Company Registration No: 05345029 (England and Wales)

Herencia Resources PLC

Annual Report for the Financial Year Ended

31 December 2025

Content

Officers and Advisors

Directors	Carl F. Dumbrell	(Executive Director)
	Graham Duncan	(Non-Executive Director)
Company Secretary	Graham Duncan	
Registered Office	Ashings Limited Chartered Accountants & Statutory Auditors Northside House Mount Pleasant Cockfosters Herts EN4 9EB	
Company Number	053450290	
Auditors	Ashings Limited Chartered Accountants & Statutory Auditors Northside House Mount Pleasant Cockfosters Herts EN4 9EB	
Principal Banker	ANZ Bank 1 Churchill Place London E14 5HP	
Website	www.herenciaresources.com	

Chief Executive's Statement

Dear shareholders,

It is my pleasure to present you with the Annual Report of Herencia Resources plc (the "Company" or Herencia Resources) for the year ended 31 December 2025.

Firstly, I would like to thank the small but professional team at Herencia Resources for their ongoing hard work for our shareholders.

Our current focus is on:

- Finalising the 100% purchase of Great Caesar Miningg Leases in Queensland, Australia.
- Identifying further exploration opportunities;
- Capitalising and relisting the Company in London.

Financial and Statutory Information

The Company had a loss after tax of approximately £11,000 for the year (2024: profit of £67,000). The Company received continued financial support from the board and shareholders throughout the year. The Company is committed to reduce its debts and invest as much capital as possible into new business opportunities.

We thank shareholders for their ongoing support.

On behalf of the Board of Directors.

Signed on 30 June 2026 @ 04:24

Carl Dumbrell

Chief Executive Officer

29 June 2026

Strategic Report

Operating Review

Principal Activity and Business Review
The Company is registered in England and Wales, having been incorporated on 27 January 2005 under the Companies Act with registered number 05345029 as a public limited company.

During the year, the Company continued to review opportunities to recapitalise and reposition the business, with a particular focus on mineral exploration opportunities.

On 17 April 2024, the Company signed a Memorandum of Understanding with Emperor Energy Limited to establish a 50/50 joint venture in relation to the proposed acquisition, exploration and potential future development of the Great Caesar Mining Leases in Queensland, Australia. The Company now expects to complete the full acquisition of this asset in the coming months. During the year ended 31 December 2025, the Company continued negotiations on the acquisition and contributed a further £99,000 towards completing the acquisition.

The Company intends to assess further gold and mineral exploration opportunities as part of its broader strategy to re-list the Company in London.

Strategy
The Company's strategic objective is to identify and acquire suitable mineral exploration and development opportunities, recapitalise the Company, reduce existing debt where possible, and work towards the re-listing of the Company's securities.

The Board is focused on building a platform capable of attracting new capital and supporting future exploration activity, with an initial focus on the Great Caesar Mining Leases and other potential gold exploration assets.

Financial Review
The Company reported a loss after tax for the year of £11,000.

During the year, the Company continued to receive financial support from major shareholders. This included loan advances of £26,000 and proceeds for the issue of shares of £88,000, which provided working capital to finance the Company's operating activities.

The Company remains committed to reducing its debt position where possible and applying available capital towards new business opportunities and exploration activities.

Principal risks and uncertainties

Material uncertainty relating to going concern:
The Company requires additional funds order to develop its business plan. The financial statements have been prepared on the going concern basis, which depends on a continuation of existing shareholder's support. These conditions, along with the other matters explained in Note 3.2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as going concern.

Stakeholder Engagement

Herencia considers collaborative engagement with all stakeholders as vital for our business. It remains at the core of what we do. Stakeholders include not only our shareholders, lenders, and our partners, but also our suppliers, our workforce, governments & regulators, and the communities in which we operate.

By maintaining regular dialogue, we receive feedback on our strategy, performance and governance which can then be factored into the Board's decision-making process.

Herencia Resources Plc
Year ended 31 December 2025
Strategic Report (continued)

The notes below, describes how the directors of the Company have regard for the matters set out in Section 172(1) of the Companies Act 2006 these are:

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

The note below forms the Board's statement on such matters as required by the Act.

