g/t Au. The team is also undertaking ground geophysics at Mbe to help develop the geological model;
- BEIG3 and its associate Roxane Minerals Limited have a collective 10% free-carried interest in each of the Oriole Cameroon SARL licences up until the definition of a minimum Measured and Indicated resource of 50,000 oz Au per discrete licence; thereafter, funding will be pro-rata on a contribute or dilute basis;
- A review of stream and soil multi-element data identified the potential for lithium within the Ndom licence. In Q4-22, the team completed a ground-truthing exercise to assess the potential for lithium-bearing pegmatites at Ndom as well as at Gamboukou, immediately to the south of Ndom, which was granted to another of the Company's subsidiaries, OrrCam2 SARL, in November 2022;
- At the three Western CLP licences held through Reservoir Minerals Cameroon SARL, no work was completed during the period due to access issues. In order to pause any ongoing exploration expenditure and tax commitments related to the licences, the Company has formally requested their temporary suspension until a resolution to the access issues can be found.

## Projects – Senegal

### SENALA

- The Senala gold project lies in the highly-endowed Birimian-age Kédougou-Kéniéba gold belt in south-eastern Senegal;
- Oriole owns 49% through its joint-venture with local partner Energy & Mining Corporation S.A., with Canadian mid-tier IAMGOLD having recently earned a 51% beneficial interest by spending an initial US\$4M. This interest is yet to be formally acknowledged by the Ministry of Mines;
- In 2021, the Company reported a maiden Mineral Resource Estimate of 155,000 oz Au grading at 1.26 g/t in the JORC Inferred category, based on a 0.3 g/t Au cut-off and a US\$1,800/oz pit shell (announcement dated 23 August 2021). This Resource sits within a larger JORC-compliant Exploration Target for Faré South of up to 280,000 oz grading 1.10 g/t Au. Both estimates remain open at depth and along strike;
- During the period, IAMGOLD confirmed that it had met the terms of the First Option (under the terms of an earn-in agreement signed in 2018), by reaching the US\$4M spend level required and had therefore earned a 51% interest in the licence. IAMGOLD now has the option to spend up to a further US\$4m over two years to earn up to a total 70% interest in the licence.

On 20 December 2022, IAMGOLD announced that it had entered into an agreement to sell its beneficial interest in Senala to Managem Group, as part of a wider package of assets in West Africa. Oriole is currently in discussions with IAMGOLD and Managem Group as to the effect of the transaction and the timing of further exploration at Senala.

# PROJECTS AND INVESTMENTS CONTINUED

## Investments – Djibouti

### THANI STRATEX DJIBOUTI LTD ('TSD')

- Since late 2019, TSD, in which Oriole has a 9.21% interest, has been funded and operated by its largest shareholder African Minerals Exploration & Development Fund III (AMED Fund III), with Oriole represented at the board-level;
- Exploration has mostly been focused on three projects (Pandora, Hesdaba and Assaleyta) within the Afar epithermal province of the East African Rift Valley, where epithermal gold mineralisation has been defined over all three projects;
- No significant work programmes have been completed during the year and the Company is awaiting an update on future work programmes.



## Investments – Turkey

### MURATDERE

- Muratdere is a substantial copper porphyry system located in Bilecik, Turkey. The mining rights of Muratdere are owned by Muratdere Madencilik San. Ve Tic. A.Ş. (Muratdere Madencilik), a 100% owned subsidiary of Turkish company Lodos Maden Yatırım Sanayi ve Ticaret A.Ş. (Lodos), which is 100% owned by Turkish investment and Finance Company Pragma Finansal Danışmanlık Ticaret A.Ş. ('Pragma');
- In November 2019, Oriole Resources PLC ('Oriole') executed share purchase and royalty agreements with Lodos that resulted in Oriole's equity interest in Muratdere being sold to Lodos and converted to a 1.2% NSR royalty;
- Muratdere Madencilik received a positive Environmental Impact Assessment ('EIA') in August 2022, granted by the Turkish State. There is currently a lawsuit brought by third parties against the State for the grant of EIA;
- The Company understands that there has been a revision to the original mining plan as part of the most recent EIA submission, and that Muratdere now intends to process 2 million tonnes of ore annually for a mine life of 11 years. This is an increase in processed tonnes from an aggregate of 16 million tonnes to 22 million tonnes of ore.

### HASANÇELEBI AND DOĞALÂ PROJECTS

- In 2019, the Company's wholly-owned subsidiary, Stratex Madencilik Sanayi ve Ticaret Limited Şirketi ('Stratex Madencilik'), signed an exploration agreement with Bati Toroslar Madencilik Sanayi ve Ticaret Ltd. Sti. ('Bati Toroslar') for the Hasançelebi and Doğalâ high-sulphidation projects which will result in a US\$500k success-based payment on delivery of a minimum JORC-compliant Indicated and/or Measured gold resource of 100,000 oz (with a 0.3 g/t Au cut off), defined within the oxide and transition zones at Hasançelebi, and the completion of an EIA;
- Following the sale of Oriole's 1.5% royalty on the projects in 2020, a further US\$220k is due to Stratex Madencilik once Hasançelebi moves to the mine-development stage;
- During the period, the drilling performed by Bati Toroslar allowed for the definition of a resource of 109,000 oz Au, at an average grade of 0.72 g/t Au and a cut off of 0.4 g/t Au.



## KARAAĞAC GOLD PROJECT

- Karaağac is located 300 km west-south-west of Ankara. Mineralisation is hosted by an outcropping thrust zone and altered limestone, and the project has a non-JORC resource of 156,798 oz Au;
- In March 2019, the Company's partner Anadolu Export Maden Sanayi ve Ticaret Limited Şirketi ('Anadolu'), 96%-owned by Istanbul-listed ODAŞ Elektrik, confirmed the definition of a JORC-2012 compliant Measured, Indicated and Inferred resource of 348,150 oz Au and 2,832,036 oz Ag (0.2 g/t Au cut-off) (announcement dated 11 March 2019);
- Under the terms of the Agreement, definition of this JORC resource triggered the payment by Anadolu of a US\$500k success-based fee. US\$75k of this was received in 2019 but the balance remains outstanding and, during the period, the Company has been engaged in legal proceedings to recover the outstanding US\$425,000 plus VAT. The Company has a strong case and remains hopeful of a positive outcome;
- Following the sale of our 1.5% NSR royalty to Anadolu in 2020, the Company remains entitled to a further US\$250k when the project moves towards mine construction.



### Competent Person Statement

The Technical Information relating to Exploration Results has been prepared by Claire Bay, EurGeol, CGeol, MIMMM, an employee of the Company, who is a Competent Person as defined by the JORC Code 2012 Edition. The information is extracted from various source reports. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

The Technical Information relating to Mineral Resources and Exploration Targets is based on data compiled by Mr. Robert Davies, EurGeol, CGeol, an independent consultant to Oriole. Mr Davies is a Director of Forge International Limited. Mr Davies has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Davies consents to the inclusion in this report of the matters relating to the Mineral Resource Estimate and Exploration Targets in the form and context in which they appear.

The Company confirms that the material assumptions and technical parameters for resource estimate continue to apply and have not materially changed.

It is noted that the potential quality and grade of the Exploration Targets referenced in this report are conceptual in nature. There has therefore been insufficient exploration to estimate a Mineral Resource for all target areas reported and it is uncertain whether further exploration will result in the estimation of a Mineral Resource. The Exploration Targets have been prepared in accordance with the 2012 edition of the JORC Code.

More detail of the above Oriole projects and investments can be found on the Company's website: [www.orioleresources.com](http://www.orioleresources.com)

# OPERATIONAL AND FINANCIAL REVIEW



“The Directors present their strategic report on the Group for the year ended 31 December 2022.”

Tim Livesey  
Chief Executive Officer

Oriole Resources PLC  
Company number: 05601091  
Registered office: Wessex House, Upper Market Street, Eastleigh, Hampshire SO50 9FD, UK

## Principal Activities

The principal activity of the Group is the exploration and development of gold and other high-value base metal projects.

## Strategic approach

The Board's strategy is to establish the Company as a leading value-adding project-generator in our chosen mineral specialisations and in our geographic areas of operation. The Board seeks to acquire exposure to highly-prospective districts, primarily in West Africa, and the Group has developed a first-mover position in Cameroon, an exciting new frontier for gold exploration. The Board aims to develop a portfolio of projects that cover a range of mineral deposits across multiple jurisdictions, thus mitigating sovereign, technical and operational risks.

The Group finances its activities through the monetisation of more advanced projects and through periodic capital raisings.

## Business environment

The price of gold fluctuated significantly during the year, opening at US\$1,815, rising to nearly US\$2,000 per ounce early in the year before a slow decline to just over US\$1,600 later in the year. A rally towards the end of the year has led to a current gold price above US\$1,800 per ounce, a level which is often used as a benchmark.

With steadily diminishing proven resources at the main gold producers, the Board believes the need to find new resources will ultimately drive their increased appetite for supporting the activities of junior exploration companies like Oriole.

## 2022 Operations

The Group's main operations are split between active exploration projects in Cameroon, partner exploration activities in Senegal, and the management of its investment and royalty positions.

### Active Exploration projects

The primary focus for the Group's own exploration activities is its position in Cameroon.

#### Bibemi

At the Bibemi licence in the North of Cameroon, following the maiden drill programmes in 2021, exploration continued with the completion of Phase 3 and Phase 4 diamond drilling at the Bakassi Zone 1 prospect area. Phase 3, focussed on testing the sub-vertical shear veins, also confirmed a secondary sub-horizontal mineralised component that was more specifically targeted by vertical drill holes during Phase 4 drilling. The intersection planes between the two vein sets were proposed as targets for assessing the potential for broader zones of mineralisation within the system. This theory was confirmed through the delivery of some of the widest mineralised intersections to date at Bakassi Zone 1, including 14.80m at 4.27 g/t Au and 7.70m at 2.74 g/t Au (drilled widths), both from hole BBDD050.



The evidence from these additional core intersections continued to support the team's structural interpretation of the Bakassi Zone 1 prospect and enabled the independent estimation of an initial JORC compliant Exploration Target for the prospect of between six million and eight million tonnes at grades ranging from 1.50 to 1.70 g/t Au for between 290,000 and 440,000 oz Au.

In December 2022, following a confirmatory visit to site by the independent consultants, they upgraded a significant proportion of the Bakassi Zone 1 Exploration Target to a maiden JORC Inferred Resource of 305,000 oz grading 2.19 g/t Au. Oriole believes this is the first JORC compliant gold resource published for projects in Cameroon, confirming its belief that Cameroon is a new emerging destination for orogenic gold exploration. The remainder of the Exploration Target that wasn't upgraded still stands at between 1.5 and 2.2 million tonnes at grades ranging from 1.10 to 2.10 g/t for between 53,000 and 148,000 oz of Au.

This Exploration Target is a long strike of the Resource in areas of the deposit where there is currently insufficient sample support to be classified, under JORC, as Inferred Resource. With infill drilling it is hoped that the size and confidence level of the existing Resource will be increased to incorporate some of the additional ounces.

In addition to the extension of the drilling campaigns, ground magnetics were carried out on the licence, with a focus on Bakassi Zone 1 and the three associated mineralised prospect areas; Bakassi Zone 2, Lawa West and Lawa East. Results from this programme gave additional indications of controls on the structural interactions between the prospects and will enhance further targeting during 2023. As part of the Phase 4 drilling programme at Bibemi, a single hole was drilled at Lawa East and delivered 3.00m grading 12.30 g/t Au. This highlights the significant potential for further resource definition at the project.

### Wapouzé

At Wapouzé, following a review of the trenching data and an interrogation of all historical data, the prospectivity for gold appears to be lower than at Bibemi and so the intention is for exploration to be refocused on the licence to cover an opportunity which has been identified for dimension stone and cement production materials, subject to a change of substance application being approved by the Ministry of Mines. Discussions with suitable local parties are planned for 2023.

### Central Licence Package

Covering Paleo-Proterozoic to Neoproterozoic (including Pan-African) age rocks, well-known hosts for orogenic gold deposits both in West Africa and worldwide, the CLP licences were initially targeted by the Company's technical team due to their apparent proximity to the dominant regional shear corridor associated with the Tcholliré-Banyo Shear Zone ('TBSZ'), a major southwest-northeast-trending splay off the larger-scale Central African Shear Zone. The TBSZ and its associated shears, thrusts and faults are thought to be one of the most significant structural controls for gold and other mineralisation in the region.

With the grant of the initial eight licences in the package in February 2021, follow-on work to the early stream sediment sampling programmes has continued to focus on the five licences designated as the Eastern CLP (Tenekou, Niambaram, Pokor, Ndom and Mbe). In November 2021, the Company commenced semi-regional soil sampling that was completed over six grids in total. Five of the grids were designed to target the source of the stream-sediment anomalism identified during the previous season. Results confirmed anomalous gold in all five licences and have delineated multiple 2-3km long gold-in-soil anomalies across the Ndom, Pokor and Niambaram licences, as well as a broad anomalous zone within the Mbe licence, where en-echelon, structurally-controlled trends are now confirmed to occupy a



# OPERATIONAL AND FINANCIAL REVIEW CONTINUED

circa 12.5km long by 3km wide corridor. Best results include 838 parts per billion ('ppb') Au (0.84 g/t Au), 520 ppb Au and 463 ppb Au.

Geological mapping over the Mbe soil anomalism, on a 200m line spacing, has identified brecciated quartz veins (hosted within strongly altered granitic units) found sub-cropping/ outcropping within the western part of the circa 12.5 km anomalous zone. Results from rock chip samples taken during Q4-2022 have returned multiple high-grade values, including 134.10 g/t Au and 131.80 g/t Au.

On the basis of the positive soil-sampling results at Mbe, the Company took the opportunity to expand its position in Cameroon by applying for a further licence immediately to the east of, and contiguous with, the existing CLP footprint and therefore the 12.5 km gold-in-soil anomalism at Mbe. The Maboum licence application, which covers an area of 487 km<sup>2</sup>, has been formally registered by the Ministry of Mines (although is not yet approved) and is available to view on the Cameroon Mining Cadastre.

The results to date appear to support the team's hypothesis that the CLP area is host to a wide (15 to 20 km) corridor of gold mineralisation, stretching along an approximate 70 km-long segment of the TBSZ. This is further supported by the publication, in December 2021, of a gold prospectivity map of the area generated by the World Bank-funded PRECASEM programme, with work completed by BRGM (France's public reference institution for the management of subsurface resources). These maps identify the entirety of the CLP footprint as a key area for gold prospectivity in Cameroon.

During routine interrogation and interpretation of the CLP datasets, an area of apparent lithium anomalism was identified in geochemical datasets from the 2021/2022 stream and soil programmes on the Ndom licence. Follow-up work to identify the potential for lithium-bearing pegmatites has been scheduled for the 2023 field season and an additional licence, Gamboukou, immediately adjoining the Ndom licence and offering potential for further pegmatite targets, was secured in November 2022.

## Senala

In Senegal, our earn-in partner at the Senala licence, IAMGOLD, continued to explore at the northernmost Faré prospect, completing its 'First Option' in February 2022 and meeting the expenditure requirements to obtain a 51% ownership in the project. Exploration through 2022 continued to be focussed at Faré, with an expansive auger drilling programme designed to test for additional anomalism outside of those areas already identified and drilled at the Faré North, Faré South and Faré Far South targets. This programme identified significant new gold and arsenic anomalism, exhibiting the same dominant north-easterly trend as seen at the existing Faré prospects.

In December 2022, IAMGOLD announced its intention to sell its interests in a package of West African assets, including its beneficial interest in the Senala licence, to Managem Group, a North African-based mine developer and operator.

## Investment and royalty positions

The Company has a long history of gold and base metal exploration success. This history has left it with a valuable portfolio of legacy assets throughout East Africa and Turkey, which are the subject of an ongoing asset realisation programme.

Two of these assets, a 24.92% holding in Thani Stratex Resources ('TSR') and a 9.21% holding in Thani Stratex Djibouti ('TSD'), arise from a legacy joint-venture agreement between the Company, whilst under previous management, and Thani Ashanti. TSD became a standalone vehicle in late 2019 and is now funded and managed independently of TSR.

The investment in TSR covers the Hodine licence in Egypt that hosts the Anbat and Hutite projects. In Q4-2021, operation of this project was taken over by private group Red Sea Resources ('RSR'), which acquired an initial 7% interest and has spent in excess of US\$2.2M to earn a potential 85% interest in the Hodine licence. Disappointingly, the targets did not deliver the required level of commerciality as dictated by the new mining laws in Egypt and so in October 2022, RSR took the decision to exit its earn-in position. With the licence due for transfer to exploitation status or relinquishment in December 2022, the decision was taken by the TSR shareholders to allow RSR to close operations, relinquish the licence and hand back the asset to the Egyptian authorities. The asset values attributable to the TSR holding have been provided for in these financial statements.

At TSD, exploration is focused on three primary epithermal gold projects in Djibouti, namely Pandora, Assaleyta and Hesdaba, with African Minerals Exploration & Development Fund III ('AMED Fund III') having taken over operational control in 2019. Following initial encouraging results, progress at the projects has been slow during 2021 and 2022. However, the Board still firmly believes in the potential of the Djibouti licences and so looks forward to further updates in due course.

Following the closure of the Turkish exploration office, the Group has put in place arrangements to manage its interests in Turkey, with potentially US\$1.6M and TL3.75M (together, £1.5M) to be collected from the agreements that are in place with former partners. At the Group's former Karaağaç gold project in Turkey, pursuit of the US\$425k owed by the operator, Anadolu Export ('Anadolu'), is still ongoing. The interim injunction against Anadolu continues to be in place. Turkish justice has moved slowly but it is moving in the right direction. During the year, the Group managed to bring the parent company, Odaş Elektrik, into the case and they have been forced to submit a bond to the Turkish courts amounting

to US\$250k in order to have permission to defend the case. The Group continues to be confident it will win the full sum due, plus damages and costs. Following the sale of a royalty right to Anadolu in 2020, the Group is also contingently owed US\$250k from Anadolu should the Karaağaç project receive Environmental Impact Assessment ('EIA') approval and move to mine construction. The Group continues to monitor progress on this and has retained the right to take the royalty back if Anadolu defaults on that payment.

The Group is also awaiting news of a debt owed by NTF Insaat Ticaret Ltd Sti ('NTF'), a former partner in Turkey, who defaulted on tax payments that were originally due in 2017. In order to ensure compliance with Turkish tax laws, the Group's previous management made a payment of US\$960k in 2017, and the current team is now trying to recover these funds. However, the most likely avenue of repayment is via a court issued payment order, which is denominated in Turkish lira; the amount recoverable has depreciated significantly since 2017 and now stands at approximately US\$200k. Progress on this has been held up by a preceeding case involving NTF but the Board hopes for a resolution of that case in the near future upon which event the payment order will be served on NTF.

Meanwhile, work continued at the Hasangelebei project. The Group is due to receive US\$500k from its partner Bati Toroslar when this project passes EIA stage, and a further US\$220k once mine construction commences.

