

**Registered number: 1570939**

**EMPIRE METALS LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED**

**31 DECEMBER 2020**

# **EMPIRE METALS LIMITED**

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# EMPIRE METALS LIMITED

## COMPANY INFORMATION

<b>Directors</b>	Neil O'Brien (Non-Executive Chairman) Michael Struthers (Non-Executive Director) Gregory Kuenzel (Finance Director) Peter Damouni (Non-Executive Director)
<b>Registered Office</b>	Craigmuir Chambers PO Box 71 Road Town Tortola British Virgin Islands VG1110
<b>Company Number</b>	1570939
<b>Bankers</b>	HSBC Bank plc 70 Pall Mall London SW1Y 5EZ
<b>Nominated Adviser and Broker</b>	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP
<b>Independent Auditor</b>	PKF Littlejohn LLP Registered Auditor 15 Westferry Circus Canary Wharf London E14 4HD
<b>Solicitors</b>	Hill Dickinson LLP 105 Jermyn Street St James's London SW1Y 6EE
<b>Solicitors (BVI)</b>	Harney Westwood & Riegels Craigmuir Chambers PO Box 71 Road Town, Tortola British Virgin Islands VG1110

# EMPIRE METALS LTD

## CHAIRMAN'S REPORT

2020 was a significant year in so many ways, but for Empire Metals it was a year of significant forward momentum and marked the emergence of a new and reenergised strategy, a new flagship asset and a new jurisdiction of focus. These fresh dimensions to our company have clearly resonated with investors and from both an operational and corporate perspective, I am delighted with the progress that we made during the year.

The decisions made over the past 14 months have resulted in Empire now holding a 75% interest in a highly prospective gold asset which is poised for rapid advancement up the exploration and development curve. With the Eclipse Gold Project, I am confident that we are in the right place, at the right time and in the right commodity.

As investors may be aware, we are bearing witness to a modern-day gold rush in Western Australia. Exploration activity in the region hit a five-year high in 2020 despite initial fears earlier that it would be severely impacted due to the COVID-19 pandemic. Mines Minister Bill Johnson reported in H2 2020 that gold projects accounted for 70% of applications, prompted in part by the strong gold price performance during 2020 and forecasts for further gains in 2021 and beyond.

There have certainly been some notable winners in the gold exploration and development industry in the region, with junior miners and majors alike jostling for prime positions in Western Australia, which is set to become one of the largest gold producing regions globally. The combination of security of tenure, exceptionally mineralised terrane and increasing metals prices has triggered a review of both greenfield and brownfield projects alike. Additionally, working in Western Australia has been far less affected by Covid-19 restrictions than most regions of the world, and coupled with its world-class gold potential and its top 5 ranking over past 5 years in the Fraser Institute survey of best mining investment jurisdictions, Western Australia is clearly a great address for value creative mineral exploration and mine development.

Thanks to our acquisition of the Eclipse Gold Project, we believe Empire is ideally placed to be among the winners in the region. Located 55km north-east of Kalgoorlie, in a prime gold district of Western Australia, the Eclipse Gold Project produced 954 tonnes @ 24.6 g/t Au for 754.25 oz Au from the Eclipse shaft which operated up to 1910. In addition to the known mineralisation at and surrounding the Eclipse old workings, recent geophysics and geochemistry work has highlighted further potential mineralisation at two additional targets north-west of Eclipse, the Houdini and Easy prospects. The licence has been held by one private individual for the past 30 years, during which time only cursory modern exploration had been applied to a very small part of the entire ~300ha licence area, highlighting the significant opportunity to prove up known gold occurrences and make new gold discoveries.

Having announced the acquisition of a controlling interest in the Eclipse option in August 2020, Empire quickly set to work applying modern exploration programmes to this large, high-grade and previously producing mining licence. To date, the Company has conducted two phases of drilling at Eclipse and consistently encouraging results have been returned. A total of 2,578 metres of RC drilling was completed at the Eclipse and Houdini prospects in October and November 2020, with a second round of drilling commencing in January 2021. Highlights from this programme included 14m at 3.78 g/t gold ('Au') from 22m, including 1m @ 21.4 g/t Au, and 1m @ 16.65 g/t Au. This hole includes three different clusters of quartz veining mainly associated with the higher grades, confirming there is more than one mineralised structure.

A total of 4,589m of RC drilling was completed in this second phase, which was concluded in February 2021. Importantly, this programme confirmed the existence of a number of parallel veins in addition to the main Eclipse vein, including a different stockwork style of near-surface mineralisation in the vicinity of the Jack's Dream old workings, and including one intercept of 24m @ 1.44 g/t Au from 46m downhole (containing 2m @ 2.86 g/t Au; and 3m @ 5.08 g/t Au). The interpretation of these results is underway, and a further work programme will be announced shortly which is likely to include preparation of a JORC compliant resource and initial pit optimisation studies.

Outside of the Company's activities at Eclipse, the Board has made progress on various corporate developments principally concerning Empire's legacy interest in the Bolnisi Project in Georgia. A Sale and Purchase Agreement was agreed in October 2020 with TSXV-listed Candelaria Mining Corporation to acquire Empire's interest in the joint venture in Georgia, but the offer was subject to a right-of-first-refusal ("ROFR") on behalf of Empire's joint venture partner in Georgia. A long period of negotiations with the partner then ensued, and at the time of writing this is approaching a resolution. Throughout this period the Company has focussed on achieving the best possible outcome for shareholders and the Board is confident the Company will soon be able to put the frustrations of the Georgian joint venture behind us and focus the majority of our efforts on building on the new platform for growth in the Western Australian gold mining industry.

### Financial Results

As an exploration and development group which has no revenue we are reporting a loss for the twelve months ended 31 December 2020 of £572,989 (31 December 2019: loss of £675,592).

The Group's cash position at the date of signing this report is £1,23 million.

### Corporate

In keeping with the Company's focus on Western Australia, Mike Struthers, who has led the Company as CEO since January 2018, stepped down from his executive role in February 2021. I am delighted that Mike will remain a key Empire team member through his position as a Non-Executive Director of the Company, as well as being engaged as a Technical Consultant, providing technical guidance on the development of the Company's projects across its portfolio. At the same time, Non-

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## **CHAIRMAN'S REPORT**

Executive Director David Ajemian also resigned from the Empire board. The Board has an active search underway for a new CEO.

### **Outlook**

Empire has made significant progress during 2020 and we are not breaking our stride as we move into 2021. The Eclipse Gold Project has demonstrated its potential as a standalone mine development, and we are now focussed on moving our exploration activities through to resource definition and into the feasibility phase. The project, region and commodity continue to generate significant interest in the market, and we are confident that we have a highly valuable asset poised for rapid value accretion. We will also be on the lookout for additional value-accretive acquisitions in 2021.

Our genesis as a value-driven Australian-focussed resource company will be cemented on the appointment of a new CEO, which we anticipate in the coming weeks, as we look forward to what we believe is a very bright future in this region.

I would like to thank shareholders and my board colleagues, both past and present, as we advance our strategy in Western Australia and look to deliver further high impact news flow throughout 2021.

Neil O'Brien  
Non-Executive Chairman  
16 April 2021

# EMPIRE METALS LIMITED

## DIRECTORS' REPORT

The Directors present their Report, together with the Group Financial Statements and Independent Auditor's Report, for the year ended 31 December 2020.

### Principal Activities and Business Review

The principal activity of the Group is to implement its mineral exploration strategy to advance projects towards defining a sufficient in-situ mineral resource to support a detailed feasibility study towards mine development and production.

A detailed review of the business of the Group during the year and an indication of likely future developments may be found in the Chairman's Report on pages 3 and 4.

Principal risks and uncertainties are discussed on pages 6 to 8.

Section 172 of The Companies Act has been considered in the Corporate Governance report on pages 10 to 14. The Board are committed to consideration of all stakeholders in their decision making and conduct of the Group's business.

### Results and Dividends

The loss of the Group for the year ended 31 December 2020 from continued and discontinued operations amounts to £572,989 (31 December 2019: loss of £675,592).

The Directors do not recommend the payment of a dividend for the year (31 December 2019: £nil).

### Directors & Directors' Interests

The Directors who served during the year ended 31 December 2020 had the following beneficial interests in the shares of the Company at year end.

Director	As at the date of this report		31 December 2020		31 December 2019	
	Ordinary Shares	Options	Ordinary Shares	Options	Ordinary Shares	Options
Gregory Kuenzel	597,467	8,650,000	597,467	2,500,000	597,467	2,500,000
Peter Damouni	907,500	5,075,000	907,500	2,000,000	907,500	2,000,000
Neil O'Brien	1,650,000	3,875,000	1,650,000	800,000	1,650,000	800,000
Laurence Mutch*	-	-	150,000	1,150,000	150,000	1,150,000
Michael Struthers	350,000	9,700,000	350,000	2,000,000	350,000	2,000,000
David Ajemian**	-	-	-	-	-	-

\*Resigned 31 January 2020

\*\*Appointed 31 January 2020, resigned 31 January 2021

Further details on options can be found in Note 17 to the Financial Statements. Directors' remuneration is disclosed in Note 20.

### Key Performance Indicators ("KPIs")

The Board monitors the activities and performance of the Group on a regular basis. The Board uses financial indicators based on budget versus actual to assess the performance of the Group. The indicators set out below will be used by the Board to assess performance over the period following the settlement of the license issue.

The three main KPIs for the Group are as follows. These allow the Board to monitor costs and plan future exploration and development activities:

	2020	2019
Cash and cash equivalents	£2,289,638	£50,840
Administrative expenses as a percentage of total assets	27.63%	303.56%
Exploration costs capitalised	£31,673	-

The reason for the significant decrease in the administrative costs as a percentage of total assets is due to the increase in cash towards the year end as a result of a successful fund raise. The actual administrative expense in total has only increased by 33% from the prior year.

This is the eighth complete year of corporate and exploration activity.

# EMPIRE METALS LIMITED

## DIRECTORS' REPORT

### Corporate Responsibility

#### *Environmental*

Empire Metals undertakes its exploration activities in a manner that minimises or eliminates negative environmental impacts and maximises positive impacts of an environmental nature. At present, Empire Metals is a mineral explorer and developer, not a mining company. Hence, the environmental impact associated with its activities is minimal. To ensure proper environmental stewardship on its projects, Empire Metals conducts certified baseline studies prior to all drill programmes and ensures that areas explored are properly maintained and conserved.