Shareholders
Herencia seeks to develop an investor base of long-term holders that are aligned with our strategy. By clearly communicating our strategy and objectives, we maintain continued support for what we do. Important issues include:

- Sustainable financial and operational performance
- Continued evaluation of new business opportunities

There is regular dialogue between both institutional and retail investors through meetings, calls, conferences, and presentations.

Suppliers
The board deals directly with suppliers on an ongoing basis both in person and via telephone and email.

Workforce
The Company does not currently have any staff other than its directors. However, our current and future success is underpinned by our ability to engage, motivate and adapt our workforce. Creating the right environment for employees where their various strengths are recognised and their contributions are valued, helps to ensure that we can deliver our shared objectives. Important issues include:

- Company strategy
- Diversity of thinking
- Corporate culture

Communities & Environment
Minimal environmental impact in the localities in which we operate ultimately help Herencia reach its corporate objectives as well as just being the right thing to do. Building and maintaining the Company's reputation fosters Herencia's long-term goals and the support and commitment of all communities. Important issues include:

- Operating in an open and honest and socially responsible manner
- Social responsibility initiatives

Herencia has engaged with the communities in which it operates. Herencia is pleased to confirm that no environmental or workplace incidents occurred during the reporting period.

Outlook
The Company is focused on identifying new business opportunities.

I would like to thank our committed team of professionals at Herencia Resources who continue to work hard on behalf of our shareholders.

Approved by the Board of Directors and signed on behalf of the Board.

Carl Dumbrell Signed on 30 June 2026 @ 04:24

Chief Executive

29 June 2026

Directors' Report

The Directors present their report together with the audited financial statements for the Company for the year ended 31 December 2025.

Result and Dividends
The Company incurred a loss of £11,000 for the financial year (2024: profit of £67,000). The Directors do not recommend the payment of a dividend.

Business review and future developments
A summary of the Company's main business developments for the year ended 31 December 2025 and potential future developments is contained within the Chief Executive Officer's Statement and Strategic Report.

Directors
The Directors who were in office during the year and up to the date of signing the financial statements, unless stated, were:

- Carl F. Dumbrell
- Graham Duncan

The Directors' received no remuneration in the year (2024: nil).

Share Capital
At the date of this report 14,717,762 ordinary shares are issued and fully paid. Details of the Company's share capital are given in Note 13 to the financial statements.

Directors' interests

Director	Number of Ordinary Shares	
	As at 31 December 2025	As at 31 December 2024
Carl Dumbrell	nil	nil
Graham Duncan	nil	nil

Substantial shareholders
As of the date of this report the Company had been notified of the following interests of 3% or more in the Company's ordinary share capital:

	Percentage of shareholding
The Australian Special Opportunity Fund (ASOF)	22.3%
Oriental Darius Co Ltd	20.9%
Shining Capital Management Ltd	3.7%

ASOF is acting in concert with John Hancock and Martin Rogers and Abundance Partners LP. As at the date of this report the Concert Parties held ordinary share capital:

	Percentage of shareholding
Concert Parties	24.2%

Financial Instruments
The financial risk management objectives and policies of the Company in relation to the use of financial instruments and the exposure of the Company to its main risks, credit risk and liquidity risk, are set out in Note 17 to the financial statements.

Employees
The Company had no employees other than its Directors as at 31 December 2025.

Going Concern
Note 3.2 to the financial statements summarises the assumptions made by the Directors when concluding that it remains appropriate to prepare the financial statements on the going concern basis.

Events after the reporting period
There have been no events since 31 December 2025 that require disclosure in this annual report.

Disclosure of information to the Auditor.

In the case of each person who was director at the time the report was approved:

- so far as the Directors were aware there was no relevant audit information of which the Company's auditor was unaware; and
- the Directors have taken all steps that they ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor was aware of that information.

Auditors

A resolution to appoint Ashings Limited as auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board.

Carl Dumbrell Signed on 30 June 2026 @ 04:24

Chief Executive Officer

Date: 29 June 2026

Corporate Governance Statement

Herencia Resources plc is committed to achieve and maintain high standards of governance. As such, the Board will adopt the Quoted Companies Alliance Corporate Governance Code for Small and Mid-Size Quoted Companies 2023 ("the QCA Code") as soon as the Company is recapitalised.

