



Annual Report and Accounts
– 2022

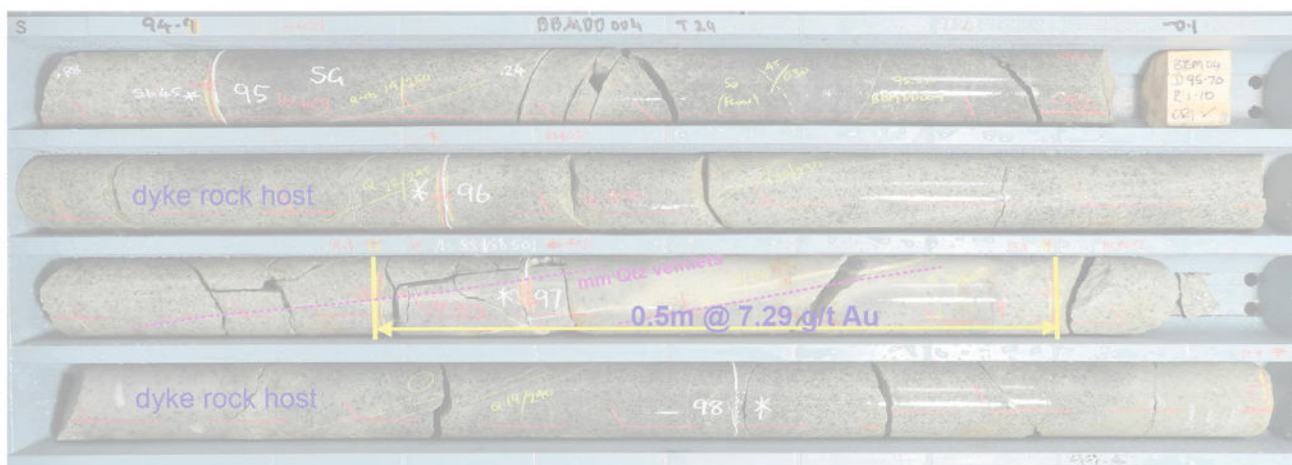
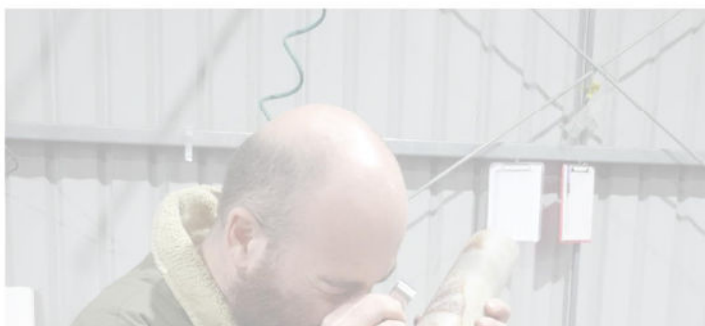


fig 1. Best gold intercept in BBMDD004 (0.5m @ 7.29 g/t Au)
from 96.9m to 97.4m.

Note association with mm sized Qtz veinlets (dashed line)
and alteration/bleaching of drill core.



The Directors of ECR Minerals plc (the “Directors” or the “Board”) present their report and audited financial statements for the year ended 30 September 2022 for ECR Minerals plc (“ECR”, the “Company” or the “Parent Company”) and on a consolidated basis (the “Group”)

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The Directors of ECR Minerals plc (the “Directors” or the “Board”) present their report and audited financial statements for the year ended 30 September 2022 for ECR Minerals plc (“ECR”, the “Company” or the “Parent Company”) and on a consolidated basis (the “Group”)

Chairman’s Statement

Although the year to September 2022 has been a year of significant operational progress, it was overshadowed for the most part by the untimely and tragic death of long serving CEO Craig Brown. Craig was a close personal friend and confidant of mine, and his death in October 2021 was a profound shock to us all. A year on and his family are still with us as enthusiastic supporters and shareholders, keen to see his legacy fulfilled.

As a result of Craig’s death, an interim management committee was set up to oversee the continued smooth running of the Company, including the ongoing drill campaigns underway in Victoria. This was not without its challenges, but thanks to an experienced operational team on the ground in Victoria, our now Technical Director Adam Jones oversaw the continued smooth running and restart of diamond drilling activities at Bailieston.

The search for a CEO to replace Craig started at the end of 2021, and by April 2022, Andrew Haythorpe’s experience as a board member with numerous listed mining companies put him in pole position as our clear favoured candidate. Since his arrival, Andrew has adopted a structured and methodical approach in assessing our existing assets and as we have seen post year end, he is now bringing his own ideas and projects into the fold. The most significant manifestation of this was the announcement post year end that ECR had been granted a conditional option to acquire the entire issued share capital of Placer Gold Pty Ltd, the beneficial holder of three granted mining tenements (EPM 27518, EPM 25855 and EPM 19437) located in NE Queensland, together known as the Hurricane Project. Following a fundraise announced post year end, the Company is now in a position to potentially complete on the option acquisition once the steps outlined in the agreement have been undertaken. Hurricane is a late-stage exploration project that offers three tenements all highly prospective for gold and antimony.

ECR’s operational hub is currently centred in the state of Victoria in Australia, and through our wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd (“MGA”) we have continued to develop our projects at Bailieston and Creswick. Through our other wholly owned subsidiary LUX Exploration Pty Ltd (“LUX”) we are continuing to develop potential gold and battery metals assets in the Lolworth Range area in Northern Queensland and following the grant of exploration licences there in February 2022, our field team have undertaken a comprehensive stream sediment sampling campaign, with some impressive results announced post year end.

