



# ANNUAL REPORT & ACCOUNTS 2021



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## Advisors

### Directors

M J de Villiers  
A K Sener  
W J B Payne  
C J S Sangster

### Secretary

M J de Villiers

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45 King William Street  
London, EC4R 9AN

### Registered Number

05403426

### Auditors

**PKF Littlejohn LLP**  
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### Bankers

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### Solicitors

**Gowling WLG (UK) LLP**  
4 More London Riverside, London, SE1 2AU

### Joint Broker

**Panmure Gordon (UK) Limited**  
1 New Change, London, EC4M 9AF

### Nominated Advisor and Joint Broker

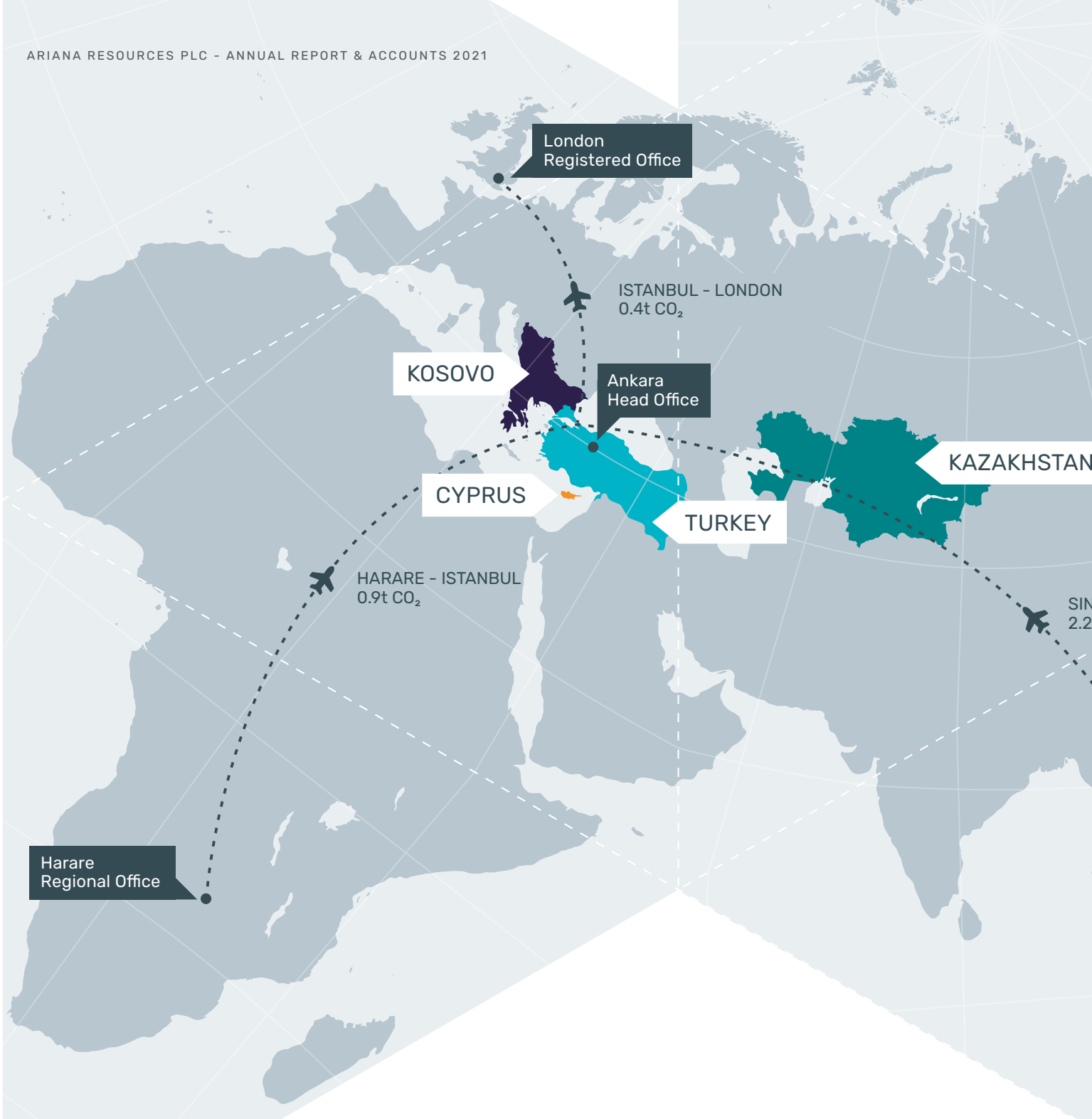
**Beaumont Cornish Limited**  
Building 3, 566 Chiswick High Road, London, W4 5YA

### Registrars

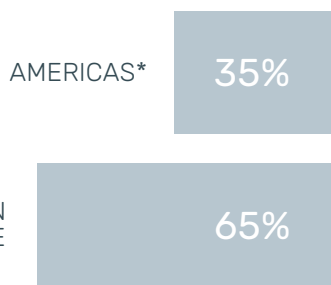
**Computershare Investor Services PLC**  
The Pavilions, Bridgwater Road, Bristol, BS13 8AE

### Public Relations

**Yellow Jersey PR**  
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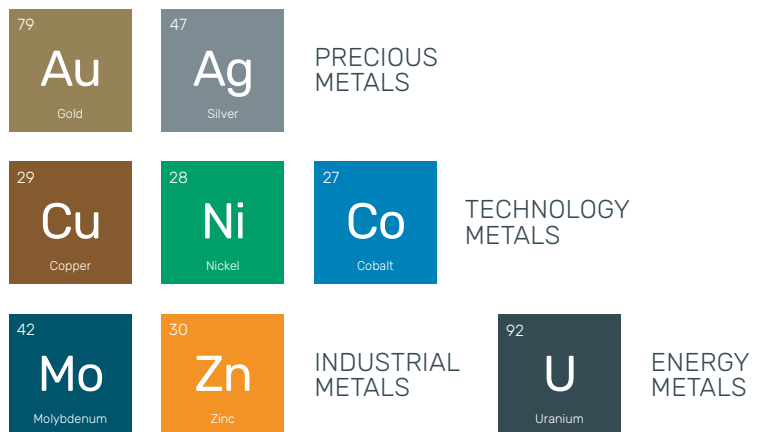


GLOBAL GDP



\*USA accounts for 20% of global GDP alone

COMMODITIES OF INTEREST



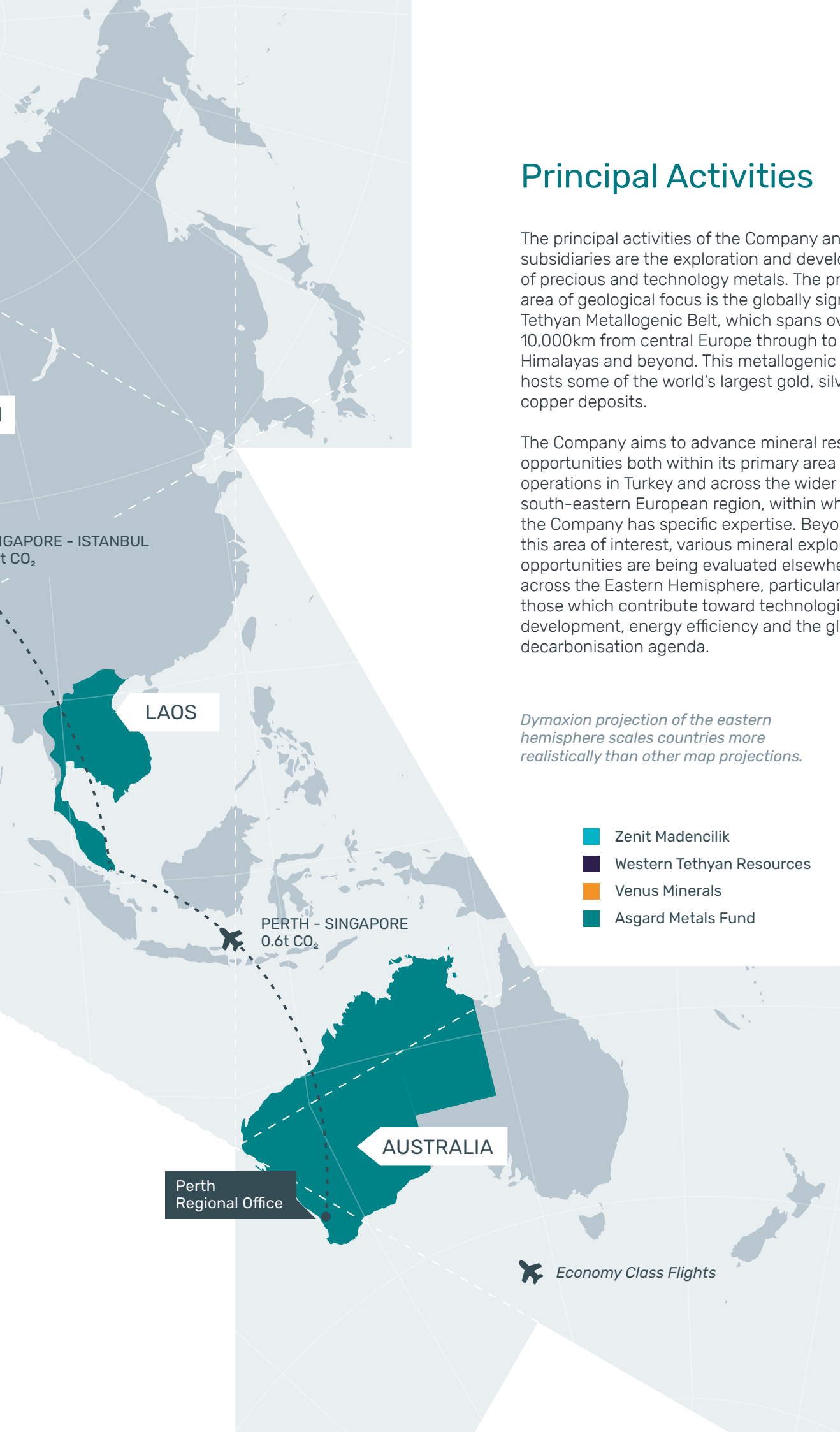
# Principal Activities

The principal activities of the Company and its subsidiaries are the exploration and development of precious and technology metals. The primary area of geological focus is the globally significant Tethyan Metallogenic Belt, which spans over 10,000km from central Europe through to the Himalayas and beyond. This metallogenic belt hosts some of the world's largest gold, silver and copper deposits.

The Company aims to advance mineral resource opportunities both within its primary area of operations in Turkey and across the wider south-eastern European region, within which the Company has specific expertise. Beyond this area of interest, various mineral exploration opportunities are being evaluated elsewhere across the Eastern Hemisphere, particularly those which contribute toward technological development, energy efficiency and the global decarbonisation agenda.

*Dymaxion projection of the eastern hemisphere scales countries more realistically than other map projections.*

- Zenit Madencilik
- Western Tethyan Resources
- Venus Minerals
- Asgard Metals Fund



# Strategy & Business Model

*The Company's primary strategy is to achieve sustainable long-term growth via robust and cost-efficient mineral exploration and development.*

This approach has led Ariana to identify, advance and develop projects rapidly, with a discovery cost per ounce of gold which is less than half that of its peers.

The Company plans to achieve its goals by:

- Focusing on the discovery of sizeable mineral systems
- Building positive long-term relationships with key stakeholders, including local communities and governments
- Maintaining a strong team with excellent technical, financial and commercial skills
- Forming robust business partnerships for the development of gold and other mineral projects
- Executing selective, high-impact exploration programmes and joint venture ('JV') opportunities
- Ensuring safe operating procedures and minimising environmental impact

## Project Investment Strategy





## Industry Leading Performance Metrics

*Ariana has strived to implement metrics to measure our achievements against our strategic goals.*

### CO<sub>2</sub> PER OUNCE LEVEL

Ariana Resources  
**0.32 CO<sub>2</sub> t/oz**

**VS**

International average  
**0.8 CO<sub>2</sub> t/oz**

### OPERATIONAL CASH COSTS

Ariana Resources  
**US\$650/oz**  
(typical rate)

**VS**

International average  
**US\$1,000/oz**

### GOLD DISCOVERY COST PER OZ

Ariana Resources  
**US\$11/oz Au**  
(or US\$6.5/oz Au eq)

**VS**

Industry average  
**US\$62/oz Au**

Through the use of innovative technologies and operating practices we have achieved the following industry leading metrics:

- Gold discovery cost
- Operational cash costs
- Carbon footprint

# Chairman's Statement

*Looking at our world in 2022 is a daunting prospect. Collectively we face a perfect storm: the aftermath of a pandemic, war in Ukraine, geostrategic realignment, inflation, the challenges of de-carbonisation and looming shortages of critical technology metals. However, this world of escalating risks is also one of burgeoning opportunities, particularly for explorers and miners of precious and technology metals.*

During 2020 and into 2021, instead of allowing ourselves to be consumed with pandemic related crisis management, we undertook a deep-rooted strategic review of our business. Our aim was to ensure we built the foundations of a sustainable business, fit to meet the challenges and grasp the opportunities of the future. We were also unanimous that Ariana must play its part in helping shape a world fit for future generations to inhabit.

The rapid acceleration of global risks since we first undertook our review has vindicated the vision of our approach. There are three core elements in reshaping Ariana's business: strategic reach through early-stage catalytic investments right through to mature development and production partnerships, geographical diversification across the

Eastern Hemisphere, and commodity diversification across both precious and technology metals. The extended reach and range have the benefit of mitigating risks and increasing opportunities.

Reinforcing our strategy is the backstop of a successful producing mine at Kiziltepe. This has provided US\$177 million of revenue to our investee company, Zenit Madencilik, to the end of 2021 and has exceeded production guidance for the fifth year running (since inception of operations in 2017). Profitable operations and strong cash flow capabilities are necessary in the long-term to sustain our business, and will enable us to grow and maintain an ongoing dividend stream.

Now that we have received a positive Environmental Impact Assessment for our gold project at Tavsan in western Turkey, we are progressing this project to develop our second gold mine, targeting a production rate of circa 30,000 ounces of gold per annum. At the Salinbaş project in eastern Turkey we have already established a resource of 1.5Moz gold. This has been the focus of an extensive drilling programme, which is still underway, to develop our understanding of this major resource within the multi-million ounce Artvin goldfield.



*Berkin Ugurlu, Group Exploration Manager, reviewing drill-core with the team at the Kiziltepe Mine, Turkey.*





*The Ariana team outside the new Ankara Head Office, Turkey.*

In line with our broader strategy, we have also successfully enhanced our asset base through our 50% earn in to Venus Minerals Ltd and the associated JV development of the fully permitted Apliki copper gold mine in Cyprus. In south-eastern Europe, we hold a 75% stake in Western Tethyan Resources Ltd, which is developing licences in Kosovo and using the newly acquired Newmont database to target significant opportunities in the wider region. In Australia, our Asgard Metals Fund has made investments in Australia-focused Panther Metals and Kazakhstan-focused Pallas Resources, in addition to Indochina-focused Annamite Resources post-period end. This strategy of leveraging our exploration knowledge and skills underpins our ability to differentiate solid opportunities from the myriad that we review. Our ability to generate a range of prospective targets across a wider geography also has the benefit of allowing us to have an ‘evergreen’ approach to exploration throughout the year.

We have also focused on ensuring Ariana’s core strengths remain the bedrock of our strategy. Developing a successful exploration and mining company over the past 20 years meant we had to learn to turn adversity into an advantage. This has made

Ariana a lean and agile company, well used to operating with tight financial constraints and low management overheads. A perfect illustration of the benefits of our lean approach is that Ariana has one of the lowest gold discovery costs in the business - a fifth of the industry average. We are confident that a strategy of broadening our opportunities, while mitigating our risks and leveraging our strengths will ensure we continue to build a resilient and agile company.

Whilst conducting our strategic review, we recognised that at the heart of Ariana’s ability to survive and thrive is the quality of our team. From Ariana’s inception, we understood the need to build and develop a diverse, distributed and multi-skilled team. We also recognised the need to work together cohesively, despite the challenges of field conditions and remote locations. As in many instances of Ariana’s history, hardships drove adaptation. Thus, long before the company had to face the challenges of the recent pandemic, we had harnessed technology to enable collaborative team working, even from the remotest locations. Indeed, the capabilities we built into the company enabled us to operate successfully without disruption throughout the past two years.



## Chairman's Statement *continued*



*Outcrops of highly silicified rocks within the pillow basalt units exposed at the Ayia Marina exploration target, Cyprus.*

Furthermore, the Ariana team has grown significantly over the last year and I would like to extend a warm welcome to all the new members and acknowledge how fortunate we are to have you on board. We are proud of our ability to attract and retain great people, as well as our ability to form alliances with academia and established mining experts across many countries. It is this diversity of skills, talents and experience which is constantly enriching Ariana's working environment. We also recognise the importance of giving our teams freedom to experiment without fear of failure. We depend on their innovations and their boldness. We find that younger team members often teach and reinvigorate older ones. In doing so they refresh the DNA of the organisation.

In the context of such skills sharing and collaboration, we are especially pleased to open our new Ankara head office as a regional hub for our geoscientific skills and analytical capabilities. We know that the active collaboration of great people can achieve extraordinary things. A textbook example of the power of collaborative teamwork was the famous 'Skunk Works', developed by Lockheed Martin under the brilliant and legendary leadership of Kelly Johnson. Using an agile approach to teamwork, where teams were given great autonomy, unhindered by bureaucracy, Lockheed achieved seemingly impossible timescales in the development of new aerospace technologies. There are consequently three cornerstones underpinning Ariana's strategy: targeting, technology and teamwork, and these drive everything that we do.

Our recent collaboration with Newmont (post-period end) brings into sharp focus our objective to hunt for world-class mineral deposits, as Newmont is itself specifically focused on Tier One Assets. Newmont has undertaken not only to collaborate with Ariana in exploration across south-eastern Europe but has also invested US\$2.5 million in Ariana. I would like to take this opportunity to thank Newmont for this statement of confidence and encouragement. Newmont's investment in Ariana also demonstrates their alignment with our view that it is within the under-explored Tethyan Metallogenic Belt that the next Tier One Assets will be discovered.

It is worth reflecting on Newmont's achievements over their 100 years' existence and where they came from. As a fledgling mining company, Newmont made its first major gold investment with a 25% founding stake in Anglo American Corporation in South Africa. This is a good example of how a part investment stake can lead to great things. Newmont has since gone on to become the largest gold producer in the world, as well as owning a host of other mineral producing mines globally. We have a long history of working with the Newmont team and have had access to their regional database in Turkey for some time. We view it as a powerful endorsement that they have chosen us to be their eyes and boots on the ground in south-eastern Europe. Their own stable of Tier One assets shows us what they will be looking for in this new theatre of operations and I have no doubt we will not disappoint them.

Having boots on the ground in prospective geological territory is all well and good but one must also be mindful of the broader picture. As the renowned geologist Terry Grammar was noted for saying, you have to look at all aspects of a project. This includes the business model, legal title, operating environment and financing. In summary, you must have sharp situational awareness. It is only then that you can achieve a successful mineral discovery. With this in mind, we have gone to great lengths to ensure we are well informed on all aspects of our prospective investments, not only for the projects we undertake directly but also for our target investment companies, where we maintain an ongoing dialog. This background work behind a sound business strategy is so often unseen and unsung and yet it is a vital cornerstone of success. Ariana would not have a successful operational gold mine today were it not for the patient hours and indeed years of quiet diplomacy with communities, business partners and government organisations.

A critical part of our approach relates to shared values, built both within and outside the company, linking our teams and our partners. There is a shared moral compass at the heart of this approach, with our emphasis on trying to take the responsible course of action, even if this is often not the easiest route. A diligent approach to environmental, social and governance responsibilities is as relevant to the external actions of a company as it is in the internal arrangements of a company.

As we continue to seek our core strategic metals – gold, silver and copper – we remain confident of their long-term value. We are also confident that their prices will continue to trend upwards, despite the odd dip following a recent rise in interest rates. In the context of geostrategic realignment, it is interesting to note that the Pentagon has recently asked Congress to extend funding to mineral projects in other jurisdictions, namely the UK and Australia. This demonstrates that our exploration strategy is well positioned and that there are great opportunities for agile explorers and developers like Ariana.

Despite an exceptionally challenging world environment, after our first 20 years we stride into Ariana's future confident we have reshaped our business to meet the challenges and grasp the opportunities of the future. Ariana has three inherent advantages that we will draw on to drive the next 20 years: our clear strategic direction, the intelligence and agility of our youthful team and the passion for exploration and mining that guides our endeavours. Ariana has also demonstrated it is adroit at forging strong relationships with able business partners to further our strategy. We now have a pipeline of projects

at varying stages of maturity to extend the reach and range of our business across new geographies and commodities. This new reach and range encompasses south-eastern Europe copper/gold, Cyprus copper, Central Asian copper/gold and Australian gold/nickel-cobalt. We are also poised to leap further into uncharted territory in the Tethyan Metallogenic Belt with our newly conceived Project Leopard in Eastern Turkey. The mighty Anatolian Leopard may be an elusive creature but we intend to unleash not only two decades of exploration expertise but also the youthful eyes and energy of our team on this vast under-explored territory. Empowered by the robust finances of our Kiziltepe mine, a clear strategy and a proven team, we look out from the crow's nest over the horizons of the next years with confidence.

As I look back at my nearly two decades of investment with Ariana there are many highlights that I can reflect on. I think the ones that stand out amongst the many include the AIM listing of a fledgling exploration company with a prospective gold asset, and seeing that asset being developed into a core profitable producing gold mine following its first gold pour. The latter, without doubt, takes the top slot of all my highlights, followed by the receipt of our first ever dividend cheque in the post, which itself is probably one of the most rewarding things any exploration investor can experience. As I look forward to the next decade, with such a wide distribution of capable team members, from Australia as far as Turkey and Zimbabwe, and having the tools and resources available, we are better placed than we have ever been to make a major gold discovery.

As a team, we look forward to welcoming our shareholders at our next Annual General Meeting where we will follow the formal business by updating you with a presentation on our current developments. The notice of AGM includes all the resolutions proposed including the proposed dividend payment. I would like to encourage shareholders to exercise your proxy votes in favour of these resolutions even if you are planning to attend the AGM. I would also like to round off by thanking our team and stakeholders and in particular those new partnership members who have demonstrated their confidence in the Ariana success story.