#### *Health and safety*

Empire Metals operates a comprehensive health and safety programme to ensure the wellbeing and security of its employees. The control and eventual elimination of all work related hazards requires a dedicated team effort involving the active participation of all employees. A comprehensive health and safety programme is the primary means for delivering best practices in health and safety management. This programme is regularly updated to incorporate employee suggestions, lessons learned from past incidents and new guidelines related to new projects with the aim of identifying areas for further improvement of health and safety management. This results in continuous improvement of the health and safety programme. Employee involvement is recognised as fundamental in recognising and reporting unsafe conditions and avoiding events that may result in injuries and accidents.

The Group has established and published robust corporate health, safety, environmental and community relations policies, and at the operations level have put into place clear safe operating procedures covering a variety of the Group's activities. The active participation of all staff in the development, implementation and further development of these procedures is actively encouraged.

### Principal Risks and Uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks. The principal business risks affecting the Group are set out below.

Risks are formally reviewed by the Board, and appropriate processes are put in place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the Group.

#### *Operational Risk*

The outbreak of the recent global COVID-19 virus has resulted in business disruption and stock market volatility. The extent of the effect of the virus, including its long term impact, remains uncertain. The Group has implemented extensive business continuity procedures and contingency arrangements to ensure that they are able to continue to operate with minimal disruptions. This is discussed further in the going concern Note in 2.4.

#### *Environmental risk*

In relation to the Group's existing projects the environmental impact to date is limited to activities associated with exploration. The ultimate development of any project into a mining operation will inevitably impact considerably on the local landscape and communities. These projects sit in an area of considerable natural beauty and therefore there is likely to be opposition to mining by some parties. This may impact on the cost and/or Group's ability to sell or move these projects into production.

While the Group believes that its operations and future projects are currently, and will be, in substantial compliance with all relevant material environmental and health and safety laws and regulations, including relevant international standards, there can be no assurance that new laws and regulations, or amendments to, or stringent enforcement of, existing laws and regulations will not be introduced.

Nevertheless, the Group will continue to vigorously apply international standards to the design and execution of any and all of its activities, including engagement and consultation with local communities, and non-governmental and Governmental organisations to ensure any impacts of current and future activities are minimised and appropriately managed. The Group has established a comprehensive suite of health, safety, environmental and community policies which will underpin all future activities.

#### *Exploration and mining risks*

Whilst the Directors endeavour to apply what they consider to be the latest technology to assess potential projects, the business of exploration for and identification of minerals and metals, in particular gold, is speculative and involves a high degree of risk. The mineral and metal deposits of any projects acquired by the Group may not contain economically recoverable volumes of minerals, base metals, precious metals or hydrocarbons of sufficient quality or quantity. Even if there are economically recoverable deposits, delays in the construction and commissioning of mining projects, risks of non-renewal or extensions of the licences or other technical difficulties may make the deposits difficult to exploit.

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## **DIRECTORS' REPORT**

The exploration and development of any project may be disrupted, damaged or delayed by a variety of risks and hazards which are beyond the control of the Group. These include (without limitation) geological, geotechnical and seismic factors, environmental hazards, technical failures, adverse weather conditions, acts of God and government regulations or delays.

Exploration is also subject to general industrial operating risks, such as equipment failure, explosions, fires and industrial accidents, which may result in potential delays or liabilities, loss of life, injury, environmental damage, damage to or destruction of property and regulatory investigations. The Group may also be liable for the mining activities of previous miners and previous exploration works. Although the Group intends, itself or through its operators, to maintain insurance in accordance with industry practice, no assurance can be given that the Group or the operator of an exploration project will be able to obtain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims. The Group may elect not to become insured because of high premium costs or may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

### ***Reserve and resource estimates***

The Group's reported reserves and resources are only estimates. No assurance can be given that the estimated reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral and metal reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral and metal reserve and resource estimates may require revision (either up or down) based on actual production experience.

Any future reserve and/or resource figures will be estimates and there can be no assurance that the minerals are present, will be recovered or can be brought into profitable production. Furthermore, a decline in the market price for natural resources that the Group may discover or invest in could render reserves containing relatively lower grades of these resources uneconomic to recover.

In the preparations of resources and reserves the Group uses recognised international estimation methods and reporting standards, such as the Australian JORC Code (2012), or that of the Canadian Institute of Mining standard (CIM, 2010).

### ***Volatility of gold, copper and other commodity prices***

Historically, commodity prices (including in particular the price of gold and copper) have fluctuated and are affected by numerous factors beyond the Group's control, including global demand and supply, international economic trends, currency exchange fluctuations, expectations for inflation, speculative activity, consumption patterns and global or regional political events. The aggregate effect of these factors is impossible to predict. Fluctuations in commodity prices, over the long term, may adversely impact the returns of the Group's exploration projects.

A significant reduction in global demand for gold, leading to a fall in gold or copper prices, could lead to a significant fall in the cash flow of the Group and/or a delay in exploration and production or even abandonment of a project should it prove uneconomical to develop, which may have a material adverse impact on the operating results and financial condition of the Group.

### ***Financing***

The successful exploration or exploitation of natural resources on any project will require significant capital investment. The only sources of financing currently available to the Group are through the issue of additional equity capital in the Company or through bringing in partners to fund exploration and development costs. The Group's ability to raise further funds will depend on the success of their investment strategy and acquired operations. The Group may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Group may be required to reduce the scope of its investments or anticipated expansion.

### ***Political, economic and regulatory regime***

The licences and operations of the Group are in jurisdictions outside the United Kingdom and accordingly there will be a number of risks which the Group will be unable to control. Whilst the Group will make every effort to ensure it has robust commercial agreements covering its activities, there is a risk that the Group's activities will be adversely affected by economic and political factors such as the imposition of additional taxes and charges, cancellation or suspension of licences and changes to the laws governing mineral exploration and operations.

The Group's activities will be dependent upon the grant of appropriate licences, concessions, leases, permits, and regulatory consents that may be withdrawn or made subject to limitations. There can be no assurance that they will be granted or renewed or if so, on what terms. There is also the possibility that the terms of any licence may be changed other than as represented or expected.

### ***Dependence on key personnel***

The Group is dependent upon its executive management team and various technical consultants. Whilst it has entered into contractual agreements with the aim of securing the services of these personnel, the retention of their services cannot be

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## **DIRECTORS' REPORT**

guaranteed. The development and success of the Group depends on its ability to recruit and retain high quality and experienced staff. The loss of the service of key personnel or the inability to attract additional qualified personnel as the Group grows could have an adverse effect on future business and financial conditions.

Nevertheless, through programmes of incentivising staff, appropriate succession planning, and good management these risks can be largely mitigated.

### **Financial Risk Management**

The Group's operations expose it to a variety of financial risks that include the effect of changes in foreign currency exchange rates, funding risk, credit risk, liquidity risk and interest rate risk. The Group has a risk management programme in place that seeks to limit the adverse effects on the financial performance of the Group. The Group does not use derivative financial instruments to manage foreign currency risk and, as such, no hedge accounting is applied.

Details of the Group's financial risk management policies are set out in Note 3 to the Financial Statements.

### **Internal Controls**

The Board recognises the importance of both financial and non-financial controls and has reviewed the Group's control environment and any related shortfalls during the year. Since the Group was established, the Directors are satisfied that, given the current size and activities of the Group, adequate internal controls have been implemented. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in light of the current activity and proposed future development of the Group, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

### **Going Concern**

To continue as a going concern, the Group is reliant on future cash resources. The Directors have a reasonable expectation that the Group has and will have future access to adequate resources to continue in operational existence for the foreseeable future and, therefore, continue to adopt the going concern basis in preparing the Annual Report and Financial Statements. Further details on their assumptions and their conclusion thereon are included in the statement on going concern in Note 2.4 of the Financial Statements.

### **Directors' and Officers' Indemnity Insurance**

During the financial year, the Company maintained insurance cover for its Directors and Officers under a Directors' and Officers' liability insurance policy. The Company has not provided any qualifying indemnity cover for the Directors.

### **Provision of Information to Auditor**

So far as each of the Directors is aware at the time this report is approved:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Auditor**

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

This report was approved by the Board on 16 April 2021 and signed on its behalf.

**Michael Struthers**  
Non-Executive Director

## **EMPIRE METALS LTD**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with the applicable law and regulations including the AIM Rules for Companies.

The Directors are required to prepare financial statements for each financial year. The Directors have elected to prepare the Group's Financial Statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 Group and of the profit or loss of the Group for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group. They are also responsible for safeguarding the assets of the Group, 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 Group's website, [www.empiremetals.co.uk](http://www.empiremetals.co.uk). The Group is compliant with AIM Rule 26 regarding the Group's website.

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

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## CORPORATE GOVERNANCE REPORT

The Board of Empire Metals Limited have adopted the QCA Corporate Governance Code (“the Code”) as its code of corporate governance. The Code is published by the Quoted Companies Alliance (“QCA”) and is available at [www.theqca.com](http://www.theqca.com).

### Corporate Governance Report

The QCA Code sets out 10 principles that should be applied. These are listed below together with a short explanation of how the Group and Company applies each of the principles:

#### Principle One

##### *Business Model and Strategy*

The Board has concluded that the highest medium and long term value can be delivered to its shareholders by the adoption of a single strategy for the Group. The Group’s strategy is to continue to progress the development of its existing projects in Georgia and the Eclipse Gold Project in Western Australia, and on an ongoing basis to evaluate existing and new mineral resource opportunities with a view to potential joint venture arrangements and/or other corporate activities. The Board implements this by focusing investment into the exploration of world-class mineralised domains, establishing strict criteria for project selection, utilising industry recognised methods of exploration and resource development, applying a results-driven approach, actively monitoring operational and financial performance, measured against deliverable targets and budgets and considering alternative commercial options for projects which no longer meet the established criteria of the Group.

#### Principle Two

##### *Understanding Shareholder Needs and Expectations*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. The Company has close ongoing relationships with its private shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company’s Annual General Meeting. Investors also have access to current information on the Company through its website, [www.empiremetals.co.uk](http://www.empiremetals.co.uk).

#### Principle Three

##### *Considering wider stakeholder and social responsibilities*

The Board recognises that the long term success of the Company is reliant upon the efforts of the employees of the Company and its contractors, suppliers, regulators and other stakeholders. The Board has put in place a range of processes and systems to ensure that there is close oversight and contact with its key resources and relationships. For example, all employees of the Company participate in a structured Company-wide annual assessment process which is designed to ensure that there is an open and confidential dialogue with each person in the Company to help ensure successful two way communication with agreement on goals, targets and aspirations of the employee and the Company. These feedback processes help to ensure that the Company can respond to new issues and opportunities that arise to further the success of employees and the Company. The Company 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.