At the Muratdere copper project in Northern Turkey, the Company holds a 1.2% net smelter return royalty position. The EIA Report for this project has been submitted to the State Authority by Muratdere Madencilik, and was approved by the State in August 2022. There is currently a lawsuit brought by third parties against the State for the grant of EIA. Oriole has engaged with a number of royalty companies with regards to the sale of its Royalty rights, and believes successful confirmation of the EIA will prove to be a trigger for a sale of its Royalty rights.



# OPERATIONAL AND FINANCIAL REVIEW CONTINUED

## Financial Review

Whilst the loss for the year equalled that of 2021, at £1,569k (2021: £1,569k) this disguises several significant fluctuations in determining how that number was finally arrived at. The most significant factor was the impairment in the value of our holding in TSR, following its relinquishment of the Hodine licence in Egypt and the decision to dissolve the company. This relinquishment, over which we had very limited influence having been in a minority position for many years, resulted in a £1,449k write off to our profit and loss account, equating to 92% of our loss for the year.

In areas which are more directly under our control, administration expenses rose 9% to £1,182k (2021: £1,083k), reflecting the establishment of an administration team at Cameroon, and more travel and legal fees as the Directors pushed ahead with asset realisation efforts in Turkey and elsewhere. With the Turkish office now closed, the Group's focus is very much on our growing position in Cameroon, and having a local team established means the Company is well placed to deal with events on the ground more proactively. Included within administration costs is the grossed-up value of the shares that the Directors have been taking in lieu of salary for a number of months during the year. Whilst shares to the value of £57k were issued to the Directors in lieu of net pay, tax still falls due upon the issue of the shares, with £37k of tax on non-cash payments included in administration expenses.

Within operating profit, other income rose to £654k in 2022, from a loss position of £361k. Much of this £1,101k swing relates to foreign exchange fluctuations on our Euro denominated assets, such as the Senala licence in Senegal. The 6% strengthening of the Euro against Sterling through 2022, after a comparable weakening in 2021, gives rise to a £539k gain. Gains were also achieved in Turkey, with the recovery of licence deposits, collection of trading debts from the 2021 consultancy business and the sale of a small antimony royalty contributing £44k of income. In addition the sale of fully written down fixed assets in Senegal brought £78k of income.

The other significant profit and loss movement was at the tax level, where the exceptionally busy 2021 field season enabled a research and development tax credit reclaim of £403k (2021: £38k) early in 2022, a significant uplift on the 2021 tax claim which was based on the Covid-19 affected field season of 2020. Work is underway to submit the 2022 tax computations to enable a further reclaim, although the level of tax credit achieved in 2022 is unlikely to be repeated.

The most significant financial issue in 2022 has been the state of the financial markets, especially in the junior exploration sector. Almost without exception, our peer group has seen declining share prices, as the economic uncertainty generated by, amongst other things, the war in Ukraine, has impacted the availability of funds, both for fund raises and in the secondary market. Consequently, the remarkable progress shown by our geological teams in Cameroon has yet to be reflected in the share price. Ongoing efforts to realise legacy assets and find ways of releasing and re-directing available funds into progress in Cameroon continue to be the Board's top priority.

In 2022, the Company raised a total of £952k from the issue of equity and the ongoing Director salary sacrifice scheme, and spent £842k on advancing the projects in Cameroon. Equity raises in these market conditions are painful for all shareholders, including Directors, but the Board remains convinced that progress in Cameroon will eventually be recognised by the markets.

**Tim Livesey**

Chief Executive Officer

8 March 2023







# OUR GOVERNANCE

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## Organisation overview

After a full refresh of the Board in 2018, the 2021 promotion of Claire Bay to Executive Director for Exploration and Business Development and the appointment of Eileen Carr as Chair in 2022, the Board has a proven track record of success in both mineral exploration specifically and the AIM market generally. The Board is ably supported by a management team that, for many years, has delivered successful exploration projects.

## The Board of Directors

The Board is responsible for providing strategic direction for the Group, setting objectives and management policies and agreeing performance criteria. The Board monitors compliance with objectives and policies of the Group through monthly performance reporting, budget updates and monthly operation reviews.

The current composition of the Board is three Executive Directors and two Non-Executive Directors. The Board believes that the composition of the Board provides an appropriate mix to conduct the Group's affairs at the present time, and the Nomination Committee (comprising the Non-Executive Directors) keep this under regular review.

## The Audit Committee

The Audit Committee provides a formal review of the effectiveness of the internal control systems, the Group's financial reports and results announcements, and the external audit process. During 2022 the Committee comprised Eileen Carr as Chair of the Committee and David Pelham (Independent Non-Executive Director). The external auditors and the Executive Directors attend by invitation when appropriate.

No internal control issues were identified during 2022 requiring disclosure.

## The Remuneration Committee

The Remuneration Committee provides a formal and transparent review of the remuneration of the Executive Directors and senior employees and makes recommendations to the Board on individual remuneration packages. This includes the award of non-contractual performance-related bonuses and share options. Remuneration packages are designed to reward, motivate, retain and recruit individuals. Bonuses are only paid in recognition of performance.

During 2022, the Committee comprised David Pelham as Chair of the Committee and Eileen Carr (Non-Executive Chair), the Group's two Independent Non-Executive Directors. No Director took part in discussions concerning the determination of their own remuneration.

## Principal risks and uncertainties

The Group's operations are exposed to a variety of risks, many of which are outside of the Company's control.

### Exploration Industry Risks:

Mineral exploration is speculative in nature, involves many risks and is frequently unsuccessful. Following any discovery, it can take a number of years from the initial phases of drilling and identification of mineralisation until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish mineral reserves and to construct mining and processing facilities. As a result of these uncertainties, no assurance can be given that the exploration programmes undertaken by the Group will result in any new commercial mining operations being brought into operation. Government activity, which could include non-renewal of licences, may result in any income receivable by the Group being adversely affected. In particular, changes in the application or interpretation of mining and exploration laws and/or taxation provisions in the countries in which the Group operates could adversely affect the value of its interests.

These risks are mitigated as much as possible by building and maintaining a pipeline of projects at various stages of development, by employing highly experienced and highly trained geologists, both at Board level and at the operational level and by maintaining good relationships with the Governments of the countries in which we operate.

### Political risks:

All of the Group's operations are located in foreign jurisdictions. As a result, the Group is subject to political, economic and other uncertainties, including but not limited to, changes in policies or the personnel administering them, terrorism, nationalisation, appropriation of property without fair compensation, cancellation or modification of contract rights, foreign exchange restrictions, currency fluctuations, export quotas, royalty and tax increases and other risks arising out of foreign governmental sovereignty over the areas in which these operations are conducted, as well as risks of loss due to civil strife, acts of war, guerrilla activities and insurrection.

The Board aims to only conduct operations in those countries with a stable political environment and which have established acceptable mining codes. The Company adheres to all local laws and pays heed to local customs.



### Financial and liquidity risks:

The main financial risks facing the Group are the availability of adequate funding and fluctuations in foreign exchange rates.

The Group's main source of finance is the monetisation of projects supported where necessary by the issue of share capital. Tight budgetary and financial controls are maintained across the Group. The Group only deals with high-quality banks. It does not hold derivatives, does not trade in financial instruments, does not engage in hedging arrangements and does not enter into binding commitments for exploration expenditure.

The use of interest-bearing deposit accounts is maximised and cash flow forecasts are constantly updated and reviewed by the Board.

### Foreign exchange risks:

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro, which is tied to the Central African Franc which is the operational currency of Cameroon, and US Dollar, which is the currency predominantly used by suppliers of drilling equipment and services.

The Group's exposure to foreign exchange movements is set out in Note 19 of the Accounts. Risks to exchange movements are mitigated by minimising the amount of funds held overseas. All treasury matters are handled centrally in the UK. All requests for funds from overseas operations are reviewed and authorised by Board members. The Group hedges its exposure to foreign currency by budgeting in the currencies that will be required to fund its exploration programmes, and then holding sufficient cash in those currencies to meet those requirements. No further hedges are required to manage this foreign exchange exposure and the Group recognises the profits and losses resulting from currency fluctuations as and when they arise.

The Group does not operate within the European Union and as a result the Directors have seen limited impact on the business from the UK's exit from the European Union and believe any impact will be limited to the effects of potential increased foreign exchange fluctuations. This may mean exploration costs rise, as the Group primarily operates in

West Africa, where currencies are typically linked to the Euro. However, the Directors do not expect there to be any significant lasting impact.

### Liquidity risk:

The Group's liquidity risk is considered to be significant as it is a pre-revenue business. The Directors regularly review the opportunities for asset realisation and the need for further equity raising.

The Group does not enter into binding commitments for exploration expenditure. Cash forecasts are updated continuously. The financial exposure of the Group is substantially reduced by partnering with third parties in exploration joint ventures.

### Future developments

The Company advances its exploration projects on the basis of analysing results to date, deciding on the most cost-effective techniques for the next stage and raising funds to support those activities as appropriate. In addition, the Company regularly reviews potential new exploration projects at various stages of development, and based within the European and African time zones.

### Key performance indicators

The Board monitors the following KPIs on a regular basis:

- Share price versus its peer group. Whilst there is no formal index of exploration company performance, review of the price performance of an identified peer group shows a similar trend to the Group's share price throughout the year, which is reflective of the current difficult conditions in the junior exploration market;
- Exploration expenditure as a percentage of total expenditure. The Board has established a 60% or more target for this metric and in 2022 achieved 44% (2021: 63%). The actual level of expenditure is driven by the types of work undertaken, and whilst some capital-intensive drilling at Bibemi was undertaken, the focus for the year was more towards the early-stage exploration work on the Central Licence Package, which is an essential early phase of exploration, and is less capital intensive.



# SECTION 172(1) STATEMENT

## Promotion of the Company for the benefit of the members as a whole

The Board of Directors ('the Directors', 'they' or 'we/our') believes that they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term,
- Act fairly between the members of the Company,
- Maintain a reputation for high standards of business conduct,
- Consider the interests of the Company's employees,
- Foster the Company's relationships with suppliers, customers and others, and
- Consider the impact of the Company's operations on the community and the environment.

The Company operates as an early-stage exploration business with a primary focus on gold, which is inherently speculative in nature and, without regular income, is dependent upon fundraising for its continued operation. The pre-revenue nature of the business is important to the understanding of the Company by its members, employees and suppliers, and the Directors are as transparent about the cash position and funding requirements as is allowed under the regulations for quoted companies and of the AIM Market.

The long-term nature of the mineral exploration industry, with typically many years between early-stage exploration and ultimately mine development is a primary driver in the Board's decision making. Weighing up the implications of short-term decisions on the long-term goals of the Company is a key part of the Board's role and impacts all decisions around financing, licence acquisition, exploration work programmes and asset realisations.

The application of the s172 requirements can be demonstrated in relation to some of the key decisions made during 2022:

- Fundraising to provide working capital to complete certain tasks from the 2021/22 field season at the Group's licences in Cameroon: this work included the assaying of extra samples taken in the Central Licence Package (CLP) soil-sampling campaigns, to further define the extensive anomalous zones identified earlier in the year, and metallurgical test work on samples taken from the Bibemi licence, in support of an application for the extension for the licence. Despite difficult market conditions, the Board determined that this work was essential for the development of the projects and planning for the 2022/23 field season, and so an equity raise was in the interests of shareholders. Consequently a £300,000 equity raise was executed in Summer 2022 in order to provide this working capital. In addition, the Board supported this raise by way of a £40,000 subscription by certain Directors.

- In support of the Summer 2022 equity raise the Board decided that, in order to focus funds on exploration, and increase its equity interests in line with shareholder sentiment, each member of the Board would take a significant part of their remuneration as equity in the Company, for a four-month period commencing in June. At the conclusion of this initial scheme, the Board determined to extend the scheme for a further 6 months commencing November 2022. The Board continues to believe that, during difficult market conditions for junior exploration companies, the focussing of cash reserves towards direct exploration expenditure is in line with the Group's intention of rapidly advancing its projects through quality exploration in order to deliver shareholder value.
- Fundraising to provide working capital for the 2022/23 field season at the Group's projects in Cameroon: following the results of the work during the 2021/22 field season, the Board determined that the results of that work justified follow-up campaigns of further early-stage exploration work to move the CLP project towards drill target identification. Mindful of difficult market conditions, the Board nevertheless determined that the value to be generated by advancing these projects would outweigh the dilutionary impact of an equity raise. The Board concluded that an equity raise was in the interests of shareholders. Consequently a £600,000 equity raise was executed in Autumn 2022, including £32,000 by way of a subscription by certain Directors, in order to ensure that the Company could perform significant project advancement in the 2022/23 dry season in Cameroon.
- Pursuit of an ongoing asset realisation strategy: the Board continues to believe an asset realisation strategy is in the best interests of shareholders, as a route to providing funds for exploration work on our primary projects. Whilst progress has been slower than desired, the Board continues to engage with potential purchasers of its investment interests.

As a gold exploration company operating in West Africa, the Board takes seriously its ethical responsibilities to the communities and environments in which it works. We abide by the local and relevant UK laws on anti-corruption and bribery. Wherever possible, local communities are engaged in the geological operations and support functions required for field operations, providing much-needed employment and wider economic benefits to the local communities. In addition, we follow international best practice on environmental aspects of our work. Our goal is to meet or exceed international standards, in order to ensure we obtain and maintain our social licence to operate from the communities with which we interact.

The interests of our employees are a primary consideration for the Board. An inclusive share-option programme allows them to share in the future success of the Company, personal development opportunities are supported, and a health and security support network is in place to assist with any issues that may arise on field expeditions.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

At Oriole, ethical and responsible stakeholder engagement and protection of the environments in which we work is at the core of everything we do, ensuring that all parties benefit from our operations. In 2021, we went a step further by beginning to align ourselves with the United Nations Sustainable Development Goals. Of the seventeen goals, Oriole has initially focussed on the following eight that we believe are most aligned with our core business and with our responsibilities as a corporate citizen.



## Good health & well-being

Throughout the year, Oriole continued to maintain a constant vigilance for the health and well-being of its employees. During the fieldwork season daily health and safety briefings are conducted to ensure a consistently safe workplace. The continued development of our Bibemi base camp in Northern Cameroon has led to a move towards self-sufficiency, while keeping health and safety at the forefront. The installation of a water filtration system at the camp, and subsequent confirmation of its efficacy, has created a new portable water supply. Our local teams are empowered to bring forward suggestions that can improve lives and continue to build our social licence to operate. An example of this initiative includes improvement to the living environment at the Bibemi camp through the planting of multiple trees and the construction of an allotment to provide a supply of fresh vegetables.



## Quality education

Exploration and mining companies have always been at the forefront of upskilling the local population in what are often remote areas of the world where educational facilities are sometimes less well established. Operating in Cameroon, with its relatively embryonic mining industry, gives us exposure to this opportunity and we work closely with the local communities and universities to deliver on this. Across all our operations, we source our employees in-country wherever possible and provide appropriate training at all levels to ensure everyone has an equal opportunity. During the year, the Company supported Cameroonian student Jessica Ngongalah on her Master's project at the University of Ngaoundéré. Jessica's project utilised a selection of stream and soil samples from our Central Licence Package project to study the suitability of a portable X-ray Fluorescence device for acquiring fast, accurate, and precise geochemical data while in the field. Our Senior Geologist, Constantin Ndongue, was present at Jessica's thesis defence and award of her degree in October. In addition to the support of students, we are committed to generating a local work force, with the training of technicians and other support roles leading to the development of new skills within the communities in which we operate. For example, during the 2021 and 2022 drilling campaigns at Bibemi, local people filled the 'off-sider' roles, an important part of the drill crew.

The Company is also working to improve links with UK-based universities and was able to support a University of Portsmouth student on their BSc project that investigated the petrology and genesis of the gold-bearing versus barren quartz-tourmaline veins at our Bibemi project. This research was presented at the Company's Technical Review Meeting in August at our UK Office in Eastleigh.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) CONTINUED



## Gender equality

Diversity within a workforce brings wide-ranging benefits and can often be fundamental to a company's success. Oriole promotes diversity throughout the Group, building its teams based on merit and not gender – or any other prejudice - and ensuring that everyone has equal rights, responsibilities and opportunities. Despite being a male-dominated industry, Oriole strongly supports and empowers women in mining. The Company has female roles at all levels of the business, from junior staff through to management and the Board.



## Decent work and economic growth

Exploration, and the resultant mining operations, drive significant growth in developing economies and are associated with a multiplier effect at both a local and national level. Oriole is committed to providing all of its employees with fair incomes, job security and safe working conditions. We support the development of all our employees and aim to provide an environment which will attract, retain, and motivate people, helping them to maximise their potential and share in the Group's successes. Oriole has retained its Cameroonian team, all of whom are on full-time contracts, giving them financial security by ensuring they are paid all year round, not just when the exploration programmes are running. We also remain committed to training and employing technicians and casual workers from the local communities, which has had a significant positive impact both financially and in terms of upskilling the local workforce. Oriole is also committed to providing help to the local community where possible and, during the year, the Company provided gifts in kind, such as transportation for construction materials for a new church at the nearby Padame village.



## Industry, Innovation and Infrastructure

Exploration and mining is at the front line of discovering the very resources that are critical to the delivery of global infrastructure and technological advancements and that are important to many of the sustainability challenges facing the world today. Whilst we are gold-focussed, during our exploration work we also test for a wide range of other elements, including the battery metals that are crucial to meeting the UN's sustainability goals. This is highlighted by our continued evaluation of anomalous lithium-in-soil concentrations within our Ndom licence alongside our gold exploration programmes. Whilst the importance of lithium in the context of carbon neutrality and development of green energy is well known, the importance of gold in building resilient infrastructure and promoting sustainable industrialisation is often overlooked and yet, due to its inherent properties, 11% of all gold produced is used in industry, with applications in medical, electronics, automotive, defence and aerospace industries, as well as climate-controlled buildings.

At a more local level, we aim to support governmental sustainability programmes and where possible include green technology within our workplace. In Senegal, through the option agreement with IAMGOLD, the Company provides annual contributions to the country's Social Mining Programme, a fund dedicated to benefiting local communities, and an integral part of the Senegalese Mining Code.





### Reduced inequalities

Oriole leads by example in the countries and communities in which it operates, by building diverse teams that do not discriminate on the basis of sex, age, disability, sexual orientation, race, class, ethnicity, or religion. Throughout the business, we fully embrace the individuality of each and every one of our employees and operate a zero-tolerance approach to anyone that does not adhere to these values. Within the business, our team of 14 employees are from four different countries, practise a number of different religions and have ages ranging from 23 to over 65 years.