**Michael de Villiers**  
*Chairman*



## Operations Review

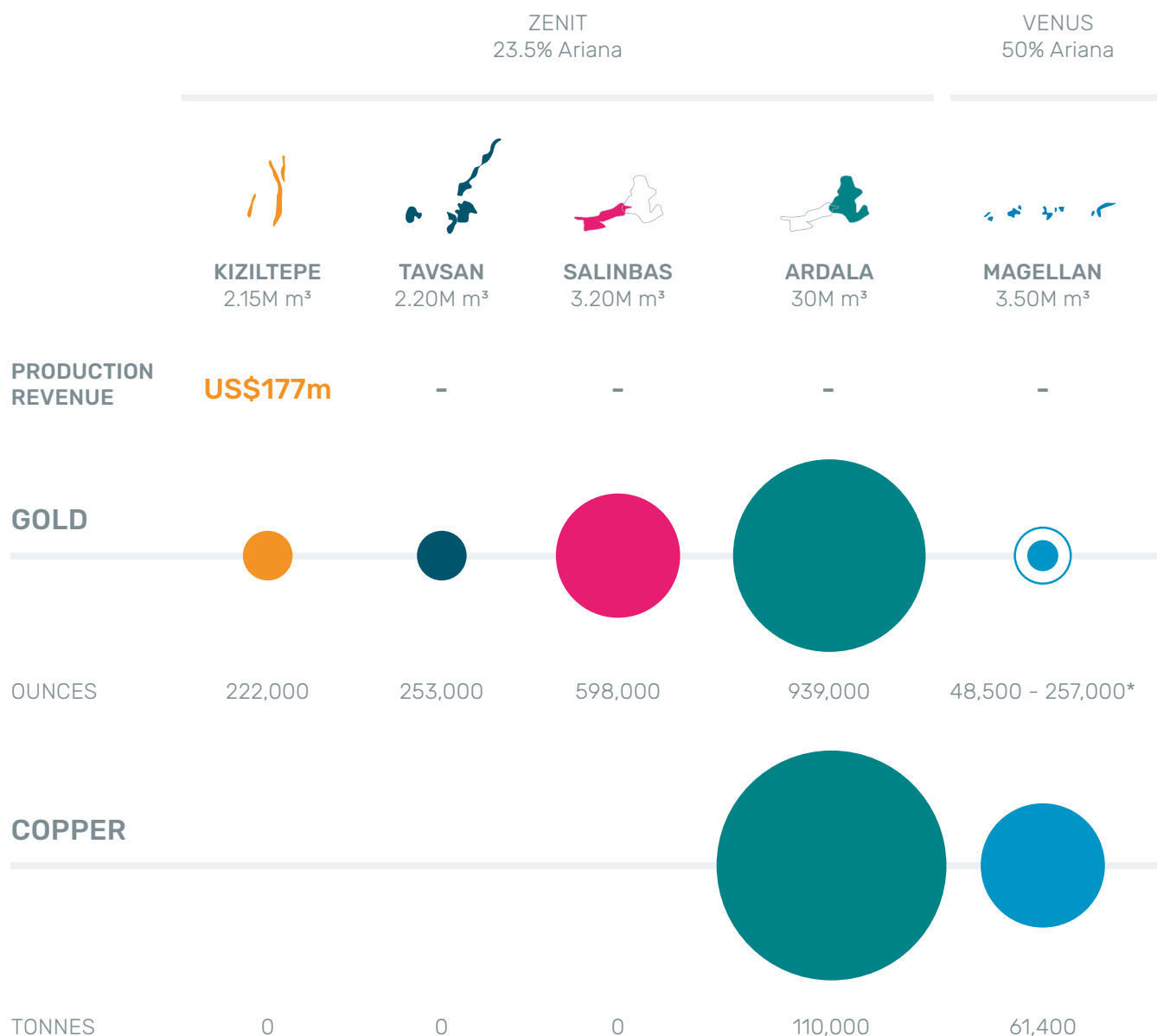
*2021 marked one of the most significant periods in the history of the Company. Corporate activity witnessed a major restructuring of our interests in Turkey and a significant broadening of our scope as an exploration and development enterprise across multiple jurisdictions in south-eastern Europe and via our investment in Venus Minerals Ltd ("Venus") in particular. Following the completion of our transaction with Ozaltin Holding A.S. and Proccea Construction Co., the interests of the Company in Turkey are held through a 23.5% shareholding in Zenit Madencilik San. ve Tic. A.S. ("Zenit"). Accordingly, by early 2021, the Company had achieved a significant liquidity milestone which enabled the Company to declare and pay the first installment of its Special Dividend, amounting to 0.7p per share in total. Meanwhile, the limitations on travel caused by the ongoing pandemic restrictions implemented worldwide were turned to the advantage of the Company, through the development of its revised strategy, particularly in the context of the Asgard Metals Fund.*

Now for the fifth year running, operations in western Turkey continue to exceed gold production guidance, primarily as a result of the successful and timely completion of a processing plant expansion at the Kiziltepe Mine during the year. The processing plant is currently performing in line with expectations at a nominal base-rate of 400,000 tonnes ore per annum. In addition, the Company further increased the resource base of Zenit and Venus to c.2.2Moz of gold (with additional copper, silver and zinc), following further updates to our JORC Resource Estimate and Exploration Targets.

The Company continued to advance its interests in a portfolio of Cypriot copper-gold projects via its 50% holding in Venus. During the year, the JORC Resource for its Magellan Project was significantly enhanced, following the completion of a resource and exploration drilling programme, which had commenced in March 2021. In addition, a joint venture agreement was agreed in principle (and formally completed post-period end) between Venus and the Iacovou Group concerning the development of the fully-permitted Apliki Mine, which contains a Mineral Resource of 11Mt @ 0.25-0.69% copper.



***the Company  
increased its global  
resource base  
substantially to c.  
2.2Moz of gold***



NOTE: Areal footprint of each deposit area shown in plan view and at the same scale. The volume in cubic metres of each deposit area is also provided. The contained gold in ounces and copper in tonnes (derived from JORC statements) is shown as circles with area proportionate to the metal content. The Magellan Project gold content is based on the JORC Exploration Target. Current as at end 2021.

Elsewhere, the Company initiated work on its interests in south-eastern Europe through its investee company, Western Tethyan Resources Limited (“WTR”) which is held 75% by Ariana. This south-eastern European focused company is managed by a high-profile board with extensive operational experience across this region. Licences located in eastern Kosovo form the basis of the company’s project interests at this time, though other projects are being evaluated across the region. WTR is also pursuing a target generation exercise utilising a range of geoscientific datasets including those derived from Newmont Corporation following their strategic investment in Ariana, post-period end.

The Company was also proud to launch a not-for-profit initiative, which aims to support education and sustainability projects benefitting the communities in which the Company operates. The Company and its partners in Turkey have a successful track-record of supporting local community and environmental causes and it intends to build upon these in the years ahead. Separately the Company is continuing to support a 20-year Masters degree scholarship in Mining Geology, the Richard Osman Scholarship Programme, at the Camborne School of Mines.



# Operations Review *continued*

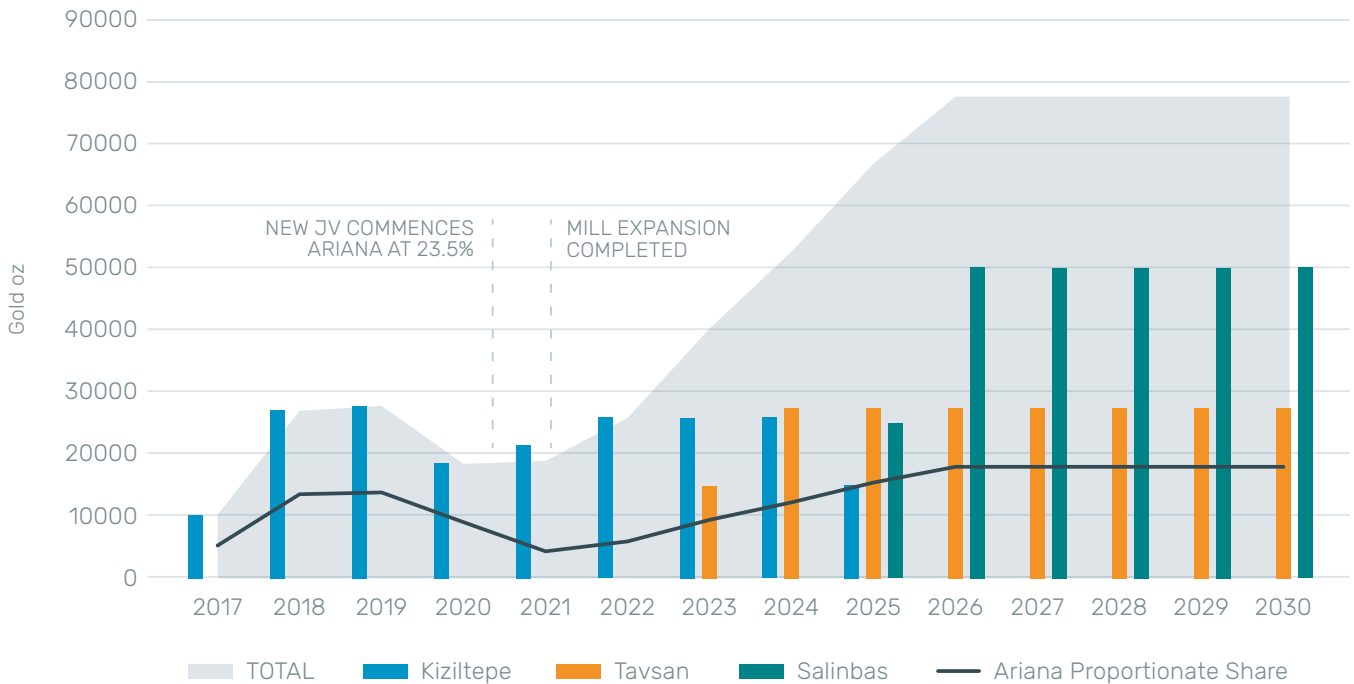
## Zenit Madencilik

Zenit Madencilik San. ve Tic. A.S. is a three-way partnership operating in Turkey, owned 23.5% by Ariana. Zenit is operated by Proccea Construction Co., which also owns 23.5%, with the remaining 53% owned by Ozaltin Holding A.S. Zenit owns 100% of the Kiziltepe gold-silver mine, and the Tavşan and Salinbaş development projects, in addition to a number of other gold projects in Turkey. Additional exploration and resource drilling undertaken during the year further enhanced the Resource and Reserve base of the Company. Zenit is focused on achieving production from multiple sites in the coming years, with the aim of increasing output to at least c. 50,000 ounces of gold per annum. Ariana typically receives dividend payments from Zenit on an annual basis, the amount received being dependent on annual operational requirements and expectations.



Kiziltepe Mine Processing Plant, following plant expansion in 2021.

## Zenit Production Profile



Historical and projected production from Zenit, showing the production from individual mines and their annual total until 2030. Subject to feasibility and environmental permitting, production from Tavşan is expected to conclude in 2030 while production from Salinbaş is expected to extend beyond 2030.

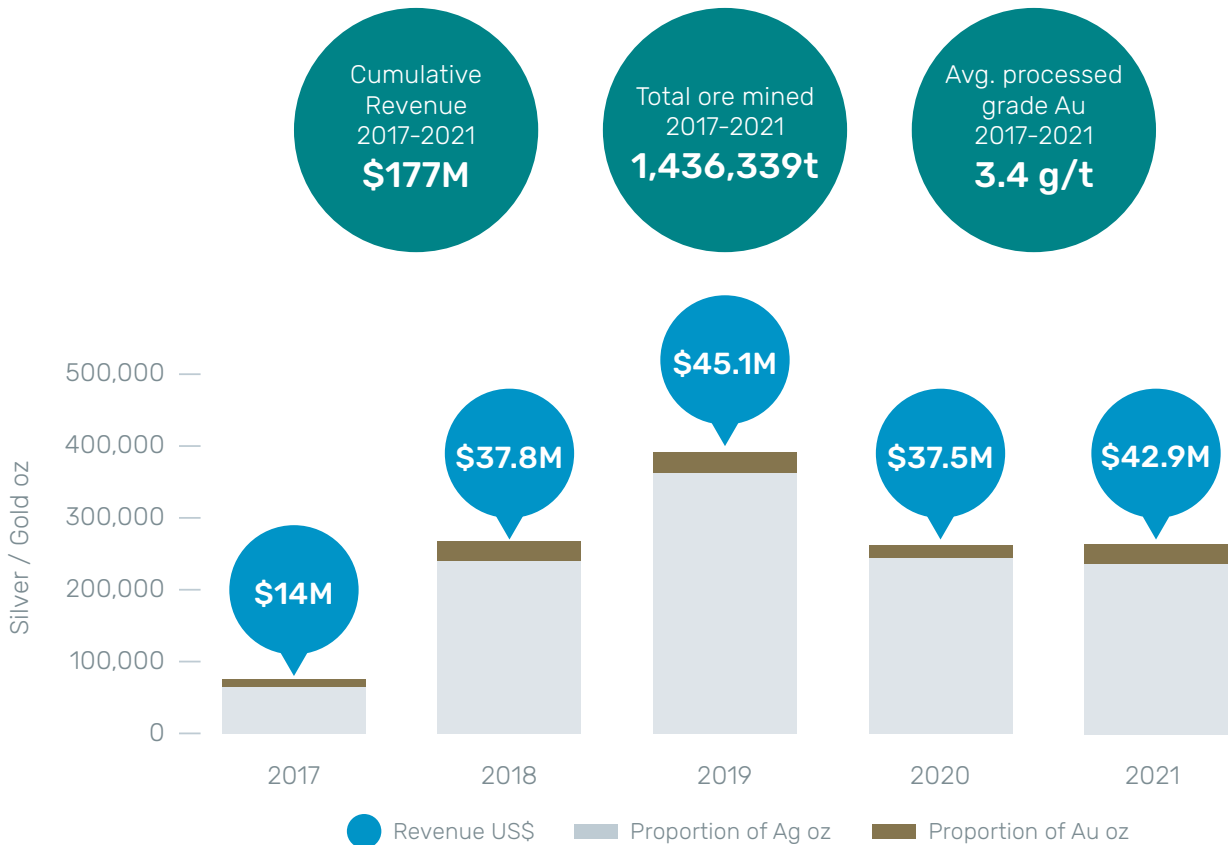
## Kiziltepe

The Kiziltepe Gold-Silver Mine is located in western Turkey and contains a JORC (2012) Measured, Indicated and Inferred Resource of 222,000 ounces gold and 3.8 million ounces silver (as at February 2021, depleted). The mine has been in profitable production since early 2017 and is expected to produce at a rate of c.20,000 ounces of gold per annum to at least the mid-2020s. Since start-up, the mine has recorded five years of successful operations and has provided US\$177 million in revenue as at the end of 2021. Processing at Kiziltepe is via the carbon-in-leach method and a processing plant expansion completed in 2021 has allowed for higher mill throughput to a nominal steady-state rate of 400,000 tonnes of ore per annum. A major drilling programme of over 15,000m was completed from H2 2021 which targeted various resource extensions across the property, following which a revised Mineral Resource and Reserve Estimate was established. A Net Smelter Return (“NSR”) royalty of 2.5% on production is being paid to Franco-Nevada Corporation.



Structural training within the Arzu South open pit, Kiziltepe Mine, Turkey.

## Zenit Revenue 2017-2021



NOTE: Total ore mined includes materials stockpiled and not yet processed as at end 2021.



# Operations Review *continued*

## Tavşan

The Tavşan Gold Project is located in western Turkey and contains a JORC (2012) Measured, Indicated and Inferred Resource of 253,000 ounces gold and 0.7 million ounces silver (as at June 2020). The project received a positive Environmental Impact Assessment during 2021 and is currently completing permitting with the intention of developing the site to become the second gold mining operation of Zenit. Processing at Tavşan will be via the heap-leach method to accommodate a production rate of c. 30,000 ounces of gold per annum. It is expected that the mine life will exceed six years and a recent 3,900m resource drilling programme was completed post-period end, which will lead to a revised Mineral Resource Estimate. A NSR royalty of up to 2% on future production is payable to Sandstorm Gold.



*Exploration team reviewing drill pads at the Tavşan Project, Turkey.*



*Part of a 9m intercept of 1.75g/t Au in recent drilling at Tavşan. Peak grade 2.43g/t Au at 50-51m. Photo shows a highly brecciated and mineralised jasperoid at a major thrust faulted contact between Jurassic micritic limestones and Late Cretaceous ophiolitic rocks.*





*Drone survey at the Salinbaş Project, using a DJI Phantom 3 Advanced.*

## Salinbaş

The Salinbaş Gold Project is located in north-eastern Turkey and contains a JORC (2012) Measured, Indicated and Inferred Resource of 1.5 million ounces of gold (as at July 2020). It is located within the multi-million ounce Artvin Goldfield, which contains the "Hot Gold Corridor" comprising several significant gold-copper projects, including the 4 million ounce Hot Maden project, which lies 16km to the south of Salinbaş. An Exploration Target of up to 2.7Moz gold and 16.1Moz silver was established for the project in 2018. There is potential for further resource extensions to be delineated within high-grade and steeply dipping breccia pipes (akin to the Hot Maden deposit), which likely merge with the Salinbaş gold-silver zone. Furthermore, recent work has confirmed that the Ardala Zone is dominated by a significantly gold-enriched copper-molybdenum porphyry system. A drilling programme commenced in this area during late 2021, which is ongoing. A NSR royalty of up to 2% on future production is payable to Eldorado Gold Corporation.



*Salinbaş discovery outcrop. Boulder of outcropping ore carrying a grade of 5.35g/t Au + 102g/t Ag.*



## Operations Review *continued*



### VENUS MINERALS

Venus Minerals Ltd (“Venus”) is a UK registered, Cyprus-domiciled company holding a significant exploration and development portfolio in Cyprus. Ariana completed its earn-in to 50% of Venus during 2021, following expenditure of €3 million. An advanced copper-gold-zinc project, Magellan, contains an Indicated and Inferred JORC Resource of c. 17Mt @ 0.48% copper and 0.21 g/t gold (excluding additional silver and zinc), providing the company with an exceptional foundation on which to build its resource base. Scoping and pit-optimisation studies for the projects have been completed and are under review towards the preparation of a combined Preliminary Economic Assessment. Venus also holds a substantial exploration portfolio outside of the main project areas. This contains several immediate drill targets, which have been established following a rigorous data review and new surface exploration. Following the completion, post-period end, of the 50:50 Apliki Joint Venture with the Iacovou Group, Venus intends to list on AIM and to develop a significant new mining operation in Cyprus. The Apliki mine development project is fully-permitted and comprises an Indicated and Inferred JORC Resource of 11Mt @ 0.25-0.69% copper and a recently decommissioned solvent extraction electrowinning plant ready for installation at the Apliki site.

[www.venusminerals.co](http://www.venusminerals.co)



### Western Tethyan Resources

Western Tethyan Resources Ltd is a UK registered company holding several exploration licences and applications in Kosovo through its wholly-owned subsidiary Kosovo Mineral Resources LLC. The company is currently 75% owned by Ariana with the remaining 25% owned by a highly qualified board. The company is currently focused on exploration for major copper-gold deposits in the Lecce Magmatic Complex and Vardar Belt. The company is assessing several other exploration project opportunities across south-eastern Europe, targeting major copper-gold deposits across the porphyry-epithermal transition. Funding for these efforts is being provided via a US\$2.5 million Strategic Investment Agreement by Newmont Corporation, which became a significant shareholder of Ariana in the process. Countries in which project opportunities are being assessed include Bosnia and Herzegovina, Bulgaria, Greece, Kosovo, North Macedonia and Serbia. It is the intention of the company to progress to drill testing its projects within the shortest possible timeframe.

[www.westerntethyanresources.com](http://www.westerntethyanresources.com)

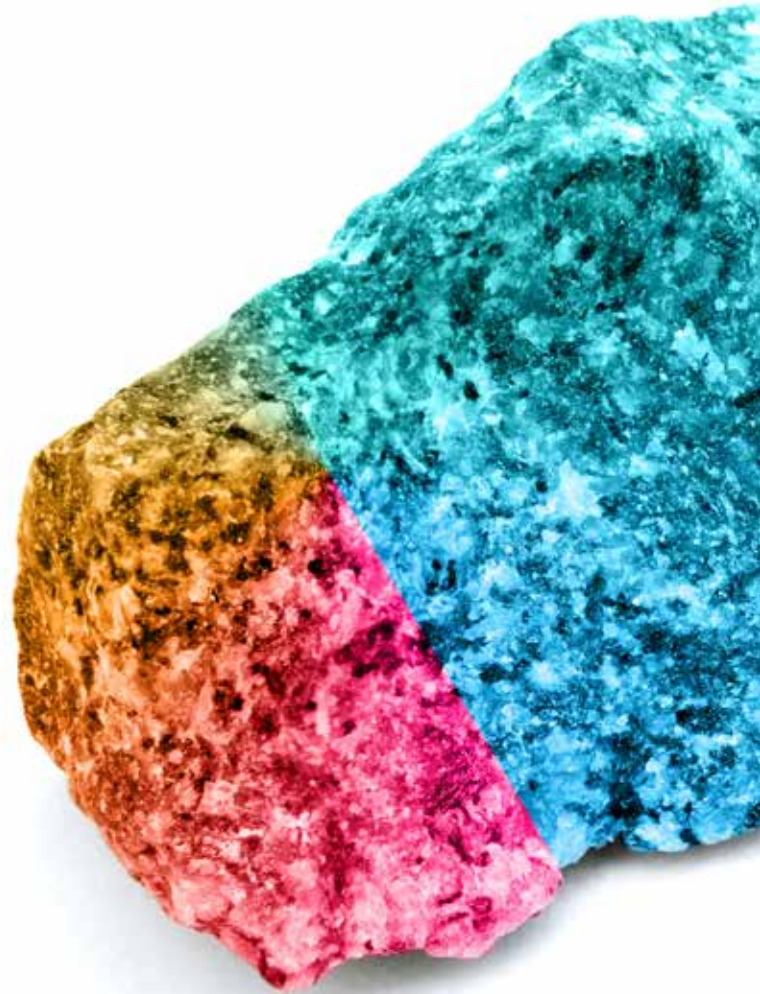


*Channel sampling on the periphery of the Kokkinoyia deposit. Testing for gold potential at surface in areas previously unsampled, Cyprus.*



## ASGARD METALS FUND

Asgard Metals Pty. Ltd. is a wholly-owned Australian subsidiary of Ariana, now operating as the Asgard Metals Fund (“Asgard”). The company was established initially to focus on technology-commodity opportunities globally, and was successful in identifying several early-stage lithium exploration projects in Western Australia and the Northern Territory. These projects were vended to two ASX-listed companies in 2015 and 2016 for a combination of cash and shares, which established the financial basis of its future business. The remit of Asgard has been broadened to encompass “Project Catalytic” investments in selected companies with interests in high-quality early-stage exploration project opportunities. Such investments are being made within listed companies and in private companies which are demonstrating the capacity and desire to list on the ASX or LSE stock exchanges in particular. Asgard is specifically focused on the discovery stage of mineral exploration projects, where the full capabilities of the Ariana in-house exploration team can be applied. Investments by Asgard during the year included those into Panther Metals Ltd (ASX: PNT) and Pallas Resources Ltd.