#### Principle Four

##### *Risk Management*

In addition to its other roles and responsibilities, the Audit Committee is responsible to the Board for ensuring that procedures are in place and are being implemented effectively to identify, evaluate and manage the significant risks faced by the Company. The risk assessment matrix below sets out those risks, and identifies their ownership and the controls that are in place. This matrix is updated as changes arise in the nature of risks or the controls that are implemented to mitigate them. The Audit Committee reviews the risk matrix and the effectiveness of scenario testing on a regular basis. The following principal risks and controls to mitigate them, have been identified:

Activity	Risk	Impact	Control(s)
Environmental Risk	Negative environmental impact of operations	The ultimate development of any project into a mining operation will inevitably impact considerably on the local landscape and communities	Vigorously apply international standards to the design and execution of any and all of its activities, including engagement and consultation with local communities, and non-governmental and Governmental organisations to ensure any impacts of current and future activities are minimised and appropriately managed

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## CORPORATE GOVERNANCE REPORT

<b>Exploration and Mining Risk</b>	The mineral and metal deposits of any projects acquired by the Group may not contain economically recoverable volumes of minerals, base metals, precious metals or hydrocarbons of sufficient quality or quantity.	The ongoing economic viability of the Company	Ongoing monitoring of results, assessment by independent experts on recoverable volumes, geological, geotechnical and seismic factors, environmental hazards, technical failures, adverse weather conditions, acts of God and government regulations or delays
<b>Exploration Permit Renewal</b>	The Company's Exploration permits are not all renewed	The loss of the right to explore the key assets could affect the ability of the Group to continue as a going concern	Proactive engagement with Government at all levels
<b>Reserve and resource estimates</b>	Mineral and metal reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative.	Any future reserve and/or resource figures will be estimates and there can be no assurance that the minerals are present, will be recovered or can be brought into profitable production.	In the preparations of resources and reserves the Group uses recognised international estimation methods and reporting standards, such as the Australian JORC Code (2012) and CIM (2010).
<b>Volatility of gold, copper and other commodity prices</b>	Fluctuations in commodity prices, over the long term, may adversely impact the returns of the Group's exploration projects.	A significant reduction in global demand for gold, leading to a fall in gold or copper prices, could lead to a significant fall in the cash flow of the Group and/or a delay in exploration and production or even abandonment of a project should it prove uneconomical to develop, which may have a material adverse impact on the operating results and financial condition of the Group.	Ongoing monitoring of economic events and markets
<b>Strategic</b>	Market downturn  Failure to deliver commerciality	Change in Macro economic conditions  Inability to secure offtake agreements	Ongoing monitoring of economic events and markets  Active marketing and experienced management
<b>Financial</b>	Misappropriation of Funds  IT Security  Ability to raise further capital	Fraudulent activity and loss of funds  Loss of critical financial data  The Group may be required to reduce the scope of its investments or anticipated expansion	Robust financial controls and split of duties  Regular back up of data online and locally  Ongoing monitoring of economic events and markets

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## CORPORATE GOVERNANCE REPORT

<b>Political, economic and regulatory regime</b>	The licences and operations of the Group are in jurisdictions outside the United Kingdom and accordingly there will be a number of risks which the Group will be unable to control.	The Group's activities will be adversely affected by economic and political factors such as the imposition of additional taxes and charges, cancellation or suspension of licences and changes to the laws governing mineral exploration and operations.	Proactive engagement with Government at all levels
<b>Operational</b>	COVID-19 outbreak	Change in Macro economic conditions  Ability of key staff and contractors to undertake their duties safely and effectively	Ongoing monitoring of economic events and markets.  Business continuity plans

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

### Principle Five

#### *A Well Functioning Board of Directors*

As at the date hereof the Board comprised, the Chairman Neil O'Brien, Finance Director Gregory Kuenzel and two Non-Executive Directors, Michael Struthers and Peter Damouni. Details of the current Directors are set out within Principle Six below. Executive and Non-Executive Directors are subject to re-election at intervals of no more than three years. The letters of appointment of all Directors are available for inspection at the Company's registered office during normal business hours.

The Board meets at least twice per annum. It has established an Audit Committee, Remuneration Committee and AIM Compliance Committee, particulars of which appear hereafter. The Board has agreed that appointments to the Board are made by the Board as a whole and so has not created a Nominations Committee. The Board considers that this is appropriate given the Company's current stage of operations. It shall continue to monitor the need to match resources to its operational performance and costs and the matter will be kept under review going forward. Peter Damouni and Neil O'Brien are considered to be Independent Directors. The Board shall review further appointments as scale and complexity grows.

The Company shall report annually on the number of Board and committee meetings held during the year and the attendance record of individual Directors. In order to be efficient, the Directors meet formally and informally both in person and by telephone. To date there have been at least bi-monthly meetings of the Board, and the volume and frequency of such meetings is expected to continue at this rate. The formal board meetings held and attended during the year are detailed below:

	Meetings Attended	Meetings eligible to attend
Michael Struthers	6	6
Neil O'Brien	5	6
Gregory Kuenzel	6	6
Laurence Mutch (resigned on 31 January 2020)	0	0
Peter Damouni	6	6
David Ajemian (appointed 31 January 2020, resigned 31 January 2021)	5	5

### Principle Six

#### *Appropriate Skills and Experience of the Directors*

The Board consists of four Directors and, in addition, the Company has employed the services of Gregory Kuenzel to act as the Company Secretary. The Company is satisfied that given its size and stage of development, between the Directors, it has

# EMPIRE METALS LTD

## CORPORATE GOVERNANCE REPORT

an effective and appropriate balance of skills and experience across technical, commercial and financial disciplines. The Director's experience and skills are listed on the Company's website, [www.empiremetals.co.uk](http://www.empiremetals.co.uk).

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

### **Neil O'Brien**

*Non-executive Chairman*

Member of the Audit, Remuneration and AIM Compliance Committees.

### **Gregory Kuenzel**

*Finance Director and Company Secretary*

### **Peter Damouni**

*Non-executive Director*

Chairman of the Remuneration Committee, AIM Compliance Committee and the Audit Committee.

### **Michael Struthers**

*Non-executive Director*

### **Principle Seven**

*Evaluation of Board Performance*

Internal evaluation of the Board, the Committees and individual Directors is to be undertaken on an annual basis in the form of peer appraisal and discussions to determine the effectiveness and performance of the various governance components, as well as the Directors' continued independence.

The results and recommendations that come out of the appraisals for the directors shall identify the key corporate and financial targets that are relevant to each Director and their personal targets in terms of career development and training. Progress against previous targets shall also be assessed where relevant.

### **Principle Eight**

*Corporate Culture*

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that employees behave. The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long term value to its shareholders and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board. A large part of the Company's activities are centred upon what needs to be an open and respectful dialogue with employees, clients and other stakeholders.

Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Board places great import on this aspect of corporate life and seeks to ensure that this flows through all that the Company does. The directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge. The Company has adopted, with effect from the date on which its shares were admitted to AIM, a code for Directors' and employees' dealings in securities which is appropriate for a company whose securities are traded on AIM and is in accordance with the requirements of the Market Abuse Regulation which came into effect in 2016.

### **Principle Nine**

*Maintenance of Governance Structures and Processes*

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

### *Audit Committee*

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

There was one Audit Committee meetings held during the year with all committee members in attendance.

# EMPIRE METALS LTD

## CORPORATE GOVERNANCE REPORT

### *Remuneration Committee*

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

There were no Remuneration Committee meetings held during the year due to the Company's reduced spending measures.

### *AIM Compliance Committee*

The AIM Compliance Committee comprises Neil O'Brien and Peter Damouni who chairs this committee. The AIM Compliance Committee is responsible for the coordinating and monitoring the Company's regulatory responsibilities including liaising with the Nomad and the London Stock Exchange as necessary. The purpose of the AIM compliance committee is to designate responsibility of ensuring best practice and application of the defined corporate governance procedures. No AIM Compliance Committee meetings were held during the year.

### *Nominations Committee*

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

### *Non-Executive Directors*

The Board has adopted guidelines for the appointment of Non-Executive Directors which have been in place and which have been observed throughout the year. These provide for the orderly and constructive succession and rotation of the Chairman and non-executive directors insofar as both the Chairman and non-executive directors will be appointed for an initial term of three years and may, at the Board's discretion believing it to be in the best interests of the Company, be appointed for subsequent terms. The Chairman may serve as a Non-Executive Director before commencing a first term as Chairman.

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.

### **Principle Ten**

#### *Shareholder Communication*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. The Company has close ongoing relationships with its private shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting.

Investors also have access to current information on the Company through its website, [www.empiremetals.co.uk](http://www.empiremetals.co.uk).

The Company shall include, when relevant, in its annual report, any matters of note arising from the audit or remuneration committees.

### **Peter Damouni**

Non-Executive Director

16 April 2021

# EMPIRE METALS LTD

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPIRE METALS LTD

### Independent Auditor's Report to the Members of Empire Metals Ltd

#### Opinion

We have audited the group financial statements of Empire Metals Ltd (the 'group') for the year ended 31 December 2020 which comprise the Consolidated Statement of Financial Position, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Shareholders' Equity, the Consolidated Cash Flow Statement 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 our opinion, the group financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2020 and of its loss for the year then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the European Union.

#### 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.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's ability to continue to adopt the going concern basis of accounting included obtaining management's assessment of going concern and associated cash flow forecasts for 12 months from the date of approval of the financial statements. We have reviewed the inputs to the cash flow forecast for reasonableness, compared to historic financial information, and stress-tested where appropriate.

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

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

#### Our application of materiality

Group materiality 2020	Group materiality 2019	Basis for materiality
£73,000	£75,000	2% of net assets (2019: 7% of loss before tax)

The basis of our calculation of materiality has changed from the prior year. We consider net assets to be the most significant determinant of the Group's financial position and performance used by shareholders, with the key financial statement balances being exploration and evaluation assets, investment in financial assets, and cash levels which have all increased as compared to last year. There has been an increase in net assets which is mainly attributable to the cash balance at 31 December 2020 due to placings in the year.

The group was audited to a level of materiality of £73,000. The performance materiality applied was £58,400. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. At the planning stage, materiality is used to determine the financial statement areas that are included within the scope of our audit and the extent of sample sizes during the audit. This is reviewed accordingly during fieldwork and completion dependent on adjustments made during the audit. We reported all identified misstatements over our triviality level of £3,650, to the Directors.

# EMPIRE METALS LTD

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPIRE METALS LTD

### Our approach to the audit

In designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. We looked at areas involving significant accounting estimates and judgements by the directors and considered future events that are inherently uncertain, including the classification of the 50% owned joint venture as an asset held for sale and the valuation and classification of the consideration transferred in relation to the earn in of the Eclipse project as a Financial asset at Fair value through profit and loss.. We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Of the 5 reporting components of the group, a full scope audit was performed on the complete financial information of 2 components and, for the other components, a limited scope review was performed because they were not material to the group.

