Rambler Metals and Mining Plc

Annual Report and Audited Financial Statements
For the Year Ended 31 December 2020

Registered Number: 05101822 (England and Wales)

CONTENTS

Our Business

About Rambler

Rambler Metals and Mining Plc (the “Company” or “Rambler”) operates the Ming Mine (‘Ming Mine’), a high-grade copper and gold mine with more than 20 years of mine life in Newfoundland and Labrador, Canada.

The Company is engaged in a turnaround of its business in 2021 targeting an annualised copper production in concentrate of 11,500 tonnes Cu metal from 2022 onwards. There exists significant exploration potential building on successful programmes last conducted in 2019.

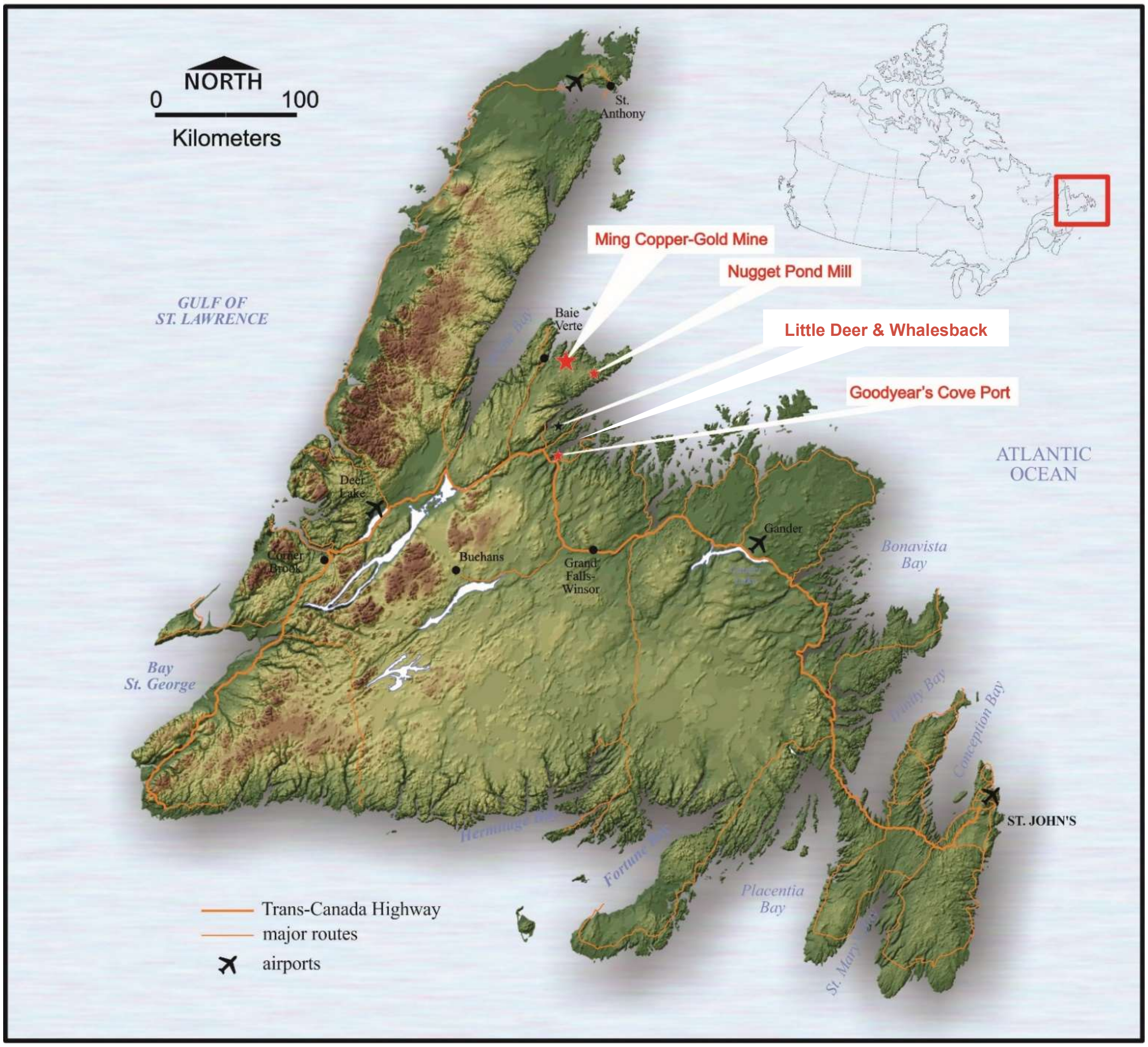
Rambler also owns the former-producing Little Deer and Whalesback mines near Springdale, Newfoundland and the Ming East Mine located adjacent to the Ming Mine on the Baie Verte peninsula in Newfoundland and Labrador.

The Company’s Ordinary Shares trade on the London AIM market under the symbol “RMM”.

Additional information relating to the Company is on London Stock Exchange at www.londonstockexchange.com and on the Company’s web site at www.ramblermines.com

This Annual Report, including appendices, is intended to help the reader understand Rambler Metals and Mining Plc (the “Company”) and its subsidiaries (the “Group” or ‘Rambler’), our operations and our present business environment. It has been prepared as of 26 April 2021 and covers the results of operations for the year ended 31 December 2020. This discussion should be read in conjunction with the audited Financial Statements for the year ended 31 December 2020 and notes thereto. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and their interpretations adopted by the International Accounting Standards Board (“IASB”), as adopted by the European Union and with IFRS and their interpretations adopted by the IASB. The Company’s presentation currency is US dollars ($) and the financial information is in $ unless otherwise stated. These statements together with the narrative of the Annual Report are intended to provide investors with a reasonable basis for assessing the potential future performance.

Location of Rambler Metals and Mining Assets



Company Information

Directors:	T I Ackerman A A Booyzen (resigned 31 May 2020) T J Bradbury (appointed 09 April 2020) E C Chen B Labatte B A Mills P Patil# (appointed 22 February 2021) G R Poulter# (resigned 27 November 2020) R C Round# (appointed 16 February 2021) M V Sander
Secretary:	T Sanford
Registered office:	3 Sheen Road Richmond Upon Thames Surrey TW9 1AD
Registered number:	05101822 (England and Wales)
Auditor:	Kreston Reeves LLP Chartered Accountants & Statutory Auditor Third Floor 24 Chiswell Street London EC1Y 4YX
Bankers:	HSBC plc 69 Pall Mall London SW1Y 5EY
Solicitors:	Memery Crystal LLP 165 Fleet Street London EC4A 2DY

#Independent directors

Chairman's Statement

In common with many businesses, 2020 was a challenging year for Rambler. A combination of low copper prices in the first half of the year, $2.10/lb in March 2020, down from $2.82/lb at the start of the year, and the many COVID-19 pandemic logistical difficulties impacted profitability from the first half of the year. In addition, Rambler started the year with a shortfall in developed reserves at its Ming Mine. After reducing production to conserve cash, the Company revised its long-term mine plan to focus on the higher-grade portions of the deposit (2% Cu) and started focusing on the development and mining laid out in this new plan in the second half of the year. This revised mine plan demonstrated much stronger economics over the life of the mine, based on these outcomes, the Company sought additional financing to implement the mine redevelopment.

Specifically, operations were scaled back in March 2020 to preserve cash, with discretionary expenditures suspended and certain maintenance works deferred. Sadly, around 50 employees were retrenched at that time. Financial support was gained from two of our major shareholders, in the form of bridge financing; our off-taker, Transamine Trading S.A ("Transamine") also extended loan repayment terms, and many of our suppliers supported the Company through what turned out to be an extended and very difficult period.

This support was provided with the belief that the fundamentals of the Ming Mine were, and remain, robust. It is a high-grade operating mine with a long-term future in an excellent jurisdiction. As part of the strategy to renew the Company going forward, Dr Toby Bradbury was appointed CEO in June 2020. A plan was formulated to reinvest in the development of the mine, catch up on maintenance and repairs, and engage and develop core competencies to progressively increase production back to a full mill capacity of 1,350 tonnes per day with an increased feed grade of around 2% Cu.

A debt and an equity financing were completed in December 2020, bringing in $13.4 million of capital together with significant restructuring of the balance sheet, effectively providing the initial capital to start the Company on its current development plan. A subsequent, over-subscribed equity placing in February 2021 raised another $10.5 million, and the recent completion of a non-core asset sale has brought in a further $2.0 million cash and C$0.5 million in common shares of Maritime Resources Corp. In addition to resolving balance sheet issues, these funds will be used to redevelop the underground, purchase the Duck Pond mill for relocation to the Ming Mine site, and resume exploration of the high-grade portions of our orebody at depth.

The Company implemented and continues to adapt an effective COVID-19 protocol that has seen no cases of the virus among its employees or contractors. In 2020, Rambler was presented with the John T. Ryan award for its 2019 safety performance, and the philosophy of no harm remains and is being actively reinforced as a cornerstone value for the Company. In addition, through the course of 2020 and despite the tangible difficulties, no employees were seriously hurt, and the Company returned a total recordable injury frequency rate of zero for the year.

We have identified a substantial opportunity in the Company. We are actively engaged in the design of an ore sorting facility to enhance the economics and scale of copper production from the Ming Mine. In 2022, underground ore is targeted at a consistent and sustainable mining rate of 2,000 tonnes per day which supports an increase of annualised production to 11,500 tonnes of copper metal in concentrate.

Also, in this past year, Rambler concluded the purchase of the Duck Pond mill, which has a capacity of 2,200 tonnes per day ("tpd"). The Company plans to re-establish this mill at the Ming Mine site, expanding throughput and eliminating road haulage costs at the same time. This is a long-term project (planned for commissioning in 2025) that also includes the potential recommissioning of the existing vertical shaft for hoisting and the application of paste fill to optimise reserves, both of which will be evaluated on their own merits for the economic value they can add.

Exploration has recommenced and is picking up where the successful 2019 programme left off. The Ming Mine deposit improves in terms of grade and scale with depth and is open-ended down plunge where considerable upside remains to be captured. Additional growth that could stem from a platform of performance delivery at Ming Mine includes the exciting prospects of its Little Deer, Whalesback and Ming East deposits in the region.

Finally, in recognition of the transformation that Rambler is working through, the Company has rebranded itself to reflect not just a new chapter but its sustainability credentials in terms of the way we work and the contribution we make. I would like to thank our employees and suppliers for their support over the past year, as well as commend the resilience of our long-term shareholders. On behalf of the Company, I welcome the new investors and, in a world of improving optimism and rejuvenated copper prices, look forward to reporting steady progress for what is to be a pivotal year in 2021.

Bradford Mills
Chairman

26 April 2021

Chief Executive Officer's Review

Background

For Rambler, 2020 can be characterised as a year of rethinking and replanning. It was a year that started with insufficient developed reserves to support the production plan and was then significantly impacted by the onset of the global COVID-19 pandemic. While the Ming Mine experienced no direct exposure to the virus, the negative effect that the pandemic had on global markets, the copper price and the diminished availability of capital all combined to create a material issue for the Company.

In March 2020, as the global pandemic was declared, a review was conducted to move the mine into care and maintenance. As was reported in the 2019 Annual Report, there were ongoing exclusive discussions on a substantial finance package at that time, and the view was that funds would become available in early 2020. Operations were scaled back to meet the obligations of a forward sales contract, and the workforce was reduced with the belief that this would be a temporary situation.

In May 2020, a bridge financing was completed by two of the Company's major shareholders. In June 2020, under my leadership, a new business plan was developed to restore production and fully utilise existing capacities. In conjunction with this, a near-term expansion option that built on the successful results of an ore sorting study conducted in 2015 was incorporated into the plan.

While generating investor interest, the Company's suppliers provided unprecedented financial support. Two local suppliers jointly provided a loan of $1.9 million in August 2020 to assist. This was an extraordinary time for all, and there were extraordinary responses to which Rambler can credit its survival today.

A complex financing was arranged with the backing of West Face Capital Inc., who provided a cornerstone loan note facility of $5.0 million contingent on, *inter alia*: Rambler raising a further $10.0 million of capital through a combination of equity financing and asset sales; conversion to equity of all existing convertible loan notes together with accrued interest ($9.8 million); making repayment of working capital loans, including the supplier loans ($3.8 million); and reaching an acceptable settlement and repayment plan with the majority of creditors ($9.1 million). This was a major financial restructuring and rescue of the business.

The financing was announced in September 2020 and completed on the 8th of December 2020. There were obviously significant consequences to continuing operations that were severely cash-constrained. The Company was forced to delay or defer regular planned maintenance, and repairs to equipment and maintenance of infrastructure could not be undertaken in all parts of the mine. The developed state of the mine fell further behind during this pre-financing time period, while underground infrastructure fell behind on power, ventilation and pumping.

It is a credit to the employees at the mill and the mine that they were able to maintain some level of operation without the resources that would normally be required. A high level of ingenuity was displayed throughout this period, and, importantly, safety was not compromised. Notwithstanding, there is a backlog of work and a readjustment of practices needed as part of the recovery effort now underway.

The effort required to complete this reinvestment and recovery in order to restore the Ming Mine to its designed 1,350 tpd of ore production should not be underestimated. From a standing start in the middle of December 2020, we expect it to take nine to twelve months to achieve this recovery. There is complete confidence that all the issues can be addressed and that the true potential of the Ming Mine can be realised, even if there are some challenges along the way.

This Review and Strategic Report, while recording the operational and financial results for 2020, is directed more towards the future of the business.

Operational Results

TABLE 1: THREE YEAR THROUGHPUT AND RECOVERY PERFORMANCE

Throughput and Recovery	2020	2019	2018
Dry Tonnes Milled	263,230	406,298	364,176
Copper Head Grade (%)	1.55	1.45	1.24
Gold Head Grade (g/t)	0.58	0.59	0.57
Copper Recovery (%)	95.6	93.9	96.3
Gold Recovery (%)	67.3	71.4	70.7

TABLE 2: THREE YEAR PRODUCTION PERFORMANCE

Concentrate Production (Delivered to warehouse)	2020	2019	2018
Dry Tonnes Produced	14,550	19,924	15,525
Copper Grade (%)	26.8	27.7	28.1
Gold Grade (g/t)	7.0	8.4	9.4
Saleable Copper Metal (t)	3,769	5,299	4,187
Saleable Gold Metal (ozs)	2,819	4,887	4,189
Direct cost per lb copper net of by-product credits	3.45	2.58	3.30

Financial Results

TABLE 3: THREE YEAR FINANCIAL PERFORMANCE SUMMARY

Financial Results ($US million)	2020	2019 (restated)	2018
Revenue	24.3	37.1	29.7
EBITDA	(3.6)	(2.6)	(7.5)
Net loss after tax	(1.8)	(13.5)	(18.4)
Operating cash flow	1.9	(2.5)	(1.8)

- ➔ A total of 14,550 dmt (2019: 19,924 dmt) of concentrate was provisionally invoiced during the year, containing 3,769 (2019 – 5,299) tonnes of saleable copper metal and 2,819 (2019: 4,887) ounces of saleable gold.

- ➔ Revenue for the year was $24.3 million (2019: $37.1 million). This decrease was mainly due to reduced production and the impact of lower copper prices.

- ➔ Average prices for the year were $2.61 (2019: $2.73) per pound of copper and $1,752 (2019: $1,389) per ounce of gold.
- ➔ EBITDA for the year was a loss of $3.6 million (2019: loss of $2.6 million).

- ➔ The net loss for the year was $1.8 million (2019: $13.5 million).

- ➔ Cash production costs for the year were $28.0 million (2019: $34.3 million). Net direct cash costs and net of by-product credits ("C1 costs*") for the year were $3.45 per pound of saleable copper (2019: $2.58).

- ➔ Saleable copper in pounds for the period was 7.9 million pounds (2019: 11.6 million pounds).

- ➔ Cash inflow from operations for the year was $1.9 million (2019: Cash outflow of $2.5 million). The increase in the cash generated is related to the changes in working capital.

- ➔ The cash balance as of the 31st of December 2020 was $6.2 million (2019: $1.9 million).

Financing and Investment

- ➔ During the year, a payment of $0.8 million (2019: $2.2 million) (project to date: $23.0 million) was made on the Company's Gold Streaming Facility through the delivery of 469 ounces of gold (2019: 1,582 ounces). The Company has delivered 16,308 ounces of gold to Sandstorm from the inception of the facility until the end of 2020.

- ➔ Net debt was $3.5 million (2019: $13.8 million).

- ➔ In December 2020, the Company sub-divided the share capital by each existing ordinary share of 1 penny each being divided into one new ordinary share of 0.01 penny each and one deferred share of 0.99. This was done to allow the Company to issue shares at below 1 penny. The deferred shares have limited rights.

- ➔ In December 2020, the Company closed an equity financing of $8.4 million by way of an issuance of 3,125,000,000 new ordinary shares in the capital of Rambler at a subscription price of £0.002 ($0.0027) per ordinary share. The proceeds of the subscription were for working capital purposes and to repay the $1.7 million unsecured loan owed to a supplier and the $0.9 million Sandstorm loan.

Exploration Results

There was no exploration undertaken in 2020.

Conclusion

In conclusion, 2020 was a challenging year for Rambler. That said, the intrinsic value of its resources warrants the investment brought into the Company. A significant adjustment in the mine plan at the Ming Mine targeting the lower levels of higher grade reserves and an active exploration programme will transform the outlook for the Company as we progress through 2021.

I wish to express my appreciation to the Board for their counsel, to our employees for their commitment and to our shareholders for their support. I look forward to reporting on our progress.

Toby Bradbury
President and Chief Executive Officer

26 April 2021

*Refer to Alternative Performance Measures on page 91

Strategic Report

The Investment Proposition

The fundamental future for Rambler and the Ming Mine is robust, despite the difficulties in 2020 and the period leading into that.

Resources and Reserves

At the end of 2019, depleted exploitable Measured and Indicated mineral resources comprised 24.5M tonnes @1.7% copper with 0.34 g/t gold (@ 1% Cu cut-off) in six mineralised zones. The metal content of these Measured and Indicated resources was 920 million pounds / 417,000 tonnes of copper and 264,000 ounces of gold.

These are high-grade resources and, with minimal mining in 2020, these resources remain largely in place.

Ming Mine Resource Statement (Depleted) – December 31, 2019

Resource Classification	Cutoff	Quantity	Grades			Contained Metal		
		(000't)	Copper	Gold	Silver	Copper	Gold	Silver
			%	g/t	g/t	000' lbs	oz	oz
Measure and Indicated Combined								
1807 Zone	1.00 % Cu	535	2.25	2.51	18.90	26,579	43,186	325,123
1806 Zone	1.25 g/t Au	250	0.48	2.96	15.07	2,648	23,859	121,314
Ming South Zone	1.00 % Cu	660	2.12	2.06	13.08	30,891	43,643	277,451
Ming North Zone	1.00 % Cu	1,030	2.73	1.34	8.35	62,037	44,289	276,471
Unmined Levels	--	125	2.43	1.99	--	6,693	7,989	--
Remnant Pillars	--	259	3.96	2.00	--	22,603	16,656	--
Sub-Total Massive Sulphides		**2,859**	**2.40**	**1.95**	**10.88**	**151,451**	**179,623**	**1,000,359**
Upper Footwall Zone	1.00 % Cu	678	2.63	0.22	2.75	39,297	4,890	60,010
Lower Footwall Zone	1.00 % Cu	20,969	1.58	0.12	1.57	729,383	79,619	1,061,011
Sub-Total Stringer Sulphides		**21,647**	**1.61**	**0.12**	**1.61**	**768,680**	**84,509**	**1,121,021**
Total Measured and Indicated		**24,506**	**1.70**	**0.34**	**2.69**	**920,131**	**264,131**	**2,121,380**
Inferred								
1807 Zone	1.00 % Cu	103	1.75	2.12	16.10	3,989	7,044	53,454
1806 Zone	1.25 g/t Au	149	0.66	2.63	10.67	2,181	12,576	51,100
Ming South Zone	1.00 % Cu	117	1.86	0.62	2.93	4,817	2,329	**11,072**
Ming North Zone	1.00 % Cu	685	4.64	1.04	8.26	70,044	22,830	181,822
Unmined Levels	--	--	--	--	--	--	--	--
Remnant Pillars	--	--	--	--	--	--	--	--
Sub-Total Massive Sulphides		**1,054**	**3.49**	**1.32**	**8.78**	**81,030**	**44,780**	**297,448**
Upper Footwall Zone	1.00 % Cu	50	2.46	0.16	1.86	2,694	248	2,959
Lower Footwall Zone	1.00 % Cu	3,920	1.45	0.15	1.72	125,298	18,501	217,053
Sub-Total Stringer Sulphides		**3,969**	**1.46**	**0.15**	**1.72**	**127,991**	**18,749**	**220,013**
Total Inferred		**5,023**	**1.89**	**0.39**	**3.20**	**209,022**	**63,529**	**517,461**

Operating Mine

The Ming Mine is an established mine with the following attributes:

- All primary infrastructure is in place: power, water, public road access.
- The mine is fully permitted in terms of licences and environmental approvals.
- Existing surface facilities are in place, including offices, workshops, stores, etc.
- The underground mine is developed in terms of primary access and ventilation.
- The processing facility at Nugget Pond has a proven capacity of 1,350 tonnes per day.
- There is an established concentrate storage facility and port for product despatch.