### Life on Land

The Company is committed to minimising any adverse impacts of its activities on the natural environment and, as a minimum standard, we comply with any relevant legislation and environmental regulations within the territories in which we operate. During all of our programmes, we ensure that we have a minimal impact on the environment by planning our programmes as efficiently as possible and we have protocols in place to ensure that all of our sites are rehabilitated before we move on. Where trenches have to remain open for sampling and logging purposes, measures are put in place to ensure the safety of animals and people in the area. During the year, our other efforts towards protecting the environment included installing solar panels, sourced within Cameroon, at our local base in Mbe (Central Licence Package) to generate electricity and help reduce Oriole's carbon footprint.



### Partnerships for the Goals

Oriole has a diverse array of stakeholders and is committed to understanding and meeting their needs. In all the countries we operate, we have local partners that help us to foster good relationships with local communities and the local administration to ensure that our goals are aligned. We also use in-country suppliers wherever possible to support communities and local businesses. In Cameroon specifically, we have also continued to work closely with the Ministry of Mines, the UK Honorary Consul and the British High Commission, and strongly support the efforts they are making to attract foreign investment and promote the sustainable development of Cameroon. During the year our local team attended the British High Commission's sustainability conference for UK businesses in Cameroon. At a local scale, Oriole has a committed record and a continuous programme of reparation where any of our exploration programmes are found to impact on the local communities.

# Corporate Governance Report

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# DIRECTORS

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## Eileen Carr

**Non-Executive Chairman  
(appointed 17 February 2022)**

Eileen is a Chartered Certified Accountant with over 30 years of experience within the resources sector, having worked worldwide on a host of large-scale mining operations. She was appointed Finance Director of Cluff Resources Limited in 1993 and has, since that time, held several executive directorships in the resources sector, including CFO for Monterrico Metals plc, the AIM-quoted copper exploration company developing the Rio Blanco project in Peru. Her first Non-Executive role was for Banro Corporation in 1998 and, more recently, Eileen held a Non-Executive Director position for AIM-quoted Bacanora Lithium plc.

Eileen has been a Non-Executive Director to AIM-quoted Sylvania Platinum Limited since May 2015.



## Tim Livesey

**Chief Executive Officer**

Tim has over three decades of experience in gold and base metals, with a distinct focus on Africa, Europe and Asia. He has worked at all stages of exploration, development and mining, and has a strong track record of delivery, both at the technical and commercial level within previous positions.

Some of his more notable roles to date include Exploration Manager (Eurasia), Barrick Gold Corp., Project Director and later CEO of Tethyan Copper Company Pty Ltd (a Joint Venture between Antofagasta Minerals and Barrick Gold Corp, owner of the Reko Diq project in Pakistan), and more recently as COO of TSX.V-listed Reservoir Minerals Inc., which was sold in June 2016 to TSX-listed Nevsun Resources Ltd for US\$365 million. Tim joined the company in March 2018.



## Bob Smeeton

**Chief Financial Officer**

Bob is a member of the Institute of Chartered Accountants in England and Wales. He trained as a chartered accountant with Price Waterhouse, qualifying in 1992, and has a BSc in geography from Durham University. Bob has extensive experience of working for AIM-quoted companies, where he has been heavily involved in turnaround situations, fundraising and acquisitions.

In partnership with three different CEO's, Bob was instrumental in the turnaround and subsequent growth of AIM-listed Universe Group Plc as Group Finance Director, seeing its market capitalisation increase from £1.5m to £25m during his tenure.

Prior to Universe Group, Bob was European Finance Director for OpSec Security Limited, where he was heavily involved in formulating and implementing a very successful reconstruction plan. The restructuring plan stemmed the annual operating losses of £2.5million and moved the Company to a profit situation in the first year of its implementation.



### Claire Bay

#### Executive Director for Exploration & Business Development

A Chartered geologist with over 14 years' experience in the resources sector.

Claire graduated from the University of Southampton with a First Class Masters in 2007 and joined AIM-listed Stratex International shortly thereafter, where she spent the next 11 years. During her career, Claire has operated at both the technical and commercial level, with a particular focus on gold exploration in Africa and Turkey.

Claire was promoted to VP in July 2018 as part of the restructuring of the Company to Oriole Resources PLC and then to Executive Director in July 2021. Claire oversees the Group's exploration programmes and is heavily involved in the review and interpretation of technical data, as well as co-managing the Company's corporate development activities.



### David Pelham

#### Non-Executive Director

David Pelham is a mineral geologist with over 35 years of global exploration experience. He has overseen the discovery and early evaluation of multiple deposits, most notably including the 6 Moz Chirano Gold Mine in Ghana, as well as Hummingbird's 4.2 Moz Dugbe gold deposit in Liberia. David has been a Non-Executive Director to AIM-quoted Cora Gold Ltd since May 2017.



# CORPORATE GOVERNANCE

The Chair of the Board of Directors of Oriole Resources PLC ('Oriole' or 'the Company' or 'the Group' or 'we/our') has a responsibility to ensure that Oriole has a sound corporate governance policy and an effective Board.

The Board has adopted the Quoted Companies Alliance ('QCA') Corporate Governance Code. The QCA code identifies ten principles to be followed in order for companies to deliver growth in long-term shareholder value, encompassing effective management with regular and timely communication to shareholders. This report follows the structure of those principles and explains how we have applied the guidance as well as disclosing any areas of non-compliance.

We will provide annual updates on our compliance with the QCA Corporate Governance Code. This year, for the first time, an Audit Committee Report has been prepared for this Annual Report. As a result, the Company notes that it now fully complies with the QCA Corporate Governance Code. The sections below set out how the Group applies the ten principles of the QCA code.

Other than in respect of the preparation of an Audit Committee Report, there have been no significant governance changes during the year.

## Principle 1: Establish a strategy and business model which promotes long-term value for shareholders

The Company is a gold and base metals exploration specialist, with operations and investments in Africa and Turkey. Our goal is to deliver long-term value for our shareholders. We aim to do this by identifying and proving up good-quality grassroots and early-stage exploration projects. Consequently we:

- Assess the business and political environment of the target country and its attractiveness for prospecting and eventual mining operation;
- Understand existing interests in a licence area in order to ensure we can earn-in on terms favourable to our shareholders;
- Review existing infrastructure in an area, as this is a significant factor in assessing economic potential; and
- Use our expertise to identify and progress those areas which demonstrate the potential for economically feasible deposits of gold and base metals.

Early-stage mineral exploration is, by its nature, speculative. We aim to reduce the risks inherent in the industry by careful application of funds throughout individual projects. We do that by:

- Reviewing existing exploration data where available;
- Establishing in-country partnerships for our projects;
- Applying the most appropriate and cost-effective programmes in order to determine whether further work, using increasingly expensive exploration techniques, is justified; and
- Appreciating the likely realisation routes that will be available to us as the project moves towards development.

## Principle 2: Seek to understand and meet shareholder needs and expectations

The Company is committed to engaging with its shareholders to ensure that its strategy, operational results and financial performance are clearly understood. We aim to engage with our shareholders via roadshows, attending investor conferences, through our regular reporting on the London Stock Exchange ('LSE') and posting on the Company's website. During the year, regular investor meetings were held, timed to coincide with significant news releases. This comprised online investor meetings as well as face-to-face meetings with investors and prospective investors. Ahead of online meetings, we actively encourage investors to submit questions, primarily via our website, and seek to answer those questions received within the restrictions of being a public company admitted to AIM. The recordings of those meetings remain available for later viewing, and have proven to be an effective way of engaging with shareholders and potential investors.

LSE announcements include details of the website, Twitter feed and phone numbers to contact the Company and its professional advisers. In addition, the Company have appointed SP Angel Corporate Finance LLP ('SP Angel') as its broker. As part of their services, SP Angel also publish research on the Company which is available from their website.

### Private shareholders

The Company's Annual General Meeting ('AGM') is the key forum for dialogue between retail shareholders and the Board. The Notice of Meeting is sent to shareholders at least 21 days before the meeting. Question and answer sessions are held a week before the meetings, in order to let shareholders ask questions in advance of submitting proxy votes. For each vote, the number of proxy votes received for, against and withheld is announced at the meeting. The results of the AGM are announced via the LSE. Investors can contact us via our website (<https://www.orioleresources.com>) or by email ([info@orioleresources.co.uk](mailto:info@orioleresources.co.uk)).

Retail shareholders also regularly attend our seminar presentations and we publicise our attendance via LSE announcements and Twitter. In addition, our most recent corporate presentation is made available on our website.

### Institutional shareholders

The Directors actively seek to build a relationship with institutional shareholders. Shareholder relations are managed primarily by the Executive Directors. The Executive Directors make presentations to institutional shareholders and analysts throughout the year, both in virtual forums and, where possible, in person in London and Cape Town, through events such as those hosted by the 121 Group. We also have ad-hoc meetings with our shareholders via conference call and email. The Board as a whole is kept informed of the views and concerns of major shareholders by the Executive Directors. Any significant investment reports from analysts are also circulated to the Board. The Non-Executive Chair and Non-Executive Director are available to meet with major shareholders if required to discuss issues of importance to them and are considered to be independent from the executive management of the Company.

### Principle 3: Take into account wider stakeholder and social responsibilities and their implications for long-term success

Aside from our shareholders, our most important stakeholder groups are our employees, local partners and those local communities that may be impacted by our exploration activities. The Board is regularly updated on stakeholder issues and their potential impact on our business to enable the Board to understand and consider these issues in decision making. The Board understands that maintaining the support of all its stakeholders is paramount for the long-term success of the Company.

#### Employees

We maintain only a small permanent staff across the UK and Africa and as such, employee engagement with the Executive Directors is frequent with scheduled weekly team calls as well as daily calls and discussions. We aim to provide an environment that will attract, retain and motivate our team and we continue to monitor this through regular one-on-one discussions and an annual appraisal system. We also have an employee handbook in order to provide a comprehensive document detailing all the policies and procedures covering all aspects of employment with Oriole Resources PLC. Our key value underpinning the Employee Handbook is to treat all employees fairly and equally and to promote ethical behaviour, diversity and non-discrimination.

Relevant, cost-effective training courses are available to all employees and are discussed during the annual appraisal process.

### Local partners and communities

Our operations provide employment in remote areas of developing countries. Essential to our success is the establishment of close working relationships with local partners. We seek local partners who have a good understanding of the local exploration and mining industry and regulations within their country, and with the capacity and capability to assist with the management and maintenance of the project.

We are mindful of our obligations to the local environment and operate to high levels of health and safety in respect of both our local workers and the local community. Employee training focuses on operating safely and considerately in these communities. Engagement with local communities is dependent on jurisdiction and the stage of exploration but is typically by public forum or with local or regional leaders, including site visits and workshops. Social projects in the local communities are dependent on local need and also the stage of exploration/level of project investment. Examples of our previous social projects include providing Covid-19 vaccinations, drilling new boreholes for drinking water, provision of medical clinics, supply of equipment to a local school and building a new road.

As projects move forward, towards potential mining activities, we seek to bring in partners who can credibly make the investments to move towards mine production. In doing so, we have regard for their ability and desire to move projects forward, their industry reputation, and their commitment to treating the local communities fairly whilst also protecting the environment. We enter agreements that allow us to monitor their activities and have monthly updates on project progress.

### Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation

#### Audit, risk and internal control

##### Financial controls

The Company has an established framework of internal financial controls, the effectiveness of which is regularly reviewed by the Executive Directors, the Audit Committee and the Board. The key financial controls are:

- The Board is responsible for reviewing and approving overall Company strategy, approving new exploration projects and budgets, and for determining the financial structure of the Company including treasury, tax and dividend policy. Monthly results and variances from plans and forecasts are reported to the Board;

# CORPORATE GOVERNANCE CONTINUED

- The Audit Committee, comprising the Non-Executive Directors, assists the Board in discharging its duties regarding the financial statements, accounting policies and the maintenance of proper internal business, and operational and financial controls;
- Regular budgeting and forecasting is performed to monitor the Company's ongoing cash requirements and cash flow forecasts are circulated to the Board on a monthly basis;
- Actual results are reported against budget and prior year and are circulated to the Board;
- The Company has an investment appraisal system that considers expected costs against a range of potential outcomes arising from the exploration opportunities that we are invited to participate in;
- Regular reviews of exploration results are performed as the basis for decisions regarding future expenditure commitments;
- Due to the international nature of the business there are, at times, significant foreign exchange rate movement exposures. Cash flow forecasting is done at the 'required currency' level and foreign currency balances are maintained to meet expected requirements; and
- For exploration projects, we manage the risk of failure to find economic deposits by low-cost, early-stage exploration techniques, with detailed analysis of results. Moving projects to more expensive exploration techniques requires a rigorous review of results data prior to deciding whether to proceed with further work.

## Non-financial controls

The Board has ultimate responsibility for the Group's system of internal control and for reviewing its effectiveness. However, any such system of internal control can provide only reasonable, but not absolute, assurance against material misstatement or loss. The Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group. The principal elements of the Group's internal control system include:

- Close management of the day-to-day activities of the Group by the Executive Directors;
- An organisational structure with defined levels of responsibility, which promotes entrepreneurial decision making and rapid implementation while minimising risks; and
- Central control over key areas such as capital expenditure authorisation and banking facilities.

The Group reviews at least annually the effectiveness of its system of internal control, whilst also having regard to its size and the resources available. As part of the Group's plans we continue to review a number of non-financial controls covering areas such as regulatory compliance,

business integrity, health and safety, and corporate social responsibility. All employees are aware of their obligations under anti-bribery and corruption legislation and detailed information is provided in the Employee Handbook. In addition, whistleblowing procedures have been established and publicised to all employees.

## Principle 5: Maintaining the Board as a well-functioning, balanced team led by the Chair

The Board comprises an Independent Non-Executive Chair, three Executive Directors and one Independent Non-Executive Director. All current Directors were appointed during or since 2018. John McGloin served as Independent Non-Executive Chairman from September 2018 and resigned on 17 February 2022, to be replaced by Eileen Carr on that date. David Pelham serves as an independent Non-Executive Director. Both the Non-Executive Directors have extensive experience in the mining industry and have considerable experience of serving on the boards of public companies. Given the current board structure, the Company has not designated a Senior Independent Director.

The Board is satisfied that it has a suitable balance between independence on the one hand, and knowledge of the Company and industry on the other, to enable it to discharge its duties and responsibilities effectively. The Nomination Committee keeps the need for an additional Non-Executive Director under regular review. All Directors are encouraged to use their independent judgement and to challenge all matters, whether strategic or operational.

In 2020, the Company issued options to all Directors including the Non-Executive Directors, at that time, under a Director share option remuneration plan, enacted to maximise funds available for exploration by conserving cash, through the grant of options in lieu of contractual salary payments for a limited term during 2019 and 2020. The grant of options to the Non-Executive Directors is not considered to be part of any incentive plan nor to impair their independence.

In 2022, the Company issued shares in lieu of salary to all Directors on four occasions as part of two programmes. All Directors, including the Non-Executive Directors participated in this, and the grant of shares under this scheme is not considered to be part of any incentive plan nor to impair their independence.

The Board aims to meet at least bi-monthly, either via a formally scheduled Board meeting or an ad-hoc telephone conference call when matters must be discussed on a more timely basis. The agenda for Board Meetings is set by the Company Secretary in consultation with the Chair and CEO.



The standard agenda points include:

- Review of previous meeting minutes and actions arising therefrom;
- A discussion of the major strategic and operational issues facing the business;
- A report by the Executive Director for Exploration & Business Development, covering all operational matters;
- A report from the CFO covering all financial matters;
- Any other business including update of Register of Conflicts.

### Directors' conflict of interest

The Company has effective procedures in place to monitor and deal with conflicts of interest. The Board is aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board. A Register of Conflicts is maintained and is a standard agenda item at each Board Meeting. The Board has access to the Company's nominated adviser, its brokers and its lawyers. The advisers do not typically provide materials for Board meetings except if requested to do so for the purposes of discussing upcoming regulations and other issues, although an annual review of AIM regulation and key topics is provided by our nominated adviser outside of Board Meetings.

Board meetings are deemed quorate if two Board members are present and providing 7 days' notice of such meeting has been given and waived by the non-attending Directors. During 2022, Board Meetings were held both remotely, using video conference facilities, and face-to-face wherever possible.

Directors and Officers' Liability insurance is maintained for all Directors and key employees. The table below sets out the attendance statistics for all current Board members through 2022:

	Meetings attended	Meetings held during the year or since date of appointment
Tim Livesey	9	9
Bob Smeeton	9	9
Claire Bay	9	9
John McGloin (resigned 17 February 2022)	1	1
Eileen Carr (appointed 17 February 2022)	8	8
David Pelham	9	9

### Principle 6: Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Board is satisfied that, between the Directors, it has an effective and appropriate balance of skills and experience, particularly so in the area of gold and base metal exploration and development. Biographies of the Directors are available on the company website, [www.orioleresources.com](http://www.orioleresources.com). All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors in advance of meetings by the Company Secretary. Contracts are available for inspection at the Company's registered office and at the AGM.

New Directors are selected having regards to the Company's needs for a balance of operational, industry, legal and financial skills. Experience of the mining industry and in particular the exploration sector is important but not critical, as is experience of running a public company.

It is the Company's aim to have an appropriate level of gender balance on the Board, which currently sits at 60% male, 40% female.

In accordance with the Company's Articles of Association, only the Non-Executive Directors are subject to the requirement to retire by rotation, a policy which is under review.

### Appointment, removal and re-election of Directors

The Board has established a Nominations Committee, comprising the Non-Executive Directors, to consider the need for further Board appointments, and to identify suitable candidates for recommendation to the Board. The Board makes decisions regarding the appointment and removal of Directors, and there is a formal, rigorous and transparent procedure for appointments. The Company's Articles of Association require that one-third of the Non-Executive Directors must stand for re-election by shareholders annually in rotation and that any new Directors appointed during the year must stand for re-election at the AGM immediately following their appointment.

### Independent advice

All Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense, from lawyers, the nominated adviser, brokers and other professional advisers that they deem relevant. In addition, the Directors have direct access to the advice and services of the Company Secretary and Chief Financial Officer, who, due to the size of the Company, are currently the same individual.

# CORPORATE GOVERNANCE CONTINUED

## Principle 7: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board of Directors was fully refreshed in 2018, and has since been added to. During 2019 the Board adopted a policy to evaluate the Board's performance based on clear and relevant objectives, seeking continuous improvement. The clear and relevant objectives that the Board has identified are as follows:

- Suitability of experience and input to the Board;
- Knowledge of Corporate Governance matters including Environmental Social Governance ('ESG');
- Attendance at Board and committee meetings; and
- Interaction with management in relevant areas of expertise to ensure insightful input into the Company's business.

The Board recognises the importance of formally reviewing, on a regular basis, the effectiveness of its performances as a unit, as well as that of its committees and the individual directors, based against the criteria set out above. During the year, the Board carried out a Board Effectiveness Review, held internally but based on guidelines available from the Quoted Company Alliance. The review led to a number of other actions, including:

- Improving the focus on refining the strategic vision of the business for the short, medium and long term;
- Improving emphasis on risk mitigation in the regular Risk Review the Board conducts;
- More regular meetings of the Audit and Remuneration Committees; and
- Continuing efforts to engage with our shareholder base and to take the story to a wider audience.