In Victoria, following the discovery of the highest-grade gold intercept yet revealed at the Historic Reserve #3 (HR3) prospect, the MGA team completed a series of intensive diamond drilling campaigns at HR3, including the prospective Byron, Dan Genders, Scoullars and Maori Reefs, plus numerous cross-structures. In August 2022, despite delays in receiving assay results from the labs, results from several holes led to the discovery of two mineralisation corridors within the Maori Anticline at Historic Reserve 3 (HR3). Post year end, we announced final gold results from the 2022 HR3 drill programme and, along with the earlier results, the full dataset is now undergoing evaluation prior to announcing our next steps for 2023. Also post year end, a further two exploration licences were granted to MGA at Bailieston, bringing our total land package there to 179 square km, including our own property at Nagambie Rushworth Road, acquired in summer 2021.

Of all the Bailieston projects, it was Blue Moon that piqued our new CEO’s interest due to its unusual geology. Blue Moon was finally drilled at the end of the year in focus, and post year end an encouraging grade from the first Blue Moon drill hole was reported.

Historically, a lot of investor interest has centred on our Creswick project, where ECR also owns a second property at Springmount. Following a visit to the Creswick tenements with Technical Director Adam Jones earlier this year, Andrew Haythorpe took the decision that the Company should re-assay the Creswick diamond drill core. This proved to be a master stroke, with high grade results revealed including 0.7m @47.75 g/t Au see announcement dated 19 October 2022 for the full details of these results. Our key licence there was renewed during the year for a further 5 years, and along with the grant of the adjacent Ballarat East Nerrina Goldfield licence, our team are gearing up for a new focus on Creswick in 2023.

ECR (through MGA) also owns two exploration licences in eastern Victoria, known as the Tambo project. Licence EL007484 covering the Tambo River and Swifts Creek region was granted in December 2021, and this territory will also be in focus for exploration in 2023.

In December 2021, ECR formalised its 25% shareholding in Cordillera Tiger Gold Resources, owner of Exploration Licence EP-006 at the Danglay Gold Project, N Philippines. April 2022 saw ECR acquire further shares from an existing shareholder to take a majority 70% stake in the project, bringing the nascent value at Danglay back to the fore on our balance sheet. With our focus very much on Australia, several options are being explored to crystallize value here.

In maintaining intensive drilling campaigns and exploration activities, ECR's capital position has reduced during the year, and now stands at £612,582. Following the previously mentioned post year end fundraising, and the sale of the Bendigo property announced in August 2022. With further asset disposals under consideration, the costs of our scheduled activities for the coming year are in hand.

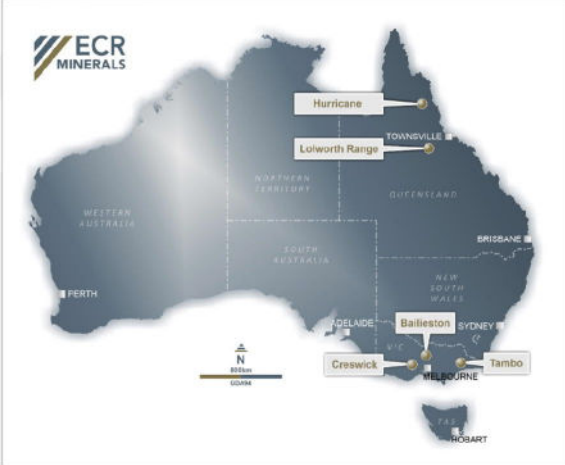
We have significantly advanced the value of our assets across the group during the year, and now with Andrew's leadership I believe we have never been better positioned to deliver transformative value to our shareholders.

W Tang

Weili (David) Tang
Chairman

31 March 2023

Why Australia? Discovery is our Focus



- Home to some of the world's highest-grade producing gold mines.
- ECR is building on its excellent land holdings
- Fosterville (Vic) produces 509,601 ounces with head grades approaching 23.7g/t. (2021)
- Australia is ranked 2nd in global mining investment attractiveness (Fraser Institute annual 2019 survey).

Chief Executive Officer Report

In my first report to you as your CEO, I must first pay tribute to my predecessor Craig Brown. I am under no illusions that his are big shoes to fill, but it is my sincere hope that with his family seeking fulfilment of his legacy, I and your Board can bring some of these key assets to fruition.

I would also like to express my gratitude to the Interim Committee of Chairman David Tang, Technical Director Adam Jones, and Non-Executive Director's Andrew Scott and Trevor Davenport for overseeing the day to day running of the business before my arrival.

The early part of the year saw the gold price continue to build, pushing back over US\$2,000/oz in March, nearly reaching the highs of US\$2,067/oz in March 2020. That was the best performance segment of the year however, as rising interest rates and hawkish outlooks from the US Fed and the European Central Bank saw the gold price slide lower to close out the ECR financial year at \$1,618/oz. It should be remembered that although gold is considered a hedge against rising inflation, higher rates raise the opportunity cost of holding non-yielding bullion, which will invariably weigh on the gold price. Post year end we have seen a resurgence in value, which we believe is due to gold's compelling safe-haven status set against a highly uncertain macro picture.

Since my arrival in April 2022 I have focussed on ECR's existing drilling operations in Victoria, Australia. I took time to get to know the projects at Bailieston and Creswick so I could form a judgement on how these assets could fit into an expanding gold exploration Company. I was very impressed with what I found. I spent time exploring the locations with Adam Jones, and as a geologist I was highly impressed with both the work he'd overseen to date and also his ideas on further developing each project.

With my knowledge of Northern prior experience exploring in North Queensland, I was already aware of the history and relatively unexplored nature of Lolworth Range near to the Charters Towers region, and, along with Adam Jones, I am equally enthusiastic over the opportunity and visible gold observed in the field with assays now returning from the initial field campaign. I also look forward to exploring and possibly developing the Hurricane project, on which ECR announced a conditional option to buy 100% for cash and shares in 2023 just after the financial year end.