Concentrate Store Yard at Goodyear's Cove

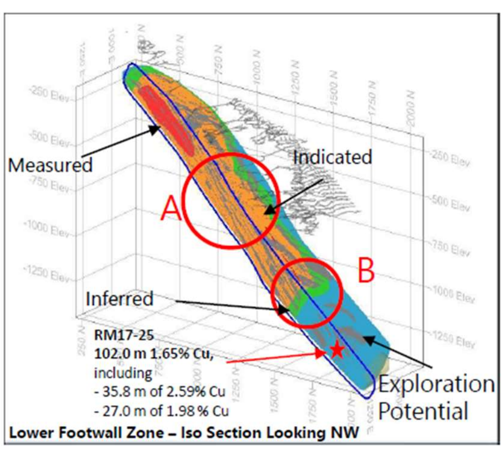
Metallurgy and Recoveries
The metallurgy and process recoveries are proven and robust. Copper recoveries are typically above 95%, and the concentrate produced is recognised for its high quality in terms of low deleterious materials. The gold by-product is a valuable addition.

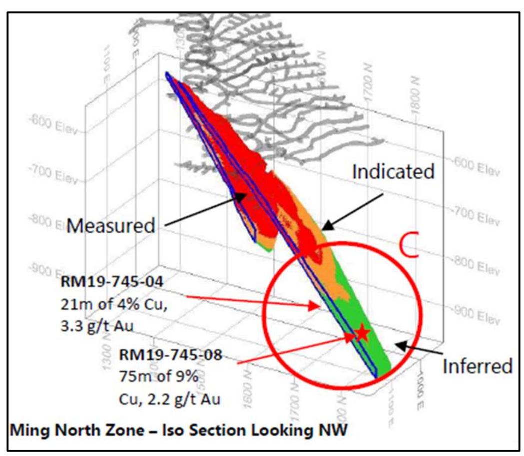
Long Mine Life
At a mill throughput of 1,350 tonnes per day, targeting a 2% mined grade, there are adequate Measured and Indicated mineral resources to support a mine life of at least 20 years. The scale and/or life of the mine has the potential to grow with further exploration success and expansion options.

Exploration Potential
The mineralisation at the Ming Mine is hosted in Volcanogenic Massive Sulphide (VMS) type orebodies. By their origin, these deposits can extend at depth. The most recent exploration in 2019 demonstrated this potential, with significant intersects including:

- Hole RM19-745-08 returning 75 metres of 9% Cu and 2.2g/t Au
- Hole RM19-745-04 returning 21 metres of 4% Cu and 3.3g/t Au

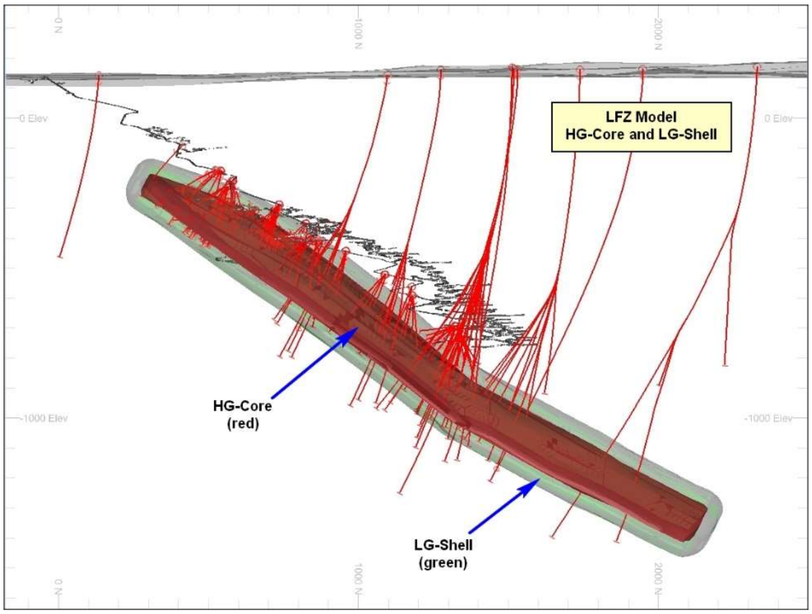
The sections below highlight target areas A, B and C for further exploration. There is strong evidence that the deposits improve at depth in terms of scale (tonnes per vertical metre) and grade.





Expansion Potential
Mineral deposits that demonstrate an economic life beyond 20 years at a given production could lend themselves to expansion to accelerate the investment return. In conjunction with the exploration potential to extend the resources even further and a cost-benefit analysis of the cut-off grade, the Ming Mine provides scope for expansion considerations.

In particular, the Lower Footwall Zone comprises a central high-grade core with a disseminating grade to the hanging and foot walls, as shown in the cross-section below.



At a 1.6% cut-off, the mine is currently targeting a mineral resource base of 7.7M tonnes from the Lower Footwall Zone, which contains 165,000 tonnes of Cu. This resource base doubles to 15.2M tonnes at a 1.2% Cu cut-off for 267,000 tonnes of Cu.

Lower Footwall Zone: Resource Sensitivity Table

Copper Cutoff	Quantity	Grades			Contained Metal			
		Copper	Gold	Silver	Copper	Copper	Gold	Silver
	(000't)	%	g/t	g/t	M lbs	tonnes	oz	oz
0.6	37,861	1.22	0.10	1.26	1,022	463,620	120,106	1,528,239
0.8	28,521	1.40	0.11	1.41	879	398,521	99,405	1,293,757
1.0	20,969	1.58	0.12	1.57	729	330,846	79,619	1,061,011
1.2	15,178	1.76	0.13	1.74	589	267,386	62,101	848,771
1.4	10,830	1.95	0.14	1.90	465	211,092	47,233	663,169
1.6	7,728	2.13	0.14	2.06	363	164,749	35,618	511,765
1.8	5,431	2.32	0.15	2.22	277	125,799	26,458	386,942
2.0	3,705	2.51	0.16	2.39	205	93,102	19,416	284,454

Portfolio of Growth Projects
Aside from the Ming Mine, Rambler also holds mineral licences at the Little Deer, Whalesback and Ming East properties. Just like the Ming Mine, these are all former mining properties with similar geological characteristics that can benefit from further exploration. Success at the Ming Mine will serve as a platform for future growth for Rambler, with projects already available in-house.

Supportive Community
The Baie Verte peninsula on the island of Newfoundland has a long history of mining, and the local communities have grown up in support of and reliant on the industry. There is great interest in the success of mining as a mainstay of the economy, and the government plays an active role in the sector, including with financial support.

Excellent Jurisdiction
Located in Canada and benefiting from a supportive government, low tax regime and long history of mining, Newfoundland is accepted as one of the best mining jurisdictions in the world for mining investment and is at the top of the Fraser Institute rankings.

Business Objectives

The 2021 business objectives for Rambler are to:

- Perform all its activities in such a way that no harm is caused to people, the environment or the community.
- Establish the Ming Mine to a level of production that fully utilises the existing mill capacity of 1,350 tonnes per day.
- At this throughput level, target an average feed grade of 2% Cu.
- Advance underground development to prepare for an increase of underground production to 2,000 tonnes per day in 2022.
- Complete the feasibility study and implementation of an ore sorting facility at the Ming Mine site for operation in 2022.
- Commence the relocation of the Duck Pond mill to the Ming Mine and initiate a feasibility study for the establishment of a new process and tailings storage facility in the next four to five years.

Key Deliverables for Success

Resetting the Culture
We are placing shareholder interests at the centre of our thinking and we recognise that understanding and managing the risks that could prevent us from achieving our objectives is what will enable us to succeed.

The Company has redefined its Mission, Vision and Values (available on our website **www.ramblermines.com**) to create the required focus and this is being actively communicated through inductions, training, newsletters, and general conversation.

We are implementing performance management at the activity, process, individual and functional levels as a means to progressively improve outcomes.

Engaging Core Competencies and Skills
An organisation structure has been designed to define the roles and competencies required to properly perform the work in Rambler's operating mining business.

Since the financing was secured in December 2020, Rambler has been successful in attracting people with key skills into the business. These have included senior managers reporting to the general manager, such as a mine superintendent, chief mining engineer, resident engineer (electrical) and communications coordinator. Supporting these functions, numerous engagements have been made for a mine captain, shift bosses, operator trainer and operators.

At the executive level, Rambler has had a full-time CFO since January 2021. Since April 2021, a Project Director has been in place to lead the planning and delivery of the ore sorting project and the Duck Pond mill relocation, as well as other optimisation opportunities.

The finance function is also being developed with the appointment of an accounting manager in February 2021 and with a project being initiated to upgrade the enterprise resource planning (ERP) system for the business.

Repairs and Remediation
There is a plan to progressively repair and remediate assets throughout the course of 2021 as the development and production of the mine picking up pace. This includes a lift to the tailings storage facility at Nugget Pond.

Work completed to date includes the procurement, delivery and fitting of parts that have brought the primary units back into operation. For the underground mine, this includes:

- 2 of 3 drilling jumbos
- 2 of 3 roof bolters
- 4 of 5 load haul dump loaders ("LHDs")
- 6 of 8 underground haul trucks
- 1 of 2 scissor lifts
- 8 of 11 personnel carriers
- 3 of 5 utility vehicles

Remedial work at the mill includes the microwave plasma and X-Supreme assaying units, the grinding circuit, repair and replacement of flotation cells, the concentrate filter press and upgraded process water and tailings lines.

Additional Equipment
Additional equipment to support the increasing underground operation has been identified and discussions are underway with suppliers to meet the needs of the operation to the end of 2022.

As a result of COVID-19, additional personnel carriers are required to enable social distancing while maximising the available working time.

Improved Reserve Definition
In-fill drilling has been recommenced to improve the definition of mining blocks with the upsides of optimised design, geotechnical consideration and improved grade control. The beneficial effects of this are expected to come through in the third quarter of 2021.

Mine Development
The requirement to achieve a developed state in the mine that supports a consistent and reliable level of production is absolute. For the development to progress at an optimal rate, it is necessary to establish an infrastructure that supports highly productive operations. This particularly includes adequate and proper distribution of power and ventilation to locations where multiple development headings are created in close proximity to each other. There has been a significant level of catch-up work required for power and ventilation following the events of 2020. This work is primarily at the bottom of the mine, which was pumped and available from the end of February 2021.

Accelerated mine development is expected to commence by the end of April 2021. If the in-house effort is unable to achieve the rates of advance, consideration will be given to the use of contractors so that the production plan of achieving full mill utilisation by the end of 2021 is achieved.

It is recognised that until the developed state of the mine reaches a resilience level that mitigates the standard risks involved in underground mining, there is an exposure to fluctuations in ore availability. This is a natural consequence of relying on production whilst remediating and developing the mine. This situation is expected to be worked through by Q4 of 2021, when multiple stopes are scheduled to be established.

Targeting Higher Grades

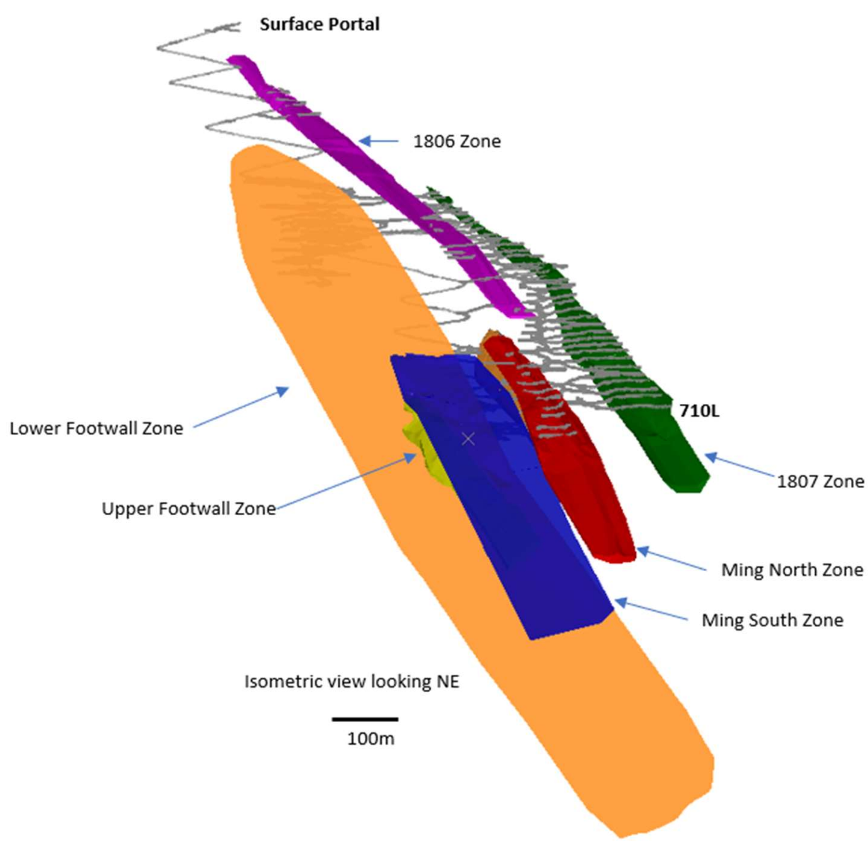
The deposits at the Ming Mine improve in scale and grade with depth. The mine plan is specifically targeting ore zones in the lower parts of the mine to access larger tonnage and higher-grade stopes. This, in turn, requires a period of development at the bottom of the mine.

This is a new approach to mining for Rambler. When established, this access to higher grades will also be associated with larger stope blocks, and hence the mining risk is reduced.

Mine Production Plan

The Ming Mine is comprised of six active mining zones along with unmined historic mineral resources. With commercial production commencing in 2012, Rambler was mining just one of the six zones, the 1807 Zone. In recent years, mining has extended into the newer zones defined through ongoing exploration. However, seldom has availability of zones extended beyond one or two zones at any one time, and then mining has been "top down" due to the pressures on production.

Ming Mine Mineralised Zones



Through ongoing underground development, by the end of 2021 the operation will be extracting ore from four separate zones in two different mining horizons providing flexibility and reduced risk.

Further, with the establishment of advanced development, stopes can be mined "bottom up" creating voids for low cost backfilling of development waste. This further enhances the mining efficiency.

Exploration

Since the early 1970s, within a 2km radius of the Ming Mine, there have been multiple mining operations developed on the back of only limited exploration.

Rambler has been successful in building and growing its mineral resource within the Ming Mine with diamond drilling having proven multiple economic zones within the interpreted mineralised system and these are now being mined. Even with only limited exploration from the current state, further growth of the mineral resource at the Ming Mine is expected.

In conjunction with improving the Ming Mine resource base through drilling, Rambler will also initiate an outward exploration campaign targeting nearby mineralisation targets. As the lithological model becomes stronger on the back of underground development, step-out drilling and reconciliation from mining activities, the knowledge gained from the Ming Mine will also help grow the regional story.

The historical "top-down" approach to mining at the Ming Mine has limited the opportunity for traditional mine exploration and step-out drill programmes. The shift to the lower mine in 2021 and "bottom-up" mining will allow time and space for conventional exploration programmes in both the upper and lower levels of the mine. These ongoing exploration programmes are being designed to fully define and grow the mineral resource within the mineralised envelope and down plunge of the current mining front.

The 2021 drill programme will focus initially on resource definition within the planned mining areas, with the potential to also extend resources. Exploration down plunge to extend the exciting 2019 results will resume later in the year. The 2021 exploration programme is aimed at upgrading Inferred resources to Measured and Indicated and to follow-up on historic drill intercepts.

Total drilling of 15,900 metres is planned for 2021.

2021 Drill Plan	Coverage Area	Metres	Purpose
Footwall zone: upper mine	Block 3-4: 510L - 560L	6,900	Convert Inferred to Indicated Resource, define low drill density zones and grow the resource
Footwall zone including the upper lens: lower mine	Block 6 - 710L - 760L	6,000	Convert Inferred to Indicated Resource, define low drill density zones and grow the resource
	Total LFW Drilling	**12,900**	
Ming North	785 - 905L	3,000	Expand high-grade zone to 905L
	Total Metres	**15,900**	

Ore Sorting Project

Test work completed in 2015 demonstrated that both ore types at the Ming Mine, the massive sulphide and disseminated ores, are amenable to preconcentration by means of X-Ray Technology (XRT). Following funding in December 2020, two four-tonne bulk samples of each ore type were prepared for despatch to Tomra in Germany for full-scale testing.

This testing was completed in Q1 2021 and the results support the target of 30% removal of ROM feed as waste rock.

Given the road haul of 44km to Nugget Pond, the ore sorting has particular benefits in terms of reduced haulage cost for an upgraded feed. The intention is that underground mine production is increased to around 2,000 tpd to make full use of the mill's capacity of 1,350 tpd.

The ore sorting plant design work is underway with a view to starting construction in 2021. The plant will comprise a crushing and screening facility that feeds an XRT sorting machine, with operation planned for 2022.

Duck Pond Mill Project

Given the expansion opportunities that the Ming Mine presents, together with the benefit of eliminating the road haul to Nugget Pond, Rambler has secured the purchase of the decommissioned Duck Pond mill. The Duck Pond mill is located about 260 km from the Ming Mine and comprises crushing, milling and flotation facilities with a nameplate capacity of 2,200 tpd.

Rambler will progressively relocate the mill to the Ming Mine throughout 2021 and 2022. Each component will be assessed and appropriately stored pending a design and permitting process expected to take around four years.

An independent process flow assessment of the specifics of the Ming Mine ore types, together with the current Nugget Pond process design and mass flows, has determined the suitability, layout and capacity of the Duck Pond mill components for use at the Ming Mine.

The relocation of the Duck Pond mill has the potential to improve project valuation through increased copper production and savings on road transportation to Nugget Pond. The project is also seen as an important asset re-use/recycling opportunity. As such, the Company will make an application for relevant government support.

Nugget Pond Flotation Cells

Updated Resource and Reserves

On the back of the exploration and in-fill drilling programmes in 2021, the intention is to update the mineral resources and the depleted mineral reserves in the final quarter of 2021.

Value-Add Projects
There are a number of inherent and identified projects that have the potential to improve the business in the mid and long term. Two of these are ore hoisting and paste backfill.

The Ming Mine has an existing vertical shaft that extends to 500 metres below the surface. This shaft used to be a hoisting shaft and is currently used as a downcast for ventilation and an emergency means of egress. A study will be conducted to assess the value of re-establishing the hoisting capability. Potential benefits would be reduced trucking of underground ore, reduced cost, reduced carbon footprint and improved air quality.

The purchase of the Duck Pond mill includes a paste backfill plant. This could be employed to reduce tailings deposition requirements and increase resource mining recoveries in the period prior to the commissioning of the mill at the Ming Mine site. There are tailings from a nearby tailings accumulation from which it may be possible to reclaim material for backfill. These tailings are a third-party liability, and Rambler may be in a position to offer an environmental solution that could be beneficial to both parties. This project will be evaluated for its potential.

Asset Disposal
Rambler will continually evaluate opportunities to capitalise on the disposal of its redundant equipment assets.

Government Support
The Canadian and provincial governments are generally supportive of the mining sector and the region. The Ming Mine and the other development projects are on the Baie Verte peninsula of the island of Newfoundland. The area is rural, and Rambler is a significant employer and contributor to the economy. There are programmes of government support that the Company may be entitled to, particularly in relation to skills development and "green" initiatives.

Other Assets
Using the success of a turnaround at the Ming Mine, Rambler has organic growth options in terms of expansion but also through its ownership of additional mineral resources in close proximity to the current operations. These can be seen on the location map on page 4.

Little Deer and Whalesback Mines

Little Deer and Whalesback are both former producing mines that rate as advanced stage exploration projects. These properties are less than 100km away from the Ming Mine, which means there is potential for synergies between current and future operations. Both properties have NI43-101-compliant resource estimations, as detailed below.

Properties	Measured & Indicated		Inferred		Total Resource	
	Tonnes	Copper (%)	Tonnes	Copper (%)	Tonnes	Copper (%)
Little Deer	1,911,000	2.37	3,748,000	2.13	5,659,000.00	2.21
Whalesback	797,000	1.67	443,000	1.57	1,240,000.00	1.63
Totals	2,708,000	2.16	4,191,000	2.07	6,899,000.00	2.10

There has been limited exploration work over the past five years. Both deposits are open at depth and along strike, with the exploration potential forming the basis of their acquisition in 2015. The mines are connected by a 1000-metre drift on the 240 level, which provides an all-weather platform for exploration after pumping. Further planned exploration work includes the upgrading of Inferred resources to Indicated status and testing resource expansion potential down plunge and along strike.

East Mine

The East Mine is adjacent to the Ming Mine and provides a valuable platform for deep exploration of both properties. The East Mine has historically mined 2,130,854 tonnes at a grade of 1.04% Cu and elevated Au mineralisation.

Nugget Pond

The location of the current processing plant for the Ming Mine is also the location of the historic Nugget Pond gold mine. An internal estimate of resources include (non-NI43-101 compliant):

Zone	Measured & Indicated		
	Tonnes	Au g/t	Oz
Nugget Pond Model 1	194,740	7.89	49,436
Nugget Pond Model 2	203,450	8.13	53,133

Digital Transformation

The Company’s ERP system will be upgraded in 2021 to provide more detailed financial and operational data on a timely basis to support business operations and to make informed decisions.