This review is performed annually, with any actions arising monitored on a regular basis at Board Meetings. This ongoing process includes development or mentoring needs of individual directors or the wider senior management team, identifying any succession planning issues and putting in place processes to provide for such succession planning.

## Principle 8: Promote a culture that is based on ethical values and behaviours

The Board aims to lead by example and do what is in the best interests of the Company. We operate in remote and underdeveloped areas and ensure our employees understand their obligations towards the environment and in respect of anti-bribery and corruption.

Details of the Company's values are set out in the Employee Handbook that was published to all employees during 2018. This document brings together various policies that have been distributed to all employees previously. Regular team calls and meetings serve to refresh and reiterate the Company's ethical standards as they apply to the operational issues that are discussed during such interactions.

In support of this, the Company engages with well-respected advisers and contractors, with a track record of providing high-quality services and of operating in an ethical manner.

## Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision making by the Board

### Board programme

The Board aims to meet approximately bi-monthly and as and when required, and has regular update calls. The Board sets direction for the Company through a formal schedule of matters reserved for its decision. During the year to December 2022, the Board met for nine scheduled meetings. The Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting and Board and Committee papers are distributed by the Company Secretary several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and are then followed up by the Company's management.

### Roles of the Board, Chair and Chief Executive Officer

The Board is responsible for the long-term success of the Company. There is a formal schedule of matters reserved to the Board. It is responsible for overall Group strategy; approval of exploration projects; approval of the annual and interim results; annual budgets; dividend policy; and Board structure. It monitors the exposure to key business risks.

There is a clear division of responsibility at the head of the Company. The Chair is responsible for running the business of the Board and for ensuring appropriate strategic focus and direction.

The CEO is responsible for proposing the strategic focus to the Board, implementing it once it has been approved and overseeing the management of the Company. The CEO, together with the other Executive Directors and other senior employees, are responsible for establishing and enforcing systems and controls, and liaison with external advisers. The CEO has responsibility for communicating with shareholders, assisted by the other Executive Directors.

All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors in advance of meetings. The Board reviews the update on performance and any significant variances are reviewed at each meeting.

### Board committees

The Board is supported by the Audit, Remuneration and Nomination committees. Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties. The three committees comprise the Non-Executive Directors:

**The Audit Committee** provides a formal review of the effectiveness of the internal control systems, the Group's financial reports and results announcements, and the external audit process. The Committee meets at least twice per year to review the published financial information and to meet with the Auditors. The Report of the Audit committee is set out on page 47.

**The Remuneration Committee** provides a formal and transparent review of the remuneration of the Executive Directors and senior employees and makes recommendations to the Board on individual remuneration packages. The Committee met once during the year. The Remuneration Committee has produced a report on its activities as set out on page 44.

**The Nomination Committee** had its terms of reference established in June 2021. Its main activity in 2022 was to identify suitable candidates for the role of Chair. The meetings were chaired by David Pelham, with all Executive Directors in attendance.

### Principle 10: Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year results announcements, the AGM and one-to-one meetings with large existing or potential new shareholders. The Company regularly posts regulatory announcements on the LSE, covering operational and corporate matters such as drilling results and significant changes in ownership positions across historic projects in which it still retains an investment, and it holds regular online seminars for investors. Online seminars enable the Directors to provide an update on the Company and to answer questions submitted by investors either before or during the seminars. A range of corporate information (including all Company announcements and a corporate presentation) is also available to shareholders, investors and the public on the Company's corporate website, [www.orioleresources.com](http://www.orioleresources.com) and also on its Twitter feed @OrioleResources.

The Board receives regular updates on the views of shareholders through briefings and reports from Investor Relations, the Executive Directors and the Company's brokers. The Company communicates with institutional investors frequently through briefings with management. In addition, analyst notes and broker briefings are reviewed to achieve a wide understanding of investor views.

This Strategic Report was approved by the Board of Directors on 8 March 2023.

**Tim Livesey**  
Chief Executive Officer  
8 March 2023



# DIRECTORS' REPORT

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The Directors present their report, together with the Financial Statements and auditor's report, for the year ended 31 December 2022.

## General Information

Certain information required by the Companies Act 2006 relating to the information to be provided in the Directors' Report is set out in the Group Strategic Report and includes: principal activities, future developments and principal risks and uncertainties.

## Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations. Under that law the Directors have prepared the Group and Parent Company Financial Statements in accordance with UK-adopted international accounting standards and, as regards the Parent Company Financial Statements, as applied in accordance with the Companies Act 2006.

Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and Group as at the end of the financial year and of the profit and loss of the Group for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the Financial Statements comply with UK-adopted international accounting standards, 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 and Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the Financial Statements.

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

The maintenance and integrity of the website is the responsibility of the Directors. The work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the information contained in the Financial Statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of the Financial Statements and other information included in annual reports may differ from legislation in other jurisdictions. The Company is compliant with AIM Rule 26 regarding the Company's website.

## Substantial shareholdings

As at 15 January 2023, the Company had not been informed of any holdings of 3% or more in the Company's issued share capital.

## Directors and their interests

The current Directors are listed on page 34.

In compliance with the Company's Articles of Association, Eileen Carr will retire and, being eligible, offer herself for re-election at the forthcoming Annual General Meeting.

Those Directors serving at the end of the year, or at the date of this report, had beneficial interests in the issued share capital and share options of the Company as follows:

	As at 31 December 2022			As at 31 December 2021		
	Ordinary Shares	Share Warrants	Share Options	Ordinary Shares	Share Warrants	Share Options
Tim Livesey	34,201,952	2,777,778	35,979,940	11,559,132	–	35,979,940
Robert Smeeton	29,151,281	6,666,666	28,383,952	8,131,150	–	28,383,952
Claire Bay	7,276,080	1,666,667	10,030,000	765,392	–	6,830,000
Eileen Carr	36,111,661	11,111,111	–	–	–	–
David Pelham	5,600,507	–	3,290,446	1,653,987	–	3,290,446
Total	112,341,481	22,222,222	77,684,338	22,109,661	–	74,484,338

## Provision of information to Auditor

The Directors who held office at the date of this report confirm that, so far as they are individually aware, there is no relevant audit information of which the Company's auditors are unaware and the Directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

## Going Concern

The Company raises money for exploration and capital projects as required. There can be no assurance that the Group's projects will be developed in accordance with the current plans. Future work on these projects, the levels of production and the financial returns arising therefrom, may be adversely affected by factors outside of the control of the Group.

Notwithstanding the loss incurred during the year under review, the Directors have a reasonable expectation that the Group will have sufficient access to funds to provide adequate resources to continue in operational existence for the foreseeable future being a period of 12 months from the date of signing of these financial statements. The Group has therefore continued to adopt the going concern basis in preparing the Annual Report and Financial Statements. Further details on Directors' assumptions and conclusions thereon are included in the statement on going concern in note 2 to the Financial Statements.

The auditors have made reference to going concern by way of a material uncertainty within their audit report.

## Events after the Reporting Period

On 3 January 2023 the Company issued 2,725,021 ordinary shares to the Directors in lieu of salary forgone, as part of an ongoing salary sacrifice scheme.

## Auditor

PKF Littlejohn LLP has signified its willingness to continue in office as auditor.

Approved by the Board on 8 March 2023 and signed on its behalf.

**Robert Smeeton**

Company Secretary

8 March 2023

# REPORT OF THE REMUNERATION COMMITTEE

The Remuneration Committee of the Board is responsible for providing recommendations to the Board on matters including the composition of the Board and competencies of directors, the appointment of directors, the performance of the Executive Directors and senior management, and making recommendations to the Board on matters relating to their remuneration and terms of employment.

The committee will also make recommendations to the Board on proposals for the granting of annual bonuses, shares awards and other equity incentives pursuant to any share award scheme or equity incentive scheme in operation from time to time. The remuneration and nominations committee meet at least once a year. The members of the committee during 2022 were David Pelham (chair of the committee) and Eileen Carr.

The policy of the Board is to provide remuneration packages designed to attract, motivate and retain personnel of the calibre necessary to maintain the Group's position and to reward them for enhancing shareholder value and return. It aims to provide sufficient levels of remuneration to do this, but to avoid paying more than is necessary. Remuneration packages also reflect levels of responsibilities and contain incentives to deliver the Group's objectives.

The Board recognises that the remuneration of Directors (both Executive and Non-Executive) and senior management is of legitimate concern to shareholders and is committed to following current best practice. The Group operates within a competitive environment and its performance depends upon the individual contributions of the Directors and

senior management. Throughout the year, the Company paid remuneration to Directors and senior management in accordance with Contracts for Services (in respect of Non-Executive directors) and Service Agreements (in respect of officers and senior management) except in respect of six months of salary sacrifice in exchange for shares in the Company that were agreed to by all Directors, and are ongoing up to and including April 2023. No annual bonuses, share options or other long-term incentives have been awarded to any of the Directors during the period under review, except on 14 March 2022 3,200,000 share options were granted to Claire Bay, as part of an issue of 6,700,000 share options to the geological team in recognition of the exploration success in 2021.

Details of Directors' shareholdings are set out on page 43 and interests in share options are set out on page 45. Whilst the Company has no formal shareholding requirement, the Directors have collectively participated in fundraising, acquired shares on the open market, and accepted shares and share options in lieu of salary. The Committee considers that, because the Company regularly raises equity finance to progress its exploration projects, a formal shareholding policy requirement would potentially be detrimental to the interests of the Company, as decisions on financing need to be made based solely on the interests of the Company. The Remuneration Committee has considered whether, and are satisfied that, the Executive Directors have sufficient exposure to the equity of the Company to satisfactorily align their interests with the interests of shareholders.

Remuneration paid to the Directors is set out below:

	Salaries and other short-term benefits			Post-employment benefits		Total
	Gross salary satisfied by cash	Gross value of salary satisfied by issue of shares	Taxable benefits	Pension	Share-based payments	
2022	£	£	£	£	£	£
Tim Livesey	95,632	42,740	3,797	3,161	1,011	146,341
Robert Smeeton	87,080	27,498	–	900	1,011	116,489
Claire Bay	75,891	12,127	411	2,367	2,953	93,749
John McGloin (resigned 17 February 2022)	4,286	–	–	–	–	4,286
Eileen Carr (appointed 17 February 2022)	28,100	7,189	–	–	–	35,289
David Pelham	22,401	4,501	–	–	–	26,902
<b>Total</b>	<b>313,390</b>	<b>94,055</b>	<b>4,208</b>	<b>6,428</b>	<b>4,975</b>	<b>423,056</b>

	Salaries and other short-term benefits		Post-employment benefits		Total
	Salary	Taxable benefits	Pension	Share-based payments	
2021	£	£	£	£	£
Tim Livesey	150,000	3,157	4,500	2,988	160,645
Robert Smeeton	120,000	–	3,600	2,648	126,248
Claire Bay	43,065	20	1,292	652	45,029
John McGloin	36,000	–	–	–	36,000
David Pelham	28,000	–	–	–	28,000
<b>Total</b>	<b>377,065</b>	<b>3,177</b>	<b>9,392</b>	<b>6,288</b>	<b>395,922</b>



Details of share options held by Directors over the ordinary shares of the Company are set out below. The market price of the Company's shares at the end of the financial year was 0.16p per 0.1p share (2021: 0.345p) and the range of market prices during the year was between 0.11p and 0.435p.

Director	At 1/1/22	Granted	At 31/12/22	Exercise Price (p)	Issue Date	Vesting Date
Tim Livesey	2,000,000	–	2,000,000	0.90	1/3/18	1/3/19
Tim Livesey	2,000,000	–	2,000,000	0.90	1/3/18	1/3/20
Tim Livesey	2,000,000	–	2,000,000	0.90	1/3/18	1/3/21
Tim Livesey	2,000,000	–	2,000,000	0.37	19/3/19	19/3/20
Tim Livesey	2,000,000	–	2,000,000	0.37	19/3/19	19/3/21
Tim Livesey	2,000,000	–	2,000,000	0.37	19/3/19	19/3/22
Tim Livesey	17,979,940	–	17,979,940	0.10	19/8/20	19/8/20
Tim Livesey	2,000,000	–	2,000,000	0.37	22/12/20	1/1/21
Tim Livesey	2,000,000	–	2,000,000	0.37	22/12/20	1/1/22
Tim Livesey	2,000,000	–	2,000,000	0.37	22/12/20	1/1/23
Robert Smeeton	666,666	–	666,666	0.62	4/6/18	4/6/19
Robert Smeeton	666,667	–	666,667	0.62	4/6/18	4/6/20
Robert Smeeton	666,667	–	666,667	0.62	4/6/18	4/6/21
Robert Smeeton	2,000,000	–	2,000,000	0.37	19/3/19	19/3/20
Robert Smeeton	2,000,000	–	2,000,000	0.37	19/3/19	19/3/21
Robert Smeeton	2,000,000	–	2,000,000	0.37	19/3/19	19/3/22
Robert Smeeton	14,383,952	–	14,383,952	0.10	19/8/20	19/8/20
Robert Smeeton	2,000,000	–	2,000,000	0.37	22/12/20	1/1/21
Robert Smeeton	2,000,000	–	2,000,000	0.37	22/12/20	1/1/22
Robert Smeeton	2,000,000	–	2,000,000	0.37	22/12/20	1/1/23
Claire Bay <sup>1</sup>	10,000	–	10,000	2.70	5/12/14	5/12/15
Claire Bay <sup>1</sup>	10,000	–	10,000	2.70	5/12/14	5/12/16
Claire Bay <sup>1</sup>	10,000	–	10,000	2.70	5/12/14	5/12/17
Claire Bay <sup>1</sup>	50,000	–	50,000	1.50	4/6/15	4/6/16
Claire Bay <sup>1</sup>	50,000	–	50,000	1.50	4/6/15	4/6/17
Claire Bay <sup>1</sup>	50,000	–	50,000	1.50	4/6/15	4/6/18
Claire Bay <sup>1</sup>	50,000	–	50,000	2.00	2/9/16	2/9/17
Claire Bay <sup>1</sup>	50,000	–	50,000	2.00	2/9/16	2/9/18
Claire Bay <sup>1</sup>	50,000	–	50,000	2.00	2/9/16	2/9/19
Claire Bay <sup>1</sup>	1,166,667	–	1,166,667	0.37	19/3/19	19/3/20
Claire Bay <sup>1</sup>	1,166,667	–	1,166,667	0.37	19/3/19	19/3/21
Claire Bay <sup>1</sup>	1,166,666	–	1,166,666	0.37	19/3/19	19/3/22
Claire Bay <sup>1</sup>	1,000,000	–	1,000,000	0.37	22/12/20	1/1/21
Claire Bay <sup>1</sup>	1,000,000	–	1,000,000	0.37	22/12/20	1/1/22
Claire Bay <sup>1</sup>	1,000,000	–	1,000,000	0.37	22/12/20	1/1/23
Claire Bay	–	1,066,667	1,066,667	0.32	14/3/22	1/1/23
Claire Bay	–	1,066,667	1,066,667	0.32	14/3/22	1/1/24
Claire Bay	–	1,066,666	1,066,666	0.32	14/3/22	1/1/25
David Pelham	3,290,446	–	3,290,446	0.10	19/8/20	19/8/20

<sup>1</sup> Claire Bay held these options as an employee and they are now disclosed here following her appointment to the Board of Directors on 12 July 2021.

Share options expire 10 years after the date of issue.

# REPORT OF THE REMUNERATION COMMITTEE CONTINUED

Four of the Directors participated in the fundraise, that completed on 29 June 2022, and as a consequence received warrants to purchase ordinary shares on the same terms as the other investors in that fundraise. Details of these warrants are set out in the table below and in note 22 to the Financial Statements:

Director	At 1/1/22	Granted	At 31/12/22	Exercise Price (p)	Issue Date	Vesting Date
Tim Livesey	–	2,777,778	2,777,778	0.25	13/7/22	12/7/25
Robert Smeeton	–	6,666,666	6,666,666	0.25	13/7/22	12/7/25
Claire Bay	–	1,666,667	1,666,667	0.25	13/7/22	12/7/25
Eileen Carr	–	11,111,111	11,111,111	0.25	13/7/22	12/7/25

In compliance with the Pensions Act 2008 the Company has established a Workplace Pension Scheme for its UK-based Directors and employees. The Executive Directors and employees are members of the scheme and contributions are in line with the statutorily prescribed minimum contributions for employees and employers. The Non-Executive Directors have individually elected to opt-out of the Workplace Pension Scheme.

Report approved on behalf of the Remuneration Committee on 8 March 2023, by

**David Pelham**

Chairman of the Remuneration Committee

# REPORT OF THE AUDIT AND RISK COMMITTEE

## Dear Shareholder,

I am pleased to present the first Audit and Risk Committee Report for Oriole, for the period ending 31 December 2022.

As you are probably aware, the Audit and Risk Committee assists the Board with its oversight of the integrity of the financial statements and other financial reporting and the internal controls and risk management of the Group.

The Audit and Risk Committee comprises myself, Eileen Carr who as Chair of the Board is also Chair of the Committee and David Pelham a Non-Executive Director, as a member of the Committee. Both Committee members are considered independent with recent and relevant financial and technical experience in the mining sector.

Under its terms of reference, the Audit and Risk Committee meets at least twice each year and more often if required. The Audit and Risk Committee met twice during 2022 with both members in attendance at each meeting. Being a small team, all Executive Directors were invited to attend the Committee meetings in 2022.

### Key responsibilities

The terms of reference of the Audit and Risk Committee will be reviewed and updated on a regular basis to reflect best practice and currently the principal roles and responsibilities of the Committee include:

- Monitoring the integrity of the interim and annual financial statements and ensuring full compliance with accounting standards;
- Reviewing key accounting policies, judgements, and estimates;
- Reviewing the disclosures in the interim and annual report and financial statements;
- Overseeing the relationship with the external auditor, appointment and approval of auditor remuneration and assessment of the auditor's independence and objectivity;
- Reviewing and monitoring the effectiveness of the Group's financial reporting, internal control policies, and procedures for the identification, assessment, and reporting of risk; and
- Considering the need for an internal audit function.

### 2022 meetings

During 2022 the key areas covered by the Committee were:

- Review of the Company's internal controls including the Finance team structure, responsibilities and reporting lines, the Company's Whistleblowing Policy and the Company's risk management framework, management's assessment of key risks and the risk register;
- Review of the 2021 annual financial statements including review of key accounting judgements and estimates and discussion with the external auditors regarding their audit findings plus consideration of the independence of the auditors;
- Review of audit planning and approach for 2022;

- Review of the 2022 interim financial statements including review of key accounting judgements and estimates and discussion with the external auditors;
- Consideration of the external auditor's independence, experience and effectiveness and whether their reappointment should be recommended. Whilst PKF Littlejohn have been the Company's auditors for 17 years, the Audit and Risk Committee are comfortable that PKF Littlejohn remain independent, as they follow a policy of rotating the reporting partner on a 5-year cycle. The Committee is also satisfied with the experience of the audit team, the effectiveness of the audit and the competitiveness of the pricing; and
- Consideration of whether the Company should implement an internal audit function. The Committee concluded that at this stage of its development this was not appropriate.