Victoria Work Overview:

Bailieston:

The Bailieston area is sited 47 km east of Kirkland Lake Gold's prolific Fosterville gold mine, which produced 509,601 ounces in 2021, with head grades approaching 23.7g/t. To date, ECR has drilled 9,485m at Bailieston across several projects since Jan 2021. Following the discovery of the highest-grade gold intercept yet revealed at the Historic Reserve #3 (HR3) prospect, the team completed a series of intensive diamond drilling campaigns at HR3, and in August 2022, results from several holes led to the discovery of two mineralised corridors within the Maori Anticline at HR3. Post year end, we announced final gold results from the 2022 HR3 drill programme and, along with the earlier results, this full dataset is now being evaluated by our geology team. Also post year end, a further two exploration licenses were granted at Bailieston, bringing our total land package there to 179 square km, including our own property at Nagambie Rushworth Road, acquired in summer 2021.

Of particular interest is the Blue Moon project due to its unusual geology and mineralization style. It offers unusually broad width and consistency (true width up to 7m). RC drilling in 2019 revealed 11m @ 5.13 g/t Au and 21m @ g/t Au, with mineralisation open to the east, west and down-dip. Once all the results are received, we can then make decisions on next steps.

Creswick:

During the summer of 2022, the management team came to London where I presented our investment case at the Proactive One 2 One event. Post year end I returned to London to attend 121 Mining Investment and Mines and Money. On each visit I was struck by how much investor interest was centred around Creswick in the wake of works and drilling undertaken there since 2019. It is also here at Springmount that ECR owns a second property with some historical mine workings on the land. Following my initial visit to the Creswick tenements with Technical Director Adam Jones earlier this year, we decided re-assay the Creswick diamond drill core. This proved to be a good decision, and just after our year end, the re assay revealed high grade results including 0.7m @ 47.75 g/t Au. Our key license there was renewed during the year for a further 5 years, and along with the grant of the adjacent Ballarat East Nerrina Goldfield license, armed with the re assay data our team are gearing up for a new focus on Creswick in 2023.

Tambo:

There are two exploration licences one still in application and the other now granted in eastern Victoria, known as the Tambo project. Licence EL007484 covering the Tambo River and Swifts Creek region was granted in December 2021, and this territory will also be in focus for exploration in 2023. The territory covers portions of the historic Swifts Creek/Omeo and Tambo River Goldfields

that have recorded historical gold production totalling 225,000 oz (Geological Survey of Victoria). Tambo is considered to be prospective for orogenic reef gold and additionally for intrusion-related gold and base metal systems.

N Queensland Work Overview:

Lolworth Range

The Lolworth Range area in North Queensland has been closely monitored by ECR's Head Geologist Adam Jones for at least eight years and is considered prospective for gold. In February 2022, exploration licences for tenements EPM27901, EPM27902 and EPM27903 were granted (they will expire in five years on 31 January 2027). ECR has a commitment expenditure of AUD\$650,000 for the first three years across the three licence areas, and our team wasted no time in getting on the ground there, undertaking a comprehensive stream sediment sampling campaign, with some impressive results announced post year end with visible gold in 14% of the first 125 stream sediment samples. This is very encouraging. Further anomalies with tin and tungsten, plus multiple pegmatites (potential lithium sources) were observed and we are now putting together a follow up plan of action.

Hurricane Project (Post Year End)

Post year end, ECR was granted a conditional option to acquire the entire issued share capital of Placer Gold Pty Ltd, the beneficial holder of three granted mining tenements (EPM 27518, EPM 25855 and EPM 19437) located in NE Queensland, together known as the Hurricane Project. Hurricane was discovered 5 years ago by a geologist who followed the Hodgkinson River tributaries to their source and discovered numerous gold veins at surface with grades ranging from 1- 20g/t over widths of 0.5-7m. Here ECR has a conditional option to buy outright for cash and shares in 2023, and with a modest A\$200,000 spend commitment, we now have a drilling campaign planned there for July 2023. The acquisition will complete subject to those results. We consider Hurricane to be a late-stage exploration project with three tenements all highly prospective for gold and antimony.

Overview of Exploration Licence Portfolio

At the end of the financial year under review, ECR held three granted mineral exploration licences in Victoria (EL005433, EL006148 and EL006907). The granting of Creswick license EL006907 to the south of EL006148 links Creswick to the Ballarat East-Nerrina Goldfield. ECR holds granted exploration licence EL5433 at Bailieston and post year end has been granted Bailieston licenses EK006911 and EL006912. At Tambo ECR owns granted exploration licence EL007484 covering Swifts Creek and the Tambo River.

ECR holds three exploration licences (EPM27901, EPM27902 and EPM27903) in the Lolworth area, North Queensland, and subject to exercise of the option to acquire Placer Gold Ltd (Hurricane Project), will own granted exploration licenses EPM 27518, EPM 25855 and EPM 19437.

These are augmented by exploration licence application EL007296 at Bailieston, exploration licence application EL006713 at Creswick and exploration license EL007486 at Tambo.

In November 2020, ECR lodged exploration licence application EL007537 for an area which surrounds mining licences MIN5396 and MIN4847. These mining licences, which are not held by ECR, contain the operating Ballarat gold mine. The area of EL007537 includes the southern extension of the Dimocks Main Shale, which is the principal target of exploration at the Creswick gold project located a short distance to the north, the northern extension of the Ballarat East line and the depth extensions of the Ballarat West line. EL007537 is in a competitive bid with three other applicants.