*Mentor Demi, Managing Director of Western Tethyan Resources inspecting mineralised outcrops in Kosovo.*



## Operations Review *continued*

### Outlook

As predicted in our outlook of last year, 2021 marked the dawn of a new age for Ariana Resources. During 2020, we set up the Company in a strategically powerful position and then acted systematically in line with this strategy throughout the past year. This is exemplified by the culmination, post-period end, of a strategic investment by Newmont Corporation into our business, with the intention of developing the exploration opportunities we had created through the establishment of Western Tethyan Resources last year.

In addition to advancing our long-term interests in south-eastern Europe, the Company also commenced investing in high-impact early-stage exploration opportunities via the Asgard Metals Fund. By year end, the Company was invested in gold and nickel-cobalt exploration in Western Australia and the Northern Territory, and in gold-copper exploration in Kazakhstan. Post-period end, these were joined by an investment in gold-copper exploration in Laos. As part of this investment strategy, we are actively engaged with our investee companies and provide regular input into their exploration programmes, while their teams in turn provide in-country experience and leverage.

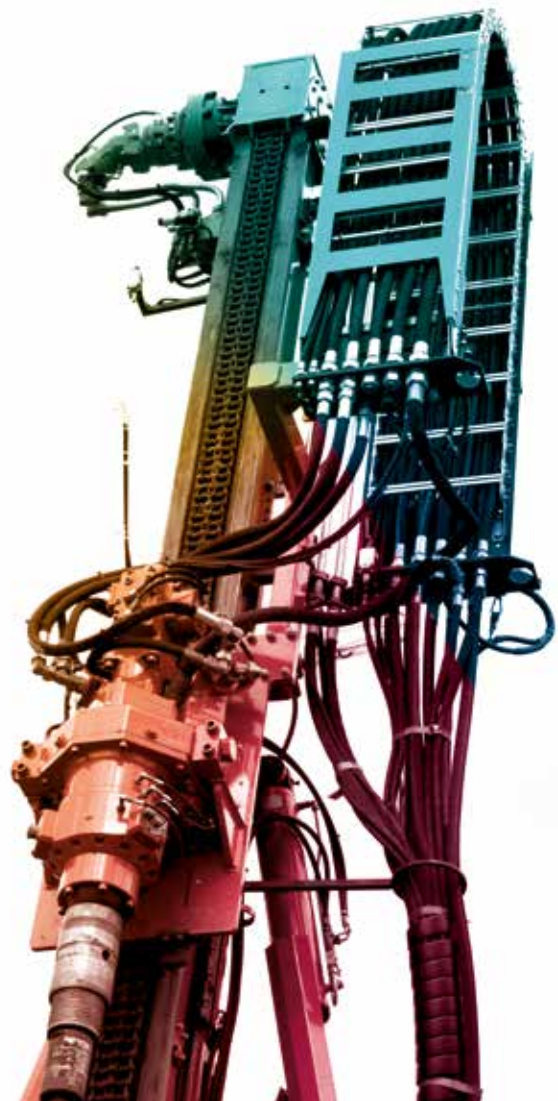
Such activities corresponded with a significant increase in news-flow, which will be sustained in the years ahead given the wider geographic spread of projects in which we are now invested. These projects are in part selected across various climatic zones to maximise the potential for seasonal exploration activity, resulting in a more even spread of work throughout the year for our project evaluation team and enabling steady emphasis to be sustained year-round across our investee projects. This further builds on our already notable operational efficiencies as a business, particularly in this new world of reduced travel and remote-working; further advantages of this approach are the marked benefits to our corporate ESG commitments.

The Company presently has the capability and financial resources to hold a structurally more diverse portfolio of mineral exploration, development and mining project investments across a broader geography. With the significantly increased demand in commodities, particularly those which contribute to technological development, we find ourselves on the brink of profound changes in perception and awareness of the industry and a consequent marked realignment of investment portfolios globally. Not only will the mining sector need to find and mine more at an accelerating rate but it will also need to do this

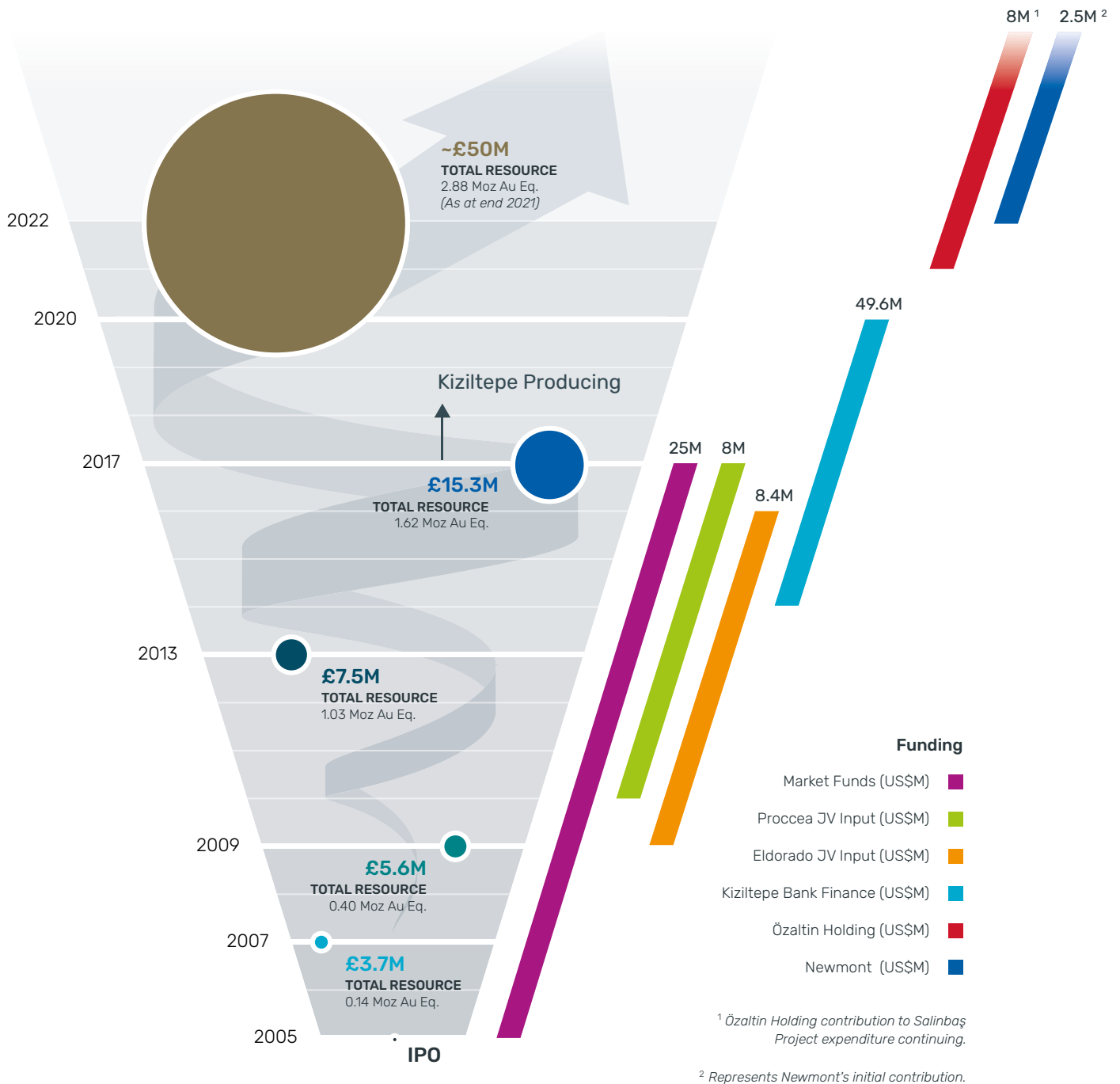
without the environmental and social impacts of the past. This presents several fundamental challenges and an opportunity for agile companies capable of advancing their exploration strategies in new search spaces. We have spent the past year positioning the Company accordingly.

This year also represents 20 years since the foundation of the original Ariana Resources in Australia and we are consequently very proud of what has been achieved by our team during the past decades. There is a strong sense among us of the Company now having come full-circle, particularly given my own relocation to Perth during 2020. This is especially relevant given the significance of Perth to the global mining and exploration industry in terms of the development of world-leading exploration models, techniques and operational practices, in addition to its particularly dynamic and vibrant deal-making scene. Accordingly, the Company is very well positioned for the future and we look forward to continuing to action our unique strategy.

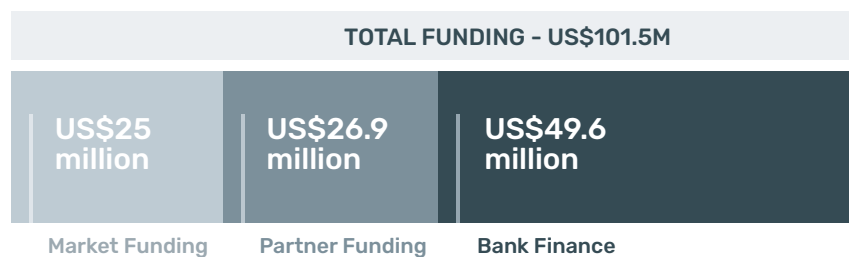
**Dr Kerim Sener**  
*Managing Director*



Growth in Market Capitalisation and Resource Base



Ariana has minimised shareholder risk by seeking the majority of its funding requirements through partners and bank finance





## Resource Tables

### Resource Estimate for Kiziltepe Sector:

Kiziltepe, Kepez, Kizilcukur, Ivrindi	Tonnes (t)	Grade Au (g/t)	Grade Ag (g/t)	Gold (oz)	Silver (oz)
Measured	730,600	2.97	51.09	69,830	1,200,050
Indicated	786,070	2.36	48.65	59,650	1,229,620
<b>Measured &amp; Indicated</b>	<b>1,516,670</b>	<b>2.66</b>	<b>49.83</b>	<b>129,480</b>	<b>2,429,670</b>
Inferred	1,424,550	2.02	30.67	92,340	1,404,710
<b>Global Total</b>	<b>2,941,220</b>	<b>2.35</b>	<b>40.55</b>	<b>221,820</b>	<b>3,834,380</b>

Summary Kiziltepe (2022), Kepez (2021), Kizilcukur (2020) and Ivrindi (2013) JORC 2012 compliant Mineral Resource Estimates (depleted for mining to November 2021). Reporting is based on a 0.75, 1.0 and 1.25 g/t Au cut-off grade across the different domains. Figures in the table may not sum precisely due to rounding. Ariana's share of resources is 23.5% through its holding in Zenit Madencilik.

### Resource Estimate for Tavşan:

Tavşan	Tonnes (t)	Grade Au (g/t)	Grade Ag (g/t)	Gold (oz)	Silver (oz)
Measured	611,000	2.77	4.84	54,000	95,000
Indicated	2,556,000	1.70	5.19	140,000	427,000
<b>Measured &amp; Indicated</b>	<b>3,167,000</b>	<b>1.91</b>	<b>5.12</b>	<b>194,000</b>	<b>522,000</b>
Inferred	1,322,000	1.39	4.72	59,000	201,000
<b>Global Total</b>	<b>4,489,000</b>	<b>1.75</b>	<b>5.01</b>	<b>253,000</b>	<b>723,000</b>

Summary Tavşan Project JORC 2012 compliant Mineral Resource Estimate. Reporting is based on a 0.7 g/t Au cut-off grade. Resource estimate dated June 2020. Figures in the table may not sum precisely due to rounding. Ariana's share of resources is 23.5% through its holding in Zenit Madencilik.

## Resource Estimate for Salinbaş / Ardala:

Salinbaş	Tonnes (t)	Grade Au (g/t)	Grade Ag (g/t)	Gold (oz)	Silver (oz)
Measured	868,000	2.32	15.30	65,000	428,000
Indicated	2,421,000	1.83	19.00	142,000	1,478,000
Measured & Indicated	3,289,000	1.96	18.02	207,000	1,906,000
Inferred	5,114,000	2.38	16.10	391,000	2,649,000
<b>Global Total</b>	<b>8,403,000</b>	<b>2.21</b>	<b>16.90</b>	<b>598,000</b>	<b>4,555,000</b>

Ardala	Tonnes (t)	Grade Au (g/t)	Grade Ag (g/t)	Grade Cu (ppm)	Grade Mo (ppm)	Gold (oz)	Silver (oz)	Copper (t)	Molybdenum (t)
Inferred	66,423,000	0.44	1.57	1,656	65	939,000	3,359,000	110,000	4,300

Summary Salinbaş Project JORC 2012 compliant Mineral Resource Estimate dated 29 July 2020. Reporting is based on a 0.5 g/t Au cut-off grade for the Salinbaş mineralisation and 0.25 g/t Au for the Ardala mineralisation. Figures in the table may not sum precisely due to rounding. Separate resource domains have been established for the Au, Cu and Mo components of the Ardala porphyry. It is considered reasonable to estimate these domains in this manner because the resource is classified as Inferred in this location and mining parameters have not yet been established. There is a 95% coincidence of the Au and Cu domains, and a 40-50% coincidence of the Au and Mo domains. Ariana's share of resources is 23.5% through its holding in Zenit Madencilik.

## Resource Estimate for Magellan:

Classification	Tonnes (t)	Grade Cu (%)	Grade Au (g/t)	Grade Zn (%)	Grade Cu eq (%)	Copper (t)	Gold (oz)	Zinc (t)	Copper eq (t)
Measured	-	-	-	-	-	-	-	-	-
Indicated	4,140,900	0.39	0.27	0.00	0.59	16,300	35,900	0	24,400
Measured & Indicated	4,140,900	0.39	0.27	0.00	0.59	16,300	35,900	0	24,400
Inferred	12,501,100	0.51	0.19	0.21	0.72	64,300	76,800	26,800	90,000
<b>Global Total</b>	<b>16,642,000</b>	<b>0.48</b>	<b>0.21</b>	<b>0.16</b>	<b>0.69</b>	<b>80,600</b>	<b>112,700</b>	<b>26,800</b>	<b>114,400</b>

Summary 2020-21 Magellan Project (Kokkinoyia, Klirou and New Sha) JORC 2012 compliant Mineral Resource Estimate. Reporting is based on a 0.2-1% Cu and 0.2g/t Au cut-off grade across all the projects. Figures in the table may not sum precisely due to rounding. Ariana's share of resources is 50% through its holding in Venus Minerals.

## Financial Review

Profits before tax increased to £7.7m up from £5.1m in the previous year. The principal driver of this was the partial disposal of our interests in Turkey in February 2021 as we reduced our 50% interest in the Kiziltepe mine and 100% interest in the Salinbaş project to a collective 23.5% interest in both, for net proceeds of £27m giving rise to profit of £6.4m, as set out in note 5 to the accounts. Administrative costs increased by £1.5m due in part to increased staff costs of £0.4m on account of less being capitalised within intangible exploration assets this year, and in part due to increased costs associated with management of our interests in Zenit by Proccea of £1.1m following our reduced involvement in the mine itself. These latter costs are expected to run until Q1 2023.

Otherwise our profits are primarily determined by the performance of our interests in our investments in our associated undertakings, being our 23.5% ownership in our aforementioned Turkish interests, and our interest in our Cypriot copper gold projects though our 50% interest in Venus, showing an aggregated net share of profit this year of £4m.

Other points of note are the increased tax charge arising in part due to the tax arising on the partial disposal of our interests and also withholding tax on dividends subsequently returned to the UK. The Turkish Lira declined significantly against Sterling towards the end of the year which has given rise to a translation loss on the revaluation of our foreign entity opening balances of £2.9m, recorded through other comprehensive income as usual.

As far as the Group Statement of Financial Position is concerned, our interest in Zenit is now treated as an associate rather than joint venture investment, albeit the equity method of accounting for it remains the same, but now our interests in Salinbaş via Pontid and Cyprus via Venus are also accounted for as associates using the equity method of accounting too, reporting a combined value at the year end of £11.4m.

Another significant change this year arose from our capital reduction in July 2021 when we applied via the Courts to cancel our historical deferred ordinary shares and share premium and set them against retained losses to create a distributable capital reduction reserve of £7.2m, thereby facilitating the payment of the first tranche of our Special Dividend of £3.8m from the proceeds of our reduction of our Turkish interests. Since the year end another tranche of £1.8m has been paid, with another such dividend planned for October 2022.

At the year end the Directors were pleased to report a healthy cash balance of £16.4m, and we will continue to strive to deliver value from this position, with a view to further dividends in future.



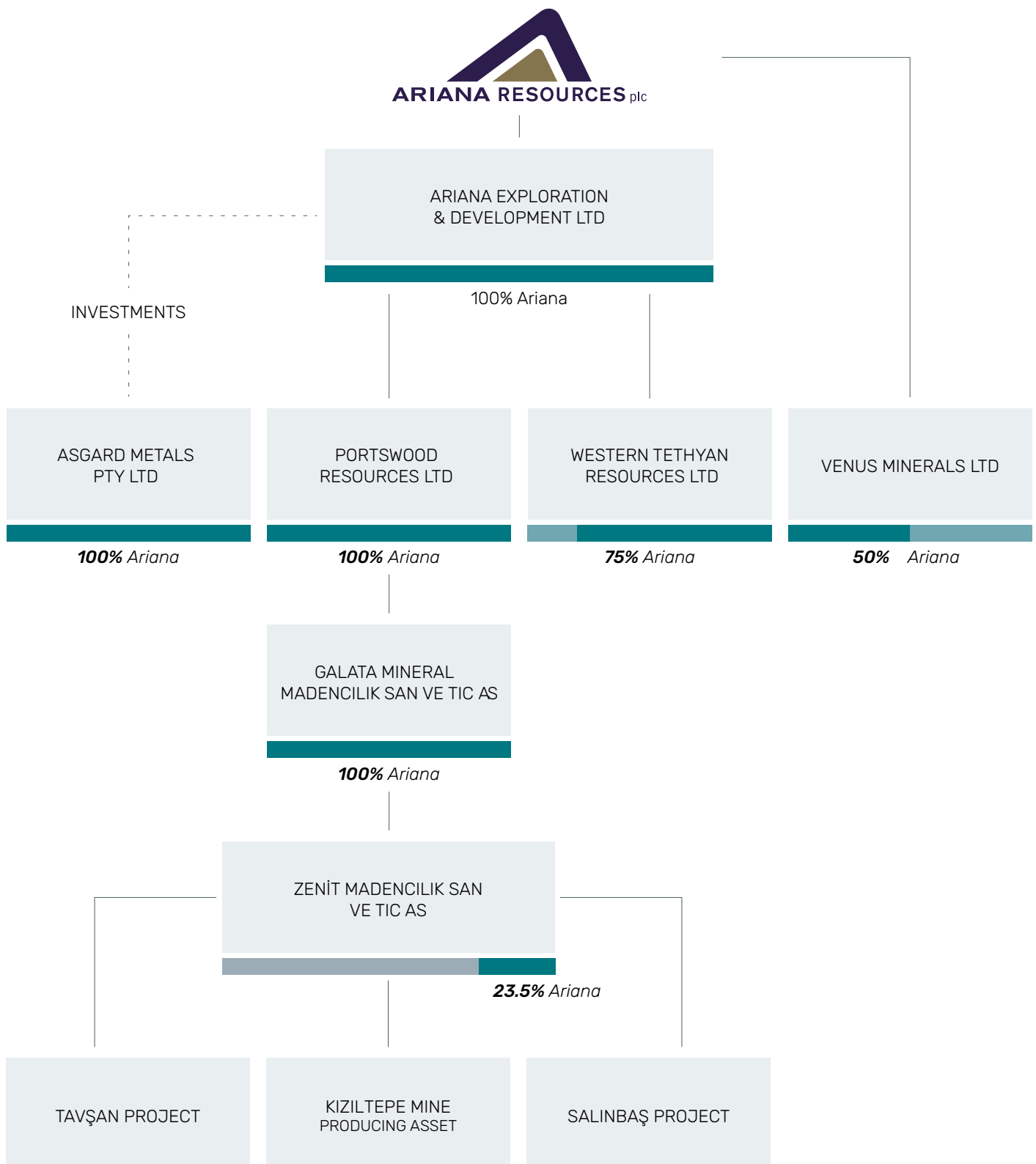
**Dr Kerim Sener**  
Managing Director



*Alteration zone at Hizarliyayla prospect, Salinbaş Project, Turkey.*

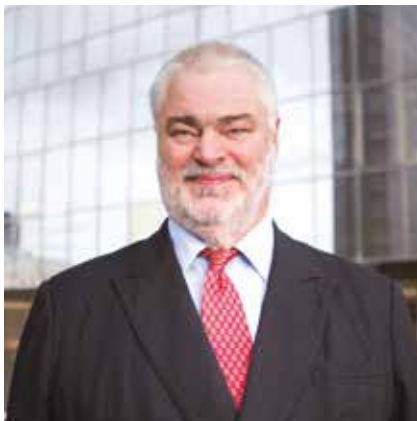


# Organisation Review



*Simplified organisational structure which excludes Greater Pontides Exploration BV (100%) and Pontid Madencilik San. ve Tic. A.S. (23.5%).*

## Directors



**Michael de Villiers** *B. Comm. Professional Accountant (SA) MIOD*  
**Chairman and Company Secretary**

Michael qualified as a Professional Accountant with Ernst & Young in Cape Town. He gained his experience as Financial Manager at mining and chemicals operations in Botswana, Bulgaria, FSU, Ghana, Namibia and the United Kingdom. He was previously CFO of Eurasia Mining plc, Finance Director of Mercator Gold (now ECR Minerals plc), Oxus Gold plc and Navan Mining plc. He has over 30 years' experience in the mining industry.

**Michael is Chairman of the Audit Committee and serves on the Sustainability Committee.**



**Kerim Sener** *BSc (Hons) MSc DIC PhD*  
**Managing Director**

Kerim graduated from the University of Southampton with a first-class BSc (Hons) degree in Geology in 1997 and from the Royal School of Mines, Imperial College, with an MSc in Mineral Exploration in 1998. After working in gold exploration and mining in Zimbabwe, he completed a PhD at the University of Western Australia in 2004, during which time he also founded Ariana Resources. Since then he has been responsible for the discovery of over 4.3Moz of gold in eastern Europe, primarily for Ariana. Kerim is also Non-Executive Chairman of ASX-listed Panther Metals Limited and an Adjunct Research Associate at the Centre for Exploration Targeting, University of Western Australia.