### 2022 Group financial statements key judgements and estimates

An essential element of the integrity of the financial statements lies around the key assumptions and estimates or judgements to be made. The Audit and Risk Committee reviews key judgements prior to publication of the financial statements at both the end of the financial year and at the end of the six-month interim period, as well as considering significant issues throughout the year.

In particular, this includes reviewing any subjective material assumptions within the Group's activities to enable an appropriate determination of asset valuation, provisioning and the accounting treatment thereof. The Audit and Risk Committee reviewed and was satisfied that the judgements exercised by management on material items contained within the Report and Financial Statements are reasonable.

Key judgements and estimates in the 2022 Group financial statements considered by the Audit and Risk Committee were:

- Carrying value of intangible exploration and evaluation assets;
- Carrying value of property, plant, and equipment;
- Recognition and measurement of deferred tax assets;
- Going Concern; and
- Various other financial reporting matters including the IFRS 2 share-based payment charge for employee stock options granted during the year.

### 2023 and beyond

The Audit and Risk Committee, shall continue to work according to its Terms of Reference, and keep under review the Company's control and risk management framework and ensure it remains appropriate as the Group's business develops.

**Eileen Carr**

Chair of the Audit and Risk Committee

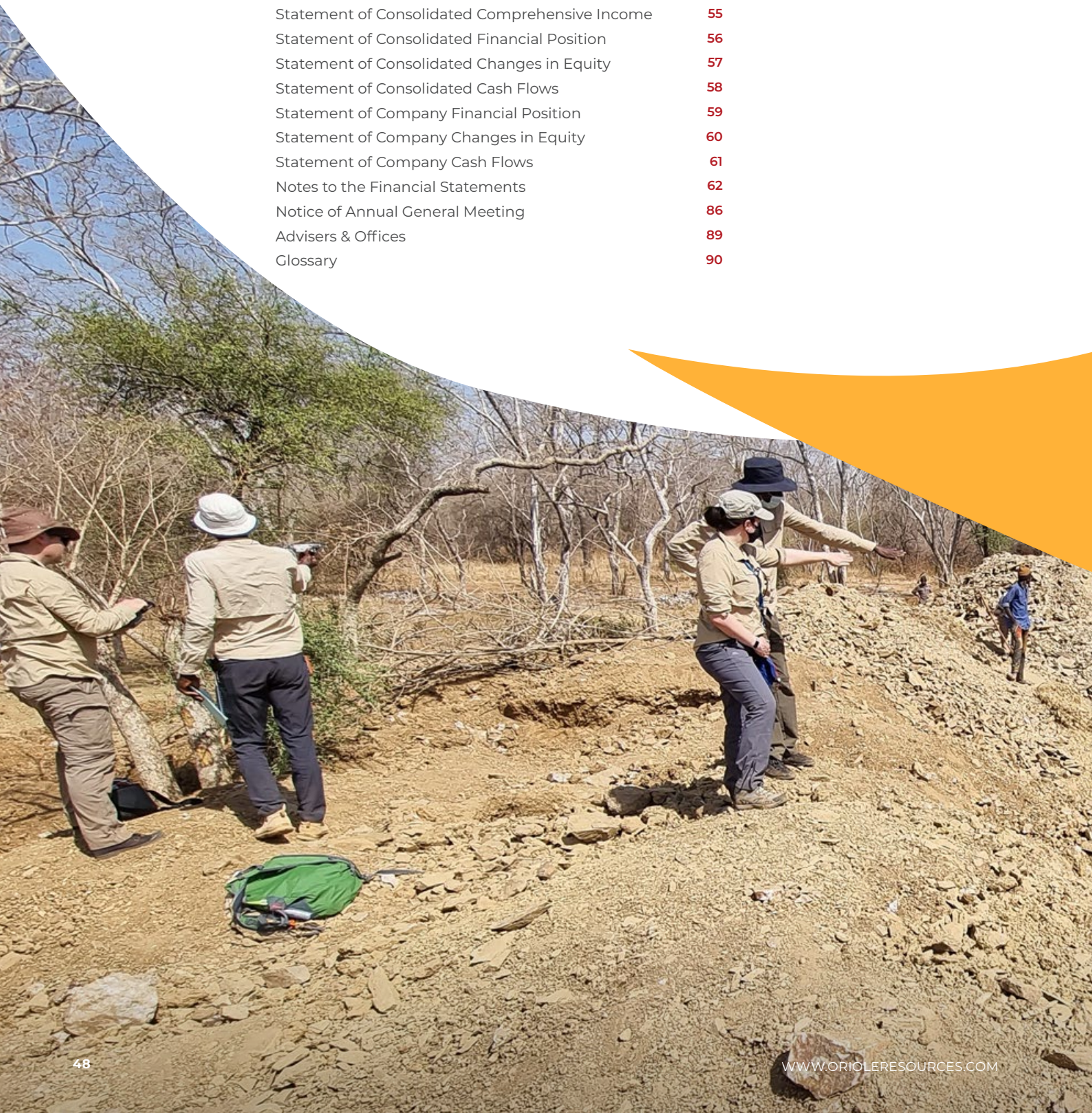
8 March 2023



# Financial Statements

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# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF ORIOLE RESOURCES PLC

### Opinion

We have audited the financial statements of Oriole Resources Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

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

### Material uncertainty related to going concern

We draw attention to note 2.1 in the financial statements, which indicates that further funding will be required within the 12 months following the date of approval of the financial statements in order to meet working capital needs and to fund further exploration programmes. As stated in note 2.1, these events or conditions, along with the other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the group and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- Challenging the directors' forecasts prepared to assess the group and parent company's ability to meet its financial obligations as they fall due for a period of at least twelve months from the date of approval of the financial statements. We have reviewed the committed cash flows against contractual arrangements and historic information and compared general budgeted overheads to current run rates;
- Identifying and evaluating subsequent events which impact upon going concern and evaluating the likelihood of occurrence of forecast future cash inflows; and
- Stress testing the forecasted cash flows by eliminating sources of cash inflows that are not currently guaranteed, as well as critically reviewing committed versus non committed expenditure, in order to evaluate reasonably possible downside scenarios impacting the headroom.

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



## Our application of materiality

Entity	Basis for materiality	Basis for materiality
Oriole Resources Plc – Group	2.5% of net assets	£297k (2021: £315K)
Parent company – SoFP	2.5% of net assets	£242K (2021: 235K)
Parent company – SOCI	5% of expenses	£67K (2021: 44K)

The calculated level of materiality is broadly similar to the prior year as net assets have remained broadly unchanged year on year. We consider net assets to be the most significant determinant of the group's financial position and performance used by shareholders, with the key financial statement balances being exploration and evaluation assets, investments in associates and cash.

Whilst materiality for the financial statements as a whole was set at £297k, significant components of the group were audited to a level of materiality ranging between £143k - £242k. Performance materiality for the group and components was set at 75% (2021: 75%) to ensure sufficient coverage of key balances. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. At the planning stage materiality is used to determine the financial statement areas that are included within the scope of our audit and the extent of sample sizes during the audit.

We agreed with the audit committee that we would report to the committee all individual audit differences identified during the course of our audit in excess of £14.8k (2021: £16k). there were no misstatements identified during the course of our audit that were individually, or in aggregate, considered to be material.

## Our approach to the audit

Our group audit scope focused on the principal areas of operation being;

- West Africa – the Senala gold project (Senegal);
- East Africa through its equity investment in Thani Stratex Djibouti; and
- Cameroon – exploration on Bibemi and the Central License Package.

Together with the parent Company and its group consolidation, which was also subject to a full scope audit, these represent the financially significant components of the group.

The audits of significant components was performed in London, conducted by PKF Littlejohn LLP using a team with specific experience of auditing mineral exploration entities and publicly listed entities.

Our work scope included audit procedures to address the key audit matters, being the capitalisation and impairment of exploration and evaluation expenditure, and the valuation of investments and intercompany receivables.

## Key audit matters

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

# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF ORIOLE RESOURCES PLC CONTINUED

Key Audit Matter	How our scope addressed this matter
<p><b>Capitalisation and impairment of exploration and evaluation expenditure under IFRS 6 Exploration for and Evaluation of Mineral Resources</b></p> <p><b>GROUP &amp; COMPANY</b></p> <p>There is a risk that the carrying values of the group's exploration assets are not fully recoverable and should be impaired in line with IFRS 6.</p> <p>The group is engaged in various exploration projects, predominantly in Cameroon and Senegal (through Stratex EMC). The Directors use their judgement to assess whether the projects require an impairment and therefore this gives rise to a significant risk.</p> <p>The risk also relates to the appropriate capitalisation of exploration costs in accordance with IFRS 6.</p> <p>Related disclosures are included in Note 4 and Note 12 to the financial statements.</p>	<p>Our work included the following:</p> <ul style="list-style-type: none"><li>◦ Substantive testing of a sample of exploration and evaluation expenditures to assess their eligibility for capitalisation under IFRS 6;</li><li>◦ Obtaining valid exploration licences and relevant agreements relating to project partnerships and reviewing key terms to ensure compliance;</li><li>◦ Making enquiries of management regarding future plans for each project including obtaining cashflow projections where necessary and corroborating to minimum spend requirements attached to licences, where appropriate;</li><li>◦ Considering whether there are indications of impairment on a project by project basis in accordance with IFRS 6;</li><li>◦ Reviewing the minutes of meetings of the Board and RNS announcements for indicators of potential triggers for impairment;</li><li>◦ Reviewing management's impairment paper in respect of the carrying value of intangible assets and providing challenge, corroborating any key assumptions used; and</li><li>◦ Evaluating the presentation and disclosures in the financial statements.</li></ul>
<p><b>Valuation of investments in associates and subsidiaries (including intercompany receivables)</b></p> <p><b>GROUP &amp; COMPANY</b></p> <p>There is a risk of material misstatement regarding the recoverability of investments in associates, subsidiaries (including intercompany receivables i.e. the net investment in each subsidiary) and other equity investments.</p> <p>The carrying value of investments is ultimately dependent on the value of the underlying assets. Many of the underlying assets are exploration projects which are at an early stage of exploration making it difficult to definitively determine their value. Valuations for these sites are therefore based on judgements and estimates made by the Directors, which leads to a risk of misstatement.</p> <p>Similar considerations apply to the recoverability of loans to group undertakings disclosed as investments.</p> <p>Related disclosures are included in Note 4, Note 11, Note 14 and Note 15 to the financial statements.</p>	<p>Our work included the following:</p> <ul style="list-style-type: none"><li>◦ Reviewing the value of investment balances against the value of the underlying assets, including reference to work performed in respect of the carrying value of exploration expenditure in accordance with IFRS 6;</li><li>◦ Obtaining evidence of ownership for all investments held within the group;</li><li>◦ Reviewing management's impairment paper in respect of the recoverability of investment balances (including intragroup receivables at the parent level) and providing appropriate challenge, corroborating any key assumptions used; and</li><li>◦ Evaluating the presentation and disclosures in the financial statements.</li></ul>

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

## Matters on which we are required to report by exception

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

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

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

## Responsibilities of directors

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

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

## Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through detailed discussions with management about the potential instances of non-compliance with laws and regulations both in the UK and in overseas subsidiaries. We also selected a specific audit team based on experience with auditing entities within this industry of a similar size.



# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF ORIOLE RESOURCES PLC CONTINUED

- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from:
  - Companies Act 2006
  - AIM Rules
  - Local industry regulations in Senegal and Cameroon
  - Local tax and employment law
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - Making enquiries of management
  - A review of Board minutes
  - A review of legal ledger accounts
  - A review of RNS announcements
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that there were no other significant fraud risks.
- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: testing over all journals on a risk based approach to identify any unusual transactions that could be indicative of fraud; reviewing accounting estimates for evidence of bias; evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and reviewing transactions through the bank statements to identify potentially large or unusual transactions that do not appear to be in line with our understanding of business operations.

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

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

### Use of our report

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

### David Thompson

(Senior Statutory Auditor)  
For and on behalf of PKF Littlejohn LLP  
Statutory Auditor

15 Westferry Circus  
Canary Wharf  
London E14 4HD

8 March 2023

# STATEMENT OF CONSOLIDATED COMPREHENSIVE INCOME

	Notes	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
<b>Continuing operations</b>			
<b>Revenue</b>		–	–
Administration expenses	8	(1,182)	(1,083)
Other profits/(losses)	7	654	(361)
<b>Operating loss</b>		<b>(528)</b>	<b>(1,444)</b>
Financial income		5	–
Share of losses and impairment of associates	14	(1,449)	(30)
Loss on change of ownership interest	6	–	(133)
<b>Loss before income tax</b>		<b>(1,972)</b>	<b>(1,607)</b>
Income tax credit	10	403	38
<b>Loss for the year</b>		<b>(1,569)</b>	<b>(1,569)</b>
<b>Other comprehensive income for the year</b>			
<b>Items that may be subsequently reclassified to profit or loss</b>			
Exchange differences on translating foreign operations		(100)	44
<b>Other comprehensive income for the year, net of tax</b>		<b>(100)</b>	<b>44</b>
<b>Total comprehensive income for the year</b>		<b>(1,669)</b>	<b>(1,525)</b>
<b>Loss for the year attributable to:</b>			
Owners of the Parent Company		(1,616)	(1,687)
Non-controlling interests	24	47	118
<b>Loss for the year</b>		<b>(1,569)</b>	<b>(1,569)</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Parent Company		(1,716)	(1,643)
Non-controlling interests		47	118
<b>Total comprehensive income for the year</b>		<b>(1,669)</b>	<b>(1,525)</b>
Earnings per share for losses from continuing operations attributable to the owners of the Company (expressed in pence per share).			
– basic and diluted	21	(0.07)	(0.10)

The notes on pages 62 to 85 form part of these financial statements.

# STATEMENT OF CONSOLIDATED FINANCIAL POSITION

Company number: 05601091

	Notes	As at 31 December 2022 £'000	As at 31 December 2021 £'000
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	13	33	48
Intangible assets	12	10,559	9,376
Investments in equity-accounted associates	14	–	1,449
Financial assets at fair value through other comprehensive income	15	395	395
Trade and other receivables	16	440	394
		<b>11,427</b>	<b>11,662</b>
<b>Current Assets</b>			
Trade and other receivables	16	196	137
Cash and cash equivalents	18	507	1,361
		<b>703</b>	<b>1,498</b>
<b>Total Assets</b>		<b>12,130</b>	<b>13,160</b>
<b>EQUITY</b>			
<b>Capital and reserves attributable to owners of the Company</b>			
Share capital	20	6,929	6,200
Share premium	20	24,980	24,758
Other reserves	23	1,513	1,606
Retained earnings		(21,299)	(19,838)
<b>Total equity attributable to owners of the Company</b>		<b>12,123</b>	<b>12,726</b>
Non-controlling interest	24	(241)	(133)
<b>Total equity</b>		<b>11,882</b>	<b>12,593</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Employee termination benefits		–	22
<b>Current Liabilities</b>			
Trade and other payables	25	248	545
<b>Total Liabilities</b>		<b>248</b>	<b>567</b>
<b>Total Equity and Liabilities</b>		<b>12,130</b>	<b>13,160</b>

The notes on pages 62 to 85 form part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 8 March 2023 and were signed on its behalf by:

**Eileen Carr**  
Non-Executive Chair

**Robert Smeeton**  
Chief Financial Officer



# STATEMENT OF CONSOLIDATED CHANGES IN EQUITY

	Attributable to owners of the Company						
	Share capital £'000	Share premium £'000	Other reserves (see note 23) £'000	Retained earnings £'000	Total £'000	Non-controlling interest £'000	Total equity £'000
<b>Balance at 1 January 2021</b>	<b>5,667</b>	<b>22,862</b>	<b>1,591</b>	<b>(18,187)</b>	<b>11,933</b>	<b>(251)</b>	<b>11,682</b>
Loss for the year	–	–	–	(1,687)	(1,687)	118	(1,569)
Other comprehensive income	–	–	44	–	44	–	44
<b>Total comprehensive income for the year</b>	<b>–</b>	<b>–</b>	<b>44</b>	<b>(1,687)</b>	<b>(1,643)</b>	<b>118</b>	<b>(1,525)</b>
Issue of share capital net of expenses	533	1,896	–	–	2,429	–	2,429
Share-based payments	–	–	7	–	7	–	7
Share options exercised	–	–	(34)	34	–	–	–
Share options expired	–	–	(2)	2	–	–	–
<b>Total transactions with owners of the Company</b>	<b>533</b>	<b>1,896</b>	<b>(29)</b>	<b>36</b>	<b>2,436</b>	<b>–</b>	<b>2,436</b>
<b>Balance at 31 December 2021 and 1 January 2022</b>	<b>6,200</b>	<b>24,758</b>	<b>1,606</b>	<b>(19,838)</b>	<b>12,726</b>	<b>(133)</b>	<b>12,593</b>
Loss for the year	–	–	–	(1,616)	(1,616)	47	(1,569)
Other comprehensive income	–	–	(100)	–	(100)	–	(100)
<b>Total comprehensive income for the year</b>	<b>–</b>	<b>–</b>	<b>(100)</b>	<b>(1,616)</b>	<b>(1,716)</b>	<b>47</b>	<b>(1,669)</b>
Issue of share capital net of expenses	729	222	–	–	951	–	951
Share-based payments	–	–	8	–	8	–	8
Share options lapsed	–	–	(1)	–	(1)	–	(1)
Transfer between reserves	–	–	–	155	155	(155)	–
<b>Total transactions with owners of the Company</b>	<b>729</b>	<b>222</b>	<b>7</b>	<b>155</b>	<b>1,113</b>	<b>(155)</b>	<b>958</b>
<b>Balance at 31 December 2022</b>	<b>6,929</b>	<b>24,980</b>	<b>1,513</b>	<b>(21,299)</b>	<b>12,123</b>	<b>(241)</b>	<b>11,882</b>

The share capital account includes the nominal value of all ordinary shares issued by the Company, as well as the nominal amount of the deferred shares created as part of the 2018 capital reorganisation.

The share premium account includes the amounts received over and above the nominal value of each share upon issue of such shares, net of any expenses of that issue.

Other reserves are described in note 23.

Retained earnings comprises the retained profits and losses arising on the Group's activities since inception.

Non-controlling interests relates to the 15% holding of our local partner in the Group's activities in Senegal.

The notes on pages 62 to 85 form part of these financial statements.

# STATEMENT OF CONSOLIDATED CASH FLOWS

	Notes	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Net cash used in operating activities	27	(1,305)	(1,072)
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of property, plant and equipment		(10)	(15)
Purchase of intangible assets		(842)	(1,778)
Tax received	10	403	46
Interest received		5	–
Net cash used in investing activities		(444)	(1,747)
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Net proceeds from the issue of shares	20	895	2,429
Net cash generated from financing activities		895	2,429
Net decrease in cash and cash equivalents		(854)	(390)
Cash and cash equivalents at beginning of the period		1,361	1,751
Cash and cash equivalents at end of the period	18	507	1,361

The notes on pages 62 to 85 form part of these financial statements.