Danglay Gold Project, Philippines

In December 2021, ECR formalised its 25% shareholding in Cordillera Tiger Gold Resources, owner of Exploration License EP-006 at the Danglay Gold Project, N Philippines. The project is located in a prolific gold and copper mining district in the north of the Philippines. April 2022 saw ECR acquire further shares from an existing shareholder to take a majority 70% stake in the project, bringing the nascent value at Danglay back to the fore on the ECR balance sheet. With our focus very much on Australia, several options are being explored to crystallize value here. We will report back to the markets in due course.

Avoca and Timor Exploration Licence Royalties

In April 2020 MGA entered into an agreement for the sale of Avoca and Timor exploration licences EL5387, EL006280, EL006913 and EL006278 in Victoria to Currawong Resources Pty Ltd, a wholly owned subsidiary of Fosterville South Exploration Ltd. A cash payment of US\$500,000 was received, and ECR is entitled to:

1. A further payment of A\$1 for every ounce of gold or gold equivalent of measured resource, indicated resource or inferred resource estimated within the area of one or more of the licences in any combination or aggregation of the foregoing, up to a maximum of A\$1,000,000 in aggregate; and
2. A further payment of A\$1 for every ounce of gold or gold equivalent produced from within the area of one or more of the licences, up to a maximum of A\$1,000,000 in aggregate.

SLM Gold Project Royalties

In February 2020, the Company sold its wholly owned Argentine subsidiary Ochre Mining SA, which holds the SLM gold project in La Rioja, Argentina. The sale allows ECR to focus on its core gold exploration activities in Australia. The purchaser, Hanaq Argentina SA ("Hanaq"), is a Chinese-owned company engaged in lithium, base and precious metals exploration in Northwest Argentina including Salta, Jujuy and La Rioja, with a highly experienced management team.

ECR retains an NSR royalty of up to 2% to a maximum of USD 2.7 million in respect of future production from the SLM gold project, owned by Hanaq Argentina SA (Hanaq). The Directors believe that Hanaq has the operational capabilities and access to Chinese investment capital necessary to put the SLM project into production, subject to the usual prerequisites such as further exploration and feasibility studies being successfully completed (if deemed necessary by Hanaq) and to the necessary permits for production being obtained.

FINANCIAL RESULTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

As a Group which is not generating revenue from operations, means that profit and loss is a metric of less utility than in many other businesses. For the year to 30 September 2022 the Group recorded a total comprehensive loss of £2,614,873, compared with £1,465,751 for the year to 30 September 2021. This increase is reflected principally in the impairment of Danglay Gold project.

The Group's net assets at 30 September 2022 were £5,849,083 in comparison with £7,657,684 at 30 September 2021.

We have taken measures to preserve cash going forward, including asset disposals. ECR currently owns two properties in Victoria at Nagambie-Rushworth Road, Bailieston and at Brewing Lane, Springmount in Creswick. A third property close to Bendigo was disposed of during the year in question, raising a further A\$950,000 (£550,000) toward our project exploration campaigns. Further disposals are under consideration, and post year end, the Company raised a further £900,000 before expenses. The Group expect further disposal in 2023, potential fundraising and exercising of outstanding warrants can cover our scheduled exploration costs for the foreseeable future.

Finally I would like to put on record my thanks to ECR shareholders for their continued support, and secondly for the welcome I have received from so many I have met at events and shows throughout the year. I fully expect to deliver some meaningful results from our key projects in the coming year, along with some real shareholder value.



Andrew Haythorpe
CEO

31 March 2023



Directors' Biographies

Weili (David) Tang

Non-Executive Chairman (aged 56)

David Tang was previously the President of China Nonferrous Metals Int'l Mining Co., Ltd. (CNMIM) and the Managing Director of China Nonferrous Gold Ltd, an AIM-listed company which was formerly known as Kryso Resources plc. China Nonferrous Gold is focused on the Pakrut gold mine in Tajikistan, where first gold was poured in 2015. Mr Tang has previously served as a director to several companies involved in mining or exploration in Africa, South East Asia and Australia. Mr Tang graduated with a Bachelor of Science degree (1988) majoring in computer science from Central-South University, China and also holds a Master of Science degree (1991). In the 1990s, he pioneered the trading system for the first nonferrous metals futures exchange in China. He worked for several years in Canada in investment management and consulting, before returning to China to take up office at CNMIM in 2003.

Andrew Haythorpe

Chief Executive Officer

Andrew has more than 30 years experience managing listed gold miners and explorers on the ASX and TSX market as well as working as a mining analyst and actively exploring for gold as a geologist. As a board member with numerous listed mining companies, he has many years of experience in managing and developing projects. In particular his time as Managing Director of TSX and ASX-listed Crescent Gold Limited saw him develop the company from an \$8 million gold explorer to a \$250 million gold producer within four years. He was also Managing Director of top performing ASX-listed gold producer Michelago Resources. As an analyst, Andrew was considered a global leader in the Industrial Minerals sector and rated 12th best gold analyst at Hartley Poynton Ltd. Along with his new role as CEO of ECR Minerals.

Adam Jones

Non-Executive Director (aged 39)

Adam Jones holds a Bachelor of Science degree from Ballarat University and First Class Honours from Adelaide University. Adam has over 10 years of experience as a professional geologist in Australia, including significant experience of gold exploration and production, and lives in Victoria within easy reach of ECR's Bailieston and Creswick gold projects. He is a member of the Australian Institute of Geoscientists (AIG) and has worked as an independent consulting geologist since 2015. His clients include or have included the A1 gold mine, Dart Mining and Nagambie Resources in Victoria and Vendetta Mining in Queensland. Adam is experienced in planning and supervising resource drill programmes, geological interpretation, geotechnical and fault modelling, geological mapping and sampling, turbidite sequence-structural interpretations, wireframing and 3D modelling using Vulcan Software.