**Kerim is a Fellow of The Geological Society of London, Member of The Institute of Materials, Minerals and Mining, Member of the Chamber of Geological Engineers in Turkey and a member of the Society of Economic Geologists.**





**William Payne** *BA (Hons) ACA*

**Non-Executive Director and Chief Financial Officer**

William studied Accountancy at Exeter University before training and qualifying as a Chartered Accountant with KPMG in London. In 2003, he became a partner in top 20 accountancy practice Wilkins Kennedy LLP at their London office, which is now part of Azets where he is currently Regional CEO.

**William is Chairman of the Remuneration Committee and serves on the Audit Committee.**



**Chris Sangster** *BSc (Hons), ARSM, GDE, FIMMM*

**Non-Executive Director**

Chris is a mining engineer with over 40 years' experience in the mining industry. He has a BSc Hons in Mining Engineering from the Royal School of Mines, Imperial College in London and a GDE in Mineral Economics from the University of Witwatersrand and is a Fellow of the Institute of Materials Minerals and Mining. Chris has extensive experience in gold, diamond and base metal production environments. He held positions of Vice President Mining Services at KCM Plc and Principal Mining Engineer for Australian Mining Consultants. He co-founded ASX / AIM listed Scotgold Resources and was its Managing Director following which he became a Non-Executive Director and Technical Consultant from late 2014 until recently.

**Chris is Chairman of the Sustainability Committee and serves on the Remuneration Committee.**



*Aerial view of the Kiziltepe Mine Site.*



## Operational Team

### Fatma Yildiz *BSc (Hons)* General Manager

Fatma is a Turkish national and has over 10 years of experience in the mining sector in Turkey. She graduated from Çukurova University in 2007 with a BSc degree in Mining Engineering. In addition to being our General Manager, she is also responsible for managing the administrative and legal requirements of our exploration/operational licenses, applications and formal reporting for licenses.

**Fatma is a member of the Chamber of Mining Engineers of Turkey, holder of a technical inspector certificate and an occupational health and safety certificate.**

### Berkin Uğurlu *BSc (Hons)* Exploration Manager

Berkin graduated from the Middle East Technical University with a BSc degree in Geology in 2004. He worked with Teck in Turkey for four years before spending a further four years as a Senior Consultant. Following this he was appointed as Country Manager for Tigris-Eurasia Madencilik, originally a subsidiary of Royal Road Minerals, where he worked for four years. He has experience managing all aspects of mineral exploration programmes from project generation through to resource and reserve drilling and technical reporting including to 43-101 and JORC standards.

**He is a member of the Society of Economic Geologists, a board member of the Mining Geologists Association and a member of the Chamber of Geological Engineers in Turkey. He holds a IHAO drone pilot qualification in Turkey.**

### Zack van Coller *BSc (Hons)* Special Projects Geologist

Zack graduated from Cardiff University with a BSc (Hons) degree in Exploration and Resource Geology in 2010. As leader of our Special Projects Team, he is responsible for advancing our project pipeline, in addition to being involved in various exploration programmes across Turkey. He was involved in the development of the highly successful lithium strategy pursued by Asgard Metals Pty. Ltd. on behalf of Ariana. He has also been involved in advanced project development of a high-sulphidation Cu-Au deposit in the Republic of North Macedonia. Zack is bilingual in English and Afrikaans.

**Zack is a member of the Geological Society of London and he operates primarily between the UK and Turkey.**

### Mathew Cooper *BSc (Hons)* Senior Geophysics Advisor

Mathew has over 20 years' experience working as a geophysicist for airborne and ground acquisition contractors and mining and exploration companies, including Normandy Exploration, with the last 13 years as a consultant, manager and director largely with Core Geophysics. He has been involved in a number of exploration successes whilst working on a range of projects, both within Australia and internationally. He has worked on a large variety of commodities including gold, iron ore, base metals, diamonds, uranium and oil and gas plays. Mathew is based in Perth, Western Australia.

**Mathew is a member of the Australian Society of Exploration Geophysicists, Society of Geophysicists, and the Australian Institute of Geoscientists.**

### Ruth Bektaş *BSc (Hons)* Project Analyst

Ruth graduated from the University of Leicester with a BSc (Hons) degree in Applied and Environmental Geology in 2013. As Project Analyst, through geological, resource and financial modelling she is responsible for identifying new projects to add to our portfolio. Ruth worked with Ariana and Zenit from 2013 to 2018 and was involved in bringing the Kiziltepe Project from exploration to production stage. She has also been with Tetra Tech as a Resource Geologist, working on a range of projects around the world, reporting in line with NI 43-101 and JORC standards. Ruth is bilingual in English and Turkish.

**Ruth is a Chartered Geologist of the Geological Society of London (CGeol) and the European Federation of Geologists (EurGeol). She is also a member of the Society of Economic Geologists and YERMAM.**

### Selim Senoz *BSc (Hons)* Geological Database Manager

Selim graduated in 2001 with a BSc in Geological Engineering from Dokuz Eylül University in Izmir. He is responsible for updating our information systems databases, managing our geographic information systems and drilling data. He is the Company's designated QA/QC officer and has worked with the company since 2006.

**He is a member of the Chamber of Geological Engineers of Turkey.**

**Elif Ünal** *BSc (Hons) MSc*  
**Remote-sensing Specialist**

Elif has over 10 years of experience in the mining sector in Turkey, having graduated from Hacettepe University in 2003 with a BSc (Hons) in Geological Engineering and from Anadolu University in 2007 with MSc in Remote Sensing & Geographical Information Systems (GIS).

She initially worked with INTA Space Turk Company in 2007 on satellite image processing before joining Galata Madencilik in 2008. From the end of 2008 to 2019 she worked as a data manager and deputy general manager of Pontid Madencilik before transferring back to Galata as Project Manager responsible for the administrative and data management requirements of our Salinbaş Project prior to it becoming part of the Zenit JV. She also provides specialist skills in remote-sensing to the Company.

**She is a member of the Chamber of Geological Engineers of Turkey and has a safe driving certificate. She holds a IHAO drone pilot qualification in Turkey.**

**Muammer Çelik** *BSc (Hons) MSc*  
**Geophysicist**

Muammer graduated from Cumhuriyet University with a BSc degree in Geophysical Engineering in 2015 and from Kocaeli University with a MSc Degree in Geophysical Engineering in 2018 and also Dumlupınar University with a MSc in Occupational Health & Safety in 2020. Previously he worked as a Geophysical Engineer at Fimar Mermer, ore deposits exploration with Geophysical Magnetic Prospection Data Observation, Collecting, Processing and Structural Imaging. Other qualifications include certificates in Geosoft Oasis Montaj, Sch.-WinGLink Shell and MapInfo Professional. He is a member of the Society of Exploration Geophysicists (SEG), a member of the Advancing Earth and Space Science (AGU) and a member of the Chamber of Geophysical Engineers in Turkey.

**Mikail Mert Gümüş** *BSc (Hons)*  
**Geochemist**

Mert graduated from Ankara University with double majors in Geological Engineering and Chemistry. He is applying geochemical techniques to our mining and mineral exploration projects. He is assisting in the design of geochemical sampling campaigns, and the collection, management, interpretation and modelling of geochemical data. He has used x-ray diffractometers and x-ray fluorescence devices and prepared chemical analysis reports. Mert is interested in petrography-mineralogy and relevant laboratory usage techniques.

**Sinem Koç** *BSc (Hons)*  
**Geoscientist**

Sinem graduated from Middle East Technical University in 2019 from the Department of Geological Engineering BSc (Hons) and from Anadolu University in Geographical Information Systems BSc. She worked with Esan Eczacıbaşı Holding in Balya Lead and Zinc Mine for two years as an Exploration Geologist. She is a member of a Chamber of Geological Engineers and Mining Geologists Association.

**Mehluli Tshuma** *Dip.Geol. Cert.Mining*  
**GIS Analyst**

Mehluli graduated in 2004 with a Diploma in Geology from the Zimbabwe School of Mines. He also holds a certificate in Technical and Operational Surface Mining from University of Pretoria. He has experience in mineral exploration and mining in southern Africa. He has worked for companies such as Reunion Mining PLC, Lonmin PLC, Metallon Gold and Zimbabwe Platinum Mines. In Mozambique he worked for Rovuma Resources Limitada managing the geographic information systems across all projects and was part of an exploration team that led to the graphite discovery in Cabo Delgado province in northern Mozambique. Most recently, he has worked with Canister Resources in Zimbabwe, where he was responsible for geological database management, taking their gold project to a full feasibility study.

## Field Team

**Burak Mert** *BSc (Hons)*  
*Project Geologist*

Burak graduated from Aksaray University with a BSc (Hons) degree in Geological Engineering in 2008 and from İstanbul Rumeli University in 2018 with MSc in Occupational Health & Safety. Previously he worked as a field geologist at 3S Holding, including Pb-Zn deposits and RCR Holding including Cu deposits across Turkey. He is currently working in various exploration programmes and is responsible for all aspects of mineral exploration programmes in western Turkey. He is a member of the Society of Economic Geologists, a member of the Mining Geologists Association and a member of the Chamber of Geological Engineers in Turkey. He is holder of a technical inspector certificate and an IHAO drone pilot qualification in Turkey.

**Furkan Oğuz** *BSc (Hons)*  
*Exploration Geologist*

Furkan graduated from Middle East Technical University with a BSc (Hons) degree in Geological Engineering in Ankara and completed an BSc degree at Anadolu University on Geographical Information Systems (GIS) and currently studying for a MSc degree on Structural Geology at Middle East Technical University in Turkey. He is a member of the Society of Economic Geologists, the Mining Geologists Association and the Chamber of Geological Engineers in Turkey.

**Tuncay Yavuz** *BSc (Hons)*  
*Senior Technician*

Tuncay graduated from the Anadolu University with a BA (Hons) degree in International Relations. Tuncay worked for seven years with Newmont in Turkey as senior field technician prior to joining Ariana Resources in 2010. He has worked extensively on gold projects in western, eastern and north-eastern Turkey and is fully trained in field first aid, advanced off-road driving and health and safety (to Australian standards). Other qualifications include certificates in first-aid, ArcGIS and MapInfo Professional. He holds an IHAO drone pilot qualification in Turkey.

**Ismail Aksoy**  
*Field Technician*

Ismail has over 10 years of experience in the mining sector in Turkey. He is experienced with magnetic surveys and field sampling throughout western, central, and north-eastern Turkey. From 2011 to present he has worked with the company as a field technician in central and north-eastern Turkey, mainly in Balıkesir Province.

Our full team can be viewed at [arianaresources.com](http://arianaresources.com)



*Field and Operational team at Kiziltepe.*



## Key Performance Indicators



*Highly fractured outcrops of mineralised jasperoids with quartz veining and minor stibiconite.*

### Financial KPIs

<b>Production Success</b>	Enhancing profits through efficient mining operations and successful conversion of Resources to Reserves.
<b>Exploration Expenditure</b>	Enhancing intangible exploration assets through targeted expenditure.
<b>Cash Flow Forecasts</b>	Regular cash flow monitoring to ensure exploration targets are met and that working capital is maintained.

### Operational KPIs

<b>Operational Success</b>	Increasing JORC compliant resources and progressing advanced projects through development and into production.
<b>Advance Portfolio</b>	Through acquisition or discovery of new exploration properties utilising on-going exploration to target new ground.
<b>Environmental, Health &amp; Safety</b>	Ensuring that all efforts are made to minimise adverse personal, corporate and environmental outcomes, through best practice training, implementation and monitoring.

# Risks & Uncertainties

## PRODUCTION RISK

### DESCRIPTION

Mining activity involves a variety of potential risks to production or interruptions to output. These can include geological, mining, processing, environmental and financial risks.

### MITIGATION

Zenit reviews mining progress on a regular basis to determine any potential risk factors that could affect production negatively. Zenit employs experienced management staff.



## EXPLORATION AND DEVELOPMENT RISK

### DESCRIPTION

Inherent risks associated with the failure to discover or develop an economically recoverable ore reserve, to conclude a definitive feasibility study, and to obtain the necessary consents and approvals for the conduct of exploration and mining.

### MITIGATION

The Board is committed to reviewing progress relating to the development of its various exploration targets and assesses this against planned expenditure and expected outcomes. The Group employs highly trained geologists with extensive knowledge of mineral exploration, with a particular expertise in precious metal mineralisation.





## POLITICAL / IN-COUNTRY RISK

### *DESCRIPTION*

Political instabilities, which could cause the loss of an asset through expropriation, war or unrest. Exploration or mining licences applied for might not be granted or renewed.

### *MITIGATION*

The Group has spread its political risk exposure by developing active interests in several countries, including Australia, Cyprus, Kosovo and Turkey. As the location of our mining projects, Turkey benefits from a robust political environment and has established fiscal and mining codes. The Group enjoys a good working relationship with the relevant authorities in Turkey and has a permanent management team in the country to monitor developments.

## ENVIRONMENTAL / SAFETY RISK

### *DESCRIPTION*

Major pollution arising from operations and/or loss of life due to systems or equipment failure.

### *MITIGATION*

The Group adopts best practice in the industry with on-site, country level and corporate level policies and procedures.



## Risks & Uncertainties *continued*

### COMMODITY RISK

#### *DESCRIPTION*

A potential fall in commodity prices which could lead to it becoming uneconomic for the Group to mine its assets.

#### *MITIGATION*

The Group's principal interest is gold and silver and the outlook for gold remains broadly positive as a continuing safe haven vehicle for wealth protection. The Group will consider the use of appropriate hedging products to mitigate this risk.

### FOREIGN CURRENCY RISK

#### *DESCRIPTION*

The Group's results are sensitive to foreign currency movements and in particular with its exposure to the Turkish Lira, arising from the Group's mining operations being in Turkey.

#### *MITIGATION*

The group finances its operations through the cash flow generated from its share of profits from our investment in our gold mining company. On receipt of funds by the Group in Turkey in Lira, surpluses after local operating costs are then generally transferred by way of dividend to the UK as Pounds Sterling. The Group maintains the majority of its cash in Pounds Sterling and United States Dollars and continues to monitor relevant currency movements and considers action where appropriate.

## FINANCING RISK

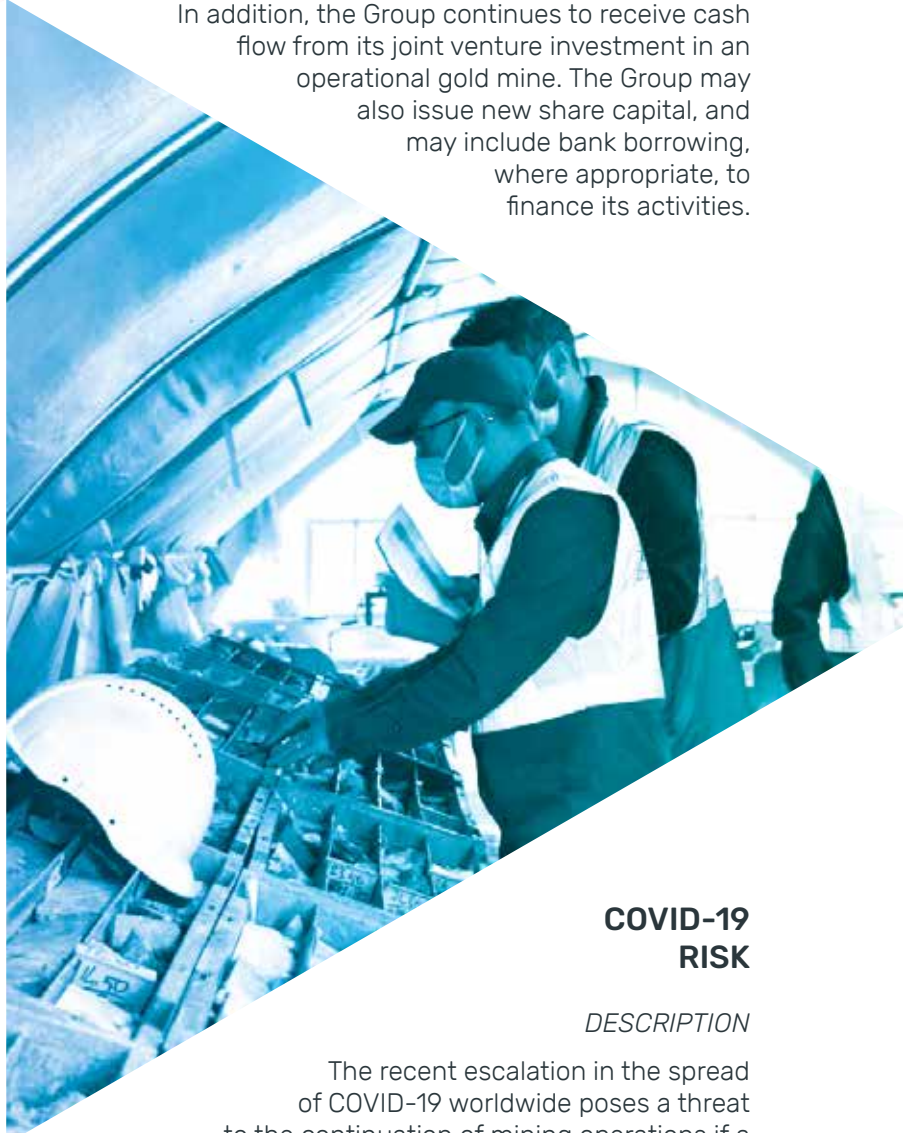
### DESCRIPTION

This is the risk of running out of working and investment capital.

### MITIGATION

The Group has recently completed its partial divestment of its interest in Turkey in exchange for cash. Consequently there is limited finance risk.

In addition, the Group continues to receive cash flow from its joint venture investment in an operational gold mine. The Group may also issue new share capital, and may include bank borrowing, where appropriate, to finance its activities.



## COVID-19 RISK

### DESCRIPTION

The recent escalation in the spread of COVID-19 worldwide poses a threat to the continuation of mining operations if a widespread infection were to occur at the Kiziltepe Mine. Government guidance on the pandemic in our operating countries, particularly in the UK and Turkey, is being kept under review. Risk mitigation procedures were implemented rapidly and well-ahead of government guidance, to ensure safe working practices were maintained for our staff.

### MITIGATION

Staff have been supportive of these new methods of working and have adapted quickly to them. Despite a significant weighting towards remote-working within the business, there has been no measurable detrimental impact to business activity.



## Section 172(1) Statement - Promotion of the Company for the benefit of the members as a whole

The Directors believe 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 application of the s172 requirements can be demonstrated in relation to some of the key decisions made during 2021:

- Continuing evaluation of existing license areas and assessment of projects;
- Undertaking various technical studies as part of the operating licence process;
- Identifying and refining both new and previously defined drill targets;
- Further identification of drill targets across projects whether held within associates, joint ventures or not;
- Completion of diamond and Reverse Circulation drill programmes at various projects;
- Commencement of resource estimation for the projects in accordance with JORC reporting standards; and
- Continued assessment of corporate overheads, expenditure levels and wider market conditions.

As a mining exploration and development group operating primarily in Europe, the Board takes seriously its ethical responsibilities to the communities and environment 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 standards, in order to ensure we 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. Personal development opportunities are supported and a health and security support network are in place to assist with any issues that may arise on field expeditions.





*Veins of selenite/gypsum exposed within the highly altered lower pillow lava sequence within Kokkinoyia, Cyprus.*

# Corporate Governance

The Ariana Board of Directors aims to conform to statutory responsibilities and industry good practice in relation to corporate governance of Ariana and its subsidiaries. The Board has adopted the latest version of the QCA Corporate Governance Code (2018) ("QCA Code") and strives to follow the 10 principles outlined within it to the fullest extent possible taking into consideration the stage of development of the Company.

Details of how the Company addresses the key governance principles defined in the QCA code are set out below, and are found in more detail on the Company's website in accordance with AIM Rule 26.

## 1. Business model and strategy

The Board has developed and implemented a strategy and business model which it believes will achieve long term value for shareholders. This strategy and business model is clearly explained in the strategic report and on the Company's website. The Company believes that this strategy and business model is appropriate to protect the Company from unnecessary risk and secure its long-term future.

## 2. Understanding shareholder needs and expectations

The Board is committed to maintaining good communications and seeks to understand and meet shareholder needs and expectations by engaging with them across a range of formal platforms. This includes regular interaction through investor presentations, Q&A forums, investor relations services, an investor portal available on the website, and social media sites as well as its Annual General Meeting. The Company provides phone numbers on all its updates and RNS announcements where shareholders can contact the appropriate senior Company representatives or advisors directly with their queries together with a dedicated email address for shareholder feedback.

## 3. Considering wider stakeholder and social responsibilities

The Board recognises that the long-term success of the Company is reliant upon the efforts of the employees of the Company and its partners, contractors, suppliers, regulators and other stakeholders. The Board has put in place a range of processes and systems to ensure that there is close oversight and contact with its key resources and relationships. For example, all employees of the Company participate in a structured Company-wide annual assessment process which is designed

to ensure that there is an open and confidential dialogue with each person in the Company to help ensure successful two-way communication with agreement on goals, targets and aspirations of the employee and the Company. These feedback processes help to ensure that the Company can respond to new issues and opportunities that arise to further the success of employees and the Company.

The Company's principal areas of operation (project locations) are in Turkey and the surrounding regions. The Company is committed to cultivating and maintaining good relations with all stakeholders and its strategy and business model are designed to minimise any potential negative impact of its activities and of those working on its behalf, on the communities where it operates and on the environment. The Company has established a positive working relationship with governments, non-government organisations and local communities with whom it holds regular meetings to apprise them of the Company's plans. The Company firmly believes that the mining and exploration development projects that form the basis of its business model will substantially benefit the countries and regions in which it operates. The Company provides open and clear communication channels and points of contact for all its stakeholders and has a robust communication system in place to ensure all concerns are quickly brought to the Board and senior management's attention.

## 4. Risk management

In addition to its other roles and responsibilities, the Audit Committee is responsible to the Board for ensuring that procedures are in place and are being implemented effectively to identify, evaluate and manage the risks faced by the Company. The Company recognises that it is exposed to risks which may negatively impact on its business operations. It takes all reasonable steps to identify, assess the impact of and mitigate these risks wherever possible. These risks are clearly identified on page 30-33 of the Strategic Report.