Principal Risks and Uncertainties

An investment in Rambler should be considered speculative due to the nature of its operations and certain other factors. The risk factors which should be taken into account in assessing Rambler's activities and an investment in securities of Rambler include, but are not limited to, those set out below. Should any one or more of these risks occur, it could have a material adverse effect on the value of securities of Rambler and the business, prospects, assets, financial position or operating results of Rambler, any one of which may have a significant adverse effect on the price or value of any securities of Rambler.

The risks noted below do not necessarily comprise all those faced by Rambler and are not intended to be presented in any assumed order of likelihood or magnitude of consequences.

Mining Risks

Mining operations are inherently risky. These operations are subject to all hazards and risks encountered in the exploration, development and production of mineralization in an underground setting. These include but are not limited to formation pressures, seismic activity, rock bursts, fires, power outages, cave-ins, flooding, explosions and other conditions involved in the drilling and removal of material. Any of these events could result in serious damage to the mine and other infrastructure, damage to life or property, environmental damage and possible legal liability.

The Company has all necessary permits in place to continue with the current operation. As expansion plans progress, the Company will be required to submit revised Development Plans for approval by the ministry. There can be no guarantee that these revised plans will be agreed to or approved in a timely manner.

The Company's profitability will depend, in part, on the economic returns and actual costs of developing its mining projects, which may differ from the estimates made by the Company.

Copper and Gold Price Volatility

The Company's revenues will continue to be derived from the extraction and sale of copper concentrate containing gold and silver by-products. The prices of copper, gold and silver have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased global production due to new extraction developments and improved extraction and production methods.

In recent years, the price of copper has been affected by changes in the worldwide balance of copper supply and demand, largely resulting from global pandemic, economic growth and political conditions in China and other major developing economies. The price of copper was negatively impacted due to COVID-19 and fell to a low of $2.10/lb in March 2020. As the copper price started to recover at the end of 2020, the Company entered into a copper forward sale contract to hedge 3,600 tonnes of copper production at $7,700 per tonne in 2021 to protect the operating cash flow from any unexpected decrease in copper price in 2021.

Foreign Currency Risk

The Company has a small amount of cash resources and certain liabilities including the Gold Streaming and the advance purchase facility denominated in US dollars. All other assets and liabilities are denominated in Canadian dollars and GB pounds. Revenue is generated in US dollars while the majority of the expenditure is incurred in Canadian dollars and, to a lesser extent, GB pounds. The Company has a downside exposure to any strengthening of the Canadian dollar or GB pound as this would increase expenses in US dollar terms. This risk is mitigated by reviewing the holding of cash balances in Canadian dollars and GB pounds. Any weakening of the Canadian dollar or GB pound would however result in the reduction of the expenses in US dollar terms. In addition movements in the Canadian dollar and GB pound/US dollar exchange rates would affect the Consolidated Balance Sheet.

Additional Requirement for Capital

As mentioned above, management is evaluating further increases in production. With further engineering and assessment, management will work to progress internal modelling and economics for further phased expansion. Should any additional equity financing be required this may be further dilutive to shareholders and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company.

Uncertainty in the Estimation of Mineral Resources and Mineral Reserves

The estimation of mineral reserves, mineral resources and related grades has a degree of uncertainty. Until such a time as the mineral reserves and mineral resources are actually mined and processed, the quantity and grades must be considered as estimates only. The mineral reserve estimates of the Company have been determined or reviewed by an independent consultant and are based on assumed metal prices, cut-off grades and costs that may prove to be inaccurate. Any material change in these variables, along with differences in actual metal recoveries when compared to laboratory test results, may affect the economic outcome of current and future projects.

COVID-19

The impact of the COVID-19 pandemic has been significant in the mining and other industries. The Company's production would be delayed or suspended if one or more cases were to be found among employees and potential disruption from the supply chain. There is also the risk that government may impose more strict restrictions should the pandemic worsens.

Financial Review

FINANCIAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2020

Fiscal	Commentary	Comparatives	
2020 ($000's)		2019 ($000's)	*B/ (W)**
24,346	Revenue of $24.3 million was generated through the sale of 14,550 dmt of copper concentrate containing 3,769 tonnes of accountable copper metal and 2,819 ounces of accountable gold. This compared with revenue of $37.1 million in 2019 which was generated through the sale of 19,924 dmt of copper concentrate containing 5,299 tonnes of accountable copper metal and 4,887 ounces of accountable gold. The decrease in revenue in 2020 is due to reduction of production volume and decrease in commodity prices from 2019.	37,115	*(34)%*
34,353	Production costs relate to the processing and mining costs associated with the Company's Ming Mine and include processing costs of $5.4 million (2019: $6.7 million), mining costs of $22.7 million (2019: $27.8 million) and depreciation and amortisation of $6.2 million (2019: $9.6 million). Due to the low copper price in 2020, the Company scaled back operations since March 2020 to preserve cash, with discretionary expenditures suspended and certain maintenance works deferred. In addition, around 50 employees were laid off in 2020.	44,048	*22%*
4,828	General and administrative expenses increased by $0.3 million because of higher professional fees and insurance costs for the year.	4,480	*(8)%*
4,391	Other income includes Canadian Emergency Wage Subsidy of $2.6 million, gain on restructuring of repayment term of trade payables of $0.9 million, forgiveness of supplier payables of $0.8 million and fair value gain on government interest free loan of $0.1 million.	-	*NA*
816	Other expense includes penalties on payroll source remittance of $0.5 million, loss on disposal of fixed assets of $0.2 million (2019: $0.1 million) and loss on inventory write down of slow-moving inventory of $0.1 million.	75	*(988)%*
541	Foreign exchange gains/(losses) arising as a result of strengthening of the Canadian dollar against the US dollar during the period.	797	*32%*
10,042	Income tax credit in 2020 is mainly due to the recognition of deferred income tax assets related to tax losses carried forward and mineral property.	-	*NA*
4,046	Addition to mineral property The Company capitalised of $4.0 million in the period which included labour costs of $1.9 million (2019: $2.3 million) and underground development costs of $2.1 million (2019: $2.8 million).	5,130	*(21)%*
1,157	Capital spending on property, plant and equipment during the year included $0.5 million (2019: $1.0 million) spent on underground equipment and $0.7 million (2019: $1.5 million) spent on assets under construction including Duck Pond mill acquisition in the amount of $0.5 million (2019: Nil), service electrical expansion of $0.1 million (2019: Nil).	2,496	*(44)%*
2	Capital spending on exploration and evaluation are insignificant due to the Company's decision to stop discretionary expenditures to preserve cash.	15	*(87)%*
3,532	Net Debt has decreased by $10.2 million due to reduction in loan balances of $5.9 million and increase in cash balance of $4.3 million.	13,761	*74%*

***B / (W) = Better / (Worse)**

Corporate Governance

Corporate Governance Statement

The Board of Directors (the "Board") of the Company is committed to the principles of good corporate governance and recognises the importance of improving the opportunity and potential for the success of the Company and increasing shareholder value over the medium to long-term.

We believe strongly in the value and importance of robust corporate governance and in our accountability to all the Company's stakeholders, including shareholders, employees, customers, contractors, suppliers, government, administrative authorities and the communities in which the Company operates.

Rambler adopts the principles of the Quoted Companies Alliance Corporate Governance Code (the "QCA Code") to the extent that the Directors consider it appropriate, having regard to the Company's size, board structure, nature of operations and available resources.

The QCA Code identifies ten principles to be followed for companies to deliver growth in long term shareholder value, encompassing an efficient, effective, and dynamic management framework accompanied by good communication to promote confidence and trust. The sections below set out the ways in which the Company applies the ten principles of the QCA Code in support of the Company's medium to long-term success, together with any areas of non-compliance.

Establish a Strategy and Business Model Which Promote Long-term Value for Shareholders

The strategy and business operations of the Company are set out in the Strategic Report of the Company's Annual Report.

The Company's strategy and business model and amendments thereto, are developed by the Chief Executive Officer and the senior management team and approved by the Board. The senior management team, led by the Chief Executive Officer, is responsible for implementing the strategy and managing the business at an operational level.

More specifically, and in order to deliver the optimal medium- and long-term value for its shareholders, the Board has adopted a strategy of risk management, appropriate allocation of financial and human resources, proper planning and performance management, resulting in an optimal and financially viable company.

The Board recognises that through execution of this strategy together with on-going exploration, there will be opportunities to convert resources into reserves and thereby extend the mine life beyond the current life-of-mine plan.

The Company's ability to execute its strategy is highly dependent on the skills and abilities of its people. We undertake ongoing initiatives to foster effective and good staff engagement and ensure that remuneration packages are competitive in the market in which the Company operates.

The Board manages the risks to the business model via the Safety and Health Committee and the Technical Committee and is implementing a Risk Register to progressively demonstrate the understanding of the risks and methods of risk mitigation.

Seek to Understand and Meet Shareholder Needs and Expectations

The Board is committed to maintaining a regular dialogue with both existing and potential new shareholders in order to communicate the Company's strategy and progress and to understand the needs and expectations of shareholders.

The Chief Executive Officer and Chief Financial Officer are principally responsible for shareholder liaison and have regular dialogue with institutional investors in order to develop an understanding of their views.
The Company's investor relations activities encompass dialogue with both institutional and private investors. This could include meetings with analysts, investors and institutional shareholders of the Company.
The Company also endeavours to maintain a dialogue and keep shareholders informed through its public announcements and its corporate website, www.ramblermines.com, where the Annual Report as well as investor

presentations and interim accounts are available. The Annual General Meeting of the Company, attended by a quorum of Directors, also gives the Directors the opportunity to report to shareholders on current and proposed operations which are in the public domain in an open forum (when possible) and enables them to express their views of the Company's business activities. The Board attaches importance to maintaining good relationships with all its shareholders and ensures that all price sensitive information is released to all at the same time in accordance with the AIM Rules and the Market Abuse Regulations. As part of the regulatory process, results of General and Annual General Meetings are subsequently published via RNS and made available on the Company's website.

The Company also maintains dialogue with interested equity research analysts and whilst the Company has not historically hosted dedicated analyst meetings in respect of its annual and interim financial results, the Chief Executive Officer and Chief Financial Officer may consider doing so in future.

Take Into Account Wider Stakeholder and Social Responsibilities and Their Implications for Long-term Success

The Board recognises that the success of the Company is reliant on the stakeholders of the business and, to this effect, the Company engages with these stakeholder groups on a regular basis. The Board recognises its responsibility under UK and Canadian corporate law to promote the success of the Company for the benefit of its members. The Board also understands that it has a responsibility towards employees, partners, suppliers, contractors, government, administrative authorities and the local communities in which it operates and has in place a range of processes and systems to ensure that there is close oversight and contact with its key resources and relationships.

The Company has close ongoing relationships with a broad range of its stakeholders and provides them with the opportunity to raise issues and provide feedback to the Company. This feedback can be provided either during formal sessions or using the 'contact us' page of our website (**www.ramblermines.com/contact.php**).

Stakeholder	Reason for Engagement	How we engage
Shareholders	Shareholders are the owners of the Company and the board's primary mission is to increase shareholder value	As described in section "Seek to understand and meet shareholder needs and expectations".
Customers	Our customers are essential for generation of revenues	Senior executives maintain regular dialogue with the Company that buys the Company's concentrates to ensure a good relationship that encourages pro-active issue resolution.
Suppliers and partners	The Company engages with external suppliers	We work to ensure that relevant members of staff engage in a respectful and professional manner with suppliers. We operate systems to ensure that supplier invoices are processed and paid within agreed timeframes based on the Company's cash position.
Staff and Employees	Recruiting and retaining highly skilled and motivated professions is one of the key drivers of our success	In addition to regular communication between Directors and employees, site management conducts regular staff meetings to promote effective two -way communication with agreement on goals, targets and aspirations of the employees and the Company.

Embed Effective Risk Management, Considering Both Opportunities and Threats

The health and safety of the employees is the Board's highest priority, and the Board is committed to their protection as a cornerstone to ensuring the long-term viability of the Company.

The world has been and continues to take unprecedented measures to slow the spread of the COVID-19 virus and Rambler has adapted to this reality. As conditions change Rambler has and will continue to deploy as many precautions as possible to minimise the potential impact/risk to employees and the sites.

Rambler has been successful at all sites over the last 12 months and have implemented several measures, in line with health authority guidelines and requirements. As the national and provincial vaccination protocols roll out, Rambler will update measures in response, always in line with guidance of the local Health Authorities.

Rambler will remain vigilant and continue to take as many precautions as necessary to eliminate potential exposure and will continue to keep employees safe. Details of protocols and actions taken by Rambler in this regard can be found on the website at www.ramblermines.com.

The Board has overall responsibility for ensuring risk is appropriately managed across the business. The Board sets clear strategic objectives for the business. The risks to the achievement of those objectives are identified by corporate and divisional management and a few examples are shown below. The audit committee provides further independent review and robust challenge.

The Board has been working on improving the effectiveness of the system of internal controls but, by their very nature, these procedures can provide reasonable, not absolute, assurance against material misstatement or loss. Identified risks are evaluated, both before and after controls and mitigating actions have been applied, as to their likelihood of occurring and potential financial and reputational impact. Risks are treated in accordance with risk appetite, which has been defined by the Board across a range of risk categories. The key financial risks faced by the Company are detailed on page 21 to 22.

The Company has an established internal controls framework to address these risks, the effectiveness of which is regularly reviewed by management, the Audit Committee and the Board. The Board is responsible for reviewing and approving overall Company strategy and annual budget. Monthly results and variances from budget and forecast are reported to the Board.

The Audit Committee assists the Board in discharging its duties regarding the financial statements, accounting policies and the maintenance of proper internal controls. There are comprehensive procedures for budgeting and planning, for monitoring and reporting to the Board business performance against those budgets and plans, and for forecasting expected performance over the remainder of the financial period. The Board has ultimate responsibility for the Company's system of internal control and for reviewing its effectiveness. This applies to mitigating both financial and non-financial risks faced by the Company. However, any such system of internal control can provide only reasonable, but not absolute, assurance against material misstatement or loss. The Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Company. The principal elements of the Company's internal control system include:

- Close management of the day-to-day activities of the Company by the Executive Directors;
- Control over key areas such as capital expenditure authorisation and banking facilities;
- A comprehensive budgeting process is completed once a year and is reviewed and approved by the Board; and
- The Company's actual performance, compared to the budget, are reported to the Board on a monthly basis.

The Company maintains appropriate insurance cover in respect of actions taken against the Directors because of their roles, as well as against material loss or claims against the Company. The insured values and type of cover are comprehensively reviewed on a periodic basis.

The CEO and CFO conduct meetings with their team at least once a week to discuss their business area and to consider new risks and opportunities presented to the Company, making recommendations to the Board and/or Audit Committee as appropriate.

A summary of the principal risks and uncertainties facing the Company, as well as mitigating actions, are available in the Company's Annual Reports which are available on the Company website at: **http://www.ramblermines.com/financial-statements.php**.

Maintain the Board As A Well-Functioning, Balanced Team Led By the Chair

Rambler's Board currently consists of two executive directors and six non-executive directors (including a non-executive chairman) at the date of this Annual Report. It is the Board's policy to have at least half of the Board comprising non-executive directors who are free from any business or other relationship with the Company. Whilst this is not currently the case with only two independent directors, the Company will keep this under review as the Company grows. The structure of the Board as it currently stands does however ensure that no one individual or group dominates the decision-making process and is in line with QCA guidance which recommends at least two independent non-executive directors on the Board.

All the directors are subject to election by shareholders at the first Annual General Meeting after their appointment to the Board and then subject to re-election at annual intervals.

The Board is responsible to the Company's shareholders for the proper management of the Company and formally meets at least on a quarterly basis and aims to periodically receive updates from management.

A summary of the board meetings held during the year and attendance records of each Director are available in the Company's Annual Report.

The time commitment formally required by the Company is an overriding principal that each Director will devote as much time as is required to carry out the roles and responsibilities that the Director has agreed to take on.

The Board considers that it collectively has an appropriate balance of technical skills and knowledge, as well as an appropriate balance of listed company experience, personal qualities and capabilities. Further, the Board is supported by a strong management team consisting of Peter Mercer (Vice President and General Manager), Tim Sanford (Vice President and Corporate Secretary) and Raphael Mwangobola (Project Director) to ensure the day-to-day business of the Company runs smoothly.

Director independence should be assessed from two perspectives- independence from the major shareholder and its concert parties being CE Mining II and III funds and Aether (currently owning combined 34% in the Company), and independence from the Company as a whole. Given that Belinda Labatte, Mark Sander, Brad Mills and Terrell Ackerman are all appointed as investor directors or "shareholder associates" to the Rambler board on behalf of the CE Funds, Richard Round and Priya Patil are independent directors.

Board members are all expected to fully engage in board meetings and activities they have committed to. All board members are part of, and actively participate in at least one board sub-committee. Board members are also expected to review monthly and quarterly financial and operational reports, as well as half yearly and annual reports.

Ensure That Between Them the Directors Have the Necessary Up-To-Date Skills

The Board considers that all the directors are of sufficient competence and calibre to add strength and objectivity to its activities and bring considerable experience in the financial and operational development of the Company.

Details of the directors including brief biographies are set out at **http://www.ramblermines.com/directors-and-officers.php**.

The Board also has the relevant professional and technical skills to ensure they can fulfil their duties. The Board believes that the current skills of the directors reflect a broad range of both commercial and professional skills across the relevant industries and territories in which the Company operates, plus the Board has sufficient experience of operating in public markets.

The Board shall review annually the appropriateness and opportunity for continuing professional development whether formal or informal.

Evaluate Board Performance Based on Clear and Relevant Objectives, Seeking Continuous Improvement
The members of the Board are evaluated each year by way of peer appraisal. The appraisal seeks to determine the effectiveness and performance of each member with regards to their specific roles as well as their role as a Board member in general.

The appraisal system seeks to identify areas of concern and make recommendations for any training or development to enable the Board member to meet their objectives which will be set for the following year. The appraisal process will also review the progress made against prior year targets to ensure any identified skill gaps are addressed. Details of the reviews, the findings and agreed actions may be made available in future Annual Reports, at the discretion of the Board.

Whilst the Board considers this evaluation process is currently best carried out internally, the Board will keep this under review and may consider independent external evaluation reviews in due course as the Company grows.
As well as the appraisal process, the Board monitors the non-executive directors' status as independent to ensure a suitable balance of independent non-executive and executive directors remains in place.

The Board may utilise the results of the evaluation process when considering the adequacy of the composition of the Board and for succession planning. Succession planning is formally considered by the Board on an annual basis, in conjunction with the appraisal process. Due to the importance of succession planning, the Board will also consider this on an ad hoc basis as required.

Promote a Corporate Culture that is Based on Ethical Values and Behaviours

The Board believes that the promotion of a corporate culture based on sound ethical values and behaviours is essential to maximise shareholder value. Our core values serve as a common language that allows all members of staff to work together as an effective team and it is these values and our shared long-term business mission, vision, and strategy that we believe will drive growth in shareholder value over the long term.
The Board seeks to maintain the highest standards of integrity and probity in the conduct of the Company's operations because the Board recognises that the culture of any business is set by the actions and conduct of its Board of Directors. These values are enshrined in the written policies and working practices adopted by all employees in the Company. The Board takes the time to consider the wider ramifications to its stakeholders when making strategic and corporate decisions, whilst at the same time delivering the long-term objectives of stakeholders.

Having open communications with stakeholders allows them to give constructive feedback to the Board and enables the Board to monitor the reactions of those stakeholders to decisions made.

The Company operates in international markets and is mindful that respect of individual cultures is critical to corporate success. Accordingly, the Board endeavours to promote sound ethical values and behaviours and treats its customers, suppliers and business partners with such respect at all times.

The Board has implemented a code for Directors' and employees' dealings in securities which it considers to be appropriate for a company whose securities are traded on AIM and is in accordance with the requirements of the Market Abuse Regulation.

The Company is committed to providing a safe environment for its staff and all other parties for which the Company has a legal and moral responsibility. The Company operates a Health and Safety Committee which meets regularly to monitor, review and make decisions concerning health and safety matters. The Company's health and safety policies and procedures are enshrined in the Company's documented quality systems, which encompass all aspects of the Company's day-to-day operations and include:

- Actively protect the environment in its areas of operation by preventing pollution, making efficient use of energy and natural resources, reducing emissions and avoiding waste;
- Comply with all applicable laws, rules and regulations;
- Ensure that all contractors and employees understand their health, safety and environmental responsibilities, are trained, and have the appropriate resources to meet them;
- Identify, assess and effectively manage risks and re-evaluate those risks following significant changes to operations, facilities or personnel;
- Ensure appropriate preparation and handling of emergencies;

- Ensure that responsibility for health, safety and environmental matters is a condition of employment for all of the Company's personnel, contractors and consultants.

The Company is an equal opportunity employer and seeks to hire, promote and retain highly skilled people based on merit, competence, performance, and business needs. The Board considers itself to be diverse in terms of its range of gender, culture, nationality and international experience.

Maintain Governance Structures and Processes That Are Fit for Purpose and Support

The Board recognises that the responsibility for ensuring the Company operates in the correct manner is ultimately theirs and as such the Board has implemented various sub-committees which helps implement the strategy of the Board. The executive directors have day-to-day responsibility for the operational management of the Company's activities. The non-executive directors are responsible for bringing independent and objective judgement to Board decisions.