Andrew Scott

Non-Executive Director (aged 36)

A long-standing finance presenter and broadcaster, Andrew Scott is well known for his extensive body of work across the UK and Australia having interviewed countless CEOs and directors within the natural resources space alongside fund managers and analysts on their sector outlook, strategy and broader economic perspectives. Prior to joining Proactive, Andrew worked at Sky World News, Reuters Business and as an editor on ITV Breakfast.



Dr. Trevor George Davenport

Independent Non-Executive Director (aged 81)

Dr Davenport obtained a BSc (Hons) Geology at Southampton University, subsequently attaining his MSc in Mining Geology and Mineral Exploration in 1967, and a PhD in Geology & Exploration Geochemistry at Leicester University in 1970. In 1971 he attained the title of Chartered Engineer after becoming a Member of The Institute of Mining and Metallurgy. Trevor started off working as a trainee mining engineer in the South Africa gold mines in 1958 before starting university. Trevor has 63 years of experience working in the geological and mining industry. Trevor's experience includes working as an

underground miner, exploration geochemist, exploration and mine geologist and as a lecturer to post-graduate mining geology students at the University of Leicester. Trevor has experience in exploration for and mining of gold, copper/nickel, lead/zinc/silver, bauxite, chrome and diamonds. Trevor's experience includes working in Ireland, Canada, Montana (USA), Portugal, Romania, Uzbekistan, Tajikistan, Burma, Ghana, Botswana, Guyana and South Africa. Trevor was a director, the exploration manager and chief geologist for Nelson Gold's, Zeravshan Gold Company in Tajikistan from 1994 until end of 1996. From 2004 until 2011 he was Non-Executive Chairman and director of Kryso Resources Plc. After this he was consulting for Kryso Resources at the time of the takeover of control of the company by China Nonferrous International Mining Co. Ltd in 2011. Today Dr Davenport is a director at Brix Investments Limited and is also President of the Alderney Society and a director of the Alderney Journal.

Strategic Report

The Directors of the Company present their Strategic Report for the year ended 30 September 2022.

Principal Activities

The principal activity of the Group is the identification, acquisition, exploration and development of mineral projects. The principal activity of the Company is that of a holding company for its subsidiaries and other investments, although project development activities may also be undertaken directly. Whilst the Group's historical focus has been on gold, as is its current focus, it also considers opportunities in other mineral commodities.

The main current area of activity is Central Victoria and North Queensland, Australia.

Future Developments

The Group will continue seeking to advance and add value to its projects through exploration activities, and, in addition, is actively considering potential transactions in relation to certain of its projects, which may create value for the Company and its shareholders.

The Group also continues to review potential new projects on a highly selective basis, with a concentration on precious, base and strategic metals.

Organisation Review

The Company is incorporated in England but operates in other countries through foreign subsidiaries and contractual arrangements. Andrew Haythorpe, Director & Chief Executive Officer is based in Perth, Australia, while Weili Tang, Non-Executive Chairman, is based in Canada, Adam Jones, Non-Executive Director, is based in Victoria, Australia, Dr Trevor George Davenport, is based in Guernsey and Andrew Scott, Non-Executive Director, is based in New Zealand. The corporate structure of the Group reflects its present and historical activities and the requirement, where appropriate, to have incorporated entities in particular countries.

The Company has a wholly owned Australian subsidiary named Mercator Gold Australia Pty Ltd ("MGA"), which was released from external administration in December 2014. MGA has accumulated substantial tax losses from its past trading and is therefore a suitable vehicle for any future profit generative activities of the Group in Australia. MGA wholly owned Australian subsidiary Mercator Gold Holding Pty Ltd

The Company also has a wholly owned Australia subsidiary named Lux Exploration Pty Ltd ("LUX").

The Group's activities in the Philippines are administered through a 70% majority shareholding in Philippines Company Cordillera Tiger Gold Resources, Inc. Further details of the Group's interest in the Philippines can be found under "Operating Review" below.

The Directors aim to ensure that the Group operates with as low a cost base as is practical in order to maximise the amount spent on mineral exploration and development, in which activities the expertise and experience of the Directors and consultants of the Group are employed to add value to the Group's projects. The Company has five male Directors, and two other employees. The services of various consultants are utilised to meet the needs of the Group in respect of technical and other activities.

The Group's activities are financed through periodic capital raisings, principally through the placement of the Company's ordinary shares. As the Group's projects become more advanced, other forms of finance appropriate to the stage of development and potential of each project may be considered.

Financial & Performance Review

The Group's ongoing activities are solely in mineral exploration and development. It is not in production at any of its current projects and hence has no revenue.

For the year to 30 September 2022 the Group recorded a total comprehensive loss attributable to shareholders of the Company of £2,272,658, an increase compared with £1,413,206 for the year to 30 September 2021. The largest contributor to the total comprehensive loss was impairment of Danglay Gold Project.

The Group's net assets as at 30 September 2022 were £5,849,083 in comparison with £7,657,683 at 30 September 2021.

Exploration activity took place in Central Victoria, Australia during the year to 30 September 2022, as discussed in the Chief Executive Officers Report and later under "Operating Review". Capitalised exploration assets are valued in the Consolidated Statement of Financial Position at cost; this value should not be confused with the realisable value of the relevant projects or be considered to determine the value accorded to the projects by the stock market, which in both cases may be considerably different.

Strategy and Business Model

The Group's strategy is to locate and acquire mineral projects which demonstrate good prospectivity. The Directors select these projects after a thorough and critical appraisal. This is needed as in general, across the industry as a whole, the percentage of mineral exploration and development projects which go on to become fully operational and producing mines is relatively low.