The audit of the 5 reporting components of the group were principally performed in London, conducted by PKF Littlejohn LLP using a team with specific experience of auditing mining exploration entities and publicly listed entities.

### 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.

Key Audit Matter	How our scope addressed this matter
<p><b>Carrying value of intangible exploration assets, investments and receivables from subsidiaries and joint venture partners – See note 23</b></p> <p><b>All investments and intangibles were written off in previous periods, however the Group has continued to fund operations in Georgia.</b></p> <p><b>Three of the licences held in Georgia have been confirmed to be in good standing in the year. As a result, the Group has reversed a proportion of the previous impairment of these assets, totalling £382,335. There is a risk that the value attributed to the assets upon reversal of the impairment is;</b></p> <ol style="list-style-type: none"> <li>1) <b>Greater than the total investment before impairment;</b></li> <li>2) <b>Valued at an amount not supported by the underlying assets.</b></li> </ol>	<p>Our work included the following:</p> <ul style="list-style-type: none"> <li>• Reviewing the good standing of the licenses held by the joint venture partner, to confirm the carrying value of intangible assets/ investment is appropriate and a reversal of the historic impairment was reasonable;</li> <li>• Reviewing management's calculation to reverse the historic impairment losses to ensure mathematical accuracy and in line with the relevant accounting standards;</li> <li>• Reviewing management's assessment of the carrying value of the asset including any term sheet or sale agreement that may have been entered in to or discussed as a potential valuation of the licences as at the year end;</li> <li>• The review of management's assessment of whether the licences should be held for sale and ensure in line with the criteria under IFRS 5.</li> </ul> <p>Note 23 includes disclosures around the Georgian asset which is recognised as a Held for sale asset at 31 December 2020 and discloses the details around the reversal of the impairment in the year and further amounts capitalised.</p>
<p><b>Accounting treatment of the option to Earn in to 75% of licences held by Philips Exploration Pty Ltd (project Eclipse) – See note 11</b></p> <p><b>During the year (12 August 2020), the Company entered into an option agreement to acquire a 75% interest in the high grade 'Eclipse' gold mining license from Philips Exploration Pty Ltd (PEX). The agreement gives the Company the option to buy</b></p>	<p>Our audit work included:</p> <ul style="list-style-type: none"> <li>• Discussions with management on their treatment of the payments in relation to the option;</li> <li>• A review of the relevant accounting standards to ensure the treatment is in line with the applicable framework and the payments met</li> </ul>

## EMPIRE METALS LTD

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPIRE METALS LTD

**75% of a joint venture company which will hold the licenses over the Eclipse tenements. The Company announced the completion of the initial phase on 10 December 2020 which means the Company has acquired this option in the period.**

The Eclipse transaction has led to the capitalisation of option payments and as such the accounting for this transaction and carrying value of the asset is a key audit matter.

the requirements to be capitalised as a financial asset at fair value through profit or loss;

- Work to determine whether the initial earn in requirements had been met as asserted by the Directors; and
- Confirmation of whether Empire Metals had the available funds to be able to complete the requirements of the earn in and as such confirming the carrying value of the asset.

Note 11 provides details as to the requirements that were met in the Eclipse transaction during the year and shows a split of consideration between cash settlement and share settlement.

The note also confirms that on 22 February 2021, the Company announced that it had successfully exercised the Eclipse option and owns 75% of the project and license.

We have determined that there are no other key audit matters to communicate in our report.

#### Other information

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

We have nothing to report in this regard.

#### Responsibilities of directors

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

In preparing the group financial statements, the directors are responsible for assessing the group'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 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:

## EMPIRE METALS LTD

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPIRE METALS LTD

- We obtained an understanding of the Group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through detailed discussions with management about and potential instances of non-compliance with laws and regulations both in the UK and in overseas subsidiaries. We also selected a specific audit team based on experience with auditing entities within this industry of a similar size.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from:
  - AIM Rules
  - British Virgin Islands law and company reporting requirements
  - Local industry regulations in Austria where exploration activity took place in the year
  - Local tax and employment law
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:
  - Making enquiries of management
  - Review of Board minutes
  - Review of accounting ledgers
  - Review of RNS announcements
- We also identified the risks of material misstatement of the financial statements due to fraud. Aside from the non-rebuttable presumption of a risk of fraud arising from management override of controls, we did not identify any significant fraud risks.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: testing over all journals on a risk based approach to identify any unusual transactions that could be indicative of fraud; reviewing accounting estimates for evidence of bias; evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and reviewing transactions through the bank statements to identify potentially large or unusual transactions that do not appear to be in line with our understanding of business operations.

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

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

#### Use of our report

This report is made solely to the entity's members, as a body, in accordance with our engagement letter dated 20 January 2021. Our audit work has been undertaken so that we might state to the entity's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the entity and the entity's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Zahir Khaki (Engagement Partner)**  
**For and on behalf of PKF Littlejohn LLP**  
**Registered Auditor**

15 Westferry Circus  
Canary Wharf  
London E14 4HD

16 April 2021

**EMPIRE METALS LIMITED**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**As at 31 December 2020**

	Note	Group	
		2020 £	2019 £
<b>Non-Current Assets</b>			
Property, plant and equipment	9	1,423	17,882
Investment in joint venture	24	-	-
Intangible assets	10	31,673	-
<b>Total Non-current assets</b>		<b>33,096</b>	17,882
<b>Current Assets</b>			
Trade and other receivables	11	294,366	167,971
Financial assets at fair value through profit or loss	12	427,314	-
Cash and cash equivalents	133	2,289,638	50,840
Assets classified as held for sale	24	425,562	-
<b>Total current assets</b>		<b>3,436,880</b>	218,811
<b>Total Assets</b>		<b>3,469,976</b>	236,693
<b>Current Liabilities</b>			
Trade and other payables	14	82,340	91,191
		<b>82,340</b>	91,191
<b>Total Liabilities</b>		<b>82,340</b>	91,191
<b>Net Assets</b>		<b>3,387,636</b>	145,502
<b>Equity attributable to owners of the Parent</b>			
Share capital	15	-	-
Share premium	15	43,065,981	39,265,637
Reverse acquisition reserve		(18,845,147)	(18,845,147)
Other reserves	16	152,793	138,014
Accumulated losses		(20,985,991)	(20,413,002)
<b>Total equity attributable to owners of the Parent</b>		<b>3,387,636</b>	145,502
<b>Non-controlling interest</b>		-	-
<b>Total Equity</b>		<b>3,387,636</b>	145,502

The Financial Statements were approved and authorised for issue by the Board of Directors on 16 April 2021 and were signed on its behalf by:

Gregory Kuenzel  
Finance Director

# EMPIRE METALS LTD

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Year ended 31 December 2020

	Note	Group	
		Year ended 31 December 2020	Year ended 31 December 2019
		£	£
<b>Continuing Operations</b>			
Revenue	6	1,204	111,457
Cost of sales		-	-
<b>Gross profit</b>		<b>1,204</b>	<b>111,457</b>
Administration expenses	7	(958,694)	(718,509)
Other gains / (losses)	18	3,721	29,367
Impairment of intangible assets	10	-	(97,907)
<b>Operating Loss</b>		<b>(953,769)</b>	<b>(675,592)</b>
<b>Loss before Taxation</b>		<b>(953,769)</b>	<b>(675,592)</b>
Income tax	8	(1,555)	-
<b>Loss for the year from continuing operations</b>		<b>(955,324)</b>	<b>(675,592)</b>
Profit from discontinued operations (attributable to equity holders of the Company)	24	382,335	-
<b>Loss for the year</b>		<b>(572,989)</b>	<b>(675,592)</b>
<b>Loss attributable to:</b>			
- owners of the Parent		(572,989)	(675,592)
		<b>(572,989)</b>	<b>(675,592)</b>
<b>Other Comprehensive Income:</b>			
<b>Items that may be subsequently reclassified to profit or loss</b>			
Exchange differences on translating foreign operations		661	(6,298)
<b>Total Comprehensive Income</b>		<b>(572,328)</b>	<b>(681,890)</b>
<b>Attributable to:</b>			
- owners of the Parent		(572,328)	(681,890)
<b>Total Comprehensive Income</b>		<b>(572,328)</b>	<b>(681,890)</b>
- Total comprehensive income attributable to discontinued operations		382,335	-
- Total comprehensive income attributable to continued operations		(954,663)	-
			-
<b>Earnings per share (pence) from continuing operations attributable to owners of the Parent – Basic &amp; Diluted</b>	21	<b>(0.456)</b>	<b>(0.535)</b>
<b>Earnings per share (pence) from discontinued operations attributable to owners of the Parent – Basic &amp; Diluted</b>	21	<b>0.183</b>	<b>-</b>

The Notes on pages 23 to 44 form part of these Financial Statements.

**EMPIRE METALS LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the year ended 31 December 2020**

	Attributable to Equity Shareholders					
	Share premium £	Reverse acquisition reserve £	Other reserves £	Retained losses £	Total £	Total equity £
<b>As at 1 January 2019</b>	<b>38,904,337</b>	<b>(18,845,147)</b>	<b>136,020</b>	<b>(19,737,410)</b>	<b>457,800</b>	<b>457,800</b>
Loss for the year	-	-	-	(675,592)	(675,592)	(675,592)
<b>Other comprehensive income</b>						
Exchange differences on translating foreign operations	-	-	(6,298)	-	(6,298)	(6,298)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>(6,298)</b>	<b>(675,592)</b>	<b>(681,890)</b>	<b>(681,890)</b>
<b>Transactions with owners</b>						
Issue of ordinary shares	380,000	-	-	-	380,000	380,000
Share issue charge	(18,700)	-	-	-	(18,700)	(18,700)
Share option charge	-	-	8,292	-	8,292	8,292
<b>Total transactions with owners</b>	<b>361,300</b>	<b>-</b>	<b>8,292</b>	<b>-</b>	<b>369,592</b>	<b>369,592</b>
<b>As at 31 December 2019</b>	<b>39,265,637</b>	<b>(18,845,147)</b>	<b>138,014</b>	<b>(20,413,002)</b>	<b>145,502</b>	<b>145,502</b>
<b>As at 1 January 2020</b>	<b>39,265,637</b>	<b>(18,845,147)</b>	<b>138,014</b>	<b>(20,413,002)</b>	<b>145,502</b>	<b>145,502</b>
Loss for the year	-	-	-	(572,989)	(572,989)	(572,989)
<b>Other comprehensive income</b>						
Exchange differences on translating foreign operations	-	-	661	-	661	661
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>661</b>	<b>(572,990)</b>	<b>(572,328)</b>	<b>(572,328)</b>
<b>Transactions with owners</b>						
Issue of ordinary shares	4,014,288	-	-	-	4,014,288	4,014,288
Share issue charge	(213,944)	-	-	-	(213,944)	(213,944)
Share option charge	-	-	14,118	-	14,118	14,118
<b>Total transactions with owners</b>	<b>3,800,344</b>	<b>-</b>	<b>14,118</b>	<b>-</b>	<b>3,814,462</b>	<b>3,814,462</b>
<b>As at 31 December 2020</b>	<b>43,065,981</b>	<b>(18,845,147)</b>	<b>152,793</b>	<b>(20,985,991)</b>	<b>3,387,636</b>	<b>3,387,636</b>

The Notes on pages 23 to 44 form part of these Financial Statements.