The following risk assessment matrix sets out those risks, and identifies their ownership and the controls that are in place. This matrix is updated as changes arise in the nature of risks or the controls that are implemented to mitigate them.

The Audit Committee reviews the risk matrix and the effectiveness of scenario testing on a regular basis. The following principal risks and controls to mitigate them, have been identified:



Activity	Risk	Impact	Control(s)
Operation	Injury to staff	Injury to staff whilst operating heavy machinery in remote locations	Creating a safe working environment through strict procedures and regular training
Regulatory adherence	Breach of rules	Censure or withdrawal of authorisation	Strong compliance regime instilled at all levels of the Company
Strategic	Market downturn	Change in macro-economic conditions	Ongoing monitoring of economic events and markets
	Failure to deliver commercially	Inability to operate efficiently and economically	Active operational monitoring and experienced management
Financial	Misappropriation of funds	Fraudulent activity and loss of funds	Robust financial controls and segregation of duties
	IT security	Loss of critical financial data	Regular back up of data online and locally

The Directors have established procedures, as represented by this statement, for the purpose of providing a system of internal control. An internal audit function is not considered necessary or practical due to the size of the Company and the close day to day control exercised by the Executive Director. However, the Board will continue to monitor the need for an internal audit function. The Board works closely with and has regular ongoing dialogue with the outsourced finance function and has established appropriate reporting and control mechanisms to ensure the effectiveness of its control systems.

The outbreak of the recent global COVID-19 virus has resulted in increased risks within the global economy. The extent of the effect of the virus, including its long-term impact, remains uncertain and the Company continues to monitor the situation while adopting the recommended precautions to ensure the safety of employees.

## 5. A well-functioning Board of Directors

The Board comprises a Chairman, Michael de Villiers, a Managing Director, Dr Kerim Sener and two non-executive directors, William Payne and Chris Sangster. Chris Sangster is considered by the Board to be an independent director, having been appointed in 2016 and since having acted in a primary technical capacity.

In accordance with the Articles of Association of the Company, one third of the Board is required to retire each year at the Company's AGM but directors resigning can put their name forward for re-election.

The executive director dedicates 100% of his contractually required time to the Group. The non-executive directors dedicate as much time as is required for them to fully carry out their duties for the

Group, including overseeing corporate governance arrangements and serving on board committees with the ultimate responsibility for the quality of, and approach to, corporate governance lying with the Chairman. Michael de Villiers also serves as the Company Secretary and William Payne acts as the Chief Financial Officer. It is recognised that an additional independent non-executive director will benefit the Company and it will appoint such an independent director at the appropriate time so as to comply with the Code. It is also recognised that whilst the finance function is currently carried out by a Non-Executive Director and his supporting team in the UK, given not only William Payne's accountancy experience but also that of Michael de Villiers, it is effective and well suited to the Company.

The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets, major items of capital expenditure and acquisitions. An agenda and all supporting documentation is circulated to the directors before each Board meeting. Open and timely access to all information is provided to directors to enable them to bring independent judgement on issues affecting the Group and facilitate them in discharging their duties. The Board met regularly during the last financial year to 31 December 2021. Generally, no individual director is absent for more than one board meeting during any given year. The Board has three sub-committees: the Audit Committee, Remuneration Committee and Sustainability Committee. Governance and Nominations are dealt with by the entire Board. The Company shall report annually on the number of Board and committee meetings held during the year and the attendance record of individual Directors.

In order to be efficient, the Directors meet formally and informally both in person and by telephone.



## Corporate Governance *continued*

### 5. A well-functioning Board of Directors *continued*

Details of the Directors' attendance at formal quarterly board meetings are set out below:

	Meetings Attended	Meetings eligible to attend
Kerim Sener	4	4
Michael de Villiers	4	4
William Payne	4	4
Chris Sangster	4	4

The Board is accountable to the shareholders for delivery of sustained value growth. In order to support its duties and responsibilities the Board implements control procedures that assess and manage risk and ensure robust financial and operational management within the Group.

The Board sets the Group's strategy and monitors its implementation through operational and financial performance reviews. It also works to ensure that adequate resources are available to implement strategy and exploit opportunities in an appropriate manner.

### 6. Appropriate skills and experience of the Directors

The Board members have a diverse range of skills and experience spanning technical, financial and operational areas relevant to the development and management of the Company. Summary biographies of each Board member are shown on pages 24-25.

Directors keep their skill sets up to date by attendance at, and participation in, various events organised by their respective industry sectors and by participation in continuing professional development courses. As the Company evolves, the Board will be reviewed and expanded if necessary to ensure appropriate expertise is always in place to support its business activities. The Board recognises that it currently has limited diversity and this will form a part of any future recruitment consideration if the Board concludes that replacement or additional directors are required.

Where necessary the Board has engaged external professional consultants on an ongoing basis to ensure the Company is meeting its strategies. The key advisers to the Company are set out on page 1.

The Board engages external geologists, environmental specialists and a number of other specialized

consultants to produce the required surveys and reports for the Environmental Impact Assessment, Social Impact Assessment and Pre-Feasibility Study. The key advisers to the Group were 76.

The Board have ensured that the all external advisers are knowledgeable and provide the required skillset.

### 7. Evaluation of board performance

The performance of the executive management of the Company is evaluated on an on-going basis by the Remuneration Committee ("Remcom") which is composed of William Payne and Chris Sangster. The results of these evaluations are reflected in changes in the executive remuneration levels recommended by the Remcom from time to time and in awards under the Company's Share Option and Management Incentive Schemes where it considers such awards are warranted. As the Company grows, the Board will develop more comprehensive human resource policies to provide both internal and external performance evaluations of its Board, senior management and staff including the provision for upskilling where necessary and to provide for Board member succession planning. The Board considers that the corporate governance policies it has currently in place for Board performance reviews is commensurate with the size and development stage of the Company and well within the norms of the peer group and industry.

### 8. Corporate culture

The Company operates across several countries including the UK, Turkey, Holland, BVI, Kosovo, Cyprus and Australia.

In line with its international reach, the Company recognises the cultural diversity both internally and among its business partners, service providers and other stakeholders. The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is very aware that the tone and culture set by the Board will impact all aspects of the Company as a whole and the way that employees behave. The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long-term value to its shareholders and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board. A large part of the Company's activities is centred upon what needs to be an open and respectful dialogue with employees, partners and other stakeholders. Therefore, the importance of sound ethical values and behaviours

is crucial to the ability of the Company to achieve its corporate objectives successfully. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Company does. The directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge.

The Company has adopted, with effect from the date on which its shares were admitted to AIM, a code for directors' and employees' dealings in securities which is appropriate for a company whose securities are traded on AIM and is in accordance with the requirements of the Market Abuse Regulation which came into effect in 2016.

## 9. Maintenance of governance structures and processes

Ultimate authority for all aspects of the Company's activities rests with the Board, the respective responsibilities of the Chairman and Managing Director arising as a consequence of delegation by the Board. The Board has adopted appropriate delegations of authority which set out matters which are reserved to the Board. The Chairman is responsible for the effectiveness of the Board, while management of the Company's business and primary contact with shareholders has been delegated by the Board to the Managing Director.

### Audit Committee

*Michael de Villiers and William Payne*

This committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported. It receives reports from the executive management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Company. The Audit Committee shall meet not less than twice in each financial year and it has unrestricted access to the Company's auditors.

### Remuneration Committee

*William Payne and Chris Sangster*

The Remuneration Committee reviews the performance of the executive directors and employees and makes recommendations to the Board on matters relating to their remuneration and terms of employment. The Remuneration Committee also considers and approves the granting of share options pursuant to the share option plan and the award of shares in lieu of bonuses pursuant to the Company's Remuneration Policy. The Remuneration Committee reviews

overall remuneration against industry peer group companies on a regular basis and takes professional advice as and when it is deemed necessary.

### Sustainability Committee

*Chris Sangster and Michael de Villiers*

The Sustainability Committee is formed of the two directors who have prior operational and industry experience and may include other management who are responsible for developing and implementing policy and procedures.

The Company is committed to providing all employees a safe place to work in accordance with our HSE goals. This will be accomplished by providing safe equipment to operate, proper training and safe methods and procedures. The Company will at a minimum, comply with all applicable industry norms for rules and regulations. The Company takes the approach that no job is so important that it cannot be accomplished without injury. The Sustainability Committee also deals with the CSR policy outlined below.

### Nominations Committee

The Board has agreed that appointments to the Board will be made by the Board as a whole and so has not created a Nominations Committee.

### Directors Fiduciary Duties

In accordance with the Companies Act 2006, the Board complies with: a duty to act within their powers; a duty to promote the success of the Company; a duty to exercise independent judgement; a duty to exercise reasonable care, skill and diligence; a duty to avoid conflicts of interest; a duty not to accept benefits from third-parties and a duty to declare any interest in a proposed transaction or arrangement.

## 10. Shareholder communications

The Board is committed to good and regular communications with the market and constructive dialogue with shareholders. For regulatory purposes, this is strictly managed by our public relations advisors. Similarly, institutional shareholders and analysts have the opportunity to discuss issues and provide feedback to the Company. All shareholders are encouraged to attend the Company's Annual General Meeting.

Investors have access to current information on the Company through our website, [www.arianaresources.com](http://www.arianaresources.com), and via other designated investor platforms. Management is available to answer investor enquiries through formal Q&A sessions arranged periodically through the year. The Company proposed in 2018 to make greater use of on-line meetings.

# Corporate Responsibility

Ariana has always been committed to socially responsible and environmentally conscious exploration and mining. Since the commencement of work on our Kiziltepe gold mine, Ariana has worked to build strong links with local communities and to establish relationships of trust with all stakeholders. Whilst work on establishing vital stakeholder links often occurs in the background, its importance cannot be under-estimated. Without these concerted efforts and commitment to integrity, we could not have achieved the sound relationships with government organisations, local communities and JV partners, which have underpinned Ariana's success. In addition, the Company has in place an Anti-Corruption and Anti-Bribery Policy.

## Shareholders

The Board of Directors encourages communications with shareholders via formal Q&A sessions and seeks to protect shareholders' interests at all times. More information can be found in the Corporate Governance section.

## Employees

Ariana has always attached great importance to employees' professional development and the creation of employment in the localities where we operate. The Company provides fair remuneration, flexible working arrangements where practical and exposure to wider aspects of the Company's operations. The Company gives full and fair consideration to applications for employment received irrespective of age, gender, colour, ethnicity, disability, nationality, religious beliefs or sexual orientation. More information on Ariana's Employee policy can be found on its corporate website.

## Governmental organisations

Ariana has many years' experience across Eastern Europe and has an in-depth understanding of business within this broad region. The company focuses on building good relationships with government organisations and local authorities. We have developed a track record of being diligent in following government guidelines in all aspects of our work. Ariana works with partners local to each project, such as Ozaltin Holding A.S. and Proccea Construction Co. in Turkey and Western Tethyan Resources in Kosovo, ensuring that financial benefits also accrue to the countries in which we work.

## Local Communities

Ariana has a strong track record of commitment to working with local suppliers and employing local people. Our understanding of local social and business

cultures enables us to develop strong connections with local businesses and communities. We encourage collaborative working and aim to ensure Ariana's values are reflected in our joint ventures and other partnerships.

In Turkey, Zenit Madencilik, employs local people, including professionally qualified mining engineers from nearby villages and towns.

Ariana has run many training programmes for these employees focusing on the mechanical, physical, technical and safety aspects of its exploration programmes. Working with the local community to promote educational standards is also a priority for Ariana. Through our joint venture we actively support Sindirgi Elementary School.

We have also supported many community programmes in the Sindirgi area close to our Kiziltepe mine. Recently, we have built a new road to the village in our Salinbaş Project area.

## Suppliers & Contractors

The Company has a prompt payment policy and seeks to ensure that all liabilities are settled within the supplier's terms. Through fair dealings the Company aims to cultivate the goodwill of its contractors, consultants and suppliers.

## Human Rights

Ariana is committed to best-practice in socially and ethically responsible exploration and mining for the benefit of all stakeholders. The activities of the Company are in line with applicable laws on human rights.

## Health and Safety

Company activities are carried out in accordance with its Health and Safety Policy, which adheres to all applicable laws. Relevant to their job roles, members of the team have received certification in occupational health and safety, advanced off-road driving, first-aid and survival.

In the face of the COVID-19 pandemic, the Company, working with Zenit Madencilik and our employees, has met the challenges of implementing COVID-safe working practices to ensure work at the Kiziltepe Mine continued without interruption. We are grateful for the good sense and forbearance of our employees and suppliers in helping us manage an extremely challenging situation over the past two years.





## Environmental

From our inception, Ariana has been committed to a sustainable and environmentally responsible approach to exploration and mining. Using cutting edge technologies and innovative working practices, we aim to achieve our environmental goals in faster and better ways.

We have implemented operating guidelines to ensure that specific environmental standards are met by our exploration and mining teams. Our operations comply with local environmental standards and we operate under the relevant certification from government departments.

We have adopted agile new technologies and working practices to help us reduce our carbon footprint. Our early adoption of portable XRF technology greatly reduces our carbon footprint, as samples can be analysed locally, instead of sending them to distant locations for analysis. Our deployment of Geotek BoxScan technology for drill cores also ensures we can analyse cores locally and avoid excessive transportation. For many years, we have used remote working team technologies and video-conferencing to minimise air and road travel.

Measuring our environmental impact is an essential component of our approach. Ariana's carbon emissions are estimated to be 0.32 tonnes CO<sub>2</sub> per ounce of gold. The global average for our industry is 0.80 tonnes CO<sub>2</sub> per ounce of gold. We are proud that our carbon footprint is being offset by our reforestation programme of some 8,000 trees and 17,500 other plants around the Kiziltepe mine site. Rehabilitation work has begun on parts of the waste rock dump, covering it with topsoil and planting sainfoin, a drought resistant plant, highly beneficial to bees and other pollinators. The topsoil storage area has also been covered in sainfoin to preserve soil quality, as it is a nitrogen fixing plant.

We keep bees at the Kiziltepe mine site, as they are a bellwether for the health of ecosystems. Honey from our hives is distributed free to local villages. Chickens and doves are also bred on the site. The local university prepares a flora and fauna report which we use to ensure mining activity is not adversely impacting the local ecosystem.

The joint venture also sponsors firefighting equipment. Firefighting is a very important local issue, as much of the upland area in the vicinity of the mine is covered in protected pine forests.

# Report of the Directors

*For the year ended 31 December 2021*

The Directors present their report with the audited financial statements of the Company and the Group for the year ended 31 December 2021.

## Principal activity

Ariana Resources PLC (the "Company") is a public limited company incorporated in England and Wales and domiciled in Great Britain. The address of its registered office and principal place of business is disclosed at the end of this report. The Company's shares are listed on the AIM market of the London Stock Exchange plc. The principal activities of the Company and its subsidiaries (the "Group") are related to the exploration for and development of gold and other minerals, with a focus on south-eastern Europe.

## Directors

The Directors during the year under review were:

M J de Villiers

A K Sener

W J B Payne

C J S Sangster

The beneficial interests of the Directors holding office either directly or indirectly (including interests held by spouses, children or associated parties) on 31 December 2021 in the ordinary issued share capital and options of the Company were as follows:

	<b>2021</b>	<b>2021</b>	<b>2020</b>	<b>2020</b>
	<b>Ordinary Shares</b>	<b>Share Options</b>	<b>Ordinary Shares</b>	<b>Share Options</b>
M J de Villiers	63,000,000	3,000,000	55,799,142	14,000,000
A K Sener	21,113,526	nil	18,985,526	6,000,000
W J B Payne	11,359,314	2,000,000	9,359,314	4,000,000
C J S Sangster	5,927,287	2,000,000	3,716,844	4,000,000
<b>Total</b>	<b>101,400,127</b>	<b>7,000,000</b>	<b>87,860,826</b>	<b>28,000,000</b>

Further details on share options can be found in note 19 to the financial statements.

## Annual General Meeting (AGM) COVID-19 and contingencies

Shareholders are welcomed in person to attend our 2022 Annual General Meeting this year, particularly given the constraints imposed in 2020 and 2021 due to the COVID-19 pandemic. We are proposing to hold the Annual General Meeting at the East India Club, 16 St James's Square, London, SW1Y 4LH on 10 August 2022 at 12:00 Noon.

## Share capital

Section 561 of the Companies Act 2006 provides that subject to limited exceptions any shares being issued must be offered to all existing shareholders pro-rata to their holding. However, where Directors have a general authority to allot shares they may be given the power by the Articles or by a special resolution to allot shares pursuant to the authority as if the statutory pre-emption rights did not exist.

An ordinary resolution will be proposed at the forthcoming Annual General Meeting for the renewal of the Directors' general authority to issue relevant securities up to an aggregate nominal amount of £500,000.

**A special resolution will also be proposed at the forthcoming Annual General Meeting for the renewal of the Directors' authority to allot relevant securities for cash without first offering them to the shareholders pro-rata to their holdings, pursuant to section 570 of the Companies Act 2006 up to an aggregate nominal amount of £250,000.**

The authorities mentioned above will, if passed, expire at the conclusion of the Annual General Meeting or the date being 15 months from the passing of the resolutions.

## Substantial share interests

The Company had been notified of the following interests in the Company's shares held on 24 June 2022.

Shareholder	Ordinary Shares	% of Issued Share Capital
Hargreaves Lansdown Nominees Limited	215,841,003	18.89
Interactive Investor Services Nominees Limited	158,309,079	13.85
Barclays Direct Investing Nominees Limited	143,449,104	12.55
Jim Nominees Limited	83,444,631	7.30
Mr Michael de Villiers	63,000,000	5.51
HSDL Nominees Limited	51,510,774	4.50
Lawshare Nominees Limited	50,077,886	4.38
Newmont Corporation	46,185,387	4.04
Mr Stephen Bingham	45,964,533	4.02
Vidacos Nominees Limited	36,892,867	3.23
Transact Nominees Limited	34,325,234	3.00

## Strategic Report

The Company has chosen, in accordance with Section 414C of the Companies Act 2006, to set out the following information in the Strategic Report which would otherwise be required to be contained in the Directors' Report:

- Financial risk management objectives;
- Indication of exposure to principal risks;
- Corporate Governance including committee objectives and memberships;
- Future developments of the business.

## The Impact of COVID-19 on the Group

Since March 2020, the Board has made preparations to mitigate the impact of COVID-19 on the business through several action plans and mitigation strategies. These will continue to be monitored and updated as required.

## Dividends

Following the Company's special dividend announcement of 20 July 2021, the Company has declared and paid an interim special dividend of 0.35 pence per ordinary share on 24 September 2021 and a further interim dividend of 0.175 pence per ordinary share paid on 25 March 2022. A final dividend of 0.175 pence per share is proposed for payment on 3 October 2022. This has been proposed as resolution 4 in the notice of AGM.

## Group's policy on payment of creditors

It is the Group's normal practice to settle the terms of payment when agreeing a transaction, to ensure suppliers are aware of those terms and to abide by them. Trade creditor days based on creditors at 31 December 2021 were 30 days (2020: 30 days).

## Political and charitable contributions

During the year, the Group made a charitable donation of £3,000 to the University of Exeter towards the Richard Osman Memorial Fund. The Group has committed to supporting this charitable fund until 2022.

No contributions were made for political purposes.

## Going concern

The Directors confirm that they are satisfied the Group has adequate resources to continue in business for the foreseeable future, having regard to the factors set out in more detail in Note 1 to the financial statements.

## Post year end events

Further details on post balance sheet events can be found in note 24 to the financial statements.



# Report of the Directors

*For the year ended 31 December 2021*

## Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

The Companies Act 2006 ("the Act") requires the Directors to prepare group and parent company financial statements for each financial year. Under the Act the Company has elected to prepare both the Group and the parent company financial statements in accordance with UK-adopted International Accounting Standards.

Under the Act the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of their profit or loss for that period. In preparing each of the Company and Group financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether applicable UK-adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company and Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or Group or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that its financial statements comply with the the Act. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Company is compliant with AIM Rule 26 regarding the Company's website.

Under applicable law and regulations, the Directors are responsible for preparing a Strategic Report and a Directors' Report that complies with the law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

## Corporate governance

### The Board of Directors

The Directors are responsible for the Group's system of internal control and for reviewing its effectiveness. The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Group's objectives. Any such system of internal control can only provide reasonable but not absolute assurance against material misstatement or loss.

Full meetings are held quarterly to review Group strategy, direction and financial performance. The Directors meet regularly to review operational reports from all of the Group's areas of operations. The process is used to identify major business risks, evaluate their financial implications, and ensure an appropriate control environment.

Certain control over expenditure is delegated to on site project managers subject to Board control by means of monthly budgetary reports.

Internal financial control procedures include:

- preparation and regular review of operating budgets and forecasts;
- prior approval of all capital expenditure;
- review and debate of treasury policy; and
- unrestricted access of Non-Executive Directors to all members of senior management.

### **Audit Committee**

The Audit Committee comprises Michael de Villiers and William Payne. The Audit Committee may examine any matters relating to the financial affairs of the Group and the Group's audits.

This includes reviews of the annual financial statements and announcements, internal control procedures, accounting procedures, accounting policies, the appointment, independence, objectivity, terms of reference and fees of external auditors and such other related functions as the Board may require.

### **Remuneration Committee**

The committee comprises William Payne and Chris Sangster. It determines the terms and conditions of the employment and annual remuneration of the Executive Director and other senior executives. It consults with the Executive Director, takes into consideration external data and comparative third-party remuneration and has access to professional advice outside the Company.

The key policy objectives of the Remuneration Committee in respect of the Company's Executive Director and other senior executives are:

- to ensure that individuals are fairly rewarded for their personal contribution to the Company's overall performance; and
- to act as the independent committee ensuring that due regard is given to the interest of the Company's shareholders and to the financial and commercial health of the Company.

Remuneration of the Executive Director and other senior executives comprises basic salary, discretionary bonuses, participation in the Company's share option scheme and other benefits. The Company's remuneration policy with regard to options is to maintain an amount of not more than 10% of the issued share capital in options for the Company's management and employees, from time to time.

Total Directors' emoluments are disclosed in note 3 to the financial statements and the Directors' options are disclosed above.

### **Auditor**

In accordance with Section 489 of the Act, a resolution for the re-appointment PKF Littlejohn LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting as an ordinary resolution at Resolution 5. PKF Littlejohn LLP have expressed their willingness to continue in office as auditor.

By order of the Board.



**Michael de Villiers**  
*Company Secretary*  
28 June 2022

# Independent Auditor's Report

To the members of Ariana Resources PLC

## Opinion

We have audited the financial statements of Ariana Resources Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 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 2021 and of the group's profit 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.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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's and parent company's ability to continue to adopt the going concern basis of accounting included a review of the forecast financial information prepared by management, a review of management's assessment of going concern, and identification of post year end information impacting going concern.