There is a clear separation of the roles of the Chief Executive Officer and the non-executive Chairman. The Chairman is responsible for overseeing the effectiveness of the Board, ensuring that no individual or group dominates the Board's decision-making and ensuring the non-executive directors are properly briefed on matters. The Chairman has overall responsibility for corporate governance matters in the Company. The Chief Executive Officer is responsible for implementing the strategy of the Board and managing the day-to-day business activities of the Company.

The Board has established audit, compensation, safety and technical committees with formally delegated duties and responsibilities, as set out below.

Audit Committee

The Audit Committee has responsibility for ensuring that the financial performance of the Company is properly reported on and reviewed, and its role includes monitoring the integrity of the financial statements of the Company (including annual and interim accounts and results announcements), reviewing internal control and risk management systems and ensuring that an effective system of internal controls is maintained, reviewing any changes to accounting policies, reviewing and monitoring the extent of the non-audit services undertaken by external auditors and advising on the appointment of external auditors. The Audit Committee have unrestricted access to the Company's external auditors.

The Audit Committee meets at least twice per annum.

As at the date of this Annual Report, the Audit Committee comprises three non-executive directors, who are Richard Round, audit committee chairman, Brad Mills and Priya Patil.

Compensation, Corporate Governance and Nominating Committee

The Compensation Committee, which meets as required but at least twice per year, has the following responsibilities with respect to compensation matters:

- recruitment, development and retention of senior management;
- appointment, performance evaluation and compensation of senior management;
- succession planning systems and processes relating to senior management;
- compensation structure for the Board of Directors and senior management including salaries, annual and long-term incentive plans and plans involving share options, share issuances and share unit awards;
- pension and benefit plans; and
- share ownership guidelines.

The Compensation Committee has the following responsibilities with respect to corporate governance and nominating matters:

- develop and recommend to the Board of Directors criteria for selecting new directors;
- assist the Board of Directors by identifying individuals qualified to become members of the Board of Directors (consistent with criteria approved by the Board of Directors);
- recommend to the Board of Directors the director nominees for the next annual meeting of shareholders and for each committee of the Board of Directors and the chair of each committee;
- develop and recommend to the Board of Directors appropriate corporate governance principles for the Company;
- recommend to the Board of Directors procedures for the conduct of Board meetings, and the proper discharge of the Board of Directors' mandate;
- oversee the annual review of the Board of Directors', its committees' and individual directors' performance and the assessment of the Board of Directors' and committee charters; and
- undertake such other initiatives that may be necessary or desirable to enable the Board of Directors to provide effective corporate governance.

As at the date of this Annual Report, the Compensation Committee comprises of four non-executive directors, with Mark Sander being the elected Chairman of the Compensation Committee. The other members of the Compensation Committee are Belinda Labatte, Priya Patil and Richard Round.

Safety, Health and Environment Committee

The Safety, Health and Environment Committee, which meets as required but at least three times per year, is appointed by the Board of Directors to discharge the Board of Directors' responsibilities relating to compliance and review of applicable environmental, community, health and safety legislation, rules and regulations in the jurisdictions in which the Company operates. The purpose of the Safety, Health and Environmental Committee is to assist the Board of Directors in management of the Company's policies, programmes and systems relating to environmental, community and health and safety issues. They will work with management in reviewing safety, health and environmental performance and metrics and where necessary provide insight into the development of appropriate safety, health and environmental performance and metrics. The Committee will further monitor current and future regulatory issues that pertain to the operations of the Company.

The Safety, Health and Environment Committee (SHEC) comprises of two Non-Executive Board members and one Executive, with Belinda Labatte being the elected Chairman of the Safety, Health and Environment Committee. The other members of the SHEC are Terrell Ackerman and Toby Bradbury.

Technical Committee

The Technical Committee, which meets as required but at least three times per year, is appointed by the Board of Directors as a standing committee to assist the Board of Directors in its oversight of technical and operational matters.

The Technical Committee comprises two Non-Executive Board members and one Executive member, with Terrell Ackerman being the elected Chairman of the Technical Committee. The other members of the Technical Committee are Mark Sander and Toby Bradbury.

Non-Executive Directors

The Board adheres to guidelines relating to the appointment of non-executive directors, to ensure good corporate governance.

The Chairman and non-executive directors are appointed for a year at a time and are re-elected annually at the Company's Annual General Meeting.

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.

Communicate How the Company is Governed and is Performing by Maintaining a Dialogue With Shareholders and Other Relevant Stakeholders

The Board is committed to maintaining good and regular communication with its shareholders and other stakeholders and aims to ensure that all communications concerning the Company's activities are clear, fair, and accurate. The Board welcomes an open dialogue with shareholders. The Investor Relations section of the Company's website also provides all required regulatory information as well as other helpful information for shareholders and other relevant stakeholders, including podcasts and presentations.

Results of shareholder meetings and details of votes cast will be publicly announced through the regulatory system and displayed on the Company's website **http://www.ramblermines.com** with suitable explanations of any actions undertaken as a result of any significant votes against resolutions.

Report of the Directors

The Directors present their report with the audited financial statements of the Company for the year ended 31 December 2020.

Principal Activity

The principal activity of the Company is the development, mining and exploration of the Ming Copper-Gold Mine located in Newfoundland and Labrador and the exploration and development of other strategic properties within the immediate area. The principal activity of the parent company is that of a holding company.

Directors

2020 and 2021 to date have been a period of change for the Rambler board. The changes, as well as director attendance at board and committee meetings in 2020, have been tabulated below.

Directors	*Directorship Type*	*Board Meeting*	*Audit Committee*	*Compensation Committee*[6]	*Technical Committee*	*Safety, Health and Environment Committee*
T J Bradbury[1]	Executive	24	1	N/A	31	N/A
E C Chen[2]	Executive	25	2	N/A	N/A	N/A
T I Ackerman	Non-executive	25	N/A	N/A	45	2
B Labatte	Non-executive	26	N/A	N/A	N/A	2
B A Mills	Non-executive	27	2	N/A	N/A	N/A
M V Sander	Non-executive	25	N/A	N/A	45	N/A
A A Booyzen[3]	Executive	6	1	N/A	21	2
G R Poulter[4]	Non-executive	22	1	N/A	N/A	N/A
R C Round[5]	Non-executive	N/A	N/A	N/A	N/A	N/A
P Patil[5]	Non-executive	N/A	N/A	N/A	N/A	N/A

1 Dr Bradbury was appointed as non-executive director on 09 April 2020 and was subsequently appointed as president and chief executive officer on 01 June 2020.

2 Mr Chen was appointed as the chief financial officer on 08 January 2021 and hence changed from a non-executive director to an executive director.

3 Mr Booyzen resigned on 31 May 2020.

4 Mr Poulter resigned on 27 November 2020.

5 Mr Round and Ms Patil were appointed as non-executive directors on 16 and 22 February 2021, respectively.

6 There were no separate Compensation, Corporate Governance and Nominating Committee meetings held in 2020 as all compensation, corporate governance and nominating matters were discussed at the Board Meeting and certain issues were handled through round robin email communications during the year.

Rambler's Board currently consists of two executive directors and six non-executive directors (including a non-executive chairman). Six directors are male and there are two female directors on the Board. The Board will seek opportunities in future to increase the diversity of the Board.

The Directors during the period under review were:

T I Ackerman
A A Booyzen
T J Bradbury
E C Chen
B Labatte
B A Mills
G R Poulter
M V Sander

Dividends

No dividends will be distributed for the year ended 31 December 2020.

Significant Share Interests

At 26 April 2021, the Company was aware of the following substantial share interests:

Shareholder	Number of Ordinary Shares	% of Share Capital
CE Mining III Rambler	2,710,709,000	25.26
CE Mining II Rambler	396,363,636	3.69
Lombard Odier Asset Management (Europe) Limited	503,416,357	4.69
Aether Real Assets Co-Investment, LP	525,837,654	4.90

Financial Instruments

The Board of Directors determines, as required, the degree to which it is appropriate to use financial instruments and hedging techniques to mitigate risks. The main risks for which such instruments may be appropriate are foreign exchange risk, liquidity risk, credit risk, interest rate risk and commodity price risk, each of which is discussed in note 24 to the financial statements.

Likely Future Developments

Details of likely future developments are set out in the Strategic Report.

Subsequent Events

Details of subsequent events are set out in note 30.

Statement as to Disclosure of Information to Auditor

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Kreston Reeves LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

On Behalf of The Board:

T Sanford
Company Secretary

26 April 2021

Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and have also chosen to prepare the Company's financial statements under IFRSs as adopted by the EU. Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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

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

Responsibility Statement

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- the strategic report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

This responsibility statement was approved by the board of directors on 26 April 2021 and is signed on its behalf by:

Toby Bradbury
President and Chief Executive Officer

26 April 2021

Independent Auditor's Report

To the shareholders of Rambler Metals and Mining Plc for the year ended 31 December 2020

Opinion

We have audited the financial statements of Rambler Metals and Mining PLC (the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2020 which comprise the consolidated and company income statement, consolidated and company statement of comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated and company statements of cashflow and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 Company's affairs as at 31 December 2020 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with IFRSs adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for Opinion

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

Material Uncertainty Relating to Going Concern

We draw attention to note 1 in the financial statements, which indicates that there is a risk that lower than forecast commodity prices or production issues will result in a threat to the going concern status of the Group.

For the Group to expand production levels to the threshold at which funding of operations and growth can come from the operating cash flows of the Ming Mine the Group requires additional financing, including the $10.5 million secured through issuance of ordinary shares in February 2021, as well as appreciation in commodity prices, primarily copper price, above breakeven prices. The COVID pandemic, which began early in the financial year, was a key driver in the decline of such commodity prices in the first half of the year. However, prices have since been appreciating strongly and a trend has continued to the date of the approval of these financial statements. In response to this risk, we:

- have evaluated the design and implementation of key internal controls over management's assessment of going concern, considering in detail the rationale provided and whether this was consistent with our understanding as well as audit evidence obtained;
- considered the key financial data of the Group and Company at year end and assessed financial the financial headroom as well as ability to obtain financing;
- considered the accuracy of forecasts produced by management by reference to key assumptions made as well as the historical accuracy of forecasts previously prepared by management, taking into account variances that arose;
- considered the impact of a range of reasonable sensitivities on the forecast headroom;
- considered the trends of key commodity prices in the financial year and in the period up to the date of the approval of these financial statements.

As stated in note 1, these events or conditions, along with the other matters as set forth in note 2 to the financial statements, indicate that a clear risk to the business exists which leads to our assessment that there is material uncertainty that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. As such the value of deferred tax assets in relation to utilisable tax losses with a value of $15.4 million at the balance sheet date are also subject to this material uncertainty. However, sufficient audit evidence has been gained from procedures undertaken, including those listed above, that our opinion is not modified in respect of this matter.

An Overview of the Scope of our Audit

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

We performed a full scope audit on the main components of the business representing 100% of the Group's revenue and 95% of the Group's net assets.

Our audit approach is consistent with the previous year.

Key Audit Matters

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

Key Audit Matter	How our Audit Address the Key Audit Matter
Valuation of intangible assets These are exploration and evaluation costs. These comprise costs directly incurred in exploration and evaluation. They are capitalised as intangible assets pending determination of the feasibility of the project. When the existence of economically recoverable reserves and the availability of finance are established, the related intangible assets are transferred to mineral property. Where a project is abandoned or is determined not to be economically viable, the related costs are written off.	Exploration and evaluation costs were agreed to appropriate documentation to substantiate their stated cost. The determination that projects these costs were related to are not yet 'feasible' were also audited. The requirements laid out in IAS 38 were considered in light of the determination made by management that these are appropriate for capitalisation. Impairment reviews undertaken were reviewed for reasonableness with our own independent impairment review carried out based on a list of appropriate indicators. Based on the above procedures we consider this risk to be materially mitigated
Revenue Recognition The Group had one main source of revenue during the year, this being the sale of metal concentrate. We have focused on this income stream due to the potential for material misstatement of revenue whether caused by fraud or error. Sales are stated at their invoiced amount which is net of treatment and refining charges. Revenue for sale of commodity is recorded when control of the commodity passes to the customer. Sales of commodities are provisionally priced such that the price is not settled until a predetermined future date and is based on the market price at that time. These sales are marked to market at each reporting date using the forward price for the period equivalent to that outlined in the contract	The five-step revenue recognition process employed under IFRS 15 was applied to the group's recognition policy. Sales of commodity in the period were tested from the trigger point of the sale to the point of recognition in the accounts, corroborating this to contract sales terms. Direct third-party verification was obtained for the material element of group sales with all discrepancies investigated. Revenue was also analytically reviewed via comparison to our expectation based on a combination of prior financial data, budgets and our own assessments based on industry knowledge. Cut-off of revenue has been reviewed by analysing sales recorded during the period before and after the financial year end and determining if the recognition applied in in line with IFRS 15. Gains/losses on the fair value of derivatives has been substantively tested via review of fair value movement on these contracts by reference to market rates.

	Based on the above procedures we consider this risk to be materially mitigated
Impairment of Mineral Property Upon transfer of 'exploration and evaluation costs' into 'mineral property', all subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalised within 'mineral property'. Development expenditure is net of proceeds from all sale of gold and copper concentrate extracted during the development phase and until commercial production is declared. Mineral property is amortised on a unit of production basis. Future forecast capital expenditure is included in the unit of production amortisation calculation.	The impairment review is highly judgemental and required the assessment of assumptions used, including around forecast gold prices which can make the impairment a volatile figure. We also reviewed the mining licenses and permits to ensure they were all still valid and in full compliance. As part of this impairment review, we looked at the management forecasts and accuracy of previous forecasts to ensure there was value in the assets and to assess management's ability to make these valuations. We also considered the qualifications and independence of management's experts used in these valuations. Based on the above procedures we consider this risk to be materially mitigated
Valuation and Existence of Inventory Inventory is comprised of stockpiled ore and operating supplies. Stockpiled ore is recorded at the lower of production cost and net realisable value. Production costs include all direct costs plus an allocation of fixed costs associated with the mine site. Operating supplies are valued at the lower of cost and net realisable value. Cost is determined on an average cost basis.	Costings for stockpiled ore and operating supplies were traced to supporting documentation to vouch direct costs. Where overheads are included in cost value these bases for the allocation of overheads were reviewed and considered for reasonableness. The net realisable value of inventory items was assessed via reference to market prices and expectations. An analytical review of inventory levels was undertaken via comparison to our expectations based on a combination of prior financial data, purchases and our own assessments based on industry knowledge. We also tested the qualifications and independence of management's experts used in these valuations. Based on the above procedures we consider this risk to be materially mitigated
Completeness and Valuation of Gold Streaming The Gold streaming is accounted for under IFRS 9 and is considered a financial liability as the Group purchases the payable gold from the market in order to repay Sandstorm based on actual production in the period. It is stated at fair value through profit and loss. The Group calculates the movement on the fair value of the Gold streaming liability based on estimates of future cash flows arising from the sale of payable gold. The cash flows will be dependent on the production of gold and its selling price at the time of delivery which have been estimated in line with the mine plan, future prices of gold and reserve estimates. Management's estimates of these factors are subject to risk and uncertainties affecting the amount of the fair value movement. Any changes to these estimates may result in a significantly different fair value movement recognised in the income statement.	Movement on gold streaming in the period was assessed by reference to the stipulations in the underlying agreement. We have considered movement on fair value to current and forecasted market rates. Each of the significant assumptions in the forecasts prepared have been considered for reasonableness. Gold payments in the period have been vouched to our substantive testing of revenue. Gold ounce production in the period has been vouched with amounts transferrable agreed to current contract terms. Based on the above procedures we consider this risk to be materially mitigated

Going concern	
The consolidated financial statements have been prepared on a going concern basis which assumes that the Group will be able to realise its assets and settle its obligations in the normal course of business. The financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Group be unable to continue as a going concern. Such adjustments might be material. The Group intends to fund its operations and growth from the operating cash flows of the Ming mine, and to the extent required, through the accessing of equity and debt markets and the proceeds from the exercise of warrants. There is an inherent risk that production not ramping up in line with forecasts or lower than forecast commodity prices will result in a threat to going concern.	The going concern of the group is listed as a critical judgement in note 3 of these financial statements. As such our audit of this judgement included the updated requirements of both ISA 540 and ISA 570. Our primary procedures in relation to this risk are set out in the 'Material uncertainty relating to going concern' section of this audit report. We note here that a material uncertainty exists over this judgement. However, we consider that sufficient audit evidence has been gained including: Restructuring of loans and other creditors as well as successful fund raises in the financial year and after the year end date, to provide an unmodified audit report in respect of this risk. Based on the procedures performed we consider that there is sufficient risk to require the inclusion of a material uncertainty section in our audit report.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

Our scoping considerations for the Group audit were based both on financial information and risk. The below table summarises for the Company, and its subsidiaries, in terms of the level of assurance gained:

Group component	Level of assurance
Rambler Metals & Mining PLC	Full statutory audit
Rambler Metals & Mining Canada Ltd	Full statutory audit
Ontario Inc	Limited assurance review
Rambler Mines Ltd	Limited assurance review

Our Application of Materiality

Overall Group Materiality	$727,000
How we determined it	2% of Group net assets
Rationale for benchmark	The group's principal activity is that of an exploration and mining operation. To this end the business is highly asset focused. Therefore a benchmark for materiality of the net assets of the group is considered to be the most appropriate basis for materiality.

We reported all audit differences found in excess of our triviality threshold of $49,595 to the directors and the management board.

For each Group company within the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across each Group company was between $37,720 and $727,000. The scope of our audit was influenced by our application of materiality as we set certain quantitative thresholds for performance materiality and use these thresholds as a consideration tool to help to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

We determined component materiality for the Company to be capped at 2% of consolidated net assets. Likewise for group subsidiaries registered outside of the UK. For the UK-registered non-trading subsidiary, 2% of the company's net assets was used. Performance materiality was set in the range of 70-80% of component materiality.

Other Information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 our knowledge and understanding of the Group and Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of Directors

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- *Detailed discussions were held with management to identify any known or suspected instances of non-compliance with laws and regulations.*

- *Identifying and assessing the design effectiveness of controls that management has in place to prevent and detect fraud.*
- *Use of data analytics - enabling 100% interrogation of the general ledger transactions with a focus on transactions that exhibit unusual characteristics, meriting further investigation.*

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

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 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.