Signed on 30 June 2026 @ 04:24

Carl Dumbrell

Chief Executive Officer

29 June 2026

Statement of Director's Responsibilities

The Directors are responsible for preparing the Directors' 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.

The financial statements are required by law and applicable accounting standards to present fairly the financial position of the Company and the financial performance of the Company. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the Strategic Report and Directors' report which comply with the requirements of the Companies Act 2006;
- prepare financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for 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 also responsible for ensuring that the Strategic Report, Directors' report and other information included the Annual Report and financial statements is prepared in accordance with applicable law in the United Kingdom. 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 statement may differ from legislation in other jurisdictions.

Independent Auditors' Report

To the Shareholders of Herencia Resources Plc,

We have audited the financial statements of Herencia Resources Plc for the year ended 31 December 2025 which comprise the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows, and the related notes, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 3.2 to the financial statements, which indicates that the Company will require additional funding in order to fully develop its business plan. The financial statements have been prepared on a going concern basis, which depends on the continuation of existing shareholders' support. These conditions, along with the other matters explained in note 3.2 to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

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 auditors' 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 material misstatement in the financial statements or 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the 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, 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's 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 the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 19, the directors are responsible for the preparation of the financial statements and for being satisfied that they give 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 misstatements, whether due to fraud or error.

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

Auditors' 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 Auditors' 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:

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Company's remuneration policies, key drivers for Directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management and the Audit and Risk Committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and involving relevant internal specialists, including tax, real estate and pensions regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in management's incentive to overstate profit. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, pensions legislation and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. The key laws and regulations we considered in this context included the Financial Services and Markets Act and the Health and Safety at Work etc. Act 1974.

Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statements disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing correspondence with HMRC; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report
This report is made solely to the Company’s members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company’s members those matters we are required to state to them in an auditors’ 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 the opinions we have formed.

Countersigned on 01 July 2026 @ 11:20

Darryl Ashing (Senior Statutory Auditor)
For and on behalf of

Ashings Limited
Chartered Accountants & Statutory Auditors
Northside House
Mount Peasant
Cockfosters
Herts.
EN4 9EB

Date: 29 June 2026

Herencia Resources Plc
Financial Statements
Year ended 31 December 2025
Statement of Comprehensive Income

	Notes	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Continuing Operations			
Revenue		-	-
Other revenue		-	95
Gross profit		**-**	**-**
Administration expenses		(5)	(28)
Foreign exchange losses		(4)	-
Operating (loss) / profit	5	(9)	67
Finance costs		-	-
(Loss) / profit before tax		(9)	67
Income tax expense	6	(2)	-
(Loss) / profit for the year from continuing operations		(11)	67
Items that may be reclassified subsequently to profit or loss:			
Other comprehensive income			
Exchange differences on translating foreign operation		-	-
Total comprehensive income for the year		**(11)**	**67**
Profit for the year attributable to:			
Equity holders of the Company		**(11)**	**67**
Total comprehensive income for the year attributable to:			
Equity holders of the Company		**(11)**	**67**

The notes on pages 18 to 25 form part of these of financial statements.

Statement of Financial Position

	Note	At 31 December 2025 £'000	At 31 December 2024 £'000
ASSETS			
Non-current assets			
Deposit for mining leases	8	156	57
		156	57
Current assets			
Cash and cash equivalents	7	6	1
		6	1
Total assets		**162**	**58**
LIABILITIES			
Non-current liabilities			
Loans and borrowings	10	1,986	1,960
		1,986	1,960
Current liabilities			
Trade and other payables	9	102	13
		102	13
Total liabilities		**2,088**	**1,973**
Net Liabilities		**(1,926)**	**(1,915)**
EQUITY			
Share capital	12	5,311	5,311
Share premium	12	24,350	24,350
Share based payments reserve		71	71
Accumulated losses		(31,658)	(31,647)
Total Equity		**(1,926)**	**(1,915)**

The financial statements were approved by the Board of Directors and authorised for issue on 29 June 2026 and were signed on its behalf by:

Signed on 30 June 2026 @ 04:24

Carl Dumbrell - Director

Company number
05345029

The notes on pages 18 to 25 form part of these of financial statements.