# EMPIRE METALS LIMITED

## CONSOLIDATED CASH FLOW STATEMENT For the year ended 31 December 2020

	Note	Group	
		2020 £	2019 £
<b>Cash flows from operating activities</b>			
Loss after taxation		(572,989)	(675,592)
Adjustments for:			
Finders fees satisfied by issue of shares		82,144	8,292
Finders fees satisfied by issue of warrants		14,118	-
Share of profit on joint venture		(382,335)	-
Income tax expense		1,555	-
Depreciation and amortisation		9,183	16,160
Impairment of assets		-	97,907
Loss/(gain) on sale of PP&E		(12,724)	-
Decrease/ (increase) in trade and other receivables		(7,158)	(26,866)
Increase in trade and other payables		(8,595)	(151,510)
Foreign exchange		-	(6,298)
<b>Net cash used in operating activities</b>		<b>(876,801)</b>	<b>(737,907)</b>
<b>Cash flows from investing activities</b>			
Loans granted to subsidiaries and joint venture partners		(44,164)	(97,907)
Purchase of financial asset		(345,170)	-
Additions to exploration and evaluation intangible asset		(31,673)	-
Sale of property, plant & equipment		20,000	-
<b>Net cash used in investing activities</b>		<b>(401,007)</b>	<b>(97,907)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		3,730,550	380,000
Cost of share issue		(213,944)	(18,700)
<b>Net cash generated from financing activities</b>		<b>3,516,606</b>	<b>361,300</b>
<b>Net decrease in cash and cash equivalents</b>		<b>2,238,798</b>	<b>(474,514)</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>50,840</b>	<b>525,354</b>
<b>Cash and cash equivalents at end of year</b>	13	<b>2,289,638</b>	<b>50,840</b>
<b>Non-cash investing and financing activities</b>			
Purchase of financial asset – share based payment <sup>1</sup>		164,288	-

<sup>1</sup> Comprises of 4,693,954 shares at 1.75p in respect of consideration payable and 4,693,954 shares at 1.75p in respect of finders' fees related to the Eclipse Option.

The Notes on pages 23 to 44 form part of these Financial Statements.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### ACCOUNTING POLICIES

#### 1. General Information

The principal activity of Empire Metals Limited (formerly Georgian Mining Corporation) (“the Company”) and its subsidiaries (together “the Group”) is to implement its mineral exploration strategy to advance projects towards defining a sufficient in-situ mineral resource to support a detailed feasibility study towards mine development and production.

The Company’s shares are traded on AIM, a market operated by the London Stock Exchange. The Company is incorporated in the British Virgin Islands and domiciled in the United Kingdom. The Company changed its name to Empire Metals Limited on 10 February 2020.

The address of its registered office is Craigmuir Chambers, PO Box 71, Road Town, Tortola, BVI.

#### 2. Summary of Significant Accounting Policies

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

##### 2.1 Basis of Preparation of Financial Statements

The Group Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union applicable to companies under IFRS. The Group Financial Statements have been prepared under the historical cost convention.

The Financial Statements are presented in UK Pounds Sterling rounded to the nearest pound.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s Accounting Policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements, are disclosed in Note 4.

##### 2.2 Changes in accounting policy and disclosures

*(a) New and amended standards mandatory for the first time for the financial periods beginning on or after 1 January 2020*

As of 1 January 2020, the Company adopted IAS 1 (amendments) definition of material, IAS 8 (amendments) definition of material, IFRS 3 (amendments) definition of material and Amendments to References to the Conceptual Framework in IFRS Standards. The adoption of these standards did not have a material impact on the financial statements.

Of the other IFRSs and IFRICs, none are expected to have a material effect on the Group financial statements.

*b) New standards, amendments and interpretations in issue but not yet effective or not yet endorsed and not early adopted*

Standards, amendments and interpretations that are not yet effective and have not been early adopted are as follows:

<b>Standard</b>	<b>Impact on initial application</b>	<b>Effective date</b>
IFRS 16 (Amendments)	Property, plant, and equipment	*1 January 2022
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-Current.	1 January 2022
IAS 37 (Amendments)	Provisions, contingent liabilities and contingent assets	*1 January 2022

\* Subject to endorsement

The Group is evaluating the impact of the new and amended standards above which are not expected to have a material impact on future Group financial statements.

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

#### 2.3 Basis of Consolidation

The Group Financial Statements consolidate the Financial Statements of Empire Metals Limited and the financial statements of all of its subsidiary undertakings made up to 31 December 2020.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Where an entity does not have returns, the Group's power over the investee is assessed as to whether control is held. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Below is a summary of subsidiaries of the Group:

Name of subsidiary	Place of business	Parent company	Registered capital	Share capital held	Principal activities
Kibe Investments No.2 Limited	British Virgin Islands	Empire Metals Ltd	Ordinary shares US\$12	100%	Dormant
Noricum Gold AT GmbH	Austria	Kibe Investments No.2 Limited	Ordinary shares €35,000	100%	Exploration
GMC Investments Limited	British Virgin Islands	Empire Metals Ltd	Ordinary shares US\$1	100%	Dormant
European Mining Services Limited	United Kingdom	Empire Metals Ltd	Ordinary shares £1	100%	Mining Services

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 2.4 Going Concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Chairman's Report from page 3. In addition, Note 3 to the Financial Statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; and details of its exposure to credit and liquidity risk.

The Financial Statements have been prepared on a going concern basis. Although the Group's assets are not generating steady revenue streams, an operating loss has been reported and an operating loss is expected in the 12 months to 31 December 2021, the Directors believe that the Group will have sufficient funds to meet its immediate working capital requirements and undertake its targeted operating activities over the next 12 months from the date of approval of these Financial Statements. As at the balance sheet date, the Group has cash and cash equivalents of £2,289,638 which is foreseen to adequately cover forecast working capital requirements.

The outbreak of COVID-19 cast some uncertainty over the Parent Company's ability to raise further funding, however, it successfully raised net proceeds of £3.6m in the year and going forwards the Directors are confident that similar levels of funding can be obtained as required.

The Directors have, in the light of all the above circumstances, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Group Financial Statements.

#### 2.5 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

Segment results, include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 2.6 Foreign Currencies

#### *(a) Functional and presentation currency*

Items included in the Financial Statements of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The functional currency of the Company is Sterling, the functional currency of the BVI subsidiaries is US Dollars and the functional currency of the Austrian subsidiary is Euros. The Financial Statements are presented in Pounds Sterling, rounded to the nearest pound.

#### *(b) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where such items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement.

#### *(c) Group companies*

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

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income presented are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income where material.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future, are taken to other comprehensive income. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

### 2.7 Intangible Assets

#### *Exploration and evaluation assets*

The Group recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral resources. Expenditure included in the initial measurement of exploration and evaluation assets and which are classified as intangible assets, relate to the acquisition of rights to explore, topographical, geological, geochemical and geophysical studies, exploratory drilling, trenching, sampling and activities to evaluate the technical feasibility and commercial viability of extracting a mineral resource. Capitalisation of pre-production expenditure ceases when the mining property is capable of commercial production.

Exploration and evaluation assets are recorded and held at cost.

Exploration and evaluation assets are assessed for impairment annually or when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The assessment is carried out by allocating exploration and evaluation assets to cash generating units, which are based on specific projects or geographical areas. IFRS 6 permits impairments of exploration and evaluation expenditure to be reversed should the conditions which led to the impairment improve. The Group continually monitors the position of the projects capitalised and impaired.

Whenever the exploration for and evaluation of mineral resources in cash generating units does not lead to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities of that unit, the associated expenditures are written off to the Income Statement.

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

#### 2.8 Property, Plant and Equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided on all property, plant and equipment to write off the cost less estimated residual value of each asset over its expected useful economic life on a straight-line basis at the following annual rates:

Computer equipment – 20 to 50% straight line

Field equipment - 20 to 50% straight line

Vehicles – 20% straight line

All assets are subject to annual impairment reviews. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replacement part is derecognised. All other repairs and maintenance are charged to the Income Statement during the financial period in which they are incurred.

The asset's residual value and useful economic lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within 'Other net gains / (losses)' in the income statement.

#### 2.9 Impairment of non-financial assets

Assets that have an indefinite useful life, for example, intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

Non-financial assets that suffered impairment (except goodwill) are reviewed for possible reversal of the impairment at each reporting date.

#### 2.10 Assets classified as held for sale

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

#### 2.11 Financial Assets

##### *(a) Classification*

The Group classifies its financial assets in the following categories: at amortised cost including trade receivables and other financial assets at amortised cost, at fair value through other comprehensive income and at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

##### *(b) Recognition and measurement*

###### *Amortised cost*

Trade and other receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, in which case they are recognised at fair value. The group holds the trade and other receivables with the objective of collecting the contractual cash flows, and so it measures them subsequently at amortised cost using the effective interest method.

The group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principle and interest.

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

#### *(c) Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables (not subject to provisional pricing) and other receivables due in less than 12 months, the Group applies the simplified approach in calculating ECLs, as permitted by IFRS 9. Therefore, the Group does not track changes in credit risk, but instead, recognises a loss allowance based on the financial asset's lifetime ECL at each reporting date.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows and usually occurs when past due for more than one year and not subject to enforcement activity.

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.

#### *(d) Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. This is the same treatment for a financial asset measured at FVTPL.

## **2.12 Financial Liabilities**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables.

#### *Subsequent measurement*

The measurement of financial liabilities depends on their classification, as described below:

#### *Trade and other payables*

After initial recognition, trade and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the liabilities are derecognised, as well as through the EIR amortisation process.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss and other comprehensive income.

#### *Derecognition*

A financial liability is derecognised when the associated obligation is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss and other comprehensive income.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

### *Fair value*

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy. The fair value hierarchy prioritises the inputs to valuation techniques used to measure fair value. The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments and other assets and liabilities for which the fair value was used:

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

### **2.13 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand.

### **2.14 Taxation**

Tax for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in equity. In this case the tax is also recognised directly in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted, or substantially enacted, by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the group the ability to control the reversal of the temporary difference not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

There has been no tax credit or expense for the period relating to current or deferred tax.