Kreston Reeves LLP

Anne Dwyer BSc (Hons) FCA (Senior Statutory Auditor)
For and on behalf of
Kreston Reeves LLP
Chartered Accountants
Statutory Auditor
London
Date: 26th April 2021

Rambler Metals and Mining Plc

Group Financial Statements

Consolidated Income Statement and Comprehensive Income

For the Year Ended 31 December 2020

		2020	2019
			(Restated – Note 27)
		$'000	$'000
Revenue	*5*	24,346	37,115
Production costs		(28,113)	(34,464)
Depreciation and amortisation		(6,240)	(9,584)
Gross loss		(10,007)	(6,933)
Administrative expenses		(4,828)	(4,480)
Operating loss	*6*	(14,835)	(11,413)
Foreign exchange gain		541	797
Gain/(loss) in fair value of Gold Streaming	*24*	202	(269)
Other income	*7*	4,391	-
Other expenses	*7*	(816)	(75)
Net finance costs	*9*	(1,881)	(1,206)
Gain/(loss) in fair value of forward contract	*26*	593	(1,302)
Loss before tax		(11,805)	(13,468)
Income tax credit	*10*	10,042	-
Loss for the period		(1,763)	(13,468)
Other comprehensive income			
Items that may be reclassified into profit or loss			
Exchange differences on translation of foreign operations (net of tax)		1,020	2,284
Items that will not be reclassified to the income statement (net of tax)			
Gain on fair value of equity investment (net of tax)	*14*	71	21
Other comprehensive income for the period		1,091	2,305
Total comprehensive loss for the period		(672)	(11,163)
Basic and diluted loss per share	*21*	(0.001)	(0.011)

Rambler Metals and Mining Plc

Consolidated Statement of Financial Position

As at 31 December 2020

	Note	2020 $'000	2019 (Restated – Note 27) $'000
Assets			
Intangible assets	*11*	3,408	3,339
Mineral property	*12*	41,928	38,013
Property, plant and equipment	*13*	20,693	23,013
Equity investments	*14*	206	128
Deferred tax	*10*	22,565	11,755
Restricted cash	*19*	3,553	3,483
Deposits	*13*	700	-
Total non-current assets		93,053	79,731
Inventory	*16*	2,683	2,897
Trade and other receivables	*17*	839	622
Derivative financial asset	*18*	561	1,654
Cash and cash equivalents		6,242	1,936
Assets held for sale	*15*	800	-
Total current assets		11,125	7,109
Total assets		104,178	86,840
Liabilities			
Loans and borrowings	*23*	5,129	12,848
Gold Streaming	*24*	1,370	2,019
Trade and other payables	*22*	13,857	11,467
Liabilities associated with assets held for sale	*15*	514	-
Derivative financial liabilities	*26*	733	1,302
Total current liabilities		21,603	27,636
Net current liabilities		(10,478)	(20,527)
Loans and borrowings	*23*	4,645	2,849
Gold Streaming	*24*	5,713	6,656
Provision	*25*	2,196	2,106
Trade and other payables	*22*	2,705	-
Total non-current liabilities		15,259	11,611
Net assets		67,316	47,593
Equity			
Issued capital	*20*	18,781	17,872
Share premium	*20*	115,191	99,059
Share warrants reserve	*20*	3,185	-
Share option reserve	*20*	2,311	2,142
Merger reserve	*20*	180	180
Translation reserve	*20*	(15,888)	(16,908)
Other reserves	*20*	172	101
Retained losses		(56,616)	(54,854)
Total equity		67,316	47,593

The consolidated financial statements were approved and authorised for issue by the Board and signed on their behalf by:

"Toby Bradbury"
____
Toby Bradbury
Director and Chief Executive Officer

"Eason Chen"
____
Eason Chen
Director and Chief Financial Officer

Rambler Metals and Mining Plc

Consolidated Statement of Changes in Equity

	Share Capital 1 Pence	Share Premium	Share option Reserve	Merger Reserve	Translation Reserve	Other Reserve	Retained Losses	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group							(Restated)	(Restated)
Balance at 1 January 2019	9,524	95,999	2,010	180	(19,192)	80	(41,385)	47,216
Comprehensive income								
Loss for the period	-	-	-	-	-	-	(13,468)	(13,468)
Foreign exchange translation differences	-	-	-	-	2,284	-	-	2,284
Gain on fair value of equity investment (net of tax)	-	-	-	-	-	21	-	21
Total other comprehensive income	-	-	-	-	-	21	-	21
Total comprehensive income/(loss) for the period	-	-	-	-	2,284	21	-	2,305
Transactions with owners								
Issue of share capital (note 20)	8,348	3,340	-	-	-	-	-	11,688
Share issue expenses	-	(280)	-	-	-	-	-	(280)
Share-based payments	-	-	132	-	-	-	-	132
Transactions with owners	8,348	3,060	132	-	-	-	-	11,540
Balance at 31 December 2019	17,872	99,059	2,142	180	(16,908)	101	(54,853)	47,593

Rambler Metals and Mining Plc

Consolidated Statement of Changes in Equity (Continued)

	Ordinary Share Capital 1 penny $'000	Ordinary Share Capital 0.01 penny $'000	Deferred Share Capital 0.99 penny $'000	Share Premium $'000	Warrants Reserve $'000	Share option Reserve $'000	Merger Reserve $'000	Translation Reserve $'000	Other Reserve $'000	Retained Losses $'000	Total $'000
Group											
Balance at 1 January 2020	17,872	-	-	99,059	-	2,142	180	(16,908)	101	(54,853)	47,593
Comprehensive income											
Loss for the period	-	-	-	-	-	-	-	-	-	(1,763)	(1,763)
Foreign exchange translation differences	-	-	-	-	-	-	-	1,020	-	-	1,020
Gain on fair value of equity investment (net of tax)	-	-	-	-	-	-	-	-	71	-	71
Total other comprehensive income	-	-	-	-	-	-	-	-	71	-	71
Total comprehensive income for the period	-	-	-	-	-	-	-	1,020	71	-	1,091
Transactions with owners											
Share restructure	(17,872)	179	17,694	-	-	-	-	-	-	-	-
Issue of share capital (note 20)	-	909	-	17,269	-	-	-	-	-	-	18,178
Share issue expenses	-	-	-	(1,137)	-	-	-	-	-	-	(1,137)
Issue of warrants	-	-	-	-	3,185	-		-	-	-	3,185
Share-based payments	-	-	-	-	-	169	-	-	-	-	169
Transactions with owners	(17,872)	1,088	17,694	16,132	3,185	169	-	-	-	-	20,395
Balance at 31 December 2020	-	1,088	17,694	115,191	3,185	2,311	180	(15,888)	172	(56,616)	67,316

Rambler Metals and Mining Plc

Consolidated Statement of Cash Flows

For the Year Ended 31 December 2020

	Note	2020 $'000	2019 (Restated – Note 27) $'000
Cash flows from operating activities			
Loss before tax		(11,805)	(13,468)
Depreciation and amortisation		6,288	9,629
Loss on disposal of property, plant and equipment	*7*	210	75
(Gain)/loss on derivative financial instruments	*5*	(240)	660
(Gain)/loss on fair value of forward contract	*26*	(593)	1,302
(Gain)/loss on fair value of Gold Streaming	*24*	(202)	269
Share based payments	*8*	168	132
Foreign exchange		(1,385)	(1,243)
Finance cost		1,823	1,151
Reclamation and site closure costs		58	55
Gain on fair value of long-term payables	*7*	(878)	-
Gain on fair value of government interest-free loan	*7*	(113)	-
Inventory write-downs	*7*	125	-
Cash utilised in operating activities before changes in working capital		**(6,544)**	**(1,438)**
Increase in other receivables		(206)	-
Decrease/(increase) in inventory		215	(112)
(Increase)/decrease in prepayments		(11)	51
Decrease/(increase) in derivative financial instruments		1,333	(1,584)
Increase in trade and other payable		7,139	554
Net cash generated/(utilised) in operating activities		**1,926**	**(2,529)**
Cash flows from investing activities			
Interest received		1	249
Acquisition of evaluation and exploration assets		(2)	(15)
Acquisition of Mineral property – net	*12*	(4,046)	(5,130)
Acquisition of property, plant and equipment		(1,157)	(2,506)
Non-current deposits	*13*	(700)	-
Increase in reclamation deposit and others		-	(71)
Net cash utilised in investing activities		**(5,904)**	**(7,473)**
Cash flows from financing activities			
Issue of share capital	*20*	8,373	11,688
Share issue expenses		(438)	(280)
Interest paid		(922)	(651)
Loans received		7,155	8,277
Gold Streaming payments	*24*	(830)	(2,255)
Repayment of loans and borrowings		(3,846)	(3,325)
Capital element of finance lease payments		(1,525)	(1,763)
Net cash generated in financing activities		**7,967**	**11,691**
Net increase in cash and cash equivalents		3,989	1,689
Cash and cash equivalents at beginning of period		1,936	241
Effect of exchange rate fluctuations on cash held		317	6
Cash and cash equivalents at end of period		**6,242**	**1,936**

Notes to the Consolidated Financial Statements

1. Nature of operation and going concern

Rambler Metals and Mining Plc (the "Company") is a limited company incorporated and domiciled in United Kingdom whose shares are publicly traded. The registered office of the Company is located at 3 Sheen Road, Richmond Upon Thames, Surrey, United Kingdom. The principal activity of the Company and its subsidiaries (collectively "the Group") is the operation, development and exploration of the Ming Copper-Gold Mine ("Ming Mine") located in Baie Verte, Newfoundland and Labrador, Canada.

The Group's business activities, together with the factors likely to affect its future development, performance and position, its financial position, cash flows, liquidity position and borrowing facilities are set out in the Strategic Report on pages 11 to 20. In addition, notes 20 and 23 to the consolidated financial statements include the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

The Group incurred a net loss of $1.8 million for the year ended 31 December 2020 (2019: $13.5 million). As at 31 December 2020, the Group had a working capital deficiency of $10.5 million (2019: $20.5 million). The Group's ability to continue operations in the normal course of business is dependent upon establishing sufficient operating cash flows from the Ming Mine, and to the extent required, through access to equity and debt markets and proceeds from the exercise of warrants. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

The Group continually reviews operational results, expenditures and additional financing opportunities in order to ensure adequate liquidity to support its growth strategy while increasing production levels at the Ming Mine. The consolidated financial statements have been prepared on a going concern basis which assumes that the Group will be able to realise its assets and settle its obligations in the normal course of business. Management believes that the Ming Mine will generate sufficient operating cash flows to support the day-to-day activities and future growth requirements of the business. If the production is not ramping up in line with forecasts or lower than forecast copper grade and commodity prices, the Group would be able to obtain additional funding through either equity or debt financing. For the year ended 31 December 2020, the Group successfully obtained debt financing of $5 million and equity financing of $8.4 million. Also, the Group raised $10.5 million through issuance of 2,545,454,667 ordinary shares at a price of £0.003 ($0.00412) per share in February 2021.

These financial statements do not give effect to any adjustments which would be necessary should the Group be unable to continue as a going concern and, therefore, be required to realise its assets and discharge its liabilities in other than the normal course of business and at amounts different than those reflected in the financial statements. Such adjustments could be material.

2. Significant accounting policies

(a) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union and with IFRS and their interpretations adopted by the IASB. There are no material differences on application to the Group. The consolidated financial statements have also been prepared in accordance with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The accounting policies applied are consistent with those adopted and disclosed in the Group financial statements for the year ended 31 December 2020. The Group has not adopted any new IFRS standards for the year ended 31 December 2020.

2. Significant accounting policies (continued)

(a) Statement of compliance (continue)

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

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

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The Group is currently assessing the impact the amendments will have on current practice.

Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment — Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

(b) Basis of preparation

The consolidated financial statements are presented in United States dollars ("US dollars" or "$"), rounded to the nearest thousand dollars, except the notes to the consolidated financial statements or when otherwise indicated. US dollars is used as the presentation currency in line with industry peers. The comparative financial statements for the year ended 31 December 2019 have been restated to reflect retrospective correction of an error. See note 27.

Notes to the Consolidated Financial Statements (Continued)

2. Significant accounting policies (continued)

(b) Basis of preparation (continued)

The Company has a functional currency of GB pounds and the majority of the Group's operations are carried out by its operating subsidiary which has a functional currency of Canadian dollars. Foreign operations are included in accordance with the policies set out in note 2(d). At 31 December 2020, the closing rate of exchange of CAD to US dollar was 0.7854 (2019: 0.7699), and US dollar to GB pound was 1.3651 (2019: 1.3223). The average rate of exchange of CAD to US dollar was 0.7460 (2019:0.7537), and US dollar to GB pound was 1.2830 (2019: 1.2771).

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements. The accounting policies have been applied consistently by Group entities.

(c) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. An investor controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control is obtained.

Generally, there is a presumption that a majority of voting rights results in control. When the Group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee. The relevant activities are those which significantly affect the subsidiary's returns. The ability to approve the operating and capital budget of a subsidiary and the ability to appoint key management personnel are decisions that demonstrate that the Group has the existing rights to direct the relevant activities of a subsidiary.

(ii) Transactions eliminated on consolidation

Intragroup balances and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

(d) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

(ii) Translation into presentation currency

The assets and liabilities of the Group are translated to US dollars at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of the Group are translated to US dollars at rates approximating to the foreign exchange rates ruling at the dates of the transactions.

(iii) Net investment in foreign operations

Exchange differences arising from the translation of the net investment in foreign operations are taken to translation reserve. They are released into the statement of comprehensive income upon disposal.

2. Significant accounting policies (continued)

(e) Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses. The cost of self-constructed assets includes the cost of materials, direct labour and the estimate of the costs of dismantling and removing the items and restoring the site on which they are located, where an obligation to incur such costs exists.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

(ii) Subsequent costs

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the income statement as an expense as incurred.

(iii) Depreciation

Depreciation is charged to the income statement or capitalised as part of the exploration and evaluation costs or mineral property where appropriate, on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. Depreciation on assets under construction does not commence until they are complete and available for use. The estimated useful lives are as follows:

- buildings 5 to 10 years
- plant and equipment - others 2 to 10 years
- plant and equipment - mill plant 23 years
- motor vehicles 3 years
- computer equipment 3 years
- fixtures, fittings and equipment 3 years

The estimated useful lives and residual values of the assets are considered annually and restated as required.

(f) Mineral property

Upon transfer of 'Exploration and evaluation costs' into 'Mineral property', all subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalised within 'Mineral property'. Development expenditure is net of proceeds from all sale of gold and copper concentrate extracted during the development phase and until commercial production is declared.

Mineral property is amortised on a unit of production basis. Future forecast capital expenditure is included in the unit of production amortisation calculation.

(g) Intangible assets

(i) Exploration and evaluation costs

These comprise costs directly incurred in exploration and evaluation. They are capitalised as intangible assets pending determination of the feasibility of the project. When the existence of economically recoverable reserves and the availability of finance are established, the related intangible assets are transferred to Mineral property and amortised over the life of the mine.

2. Significant accounting policies (continued)

(g) Intangible assets (continued)

(i) Exploration and evaluation costs (continued)

Impairment assessment is performed annually. Where a project is abandoned or is determined not to be economically viable, the related costs are written off.

The recoverability of deferred exploration and evaluation costs is dependent upon a number of factors common to the natural resource sector. These include the extent to which the Group can establish economically recoverable reserves on its properties, the ability of the Group to obtain necessary financing to complete the development of such reserves and future profitable production or proceeds from the disposition thereof.

(ii) Impairment of exploration and evaluation costs

Impairment reviews for exploration and evaluation costs are carried out on a project by project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise but typically when one of the following circumstances apply:

- unexpected geological occurrences that render the resource uneconomic;
- title to the asset is compromised;
- variations in metal prices that render the project uneconomic; and
- variations in the exchange rate for the currency of operation.

(h) Equity investments

Equity investments are recognised at fair value with changes in value recorded in other comprehensive income as they are not held for short-term profit-taking trading under the Company's business model. Subsequent to initial recognition these are stated at fair value. Movements in fair values are recognised in other comprehensive income. Fair values are based on prices quoted in an active market if such a market is available. If an active market is not available, the Company establishes the fair value of financial instruments by using a valuation technique, usually discounted cash flow analysis. When an investment is disposed, any cumulative gains and losses previously recognised in fair value reserve are transferred to Retained profits.

(i) Inventory

Stockpiled ore is recorded at the lower of production cost and net realisable value. Production costs include all direct costs plus an allocation of fixed costs associated with the mine site.

Operating supplies are valued at the lower of cost and net realisable value. Cost is determined on an average cost basis.

(j) Trade and other receivables

Trade and other receivables are generally stated at their cost less impairment losses. Receivables in respect of the sale of copper concentrate which contain an embedded derivative linking them to future commodity prices are measured at fair value through profit and loss and are treated as derivative financial assets or liabilities. Receivables with a short duration are not discounted.

2. Significant accounting policies (continued)

(k) Financial instruments

(i) Initial recognition and subsequent measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of the financial assets at initial recognition that are debt instruments depends on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at fair value through profit or loss where transaction costs are expensed. All financial assets not classified and measured at amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss.

On initial recognition of an equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Group's financial assets at amortised cost includes cash and cash equivalents, restricted cash, trade receivables, and other receivables. Derivative financial instruments are measured at fair value through profit or loss, and equity investments quoted in securities are measured at fair value through other comprehensive income.

Financial liabilities are classified, at initial recognition, and subsequently measured at amortised cost or fair value through profit or loss. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded.

The Group's financial liabilities measured at amortised cost includes trade payables, loan payables and other borrowings. Derivative liabilities consist of Gold Streaming (note 24) and copper forward contract (note 26) and are measured at fair value through profit or loss. The Gold streaming is considered a financial liability as the Group purchases the payable gold from the market in order to repay Sandstorm based on actual production in the period (note 24).

(ii) Derecognition

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired. A financial liability is derecognised when the associated obligation is discharged or cancelled or expires.

(iii) Impairment

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognised for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognised in the consolidated income statement for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortised cost decreases, the previously recognised impairment loss is reversed through the consolidated income statement to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognised.

2. Significant accounting policies (continued)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. Restricted cash (note 19) is not available for use by the Group and therefore is not considered highly liquid.

(m) Impairment of non-financial assets

The carrying amounts of the Group's assets (except deferred exploration and evaluation costs (see accounting policy (g)(ii)) and deferred tax assets (see accounting policy 2(t)), are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see accounting policy 2(m)(i)).

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

(i) Calculation of recoverable amount

The recoverable amount of other assets is the greater of their net selling price 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

(ii) Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Convertible loans

Convertible loans are separated into liability and equity components based on the terms of the contract. On issuance of the convertible loans, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible loan, based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

2. Significant accounting policies (continued)

(o) Share Warrants

The Group accounts for its share warrants as equity at fair value as of the date of issuance on the Group's consolidated balance sheets and no further adjustments to their valuation are made. Management estimates the fair value of the warrants using option pricing models and assumptions that are based on the individual characteristics of the warrants or instruments on the valuation date, as well as assumptions for future financings, expected volatility, expected life, yield, and risk-free interest rate.

(p) Leases

The Group assesses whether a contract is or contains a lease, at inception of a contract. A right-of-use asset ("ROU asset") and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, are recognised at the commencement of the lease, with the following exceptions: (a) the total lease term is less than or equal to 12 months, or (b) leases of low value. The payments for such leases are recognised in the consolidated income statement on a straight-line basis over the lease term.

The ROU asset is initially measured based on the present value of lease payments, lease payments made at or before the commencement day, and any initial direct costs. They are subsequently measured at cost less accumulated amortisation and impairment losses. The ROU asset is depreciated over the shorter of the lease term
or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. When the lease contains an extension or purchase option that the Group considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

ROU assets are included in plant and equipment, and the lease liability is included in loans and borrowing in the consolidated statement of financial position. Variable lease payments that do not depend on an index or rate are not included in the measurement of the ROU asset and lease liability. The related payments (if any) are recognised as an expense in the period in which the triggering event occurs and are included in the consolidated income statement.

(q) Provisions

The Group records the present value of estimated costs of legal and constructive obligations required to restore mining and other operations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and revegetation of affected areas.

2. Significant accounting policies (continued)

(r) Revenue recognition

The Group is engaged principally in sales of metal concentrate that are stated at their invoiced amount which is net of treatment and refining charges. Revenue for sale of commodity is recorded when control of the commodity passes to the customer. Sales of commodities are provisionally priced such that the price is not settled until a predetermined future date and is based on the market price at that time. These sales are marked to market at each reporting date using the forward price for the period equivalent to that outlined in the contract. Revenue on provisionally priced sales is recognised at the forward market price when control passes to the customer and is classified as revenue from contracts with customers. Subsequent mark-to-market adjustments are recognised in revenue from other sources.

Revenues from the sale of material by-products are recognised within revenue at the point control passes. Where a by-product is not regarded as significant, revenue may be credited against the cost of sales.

(s) Borrowing costs

Borrowing costs are recognised in the income statement where they do not meet the criteria for capitalisation. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised.

(t) Equity settled share based payments

All share based payments are recognised in the financial statements.

All goods and services received in exchange for the grant of any share-based remuneration are measured at their fair values. Fair values of employee services are determined indirectly by reference to the fair value of the share options awarded. Their value is appraised at the grant dates and excludes the impact of non-market vesting conditions.

All share-based remuneration is ultimately recognised as an expense in the income statement with a corresponding credit to the accumulated losses in the balance sheet.

If vesting periods apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if the number of share options ultimately exercised is different to that estimated on vesting. Upon exercise of share options the proceeds received net of attributable transaction costs are credited to share capital.

(u) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

2. Significant accounting policies (continued)

(u) Income tax (continued)

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for:

- goodwill not deductible for tax purposes,
- the initial recognition of assets or liabilities that affect neither accounting nor taxable profit,
- and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Mining taxes and royalties are treated and disclosed as current and deferred taxes if they have the characteristics of an income tax.

(v) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted)
- Level 2: Observable direct or indirect inputs other than Level 1 inputs
- Level 3: Unobservable inputs (i.e. not derived from market data)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur. The Group measures a number of items at fair value:

- Derivative financial asset – Level 2
- Equity investments – Level 1
- Gold Streaming – Level 3
- Copper forward contract – Level 2

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

(w) Government grants and subsidies

Government grants and subsidies are recognised when the Group has complied with the conditions attached to the agreement and obtained reasonable assurance that revenue will be received. The grant is recognised as other income in income statement on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the assistance are intended to compensate.

3. Critical judgements and accounting estimates

(a) Critical judgements in applying the Group's accounting policies

The details of the Group's accounting policies are presented in accordance with International Financial Reporting Standards as set out in note 2 to the financial statements. The preparation of financial statements in conformity with IFRS requires management to make judgements in applying the Group's accounting policies,

Going concern

Judgements are necessary in applying the going concern basis in the preparation of the Group's financial statements in respect of the Group's ability to continue as a going concern for a period of at least 12 months from the date of signing the current period's report (see note 1).

Mineral Property, Property, Plant and Equipment and Exploration and Evaluation Costs

Notes 2(g) and 2(m) describe the judgements necessary to implement the Group's policy with respect to the carrying value of the Group's mineral property and exploration and evaluation costs. Management considers these assets for impairment at least annually with reference to the following indicators:

- Reviewing the financial performance compared to forecast;
- Reviewing the key production and milling statistics to forecast;
- Reviewing the commodity price forecasts against assumptions in the previous impairment model; and
- Considering any significant changes to the cost of capital.

The Group uses estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following estimates are considered by management to be the most critical for investors to understand some of the processes and reasoning that go into the preparation of the Group's financial statements, providing some insight also to uncertainties that could impact the Group's financial results.