After acquiring an interest in a project, the strategy is then to leverage the Group's commercial experience and access to technical expertise to explore and further develop the project, and in doing so to create value for the benefit of the Company's shareholders. Decisions can then be made at appropriate times as to whether to continue the project into production, enter into a joint venture with another company, or sell the project outright.

Strategic Report continued

Where a project has been disposed of, the proceeds of that disposal will usually be reinvested in new projects. In the case of very significant proceeds from a disposal, the Directors would also consider distributions to shareholders.

The Group's business model is to be an efficient and successful explorer and developer of mineral deposits.

The rights to carry out these activities may be acquired through the receipt by the Group of licences from the relevant authorities, or by negotiating to acquire rights from existing owners. The Group will generally seek to acquire such rights for low initial payments, with any further amounts paid later depending on the success of the project. This enables the risk inherent to the Group's activities to be somewhat mitigated.

The business model is put into practice by the Directors, in conjunction with consultants on an as required basis, both in the UK and overseas. In this way, overheads can be kept as low as possible and the flexibility of the Group can be maintained.

Key Performance Indicators ("KPIs")

KPIs which apply in most businesses are generally not relevant to mineral exploration and development companies which, for example, typically have little or no product sales.

The Board has previously identified some key KPIs which are considered of relevance. These are detailed below.

Project development:

The Group reports the achievement of exploration and development targets, including results of exploration, definition of exploration targets, and reporting of mineral resources and mineral reserves, using internationally recognized protocols.

Notable outcomes of exploration work during the year included a good cross-section of gold grades and a detailed understanding of the geology that have in turn identified further targets across the HR3 area at Bailieston. Following the year under review, subsequent results from core logging and soil sample testing indicate significant development potential for HR3.

The intensive drilling and soil sampling campaign at Creswick has also provided us with some good gold grades and again a detailed understanding of the narrow vein geology of the region, which is similar in many ways to the Ballarat gold mine located directly south.

The strategic acquisition of three properties, (two within Bailieston and the other within the Creswick licence area) has provided our drilling and geology teams with full access and working rights across our flagship projects.

End of year cash balance and attributable cash resources:

This KPI is of critical importance and it is a good indicator of whether the Group has sufficient financial resources. The Directors take all necessary steps to minimise the rate of cash burn on overheads (commensurate with ensuring that the Group's quality standards, including its human resources, are not compromised and that it has adequate resources, both human and otherwise, to carry out its activities). The Group held £842,889 of cash and cash equivalents at 30 September 2022, versus £2,982,046 at the beginning of the year. The Directors consider the performance of the Group in this regard to be in line with the activities required to fulfil the Group's work programmes.

Operating Review

As mentioned above, the Group's current physical operations are located in Central Victoria and N Queensland, Australia. At the year-end, the Group held an interest in relation to a project in the Philippines but did not carry out significant operations in that jurisdiction during the year and has not done so since the year-end.

Gold Exploration Projects in Victoria, Australia

At the end of the financial year under review, ECR held three granted mineral exploration licences in Victoria (EL005433, EL006148 and EL006907). The granting of Creswick licences EL006907 to the south of EL006148 links Creswick to the Ballarat East-Nerrina Goldfield. ECR holds granted exploration licence EL5433 at Bailieston and post year end has been granted Bailieston licences EK006911 and EL 006912. At Tambo ECR owns granted exploration licence EL007484 covering Swifts Creek and the Tambo River.

ECR holds three exploration licences (EPM27901, EPM27902 and EPM27903) in the Lolworth area, North Queensland, and subject to exercise of the option to acquire Placer Gold Ltd (Hurricane Project), will own granted exploration licences EPM 27518, EPM 25855 and EPM 19437.

These are augmented by exploration licence application EL007296 at Bailieston, exploration licence application EL006713 at Creswick and exploration licences EL007486 at Tambo.

In November 2020, ECR lodged exploration licence application EL007537 for an area which surrounds mining licences MIN5396 and MIN4847. These mining licences, which are not held by ECR, contain the operating Ballarat gold mine. The area of EL007537 includes the southern extension of the Dimocks Main Shale, which is the principal target of exploration at the Creswick gold project located a short distance to the north, the northern extension of the Ballarat East line and the depth extensions of the Ballarat West line. EL007537 is in a competitive bid with three other applicants.

Victoria Work Overview:

Baillieston:

The Baillieston area is sited 30 km east of Kirkland Lake Gold's prolific Fosterville gold mine. ECR has drilled 9,485m at Baillieston across several projects since Jan 2021. Following the discovery of the highest-grade gold intercept yet revealed at the Historic Reserve #3 (HR3) prospect, the team completed a series of intensive diamond drilling campaign at HR3, including the prospective Byron, Dan Genders, Scoulers and Maori Reefs, plus numerous cross-structures. In August 2022, despite long delays in assay results from the labs, results from several holes led to the discovery of two mineralisation corridors within the Maori Anticline at Historic Reserve 3 (HR3). Post year end, the final gold results from the 2022 HR3 drill programme were reported and along with the earlier results, this full dataset is now undergoing evaluation prior before the next steps are announced. Also post year end, a further two exploration licences were granted at Baillieston, bringing our total land package there to 179 square km, including our own property at Nagambie Rushworth Road, acquired in summer 2021.

Of particular interest is the Blue Moon project due to its unusual geology and unique mineralization style. Blue Moon offers unusually broad width and consistency (true width up to 7m) making it immediately commercially viable. RC drilling in 2019 revealed 11m @ 5.13 g/t Au and 21m @ g/t Au, with mineralisation open to the east, west and down-dip. Post year end an encouraging grade from the first Blue Moon drill hole was reported, and again once all the results are in house, decisions can be made on the next steps.