### **2.15 Share Capital, share premium and other reserves**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity, as a deduction, net of tax, from the proceeds provided there is sufficient premium available. Should sufficient premium not be available placing costs are recognised in the Income Statement.

Other reserves consist of the share option reserve and the foreign exchange translation reserve.

## **EMPIRE METALS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the year ended 31 December 2020**

#### **2.16 Reverse acquisition reserve**

The reverse acquisition reserve arose on the acquisition of Kibe Investments No. 2 Limited in 2010. There has been no movement in the reserve since that date.

#### **2.17 Share Based Payments**

The Group operates a number of equity-settled share-based schemes, under which the entity receives services from employees or third-party suppliers as consideration for equity instruments (shares, options and warrants) of the Group. The Group may also issue warrants to share subscribers as part of a share placing. The fair value of the equity-settled share based payments is recognised as an expense in the income statement or charged to equity depending on the nature of the service provided or instrument issued. The total amount to be expensed or charged in the case of options is determined by reference to the fair value of the options or warrants granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability or sales growth targets, or remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

In the case of shares and warrants the amount charged to the share premium account is determined by reference to the fair value of the services received if available. If the fair value of the services received is not determinable the shares are valued by reference to the market price and the warrants are valued by reference to the fair value of the warrants granted as described previously.

Non-market vesting conditions are included in assumptions about the number of options or warrants that are expected to vest. The total expense or charge is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement or equity as appropriate, with a corresponding adjustment to another reserve in equity.

When the warrants or options are exercised, the Company issues new shares. The proceeds received, net of any directly attributable transaction costs, are credited to share capital (nominal value) and share premium when the warrants or options are exercised.

#### **2.18 Operating Leases**

Leases of assets under which the short-term exemption under IFRS 16 has been taken and which a significant amount of the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Operating lease payments are charged to the income statement on a straight-line basis over the period of the respective leases.

#### **2.19 Revenue Recognition**

Revenue is recognised in respect of amounts recharged to project strategic partners in accordance with their contractual terms. Revenue is also generated from management and consulting services to third parties.

The Group derives revenue from the transfer of services overtime and at a point in time in the service lines detailed below. Revenues from external customers come from consulting services.

The Group provides management services to subsidiary undertakings and joint venture entities for a fixed monthly fee. Revenue from providing services is recognised in the accounting period in which the services are rendered. Efforts to satisfy the performance obligation are expended evenly throughout the performance period and so the performance obligation is considered to be satisfied evenly over time.

#### **2.20 Finance Income**

Finance income consists of bank interest on cash and cash equivalents which is recognised using the effective interest rate method.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 3. Financial Risk Management

#### 3.1 Financial Risk Factors

The Group's activities expose it to a variety of financial risks being market risk (including, interest rate risk, currency risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### **Market Risk**

##### *(a) Foreign currency risks*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the USD and Euros against the UK pound. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group negotiates all material contracts for activities in relation to its subsidiary in USD and Euros. The Directors will continue to assess the effect of movements in exchange rates on the Group's financial operations and initiate suitable risk management measures where necessary.

##### *(b) Price risk*

The Group is not exposed to commodity price risk as a result of its operations, which are still in the exploration phase. Other than insignificant consulting revenue, the only revenue relates to revenue charged to the joint venture JSC Georgian Copper & Gold. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

The Group has no exposure to equity securities price risk, as it has no listed equity investments.

##### *(c) Interest rate risk*

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

#### **Credit Risk**

Credit risk arises from cash and cash equivalents as well as outstanding receivables. Management does not expect any losses from non-performance of these receivables.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board. No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by these counterparties.

The Group considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

#### **Liquidity Risk**

In keeping with similar sized mineral exploration groups, the Group's continued future operations depend on the ability to raise sufficient working capital through the issue of equity share capital. The Directors are confident that adequate funding will be forthcoming with which to finance operations. Controls over expenditure are carefully managed. Throughout 2020, the Company raised net proceeds of £3.6m which will fund the Group for the next 12 months. See note 2.4 for further details on going concern and liquidity.

#### 3.2 Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and to enable the Group to continue its exploration and evaluation activities. The Group has no debt at 31 December 2020 and defines capital based on the total equity of the Company being £3.4m. The Group monitors its level of cash resources available against future planned exploration and evaluation activities and may issue new shares in order to raise further funds from time to time.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 4. Critical Accounting Estimates and Judgements

The preparation of the Group Financial Statements in conformity with IFRSs requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce these Financial Statements.

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

Significant items subject to such estimates and assumptions include, but are not limited to:

#### *Fair Value Financial Instruments through Profit and Loss*

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. This is the first year the group has recognised Financial assets at FVTPL so there are no fair value movements at the year-end as the fair value of the asset is based on the carrying value of payments made in the year.

#### *Impairment of exploration and evaluation costs*

Exploration and evaluation costs have a carrying value at 31 December 2020 of £31,673 (2019: £nil): refer to Note 10 for more information. The Group has a right to renew exploration permits and the asset is only depreciated once extraction of the resource commences. Management tests annually whether exploration projects have future economic value in accordance with the accounting policy stated in Note 2.7. Each exploration project is subject to an annual review by either a consultant or senior company geologist to determine if the exploration results returned during the year warrant further exploration expenditure and have the potential to result in an economic discovery. This review takes into consideration the expected costs of extraction, long term metal prices, anticipated resource volumes and supply and demand outlook. In the event that a project does not represent an economic exploration target and results indicate there is no additional upside, a decision will be made to discontinue exploration.

In 2018, the Directors reviewed the estimated value of each project prepared by management and have concluded that the project in Georgia be impaired to £Nil. The Georgian exploration asset was impaired in full due to the ongoing exploration licence negotiations. On 28 January 2020 the Company announced that it had received confirmation of tenure from the National Agency of Mines ('NAM') for two key deposits in the Bolnisi Project licence area, namely Kvemo Bolnisi East and Dambludi. However, alongside this tenure confirmation, correspondence from NAM confirmed its intention to return the remainder of the Bolnisi Project licence area, including three further deposits identified by the Company, being Kvemo Bolnisi West, Tsitel Sopeli and Balichi, to the State. An appeal process is currently underway with the Minister of Economy and Sustainable Development in Georgia with the objective of GCG securing its rights to the remainder of the licence area. See Note 9 for further update in this regard.

#### *Share based payment transactions*

The Group has made awards of options and warrants over its unissued share capital to certain Directors and employees as part of their remuneration package. Certain warrants have also been issued to shareholders as part of their subscription for shares and to suppliers for various services received.

The valuation of these options and warrants involves making a number of critical estimates relating to price volatility, future dividend yields, expected life of the options and forfeiture rates. These assumptions have been described in more detail in Note 17.

#### *Control of Georgian Copper and Gold*

Judgement is required to determine whether the Group has control over its subsidiaries. Georgian Copper and Gold is 50% owned but management are of the opinion that they no longer have control of the entity. On 18 March 2018, the Company entered into a Deed of Variation with its joint venture partner in Georgian Copper & Gold ("GCG") in relation to the ongoing operations of the operating company, future work programmes and budgets. As a result, both shareholders now have equal representation on the board of GCG and therefore, from that date, the subsidiary was derecognised and the ongoing 50% ownership accounted for as a joint venture in accordance with IFRS 11.

#### *Carrying value of investment in and receivables from joint ventures*

As above, during 2018, the Group lost control of GCG and accounted for the joint arrangement relationship as an investment in joint venture. On initial recognition on 18 March 2018, the carrying value of the investment in joint venture was £3,994,585. The equity accounting for the joint venture meant that the share of loss of the joint venture was in excess of the carrying value and as such the amount was written down to £nil. As mentioned above, in January 2020, GCG received confirmation over

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

their holdings in two license areas (note 24) and as such the impairment previously recognised in respect of these areas has been reversed.

As at 31 December 2020 £43,227 (2019: £109,188) is due from GCG for services rendered in the year. Despite the ongoing license issues at the year end, this amount is considered fully recoverable. As disclosed in the Chairman's statement, a sale of the Group's interest in GCG is being negotiated and the Directors are confident a resolution will be achieved.

The assets relating to GCG have been transferred to assets held for sale at the year end.

#### *Carrying value of held for sale assets*

At the year end, the Directors have made a committed plan to sell the Group's holding in GCG and the Directors have a reasonable expectation that the asset will be sold within 12 months of the year end. In accordance with IFRS 5, the assets must be held at the lower of carrying value and the fair value less costs to sell. Based on offers received from two parties, the Directors believe that the fair value of the assets, less costs to sell, is in excess of the carrying value.

### 5. Segmental Information

As at 31 December 2020, the Group operates in three geographical areas, the UK, Austria and Georgia. The Parent Company operates in one geographical area, the UK. Activities in the UK are mainly administrative in nature whilst activities in Austria relate to exploration and evaluation work. The reports used by the chief operating decision maker are based on these geographical segments.

The Group generated revenue of £1,204 during the year ended 31 December 2020 (2019: £111,457).

2020	Austria £	UK £	Total £
Revenue	-	1,204	1,204
Administrative expenses	(41,781)	(916,913)	(958,694)
Other gains/(losses)	164	3,557	3,721
Loss from operations per reportable segment	(41,617)	(912,152)	(953,769)
Additions to non-current assets			
Reportable segment assets	41,155	3,428,821	3,469,976
Reportable segment liabilities	6,867	75,473	82,340

Segment assets and liabilities are allocated based on geographical location.

2019	Austria £	UK £	Total £
Revenue	-	111,457	111,457
Administrative expenses	(9,027)	(709,482)	(718,509)
Other gains/(losses)	-	(68,540)	(68,540)
Loss from operations per reportable segment	(9,027)	(666,595)	(675,592)
Additions to non-current assets	-	-	-
Reportable segment assets	4,731	231,962	236,693
Reportable segment liabilities	3,808	87,383	91,191

Costs of £425,562 have been incurred in relation to spend in Australia. This will represent its own segment in future years as the acquisition of Eclipse Exploration Pty Ltd has been completed post year end.

### 6. Revenue

	2020 £	2019 £
Operational services	1,204	111,457
	<b>1,204</b>	<b>111,457</b>

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

Operational services are recharged by European Mining Services which include salaries, sample preparation and assay costs and consulting fees. All operational services were invoiced to Georgian Copper and Gold JSC and are denominated in GBP and considered fully recoverable at year end.