The Company assessed whether there are any indicators of impairment in respect of mineral property, property, plant and equipment and exploration and evaluation costs totalling $66.0 million (2019: $64.4 million). In making this assessment they have considered the Group's business plan which includes resource estimates, future processing capacity, future exchange rates, the forward market and longer-term price outlook for copper and gold and assumptions regarding weighted average cost of capital. The Group continues to invest in exploration which has the potential to extend mine life and increase the rate of production. Resource estimates have been based on the most recently filed NI43-101 report and its opportunities economic model which includes resource estimates without conversion of its inferred resources. Management's estimates of these factors are subject to risk and uncertainties affecting the recoverability of the Group's mineral property and exploration and evaluation costs.

Amortisation rate for Property, Plant and Equipment and Depletion rate for Mineral Property

Amortisation expenses are allocated based on the estimated useful life of the asset. Depletion expenses of the Mineral Property is calculated on a unit of production method expected to amortise the cost including future forecast capital expenditure over the expected life of the mine based on the tonnes of ore expected to be extracted. Should the amortization rates and depletion rates differ from the initial estimate, an adjustment would be made in the consolidated income statement on a prospective basis.

3. Critical judgements and accounting estimates (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

Closure costs

The Group has an obligation to restore its properties after the minerals have been mined from the site and has estimated the costs necessary to comply with existing reclamation standards. These estimates are recorded as a liability at their fair values in the periods in which they occur. If the estimate of reclamation costs proves to be inaccurate, the Group could be required to increase the provision for site closure and reclamation costs, which would increase the amount of future reclamation expense, resulting in a reduction in the Group's earnings and net assets.

(b) Key sources of estimation uncertainty

Share-based payments

The Group calculates the cost of share based payments using the Black-Scholes model. Inputs into the model in respect of the expected option/warrant life and the volatility are subject to management estimate and any changes to these estimates may have a significant effect on the cost. The assumptions used in calculating the cost of share based payments are explained in notes 8 and 20.

Gold Streaming

The Group calculates the movement on the fair value of the Gold streaming liability based on estimates of future cash flows arising from the sale of payable gold (see note 24). The cash flows will be dependent on the production of gold and its selling price at the time of delivery which have been estimated in line with the mine plan, future prices of gold and reserve estimates. Management's estimates of these factors are subject to risk and uncertainties affecting the amount of the fair value movement. Any changes to these estimates may result in a significantly different fair value movement recognised in the income statement.

Deferred tax

The Group has incurred losses which will be available for offset against future taxable profits and one of the subsidiaries has tax credits available to offset against future tax liabilities. Following the declaration of commercial production it has been concluded that the Group has sufficient evidence of future taxable profits to justify the recognition of a deferred tax asset. If future taxable profits prove to be insufficient the Group could be required to reduce the deferred tax asset which would result in a reduction in the Group's earnings and net assets.

4. Operating segments

The Group's operations relate to the exploration for and development of mineral deposits with support provided from the UK and as such the Group has only one operating segment.

Information about geographical areas

	2020			2019		
	UK	**Canada**	**Consolidated**	UK	Canada	Consolidated
	$'000	**$'000**	**$'000**	$'000	$'000	$'000
Revenue	-	24,346	24,346	-	37,115	37,115
Non-current assets	-	93,053	93,053	-	79,731	79,731

Notes to the Consolidated Financial Statements (Continued)

5. Revenue

	2020	2019
	$'000	$'000
Revenue from sale of commodities	24,106	37,775
Gain/(loss) on fair value of provisional priced commodities	240	(660)
	24,346	37,115

Information about major customers

All our revenue is from one customer (2019: one customer).

6. Operating loss

The operating loss is after charging:

	2020	2019
	$'000	$'000
Depreciation (see note 13)	3,321	5,164
Amortisation (see note 12)	2,967	4,465
Emoluments of officers, directors and officers (see note 29)	698	577
Auditor's remuneration:		
Audit of these financial statements	84	59
Fees payable to the auditor for other services:		
Other assurance services	25	25

The Audit Committee reviews the nature and extent of non-audit services to ensure that independence is maintained.

7. Other income (expenses)

	2020	2019
	$'000	$'000
Forgiveness of payables from suppliers	761	-
Gain on fair value of government interest-free loan	113	-
Gain on fair value of long-term payables	878	-
Canadian Emergency Wage Subsidy	2,639	-
Total other income	4,391	-
Penalties on payroll source remittance	(481)	-
Inventory write-downs	(125)	-
Loss on disposal of property, plant and equipment	(210)	(75)
Total other expenses	(816)	(75)

Notes to the Consolidated Financial Statements (Continued)

8. Personnel expenses

Salary costs	**Group 2020 $'000**	Group 2019 $,000
Wages and salaries	10,589	11,873
Other short term benefits	565	324
Compulsory social security contributions	1,651	1,729
Share based payments	168	132
	12,973	14,058

Salary costs of $14,000 (2019: $71,000) were capitalised as part of property, plant and equipment, and $2,111,000 (2019: $2,350,000) were capitalised as part of the mineral properties during the year.

Number of employees
The average number of employees during the period was as follows:

	Group 2020	Group 2019
Directors	8	7
Administration	11	10
Production and development	149	185
	167	201

During the period, the Group granted share options to key personnel to purchase shares in the entity. The exercise price is £0.002 ($0.00264).

Share-based payments
The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2020 $	**Number of options 2020 '000**	Weighted average exercise price 2019 $	Number of options 2019 '000
Outstanding at the beginning of the period	0.08	16,442	0.10	20,677
Granted during the period	0.003	288,462	0.02	5,000
Expired during the period	0.37	(424)	0.10	(9,235)
Outstanding at the end of the period	0.01	304,480	0.07	16,442
Exercisable at end of period	0.11	5,574	0.13	5,998

The options outstanding at 31 December 2020 have an exercise price in the range of $0.003 to $0.02 (2019: $0.02 to $0.02) and a weighted average remaining contractual life of 5 years (2019: 3 years).

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Black-Scholes model.

Notes to the Consolidated Financial Statements (Continued)

8. Personnel expenses (continued)

Fair value of share options and assumptions issued during the period

	2020	2019
Fair value at measurement date	$0.001	$0.01
Share price (weighted average)	$0.003	$0.02
Exercise price (weighted average)	$0.003	$0.02
Expected volatility (expressed as weighted average volatility used in the modelling under Black-Scholes model)	295%	51%
Expected option life (years)	5	5
Expected dividends	-	-
Risk-free interest rate (based on national government bonds)	0.46%	1.60%

During the year ended 31 December 2020, the Group issued options totalling 288,461,538 options to an officer of the Company, exercisable at 0.2 pence. 50% of the options are vested over three years, 16.66% on each of the first, second and third anniversaries of the officer's employment date. The other 50% of the options are vested based on the share price of the Company in accordance with the table below:

Options	16.5% vesting	33% vesting	50% vesting
Share price	0.57 pence	0.90 pence	1.24 pence

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

The share-based payment expense relates to the following grants:

	2020	2019
	$'000	$'000
Share options granted in 2016	-	23
Share options granted in 2018	90	105
Share options granted in 2019	31	4
Share options granted in 2020	47	-
Total expense recognised as employee costs	168	132

Notes to the Consolidated Financial Statements (Continued)

9. Net finance costs (income)

	2020	2019
	$'000	$'000
Bank interest receivable	(1)	(249)
Finance lease interest	65	141
Sandstorm loan interest	79	116
Advance Purchase Facility interest and charges	255	199
Other loan interest	1,021	857
Interest on payroll source deduction liability	187	-
Off-take provisional payment interest	218	87
Unwinding of discount on reclamation provision	58	55
Net finance costs	1,881	1,206

10. Income tax

Recognised in the income statement

	2020	2019
	$'000	$'000
Current tax expense		
Current period	-	-
Deferred tax credit		
Origination and reversal of temporary timing differences	(9,231)	-
Deferred income tax asset not recognised	363	-
Mining tax – origination and reversal of temporary differences	(1,174)	-
Total income tax credit in income statement	(10,042)	-

Reconciliation of effective tax rate

A reconciliation between the tax credit and the product of the Group's accounting loss multiplied by the Group's statutory income tax rate for the year ended 31 December 2020 and year ended 31 December 2019 is as follows:

	2020	2019
	$'000	$'000
Loss before tax	(11,805)	(13,468)
Income tax using the UK corporation tax rate of 19% (2019: 19%)	(2,243)	(2,312)
Effect of tax rates in foreign jurisdictions (rates increased)	(1,132)	(1,042)
Mining tax	(1,174)	-
Permanent differences	(22)	310
Timing differences	(5,834)	354
Deferred income asset not recognised	363	2,690
	(10,042)	-

10. Income tax (continued)

Recognised in other comprehensive income

	2020	2019
	$'000	$'000
Current tax expense		
Current year	-	-
Deferred tax credit		
Fair value re-measurement of available for sale investments	-	-
Exchange difference on retranslation of UK deferred tax asset	-	-
Total income tax expense/(credit) in statement of other comprehensive income	-	-

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	Balance 2020 $'000	Balance 2019 $'000	**Balance 2020 $'000**	Balance 2019 $'000	**Balance 2020 $'000**	Balance 2019 $'000
Property, plant and equipment	-	-	(81)	(3,352)	(81)	(3,352)
Mineral property	6,031	2,229	-	-	6,031	2,229
Intangible assets	92	90	-	-	92	90
Others	-	-	(204)	-	(204)	-
Gold Streaming, government assistance and other loans	-	1,527	(1,230)	-	(1,230)	1,527
Mining tax	2,750	1,484	-	-	2,750	1,484
Derivative	-	-	(182)	(210)	(182)	(210)
Tax value of loss carry-forwards and credits recognised	15,389	9,987	-	-	15,389	9,987
Net tax assets /(liabilities)	24,262	15,317	(1,697)	(3,562)	22,565	11,755

Rambler Metals and Mining Plc

Notes to the Consolidated Financial Statements (Continued)

10. Income tax (continued)

Movement in recognised deferred tax assets and liabilities

	Balance 1 Jan 2019	Recognised in income	Recognised in other comprehensive income	Exchange difference	Balance 31 Dec 2019
	$'000	$'000	$'000	$'000	$'000
Property, plant and equipment	(2,827)	-	-	(525)	(3,352)
Mineral property	1,992	-	-	237	2,229
Intangible assets	86	-	-	4	90
Gold Streaming, government assistance and other loans	919	-	-	608	1,527
Mining tax	1,413	-	-	71	1,484
Other timing differences	(173)	-	-	(37)	(210)
Tax value of loss carry-forwards and credits – Canada	9,782	-	-	205	9,987
	11,192	-	-	563	11,755

	Balance 1 Jan 2020	Recognised in income	Recognised in other comprehensive income	Exchange difference	Balance 31 Dec 2020
	$'000	$'000	$'000	$'000	$'000
Property, plant and equipment	(3,352)	3,171	-	100	(81)
Mineral property	2,229	3,569	-	233	6,031
Intangible assets	90	-	-	2	92
Others	-	(194)	-	(10)	(204)
Gold Streaming, government assistance and other loans	1,527	(2,721)	-	(36)	(1,230)
Mining tax	1,484	1,174	-	92	2,750
Other timing differences	(210)	103	-	(75)	(182)
Tax value of loss carry-forwards and credits – Canada	9,987	4,940	-	462	15,389
	11,755	10,042	-	768	22,565

The Group has incurred losses which will be available for offset against future taxable profits and one of the subsidiaries has tax credits available to offset against future tax liabilities. The Group considers that it has sufficient evidence of future taxable profits to justify the recognition of a deferred tax asset of $22.6 million (2019: $11.8 million).

The Group has recognised a deferred tax asset in respect of mining tax of $1.2 million (2019: $Nil) during the year bringing the balance to $2.8 million (2019: recognised deferred tax asset of $1.5 million). The Group considers that with recent increases in the market outlook for copper prices and ramp up in production from 2021 onward, there is sufficient evidence of future mining profits to justify the recognition of this asset.

11. Intangible assets

	Exploration and evaluation costs		
	Ming Mine	Little Deer Project	Total
	$'000	$'000	$'000
Cost			
Balance as at 1 January 2019	930	2,238	3,168
Additions	1	14	15
Effect of movements in foreign exchange	43	113	156
Balance as at 31 December 2019	974	2,365	3,339
Balance as at 1 January 2020	974	2,365	3,339
Additions	2	-	2
Effect of movements in foreign exchange	20	47	67
Balance as at 31 December 2020	996	2,412	3,408
Carrying amounts			
1 January 2019	930	2,238	3,168
31 December 2019	974	2,365	3,339
1 January 2020	974	2,365	3,339
31 December 2020	996	2,412	3,408

Little Deer Project
The Little Deer Project is a high-grade copper exploration property located less than 140 kilometres from the Group's Nugget Pond mill.

Consideration of impairment for exploration and evaluation costs
Management have assessed whether there are any indicators of impairment in respect of exploration and evaluation costs for the year 2020. Management concluded that no impairment indicators had been noted that would require a formal impairment test.

12. Mineral property

	$'000
Cost	
Balance at 1 January 2019	77,293
Additions	5,130
Additions- related to reclamation cost	99
Foreign exchange effect	3,999
Balance at 31 December 2019	86,521
Balance at 1 January 2020	86,521
Additions	4,046
Transfer from asset under construction	2,164
Reclassified to asset held for sale	(187)
Foreign exchange effect	1,953
Balance at 31 December 2020	94,497
Amortisation and impairment	
Balance at 1 January 2019	41,852
Amortisation charge	4,465
Foreign exchange effect	2,191
Balance at 31 December 2019	48,508
Balance at 1 January 2020	48,508
Amortisation charge	2,967
Foreign exchange effect	1,094
Balance at 31 December 2020	52,569
Carrying amounts	
At 1 January 2019	35,441
At 31 December 2019	38,013
Balance at 1 January 2020	38,013
Balance at 31 December 2020	41,928

Consideration of impairment for mineral property costs

As a result of the loss in the year, the Company concluded that there was an impairment indicator at 31 December 2020. A valuation model was completed using the most current operating plan, taking into account the forward markets or analyst consensus on metal prices and exchange rates, and using an after-tax discount rate of 12%. The Company uses long-term copper price of USD$3.00 per pound, long-term gold price of $1,700 per ounce, and long-term exchange rate of CAD 1.3000. The recoverable amount was greater than the carrying value of the fixed assets and consequently no impairment was required.

Notes to the Consolidated Financial Statements (Continued)

13. Property, plant and equipment

	Land and buildings	Assets under construction	Motor vehicles	Plant and equipment	Fixtures, and equipment	Computer equipment	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Cost							
Balance at 1 January 2019	3,994	3,116	218	47,423	95	902	55,748
Additions	26	1,545	-	886	15	24	2,496
Disposals	-	-	-	(2,192)	-	-	(2,192)
Foreign exchange effect	202	192	11	2,358	5	46	2,814
Balance at 31 December 2019	4,222	4,853	229	48,475	115	972	58,866
Balance at 1 January 2020	4,222	4,853	229	48,475	115	972	58,866
Additions	112	1,388	19	2,214	-	66	3,799
Disposals	(319)	-	(215)	(6,103)	(32)	(173)	(6,842)
Reclassification	-	(3,252)	-	3,252	-	-	-
Transfer to asset held for sale	-	-	-	(612)	-	-	(612)
Transfer to mineral properties	-	(2,164)	-	-	-	-	(2,164)
Foreign exchange effect	96	(87)	6	2,497	2	22	2,536
Balance at 31 December 2020	4,111	738	39	49,723	85	887	55,583
Depreciation and impairment losses							
Balance at 1 January 2019	2,831	-	218	27,196	93	776	31,114
Depreciation	358	-	-	4,759	3	44	5,164
Disposals	-	-	-	(2,080)	-	-	(2,080)
Foreign exchange effect	150	-	11	1,449	5	40	1,655
Balance at 31 December 2019	3,339	-	229	31,324	101	860	35,853
Balance at 1 January 2020	3,339	-	229	31,324	101	860	35,853
Depreciation	363	-	7	2,901	4	46	3,321
Disposals	(312)	-	(215)	(5,900)	(32)	(173)	(6,632)
Foreign exchange effect	84	-	4	2,240	2	18	2,348
Balance at 31 December 2020	3,474	-	25	30,565	75	751	34,890
Carrying amounts							
At 1 January 2019	1,163	3,116	-	20,227	2	126	24,634
At 31 December 2019	883	4,853	-	17,151	14	112	23,013
At 1 January 2020	883	4,853	-	17,151	14	112	23,013
At 31 December 2020	637	738	14	19,158	10	136	20,693

13. Property, plant and equipment (continued)

At 31 December 2020, the net carrying amount of Right-Of-Use (ROU) assets was $1,966,000 (2019: $1,029,000). During the year ended 31 December 2020, plant and equipment additions of $1,942,000 (2019: $86,000) were acquired through lease arrangements. The amount of depreciation of leased plant and machinery was $978,000 (2019: $2,580,000).

During the year ended 31 December 2020, the Group entered an agreement to acquire all of the assets of Teck Resources Limited's ("Teck") closed Duck Pond processing plant (the "Plant") including building, plant equipment with certain exceptions, and related spare parts for cash consideration of $1,100,000 and to provide dismantling and disposal services to remove the Plant from Teck's property.

A non-refundable deposit of $700,000 has been paid to Teck in 2020 and recognised as deposits in non-current assets of the consolidated statement of financial position. The corresponding dismantle and disposal costs of $500,000 have been recognised in assets under construction as at 31 December 2020.

During the year, the Company has disposed of assets which were not in use with asset cost $6,842,000 (2019: $2,192,000) and accumulated depreciation $6,632,000 (2019: $2,080,000).

14. Equity Investments

	Equity investments $'000
Cost or valuation	
Balance at 1 January 2019	102
Revaluation	21
Effect of movements in foreign exchange	5
Balance at 31 December 2019	128
Balance at 1 January 2020	128
Revaluation	71
Effect of movements in foreign exchange	7
Balance at 31 December 2020	206
Carrying amounts	
At 31 December 2019	128
At 31 December 2020	206

The carrying amount of the equity investments relates to investments in eleven companies (2019: eleven companies) which are publicly listed in Canada. The valuation is determined using the closing market price of the shares on the respective stock exchange and is considered level 1 in the IFRS13 fair value hierarchy.

15. Assets held for sale

During the year ended 31 December 2020, the Group entered into a letter of intent with Maritime Resources Corp. to sell its non-core assets including the Nugget Pond gold circuit, Lac Pelletier gold property, and various Canadian mineral exploration properties and royalty interests and received a non-refundable deposit of C$0.2 million (note 22). In April 2021, the Group completed the sale of non-core assets and received the remaining consideration of $2.0 million in cash and C$0.5 million in common shares of Maritime Resources Corp. based on the 30-day volume weighted average price ("VWAP") on closing, representing 3,571,428 shares issued at a price of C$0.14.

	2020	2019
	$'000	$'000
Mineral properties	187	-
Plant and equipment	613	
Assets classified as held for sale	800	
Reclamation liability	(514)	-
Net assets classified as held for sale	286	-

16. Inventory

	2020	2019
	$'000	$'000
Metals in process	355	558
Operating supplies, net of provision	2,328	2,339
	2,683	2,897

The cost of inventories recognised as an expense and included in cost of sales amounted to $34,353,000 (2019: $44,048,000). Inventory provision of $125,000 is recognised related to slow moving operating supplies inventory for the year ended 31 December 2020 (2019: $Nil).

17. Trade and other receivables

	2020	2019
	$'000	$'000
Other receivables	11	81
Canadian emergency wage subsidy	276	-
Sales taxes recoverable	541	366
Prepayments	11	175
	839	622

The Group applies a simplified approach in calculating expected credit losses (ECL) and recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

There are no trade receivables past due or considered impaired (period ended 31 December 2019: $Nil).

18. Derivative financial asset

	2020	2019
	$'000	$'000
Concentrate receivables from off-taker	561	1,654

The carrying amount of the derivative financial asset is considered level 2 under the IFRS13 fair value hierarchy. Level 2 fair value is determined using forward prices of copper at $7,751 per tonne (2019: $5,731), gold at $1,899 per ounce (2019: $1,498) and silver at $26.40 per ounce (2019: $17.50). The cost of the concentrate receivables is $545,000 (2019: $1,651,000).

19. Restricted cash

	2020	2019
	$'000	$'000
Bearer deposit notes	3,553	3,483

The Group is required to hold Letters of Credit in favour of the Government of Newfoundland and Labrador in respect of the reclamation and closure liabilities associated with the Ming Mine. The bearer deposit notes mature on differing dates throughout fiscal 2021 and beyond and have a nominal value of $3,553,000 (2019: $3,483,000) giving an effective yield of 0.5% (2019: 1.2%).

20. Capital and reserves

Share capital and share premium – Group

	Share capital	Share capital	Deferred share capital	Share premium	Total	
	1 penny	0.01 penny	0.99 penny			Number
	$'000	$'000	$'000	$'000	$'000	'000
In issue at 1 January 2019	9,524	-	-	95,999	105,523	659,140
Shares issued during the year	8,348	-	-	3,340	11,688	637,272
Share issue expenses	-	-	-	(280)	(280)	-
In issue at 31 December 2019	17,872	-	-	99,059	116,931	1,296,412
In issue at 1 January 2020	17,872	-	-	99,059	116,931	1,296,412
Share restructuring	(17,872)	179	17,694	-	-	-
Shares issued during the year	-	909	-	17,269	18,178	6,839,232
Share issue expenses	-	-	-	(1,137)	(1,137)	-
In issue at 31 December 2020	-	1,088	17,694	115,191	133,972	8,135,644

The Companies Act 2006 prohibits the Company from issuing shares at a price below their nominal value. On 3 December 2020, the Group sub-divided the share capital in order to issue additional shares for cash. Each existing ordinary share of 1 penny each being divided into one new ordinary share of 0.01 penny each and one deferred share of 0.99 penny each to facilitate the Group to issue shares at below 1 penny. The deferred shares have no voting right and are not entitled to any dividend or other distributions.