Creswick:

During the summer of 2022, the management team came to London where our CEO presented our investment case at the Proactive One 2 One event. Post year end, our CEO returned to London to attend 121 Mining Investment and Mines and Money. On each visit a substantial amount of investor interest was centred around Creswick in the wake of works and drilling undertaken there since 2019. It is also here at Springmount that ECR owns a second property with some historical mine workings on the property. Following Andrew Haythorpe's initial visit to the Creswick tenements with Technical Director Adam Jones earlier this year, he was convinced that the Creswick diamond drill core should be re-assayed. This proved to be a good decision, and just post year end, the re assay revealed high grade results including 0.7m @ 47.75 g/t Au. Our key licence there was renewed during the year for a further 5 years, and along with the grant of the adjacent Ballarat East Nerrina Goldfield license, armed with the re assay data our team are gearing up for a new focus on Creswick in 2023.

Tambo:

There are two exploration licence applications in eastern Victoria, known as the Tambo project. Licence EL007484 covering the Tambo River and Swifts Creek region was granted in December 2021, and this territory will also be in focus for exploration in 2023. The territory covers portions of the historic Swifts Creek/ Omeo and Tambo River Goldfields that have a recorded historical gold production totalling 225,000 oz (Geological Survey of Victoria). The territory is considered to be prospective for orogenic reef gold and additionally for intrusion-related gold and base metal systems. Work will commence here in Q1 2023.



Strategic Report continued

N Queensland Work Overview:

Lolworth Range

The Lolworth Range area in North Queensland has been closely monitored by ECR's Head Geologist Adam Jones for at least eight years and is considered prospective for gold. In February 2022, exploration licences for tenements EPM 27901, EPM 27902 and EPM 27903 were granted (they will expire in five years on 31 January 2027). ECR has a commitment expenditure of AUD\$650,000 for the first three years across the three licence areas, and our team wasted no time in getting on the ground there, undertaking a comprehensive stream sediment sampling campaign, with some impressive results announced post year end that revealed a highly encouraging 14% visible gold strike rate across the first 125 stream sediment samples. Further anomalies including tin and tungsten traces, plus multiple pegmatites (potential lithium sources) were observed there, and while we await the remaining sample results, Adam Jones is putting together a follow up plan of action.

Hurricane Project (Post Year End)

Post year end, ECR was granted a conditional option to acquire the entire issued share capital of Placer Gold Pty Ltd, the beneficial holder of three granted mining tenements (EPM 27518, EPM 25855 and EPM 19437) located in NE Queensland, together known as the Hurricane Project. This is a project for which our CEO possesses detailed knowledge of through his work with New Energy Minerals Ltd prior to joining ECR. Hurricane was discovered 5 years ago by a geologist who followed the Hodgkinson River tributaries to their source and discovered numerous gold veins at surface with grades ranging from 1- 20g/t over widths of 0.5-7m. ECR has a conditional option to buy outright for cash and shares in 2023, and with a modest A\$200,000 spend commitment, now has a drilling campaign planned there for July 2023. The acquisition will complete subject to those results. The Board consider Hurricane to be a late-stage exploration project with three tenements all highly prospective for gold and antimony.

Danglay Gold Project, Philippines

In December 2021, ECR formalised its 25% shareholding in Cordillera Tiger Gold Resources, owner of Exploration License EP-006 at the Danglay Gold Project, N Philippines. The project is located in a prolific gold and copper mining district in the north of the Philippines. April 2022 saw ECR acquire further shares from an existing shareholder to take a majority 70% stake in the project, bringing the nascent value at Danglay back to the fore on the ECR balance sheet. With our focus very much on Australia, several options are being explored to crystallize value, which will be reported back to the markets in due course.

Avoca and Timor Exploration Licence Royalties

In April 2020 MGA entered into an agreement for the sale of Avoca and Timor exploration licences EL5387, EL006280, EL006913 and EL006278 in Victoria to Currawong Resources Pty Ltd, a wholly owned subsidiary of Fosterville South Exploration Ltd. A cash payment of US\$500,000 was received, and ECR is entitled to:

1. A further payment of A\$1 for every ounce of gold or gold equivalent of measured resource, indicated resource or inferred resource estimated within the area of one or more of the licences in any combination or aggregation of the foregoing, up to a maximum of A\$1,000,000 in aggregate;
2. A further payment of A\$1 for every ounce of gold or gold equivalent produced from within the area of one or more of the licences, up to a maximum of A\$1,000,000 in aggregate.

SLM Gold Project Royalties

In February 2020, the Company sold its wholly owned Argentine subsidiary Ochre Mining SA, which holds the SLM gold project in La Rioja, Argentina. The sale allows ECR to focus on its core gold exploration activities in Australia. The purchaser, Hanaq Argentina SA ("Hanaq"), is a Chinese-owned company engaged in lithium, base and precious metals exploration in Northwest Argentina including Salta, Jujuy and La Rioja, with a highly experienced management team.

ECR retains an NSR royalty of up to 2% to a maximum of USD 2.7 million in respect of future production from the SLM gold project, owned by Hanaq Argentina SA (Hanaq). The Directors believe that Hanaq has the operational capabilities and access to Chinese investment capital necessary to put the SLM project into production, subject to the usual prerequisites such as further exploration and feasibility studies being successfully completed (if deemed necessary by Hanaq) and to the necessary permits for production being obtained.

Principal Risks and Uncertainties

The Directors regularly review the risks and uncertainties to which the Group is exposed and seek to ensure that these risks and uncertainties are, as far as possible, minimised.

The Directors have identified the principal risks and uncertainties facing the Group and these are set out below.