Herencia Resources Plc
Financial Statements
Year ended 31 December 2025
Statement of Cash Flows

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
(Loss) / profit before taxation		(9)	67
Adjustments for:			
Write-back of payables		-	(95)
Cash used in operating activities before changes in working capital		**(9)**	**(28)**
Increase in trade and other receivables		(99)	(56)
(Decrease) / increase in trade and other payables		(1)	9
Cash flows used in operating activities		**(109)**	**(75)**
Cash flow from financing activities			
Proceeds from shares to be issued		88	54
Proceeds from loans		26	21
Cash flows from financing activities		**114**	**75**
Net increase / (decrease) in cash and cash equivalents		5	-
Cash and cash equivalents at the beginning of the year		1	1
Cash and cash equivalents at the end of the year		**6**	**1**

The notes on pages 18 to 25 form part of these of financial statements.

Herencia Resources Plc
Financial Statements
Year ended 31 December 2025
Statement of Changes in Equity

	Share capital	Share premium	Share-based payments reserve	Accumulated losses	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2024	5,121	24,486	71	(31,714)	(2,036)
Placement of shares	216				216
Cost of share issues	-	(162)			(162)
Reclassification	(26)	26			-
Total comprehensive income for the year	-	-	-	67	67
Balance at 31 December 2024	5,311	24,350	71	(31,647)	(1,915)
Total comprehensive income for the year	-	-	-	(11)	(11)
Balance at 31 December 2025	5,311	24,350	71	(31,658)	(1,926)

The notes on pages 18 to 25 form part of these of financial statements.

1. General information

Herencia Resources Plc (the "Company") is incorporated and domiciled in the United Kingdom. The address of the registered office is Suite 2a Suite 2a1, Northside House, Mount Pleasant, Barnet, England, EN4 9EB.

The principal activity of the Company is that of natural resource exploration.

2. Presentation of financial statements

The financial statements have been presented in Pounds Sterling (£) as this is the currency of the primary economic environment that the Company operates in. The amount is rounded to the nearest thousand (£'000), unless otherwise stated.

3. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

3.1 Basis of preparation

These financial statements have been prepared in accordance with International financial Reporting standards (IFRSs) as adopted by the European Union and the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for certain assets which are stated at their fair value.

3.2 Going concern

The Company made a loss for the year of £11,000 (2024: profit £67,000) and there was a net cash outflow from operating activities of £109,000 (2024: £75,000). At the reporting date the Company held cash and cash equivalents of £5,770 and had total liabilities of £2.086 million.

The requirement for additional funds constitutes a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern.

As described in Note 11, the two major shareholders of the Company have provided working capital loans to the Company to finance its day-to-day operations. Loans of an aggregate value of £1.98 million are either repayable within 12 months of the date of approval of these financial statements or will be converted into equity upon on its maturity. The providers of the loans have informed the Directors that repayment will not be sought for at least 12 months of the date of approval of these financial statements unless the Company has sufficient available working capital to support the making of repayments. The Directors are currently negotiating to complete the necessary funding to allow for the acquisition and development of The Great Caesar Mining Leases in Queensland and to provide necessary working capital. The Directors have considered and assessed the support provided by shareholders and are satisfied that they will and can, if required, continue to provide the support for the development of the Company's growth over at least the next twelve months from the date of approval of these financial statements and are therefore satisfied that the going concern basis of preparation is appropriate. In considering the appropriateness of this basis of preparation.

Based on their assessment, the Directors have a reasonable expectation that the Company has adequate resources, supplemented by the additional funds to be raised, to continue as a going concern for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing these financial statements.

3.3 New standards, amendments to and interpretations to published standards not yet effect

A number of new standards and amendments to standards and interpretations have been issued but are not yet effective and, in some cases, have not yet been adopted by the EU.

At the date of authorisation of these financial statements, the Directors have reviewed the standards in issue by the International Accounting Standards Board ("IASB") and IFRIC, which are effective for annual accounting periods ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial statements of the Company, being a non-trading Company.