# STATEMENT OF COMPANY FINANCIAL POSITION

Company number: 05601091

	Notes	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	13	30	45
Intangible assets	12	3,928	3,192
Financial assets at fair value through other comprehensive income	15	395	395
Investments in equity-accounted associates	14	–	657
Investment in subsidiaries	11	4,557	3,871
Trade and other receivables	16	440	394
		<b>9,350</b>	<b>8,554</b>
<b>Current Assets</b>			
Trade and other receivables	16	81	74
Cash and cash equivalents	18	420	1,262
		<b>501</b>	<b>1,336</b>
<b>Total assets</b>		<b>9,851</b>	<b>9,890</b>
<b>EQUITY</b>			
<b>Capital and reserves attributable to owners of the Company</b>			
Share capital	20	6,929	6,200
Share premium	20	24,980	24,758
Other reserves	23	176	169
Retained earnings		(22,413)	(21,724)
<b>Total equity</b>		<b>9,672</b>	<b>9,403</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	25	179	487
		<b>179</b>	<b>487</b>
<b>Total Equity and Liabilities</b>		<b>9,851</b>	<b>9,890</b>

As permitted by section 408 of the Companies Act 2006, the profit and loss account of the parent company has not been separately presented in these accounts. The Parent Company loss for the year was £689,000 (2021: loss of £573,000).

The notes on pages 62 to 85 form part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 8 March 2023 and were signed on its behalf by:

**Eileen Carr**  
Non-Executive Chair

**Robert Smeeton**  
Chief Financial Officer



# STATEMENT OF COMPANY CHANGES IN EQUITY

	Share capital £'000	Share premium £'000	Other reserves (see note 23) £'000	Retained earnings £'000	Total equity £'000
<b>Balance at 1 January 2021</b>	5,667	22,862	198	(21,187)	7,540
Loss for the year	-	-	-	(573)	(573)
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	(573)	(573)
Issue of share capital net of expenses	533	1,896	-	-	2,429
Share-based payments	-	-	7	-	7
Share options exercised	-	-	(34)	34	-
Share options expired	-	-	(2)	2	-
<b>Total transactions with owners of the Company</b>	533	1,896	(29)	36	2,436
<b>Balance at 31 December 2021 and 1 January 2022</b>	<b>6,200</b>	<b>24,758</b>	<b>169</b>	<b>(21,724)</b>	<b>9,403</b>
Loss for the year	-	-	-	(689)	(689)
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	(689)	(689)
Issue of share capital net of expenses	729	222	-	-	951
Share-based payments	-	-	8	-	8
Share options lapsed	-	-	(1)	-	(1)
<b>Total transactions with owners of the Company</b>	<b>729</b>	<b>222</b>	<b>7</b>	<b>-</b>	<b>958</b>
<b>Balance at 31 December 2022</b>	<b>6,929</b>	<b>24,980</b>	<b>176</b>	<b>(22,413)</b>	<b>9,672</b>

Information in respect of the Company's reserves is set out on page 57.

The notes on pages 62 to 85 form part of these financial statements.

# STATEMENT OF COMPANY CASH FLOWS

	Notes	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Net cash used in operating activities	27	(1,262)	(900)
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of property, plant and equipment		(9)	(9)
Investment in intangible assets		(720)	(1,750)
Funding of subsidiary exploration companies		(149)	(268)
Tax received	10	403	46
Net cash used in investing activities		(475)	(1,981)
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Net proceeds from share issues		895	2,429
Net cash generated from financing activities	20	895	2,429
Net decrease in cash and cash equivalents		(842)	(452)
Cash and cash equivalents at beginning of the period		1,262	1,714
Cash and cash equivalents at end of the period	18	420	1,262

The notes on pages 62 to 85 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

## 1. General information

The principal activity of Oriole Resources Plc ('the Company') and its subsidiaries (together 'the Group') is the exploration and development of precious and high-value base metals. The Company's shares are quoted on the AIM Market of the London Stock Exchange. The Company is incorporated and domiciled in the UK.

The address of its registered office is Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD.

## 2. Summary of significant 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.

### 2.1 Basis of preparation

These financial statements have been prepared in accordance with UK-adopted international accounting standards and the requirements of the Companies Act 2006. The financial statements were prepared under the historical cost convention as modified by the measurement of certain investments at fair value.

### Going Concern

It is the prime responsibility of the Board to ensure the Company and the Group remains a going concern. At 31 December 2022 the Group had cash and cash equivalents of £507k and no borrowings.

Having considered the prepared cashflow forecasts, likely availability of investor support, the prospects for asset disposals, and Group budgets, the Directors consider that they will have access to adequate resources in the 12 months from the date of the signing of these financial statements. As a result, they consider it appropriate to continue to adopt the going concern basis in the preparation of the financial statements. There can be no assurance that the cash received from fundraises and asset sales will match the Board's expectations, and this may affect the Group's ability to carry out its work programmes as expected. Should the Group and Company be unable to continue trading as a going concern, adjustments would have to be made to reduce the value of the assets to their recoverable amounts, to provide for further liabilities which might arise and to classify non-current assets as current. The financial statements have been prepared on the going concern basis and do not include the adjustments that would result if the Group and Company were unable to continue as a going concern.

The Auditors have made reference to going concern by way of a material uncertainty within their audit report.

### Changes in Accounting Policies

#### (a) New and amended standards adopted by the Group

There were no new IFRS or IFRIC interpretations effective for the first time for the financial year beginning 1 January 2022 that had a material effect on the Group or Company financial statements.

#### (b) New and amended standards not yet adopted by the Group

Standards /interpretations	Application
Amendments to IAS 1	Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies – effective 1 January 2023
Amendments to IAS 1	Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Amendments to IAS 1: Classification of Liabilities as Current or Non-current – Deferral of Effective Date – effective 1 January 2023
Amendments to IAS 8	Accounting policies, Changes in Accounting Estimates and Errors –Definition of Accounting Estimates – effective 1 January 2023
Amendments to IAS 12	Income Taxes – Deferred Tax related to Assets and Liabilities arising from a Single Transaction – effective 1 January 2023

There are no IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company or Group.



## 2.2 Basis of consolidation

Oriole Resources PLC was incorporated on 24 October 2005 as Stratex International PLC. On 21 November 2005 the Company acquired the entire issued share capital of Stratex Exploration Ltd by way of a share for share exchange. The transaction was treated as a Group reconstruction and was accounted for using the merger accounting method.

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. The business acquisition method is used to account for the acquisition of subsidiaries.

Any contingent consideration is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or a liability is recognised in accordance with IFRS9 either in profit or loss or as a change in other comprehensive income. The unwinding of the discount on contingent consideration liabilities is recognised as a finance charge within profit or loss.

Acquisition-related costs are expensed as incurred.

The Group measures goodwill at the acquisition date as the excess of the fair value of the consideration transferred,

plus the recognised amount of any non-controlling interests, less the recognised amount of the identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group. All significant intercompany transactions and balances between group entities are eliminated on consolidation.

When the Group ceases to consolidate a subsidiary as a result of losing control and the Group retains an interest in the subsidiary and the retained interest is an associate, the Group measures the retained interest at fair value at that date and the fair value is regarded as its cost on initial recognition. The difference between the net assets deconsolidated and the fair value of any retained interest and any proceeds from disposing of a part interest in the subsidiary is included in the determination of the gain or loss on disposal. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that subsidiary had directly disposed of the related assets or liabilities.

Associates are all entities over which the Group has significant influence but not control over the financial and operating policies.

References to joint venture agreements do not refer to arrangements which meet the definition of joint ventures under IFRS 11 "Joint Arrangements" and therefore these Financial Statements do not reflect the accounting treatments required under IFRS 11.

Investments in associates and jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost. The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

When the Group's share of losses exceeds its interest in an equity-accounted investee the carrying amount of the investment, including any other unsecured receivables, is reduced to zero, and the recognition of further losses is discontinued, unless the Group has incurred obligations or made payments on behalf of the investee.

Unrealised gains on transactions between the Group and equity-accounted investees are eliminated to the extent of the Group's interest in the investee. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. Dilution gains and losses arising in investments in equity-accounted investees are recognised in profit or loss.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions. Gains or losses on disposals to non-controlling interests are recorded in equity.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

## 2.3 Foreign currency translation

### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in sterling, which is the Group's presentation currency.

### (b) 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 profit or loss.

### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position.
- income and expenses in profit or loss for each statement of comprehensive income presented are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income. On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future are taken to other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in profit or loss as part of the gain or loss on sale.

## 2.4 Intangible assets - Exploration and evaluation assets

The Group capitalises expenditure in relation to exploration and evaluation of mineral assets when the legal rights are obtained. Expenditure included in the initial measurement of exploration and evaluation assets and which are classified as intangible assets relate to the acquisition of rights to explore, research into the topographical, geological, geochemical and geophysical characteristics of the asset, exploratory drilling, trenching, sampling and activities to research the technical feasibility and commercial viability of extracting a mineral resource.

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

## 2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The chief operating decision makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the executive Board of Directors.

## 2.6 Impairment of non-financial assets

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

In assessing the carrying values of major exploration assets, the Directors would use cash flow projections for each of the projects where a JORC compliant indicated or measured resource had been calculated. The Group currently has no such directly controlled projects.

Certain of the other exploration projects are at an early stage of development and no JORC-compliant resource estimate has been completed. In these cases, the Directors have assessed the impairment of the projects based on future exploration plans and estimates of geological and economic data. The Board does not believe that the key assumptions will change so as to cause the carrying values to exceed the recoverable amounts.

To date impairment losses recognised have followed the decision of the Board not to continue exploration and evaluation activity on a particular project licence area where it is no longer considered an economically viable project or where the underlying exploration licence has been relinquished.

## 2.7 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and demand deposits with banks and other financial institutions.

## 2.8 Financial instruments

### (a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through Other Comprehensive Income ('OCI') or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded either in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). See Note 15 for further details.

### (b) Recognition

Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Group commits to purchase or sell the asset). Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### (c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

### Debt instruments

**Amortised cost:** Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

The Group's financial assets at amortised cost include trade and other receivables.

### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.



# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## (d) Impairment

The Group assesses, on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and other receivables due within 12 months the Group applies the simplified approach permitted by IFRS 9. Therefore, the Group does not track changes in credit risk, but rather recognises a loss allowance based on the financial asset's lifetime expected credit losses at each reporting date.

A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that loss event(s) had an impact on the estimated future cash flows of that asset that can be estimated reliably.

The Group considers evidence of impairment for financial assets measured at amortised cost at both a specific asset and collective level.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss.

## 2.9 Deferred taxation

Deferred tax is accounted for using the liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability settled. Deferred tax is charged or credited in profit or loss, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. No liability to UK corporation tax arose on ordinary activities for the current period or prior periods. The Group has losses to be carried forward on which no deferred tax asset is recognised. Deferred tax assets are recognised on tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable.

Current and deferred tax is charged or credited in the profit or loss, except when it relates to items charged or credited directly to equity, in which case the related tax is also dealt with in equity.

## 2.10 Share-based payments

The fair value of the services received from employees and third parties in exchange for the grant of share options is recognised as an expense. The fair value of the options granted is calculated using the Black-Scholes pricing model and is expensed over the vesting period. At each reporting period the Group revises its estimate of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in profit or loss, and a corresponding adjustment to equity over the remaining vesting period. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

## 2.11 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

## 2.12 Finance income

Finance income comprises bank interest receivable. Interest revenue is recognised using the effective interest method.

## 2.13 Other income

Other income represents income from activities other than normal business operations. Royalty payments, arising from the involvement of exploration partners, are recognised as other income once payment has been received.

## 2.14 Post-employment benefits

Retirement benefit costs are calculated by applying the Projected Unit Credit Method and the resulting adjustments are recognised in profit or loss.

## 2.15 Leases

The Group assesses at contract inception, all arrangements to determine whether they are, or contain, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group is not a lessor in any transactions, it is only a lessee.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### (a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date when the underlying asset is available for use). Right-of-use assets are

measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Computer equipment – 5 years

Right-of-use assets are subject to impairment (see Note 2.6).

#### **(b) Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is generally not readily determinable.

Note that the lease liability recorded in the financial statements has not been discounted to present value as any impact of discounting would be immaterial to the financial statements.

## **3. Risk management**

### **3.1 Financial risk management**

The main financial risks facing the Group are the availability of adequate funding, movements in interest rates and fluctuations in foreign exchange rates. Constant monitoring of these risks ensures that the Group is protected against any potential adverse effects of such risks so far as it is possible and foreseeable. The Group only deals with high-quality banks. It does not hold derivatives, does not trade in financial instruments and does not engage in hedging arrangements.

In keeping with similar-sized mineral exploration groups, its continued future operations depend on the ability to raise sufficient working capital. The Group finances itself through the monetisation of exploration assets and the issue of equity share capital and has no borrowings. Management monitors its cash and future funding requirements through the use of ongoing cash flow forecasts. All cash, with the exception of that required for immediate working capital requirements, is held on short-term deposit.

The Group's only exposure to interest rate fluctuations is restricted to the rates earned on its short-term deposits. These deposits returned an interest rate of between 0.1% and 0.25% during the past year.

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Turkish Lira, Euro and US Dollar, see note 19. Foreign exchange risk arises from future commercial transactions and net investments in foreign operations. The Group does not hedge its exposure to foreign currencies and recognises the profits and losses resulting from currency fluctuations as and when they arise.

The Group will continue to make substantial expenditures related to its exploration and development activities. The financial exposure of the Group has been substantially reduced as a result of entering into agreements with third parties.

### **3.2 Capital risk management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares.

## **4. Critical accounting estimates and judgements**

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date, most importantly the carrying values assigned to intangible assets, associates, and financial assets designated as fair value through other comprehensive income. Actual results may vary from the estimates used to produce these financial statements.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### **Exploration asset carrying value**

The most significant judgement for the Group is the assumption that exploration at the various sites will ultimately lead to a commercial mining operation, which includes the assumption that any licences held will be renewed as required upon expiry. Failure to do so could lead to the write-off of the intangible assets relating to the particular site (see note 2.4).

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 4. Critical accounting estimates and judgements *continued*

### Thani Stratex Djibouti carrying value

The Directors have given consideration to the carrying value of the 9.62% holding in Thani Stratex Djibouti Limited ('TSD'), and related debt instrument, which has a combined book value of £835k and in the Directors' judgement, this value is recoverable.

### Local taxes

The Group is subject to income taxes in numerous jurisdictions. Judgement is required in determining the worldwide provision for such taxes. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the current and deferred income tax assets and liabilities in the period in which such determination is made. No deferred tax balances are currently recognised in the accounts in respect of temporary timing differences relating to the Group's intangible assets or unutilised losses.

### Provision for bad debts

The Group is currently due \$425,000 from Anadolu Export Maden Sanayi ve Ticaret Limited Şirketi in respect of a success-based payment of \$500,000 that was due on the basis of an exploration partnership with that company. The Directors continue to pursue payment, but have made full provision against the debt in these financial statements.

## 5. Segment reporting

The Group's main exploration operations are located in Turkey, East Africa and West Africa. The Group's head office is located in the UK and provides corporate and support services to the Group and researches new areas of exploration opportunities. The management structure and the management reports received by the Directors and used to make strategic decisions reflect the split of operations.

(a) The allocation of assets and liabilities by segment is as follows:

	Exploration			UK support & other £'000	Group Total £'000
	Turkey £'000	East Africa £'000	West Africa £'000		
<b>At 31 December 2022</b>					
Intangible assets	–	–	10,559	–	10,559
Property, plant and equipment	–	–	23	10	33
Investment in associate companies	–	–	–	–	–
Cash and other assets	30	835	173	500	1,538
Liabilities	(1)	–	(69)	(178)	(248)
Inter-segment	(3,304)	–	(3,341)	6,645	–
Net assets	(3,275)	835	7,345	6,977	11,882
Additions to property, plant and equipment	–	–	1	9	10

	Exploration			UK support & other £'000	Group Total £'000
	Turkey £'000	East Africa £'000	West Africa £'000		
<b>At 31 December 2021</b>					
Intangible assets	–	–	9,376	–	9,376
Property, plant and equipment	–	–	36	12	48
Investment in associate companies	–	1,449	–	–	1,449
Cash and other assets	81	789	79	1,338	2,287
Liabilities	(43)	–	(20)	(504)	(567)
Inter-segment	(3,281)	–	(2,849)	6,130	–
Net assets	(3,243)	2,238	6,622	6,976	12,593
Additions to property, plant and equipment	3	–	8	3	14



## 5. Segment reporting continued

The capitalised cost of the principal projects and the additions during the year are as follows:

	Capitalised cost		Movement	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
<b>West Africa</b>				
Senegal	6,502	6,177	–	22
Cameroon	4,057	3,199	858	1,996
<b>Total Intangible assets</b>	<b>10,559</b>	<b>9,376</b>	<b>858</b>	<b>2,018</b>

(b) The allocation of profits and losses for the year by segment is as follows:

	Exploration			UK support & other £'000	Group Total £'000
	Turkey £'000	East Africa £'000	West Africa £'000		
<b>2022</b>					
Revenue	–	–	–	–	–
Administration expenses	(39)	–	(183)	(952)	(1,174)
Depreciation charge	–	–	(1)	(7)	(8)
Other income/(losses)	49	–	79	(8)	120
Share of associate company losses and impairment of associate	–	(1,449)	–	–	(1,449)
Exchange gains/(losses)	1	–	492	46	539
Inter-segment charges	–	–	(274)	274	–
Income tax	–	–	–	403	403
<b>Profit/(loss) for year</b>	<b>11</b>	<b>(1,449)</b>	<b>113</b>	<b>(244)</b>	<b>(1,569)</b>

	Exploration			UK support & other £'000	Group Total £'000
	Turkey £'000	East Africa £'000	West Africa £'000		
<b>2021</b>					
Revenue	–	–	–	–	–
Administration expenses	(38)	–	(114)	(922)	(1,074)
Depreciation charge	(3)	–	(4)	(2)	(9)
Other income/(losses)	75	135	–	–	210
Share of associate company losses	–	(163)	–	–	(163)
Exchange gains/(losses)	(18)	28	(579)	(2)	(571)
Inter-segment charges	–	–	(291)	291	–
Income tax	(8)	–	–	46	38
<b>Profit/(loss) for year</b>	<b>8</b>	<b>–</b>	<b>(988)</b>	<b>(589)</b>	<b>(1,569)</b>

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 6. Loss on change of ownership interest

	2022 £'000	2021 £'000
<b>Loss for the year on change of ownership interest</b>	<b>–</b>	<b>(133)</b>

There were no changes in the Company's interest in Thani Stratex Resources Limited during the year.