#### 7. Expenses by Nature

	2020	2019
	£	£
Directors' fees (note 19)	<b>249,824</b>	63,030
Fees payable to the Company's auditors for the audit of the Parent Company and group financial statements	<b>30,180</b>	30,000
Professional, legal and consulting fees	<b>283,815</b>	134,982
Accounting related services	<b>16,425</b>	14,537
Insurance	<b>23,797</b>	37,327
Office and administrative expenses	<b>39,542</b>	82,969
Depreciation	<b>9,183</b>	16,160
Travel and subsistence	<b>8,156</b>	41,302
AIM related costs including investor relations	<b>154,083</b>	101,843
Share option expense	<b>14,118</b>	8,292
Operations related costs	<b>129,571</b>	178,018
Other expenses	-	10,049
<b>Total administrative expenses</b>	<b>958,694</b>	718,509

All employee costs incurred in the year and are included in 'Operations related costs'.

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

#### 8. Taxation

The tax on the Group's loss differs from the theoretical amount that would arise using the weighted average tax rate applicable to the losses of the consolidated entities as follows:

	Group	
	2020	2019
	£	£
Loss before tax	(571,434)	(675,592)
Tax at the weighted average rate of 19% (2019: 19.08%)	(108,868)	(128,905)
Expenditure not deductible for tax purposes	(2,360)	19,636
Net tax effect of losses carried forward on which no deferred tax asset is recognised	109,673	109,269
Income tax for the year	1,555	-

No charge to taxation arises due to the losses incurred.

The weighted average applicable tax rate of 19.08% (2019: 19.08%) used is a combination of the 19% standard rate of corporation tax in the UK, 25% Austrian corporation tax and 0% BVI corporation tax.

The Group has accumulated tax losses of approximately £6,547,000 (2019: £5,940,000) available to carry forward against future taxable profits. A deferred tax asset has not been recognised because of uncertainty over future taxable profits against which the losses may be utilised.

#### 9. Property, Plant and Equipment

	Motor Vehicles £	Field equipment £	Computer equipment £	Total £
<b>Cost</b>				
<b>As at 31 December 2019</b>	-	66,253	25,545	91,798
As at 1 January 2020	-	66,253	25,545	91,798
Additions	-	-	-	-
Disposals	-	(56,024)	-	(56,024)
Exchange differences	-	-	-	-
<b>As at 31 December 2020</b>	-	10,229	25,545	35,774
<b>Depreciation</b>				
<b>As at 31 December 2019</b>	-	50,784	23,132	73,916
Charge for the year	-	7,638	1,545	9,183
Disposals	-	(48,748)	-	(48,748)
<b>As at 31 December 2020</b>	-	9,674	24,677	34,351
<b>Net book value as at 31 December 2019</b>	-	15,469	2,413	17,882
<b>Net book value as at 31 December 2020</b>	-	555	868	1,423

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 10. Intangible Assets

	2020	2019
	£	£
<b>Exploration &amp; Evaluation Assets at Cost and Net Book Value</b>		
Balance as at 1 January	-	-
Additions	<b>31,673</b>	-
Impairment	-	-
Foreign currency differences	-	-
As at 31 December	<b>31,673</b>	-

The Exploration & Evaluation additions in the current year relate to work performed at the Company's Rotguelden licence area in Austria. A work programme was undertaken at the Altenburg target to determine whether further investigation was warranted. The Company is currently assessing the results and its options related to these gold and copper projects. The Austrian licences were renewed in December 2020 for an additional 5 years.

In accordance with IFRS 6, the Directors undertook an assessment of the following areas and circumstances which could indicate the existence of impairment:

- The Group's right to explore in an area has expired or will expire in the near future without renewal.
- No further exploration or evaluation is planned or budgeted for.
- A decision has been taken by the Board to discontinue exploration and evaluation in an area due to the absence of a commercial level of reserves.
- Sufficient data exists to indicate that the book value may not be fully recovered from future development and production.

The Directors do not consider the asset to be impaired.

### 11. Trade and Other Receivables

	2020	2019
	£	£
Trade receivables	<b>108,284</b>	109,188
VAT receivable	<b>34,519</b>	25,465
Prepayments	<b>16,762</b>	21,314
Other receivables	<b>134,801</b>	12,004
	<b>294,366</b>	167,971

Trade and other receivables are all due within one year. The fair value of all receivables is the same as their carrying values stated above. These assets, excluding prepayments, are the only form of financial asset within the Group, together with cash and cash equivalents.

Included within other receivables is £119,450 owed in relation to shares subscribed for and issued in the year. These funds were all received by 21 January 2021.

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2020	2019
	£	£
UK Pounds	<b>290,103</b>	167,756
Euros	<b>4,263</b>	215
	<b>294,366</b>	167,971

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security. All trade and other receivables are considered fully recoverable and performing.

#### 12. Financial Assets At Fair Value Through Profit or Loss

	2020 £	2019 £
Option to acquire investment	<b>427,314</b>	-

On 12 August 2020, the Company entered into an Option Agreement to acquire a 75% interest in the Eclipse Gold Project. The Company paid AUD\$100,000 (£55,000) in cash and AUD\$150,000 (£82,144) settled via the issue of 4,693,954 new ordinary shares of no-par value at a price of 1.75p and the issue of 4,693,954 warrants exercisable at 3p for two years. As part of the terms of the arrangement, the Company agreed to spend AUD\$300,000 on exploration at Eclipse within the 6 month option period. Approximately AUD\$615,000 was spent in the period including the cost of the Option.

During December 2020, the Company signed an agreement to exercise the option to acquire a 75% interest in the Eclipse project, pending certain regulatory approvals.

On 22 February 2021, the Company announced that it had successfully completed the Eclipse acquisition and now owns 75% of the project and license.

#### 13. Cash and Cash Equivalents

	2020 £	2019 £
Cash at bank and in hand	<b>2,289,638</b>	50,840

All of the Group's cash at bank is held with institutions with an AA credit rating.

#### 14. Trade and Other Payables

	2020 £	2019 £
Trade payables	<b>44,307</b>	55,889
Other payables	<b>2,091</b>	2,277
Accrued expenses	<b>35,942</b>	33,025
	<b>82,340</b>	91,191

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

#### 15. Share Capital and Share Premium

On 15 December 2010 the shareholders approved the removal of the Company's authorised share capital and so there is no limit on the number of shares the Company is authorised to issue. On that date the shareholders also approved the removal of the nominal value of the shares, as permitted under local company legislation. As such all amounts raised are considered to be share premium.

##### Issued share capital

Group	Number of shares	Share premium £	Total £
<b>At 1 January 2019</b>	<b>114,756,991</b>	<b>38,904,337</b>	<b>38,904,337</b>
Issue of Ordinary Shares – 23 May 2019 <sup>1</sup>	19,000,000	361,300	361,300
<b>At 31 December 2019</b>	<b>133,756,991</b>	<b>39,265,637</b>	<b>39,265,637</b>
Issue of Ordinary Shares – 28 February 2020 <sup>2</sup>	60,000,000	570,700	570,700
Issue of Ordinary Shares – 12 August 2020	9,387,908	164,288	164,288
Issue of Ordinary Shares – 10 September 2020 <sup>3</sup>	50,000,000	1,179,131	1,179,131
Issue of Ordinary Shares – 24 November 2020 <sup>4</sup>	61,538,462	1,886,225	1,886,225
<b>At 31 December 2020</b>	<b>314,683,361</b>	<b>43,065,981</b>	<b>43,065,981</b>

(1) Net of issue costs of £18,700

(2) Net of issues costs of £29,300

(3) Net of issue costs of £70,869

(4) Net of issue costs of £113,775

On 28 February 2020, the Company issued and allotted 60,000,000 new Ordinary Shares at a price of 1 pence per share for gross proceeds of £600,000.

On 12 August 2020, the Company issued and allotted 4,693,954 new Ordinary Shares at a price of 1.75 pence per share as consideration for the purchase of the 75% Eclipse option. The Company issued and allotted a further 4,693,954 new Ordinary shares at the same price as payment of a finder's fee in respect of the Eclipse transaction.

On 10 September 2020, the Company issued and allotted 50,000,000 new Ordinary Shares at a price of 2.5 pence per share for gross proceeds of £1,250,000.

On 24 November 2020, the Company issued and allotted 61,538,462 new Ordinary Shares at a price of 3.25 pence per share for gross proceeds of £2,000,000.

#### 16. Other reserves

	2020 £	2019 £
Foreign currency translation reserve	<b>(231,021)</b>	(231,682)
Share option Reserve	<b>383,814</b>	369,696
	<b>152,793</b>	138,014

Foreign currency translation reserve – the foreign currency translation reserve represents the effect of changes in exchange rates arising from translating the financial statements of subsidiary undertakings into the Company's presentation currency.

Share option reserve – the share option reserve represents the fair value of share options and warrants in issue. The amounts included are recycled to share premium on exercise or recycled to retained earnings on expiry. Note 16 outlines the share based payments made in the year.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 17. Share Based Payments

Warrants and options outstanding at 31 December 2020 have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price in £ per share	Shares	
			2020	2019
20 July 2016	20 July 2021	0.1400	<b>5,000,000</b>	5,000,000
30 January 2017	3 March 2022	0.1200	<b>1,900,000</b>	1,900,000
22 June 2017	21 July 2022	0.1825	<b>3,300,000</b>	3,300,000
30 July 2018	26 July 2023	0.1400	<b>1,000,000</b>	1,000,000
30 July 2018	26 July 2023	0.2000	<b>1,000,000</b>	1,000,000
1 July 2019	30 June 2024	0.0130	<b>3,376,553</b>	3,376,553
12 August 2020	12 August 2022	0.0300	<b>9,387,908</b>	-
			<b>24,964,461</b>	15,576,553

	2017 Warrants	2017 Warrants	2016 Warrants
Granted on:	30/01/2017	22/06/2017	20/07/2016
Life (years)	5.2 years	5 years	5 years
Share price on grant date	8.8p	17.7p	16p
Risk free rate	0.57%	0.57%	0.5%
Expected volatility	27.06%	34.43%	23.29%
Expected dividend yield	-	-	-
Exercise price	12p	18.25p	14p
Marketability discount	20%	20%	20%
Total fair value (£)	20,225	140,043	188,690

	2018 Warrants	2018 Warrants	2019 Warrants
Granted on:	30/07/2018	30/07/2018	1/7/2019
Life (years)	5 years	5 years	5 years
Share price on grant date	9.35p	9.35p	1.05p
Risk free rate	0.75%	0.75%	0.42%
Expected volatility	27.06%	27.06%	40.97%
Expected dividend yield	-	-	-
Exercise price	20p	14p	1.3p
Marketability discount	20%	20%	20%
Total fair value (£)	3,575	8,871	8,292

	2020 Warrants
Granted on:	12/08/2020
Life (years)	2 years
Share price on grant date	2.25p
Risk free rate	1.75%
Expected volatility	36.72%
Expected dividend yield	-
Exercise price	3p
Marketability discount	20%
Total fair value (£)	14,118

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

The risk free rate of return is based on zero yield government bonds for a term consistent with the warrant and option life.