The Company has yet to record any revenues and therefore the impacts of IFRS 15 have been minimal. However, the adoption of IFRS 9 has impacted the Company as a result of the existing incurred loss approach under IAS 39 being replaced by the forward-looking expected credit loss model approach of IFRS 9.

3.4 Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Trade and other receivables
Loan and receivables and other receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost less any provision for impairment.

Trade receivables are recognised initially at the transaction price and subsequently measured at amortised costs, less any impairment losses.

Trade and other payables
Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

3.5 Employee benefits
A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of employees benefits to be settled within twelve months are measured at their nominal values using the remuneration rates expected to apply at the time of settlement.

3.6 Income tax
Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported comprehensive income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Company's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and its subsidiaries operate by the end of the financial period.

Deferred income taxes are calculated using the balance sheet method. Deferred tax is generally provided on the temporary difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the Statement of Comprehensive Income, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited directly to equity.

3.7 Contingent liabilities and contingent assets
A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3.8 Foreign currencies
Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling

at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit or loss.

3.9 Share based payments

The Company has applied IFRS 2 Share-based Payment for all grants of equity instruments. Fair value is measured using the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The inputs to the model include: the share price at the date of grant, exercise price expected volatility, risk free rate of interest.

4. Critical accounting estimates and sources of estimation uncertainty

In applying the accounting policies, the Directors may at times require to make critical accounting judgements and estimates about the carrying amount of assets and liabilities. These estimates and assumptions, when made, are based on historical experience and other factors that the Directors consider are relevant.

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the end of the financial year, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are reviewed are as stated below.

Key accounting judgements

Going concern

As disclosed in Note 3.2, these financial statements have been prepared on a going concern basis.

5. Operating loss

The operating loss is stated after charging the following:

	2025 £'000	2024 £'000
Auditors' remuneration		
- Fee payable to Company's auditor in respect to the audit of the financial statements		
- Other professional services	10	10
	2	4

6. Taxation on ordinary activities

Reconciliation of effective tax charge

	2025 £'000	2024 £'000
(Loss) / profit from ordinary activities	(9)	67
Tax at the UK corporation tax rate of 19%	(2)	13
Tax losses	2	(13)
Tax underprovided in earlier years	2	-
	2	-

At 31 December 2025, the Company has unused tax losses available for offset against future profits. The Company had accumulated tax losses of approximately £3.3 million (2024: £3.3 million) at the reporting date. No deferred tax asset was recognised in respect to these accumulated tax losses as there is insufficient evidence that the amount will be recovered in future years.

7. Cash and cash equivalents

	2025 £'000	2024 £'000
Cash at bank and in hand	6	1

8. Trade and other receivables

	2025 £'000	2024 £'000
Deposit paid for mining leases – non current	156	57
	156	57

9. Trade and other payables

	2025 £'000	2024 £'000
Payables and accruals	12	13
Corporation tax	2	-
Shares to be issued	88	-
	102	13

10. Loans and borrowings

	2025 £'000	2024 £'000
Non-current:		
Loan from third parties	471	445
Amount owed to ASOF	768	768
Amount owed to Oriental	747	747
	1,986	1,960
Loan from third parties	471	445
Amounts owed to ASOF and Oriental	1,515	1,515
	1,986	**1,960**

The effective interest rates on the loan and borrowings for the year were 0.00% (2024: 0.00%) per annum. Loan and borrowings are denominated in United State Dollars, Australia Dollars and Pounds Sterling.

Amount owed to Australian Special Opportunity Fund ("ASOF") and Oriental Darius Co Ltd ("Oriental") are secured against the assets of the Company.