20. Capital and reserves (continued)

On 8 December 2020, the Group raised $8.4 million through a private placement of 3,125,000,000 units at a price of £0.002 ($0.00264) per unit. Each unit includes one ordinary share and 1/20 of share warrants ("Unit").

Group also issued a total of 3,714,232,368 Units and in repayment of convertible and bridge loans together with accrued interest outstanding to CE Mining, Lombard Odier and Aether.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Group.

Warrants reserve

	Number	$'000
At 1 January 2020	-	-
Issuance of warrants during the year	1,155,142,642	3,185
At 31 December 2020	1,155,142,642	3,185

During December 2020, the Group issued 1,155,142,642 share warrants at an exercise price of £0.002 ($0.00264). 813,181,023 share warrants were issued in connection with the West Face Loan and the remaining share warrants of 341,961,619 were issued in connection with the private placement and settlement of debts on 8 December 2020. The fair value of the warrants is recognised and included in warrant reserve in equity. The carrying amount of the share warrants is not remeasured in subsequent years.

The fair value of the share purchase warrants was measured using the Black-Scholes model assuming an expected volatility range 110% to 148%, a risk-free interest rate of 0% and a contractual life of the warrant of 2 to 5 years. The fair value of services received in return for the warrants issued was measured by reference to the fair value of the warrants issued in the absence of information on the fair value of the services provided.

Merger reserve

The merger reserve arose from the acquisition of Rambler Mines Limited by Rambler Metals and Mining PLC. This acquisition was accounted for in accordance with the merger accounting principles set out in UK Financial Reporting Standard 6 and the Companies Act 1985, which continue under the Companies Act 2006, whereby the consolidated financial statements were presented as if the business previously carried out through Rambler Mines Limited had always been owned and controlled by the Group. The transition provisions of IFRS 1 allow all business combinations prior to transition to IFRS to continue to be accounted for under the requirements of UK GAAP at that time. Accordingly this acquisition has not been re-stated in accordance with that standard.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the parent Group which has a different functional currency from the presentation currency. Exchange differences arising are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in the income statement in the period of disposal of the operation.

Fair value reserve

The fair value reserve comprises cumulative adjustments made to the fair value of equity investments.

Capital management

The Group's objectives when managing capital are to safeguard the entity's ability to continue as a going concern so that it can continue to increase the value of the entity for the benefit of the shareholders. Given the nature of the Group's current activities the entity will remain dependent on a mixture of debt and equity funding until such a time as the Group becomes self-financing from the commercial production of mineral resources.

Notes to the Consolidated Financial Statements (Continued)

20. Capital and reserves (continued)

The Group's capital was as follows:

	2020	2019
	$'000	$'000
Cash and cash equivalents	6,242	1,936
Loans and borrowings	(9,774)	(15,697)
Net debt	(3,532)	(13,761)
Equity	(67,316)	(47,593)
Total capital	(70,848)	(61,354)

21. Loss per share

Loss attributable to ordinary shareholders

	2020	2019
	$'000	$'000
Loss for the period attributable to ordinary shareholders	(1,763)	(13,468)

Weighted average number of ordinary shares

	Number '000
In issue at 1 January 2019	659,140
Effect of shares issued during period	527,893
Weighted average number of ordinary shares at 31 December 2019	1,187,033
In issue at 1 January 2020	1,296,412
Effect of shares issued during period	422,246
Weighted average number of ordinary shares at 31 December 2020	1,718,658

For the year ended 31 December 2020, because there would be a further reduction in loss per share resulting from the assumption that share options, warrants and convertible loan are exercised or converted, all these instruments are considered anti-dilutive and are ignored in the computation of loss per share. As there were no other instruments that may have a potentially dilutive impact, the basic and diluted loss per share is the same for the year ended 31 December 2020. At 31 December 2020 there were 304,480,000 (2019: 16,442,000) share options in issue of which none (2019: Nil) were considered to be dilutive. At 31 December 2020 there were 1,155,142,642 warrants outstanding (2019: Nil) of which none were considered to be dilutive (2019: Nil).

22. Trade and other payables

Trade and other payables less than one year	**2020**	2019
	$'000	$'000
Trade payables	4,726	9,025
Other payables	5,082	759
Accrued expenses	3,892	1,683
Non-refundable deposit	157	-
	13,857	11,467

Non-refundable deposit is related to payment received from Maritime Resource Corp. for the purchase of non-core assets from the Group. Refer to note 15 for details.

Other payables include payroll taxes and social contribution in relation to Rambler Metals and Mining Canada Limited.

Trade and other payables more than one year	**2020**	2019
	$'000	$'000
Trade payables	2,705	-

During the year the Group entered into agreements with certain suppliers to repay the outstanding balance over 2 to 4 years. Certain suppliers also agreed to relinquish a percentage of the outstanding balance which has been recognised as other income (note 7).

The balance payable as per the long-term payment plan has been valued at fair value by discounting at 12% per annum and recognised as other income which will be amortised over the payment plan term (note 7).

23. Loans and borrowings

This note provides information about the contractual terms of the Group's loans and borrowings. For more information about the Group's exposure to interest rate and foreign currency risk, see note 28.

		2020	2019
		$'000	$'000
Non-current liabilities			
Non-current lease liabilities	(a)	1,282	706
West Face Loan	(b)	2,107	-
Advance Purchase Facility	(c)	-	1,252
Government assistance	(d)	1,256	891
		4,645	2,849
Current liabilities			
Current lease liabilities	(a)	1,292	1,483
Sandstorm loan	(e)	-	862
Supplier loan	(f)	707	-
Government assistance	(d)	92	96
Advance Purchase Facility	(c)	3,038	3,059
Loans from related parties	(g)	-	7,348
		5,129	12,848

23. Loans and borrowings (continued)

(a) Lease liabilities

	Minimum lease Payments	**Interest**	**Principal**	Minimum lease Payments	Interest	Principal
	2020	**2020**	**2020**	2019	2019	2019
	$'000	**$'000**	**$'000**	$'000	$'000	$'000
Less than one year	1,405	113	1,292	1,556	73	1,483
Between one and five years	1,362	80	1,282	714	7	707
	2,767	193	2,574	2,270	80	2,190

Under the terms of the lease agreements, no contingent rents are payable. The lease liabilities are secured on the ROU assets.

(b) West Face Loan

In December 2020, Group received a secured loan from West Face Capital Inc. ("West Face") of $5,000,000 carrying interest rate of 10% per annum. Interest is payable every calendar quarter and loan repayable in December 2023. The Group has granted a prior ranking security interest over all of present and after-acquired assets to West Face.

As part of the loan agreement 813,181,023 warrants were issued to West Face exercisable in 5 years at £0.002 ($0.00264) per warrant. The fair value of warrants of $2,486,000 is determined through Black Scholes model. The fair value of warrants and the transaction costs of $439,000 are classified as deferred expenses which will be amortised during the loan term. At 31 December 2020, the resulting carrying value of the loan was $2,107,000 and the face value of the loan was $5,000,000.

(c) Advance Purchase Facility

In December 2017, the Company entered into an advance purchase facility with Transamine.

Pursuant to the terms of the Purchase Agreement, Transamine agreed to purchase in advance, at Rambler's option, up to $4 million of concentrate (the "Advance Purchase Payments") to be used for working capital requirements.

At 31 December 2020 the balance was $1.2 million (2019: $2.3 million). The loan was repayable by eighteen monthly instalments of $222,000 including interest at 6.75% per annum, but a grace period of 6 months was provided by Transamine from June 2019, so the loan was payable by revised instalments of $130,000 starting December 2019 but another grace period for 3 months from August 2020 was provided during the year. The loan instalments of $130,000 are being repaid from November 2020 and the loan will be fully repaid in 2021.

Additionally, Transamine has extended an amount of $2.0 million in December 2019. This loan shall be repaid from Jan 2021 by monthly instalments of $222,000 per month plus accrued interest at 7% per annum. At 31 December 2020 the balance was $1.8 million (2019: $2.0 million).

23. Loans and borrowings (continued)

(d) Government Assistance

In 2019, Group received $0.4 million in interest free repayable contributions from a Canadian government agency. Contributions to a total of $1.6 million are available in support of the Phase II expansion project for the mine. The contributions are repayable over eight years from May 2019. Due to COVID-19 pandemic Canadian government provided the moratorium period from April to December 2020. The fair value of the contributions received, calculated at a market interest rate of 12%, have been classified as a financial liability with the difference between the fair value and the amount received credited against the cost of assets under construction.

In 2020, Group received further $0.4 million in interest free repayable contributions from a Canadian government agency as part of assistance to COVID-19 outbreak. The contributions are repayable over three years from January 2023.The fair value of the contributions received, calculated at a market interest rate of 12%, have been classified as other income (note 7).

(e) Sandstorm Loan

In December 2018, Group received a loan of $1.5 million carrying interest rate of 9.5% per annum. The loan was full repaid in December 2020 together with accrued interest.

(f) Supplier Loan

During the year, two suppliers of the Group paid $0.8 million of outstanding creditors on behalf of Rambler Metals and Mining Canada Limited. Further, the suppliers also provided cash loan of $0.4 million and converted $0.7 million of their outstanding credit purchases to loan. Total balance of the supplier loan is $1.9 million with interest of 10% per annum. The Group repaid $1.2 million along with accrued interest and balance of $0.7 million is repayable in 12 instalments starting from January 2021.

(g) Loans from related parties

CE Mining III Rambler Limited

In November 2018, the Group received a convertible loan of $2.0 million from CE Mining III Rambler Limited with interest 10.0% per annum. In September 2019, the Group received a convertible loan of $2.5 million from CE Mining III Rambler Limited with interest at 7% per annum. In April 2020, the Group further received a bridge loan of $830,000 with interest at 10% per annum. In December 2020 all the outstanding loans together with accrued interest were fully settled by issuing 2,279,116,852 ordinary shares of 0.01 penny along with 113,955,852 warrants exercisable in 2 years at £0.002 ($0.00246) per warrant.

Lombard Odier Asset Management (Europe) Limited

In August 2019, the Group received a loan of $2.5 million from Lombard Odier Asset Management (Europe) Limited with interest at 7% per annum. In December 2020 the outstanding loan together with accrued interest was fully settled by issuing 1,033,416,357 ordinary shares of 0.01 penny along with 51,670,818 warrants exercisable in 2 years at £0.002 ($0.00246) per warrant.

Aether Real Assets Co-Investment I, L.P

In May 2020 the Group received a loan of $1.0 million from Aether Real Assets Co-Investment I, L.P with interest at 10% per annum. In December 2020 the outstanding loan together with accrued interest was fully settled by issuing 401,699,159 ordinary shares of 0.01 penny along with 20,084,958 warrants exercisable in 2 years at £0.002 ($0.00246) per warrant.

24. Gold Streaming

	2020	2019
	$'000	$'000
Fair value of Gold Streaming liability opening balance	8,675	10,343
Movement in fair value of Gold Streaming	(202)	269
Outstanding gold payable (prepayment)	(560)	318
Gold payments for the year	(830)	(2,255)
Fair value of Gold Streaming liability closing balance	7,083	8,675

In March 2010, the Group entered into an agreement ("Gold Streaming") with Sandstorm Resources Ltd. ('Sandstorm') to sell a portion of the life-of-mine gold production. Under the terms of the agreement, Sandstorm made staged upfront cash payments for the gold to the Group totalling $20 million.

For this, in each production year following the first year of production, until 175,000 oz of payable gold has been produced, the Group has agreed to sell to Sandstorm, at market price, a percentage equal to 25% x (85% divided by the actual percentage of metallurgical recovery of gold realised in the immediately preceding production year) provided that, if the payable gold production in any production year after the third production year is less than 15,000 ounces, then in each such production year, Sandstorm payable gold shall not be less than 25% of the payable gold. The percentage of payable gold of 25% falls to 12% after 175,000 oz of payable gold has been produced and remains payable for the remainder of the period ending 40 years after the date of the agreement. After the expiry of the 40-year term, the agreement is renewable in 10-year terms at the option of Sandstorm. Rambler purchases the payable gold from the market and repayment is made in kind to Sandstorm.

At 31 December 2020, the Group has produced 53,642 payable ounces of gold of which 16,667 ounces were transferrable to Sandstorm, out of which 16,308 ounces were transferred, under the agreement as follows:

Production year	Payable gold ounces produced	Ounces transferrable
Pre-production	15,429	4,937
1	4,888	1,280
2	5,945	1,904
3	5,408	1,689
4	6,905	2,069
5	3,040	955
6	3,889	1,342
7	5,049	1,569
8	2,708	808
9 (to date)	381	114
Total	**53,642**	**16,667**

The Gold Streaming is accounted for as a financial liability carried at fair value through profit and loss. The liability represents management's best estimate of the time of delivery of payable gold, the total amount of gold expected to be produced over the remaining life of the mine, the timing of production, the Group's view on forecast gold prices and the rate implicit in the loan at the date of inception. Fair value is based on approximated payable gold transferrable to Sandstorm of 9,698 ounces at an average price of $1,711 per ounce discounted at 12.28% per annum.

Notes to the Consolidated Financial Statements (Continued)

24. Gold Streaming (continued)

The following table summarises the impact on loss before tax for changes in the key estimates on the fair value of Gold Streaming liabilities.

	2020	2019
	$'000	$'000
5% increase in the price of gold	(708)	(867)
5% decrease in the price of gold	708	867
1% increase in discount rate	361	404
1% decrease in discount rate	(325)	(367)

25. Provision

	2020	2019
Reclamation and closure provision	**$'000**	$'000
Opening balance	2,106	1,855
Addition	500	99
Transfer to liabilities associated with asset held for sale	(514)	-
Unwinding of discount	58	55
Effect of movements in foreign exchange	46	97
Ending balance	2,196	2,106

The reclamation and closure provision has been made in respect of costs of land restoration and rehabilitation expected to be incurred at the end of the Ming Mine's expected useful life of 20 years. The provision has been calculated based on the present value of the expected future cash flows discounting at 3.02% associated with reclamation and closure activities as required by the Government of Newfoundland and Labrador. The provision relates to restoration of all three sites associated with the Ming Mine project: mill, mine and port sites. The liability is secured by Letters of Credit for $3.5 million.

The reclamation provision of $500,000 has been made in 2020 in respect of the clean-up costs expected to be incurred for the Plant. The Group shall furnish to Teck an irrevocable standby letter of credit in an amount equal to $500,000 on or before June 30, 2021, as a guarantee of the dismantling and disposal services (note 13).

26. Derivative financial liabilities

	$'000
Balance at 1 January 2019	-
Change in fair value of copper forward contract (restated)	1,302
Balance at 31 December 2019 (restated)	1,302
Balance at 1 January 2020	1,302
Change in fair value of copper forward contract	(593)
Effect of movements in foreign exchange	24
Balance at 31 December 2020	733

26. Derivative financial liabilities (Continued)

During the year ended 31 December 2020, the Group entered into a forward contract with Transamine to sell 3,600 tonnes of copper in 2021 at the price of $7,700 per tonne. During the year ended 31 December 2019, the Group entered into a forward contract with Transamine to sell 3,600 tonnes of copper in 2020 at the price of $5,820 per tonne.

The difference between the agreed forward rate and the forward rate as at year-end is recognised as fair value gain or loss in the consolidated income statement.

27. Prior period restatement and reclassification

During the year ended 31 December 2019, the Group entered into a forward sale agreement with Transamine to sell 3,600 tonnes of copper in 2020 at the price of $5,820 per tonne. The difference between the agreed forward rate and the forward rate as at year-end should have been recorded as financial derivatives and measured at fair value through profit or loss. This error was corrected retroactively by restating 2019 comparative numbers. The implication of the correction is presented below:

Impact on income statement (increase/(decrease) in income)

	2019 $'000
Loss in fair value of forward contract	(1,302)
Net impact on income (loss) for the year	(1,302)

Impact on basic and diluted earnings per share (EPS) (increase/(decrease) in EPS)

Basic and diluted loss per share	(0.001)

Impact on equity (increase/(decrease) in equity)

	2019 $'000
Derivative financial liabilities	1,302
Net impact on equity	(1,302)

Impact on cash flow statement (increase/(decrease) in cash flow)

The change did not have an impact on the Group's operating, investing and financing cash flows.

Also, certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation. The Company reclassified items received without invoices in the amount of $452,000 from trade and other receivables to inventory as at 31 December 2019. These reclassifications have no implication on income statement, EPS, equity and cash flow for the year ended 31 December 2019.

Interest paid in the amount of $651,000 has been reclassified from operating activities to financing activities on the statement of cash flow for the year ended 31 December 2019 to better reflect the nature of the interest payment.

28. Financial instruments

The Group's principal financial assets comprise: cash and cash equivalents, restricted cash, equity investments, derivative financial instruments and other receivables. In addition, the Company's financial assets include amounts due from subsidiaries. The Group and Company's financial liabilities comprise: trade payables, other payables, and accrued expenses. The Group's financial liabilities also include interest bearing loans and borrowings and Gold Streaming.

All of the Group's and Company's financial liabilities are measured at amortised cost with the exception of Gold Streaming and derivative financial liabilities. All the their financial assets are classified as loans and receivables and measured at amortised cost with the exception of equity investments and derivative financial instruments.

The Group held the following categories of financial instruments at 31 December 2020:

		2020	2019
	Note	**$'000**	$'000
Financial assets			
Assets at fair value through profit and loss:			
Derivative financial instruments – level 2 fair value	*18*	561	1,654
Fair value through other comprehensive income:			
Investment in quoted equity securities – level 1 fair value	*14*	206	128
Amortised cost			
Other receivables		11	81
Canadian Emergency Wage Subsidy receivable		276	-
Cash at bank		6,242	1,936
Restricted cash		3,553	3,483
		10,082	5,500
Total financial assets		10,849	7,282

Liabilities at amortised cost or equivalent:		**2020**	2019
		$'000	$'000
Trade payables		(4,726)	(9,025)
Long term trade payables		(2,705)	-
Other payables		(5,082)	(759)
Accrued expenses		(3,892)	(1,683)
Loans and borrowings		(9,774)	(15,697)
		(26,179)	(27,164)
Liabilities at fair value through P&L			
Gold Streaming	*24*	(7,083)	(8,675)
Derivative financial liabilities	*26*	(733)	(1,302)
Total financial liabilities		(34,152)	(37,141)

28. Financial instruments (continued)

The carrying amounts of financial instrument are representative of the fair value related to each class of financial assets and liabilities in both years.

The Company determines, as required, the degree to which it is appropriate to use financial instruments and hedging techniques to mitigate risks. The main risks for which such instruments may be appropriate are liquidity risk, credit risk and market risk which includes foreign currency risk, interest rate risk and commodity price risk each of which is discussed below.

Liquidity risk

With finite cash resources the liquidity risk is significant. This risk is managed by controls over expenditure and concentrating on achieving the payment milestones under the financing arrangement. Success will depend largely upon the outcome of on-going and future exploration and development programmes. Given the nature of the Group's current activities the entity will remain dependent on a mixture of debt and equity funding in the short to medium term until such time as the Group becomes self-financing from operating cash flow generated from production. The liabilities of the Company are due within one year. The Company has adequate financial resources to meet the obligations existing at 31 December 2020.

Credit risk

The Group generally holds the majority of its cash resources in Canadian dollars given that the majority of the Group's outgoings are denominated in this currency. Given the current climate, the Group has taken a very risk averse approach to management of cash resources and management monitors events and associated risks on a continuous basis. There is little perceived credit risk in respect of trade and other receivables (see note 17). The Group maximum exposure to credit risk at 31 December 2020 was represented by the carrying amount of the receivables and cash resources.

Market risk

Foreign currency risk

The Group has a small amount of cash and certain liabilities including the Gold Streaming and the advance purchase facility denominated in US dollars. All other assets and liabilities are denominated in Canadian dollars and GB pounds. Revenue is generated in US dollars while the majority of the expenditure is incurred in Canadian dollars and, to a lesser extent, GB pounds. The Group has a downside exposure to any strengthening of the Canadian Dollar or GB pound as this would increase expenses in US dollar terms. This risk is mitigated by reviewing the holding of cash balances in Canadian Dollars and GB pounds. Any weakening of the Canadian Dollar or GB pound would however result in the reduction of the expenses in US dollar terms. In addition movements in the Canadian dollar and GB pound/US Dollar exchange rates would affect the consolidated statement of financial position.

The policy in relation to the translation of foreign currency assets and liabilities is set out in note 2(d), 'Accounting Policies Foreign Currency' to the consolidated financial statements.

The Group does not hedge its exposure of foreign investments held in foreign currencies. There is no significant impact on profit or loss from foreign currency movements associated with the Company's assets and liabilities as the foreign currency gains or losses are recorded in the translation reserve.