## 7. Other profits/(losses)

	2022 £'000	2021 £'000
Exchange gains/(losses)	539	(571)
Reversal of impairment (see note 14)	–	135
Other profits	115	75
<b>Net other profit/(loss) for the year</b>	<b>654</b>	<b>(361)</b>

## 8. Expenses by nature

Administration expenses comprise:

	2022 £'000	2021 £'000
Personnel expenses (see note 9)	710	833
Legal and professional expenses	215	187
Amounts paid to the Company's auditors (see below)	30	27
Office costs	84	65
Travel costs	70	17
Depreciation expense	8	9
Other expenses	65	(55)
<b>Total for year</b>	<b>1,182</b>	<b>1,083</b>

During the year the Group obtained the following services from the Company's auditor:

	2022 £'000	2021 £'000
<b>Auditor's remuneration:</b>		
Fees payable for the audit of parent and consolidated financial statements	30	27
<b>Total for year</b>	<b>30</b>	<b>27</b>

## 9. Personnel expenses

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Wages and salaries	535	770	444	531
Social security costs	56	40	56	40
Share options granted to Directors and employees	7	7	7	7
Shares granted under salary sacrifice arrangement	94	–	94	–
Employee benefits in kind	4	3	4	3
Employee pensions	14	13	10	13
<b>Total for year</b>	<b>710</b>	<b>833</b>	<b>615</b>	<b>594</b>
Average number of employees, including Directors	13	13	9	9

Details of the Directors' remuneration is shown in the Report of the Remuneration Committee on page 44.

## 10. Income tax

Analysis of income tax expense:

	2022 £'000	2021 £'000
Current taxation:		
UK Corporation tax credit for the year	403	46
Deferred taxation:		
Deferred tax charge for the year	–	(8)
<b>Total tax on loss for the year</b>	<b>403</b>	<b>38</b>

The Group does not anticipate a UK corporation tax charge for the year due to the availability of tax losses. The Group did not recognise deferred income tax assets of approximately £1,031,000 (2021: £770,000).

Reconciliation of tax credit:

	2022 £'000	2021 £'000
<b>Loss before tax</b>	<b>(1,972)</b>	<b>(1,607)</b>
Current tax credit at 19% (2021: 19%)	375	305
<b>Effects of:</b>		
Expenses not deductible for tax purposes	(280)	(4)
Tax losses carried forward – UK	(262)	(442)
Tax losses used/(carried forward) – outside UK	27	(199)
Origination and reversal of temporary differences	140	332
Prior year differences (research and development credits claim)	403	46
<b>Tax credit</b>	<b>403</b>	<b>38</b>

## 11. Investment in subsidiaries

The cost of shares in subsidiary companies is as follows:

Company	2022 £'000	2021 £'000
Cost of investment at 1 January	2,701	2,701
Write off of investment	(561)	–
Impairment provision	(1,000)	(1,000)
	1,140	1,701
Loans to subsidiary companies	3,417	2,170
<b>At 31 December</b>	<b>4,557</b>	<b>3,871</b>



# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 11. Investment in subsidiaries continued

During prior years the Company made a provision for impairment against its investment in Stratex Exploration Limited.

During the year the Company wrote off its investment in Stratex Gold AG, a Swiss-based subsidiary.

There are no significant restrictions in relation to the subsidiaries.

Investments in subsidiaries are stated at cost and are as follows:

	Country of incorporation	% owned by the Company	% owned by subsidiary	Nature of Business
Stratex Exploration Ltd	UK	100	–	Holding company
Stratex West Africa Limited	UK	100	–	Exploration
RMC Cameroon (BVI) Corp	British Virgin Islands	56.7	–	Holding company
Reservoir Minerals Cameroon SARL	Cameroon	–	90% for effective 51% Group holding	Exploration
Oriole Cameroon SARL	Cameroon	90	–	Exploration
OrrCam2 SARL	Cameroon	90	–	Exploration
Stratex Madencilik Sanayi Ve Ticaret Ltd. Şti	Turkey	–	100	Exploration
Stratex EMC SA	Senegal	–	85	Exploration

	Registered office
Stratex Exploration Ltd	Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD, UK
Stratex West Africa Limited	Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD, UK
RMC Cameroon (BVI) Corp	Tropic Isle Building, Nibbs Street, Road Town, Tortola, VG1110, British Virgin Islands
Reservoir Minerals Cameroon SARL	Yaoundé-Rue Marie Gocker, Place De L'Intendance, BP 11792, Yaoundé, Cameroon
Oriole Cameroon SARL	Yaoundé-Rue Marie Gocker, Place De L'Intendance, BP 11792, Yaoundé, Cameroon
OrrCam2 SARL	Yaoundé-Rue Marie Gocker, Place De L'Intendance, BP 11792, Yaoundé, Cameroon
Stratex Madencilik Sanayi Ve Ticaret Ltd. Sti	Mustafa Kemal Mahallesi 2152.Cadde Kent İş Merkezi No:2/17 Çankaya, Ankara, Turkey,
Stratex EMC SA	Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD, UK

## 12. Intangible assets

The Group's Intangible assets comprise entirely of exploration assets.

Cost	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Cost at 1 January	9,376	7,771	3,192	1,202
Exchange movements	325	(413)	–	–
Additions	858	2,018	736	1,990
<b>At 31 December</b>	<b>10,559</b>	<b>9,376</b>	<b>3,928</b>	<b>3,192</b>

### 13. Property, plant, and equipment

	Group			
	Motor Vehicles £'000	Field Equipment £'000	Office furniture and equipment £'000	Total £'000
<b>Cost</b>				
<b>At 1 January 2021</b>	30	66	189	285
Exchange movements	–	(1)	(31)	(32)
Additions	–	–	14	14
Disposals	(30)	–	–	(30)
<b>At 31 December 2021</b>	–	65	172	237
Additions	–	6	4	10
Disposals	–	(19)	(61)	(80)
<b>At 31 December 2022</b>	–	52	115	167
<b>Depreciation</b>				
<b>At 1 January 2021</b>	(30)	(19)	(175)	(224)
Exchange movements	–	1	30	31
Additions	–	(16)	(10)	(26)
Disposals	30	–	–	30
<b>At 31 December 2021</b>	–	(34)	(155)	(189)
Additions	–	(16)	(8)	(24)
Disposals	–	19	60	79
<b>At 31 December 2022</b>	–	(31)	(103)	(134)
<b>Net Book Value</b>				
at 1 January 2021	–	47	14	61
at 31 December 2021	–	31	17	48
<b>at 31 December 2022</b>	–	21	12	33
<b>Right of use assets included above</b>	–	–	5	5

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 13. Property, plant, and equipment continued

	Company			
	Motor Vehicles £'000	Field Equipment £'000	Office furniture and equipment £'000	Total £'000
<b>Cost</b>				
<b>At 1 January 2021</b>	–	47	108	155
Additions	–	–	8	8
<b>At 31 December 2021</b>	–	47	116	163
Additions	–	6	3	9
Disposals	–	–	(5)	(5)
<b>At 31 December 2022</b>	–	53	114	167
<b>Depreciation</b>				
<b>At 1 January 2021</b>	–	–	(95)	(95)
Additions	–	(16)	(7)	(23)
<b>At 31 December 2021</b>	–	(16)	(102)	(118)
Additions	–	(16)	(7)	(23)
Disposals	–	–	4	4
<b>At 31 December 2022</b>	–	(32)	(105)	(137)
<b>Net Book Value</b>				
at 1 January 2021	–	47	13	60
at 31 December 2021	–	31	14	45
<b>at 31 December 2022</b>	–	21	9	30
<b>Right-of-use assets included above</b>	–	–	5	5

## 14. Investment in equity-accounted associates

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
At 1 January	1,449	1,449	657	657
Exchange movements	–	28	–	–
Share of losses	–	(30)	–	–
Loss on change of ownership interest	–	(133)	–	–
Share of losses and impairment provision	(1,449)	–	(657)	–
Release of impairment provision	–	135	–	–
<b>At 31 December</b>	–	1,449	–	657

#### 14. Investment in equity-accounted associates *continued*

The Company's shareholding interest in Thani Stratex Resources Limited ("TSRL") was maintained at 24.92% during the course of the year, however, on 31 December 2022, TSRL relinquished the Hodine licence in Egypt, the company's only operational asset. Consequently, full provision for impairment has been made in these financial statements.

The following entity has been included in the consolidated financial statements using the equity accounting method:

	2022			2021		
	%	Value £'000	Change £'000	%	Value £'000	Change £'000
Thani Stratex Resources Limited	24.9	–	1,449	24.9	1,449	–

Thani Stratex Resources Limited has a reporting date of 31 December and its registered office is PO Box 173, Kingston Chambers, Road Town, Tortola, British Virgin Islands.

Summarised financial information for investments accounted for using an equity accounting method is shown below. This information reflects the amounts presented in the draft financial statements of the associates (and not Oriole Resources PLC's share of those amounts) adjusted for differences in accounting policies between the Group and associates:

#### Statement of financial position for Thani Stratex Resources Limited

	2022 £'000	2021 £'000
<b>As at 31 December</b>		
<b>Current Assets</b>		
Cash and equivalents	–	1
Net current liabilities	(289)	(289)
<b>Total current liabilities</b>	<b>(289)</b>	<b>(288)</b>
<b>Non-current assets</b>		
Furniture, fittings and equipment	–	1
Intangible assets	–	14,758
<b>Total non-current assets</b>	<b>–</b>	<b>14,759</b>
<b>Non-current liabilities</b>	<b>(4,174)</b>	<b>(4,174)</b>
<b>Net (liabilities)/assets</b>	<b>(4,463)</b>	<b>10,297</b>

#### Statement of comprehensive income for Thani Stratex Resources Limited

	2022 £'000	2021 £'000
<b>As at 31 December</b>		
Administration expenses	–	(120)
Depreciation	–	–
Exchange gains	–	–
<b>Loss from continuing operations</b>	<b>–</b>	<b>(120)</b>
Income tax expenses	–	–
<b>Loss after tax for continuing operations</b>	<b>–</b>	<b>(120)</b>
Discontinued operations	(14,760)	–
<b>Total comprehensive income</b>	<b>(14,760)</b>	<b>(120)</b>



# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 15. Financial Assets and Liabilities

### (a) Financial Assets

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Financial assets at amortised cost:				
Trade and other receivables	196	137	81	74
Deposits and guarantees	29	46	–	–
Cash and cash equivalents	478	1,315	420	1,262
Loan note receivable	440	394	440	394
Financial assets at fair value through other comprehensive income	395	395	395	395
<b>Total</b>	<b>1,538</b>	<b>2,287</b>	<b>1,336</b>	<b>2,125</b>

### (b) Financial Liabilities

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Financial liabilities at amortised cost:				
Trade creditors	66	80	62	67
Amounts due to related parties and employees	7	23	7	–
Social security and other taxes	29	54	27	36
Leases	4	7	4	7
Accrued expenses	142	403	79	377
<b>Total</b>	<b>248</b>	<b>567</b>	<b>179</b>	<b>487</b>

### (c) Assets by quality

#### Trade Receivables:

Trade receivables includes net receivables from exploration partners of £41,000 (2021: £30,000). None of the exploration partners have external credit ratings.

#### Cash and cash equivalents:

External ratings of cash at bank and short-term deposits:

	2022 £'000	2021 £'000
A	420	1,262
Ba, Bb & Bbb	87	99
<b>Total</b>	<b>507</b>	<b>1,361</b>

Equity investments at FVOCI comprise the following individual investments:

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Thani Stratex Djibouti – Unlisted Equity Security	395	395	395	395
<b>At 31 December</b>	<b>395</b>	<b>395</b>	<b>395</b>	<b>395</b>

On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

Information about the methods and assumptions used in determining fair value is provided in (e) below. The assets are held in non-sterling currencies but there are no significant exchange rate risks associated with these investments.

## 15. Financial Assets and Liabilities *continued*

Financial assets at fair value through other comprehensive income comprise equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant.

### (d) Financial Assets at Fair Value Through Profit and Loss ('FVPL')

The Group classifies the following financial assets at fair value through profit or loss:

Equity instruments for which the entity has not elected to recognise fair value gains and losses through OCI.

The Group's investment in Muratdere Madencilik Sanayi ve Ticaret AS ('Muratdere') is held at £Nil (2021: £Nil) in the consolidated financial statements following its write down in 2017.

### (e) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under Accounting Standards, as set out and explained below:

Recurring fair value measurements At 31 December 2022	Level 3 £'000	Total £'000
Financial assets at fair value through other comprehensive income:		
Djibouti unlisted equity securities	395	395
<b>Total Financial Assets</b>	<b>395</b>	<b>395</b>
<b>At 31 December 2021</b>		
Financial assets at fair value through other comprehensive income:		
Djibouti unlisted equity securities	395	395
<b>Total Financial Assets</b>	<b>395</b>	<b>395</b>

There were no transfers of assets between levels for recurring fair value measurements during the year. The Group has no level 1 or 2 financial instruments.

Level 3 – if one or more of the significant valuation inputs is not based on observable market data, the instrument is held at level 3. This is the case for unlisted securities.

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices to provide comparative pricing for Level 3 instruments when reviewed against comparable companies at similar stages of asset development.
- Cost of asset development work to date, together with a review of exploration results and a view of market values of similar companies.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 16. Trade and other receivables

The fair value of trade and other receivables equate to their carrying values, which also represents the Group's maximum exposure to credit risk. No collateral is held as security.

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Receivables	372	381	41	–
Bad debt provision	(326)	(326)	–	–
Loans	109	43	–	–
Loan note (see below)	440	394	440	394
Prepayments and other current assets	41	39	40	74
<b>Total</b>	<b>636</b>	<b>531</b>	<b>521</b>	<b>468</b>
Non-current	440	394	440	394
Current	196	137	81	74
<b>Total</b>	<b>636</b>	<b>531</b>	<b>521</b>	<b>468</b>

The loan note for \$530,806 is interest free and is repayable by Thani Stratex Djibouti Limited in accordance with a loan note instrument dated 14 November 2019.

\$425,000 of a success-based payment due from Anadolu Export Maden Sanayi ve Ticaret A.S. is past due, and has been fully provided against in these, and the prior year, financial statements.

## 17. Deferred tax asset and liabilities

The movement in the year on the net deferred tax assets is:

Group	2022 £'000	2021 £'000
At 1 January	–	14
Exchange movements	–	(6)
Movement in year	–	(8)
<b>At 31 December</b>	<b>–</b>	<b>–</b>

## 18. Cash and cash equivalents

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Cash at bank and on hand	478	1,315	420	1,262
Short-term deposits	29	46	–	–
<b>Total</b>	<b>507</b>	<b>1,361</b>	<b>420</b>	<b>1,262</b>

## 19. Currency risk

The Group's exposure to foreign currency is as follows:

GBP £'000	2022			2021		
	US\$	Euro	Turkish Lira	US\$	Euro	Turkish Lira
Trade and other receivables	41	5	–	–	–	30
Cash and cash equivalents	–	58	30	142	273	52
Trade and other payables	(2)	(75)	(1)	(200)	(160)	(43)
Net exposure	39	(12)	29	(58)	113	39
The following year end spot rates to sterling have been applied	1.2039	1.1277	22.5344	1.1584	1.1907	17.9514
A 20% fluctuation in the sterling exchange rate would have affected profit and loss as follows:	£'000	£'000	£'000	£'000	£'000	£'000
Strengthening of sterling*	6	(2)	7	–	–	7
Weakening of sterling*	(6)	2	(7)	–	–	(7)

\* Dollar and Euro amounts shown in respect of 2021 were acquired specifically to fund the foreign currency elements of capital expenditure and as such fluctuations would have no impact on profit and loss.

## 20. Share capital and share premium

Group and Company	Number of Ordinary shares issued	Ordinary shares £'000	Deferred shares £'000	Share premium £'000	Total £'000
At 1 January 2022	1,994,021,336	1,994	4,206	24,758	30,958
Issued during the year	729,320,504	729	–	272	1,001
Expenses of share issue	–	–	–	(50)	(50)
At 31 December 2022	2,723,341,840	2,723	4,206	24,980	31,909

During the year the Company raised capital by way of an equity placing upon six occasions:

- On 13 July 2022 the Company issued 188,888,888 Ordinary 0.1p shares at a price of 0.18p per share, with each share issued also attracting a warrant over Ordinary shares at an exercise price of 0.25p per share.
- On 2 November 2022 the Company issued 504,166,666 Ordinary 0.1p shares at a price of 0.12p per share.
- Between 13 July 2022 and 21 December 2022 shares were issued to the Directors in lieu of salary on four occasions, covering five months of salary sacrifice. The number of shares to be issued was based on the net pay forgone, converted to shares at the 30-day volume weighted price of the Ordinary shares ('30-day VWAP') at the end of the month of salary sacrifice:
  - On 13 July 2022 6,576,192 shares were issued based on a share price of 0.205p (being the 30-day VWAP at the end of June);
  - On 4 August 2022 8,934,647 shares were issued based on a share price of 0.1769p (being the 30-day VWAP at the end of July)
  - On 4 November 2022 9,069,674 shares were issued based on a share price of 0.1785p (being the 30-day VWAP at the end of August) and 8,357,959 shares were issued based on a share price of 0.1937p (being the 30-day VWAP at the end of September);
  - On 21 December 2022 3,326,478 shares were issued based on a share price of 0.1276p (being the 30-day VWAP at the end of November).

The Ordinary shares have a nominal value of 0.1p and all shares have been fully paid.

At the 2018 Annual General Meeting as part of a capital reorganisation, 467,311,276 deferred shares were created, each with a nominal value of 0.9p. The Deferred Shares have no right to vote, attend or speak at general meetings of the Company and have no right to receive any dividend or other distribution and have only limited rights to participate in any return of capital on a winding-up or liquidation of the Company, which will be of no material value.



# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 21. Earnings per share

The calculation of the basic earnings per share is based on the loss attributable to the equity holders of the Company and a weighted average number of Ordinary shares in issue during the year, as follows:

Group	2022 £'000	2021 £'000
Loss attributable to owners of the Company from continuing operations	(1,616)	(1,687)
Weighted average number of ordinary shares in issue	2,173,550,827	1,661,670,893
<b>Basic and diluted loss per share from continuing operations (pence per share)</b>	<b>(0.07)</b>	<b>(0.10)</b>

There is no difference between basic and diluted loss per share as the effect on the exercise of the options would be to decrease the earnings per share.

At 31 December 2022 there were 87,526,245 (2021: 81,592,912) share options and 188,888,888 (2021: 208,385,020) warrants that could potentially dilute the earnings per share in the future.

Deferred shares have no rights to dividends or retained profits and are excluded from the calculation of earnings per share.

## 22. Share options and warrants

### Share options

The Directors have discretion to grant options to Group employees to subscribe for Ordinary Shares up to a maximum of 10% of the Company's issued share capital. The Company runs two schemes, one is the Enterprise Management Incentive scheme and the other is the Unapproved Share Option scheme.