The table below analyses the movement in loan amounts denominated in US Dollars during the reporting period:

	ASOF US$'000	Oriental US$'000	Total US$'000	Total GBP£'000
At 1 January 2024	1027	1,000	2,027	1,515
Loans advance during the year	-	-	-	-
Forex effect	-	-	-	-
At 31 December 2024	1,027	1,000	2,027	1,515
Loans advance during the year	-	-	-	-
Forex effect	-	-	-	-
At 31 December 2025	**1,027**	**1,000**	**2,027**	**1,515**

11. Net debt reconciliation

	2025 £'000	2024 £'000
Cash and cash equivalents	6	1
Loan from third parties	(471)	(445)
Amounts owed to ASOF and Oriental	(1,515)	(1,515)
Net debt	**(1,980)**	**(1,959)**

	Cash and cash equivalents £'000	Loans from third parties £'000	Amounts owed to ASOF and Oriental £'000	Total £'000
At 1 January 2024	1	(424)	(1,515)	(1,938)
Cash flow	(22)	-	-	(21)
New loan drawn down	22	(22)	-	-
At 31 December 2024	**1**	**(445)**	**(1,515)**	**(1,959)**
Cash flow	(21)	-	-	(21)
New loan drawn down	26	(26)	-	-
At 31 December 2025	**6**	**(471)**	**(1,515)**	**(1,980)**

Funding arrangement with ASOF and Oriental
In 2016, the Company entered into funding arrangements with two of its major shareholders, the Australian Special Opportunity Fund ("ASOF" or "Lind Partners") and Oriental Darius Co. Ltd ("Oriental"). The funding is provided to the Company by the Shareholders by way of Secured Convertible Facilities with a Face Value, the agreed amount to be repaid by the Company over the term of the agreement. These facilities are secured against the Company's assets.

Furthermore, the Shareholders have been given the option to convert any outstanding Face Value amounts into ordinary shares in the Company at a price per Share equal to the lower of £ 0.1 or, in the event that the nominal value per Share is reduced in the future, 90% of the average of three daily Volume-Weighted Average Price (VWAP), chosen by the Investor, during the 20 trading days before the conversion ("Conversion Price").

12. Share capital and premium

	Number of Ordinary Shares	Number of Deferred Shares	Share Capital £'000	Share Premium £'000
As at 1 January 2024	12,555,241	4,266,609,563	5,121	24,486
Placement of shares	2,162,251	-	216	-
Cost of share issue	-	-	-	(162)
Reclassification	-	-	(26)	26
Consolidation 1:1000 Deferred Shares	-	(4,262,342,953)	-	-
As at 31 December 2024 and 31 December 2025	**14,717,762**	**4,266,610**	**5,311**	**24,350**

During the year ended 31 December 2025, the Company received £88,000 which is being applied to the issue of new ordinary shares.

13. Reserves

Share premium
Share premium is the aggregate of amounts received for the issue of share capital less the nominal value of the shares issued and less any costs permitted to be deducted under applicable law.

Accumulated losses
Accumulated losses represent the cumulative balance of losses recognised.

14. Performance rights and share-based payments

(a) Movements in share performance rights during the year
There were no movements in share performance rights during the year.

(b) Fair value of share performance rights granted
No share performance rights were awarded during the financial year.

(c) Options held by Directors
No options were held or granted to Directors during the year.

The expense recognised during the year was nil (2024: Nil). No options were exercised during the period.

15. Related party transactions

Loans

- CDTL International Ltd a company of which Carl Dumbrell is a director and shareholder provided Herencia Resources Plc with a loan of £6,700 in October 2018. This loan accrues and interest yield of 10% and will be converted into equity when the Company relists. No interest was charged in the year.

- ZLD Holdings Pty Ltd is a company of which Carl Dumbrell is a director provided Herencia Resources Plc with a loan of £6,966 in October 2018. This loan accrues interest of 10% and will be converted into equity when the Company relists. No interest was charged in the year.

- Zen88 Pty Limited is a company of which Carl Dumbrell is a director provided Herencia Resources Plc with a loan of £130,350 during the 2020 - 2025 financial years. This loan accrues interest of 15% and will be converted into equity when the Company relists. No interest was charged in the year.

Funding arrangement with ASOF and Oriental
In 2016, the Company entered into funding arrangements with two of its major shareholders, the Australian Special Opportunity Fund ("ASOF" or "Lind Partners") and Oriental Darius Co. Ltd ("Oriental"). The funding is provided to the Company by the Shareholders by way of Secured Convertible Facilities with a Face Value, the agreed amount to be repaid by the Company over the term of the agreement. These facilities are secured against the Company's assets.