28. Financial instruments (continued)

Market risk (continued)
Foreign currency risk (continued)

Exchange rate fluctuations may adversely affect the Group's financial position and results. The following table details the Group's sensitivity to a 10% strengthening and weakening in the GB pound and Canadian Dollar against the US Dollar. 10% represents management's assessment of the reasonable possible exposure.

	Equity	
	2020	2019
	$'000	$'000
10% strengthening of GB pound	639	(73)
10% weakening of GB pound	(581)	66
10% strengthening of Canadian dollar	1,259	(810)
10% weakening of Canadian dollar	(1,145)	737

At the period end the cash and short term deposits were as follows:

	2020	2019
	$'000	$'000
Canadian $	1,005	129
US $	722	1,775
Sterling	4,515	31
	6,242	1,936

Interest rate risk
The Group's policy is to retain its surplus funds on the most advantageous term of deposit available up to twelve month's maximum duration. Details of the Group's borrowings are described in note 23.

If the interest rate on deposits were to fluctuate by 1% there would be no material effect on the Group's and Company's reported results.

Commodity price risk
Commodity price risk is the risk that the Group's future earnings will be adversely impacted by changes in the market prices of commodities. The Group is exposed to commodity price risk as its future revenues will be derived based on contracts with customers at prices that will be determined by reference to market prices of copper and gold at the delivery date.

As explained in note 3 the Group calculates the fair value of the Gold Streaming based on estimates of future cash flows arising from the sale of payable gold. In estimating the cash flows the following table details the Group's sensitivity to a 10% increase and a 25% decrease in the price of gold. These percentages represent management's assessment of the reasonable possible exposure.

	Gross assets	
	2020	2019
	$'000	$'000
10% increase in the price of gold	(708)	(867)
25% decrease in the price of gold	1,771	2,169

Notes to the Consolidated Financial Statements (Continued)

28. Financial instruments (continued)

Commodity price risk (continued)

Receivables in respect of the sale of copper concentrate which contain an embedded derivative linking them to future commodity prices are measured at fair value through profit and loss and are treated as derivative financial assets or liabilities. In estimating the value of the derivative the following table details the Group's sensitivity to a 5% increase and a 5% decrease in the price of copper, gold and silver. These percentages represent management's assessment of the reasonable possible exposure.

	Gross assets	
	2020	2019
	$'000	$'000
5% increase in the price of copper, gold and silver	285	877
5% decrease in the price of copper, gold and silver	(285)	(877)

Financial assets
The floating rate financial assets comprise interest earning bank deposits at rates set by reference to the prevailing LIBOR or equivalent to the relevant country. Fixed rate financial assets are cash held on fixed term deposit.

Fair values
In management's opinion there is no material difference between the book value and fair value of any of the Group's financial instruments.

29. Related parties

Identity of related parties
The Group has a related party relationship with its subsidiaries and with its directors and executive officers.

The directors Belinda Labatte, Mark Sander, Brad Mills and Terrell Ackerman are all appointed as investor directors or "shareholder associates" to the Rambler board on behalf of the CE Mining Funds and its concert parties. Under a Relationship Agreement entered into in April 2016 CE Mining Funds and its concert parties have the right to appoint four investor directors so long as their shareholding remains greater than 30%.

Sanjay Swarup was the chief financial officer of the Company till January 2021 and is a major shareholder of SKS Business Services Ltd.

Certain major shareholders and certain officers and directors of Plinian Capital Limited are the same as the Group. Plinian Capital Limited is also the investment advisor of CE Mining Funds.

Notes to the Consolidated Financial Statements (Continued)

29. Related parties (continued)

Transactions with officers, directors and related parties

	2020 $'000	2019 $'000
Salary		
A Booyzen[1]	92	165
T Bradbury	146	-
N Williams	-	60
Fees		
B A Mills[2]	19	19
B Labatte[2]	19	19
M V Sander[2]	19	19
T I Ackerman[2]	19	19
G Poulter	15	15
E C Chen	20	20
SKS Business Services Ltd.[3]	130	122
Plinian Capital Limited[4]	220	120
	698	577

1 Andre Booyzen resigned as a director from 31 May 2020.

2 The directors fees for these directors are funded by the Group but are paid through Plinian Capital Limited.

3 SKS Business Services Ltd. provides accounting and finance services to the Group.

4 Plinian Capital Limited provided certain consultancy and advisory services for Ming Mine operation.

Share options held by directors were as follows:	**2020 No. '000**	2019 No. '000
A Booyzen[1]	5,000	5,000
T Bradbury[2]	288,462	-
	293,462	5,000

1 5,000,000 options fully vested on 5 June 2020.

2 288,462,000 options at an exercise price of $0.003 expiring 3 years after vested. The further details of these share options are provided in note 8 personnel expenses.

	2020 $'000	2019 $'000
Short term employee benefits	958	610
Social security costs	41	25
Share based payments	122	140
	1,121	775

The group received loans from related parties CE Mining III Rambler Limited, Lombard Odier Asset Management (Europe) Limited and Aether Real Assets Co-Investment I, L.P, and they were converted to shares in 2020. Please refer to note 23 for further details.

29. Related parties (continued)

Subsidiaries

The Group has interests in the following material subsidiary undertakings, which are included in the consolidated financial statements.

Name	*Class*	*Holding*	*Activity*	*Country of Incorporation*	*Registered address*
Rambler Mines Limited	Ordinary	100%	Holding company	England	3 Sheen Road Richmond Upon Thames, Surrey TW9 1AD
Rambler Metals and Mining Canada Limited	Common	100% (indirectly)	Exploration, development and mining	Canada	PO Box 610 Baie Verte, NL A0K 1B0
1948565 Ontario Inc.	Common	100%	Exploration	Canada	PO Box 610 Baie Verte, NL A0K 1B0

CE Mining III Rambler Limited, CE Mining II Rambler Limited and Aether Real Assets Co-Investment I, L.P are the controlling shareholder of the Group. Details of related party transactions with these entities are included in note 23.

Ultimate and controlling party

CE Mining III Rambler Limited, CE Mining II Rambler Limited and Aether Real Assets Co-Investment I, L.P are deemed to be acting in concert and their shareholding was 44.6% as of 31 December 2020.

30. Subsequent events

- In January 2021, Sanjay Swarup resigned as CFO and Eason Chen was appointed as the CFO of the Group. Mr Chen has served on the board of Rambler for the past eight years as a non-executive director.

- In February 2021, the Group raised $10.5 million through issuance of 2,545,454,667 ordinary shares at a price of £0.003 ($0.00412) per share.

- Subsequent to the year ended 31 December 2020, 50,000,000 shares were issued by way of exercise of warrants at exercise price of £0.002 ($0.00264).

- In April 2021, the Group entered into rental agreements with purchase option of certain mining equipment. The rental period is 6 months, and the combined rental payments are $104,000. The total purchase price is $2,908,000 and will be reduced by 100% of rental payments during the 6 months period less carrying charges.

- In February 2021, the Group appointed Mr Richard Round and Ms Priya Patil as non-executive directors.

- In April 2021, the Group completed the sale of non-core assets and received the consideration of $2.0 million in cash and C$0.5 million in common shares of Maritime Resources Corp. based on the 30-day volume weighted average price on closing, representing 3,571,428 shares issued at a price of C$0.14. See note 15.

Rambler Metals and Mining Plc

Company Financial Statements

Company Statement of Comprehensive Income

For the Year Ended 31 December 2020

	2020	2019
	$'000	$'000
Loss for the period	(2,774)	(1,229)
Other comprehensive income		
Items that may be reclassified into profit or loss		
Exchange differences on translation into presentation currency	3,140	2,539
Other comprehensive profit for the period	3,140	2,539
Total comprehensive profit for the period	366	1,310

Rambler Metals and Mining Plc

Company Statement of Financial Position

As at 31 December 2020

	Note	**2020 $'000**	2019 $'000
Assets			
Investments	*C2*	1,547	1,449
Property, plant and equipment		1	-
Loans	*C2*	101,079	86,988
Total non-current assets		102,627	88,487
Trade and other receivables	*C4*	49	24
Cash and cash equivalents		4,521	47
Total current assets		4,570	71
Total assets		107,197	88,558
Liabilities			
Loan	*C5*	-	2,219
Trade and other payables	*C5*	631	501
Total current liabilities		631	2,720
Net current assets		3,939	(2,649)
Trade and other payables	*C5*	33	-
Total non-current liabilities		33	-
Total liabilities		664	2,720
Net assets		106,533	85,838
Equity			
Issued capital	*20*	1,088	17,872
Deferred share capital		17,694	-
Share premium	*20*	115,191	99,059
Warrants reserve	*20*	3,185	-
Share option reserve	20	947	845
Translation reserve		(5,191)	(8,331)
Retained profit		(26,381)	(23,607)
Total equity		106,533	85,838

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the Company is not presented as part of these financial statements. The Company's total comprehensive profit for the financial year was $0.4 million (2019: profit of $1.3 million).

The Company financial statements were approved and authorised for issue by the Board on 26 April 2021 and signed on their behalf by:

"Toby Bradbury"
____
Toby Bradbury
Director and Chief Executive Officer

"Eason Chen"
____
Eason Chen
Director and Chief Financial Officer

Rambler Metals and Mining Plc

Company Statement of Changes in Equity

	Share capital @ 1 penny	Share capital @0.01 penny	Deferred Share capital @.99 penny	Share premium	Warrants reserve	Share option reserve	Translation reserve	Accumulated losses	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 January 2019	9,524	-	-	95,999	-	765	(10,870)	(22,378)	73,040
Comprehensive income									
Loss for the year	-	-	-	-	-	-	-	(1,229)	(1,229)
Foreign exchange translation differences	-	-	-	-	-	-	2,539	-	2,539
Total other comprehensive income	-	-	-	-	-	-	2,539	(1,229)	1,310
Total comprehensive loss for the year	-	-	-	-	-	-	2,539	(1,229)	1,310
Issue of share capital	8,348	-	-	3,340	-	-	-	-	11,688
Share issue expenses	-	-	-	(280)	-	-	-	-	(280)
Share based payments	-	-	-	-	-	80	-	-	80
Transactions with owners	8,348	-	-	3,060	-	-	-	-	11,408
Balance at 31 December 2019	17,872	-	-	99,059	-	845	(8,331)	(23,607)	85,838
Balance at 1 January 2020	17,872	-	-	99,059	-	854	(8,331)	(23,607)	85,838
Comprehensive income									
Loss for the year	-	-	-	-	-	-	-	(2,774)	(2,774)
Foreign exchange translation differences	-	-	-	-	-	-	3,140	-	3,140
Total other comprehensive income	-	-	-	-	-	-	3,140	(2,774)	366
Total comprehensive loss for the year	-	-	-	-	-	-	3,140	(2,774)	366
Share restructure	(17,872)	179	17,694	-	-	-	-	-	-
Issue of share capital	-	909	-	17,269	-	-	-	-	18,178
Share issue expenses	-	-	-	(1,137)	-	-	-	-	(1,137)
Issue of warrants	-	-	-	-	3,185	-	-	-	3,185
Share based payments	-	-	-	-	-	102	-	-	102
Transactions with owners	(17,872)	1,088	17,694	16,132	3,185	102	-	-	20,328
Balance at 31 December 2020	-	1,088	17,694	115,191	3,185	947	(5,191)	(26,381)	106,533

Rambler Metals and Mining Plc

Company Statement of Cash Flows

For the Year Ended 31 December 2020

	2020	2019
Cash flows from operating activities	**$'000**	$'000
Loss before tax	(1,377)	(1,956)
Share based payments	102	80
Foreign exchange gains	(384)	(47)
Finance cost	-	(2)
Increase in debtors	(31)	(8)
Increase in creditors	180	161
Other income	(11)	-
Cash utilised in operations	(1,521)	(1,772)
Interest paid	-	-
Net cash utilised in operating activities	(1,521)	(1,772)
Cash flows from investing activities		
Advances to subsidiaries	(5,027)	(11,221)
Loans repaid by subsidiaries	2,816	1,493
Purchase of property, plant and equipment	(1)	-
Net cash utilised in investing activities	(2,212)	(9,728)
Cash flows from financing activities		
Proceeds from the issue of share capital (note 20)	7,935	11,408
Loan received	-	-
Net cash generated from financing activities	7,935	11,408
Net increase/(decrease) in cash and cash equivalents	4,202	(92)
Cash and cash equivalents at beginning of period	47	136
Effect of exchange rate fluctuations on cash held	272	3
Cash and cash equivalents at end of period	4,521	47

Notes to the Company Financial Statements

C1. Accounting policies

The accounting policies of the Company are consistent with those adopted by the Group with the addition of the following:

Investments
Investments are stated at their cost less impairment losses.

C2. Investments and loans

	Investment in subsidiary	Loans	Total
	$'000	$'000	$'000
Cost			
Balance at 1 January 2019	1,449	73,509	74,958
Advances	-	11,221	11,221
Repayments	-	(1,493)	(1,493)
Effect of movements in foreign exchange	50	3,751	3,801
Balance at 31 December 2019	1,499	86,988	88,487
Balance at 1 January 2020	1,499	86,988	88,487
Advances	-	5,027	5,027
Loans converted to equity	-	9,885	9,885
Repayments	-	(2,816)	(2,816)
Effect of movements in foreign exchange	48	1,995	2,043
Balance at 31 December 2020	1,547	101,079	102,626

The company has interests in the following subsidiary undertakings, which are included in the consolidated financial statements.

Name	*Class*	*Holding*	*Activity*	*Country of Incorporation*	*Registered address*
Rambler Mines Limited	Ordinary	100%	Holding company	England	3 Sheen Road Richmond Upon Thames, Surrey TW9 1AD
Rambler Metals and Mining Canada Limited	Common	100% (indirectly)	Exploration, development and mining	Canada	PO Box 610 Baie Verte, NL A0K 1B0
1948565 Ontario Inc.	Common	100%	Exploration	Canada	PO Box 610 Baie Verte, NL A0K 1B0

The aggregate value of shares in subsidiary undertakings is stated at cost.

The loans to the subsidiary undertakings are interest free.

C3. Deferred tax

The Company has incurred losses which will be available for offset against future taxable profits. Given the Company does not generate any income to set off against the available losses the Company has completely written off the deferred tax asset of Nil (2019: $1.7 million) in current year. Therefore, deferred tax asset as at 31 December 2020 was Nil (2019: Nil)

C4. Trade and other receivables

	2020	2019
	$'000	$'000
Sales taxes recoverable	49	18
Prepayments and accrued income	-	6
	49	24

C5. Trade and other payables less than one year

	2020	2019
	$'000	$'000
Loan	-	2,219
Trade payables	352	141
Accrued expenses	279	360
	631	2,720

Trade and other payables less than one year

	2020	2019
	$'000	$'000
Trade payables	33	-
	33	-

C6. Related party transactions

The Company has a related party relationship with its subsidiaries (see note C2) and with its directors and executive officers (see note 29).

Transactions with subsidiary undertakings
Details of loans advanced to subsidiary undertakings are included in note C2.

Other related parties
Transactions with other related parties are detailed in note 29.

Additional Information

Forward Looking Statements

This ANNUAL REPORT contains "forward-looking information" ("FLI") which may include, but is not limited to, statements with respect to the Company's objectives and strategy, future financial or operating performance of the Company and its projects, exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining exploration and development, environmental risks, title disputes or claims and limitations of insurance coverage. All statements, other than statements of historical fact, are forward-looking statements. Often, but not always, statements containing FLI can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur be achieved or continue to be achieved. Forward-looking statements are based on opinions, estimates and assumptions of management considered reasonably at the date the statements are made. Key assumptions include without limitation, the price of and anticipated costs of recovery of, copper concentrate, gold and silver, the presence of and continuity of such minerals at modeled grades and values, the capacities of various machinery and equipment, the availability of personnel, machinery and equipment at estimated prices, mineral recovery rates, and others. Investors are cautioned however that forward-looking statements necessarily involve both known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the FLI. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; availability and cost of credit; fluctuations in Canadian dollar interest rates; fluctuations in the relative value of United States dollars, Canadian dollars and British Pounds; changes in planned parameters as plans continue to be refined; fluctuations in the market and forward prices of copper, gold, silver or certain other commodities; possible variations of ore grade or recovery rates; failure of equipment; accidents and other risks of the mining exploration industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Risks and Uncertainties" in the Report of Directors for the year ended 31 December 2020. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the FLI contained in this ANNUAL REPORT, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Unless stated otherwise, statements containing FLI herein are made as of the date of this STRATEGIC REPORT and the Company disclaims any intention or obligation and assumes no responsibility to update or revise any FLI contained herein, whether as a result of new information, future events or otherwise, except as required by applicable law.

Other than as required by applicable securities law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All of the forward-looking statements made in this ANNUAL REPORT are qualified by these cautionary statements. Accordingly, readers should not place undue reliance on forward-looking statements. The following table outlines certain significant forward-looking statements contained in this ANNUAL REPORT and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

FLI statements	Assumptions	Risk Factors
Continued positive cash flow	Actual expenditures from operations will not exceed revenues	Expenditures exceeding revenues resulting from fluctuations in the market and forward prices of copper, gold, silver or certain other commodities, or increased costs of production, or production stoppages or grade shortfalls
Increase underground production from the Ming Mine to around 2,000 tonnes per day	Achieving the planned capital and operating development and production targets; and, timely completion of drill bays to allow commencement of exploration drilling	Development delays reducing access to production ore

Alternative Performance Measures

The Company has included Alternative Performance Measures throughout this document. These include: net direct cash cost (C1) per pound of saleable copper, fully allocated costs (C3) per pound of saleable copper, earnings before interest, taxes, depreciation, amortisation ('EBITDA') and net debt.

C1 and C3 costs per pound of saleable copper are common performance measures in the mining industry but do not have any standardised meaning. The guidance provided by the World Gold Council for calculating all-in costs was followed; however, the Company adjusts for non-cash items and includes financing fees within the total cash costs. Total cash operating costs include mine site operating costs (mining, processing and refining, in-mine drilling expenditures, administration, and production taxes), but are exclusive of other costs (non-cash inventory valuation adjustments, reclamation, capital, long-term development and exploration). These measures, along with sales, are considered to be key indicators of the Company's ability to generate operating earnings and free cash flows from its mining operations. The Company believes that certain investors use this information to evaluate the Company's performance and ability to generate cash flows. These should not be considered in isolation as a substitute for measures of performance prepared in accordance with IFRS and are not necessarily indicative of production costs presented under IFRS. There has been a change in calculation of C1 costs as the sandstorm gold transfer and royalties were earlier deducted from by-product credits but now they are excluded from C1 calculation and included directly in C3 calculation. This change has no impact on C3 costs. The following tables provide reconciliation of said costs to the Company's financial statements for the year ended 31 December 2020:

Cash Operating Cost *All amounts in 000s of US Dollars except pounds of saleable copper*	2020	2019
Production Costs per financial statements	$ 28,113	$ 34,464
Less: Royalties	(99)	(184)
Cash Production Costs	28,014	34,280
On-site general administration costs	3,903	2,539
By-product credits	(4,548)	(6,917)
Net direct cash costs (C1)	$ 27,369	$ 29,902
Pounds of saleable copper	7,937	11,587
C1 cost per pound of saleable copper	$ 3.45	$ 2.58

C3 per Pound of Saleable Copper *All amounts in 000s of US Dollars except pounds of saleable copper*	2020	2019
Net direct cash costs (see above)	$ 27,369	$ 29,902
Depreciation and amortisation	6,288	9,629
Corporate cash expense	1,190	1,764
Cash interest expense	1,279	779
Transferable Gold Streaming payments	1,270	1,970
Royalties	99	184
Fully allocated costs (C3 cost)	$ 37,495	$ 44,228
Pounds of saleable copper	7,937	11,587
C3 cost per pound of saleable copper	$ 4.72	$ 3.82

Alternative Performance Measures (continued)

EBITDA is a widely used metric of corporate profitability. EBITDA is a measure of a company's overall financial performance and is used as an alternative to simple earnings or net income in some circumstances. EBITDA is used to analyse and compare profitability among companies and industries, as it eliminates the effects of financing and capital expenditures.

Earnings before interest, tax and depreciation		
	2020	2019
	$'000	(restated)
Loss after tax per financial statements	(1,763)	(13,468)
Taxation	(10,042)	-
Net interest	1,881	1,206
Depreciation and amortisation	6,288	9,629
EBITDA	(3,636)	(2,633)

Net debt is a liquidity metric used to determine how well a company can pay all its debts if they were due immediately. Net debt shows how much debt a company has on its balance sheet compared to its liquid assets. Net debt shows how much cash would remain if all debts were paid off and if a company has enough liquidity to meet its debt obligations.

	2020	2019
	$'000	$'000
Cash and cash equivalents	6,242	1,936
Loans and borrowings	(9,774)	(15,697)
Net debt	(3,532)	(13,761)

Outstanding Shares and Options

As at the date of this Annual Report the following securities are outstanding:

Security	Shares issued or Issuable	Weighted Average Exercise Price
Common Shares@0.01*	10,731,098,677	--
Deferred Shares@0.99*	1,296,411,642	--
Warrants	1,105,142,642	$0.00264
Options	304,480,000[#]	$0.01

* Common shares @1p were bifurcated into common shares @0.01p and deferred shares @0.99p

[#] if all options have fully vested