The movement of options and warrants for the year to 31 December 2020 is shown below:

	2020		2019	
	Number	Weighted average exercise price (£)	Number	Weighted average exercise price (£)
As at 1 January	15,576,533	0.12	12,200,000	0.15
Granted	9,387,908	0.03	3,376,553	0.013
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding as at 31 December	24,964,461	0.09	15,576,553	0.12
Exercisable at 31 December	24,964,461	0.09	15,576,533	0.12

Range of exercise prices (£)	2020				2019			
	Weighted average exercise price (£)	Number of shares	Weighted average remaining life expected (years)	Weighted average remaining life contracted (years)	Weighted average exercise price (£)	Number of shares	Weighted average remaining life expected (years)	Weighted average remaining life contracted (years)
0.013-0.2	0.09	24,964,461	1.741	1.741	0.12	15,576,533	2.7384	2.7384

The total fair value charged to the statement of comprehensive income for the year ended 31 December 2020 and included in administrative expenses was £14,118 (2019: £8,292).

#### 18. Other (losses)/gains - Net

	Group	
	2020 £	2019 £
Net foreign exchange gains / (losses)	(9,006)	(14,849)
Profit on sale of property, plant and equipment	12,724	-
Written off directors fees (note 19)	-	47,313
Other gains/losses	3	(3,097)
	3,721	29,367

#### 19. Employees

Staff costs (excluding Directors)	Group	
	2020 £	2019 £
Salaries and wages	4,841	77,489
Social security costs	-	6,769
Pensions	-	795
	12,772	85,053

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

The average monthly number of employees during the year was 1 (2019: 3). All employee costs were incurred in European Mining Services. Employee costs incurred in European Mining Services are included in Operation Related Costs in Note 7.

#### 20. Directors' Remuneration

For the year ended 31 December 2020				
	Short term benefits	Post-Employment benefits	Share based payment	Total
	£	£	£	£
<b>Executive Directors</b>				
Michael Struthers	99,824	-	-	99,824
Gregory Kuenzel	40,000	1,200	-	41,200
<b>Non-executive Directors</b>				
Neil O'Brien	35,000	-	-	35,000
Peter Damouni	35,000	444	-	35,444
David Ajemian	40,000	1,044	-	41,044
Laurence Mutch	-	-	-	-
	249,824	2,688	-	252,512

For the year ended 31 December 2019				
	Short term benefits	Post-Employment benefits	Share based payment	Total
	£	£	£	£
<b>Executive Directors</b>				
Michael Struthers	63,030	-	-	63,030
Gregory Kuenzel	-	-	-	-
<b>Non-executive Directors</b>				
Neil O'Brien	-	-	-	-
Peter Damouni	-	-	-	-
Laurence Mutch	-	-	-	-
	63,030	-	-	63,030

For the year ended 31 December 2019, the Board agreed accrued fees were to be written off in full and not payable by the Company. The reversal of this accrual was included in other gains and losses as per Note 18.

# EMPIRE METALS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

### 21. Earnings per Share

#### Continuing operations

The calculation of the total basic loss per share of 0.456 pence (2019: loss 0.535 pence) is based on the loss attributable to equity owners of the group of £955,324 (2019: £675,592) and on the weighted average number of ordinary shares of 209,429,917 (2019: 126,365,211) in issue during the period.

In accordance with IAS 33, basic and diluted earnings per share are identical as the effect of the exercise of share options or warrants would be to decrease the loss per share.

#### Discontinued operations

The calculation of the total basic and diluted earnings per share of 0.183 pence (2019: nil) is based on the profit attributable to equity owners of the group of £382,335 (2019: £nil) and on the weighted average number of ordinary shares of 209,429,917 (2019: 126,365,211) in issue during the period

### 22. Commitments

#### *(a) Work programme commitment*

As a result of the continued delay in the renewal of the exploration permit, no work programme has been agreed by the Joint Venture partners as at 31 December 2020. The Company is committed to funding 50% of the ongoing administrative expenditure of Georgia Copper and Gold which currently totals approximately \$7,000 per month.

The Eclipse Mining Licence has an annual minimum expenditure commitment of AUD\$30,000.

#### *(b) Royalty agreements*

As part of the contractual arrangement with Kibe No.1 Investments Limited the Group has agreed to pay a royalty on revenue from gold sales arising from gold mines developed by Noricum Gold AT GmbH and covered by licenses acquired by Kibe No.1 Investments Limited. Under the terms of the Royalty Agreement between Kibe No.1 Investments Limited and Noricum Gold AT GmbH, the Group shall pay royalties, based on total ounces of gold sold, equal to US\$1 for every US\$250 of the sale price per ounce.

### 23. Investment in Joint Venture

On 15 March 2018, the Company entered into a Deed of Variation with its joint venture partner in Georgian Copper & Gold in relation to the ongoing operations of the operating company, future work programmes and budgets. As a result, both shareholders now have equal representation on the board of GCG and therefore, from that date, the subsidiary was derecognised and the ongoing 50% ownership accounted for as a joint venture.

The carrying value of the investment in the joint venture is determined as follows:

	As at 31 December 2020	As at 31 December 2019
	£	£
Opening balance	-	-
Amounts loaned to entity	43,227	-
Share of profit in joint venture	382,335	-
Transferred to assets classified as held for sale	(425,562)	-
	-	-

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

On 28 January 2020 the Group announced that it had received confirmation of tenure from the National Agency of Mines ('NAM') for two key deposits in the Bolnisi Project licence area, namely Kvemo Bolnisi East and Dambludi. As a result, the exploration and evaluation expenditure related to these license areas, which was previously impaired, has been reinstated. As such the carrying value of the investment in GCG has also been uplifted by the Company's share of profit for the period.

The joint venture generated a profit after tax of £2,037,321 for the period. The share of profit of the joint venture for the period recognised was £1,018,661. As per IAS 28, the share of profit can only be recognised in excess of the Company's share of historic losses not recognised. As a result, the share of profit recognised has been reduced by the Company's share of the joint venture losses which it has not previously recognised, being £636,326. There are no further unrecognised losses.

The joint venture listed below has share capital consisting solely of ordinary shares, which are held by the Group and their joint venture partner Caucasian Mining Group.

<b>Name of entity</b>	<b>Address of the registered office</b>	<b>% of ownership interest</b>	<b>Nature of relationship</b>	<b>Measurement method</b>
Georgian Copper & Gold JSC	6 Saakadze Descent, 2 <sup>nd</sup> Fl. Tbilisi 0171, Georgia	50	As above	Equity

As at the year end, the Directors have made a formal plan to sell their interest in the joint venture and have signed a binding sale and purchase agreement with a third party. The sale is subject to a right-of-first-refusal in favour of the joint venture partners. As such, the investment has been transferred to assets classified as held for sale. See note 25 for details.

## EMPIRE METALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2020

#### 24. Assets held for sale

On 26<sup>th</sup> October 2020, the Directors announced that they have made a formal plan to sell the Group's 50% interest in Georgian Copper & Gold JSC and have signed a binding sale and purchase agreement with a third party. The sale is subject to a right-of-first-refusal in favour of the joint venture partners.

As such, the investment has been transferred to assets classified as held for sale and the associated assets have consequently been presented as held for sale.

The financial performance and cash flow information presented is for the year ended 31 December 2020.

	2020	2019
	£	£
Share of profit from joint venture	382,335	-
<b>Profit from discontinued operations</b>	<b>382,335</b>	<b>-</b>
Net cash flows from operating activities	-	-
Net cash flows from financing activities	(44,164)	-
Net cash flows from investment activities	-	-
<b>Net decrease in cash generated from disposal group</b>	<b>(44,164)</b>	<b>-</b>

The following assets were reclassified as held for sale in relation to the discontinued operation as at 31 December 2020:

	As at 31 December 2020	As at 31 December 2019
	£	£
Loan receivable	43,227	-
Investment in joint venture	382,335	-
<b>Total assets of disposal group held for sale</b>	<b>425,562</b>	<b>-</b>

#### 25. Financial instruments

##### *Financial instruments measured at fair value*

The fair value hierarchy of financial instruments measured at fair value is provided below. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1),
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2),
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

Cost may be an appropriate estimation of fair value at the measurement date only in limited circumstances, such as for a pre-revenue entity when there is no catalyst for change in fair value, or the transaction date is relatively close to the measurement date. The financial asset relates to costs incurred with the acquisition of an option to invest in a 75% holding of Eclipse Exploration PTY. Further detail can be found in note 11.

##### Group & Company

31 December 2020

	Level 1	Level 2	Level 3	Total £'000
Financial assets (fair value through the profit or loss)	-	-	427,314	427,314
	<u>-</u>	<u>-</u>	<u>427,314</u>	<u>427,314</u>

There were no Assets held at Fair value as at 31 December 2019

## **EMPIRE METALS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2020**

#### **26. Related Party Transactions**

##### **Services provided by European Mining Services Limited to JSC Georgian Copper & Gold**

During the year European Mining Services Limited provided geological, technical and other professional services with a total value of £1,204 (2019: £111,457) to JSC Georgian Copper and Gold, the joint venture entity.

##### **Loans provided by Parent Company**

As at 31 December 2020 there were amounts receivable of £7,454 (2019: £6,016) from Kibe No.2 Investments Limited. No interest was charged on the loans.

As at 31 December 2020 there were amounts receivable of £694,186 (2019: £694,186) from European Mining Services Limited.

As at 31 December 2020 there were amounts receivable of £74,126 (2019: £Nil) from Noricum AT GmbH.

All intra-group transactions are eliminated on consolidation.

##### **Other Transactions**

Heytesbury Corporate LLP, an entity in which Gregory Kuenzel is a partner, was paid a fee of £46,800 (2019: £32,500) for accounting services to the Group. At the year-end there was an outstanding balance of £7,208 (2019: £6,155).

Michael Struthers received £99,824 (2019: £63,030) through his service company, MS Mining Consulting LDA, as disclosed in Note 19.

#### **27. Ultimate Controlling Party**

The Directors believe there to be no ultimate controlling party.

#### **28. Events after the Reporting Date**

On 22 February 2021, the Company announced that it had successfully completed the exercise of the Eclipse option and owns 100% of the equity in Eclipse Exploration Pty, the company that holds a 75% interest in the Eclipse Gold Project, located 55km north-east of Kalgoorlie, Western Australia.