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

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

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. The scope of our audit was influenced by our application of materiality. The quantitative and qualitative threshold for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Materiality	Basis for materiality
<b>Group £577,000 (2020: £449,000)</b>	2% of net assets
<b>Company £90,000 (2020: £57,000)</b>	5% of loss before tax



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 the equity accounted associates. The basis for calculating materiality was unchanged from the prior year. The performance materiality for the group was £375,050 (2020: £291,850).

The materiality applied to the parent company financial statements was based on a threshold of 5% of loss before tax, in order to obtain coverage of expenditure in our testing for a non-trading undertaking. The performance materiality for the parent company was £58,500 (2020: £39,900).

Whilst materiality for the group financial statements as a whole was set at £577,000, component materiality for the joint venture was set at £152,000 based upon 3% of the average of profit before tax and net assets. Performance materiality was set at 65%, based on our assessment of the relevant risk factors, the level of estimation inherent within the entities and our substantive testing approach. Component materiality for the subsidiary undertakings ranged between £152,000 and £375,050 (2020: £110,900 and £291,850). We applied the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements.

We agreed with the audit committee that we would report all corrected and uncorrected misstatements identified during the course of our audit in excess of £28,850 (2020: £22,450) for the group and £4,500 (2020: £2,850) for the parent company, in addition to other identified misstatements that warranted reporting on qualitative grounds.

### **Our approach to the audit**

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas requiring the directors to make subjective judgements, for example in respect of assessing the recoverability of exploration, evaluation and development expenditure and the carrying value and recoverability of investments in subsidiaries at parent company level, and the consideration of future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

An audit was performed on the financial information of the group's significant operating components which, for the year ended 31 December 2021, were located in Turkey and the United Kingdom. The accounting records of the parent company and all subsidiary undertakings are centrally located and audited by us based upon materiality or risk. The key audit matters and how these were addressed are outlined below.

The Turkish registered equity accounted associate company was audited by a component auditor under our instruction. The group audit team instructed the component auditor on the significant risk areas to be covered and determined component materiality. There was regular interaction with the component auditor during all stages of the audit.

### **Key audit matters**

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

# Independent Auditor's Report

To the members of Ariana Resources PLC

Key Audit Matter	How the scope of our audit addressed the key audit matter
<p><b>Equity accounted associate (formerly joint venture) entity Zenit Madencilik San ve Tic Ltd ("Zenit") (refer note 6)</b></p> <p>The investment in joint venture has a carrying value at 31 December 2021 of £4,864,000 (2020: £11,213,000). The group's share of profit during the year ended 31 December 2021 amounted to £4,260,000 (2020: £6,478,000).</p> <p>The accuracy of equity accounting for the joint venture is directly reliant on the accuracy of the financial statements of Zenit which contain a number of key risk areas. In addition, the Group concluded a restructuring programme during the year resulting in a part disposal of its interest in Zenit.</p>	<p>Our work in this area included but was not restricted to:</p> <ul style="list-style-type: none"> <li>• We instructed and monitored the component auditor and reviewed the component auditor working papers. Revenue recognition, recoverability of mining assets, inventory valuation and compliance with laws and regulations were among the areas designated as either significant or identified risks;</li> <li>• We checked and agreed the GAAP transition adjustments between the local jurisdiction financial statements and the group accounting framework;</li> <li>• We reviewed the restructuring agreements and ensured the accounting treatment was in accordance with the key terms within those agreements; and</li> <li>• We checked the associate had been correctly equity accounted for, including the adequacy of 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 directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group's 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.



# Independent Auditor's Report

To the members of Ariana Resources PLC

## 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, including the equity accounted joint venture. We obtained our understanding in this regard through discussions with management and application of our cumulative audit knowledge and experience of the industry. We ensured that the audit team collectively had the appropriate experience with auditing entities within this industry, facing similar audit and business risks, and of a similar size.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from:
  - AIM Rules;
  - IFRSs; and
  - Local tax laws and regulations.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - Making enquiries of management;
  - A review of Board minutes;
  - A review of legal ledger accounts; and
  - A review of regulated news service announcements.
- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals, reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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.

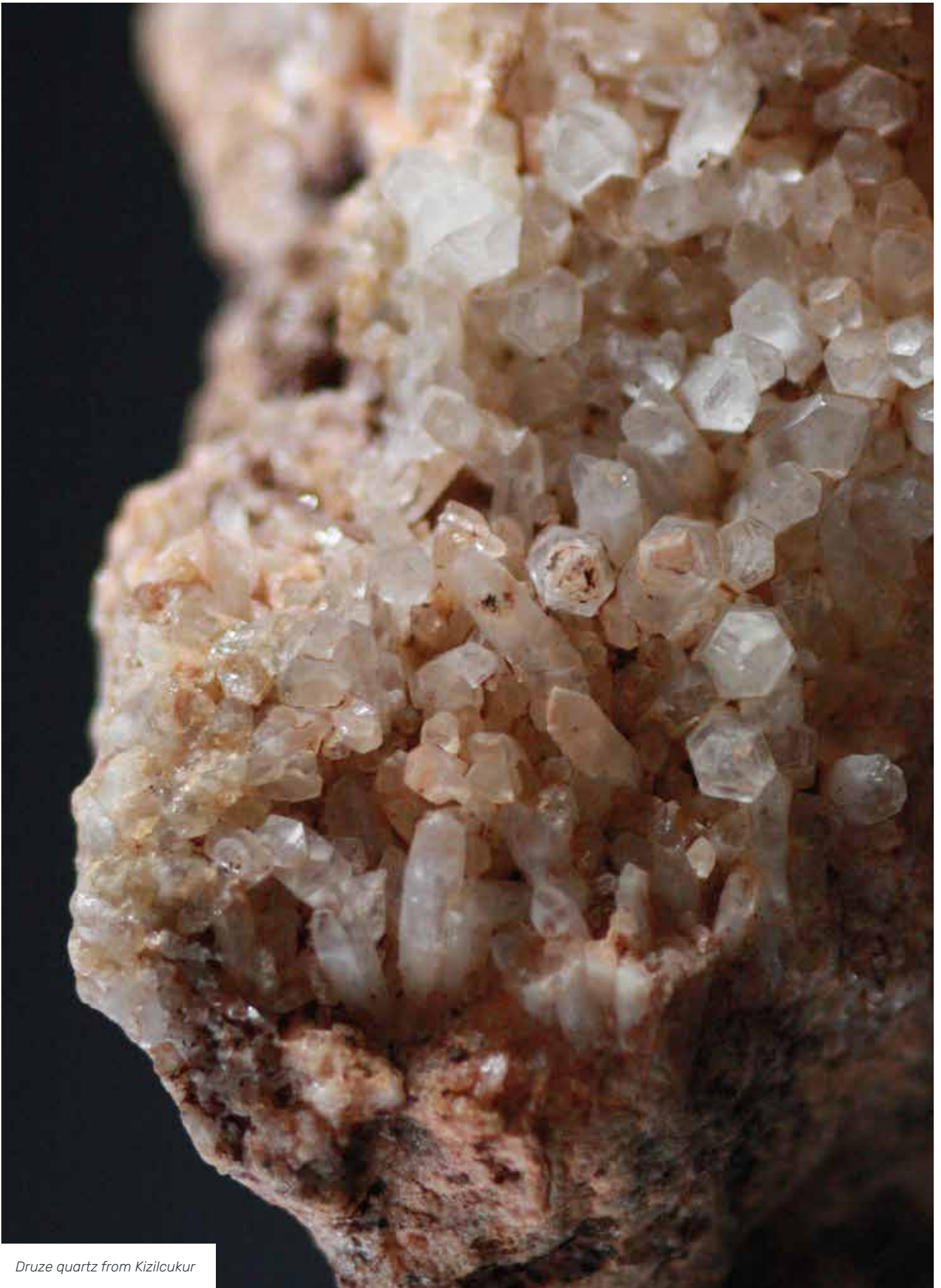
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## 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  
28 June 2022



*Druze quartz from Kizilcukur*

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
<b>Continuing operations</b>			
Administrative costs		(2,917)	(1,360)
General exploration expenditure		(67)	(35)
<b>Operating loss</b>	4	<b>(2,984)</b>	<b>(1,395)</b>
Profit on restructuring of group activities	5	6,423	-
Share of profit of associate accounted for using the equity method	6	4,260	-
Share of profit of joint venture accounted for using the equity method		-	6,478
Share of loss of associate accounted for using the equity method	6	(213)	-
Investment income		202	7
<b>Profit before tax</b>		<b>7,688</b>	<b>5,090</b>
Taxation	8	(3,832)	(327)
<b>Profit for the year from continuing operations</b>		<b>3,856</b>	<b>4,763</b>
Earnings per share (pence) attributable to equity holders of the company			
Basic and diluted	10	0.36	0.45
<b>Other comprehensive income</b>			
Items that are or may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(2,948)	(3,647)
<b>Other comprehensive loss for the year net of income tax</b>		<b>(2,948)</b>	<b>(3,647)</b>
<b>Total comprehensive profit for the year</b>		<b>908</b>	<b>1,116</b>

The accompanying notes form part of these financial statements.



# Consolidated Statement of Financial Position

For the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Trade and other receivables	15	815	100
Financial assets at fair value through profit or loss	13	461	-
Intangible assets	11	149	168
Land, property, plant and equipment	12	238	41
Investment in associates accounted for using the equity method	6	11,402	-
Investment in Joint Venture accounted for using the equity method	6	-	11,213
Earn-In advances	6	-	1,206
<b>Total non-current assets</b>		<b>13,065</b>	<b>12,728</b>
<b>Current assets</b>			
Trade and other receivables	16	1,136	298
Cash and cash equivalents		16,389	2,978
Assets classified as held for sale	18	-	16,002
<b>Total current assets</b>		<b>17,525</b>	<b>19,278</b>
<b>Total assets</b>		<b>30,590</b>	<b>32,006</b>
<b>Equity</b>			
Called up share capital	19	1,097	6,070
Share premium	19	305	12,053
Capital reduction reserve	19	7,222	-
Other reserves		720	720
Share based payments	19	173	307
Translation reserve		(8,178)	(9,617)
Retained earnings		27,160	17,164
<b>Total equity attributable to equity holders of the parent</b>		<b>28,499</b>	<b>26,697</b>
Non-controlling interest		30	-
<b>Total equity</b>		<b>28,529</b>	<b>26,697</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	17	2,061	1,385
Liabilities directly associated with classified as held for resale	18	-	3,924
<b>Total current liabilities</b>		<b>2,061</b>	<b>5,309</b>
<b>Total equity and liabilities</b>		<b>30,590</b>	<b>32,006</b>

The financial statements were approved by the Board of Directors and authorised for issue on 28 June 2022. They were signed on its behalf by:

**M J de Villiers**  
Chairman



**A.K.Sener**  
Managing Director



The accompanying notes form part of these financial statements.

# Company Statement of Financial Position

For the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Trade and other receivables	15	5,942	7,027
Investments in group undertakings	14	377	377
Investment in associate accounted for using the equity method	6	2,612	-
Earn-In advances	6	-	1,206
<b>Total non-current assets</b>		<b>8,931</b>	<b>8,610</b>
<b>Current assets</b>			
Trade and other receivables	16	132	-
Cash and cash equivalents		-	-
<b>Total current assets</b>		<b>132</b>	<b>-</b>
<b>Total assets</b>		<b>9,063</b>	<b>8,610</b>
<b>Equity</b>			
Called up share capital	19	1,097	6,070
Share premium	19	305	12,053
Capital reduction reserve	19	7,222	-
Share based payments reserve	19	173	307
Retained earnings		34	(9,826)
<b>Total equity</b>		<b>8,831</b>	<b>8,604</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	17	232	6
<b>Total current liabilities</b>		<b>232</b>	<b>6</b>
<b>Total equity and liabilities</b>		<b>9,063</b>	<b>8,610</b>

The financial statements were approved by the Board of Directors and authorised for issue on 28 June 2022. They were signed on its behalf by:

**M J de Villiers**  
Chairman



**A.K.Sener**  
Managing Director



Registered number : 05403426

The accompanying notes form part of these financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2021

	Share capital £'000	Share premium £'000	Other reserves £'000	Share based payments reserve £'000	Capital Reduction reserve £'000	Translation reserve £'000	Retained earnings £'000	Total attributable to equity holders of parent £'000	Non-controlling interest £'000	Total £'000
<b>Changes in equity to 31 December 2020</b>										
Balance at 1 January 2020	6,054	11,821	720	364	-	(5,970)	12,298	25,287	-	25,287
Profit for the year	-	-	-	-	-	-	4,763	4,763	-	4,763
Other comprehensive income	-	-	-	-	-	(3,647)	-	(3,647)	-	(3,647)
<b>Total comprehensive income</b>	-	-	-	-	-	<b>(3,647)</b>	<b>4,763</b>	<b>1,116</b>	-	<b>1,116</b>
Issue of ordinary shares	16	232	-	-	-	-	-	248	-	248
Share options	-	-	-	46	-	-	-	46	-	46
Transfer between reserves	-	-	-	(103)	-	-	103	-	-	-
<b>Transactions with owners</b>	<b>16</b>	<b>232</b>	-	<b>(57)</b>	-	-	<b>103</b>	<b>294</b>	-	<b>294</b>
<b>Balance at 31 December 2020</b>	<b>6,070</b>	<b>12,053</b>	<b>720</b>	<b>307</b>	-	<b>(9,617)</b>	<b>17,164</b>	<b>26,697</b>	-	<b>26,697</b>
<b>Changes in equity to 31 December 2021</b>										
Profit for the year	-	-	-	-	-	-	3,856	3,856	-	3,856
Other comprehensive income	-	-	-	-	-	(2,948)	-	(2,948)	-	(2,948)
<b>Total comprehensive income</b>	-	-	-	-	-	<b>(2,948)</b>	<b>3,856</b>	<b>908</b>	-	<b>908</b>
Issue of ordinary shares	22	305	-	-	-	-	-	327	-	327
Court order – reduction in capital	(4,995)	(12,053)	-	-	7,222	-	9,826	-	-	-
Dividend paid to shareholders	-	-	-	-	-	-	(3,820)	(3,820)	-	(3,820)
Recycle of translation losses	-	-	-	-	-	4,387	-	4,387	-	4,387
Transactions between shareholders	-	-	-	-	-	-	-	-	30	30
Transfer between reserves	-	-	-	(134)	-	-	134	-	-	-
<b>Transactions with owners</b>	<b>(4,973)</b>	<b>(11,748)</b>	-	<b>(134)</b>	<b>7,222</b>	<b>4,387</b>	<b>6,140</b>	<b>894</b>	<b>30</b>	<b>924</b>
<b>Balance at 31 December 2021</b>	<b>1,097</b>	<b>305</b>	<b>720</b>	<b>173</b>	<b>7,222</b>	<b>(8,178)</b>	<b>27,160</b>	<b>28,499</b>	<b>30</b>	<b>28,529</b>

The accompanying notes form part of these financial statements.



# Company Statement of Changes in Equity

For the year ended 31 December 2021

	Share capital £'000	Share premium £'000	Capital Reduction Reserve £'000	Share based payments reserve £'000	Retained earnings £'000	Total £'000
<b>Changes in equity to 31 December 2020</b>						
<b>Balance at 1 January 2020</b>	6,054	11,821	-	364	(8,838)	9,401
Loss for the year	-	-	-	-	(1,091)	(1,091)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	-	<b>(1,091)</b>	<b>(1,091)</b>
Issue of ordinary shares	16	232	-	-	-	248
Share options	-	-	-	46	-	46
Transfer between reserves	-	-	-	(103)	103	-
<b>Transactions with owners</b>	<b>16</b>	<b>232</b>	<b>-</b>	<b>(57)</b>	<b>103</b>	<b>294</b>
<b>Balance at 31 December 2020</b>	<b>6,070</b>	<b>12,053</b>	<b>-</b>	<b>307</b>	<b>(9,826)</b>	<b>8,604</b>
<b>Changes in equity to 31 December 2021</b>						
Profit for the year	-	-	-	-	3,720	3,720
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,720</b>	<b>3,720</b>
Issue of ordinary shares	22	305	-	-	-	327
Court order – reduction in capital	(4,995)	(12,053)	7,222	-	9,826	-
Dividend paid to shareholders	-	-	-	-	(3,820)	(3,820)
Transfer between reserves	-	-	-	(134)	134	-
<b>Transactions with owners</b>	<b>(4,973)</b>	<b>(11,748)</b>	<b>7,222</b>	<b>(134)</b>	<b>6,140</b>	<b>(3,493)</b>
<b>Balance at 31 December 2021</b>	<b>1,097</b>	<b>305</b>	<b>7,222</b>	<b>173</b>	<b>34</b>	<b>8,831</b>

The accompanying notes form part of these financial statements.

## Company statement of cash flows

For the year ended 31 December 2021

All bank transactions are undertaken by Ariana Exploration & Development Limited on behalf of Ariana Resources PLC and recharged accordingly. As such the Company had no cash transactions directly, as was the case in 2020.

The accompanying notes form part of these financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2021

	2021 £'000	2020 £'000
<b>Cash flows from operating activities</b>		
Profit for the year	3,856	4,763
Adjustments for:		
Profit on restructuring of group activities	(6,423)	-
Depreciation of non-current assets	44	20
Share of profit in equity accounted associate	(4,260)	-
Share of profit in joint venture	-	(6,478)
Share of loss in equity accounted associate	213	-
Share based payments charge	-	45
Investment income	(202)	(7)
Income tax expense	3,832	327
	(2,940)	(1,330)
<b>Movement in working capital</b>		
Decrease in trade and other receivables	62	3,056
(Decrease)/increase in trade and other payables	(271)	1,021
<b>Cash (outflow)/inflow from operating activities</b>	(3,149)	2,747
Taxation paid	(2,923)	(282)
<b>Net cash (used in)/generated from operating activities</b>	<b>(6,072)</b>	<b>2,465</b>
<b>Cash flows from investing activities</b>		
Earn-In Advances	(1,406)	(672)
Purchase of land, property, plant and equipment	(241)	(3)
Payments for intangible assets	-	(262)
Proceeds from restructuring of group activities	28,951	-
Purchase of associate investment	(4,139)	-
Purchase of financial assets at fair value through profit or loss	(461)	-
Dividends from associate	705	-
Dividends from joint venture	-	776
Investment income	202	7
<b>Net cash generated from/(used in) investing activities</b>	<b>23,611</b>	<b>(154)</b>
<b>Cash flows from financing activities</b>		
Issue of share capital	326	248
Proceeds from non-controlling interest	30	-
Payment of shareholder dividend (excluding uncashed)	(3,689)	-
<b>Net cash (used in)/generated from financing activities</b>	<b>(3,333)</b>	<b>248</b>
<b>Net increase in cash and cash equivalents</b>	<b>14,206</b>	<b>2,559</b>
Cash and cash equivalents at beginning of year	2,978	453
Exchange adjustment on cash and cash equivalents	(795)	(34)
<b>Cash and cash equivalents at end of year</b>	<b>16,389</b>	<b>2,978</b>

The accompanying notes form part of these financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2021

## 1. General Information

Ariana Resources PLC (the "Company") is a public limited company incorporated, domiciled and registered in the UK. The registered number is 05403426 and the registered address is 2nd Floor, Regis House, 45 King William Street, London, EC4R 9AN.

The Company's shares are listed on the Alternative Investment Market of the London Stock Exchange. The principal activities of the Company and its subsidiaries (together the "Group") are related to the exploration for and development of gold and technology-metals, principally in south-eastern Europe.

The consolidated financial statements are presented in Pounds Sterling (£), which is the parent company's functional and presentation currency, and all values are rounded to the nearest thousand except where otherwise indicated. The financial information has been prepared on the historical cost basis modified to include revaluation to fair value of certain financial instruments and the recognition of net assets acquired including contingent liabilities assumed through business combinations at their fair value on the acquisition date modified by the revaluation of certain items, as stated in the accounting policies.

### Basis of Preparation

The Group financial statements have been prepared and approved by the Directors in accordance with UK-adopted International Accounting Standards and effective for the Group's reporting for the year ended 31 December 2021.

The separate financial statements of the Company are presented as required by the Companies Act 2006. As permitted by that Act, the separate financial statements have been prepared in accordance with UK-adopted International Accounting Standards. These financial statements have been prepared under the historical cost convention (except for financial assets at FVOCI) and the accounting policies have been applied consistently throughout the period.

### Going Concern

These financial statements have been prepared on the going concern basis.

The Directors are mindful that there is an ongoing need to monitor overheads and costs associated with delivering on its strategy and certain exploration programmes being undertaken across its portfolio. The Group is not expecting to raise additional capital at this time, but may do so to support its strategy and specific activities on occasion. The Group has no bank facilities and has been meeting its working capital requirements from cash resources. At the year end the Group had cash and cash equivalents amounting to £16.389 million (2020: £2.978 million).

The Directors have prepared cash flow forecasts for the Group for the period to 31 December 2023 based on their assessment of the prospects of the Group's operations. The cash flow forecasts include expected future cash flows from our equity accounted associate (formerly Joint Venture) investment in Zenit along with the normal operating costs for the Group over the period together with the discretionary and non-discretionary exploration and development expenditure.

The forecasts indicate that on the basis of existing cash and other resources, and expected future dividend payments from Zenit, the Group will have adequate resources to meet all its expected obligations in delivering its work programme for the forthcoming year.

The Group believes there should be no significant material disruption to the mining operations in Zenit from COVID-19, but the Board continues to monitor these risks and Zenit's business continuity plans.

In preparing these financial statements the Directors have given consideration to the above matters and on this basis they believe that it remains appropriate to prepare the financial statements on a going concern basis.

### New Accounting Standards & Interpretations

(a) New and amended standards and interpretations mandatory for annual financial statements beginning on or after 1 January 2021:

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform – Phase 2

The adoption of these new accounting pronouncements has not had a significant impact on the accounting policies, methods computation or presentation applied by the Group and Company.

(b) Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current.

Amendments to IFRS 3: Business Combinations Reference to the Conceptual Framework.

Amendments to IAS 16: Property, Plant and Equipment: proceeds before intended use.

Amendments to IAS 37: Onerous contracts – costs of Fulfilling a Contract.

IFRS 1: First-time adoption of International Financial Reporting Standards: subsidiary as a first-time adopter.

IFRS 9 Financial Instruments: Fees in the "10 per cent." test for derecognition of financial liabilities.

Annual Improvements to IFRS Standards 2018-2020 Cycle.