As at 31 December 2022, the Company had in issue 74,671,892 (2021: 71,471,892) options to Group employees granted under the Enterprise Management Incentive scheme and 8,290,446 (2021: 9,787,687) options to Group employees granted under the unapproved scheme. In addition, there are 4,563,907 (2021: 333,333) unexercised options held by past employees. All options vest over one to three years from the grant date and lapse on the tenth anniversary of the grant date, except for the options granted to Directors in 2020, in lieu of salary, which vested immediately.

The granting of the share options has been accounted for as equity-settled share-based payment transactions. The total expenses recognised in the loss for the year arising from share-based payments was £8,000 (2021: £7,000). The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

Group and Company	2022		2021	
	Number of options	Weighted average exercise price pence	Number of options	Weighted average exercise price pence
Outstanding at 1 January	81,592,912	0.27	83,192,912	0.31
Issued	6,700,000	0.32	–	–
Exercised	–	–	(1,550,000)	0.37
Expired	–	–	(50,000)	7.0
Lapsed	(766,667)	0.37	–	–
<b>Outstanding at 31 December</b>	<b>87,526,245</b>	<b>0.29</b>	<b>81,592,912</b>	<b>0.29</b>
Exercisable at 31 December	76,592,912	0.29	64,542,912	0.27

## 22. Share options and warrants *continued*

The weighted average contractual life of the outstanding options at 31 December 2022 was 7.32 years (2021: 9.15 years).

Details of share options outstanding at 31 December 2022 are as follows:

Life of option		Outstanding 31 December 2022	Option Price pence
Start date	Expiry date		
5 December 2014	5 December 2024	60,000	2.7
4 June 2015	4 June 2025	150,000	1.5
2 September 2016	2 September 2026	198,000	2.0
1 March 2018	1 March 2028	6,000,000	0.9
4 June 2018	4 June 2028	2,000,000	0.62
19 March 2019	19 March 2029	16,183,333	0.37
19 August 2020	19 August 2030	39,884,912	0.10
22 December 2020	22 December 2030	16,350,000	0.37
14 March 2022	14 March 2032	6,700,000	0.32
<b>Total options outstanding</b>		<b>87,526,245</b>	

### Share Warrants

Group and Company	2022		2021	
	Number of options	Weighted average exercise price pence	Number of warrants	Weighted average exercise price pence
Outstanding at 1 January	208,385,020	0.66	323,230,279	0.61
Issued	188,888,888	0.25	–	–
Lapsed	(208,385,020)	0.66	–	–
Exercised	–	–	(114,845,259)	0.66
<b>Outstanding at 31 December</b>	<b>188,888,888</b>	<b>0.25</b>	<b>208,385,020</b>	<b>0.66</b>

Life of warrant		Outstanding 31 December 2022	Warrant Price pence
Start date	Expiry date		
13 July 2022	13 July 2025*	188,888,888	0.25
<b>Total warrants outstanding</b>		<b>188,888,888</b>	<b>0.25</b>

\* The Company have the right to force exercise of those warrants in the event the 10-day volume weighted average share price exceeds 0.6 pence at any time.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 23. Other reserves

Group	Merger reserve £'000	Share option reserve £'000	Translation reserve £'000	Total £'000
<b>At 1 January 2021</b>	(485)	198	1,878	1,591
Share-based payments	-	7	-	7
Share options exercised	-	(34)	-	(34)
Share options expired	-	(2)	-	(2)
Other comprehensive income	-	-	44	44
<b>At 31 December 2021</b>	<b>(485)</b>	<b>169</b>	<b>1,922</b>	<b>1,606</b>
Share based payments	-	8	-	8
Share options lapsed	-	(1)	-	(1)
Other comprehensive income	-	-	(100)	(100)
<b>At 31 December 2022</b>	<b>(485)</b>	<b>176</b>	<b>1,822</b>	<b>1,513</b>

Company	Share option reserve £'000	Total £'000
<b>At 1 January 2021</b>	198	198
Share-based payments	7	7
Share options exercised	(34)	(34)
Share options expired	(2)	(2)
<b>At 31 December 2021</b>	<b>169</b>	<b>169</b>
Share-based payments	8	8
Share options lapsed	(1)	(1)
<b>At 31 December 2022</b>	<b>176</b>	<b>176</b>

The Merger reserve arose on consolidation as a result of the merger accounting for the acquisition of the entire issued share capital of Stratex Exploration Limited during 2005 and represents the difference between the nominal value of shares issued for the acquisition and that of the share capital and share premium account of Stratex Exploration Limited.

The Group has elected to recognise changes in the fair value of certain investments in equity securities through Other Comprehensive Income, as explained in Note 15 and the accounting policies. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are realised.

The Share option reserve balance relates to the fair value of outstanding share options measured using the Black-Scholes method.

The Translation reserve comprises the exchange differences from translating the net investment in foreign entities and of monetary items receivable from subsidiaries for which settlement is neither planned nor likely in the foreseeable future (see Note 2.3).

## 24. Non-controlling interest

Effect on equity of transactions with non-controlling interests:

	Stratex EMC SA £'000	Total £'000
<b>Balance attributable to NCI</b>		
<b>At 1 January 2021</b>	(251)	(251)
Gain for the year	118	118
<b>At 31 December 2021</b>	<b>(133)</b>	<b>(133)</b>
Transfer between reserves	(155)	(155)
Gain for the year	47	47
<b>At 31 December 2022</b>	<b>(241)</b>	<b>(241)</b>

The non-controlling interest arises in the 15% holding by a third party in Stratex EMC SA, whose financial statements include the following balances:

Stratex EMC SA	2022 £'000	2021 £'000
Intangible assets	6,135	5,811
Other assets	1,028	952
Intercompany loans	(8,798)	(8,633)
Other creditors	(62)	(22)
<b>Net liabilities</b>	<b>(1,697)</b>	<b>(1,892)</b>
<b>Profit/(loss) for the year</b>	<b>287</b>	<b>(806)</b>
<b>Cash flows:</b>		
Cash flows from operations	(125)	(219)
Cash flows from investing activities	79	-
Cash flows from intercompany funding	52	217
<b>Net cash flow</b>	<b>6</b>	<b>(2)</b>

## 25. Trade and other payables

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Trade payables	66	80	61	67
Amounts due to related parties and employees	7	1	7	-
Social security and other taxes	29	54	28	36
Lease liability	4	7	4	7
Accrued expenses	142	403	79	377
<b>At 31 December</b>	<b>248</b>	<b>545</b>	<b>179</b>	<b>487</b>

All financial liabilities, except those for accrued expenses, are stated, where material, at amortised cost.



# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 26. Leases

The Group has in place one lease contract for computer equipment used in its operations. The lease has a remaining term of 1 year.

The Group's obligations under its leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased asset. There are no variable lease payments attached.

The right-of-use asset recognised in respect of this lease has a carrying value of £5,000 (2021: £8,000) and is included within tangible fixed assets. Depreciation of £3,000 (2021: £3,000) has been recorded in the year.

The lease liability is included within trade and other payables and has a carrying value of £4,000 (2021: £7,000). Cash payments of £3,000 (2021: £5,000) have been made in payment of the liability during the year.

Neither the right-of-use asset nor the lease liability have been recorded separately on the statement of consolidated or company financial position as the values are not material.

## 27. Cash flow from operating activities

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
<b>Loss before income tax</b>	<b>(1,972)</b>	<b>(1,607)</b>	<b>(1,094)</b>	<b>(619)</b>
<b>Adjustments for:</b>				
Issue of share options	7	7	7	7
Issue of shares in lieu of salary	57	–	57	–
Depreciation	8	9	8	6
Write back of intercompany loan	–	–	(264)	–
Share of losses and impairment of associates	1,449	163	657	–
Other Income and deductions	(5)	(135)	–	–
Interest income on intercompany indebtedness	–	–	(28)	(18)
Intercompany management fees	–	–	(243)	(281)
Foreign exchange movements on operating activities	(539)	498	(47)	(5)
<b>Changes in working capital, excluding the effects of exchange differences on consolidation:</b>				
Trade and other receivables	7	(65)	(6)	(37)
Trade and other payables	(317)	58	(309)	47
<b>Cash used in operations</b>	<b>(1,305)</b>	<b>(1,072)</b>	<b>(1,262)</b>	<b>(900)</b>

## 28. Related party transactions

- (a) Transactions with non-controlling interests:  
During the year the Company spent £Nil (2021: £3,000) with Minexia Limited, a company in which Tim Livesey and Robert Smeeton have 10.35% and 2.35% shareholdings respectively.
- (b) Parent company and ultimate controlling party:  
In the opinion of the Directors there is no ultimate controlling party.
- (c) Amounts provided to subsidiaries:  
During the year the Company provided funds amounting to £149,000 (2021: £567,000) to its subsidiaries and charged its subsidiary companies £243,000 (2021: £281,000) for the provision of management services. The total gross receivable from subsidiaries at 31 December 2022 was £5,816,000 (2021: £5,339,000).
- (d) Transactions with Directors and Key Management Personnel:  
During the year the Directors were remunerated for services performed on behalf of the Company. Details of this remuneration are included in the Report of the Remuneration Committee. All Directors during the year were remunerated through the UK payroll. There are not considered to be any key management personnel other than Directors.

## 29. Contingencies and capital commitments

There are no contingencies or capital commitments at 31 December 2022.

## 30. Parent company statement of comprehensive income

As permitted by section 408 of the Companies Act 2006, the statement of comprehensive income of the parent company is not presented as part of these financial statements.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Oriole Resources Plc (the "Company") will be held at the offices of Grant Thornton UK LLP, located at 30 Finsbury Square, London, EC2A 1AG at 11.00am on 8 June 2023. The business of the meeting will be to consider and, if thought fit, pass the following Resolutions:

## Ordinary resolutions

1. THAT the Directors' Report and the Financial Statements of the Company for the year ended 31 December 2022 be received and adopted.
2. THAT, having retired by rotation in accordance with the Company's Articles of Association, and being eligible, Eileen Carr be reappointed as a Director of the Company.
3. THAT PKF Littlejohn LLP be reappointed as auditors of the Company, and that the Directors be authorised to determine the auditors' remuneration.
4. THAT, in addition to the existing authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act") the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,000,000 provided that:
  - a. this authority shall, unless previously revoked, varied or extended by the Company at a general meeting, expire at the conclusion of the next annual general meeting of the Company; and
  - b. that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
5. THAT, in addition to the authority granted by resolution 4 above, subject to the passing of resolution 4 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 4, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,000; and
  - b. expire with the authority granted by resolution 4 (unless previously revoked, varied or extended by the Company at a general meeting) at the conclusion of the next Annual General Meeting, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
6. THAT, in addition to the authority granted by resolution 5 above, subject to the passing of resolution 5 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 5, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,000; and
  - b. expire with the authority granted by resolution 5 (unless previously revoked, varied or extended by the Company at a general meeting) at the conclusion of the next Annual General Meeting, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
7. THAT, in addition to the authority granted by resolution 6 above, subject to the passing of resolution 4 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 4, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,000; and
  - b. expire with the authority granted by resolution 4 (unless previously revoked, varied or extended by the Company at a general meeting) at the conclusion of the next Annual General Meeting, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

## Special resolutions

5. THAT the new articles of association of the Company contained in the document signed by the Chairman for the purpose of identification be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
6. THAT, subject to the passing of resolution 4 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 4, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

**R J Smeeton**

Company Secretary

8 March 2023

Registered Office

Wessex House, Upper Market Street, Eastleigh

Hampshire

SO50 9FD

## Notes

### Eligibility to attend and vote

- To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the Register of Members of the Company by 11.00am on 6 June 2023.

### Appointment of proxies

- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. You can register your votes for the meeting either:
  - by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited no later than 11.00am on 6 June 2023.

- A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### Appointment of proxy using hard-copy proxy form

- The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to the Company's registrars, Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.
- In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### Appointment of proxy by joint members

- In the case of joint holders, where more than one of the joint holder's purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

### Changing proxy instructions

- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.



# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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## Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
- By sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.
  - In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  - Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited no later than 11.00am on 6 June 2023.
  - If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

## Communication

11. Except as provided above, members who have general queries about the Meeting should contact Share Registrars Limited on 01252 821390 or by email [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com) (no other methods of communication will be accepted).
12. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

## Documents available for inspection

13. The following documents will be available for inspection during normal business hours at the Company's registered office up until the date of the Annual General Meeting and at the place of the meeting from 11.00am on 6 June 2023 until the end of the meeting:
- the audited consolidated accounts of the Company for the financial period ended 31 December 2022;
  - the Register of Directors' interests in the capital of the Company and copies of the service contracts of the Directors of the Company.

# ADVISERS & OFFICES

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## Nominated adviser

Grant Thornton UK LLP  
30 Finsbury Square  
London  
EC2A 1AG

## Group Auditors

PKF Littlejohn LLP Statutory Auditor  
15 Westferry Circus  
Canary Wharf  
London  
E14 4HD

## Brokers

SP Angel Corporate Finance LLP  
Prince Frederick House  
35-39 Maddox Street  
London  
W1S 2PP

## Group Solicitors

Edwin Coe LLP  
2 Stone Buildings Lincoln's Inn  
London  
WC2A 3TH

## Bankers

Lloyds TSB Bank plc  
High Street  
Slough  
Berkshire  
SL1 1DH

## Registered Office

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Upper Market Street  
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Hampshire  
SO50 9FD

## UK Exploration Office

Oriole Resources PLC  
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Eastleigh  
Hampshire  
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## Turkish Office

Stratex Madencilik Sanayi ve Ticaret Ltd. Sti.  
Mustafa Kemal Mahallesi 2152.Cadde Kent İş Merkezi  
No:2/17 Çankaya  
Ankara  
Turkey

## West Africa Office

Stratex EMC SA  
c/o SCP Geni e Kebe  
47 Bd de la republique  
Dakar  
Senegal

# GLOSSARY

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Term	Definition
Au	Chemical symbol for gold
breccia	A rock composed of sharp-angled fragments embedded in a fine-grained matrix. It can also be used to describe localised areas of sharp-angled fragments within a fine-grained matrix within any rock type.
Cu	Chemical symbol for copper
cut-off	The lowest grade value that is included in a resources statement. It must comply with JORC requirement 19: "reasonable prospects for eventual economic extraction". It may be defined on the basis of economic evaluation, or on physical or chemical attributes that define an acceptable product specification.
dyke	A tabular body of intrusive igneous rock emplaced vertically or at a steeply inclined angle to the horizontal and usually cross-cuts the host rock.
felsic	A general term used to describe an igneous rock that contains an abundance of 'light-coloured' silicate minerals such as quartz and feldspar. Also defined by a silica content of > 69%.
g/t	Grammes per tonne, equivalent to parts per million
granite	A medium to coarse-grained igneous rock that is rich in quartz and feldspar minerals. Granites are the most common 'plutonic' rock in the Earth's crust, formed by the cooling of magma at depth.
Greenstone belt	An area, typically in Precambrian shields, occupied by igneous ( $\pm$ sedimentary) rocks of variable compositions that have been subjected to 'Greenschist facies' metamorphism and defined by the presence of green-coloured metamorphic minerals such as chlorite, epidote and actinolite. Globally, 'greenstone belts' host district-scale economic mineralisation of a range of commodities including gold, silver, copper, zinc and lead.
hydrothermal solution	Typically a high-temperature saline solution that is capable of dissolving a wide range of elements including economic metals such as gold, silver, copper, zinc, and lead. The movement of hydrothermal solutions through the Earth's crust enables transportation of economic metals/minerals and are generally required to form mineral deposits e.g. orogenic gold deposits.
igneous	A term used to describe rocks that have solidified from lava or magma
Indicated Resource	The part of a Mineral Resource for which tonnage, densities, shape, physical characteristics grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling, and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.
Inferred Resource	The part of a Mineral Resource for which tonnage, grade, and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability.
JORC	The Australasian Joint Ore Reserves Committee Code of Reporting of Exploration Results, Mineral Resources and Ore Resources, 2004 (the 'JORC Code' or 'the Code'). The Code sets out minimum standards, recommendations and guidelines for Public Reporting of Exploration Results, Mineral Resources and Ore Resources in Australasia.
Limestone	A sedimentary rock made from calcium carbonate (CaCO <sub>3</sub> ) usually in the form of calcite or aragonite. Limestones typically form at or below the seafloor when calcite and/or aragonite precipitates out of water containing dissolved calcium.

Term	Definition
mafic	A general term used to describe an igneous rock that contains an abundance of 'dark coloured' minerals such as olivine, amphibole, pyroxene, and biotite. Also defined by a silica content of between 45 and 52%.
metamorphic	A term used to describe a rock that has undergone transformation typically by a combination of heat and/or pressure conditions, or other processes, that were significantly different from those encountered at the surface of the earth.
metasediment	A term used for a metamorphic rock formed when a sedimentary rock undergoes partial or completed recrystallisation under conditions of temperature and pressure that were significantly different from those encountered at the surface of the earth.
Mineral Resource	A concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality, and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated, or interpreted from specific geological evidence, into Inferred, Indicated, and Measured categories when reporting under the JORC Code.
Moz	Million troy ounces.
orogenic gold deposits	A mineral deposit type formed from hydrothermal solutions at depths of between 6,000 and 20,000m and in the temperature range of 300-550 ° C. Typically these deposits are controlled and shaped by the structural deformation that occurs during mountain building events known as orogenies.
oxide gold	Gold mineralisation that occurred within the 'oxide zone' as free gold.
oxide zone	A zone of weathered rock occurring at or close to the Earth's surface.
oz	Troy ounce (=31.103477 grammes).
porphyry	A general term for any igneous rock in which relatively large crystals (phenocrysts) constitute 25% or more of the volume and are set in a fine-grained ground mass. Can also be used in conjunction with a mineral where the rock is rich in that component or rock descriptor where appropriate e.g. quartz-feldspar porphyry.
schist	A general term for a medium-grained metamorphic rock defined by the presence of schistose texture, which is where elongate minerals are aligned into thin, often repeating, parallel layers. Can be used in conjunction with a mineral or rock descriptor where appropriate e.g. quartz-pyrite schist or mafic schist.
sedimentary	A term used to describe a rock that has formed by the accumulation of deposition of minerals and/or organic particles at the Earth's surface followed by cementation.
Shear zone	A tabular zone of rock showing evidence of shear stress i.e. a stress field that is acting parallel to a plane passing through any point in the body. Shear zones are a common feature of orogenies and present a structural control that can be favourable for the formation of orogenic gold deposits.
silica	A general term white or colourless crystalline compound (SiO <sub>2</sub> ), occurring abundantly as crystalline quartz. This term also includes materials such as sand, flint, agate, and many other industrial-related minerals used in the construction of glass and concrete etc.
sulphide gold	Gold mineralisation occurring within the 'sulphide zone', can occur as both free gold or locked within the sulphide crystal structure.
sulphide zone	Unweathered rock occurring below the 'oxide zone' and containing metal-sulphide minerals.
tonalite	An igneous rock composed of crystals that are clearly visible to the naked eye and defined by a composition of greater than 20% silica.
tonne (t)	1 million grammes.





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