Furthermore, the Shareholders have been given the option to convert any outstanding Face Value amounts into ordinary shares in the Company at a price per Share equal to the lower of £ 0.1 or, in the event that the nominal value per Share is reduced in the future, 90% of the average of three daily Volume-Weighted Average Price (VWAP), chosen by the Investor, during the 20 trading days before the conversion ("Conversion Price").

16. Financial instruments

The Company's principal financial instruments comprise cash and cash equivalents, trade and other receivables and trade and other payables. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in Note 3. The Company does not use financial instruments for speculative purposes. The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

	2025	2024
	£'000	£'000
Financial assets measured at amortised cost		
Cash and cash equivalents	6	1
Trade and other receivables	156	57
Total financial assets	**162**	**58**
Financial liabilities measured at amortised costs		
Trade and other payables	12	13
Shares to be issued	88	-
Taxation	2	-
Loans and borrowings (non-current)	1,986	1,960
Total financial liabilities	**2,088**	**1,973**

Capital management
The Company manages its capital to ensure that it will be able to continue as a going concern while attempting to maximise the return to stakeholders through the optimisation of debt and equity. The capital structure of the Company consists of issued capital and external loans.

Credit risk
Credit risk is the risk that a counter-party will cause a financial loss to the Company by failing to discharge its obligations to the Company. The Company manages its exposure to this risk by applying limits to the amount of credit exposure to any one counterparty and employs strict minimum credit worthiness criteria as to the choice of counterparty. The maximum exposure to credit risk for receivables and other financial assets is represented by their carrying amount. The Company's exposure to credit risk on cash and cash equivalents is considered low as the bank accounts are with banks with high credit ratings.

Fair values
Management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Interest rate risk
The Company and Company's policy is to fund its operations through the use of retained earnings and equity. The Company exposure to changes in interest rates relates primarily to cash at bank. Cash is held either on current or short-term deposits at a floating rate of interest determined by the relevant bank's prevailing base rate.

The Company's exposure to interest rate risk is minimal as all its loans and borrowings are fixed rate instruments.

Foreign currency exchange risks
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of the changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency and the Company's net investments in foreign subsidiaries).

The carrying amounts of the financial instruments are denominated in the following currencies at each reporting year:

	GBP	**AUD**	**USD**	**Total**
	£'000	**£'000**	**£'000**	**£'000**
2024				
Financial assets	1	-	-	1
Financial liabilities	(362)	(97)	(1,515)	(1,973)
Net financial liabilities	**(361)**	**(97)**	**(1,515)**	**(1,972)**
2025				
Financial assets	6	-	-	6
Financial liabilities	(500)	(97)	(1,515)	(2,088)
Net financial liabilities	**(494)**	**(97)**	**(1,515)**	**(2,082)**

The sensitivity analyses in the table below details the impact of changes in foreign exchange rates on the Company's post-tax profit for each reporting year. It is assumed that the named currency is strengthening or weakening against all other currencies, while all the other currencies remain constant.

If the USD strengthened or weakened by 5% against the other currencies, with all other variables in each case remaining constant, then the impact on the Company's post-tax profit would be gains or losses as:

	Strengthen	**Weaken**
2025	**£'000**	**£'000**
USD	(101)	101
AUD	(9)	9
2024		
USD	(101)	101
AUD	(9)	9

Liquidity risks

The principal risk to the Company is liquidity, which arises from the Company's management of working capital. It is a risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. This aspect is kept under review by the Directors and in this respect management carries out rolling 12 month cash flow projections on a monthly basis as well as information regarding cash balances. It is the Company's policy as regards liquidity to ensure sufficient cash resources are maintained to meet short-term liabilities.

The maturity profile of the Company's financial liabilities at the reporting dates based on contractual undiscounted payments are summarised below:

	2025	2024
	£'000	£'000
Within 1 year		
Trade and other payables	102	13
Between 1 to 5 years		
Loans and borrowings (non-current)	1,986	1,960
Total financial liabilities	**2,088**	**1,960**

17. Material subsequent events

There have been no other events since 31 December 2025 that require disclosure in the financial statements.