Amendments to IAS 8: Definition of accounting estimates.

Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies.

Amendments to IAS 12: Deferred Tax related to assets and liabilities arising from a single transaction.

The Group is evaluating the impact of the new and amended standards above which are not expected to have a material impact on the Group's results or shareholders' funds statements.

### Basis of consolidation

The consolidated financial statements comprise the financial statements of Ariana Resources PLC and its subsidiaries for the year ended 31 December 2021.

Subsidiaries are all entities over which the Group has power to direct relevant activities and an exposure to variable returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured at fair value of the assets and equity instruments acquired, and the liabilities incurred or assumed at the date of exchange.



The acquisition of subsidiaries is accounted for using the purchase method. The cost of acquisition is measured at the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued.

The acquirer's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS3 are recognised at their fair values at the acquisition date. Where the Group acquires a subsidiary for less than the fair value of its assets and liabilities, this results in negative goodwill or gain on acquisition which is recognised in profit and loss.

If a business combination is achieved in stages, the acquisition date carrying value of the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurements are recognised in the income statement. Where necessary, adjustments are made to the financial statements 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.

The Group has applied IFRS 11 to all joint arrangements as of 1 January 2015. The Group identifies joint arrangements as those arrangements in which two or more parties have joint control, where joint control is evidenced by the contractually agreed sharing of control of an arrangement, which exists where the decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor.

Joint operations are identified as those agreements whereby the parties have rights to the assets and obligations for liabilities relating to the arrangement. Joint operations are accounted for by recognising the operator's relevant share of assets, liabilities, revenues and expenses. The Group currently has no joint operations in existence.

Joint ventures are identified as those agreements whereby the parties have rights to the net assets of the arrangement and are accounted for using equity accounting in accordance with IAS 28. Interest in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the Joint Venture.

An associate is an entity over which the Group is in a position to exercise significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the investee. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of our investments in our associates are incorporated in these financial statements using the equity method of accounting except when classified as held for sale. Investments in associates are carried in the Group

statement of financial position at cost as adjusted by post-acquisition changes in the Group's share of the net assets of the associates, less any impairment in the value of individual investments. Losses of the associates in excess of the Group's interest in those associates are not recognised.

In the Company accounts, investments in subsidiary undertakings are held at cost less impairment losses.

### Income and expense recognition

The Group's other income represents consideration received on the disposal of licences, consultancy fees and interest receivable from bank deposits. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate of interest applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset. Operating expenses are recognised in the statement of comprehensive income upon utilisation of the service or at the date of their origin and are reported on an accruals basis.

### Foreign currency translation

#### Functional and presentational currency

Items included in the financial statements 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 Pounds Sterling, which is the Group's presentation currency.

#### Transactions and balances

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

#### 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 for each income statement 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 transaction); and
- all resulting exchange differences are recognised as a separate component of equity. On consolidation, exchange differences arising from the translation of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the statement of comprehensive income as part of the gain or loss on sale.

# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 1. General Information continued

### Earnings per share

Basic earnings per share amounts are calculated by dividing the profit after taxation of the Group by the weighted average number of shares outstanding during the year.

### Land, property, plant and equipment

Land, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Land	-	not depreciated
Computer equipment	-	between 25% & 33%
Drilling equipment	-	between 10% & 20%
Fixtures and fittings	-	between 5% & 33%
Motor vehicles	-	between 20% & 25%

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of comprehensive income.

### Intangible assets

Intangible assets include expenditure on software and databases acquired to develop the Group's geological expertise. Assets within this category that have a finite useful life are amortised over 20 years.

### Intangible exploration assets

Intangible assets represent exploration and evaluation assets (IFRS 6 assets), being the cost of acquisition by the Group of rights, licences and know-how. Such expenditure requires the immediate write-off of exploration and development expenditure that the Directors do not consider to be supported by the existence of commercial reserves.

All costs associated with mineral exploration and investments, are capitalised on a project-by-project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads and these assets are not amortised until technical feasibility and commercial viability is established. If an exploration project is successful, the related expenditures will be transferred to mining assets and amortised over the estimated life of the commercial ore reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off.

The recoverability of all exploration and development costs is dependent upon the discovery of economically recoverable reserves, the ability of the Group to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the disposition thereof.

Exploration and evaluation assets shall no longer be classified as such when the technical feasibility and commercial viability of

extracting mineral resources are demonstrable. When relevant, such assets shall be assessed for impairment, and any impairment loss recognised, before reclassification to mine development.

### Assets classified as held for sale

Assets are classified as held for sale if their carrying amount will be recovered primarily through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying value and fair value less costs to sell. An impairment loss is recognised for any subsequent write-down of the asset to fair value less costs to sell.

### Impairment of tangible and intangible assets

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets (except for intangible exploration assets) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### Investment in Group undertakings

The Company's investments in Group undertakings are carried at historical cost less any provision for impairment. The Company's investments arose from either incorporation of, or acquisition of subsidiary companies primarily based in Turkey. As these investments are not amortised, their carrying values are at risk of impairment. The carrying value of investments is compared to their recoverable amounts which are assessed with reference to the discounted cash flow forecasts associated with these territories.

### Financial instruments

Financial assets and financial liabilities are recognised on the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument. The Group derecognises a financial asset only when the contractual rights to cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group classifies the following at fair value through profit or loss (FVPL):

- equity instruments that are held for trading; and equity instruments that are held for trading; and
- equity investments for which the Group has not elected to recognise fair value gains and losses through OCI.

The Group derecognises financial liabilities when the Group's obligations are discharged, cancelled or expired.

## Financial Assets

### Trade and other receivables

Trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost less any provision for impairment. The Group applies the IFRS 9 simplified approach to providing for expected credit losses in accordance with applicable guidance for non-banking entities. Under the simplified approach the Group is required to measure lifetime expected credit losses for all trade receivables. No credit losses have been identified during the period.

### Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and on-demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash with three months or less remaining to maturity and are subject to an insignificant risk of changes in value.

### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

### Equity instruments

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign

exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### Share-based payments

For grants of share options, the fair value as at the date of grant is calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that are likely to vest, except where forfeiture is only due to market based conditions not achieving the threshold for vesting. Where shares are issued in settlement of goods or services supplied, the relevant expense is recorded in the consolidated statement of comprehensive income, with the related share issue recorded within share capital and share premium.

### Provisions

Provisions are liabilities where the exact timing and amount of the obligation is uncertain. Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, when an outflow of resources is probable to settle the obligation and when an amount can be reliably estimated. Where the time value of money is material, provisions are discounted to current values using appropriate rates of interest. The unwinding of any discount is recorded in net finance income or expense.

### Taxation

Current income tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting year, that are unpaid at 31 December 2021. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted as at 31 December 2021. Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the consolidated statement of comprehensive income, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited to equity. The deferred tax asset arising from trading losses carried forward as referred to in Note 8 has not been recognised. The deferred tax asset will be recognised when it is more likely than not that it will be recoverable.



# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 1. General Information continued

### Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors who have been identified as responsible for allocating resources and assessing performance of the operating segments, and who act as the Chief Operating Decision Maker.

### Accounting judgements

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

### Accounting for equity accounted associate

Management have considered the 50% shareholding in Venus Minerals Ltd and determined it is an associate rather than a subsidiary due to the absence of control over that company, and accordingly accounts for its investment in Venus Minerals Ltd using the equity method in accordance with IAS 28 (revised).

### Intangible exploration assets

Determining whether intangible exploration assets are impaired requires an assessment of whether there are any indicators of impairment, by reference to specific impairment indicators prescribed in IFRS 6. This includes the assessment, on a project by project basis, of the likely recovery of the cost of the Group's intangible exploration assets in the light of future production opportunities based upon ongoing geological studies. This also involves the assessment of the period for which the entity has the right to explore in the specific area, or if it has expired during the period or will expire in the near future if it is not expected to be renewed.

The Group determines that exploration costs are capitalised at the point the Group has a valid exploration licence or is in the process of renewal.

### Impairment of assets, excluding intangible exploration assets

The Group assesses impairment at each reporting date on a project by project basis by evaluating conditions specific to the Group that may indicate an impairment of assets. Where indicators of impairment exist, the recoverable amount of the asset is determined based on value in use or fair value less cost to sell, both of which require the Group to make estimates.

## 2. Staff costs

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Wages and salaries	804	434	440	367
Social security costs	182	123	133	116
Share based payments (option scheme)	-	46	-	35
Pension contributions	44	43	37	41
	1,030	646	610	559

Following the disposal during the year of all exploration intangible assets by the Group, all staff costs are now written-off as incurred. Amounts previously capitalised under exploration expenditure in the prior year amounted to £658,000.

The average monthly number of employees (including Executive Directors) during the year was as follows:

	2021 Group Number	2020 Group Number
Exploration activities	14	14
Administration	7	5
	21	19

The only employees within the Company were the directors.

## 3. Directors' emoluments

	2021 £'000	2020 £'000
Basic salary and fees	440	367
Pension contributions	40	41
	480	408

Key management personnel consist of only the Directors. Details of share options and interests in the Company's shares of each Director are highlighted in the Directors' Report on page 42.

	Year	Salary & fees £'000	Pension £'000	Total £'000
Michael de Villiers	2021	125	13	138
	2020	125	13	138
Kerim Sener	2021	225	23	248
	2020	162	23	185
William Payne	2021	40	-	40
	2020	40	-	40
Christopher Sangster	2021	50	4	54
	2020	60	6	66

William Payne's services are provided by a firm of Accountants, further details of which are set out in Note 23.

#### 4. Operating loss

The operating loss is stated after charging/ (crediting):

	2021 £'000	2020 £'000
Depreciation and amortisation – owned assets	44	19
Office lease rentals	12	13
Net foreign exchange (gains)	(75)	(502)
Fees payable to the Company's auditor for the audit of the Group's and Company's annual accounts	50	50
Fees payable to the Company's auditor for other services: – The audit of the Company's subsidiaries	25	21

#### 5. Profit on restructuring of group activities

During February 2021, the Group concluded its restructuring programme. This comprised the part-disposal of its interest in Zenit Madencilik San.ve Tic. A.S. ("Zenit") and Pontid Madencilik San.ve Tic. A.S. ("Pontid") to Ozaltin Insaat, Ticaret and Sanayi A.S. ("Ozaltin") and Proccea Construction Co ("Proccea") for a total consideration of US\$35.75m. Under the terms of the Pontid sale agreement and during the year, Ozaltin completed its equity commitment to invest a further US\$8m in the development of the Salinbaş project. A further US\$2m is to be paid in instalments to the Group by Zenit following the transfer of the three-remaining satellite remain projects held by the Group's wholly owned subsidiary, Galata Mineral Madencilik San. ve Tic. A.S.

	2021 £'000	2020 £'000
Disposal proceeds receivable (net of group transactions)	26,976	-
Less:-		
Cost of Investment and other incidental costs incurred on disposal	(4,684)	-
Reversal of fair value transactions associated with the Salinbaş acquisition	(9,466)	-
Increase in valuation of associate following acquisition	2,197	-
Reduction in valuation of JV following part disposal (excluding translation losses)	(4,234)	-
Recycled translation losses	(4,386)	-
Profit on restructuring of Group's activities	6,423	-

# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 6. Equity accounted Investments

The Group and Company's investments comprise the following: -

Associates and joint ventures companies	Note	Group 2021 £'000	Company 2021 £'000	Group 2020 £'000	Company 2020 £'000
Associate Interest in Pontid Madencilik San. ve Tic. A.S. ("Pontid")	6a	4,139	-	-	-
Associate Interest in Venus Minerals Ltd ("Venus")	6b	2,399	2,612	-	-
Associate Interest in Zenit Madencilik San. Ve Tic. A.S. ("Zenit")	6c	4,864	-	-	-
Joint venture Interest in Zenit Madencilik San. Ve Tic. A.S. ("Zenit")	6c	-	-	11,213	-
Carrying amount of investment at 31 December		11,402	2,612	11,213	-

### 6a Associate Interest in Pontid.

Following the disposal by Greater Pontid Exploration B.V. (holding company) of its entire interest in Pontid Madencilik San. ve Tic. A.S. ("Pontid") to Ozaltin Holding A.S and Proccea Construction Co, the Group reinvested US\$5.75m for a 23.5% shareholding in Pontid. This investment is currently valued at £4.139m and represents the Group's share of Pontid's net assets and goodwill paid on acquisition. Since the date of acquisition, Pontid continues to benefit from new capital funding of US\$8m into its Salinbaş project.

Financial information based on Pontid's translated financial statements, and reconciliations with the carrying amount of the investment in the consolidated financial statements are set out below

Statement of financial position As at 31 December 2021	2021 £'000	2020 £'000
<b>Assets</b>		
<b>Non-current assets</b>		
Other receivables	10	-
Intangible exploration assets	1,120	-
Land, property, plant and machinery	96	-
<b>Total non-current assets</b>	<b>1,226</b>	<b>-</b>
<b>Current assets</b>		
Cash and cash equivalents	5,230	-
Trade and other receivables	86	-
Total current assets	5,316	-
<b>Total assets</b>	<b>6,542</b>	<b>-</b>
<b>Current liabilities</b>		
Other payables	229	-
Total current liabilities	229	-
<b>Equity</b>		
Proportion of the Group's ownership	23.5%	-
Share of net assets per above analysis	1,483	-
Goodwill on acquisition and share of interest post acquisition	2,656	-
<b>Carrying amount of investment in Pontid</b>	<b>4,139</b>	<b>-</b>



### 6b Share of loss of associate interest in Venus Minerals Ltd

The Company and group acquired 50% of Venus Minerals Ltd through an earn-in agreement on 5 November 2021.

The results set out below includes the Group's share of loss for the period from significant influence to 31 December 2021.

	Group 2021 £'000	Company 2021 £'000	Group and Company 2021 £'000
	Equity accounted Associate interest	Equity accounted Associate interest	Earn-In Advances
At 1 January 2021	-	-	1,206
Advances paid during the year	-	-	1,406
Reclassification following conversion of rights	2,612	2,612	(2,612)
Share of loss since significant influence recognised by Group	(213)	-	-
At 31 December 2021	2,399	2,612	-

### 6c Share of profit of associate interest in Zenit

The Group accounts for its associate interest in Zenit using the equity method in accordance with IAS 28 (revised). In prior years Zenit was also accounted for using the equity method of accounting, albeit the company was then classified as a joint venture, until part disposal by the Group in February 2021. At 31 December 2021 the Group has a 23.5% (2020: 50%) interest in Zenit, and, profits from Zenit are shared in the ratio of 23.5% (2020: 50%) the Group, 23.5% (2020: 50%) Proccea and the remaining 53% (2020: nil) interest to Ozaltin Holding A.S.

Zenit was incorporated in, and has its principal place of business in Ankara, Turkey.

Financial information based on Zenit's translated financial statements, and reconciliations with the carrying amount of the investment in the consolidated financial statements are set out below:

Statement of Comprehensive Income For the year ended 31 December 2021	2021 £'000	2020 £'000
<b>Revenue</b>	<b>32,784</b>	<b>29,145</b>
Cost of sales	(14,586)	(13,335)
Gross Profit	18,198	15,810
Administrative expenses	(2,344)	(1,750)
<b>Operating profit</b>	<b>15,854</b>	<b>14,060</b>
Other income	124	-
Finance expenses including foreign exchange losses	(1,171)	(3,143)
Finance income including foreign exchange gains	5,213	2,262
<b>Profit before tax</b>	<b>20,020</b>	<b>13,179</b>
Taxation charge	(1,890)	(223)
<b>Profit for the year</b>	<b>18,130</b>	<b>12,956</b>
Proportion of the Group's profit share	23.5%	50%
<b>Group's share of profit for the year</b>	<b>4,260</b>	<b>6,478</b>

# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 6. Equity accounted Investments continued

### 6c Share of profit of interest in associate in Zenit

Statement of financial position As at 31 December 2021	2021 £'000	2020 £'000
<b>Assets</b>		
<b>Non-current assets</b>		
Other receivables and deferred tax asset	295	1,244
Intangible exploration assets	70	670
Kiziltepe Gold Mine (including capitalised mining costs, land, property, plant and equipment)	15,804	18,817
<b>Total non-current assets</b>	<b>16,169</b>	<b>20,731</b>
<b>Current assets</b>		
Cash and cash equivalents	6,680	8,031
Trade and other receivables	650	286
Inventories	2,033	2,598
Other receivables, VAT and prepayments	2,521	2,004
Total current assets	11,884	12,919
<b>Total assets</b>	<b>28,053</b>	<b>33,650</b>
<b>Liabilities</b>		
Non-current liabilities		
Borrowings	412	2,126
Deferred tax	367	-
Asset retirement obligation	616	924
<b>Total non-current liabilities</b>	<b>1,395</b>	<b>3,050</b>
<b>Current liabilities</b>		
Borrowings	884	4,881
Trade payables	1,406	1,544
Other payables	3,671	1,749
Total current liabilities	5,961	8,174
<b>Total liabilities</b>	<b>7,356</b>	<b>11,224</b>
<b>Equity</b>	20,697	22,426
Proportion of the Group's ownership	23.5%	50%
<b>Carrying amount of investment in associate</b>	<b>4,864</b>	<b>-</b>
<b>Carrying amount of investment in joint venture</b>	<b>-</b>	<b>11,213</b>
<b>Movement in Equity – our share</b>		
Opening balance	11,213	7,768
Profit for the year	4,260	6,478
Part disposal of Interest	(5,943)	-
Translation and other reserves	(3,613)	(2,257)
Dividend receivable	(1,053)	(776)
<b>Closing balance</b>	<b>4,864</b>	<b>11,213</b>

## 7. Segmental analysis

Management currently identifies one division as an operating segment – mineral exploration. This operating segment is monitored and strategic decisions are made based upon this and other non-financial data collated from exploration activities.

Principal activities for this operating segment are as follows:

- Mining - incorporates the acquisition, exploration and development of mineral resources.
- Reconciling items include non-mineral exploration costs and transactions between Group and associate companies.

	2021			2020		
	Mining £'000	Other reconciling items £'000	Group £'000	Mining £'000	Other reconciling items £'000	Group £'000
Administrative costs	-	(2,917)	(2,917)	-	(1,360)	(1,360)
General and specific exploration expenditure	(67)	-	(67)	(35)	-	(35)
Profit on restructuring	6,423	-	6,423	-	-	-
Share of loss on new associate	(213)	-	(213)	-	-	-
Share of profit of associate (previously 50% joint venture)	4,260	-	4,260	6,478	-	6,478
Investment and other income	-	202	202	-	7	7
<b>Profit before taxation</b>	<b>10,403</b>	<b>(2,715)</b>	<b>7,688</b>	<b>6,443</b>	<b>(1,353)</b>	<b>5,090</b>
Taxation	(3,832)	-	(3,832)	(43)	(284)	(327)
<b>Profit after taxation</b>	<b>6,571</b>	<b>(2,715)</b>	<b>3,856</b>	<b>6,400</b>	<b>(1,637)</b>	<b>4,763</b>
<b>Assets</b>						
Segment assets	17,480	13,110	30,590	29,937	2,069	32,006
<b>Liabilities</b>						
Segment liabilities	(1,610)	(451)	(2,061)	(5,056)	(253)	(5,309)
<b>Additions to segment assets</b>						
Intangible assets	nil	nil	nil	263	-	263
Property, plant & equipment	241	-	241	19	-	19
Depreciation and amortisation	-	44	44	-	(19)	(19)

## Geographical segments

The Group's mining assets and liabilities are located primarily in Turkey.

	2021			2020		
	Turkey £'000	United Kingdom £'000	Group £'000	Turkey £'000	United Kingdom £'000	Group £'000
Carrying amount of segment non-current assets	10,304	2,761	13,065	11,353	1,375	12,728



# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 8. Taxation

	2021 £'000	2020 £'000
Current tax expense in respect of the current year	3,832	327
Withholding tax suffered on subsidiary dividend	(901)	(284)
Current tax charge	2,931	43

The charge for the year can be reconciled to the profit per the statement of comprehensive income as follows:

	2021 £'000	2020 £'000
Profit before tax – continuing operations	7,688	5,090
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2020:19%)	1,460	967
Effect of tax on share of associates profits and losses	(769)	-
Effect of tax on share of joint venture profit	-	(1,235)
Disallowable expenses and other adjustments	14	11
Effect of different tax rates and laws of subsidiaries operating in other jurisdictions	638	16
Other reconciling adjustments	489	-
Losses for the year to carry forward	1,099	284
Current tax charge	2,931	43

The Group has UK losses carried forward on which no deferred tax asset is recognised in the financial statements as the recovery of this benefit is dependent on future profitability, the timing of which cannot be reasonably foreseen. Total UK losses carried forward amount to approximately £16,620,000 (2020: £10,393,000), and non-UK losses amount to approximately £209,000 (2020: £306,000).

No deferred tax assets had been recognised against the Group's and Company's tax losses as the entities do not have sufficient taxable temporary differences in the year against which the losses could be utilised.

## 9. Profit and distributable reserves of parent Company

### (a) Profit of parent company

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. The parent Company's Profit for the financial year was £3,720,000 (2020: Loss - £1,091,000).

### (b) Distributable reserves of parent company

The Company paid its first shareholder dividend on 24 September 2021 amounting to £3,820,873. To facilitate this distribution the Company gained shareholder approval during February 2021 and applied to the High Court of Justice of England and Wales to reduce its share capital. This application was granted by the High Court during July 2021 and the share capital reduction scheme resulted in generating distributable reserves of £7.22m, as set out in the Company's Statement of Changes in Equity and note 19.

### (c) Dividends

An interim dividend was paid during the year ended 31 December 2021 of 0.35 pence per ordinary share amounting to £3,820,000 (2020: £nil).

## 10. Earnings per share on continuing operations

The calculation of basic profit per share is based on the profit attributable to ordinary shareholders of £3,856,000 (2020: £4,763,000) divided by the weighted average number of shares in issue during the year being shares 1,085,894,966 (2020: 1,062,538,317). There is no material effect on the basic earnings per share for the dilution provided by the share options.

## 11. Intangible assets

	Software and Database expenditure £'000
<b>Cost or Valuation</b>	
At 1 January 2021	168
Amortisation charge	(19)
<b>At 31 December 2021</b>	<b>149</b>
<b>Net book value</b>	
At 1 January 2021	168
<b>At 31 December 2021</b>	<b>149</b>

## 12. Land, property, plant & equipment

	Land £'000	Computer equipment £'000	Drilling equipment £'000	Fixtures & fittings £'000	Motor vehicles £'000	Totals £'000
<b>Cost</b>						
At 1 January 2020	-	34	26	34	34	128
Additions	-	6	-	1	12	19
Exchange movements	-	(6)	(6)	(7)	(7)	(26)
<b>At 31 December 2020</b>	-	34	20	28	39	121
Additions	157	18	-	11	55	241
Disposals	-	(3)	-	(8)	(7)	(18)
Exchange movements	-	(12)	(9)	(9)	(13)	(43)
<b>At 31 December 2021</b>	<b>157</b>	<b>37</b>	<b>11</b>	<b>22</b>	<b>74</b>	<b>301</b>
<b>Depreciation</b>						
At 1 January 2020	-	30	6	23	19	78
Charge	-	5	4	4	4	17
Exchange movements	-	(5)	(1)	(5)	(4)	(15)
<b>At 31 December 2020</b>	-	<b>30</b>	<b>9</b>	<b>22</b>	<b>19</b>	<b>80</b>
Charge	2	8	3	6	7	26
Disposals	-	(2)	-	(8)	(5)	(15)
Exchange movements	-	(9)	(4)	(8)	(7)	(28)
<b>At 31 December 2021</b>	<b>2</b>	<b>27</b>	<b>8</b>	<b>12</b>	<b>14</b>	<b>63</b>
<b>Net book value</b>						
At 1 January 2020	-	4	20	11	15	50
At 31 December 2020	-	4	11	6	20	41
<b>At 31 December 2021</b>	<b>155</b>	<b>10</b>	<b>3</b>	<b>10</b>	<b>60</b>	<b>238</b>

Of the total depreciation expense, £nil has been capitalised to intangible exploration assets (2020: £16,000).

# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 13. Financial assets at fair value through profit or loss

<b>Group and Company</b>	<b>Group 2021 £'000</b>
At 1 January 2021	-
Addition in Panther Metals Ltd	188
Addition in Pallas Resources Ltd	273
<b>At 31 December 2021</b>	<b>461</b>
<b>Net book value</b>	
At 31 December 2020	-
<b>At 31 December 2021</b>	<b>461</b>

During the year, the Group's wholly owned subsidiary Asgard Metals Pty. Ltd. acquired shares in the following companies as set out below:

Panther Metals Ltd is listed on the Australian Stock Exchange, incorporated and domiciled in Australia. At the balance sheet date, its listed price exceeded its acquisition cost by £35,000. This increase has not been reflected in profit or loss.

Pallas Resources Ltd is a private company limited by shares, incorporated and registered in the United Kingdom. At the balance sheet date as an unlisted company, its fair value cannot be reliably measured and approximates to historical cost.

## 14. Investments in Group undertakings

<b>Company</b>	<b>Shares in Group undertakings £'000</b>
<b>At 1 January 2021 &amp; 31 December 2021</b>	<b>377</b>

The Company's investments at the balance sheet date comprise ownership of the ordinary share capital of the following companies:

Subsidiaries	Ownership	Country of incorporation	Nature of business	Address
Ariana Exploration & Development Limited	100%	United Kingdom	Exploration	2nd Floor, Regis House, 45 King William Street London, EC4R 9AN

Ariana Exploration & Development Limited's investments at the balance sheet date comprise the following companies

Subsidiaries	Ownership	Country of incorporation	Nature of business	Address
Portswood Resources Limited	100%	British Virgin Islands	Holding company	Kingston Chambers P.O. Box 173 Road Town, Tortola, British Virgin Islands
Galata Mineral Madencilik San. ve Tic. A.S.	100%	Turkey	Exploration	Çankaya Mah. Farabi Sok. 7/5 Çankaya, Ankara, Turkey
Greater Pontides Exploration B.V.	100%	Netherlands	Holding company	Herengracht 500, 1017 CB Amsterdam, Netherlands
Asgard Metals Pty. Ltd.	100%	Australia	Exploration	Unit 27, 18 Stirling Highway, Nedlands, WA 6009, Australia
Western Tethyan Resources Ltd	75%	United Kingdom	Holding company	2nd Floor, Regis House, 45 King William Street, London, EC4R 9AN
Kosovo Mineral Resources LLC*	75%	Republic of Kosovo	Exploration	Rr Ali Vitia Kalabri Bll. A-Lam-B. Nr.19 Prishtine, Kosova

\*Kosovo Mineral Resources LLC is a 100% owned subsidiary of Western Tethyan Resources Ltd.

The non-controlling interest in the Group represents the cost of purchase of a 25% stake in Western Tethyan Resources Ltd amounting to £30,000 (2020: nil)

## 15. Non-current other receivables

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Amounts owed by Group undertakings	-	-	5,942	7,027
Amounts owed by associate interest	815	-	-	-
Other receivables	-	100	-	-
	815	100	5,942	7,027

The amount owed to the Group relate to an instalment based interest free loan agreed upon following the disposal by Galata of its three remaining satellite projects to Zenit at a rate of US\$50,000 per calendar month. The directors have assessed that the future fair value return on settlement of this debt is not materially different from the carrying value shown above.

## 16. Other receivables

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Other receivables	219	183	132	-
Amounts owed by associate interest	792	-	-	-
Prepayments	125	115	-	-
	1,136	298	132	-

The carrying values of other receivables and amounts owed by associate interest approximate their fair values as these balances are expected to be cash settled in the near future.



# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 17. Trade and other payables

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Trade and other payables	203	147	94	-
Social security and other taxes	1,380	14	-	-
Other creditors and advances	343	1,099	132	-
Accruals and deferred income	135	125	6	6
	2,061	1,385	232	6

The above listed payables are all unsecured. Due to the short-term nature of current payables, their carrying values approximate their fair value.

## 18. Assets and liabilities classified as held for sale

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Assets classified as held for sale				
Intangible Exploration assets	-	16,002	-	-
Total assets of group held for sale	-	16,002	-	-
Liabilities directly associated with assets classified as held for sale				
Deferred tax liabilities	-	2,273	-	-
Contingent consideration payable	-	1,651	-	-
Total liabilities of group held for sale	-	3,924	-	-

The above assets and liabilities held for sale were reclassified from non-current assets and non-current liabilities as at 31 December 2020 due to the Group concluding the disposal of its interests in its Salinbaş and all other exploration projects, held through its subsidiary companies based in Turkey.

## 19. Called up share capital, share premium and capital reduction reserve

		Ordinary Shares £'000	Deferred shares £'000	Share Premium £'000	Capital reduction reserve £'000
Allotted, issued and fully paid ordinary 0.1p shares	Number				
In issue at 1 January 2021	1,075,677,943	1,075	4,995	12,053	-
Share capital reduction scheme		-	(4,995)	(12,053)	17,048
Retained losses utilised		-	-	-	(9,826)
Share options exercised	21,000,000	22	-	305	-
In issue at 31 December 2021	1,096,677,943	1,097	-	305	7,222

During July 2021, the Company was granted permission by the High Court of Justice in England and Wales to reduce its share capital by the cancellation of its share premium and its sub-divided deferred shares. This allowed the Company to extinguish retained losses bought forward from the prior year amounting to £9,826,000.

**Potential issue of ordinary shares**  
**Share options**

The Company issued 64,000,000 new options to directors and staff at an exercise price of 1.55 pence, vesting over 3 years, commencing on 1 January 2018. At 31 December 2021 the Company had options outstanding for the issue of ordinary shares as follows:

Date options granted	Exercisable from	Exercisable to	Exercise price	Number granted	Options exercised during the year	Number at 31 December 2021
1 January 2018	1 January 2018	31 December 2023	1.55p	48,000,000	(21,000,000)	27,000,000
<b>Total</b>				<b>48,000,000</b>	<b>(21,000,000)</b>	<b>27,000,000</b>

The fair value of services received in return for share options are measured by reference to the fair value of share options granted. The fair value of employee share options is measured using the Black-Scholes model. Measurement inputs and assumptions are as follows:

**Costs associated with options issued on the 1 January 2018 and exercisable by 2023**

Share price when options issued	1.25p
Expected volatility (based on closing prices over the last 7 years)	67.84%
Expected life	5 years
Risk free rate	0.75%
Expected dividends	0%

The expected volatility is wholly based on the historic volatility (calculated based on the weighted average of the last 7 years of quotation).

	Group and Company
	2021
	£'000
<b>Share based payments reserve</b>	
At 1 January 2021	307
Transfer to retained earnings for options exercised during the year	134
<b>At 31 December 2021</b>	<b>173</b>

As set out in note 2 the Group recognised an expense of £nil (2020: £46,000) relating to equity share based payment transactions in the year.

# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 20. Operating lease arrangements

Management have completed a detailed assessment of existing operating contracts and have not identified any contracts requiring adjustment on the adoption of IFRS 16 as the operating leases held by the Group are of low value and short-term in nature.

At the year end, the Group had outstanding short term commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2021 £'000	2020 £'000
Within one year	1	16

## 21. Capital commitments

The Group had no authorised or unauthorised capital commitments at the year end (2020: £nil).

## 22. Contingent liabilities

Following the restructuring of the Group and the part disposal by Galata Mineral Madencilik San. ve Tic. A.S. of 26.5% of its interest in Zenit Madencilik San. ve Tic. A.S., 75% of the resulting gain on disposal is exempt from Turkish corporation tax provided the gain is retained under equity by Galata for a period of 5 years. This potentially exempt taxable gain, including the previously reported gain during 2019 on Çamyol Gayrimenkul, Madencilik, Turizm, Tarım ve Hayvancılık Ltd ("Çamyol") is as follows:

Contracting parties	Shareholding	Taxable gain in Lira	Contingent liability in Lira	Contingent Liability in GBP
Galata	26.5%	127,766,456	31,941,614	1,779,606
Çamyol	99%	4,529,343	996,455	55,516

## 23. Related party transactions

### Group companies

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation.

Ariana Resources PLC is the beneficial owner and controls, or is in joint venture with, the following companies and as such are considered related parties:

Ariana Exploration & Development Ltd  
 Portswood Resources Ltd  
 Galata Mineral Madencilik San. ve Tic. A.S.  
 Asgard Metals Pty. Ltd.  
 Greater Pontides Exploration B.V.  
 Western Tethyan Resources Ltd and its wholly owned subsidiary Kosovo Minerals Resources LLC  
 Zenit Madencilik San. ve Tic. A.S. (Associate)  
 Pontid Madencilik San. ve Tic. A.S. (Associate)  
 Venus Minerals Ltd (Associate)

Transactions during the year between the Company and its subsidiaries were as follows:

Loan payable by Ariana Exploration & Development Limited to Ariana Resources PLC amounted to £5,941,508 (2020: £7,027,310).

Loan payable by Ariana Exploration & Development Limited to Western Tethyan Resources Ltd amounted to £240,000.

Loan payable by Kosovo Minerals Resources LLC to Ariana Exploration & Development Limited amounted to £240,000 (2020: £30,000)

William Payne is a partner in Azets, a firm of Accountants that provides his services. During the year end 31 December 2021, Azets were paid £40,000 (2020: £40,000) in respect of his services as a Director, and £104,250 (2020: £119,775) in respect of accounting and management services. Fees paid for William Payne's services are included as part of Directors emoluments declared in Note 3. At the year end the Group owed Azets £nil (2020: £25,105).

At 31 December 2021, Kerim Sener had received £nil or TL nil (2020: £63,455 or TL581,357) from Zenit Madencilik San. ve Tic. A.S. for his services as a director of the joint venture subsidiary, in accordance with the Turkish Commercial Code and an Extraordinary General Meeting resolution dated 1 November 2018. This remuneration is in addition to his emoluments disclosed in note 3.

Kerim Sener was appointed a director of Venus Minerals Ltd ("Venus") on 13 August 2020 and continues to receive no remuneration during the period to 31 December 2021. Venus is focused on the exploration and development of copper and gold on the island of Cyprus. Transactions with Venus during the year and additional disclosures are set out on note 6.

### Equity accounted investment in Zenit

Loans including unpaid dividends payable by Zenit Madencilik San. ve Tic. A.S. to Galata Mineral Madencilik San. ve Tic. A.S. amounted to £1,607,291 (2020: £nil).

## 24. Post year end events

During March 2022 the Company issued 46,185,387 new ordinary shares at 4.11 pence per share to Newmont Corporation in connection with a five year exploration and alliance agreement focused on copper and gold exploration within Bosnia and Herzegovina, Bulgaria, Greece, Kosovo, North Macedonia and Serbia, utilising the exploration teams established within the Group.

## 25. Capital management policies and procedures

The Group's capital management objectives are:

- To ensure the Group's ability to continue as a going concern;
- To increase the value of the assets of the business; and
- To provide an adequate return to shareholders in the future when exploration assets are taken into production.

These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them through to production and cash flow, either with partners or by our own means.

The Group monitors capital on the basis of the carrying amount of equity, cash and cash equivalents as presented on the face of the consolidated statement of financial position. Movements in capital for the year under review are summarised in Note 19 and in the consolidated statement of changes in equity.

The Group manages its capital structure in response to changes in economic conditions and in accordance with the Group's objective to finance additional work on existing and new projects to enhance their overall value.

In the normal course of its operations, the Group and Company are exposed to gold prices, currency, interest rate and liquidity risk.

The Group and Company use financial instruments, other than derivatives, comprising short term deposits, cash, liquid resources and various items such as sundry debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to finance the Group's operations.

The main risks arising from the Group's and Company's financial instruments are liquidity and currency differences on foreign currency net investments. The Directors review and agree policies for managing these risks and these are summarised below.

### Liquidity risk

Liquidity risk is the risk that the Group and Company will not be able to meet their financial obligations as they fall due.

The Group and Company seek to manage financial risk to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Board will seek additional funds from the issue of share capital where appropriate, by reviewing financial and operational budgets and forecasts. The Group and Company's financial liabilities, including interest bearing liabilities and trade and other payables will all be settled within six months of the year end with the exception of the contingent consideration payable which is not expected to become payable for a period beyond 5 years.



# Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2021

## 25. Capital management policies and procedures continued

### Credit risk

Credit risk is the risk of financial loss to the Group and Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group and Company have borrowings outstanding from its subsidiaries and joint ventures, the ultimate realisation of which depends on the successful exploration and realisation of the Group's intangible exploration assets:

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Trade and other receivables (current and excluding prepayments)	1,011	183	132	-
Trade and other receivables (non-current)	815	100	5,942	7,027
	1,826	283	6,074	7,027

The concentration of credit risk for trade and other receivables at the balance sheet date by geographic region was:

	Group		Company	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000
United Kingdom	137	32	6,074	7,027
Turkey	1,688	251	-	-
Other	1	-	-	-
	1,826	283	6,074	7,027

### Market risk

Foreign exchange risk arises due to the Group's and Company's primary operations being in Turkey. The Group and Company have a general policy of not hedging against its exposure of foreign investments in foreign currencies. The Group and Company are exposed to translation and transaction foreign exchange risks and take profits or losses on these as they arise.

Group	UK		Turkey		Other		Total	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Cash and cash equivalents	10,238	597	5,232	2,117	919	264	16,389	2,978
Trade and other receivables	261	129	873	162	2	7	1,136	298
Trade and other payables	452	263	1,390	932	219	200	2,061	1,385

Company	UK		Turkey		Other		Total	
	2021 £'000	2020 £'000	2021 £'000	2020 £'000	2021 £'000	2020 £'000	2021 £'000	2020 £'000
Cash and cash equivalents	-	-	-	-	-	-	-	-
Trade and other receivables	5,942	7,027	-	-	-	-	5,942	7,027
Trade and other payables	233	6	-	-	-	-	233	6

### Sensitivity analysis

Foreign exchange risk arises due to the Group's and Company's primary operations being in Turkey.

A 10% percent weakening of Turkish Lira against the Sterling at the reporting date would have decreased net assets by £1,079,824 (2020: £1,296,000). This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date.

### Market risk – Borrowing facilities and interest rate risk

The Group and Company finances its operations primarily through its share of profits from its associate investment, and the issue of equity share capital to ensure sufficient cash resources are maintained to meet short-term liabilities and future project development requirements. Cash deposits are kept under regular review, with reference to future expenditure requirements and to maximise interest receivable.

### Sensitivity analysis

(a) The Group and Company have limited exposure to changes to interest rates both locally and in Turkey since the interest accruing on bank deposits was relatively immaterial.

(b) The Group and Company have no interest rate exposure on the loan finance provided during the year as the amounts owed by Group undertakings are interest free.

### Market risk – Equity price risk

The Group and Company's exposure to equity price risk arises from its investment in equity securities.

### Fair values of financial instruments

The fair value of a financial instrument is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Set out below is a comparison by category of carrying amounts and fair values of all the Group's financial instruments:

	Carrying Amount				Fair Value			
	2021 £'000	2021 £'000	2020 £'000	2020 £'000	2021 £'000	2021 £'000	2020 £'000	2020 £'000
	Group	Company	Group	Company	Group	Company	Group	Company
Financial assets								
Cash and cash equivalents	16,389	-	2,978	-	16,389	-	2,978	-
<b>Loans and receivables</b>								
Trade and other receivables (current)	1,011	-	298	-	1,011	-	298	-
Trade and other receivables (non-current)	815	5,942	100	7,027	815	5,942	100	7,027
Trade and other payables	(2,061)	(232)	(1,385)	(6)	2,061	(232)	(1,385)	(6)
Other financial liability	-	-	(1,651)	-	-	-	(1,651)	-

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

When measuring the fair value of an asset or a liability, the Group and Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Differences arising between the carrying and fair value are considered not significant to adjust for in these accounts. The carrying and fair value of intercompany balances are the same as if they are repayable on demand.

**Please note that this document is important and requires your immediate attention.**

**If you are in any doubt as to the action to be taken, please consult an independent adviser immediately. If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the record date (as described in Note 13) for the Annual General Meeting of the Company on 10 August 2022 12:00 noon you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee. If you have sold some only of your ordinary shares then please retain this document.**

The formal business of the Annual General Meeting (**AGM**) will only be to consider and vote upon the resolutions set out in the notice of meeting.

We are pleased to invite shareholders to attend our AGM in person this year. We will continue to monitor developments and the latest prevailing Government guidance and regulations relating to public gatherings prior to the holding of the AGM, and whether any changes are required to the arrangements for the AGM. Shareholders are advised to check the Company's website for any updates. Shareholders are asked not to attend the AGM in person if they are displaying any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive

**SHAREHOLDERS WISHING TO VOTE ON ANY OF THE MATTERS OF BUSINESS ARE STRONGLY URGED TO DO SO THROUGH COMPLETION OF A FORM OF PROXY** which must be completed and submitted in accordance with the instructions thereon. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the Government of the United Kingdom. **Shareholders wishing to vote on any matters of business are strongly urged to do so through registering their proxy appointment and voting by proxy online and to appoint the Chairman of the Meeting as your proxy. This will enable the Chairman of the Meeting to vote on your behalf, and in accordance with your instructions, at the AGM. Lodging of a Proxy Form does not preclude a shareholder from attending in person and voting at the AGM.**

Further information on voting procedures follows the resolutions below. Queries regarding these procedures may be directed to the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgewater Road, Bristol BS99 6ZY (telephone number: +44 (0) 370 889 3196).

# Notice of the 2021 Annual General Meeting of Ariana Resources PLC

Company Number: 05403426

Notice is hereby given that the 2022 Annual General Meeting of Ariana Resources PLC (the “**Company**”) will be held at the East India Club, 16 St James’s Square, London, SW1Y 4LH on 10 August 2022 at 12:00 Noon in order to consider and, if thought fit, pass resolutions 1 to 6 as Ordinary Resolutions and Resolution 7 & 8 as Special Resolutions:

## Ordinary resolutions

1. To receive the Annual Report and Accounts for the year ended 31 December 2021.
2. To re-elect William Payne who is retiring pursuant to Article 41.1.2 of the Articles of Association as a Director of the Company.
3. To re-elect Michael de Villiers who is retiring pursuant to Article 41.1.2 of the Articles of Association as a Director of the Company.
4. To declare a final dividend of 0.175 pence per Ordinary Share in respect of the financial year ended 31 December 2021 to be paid on 03 October 2022 to the holders of ordinary shares who are shown on the register of members at the close of the business on 19 August 2022.
5. To re-appoint PKF Littlejohn as auditors and to authorise the Directors to fix their remuneration.
6. That the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Notice) up to a maximum nominal amount of £500,000 comprising:
  - a. equity securities (as defined by section 560 of the Companies Act 2006) of ordinary shares of 0.1p each in the capital of the Company (“Ordinary Shares”) up to an aggregate nominal amount of £250,000 in connection with an offer by way of a rights issue:
    - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b. in any other case, up to an aggregate nominal amount of £250,000.

The power granted by this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## Special resolutions

7. That, subject to the passing of Resolution 6 the Directors be given the general power to allot equity securities (as defined by Section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 6 or by way of a sale of

treasury shares, as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- a. the allotment of equity securities in connection with an offer by way of a rights issue:
  - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b. the allotment (otherwise than pursuant to paragraph 7a above) of equity securities up to an aggregate nominal amount of £250,000.

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 15 months from the date of passing this resolution, save that the Company may, before such expiry make offers or agreements 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.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

8. That, the Company be authorised generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each, provided that:
  - a. the maximum aggregate number of ordinary shares that may be purchased is 5% of the issued share capital of the Company as at the date of the market purchase;
  - b. the minimum price (excluding expenses) which may be paid for each ordinary share is £0.001;
  - c. the maximum price (excluding expenses) which may be paid for each ordinary share is to be no higher than the average mid-market closing price of an ordinary share in the Company on the day prior to the day the purchase is made;
  - d. the authority conferred by this resolution shall expire at the conclusion of the Company’s next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.
  - e. the directors may hold any such ordinary shares in Treasury and are then entitled to resell the same, satisfy the issue of new ordinary shares or cancel any such ordinary shares so acquired, as allowed by the Companies Act.

By Order of the Board dated  
28 June 2022



**Notes:**

1. 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you give no voting indication, 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.
6. To appoint a proxy you must ensure that the attached proxy form is completed, signed and sent to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 12 noon on 8 August 2022.
7. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders 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).
11. 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. CREST members who wish to appoint a proxy or proxies through the CREST

electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual available on the website of Euroclear UK and Ireland Limited ("Euroclear") at [www.euroclear.com](http://www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 12 noon on 8 August 2022, (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
14. As at 28 June 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued ordinary share capital consists of 1,142,863,330 ordinary shares of £0.001 each, carrying one vote each. No shares are held in treasury. Therefore the total voting rights in the Company as at that date are 1,142,863,330.

**Relevant Securities means:**

- Shares in the Company other than shares allotted pursuant to:
- an employee share scheme (as defined by section 1166 of the Act);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.