Exploration Risk

Mineral exploration is, by its nature, speculative, and as mentioned earlier the number of such projects which develop into mining operations is relatively low. There is no certainty that the Group's exploration projects can be economically exploited and no certainty that this will enhance shareholder value. If the Directors ultimately decide that a prospect has no economic future and they are unable to sell it on, the costs incurred to date would be written off in the Consolidated Income

Statement in the year in which the decision to discontinue exploration operations is made.

Development Risk

All mineral exploration and development projects may be subject to delays and/or unforeseen difficulties arising from bad weather, natural disasters, non-availability or delayed availability of licences or permits, changes in the terms on which key licences or permits are available, commissioning of operations, and the raising of finance, among other factors. The risk of delays and unforeseen difficulties is mitigated when practical and legal to do so. However, the risk remains that such factors may render a project unfeasible, or not economically feasible.

Commodity Prices

Changes in the spot and forward prices of the relevant mineral commodity can affect the economic viability of a project at any stage in its life cycle.

Resource Risk

Mineral deposits are evaluated by their size, grade and by other parameters, and mineral resources and reserves are typically calculated in accordance with accepted industry standards and codes. Nevertheless, there is always some level of uncertainty in the underlying assumptions. The Board keeps these assumptions under constant review and adjusts the Group's development strategy accordingly.

Mining & Processing Technical Risk

Variations can occur unexpectedly in the technical parameters of a project and can considerably alter its economic viability, despite the Directors taking as many precautions (such as confirmatory drilling, metallurgical test work and feasibility studies) as is sensible.

Environmental Risks

Changes in legislation and the risk of environmental damage can give rise to unplanned environmental liabilities or threaten the continuity of a project at any stage in its life cycle. The environmental parameters of all projects are considered carefully so as to minimise these risks.

Financing Risk

This arises when despite its best efforts the Group finds itself unable to raise the requisite finance on its optimal timescale, or at all. As a result, project development may be either delayed or suspended pending the raising of finance, and the lack thereof may threaten the rights of the Group in the event the Group is unable to meet its commitments.

The Directors aim to plan far enough ahead to ensure an orderly timing of finance raising activities in order to ensure, as far as practical, that the Group has sufficient liquidity to enable projects to proceed as planned.

Partner Risks

Any joint venture arrangement contains an element of counterparty risk, particularly as to the financial status of the joint venture partner or to its level of participation in the joint venture, and these issues can ultimately lead to the failure of the joint venture. There is a need to maintain good working relations with the Group's joint venture partners and to monitor their involvement and financial condition on a regular basis.

Political & Regulatory Risk

This takes many forms and can exist in developed countries (enhanced environmental requirements, changes in taxation, etc.) as well as less developed countries (civil unrest, government expropriation of mineral assets, corruption etc.). Risks of this nature have affected the Company's interest in the Danglay gold project in the Philippines, where uncertainty regarding government policy towards the mining sector continues to act as a brake on the development of the industry.

Internal Control & Risk Management

The Directors are responsible for the Company's internal control systems. Whilst no system can give absolute assurance against material loss or misstatement, the Group's processes are designed, within the confines of the limited number of personnel employed, to provide reasonable assurance that issues are identified and dealt with in a timely manner.

The on-going financial performance of the Group is monitored regularly, risks are identified and where necessary adjustments

are made as early as is possible. The Board, subject to the necessary shareholder authority, regularly reviews capital investment, project acquisitions and disposals, borrowing facilities (if any), insurance and any guarantee arrangements.

Forward Looking Statements

This Annual Report & Accounts 2022 may include forward looking statements. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward-looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company and the Group disclaim any obligation to update or modify such forward-looking statements as a result of new information, future events or for any other reason.

Corporate Governance

Since September 2018, all AIM-quoted companies have been required to apply a recognised corporate governance code. The Company has chosen the Quoted Companies Alliance (QCA) Corporate Governance Code published in April 2018 for this purpose.

High standards of corporate governance are a priority for the Board, and details of how ECR addresses the key governance principles defined in the QCA code are set out below, and on the Company's website in accordance with AIM Rule 26.

Deliver growth

1. Strategy and business model

ECR's business model and strategy to deliver shareholder value are set out in this Strategic Report, together with the Company's values and risk management approach.

2. *Understanding and meeting shareholder needs and expectations*

The Company maintains a contact form on its website which investors can use to contact the Company. This form is prominently displayed on the Company's website together with its address and phone number.



Annual general meetings are held, which all members have the right to attend, and during each annual general meeting, time is set aside specifically to allow questions from attending members to be addressed to the Board. As the Company is too small to have a dedicated investor relations department, the CEO is responsible for reviewing all communications received from members and determining the most appropriate response. In addition to these passive measures, the CEO typically engages with members through investor shows once or twice each year, which seems to be effective.

3. Stakeholder and social responsibilities

In addition to its members, the Company recognises that its main stakeholder groups are its employees, consultants and contractors, and the communities and governmental authorities where the Company and its subsidiaries operate. Where necessary, the Company dedicates significant time to understanding and acting on the needs and requirements of each of these groups. Board members assess the needs and requirements of the Company's stakeholders as and when they interact with each stakeholder group, usually through meetings and dialogue, and matters are then be raised at Board level for appropriate action.

With regard to corporate social responsibility, the Board is aware of the impact the activities of the Company and its subsidiaries may have on the communities in which they operate, and aims to ensure this impact is positive.

4. Risk management

The Company operates in the mineral exploration and development sector, which is generally high risk but can provide exceptionally high returns for shareholders. The Company maintains a register of risks across a number of categories including personnel, competition, finance, environmental, political, technical and legal.

The risks are identified on an annual basis and discussed with the auditors, and kept up to date with the aid of regular discussions at Board level. For each risk the Board estimates the potential impact and likelihood of adverse events, and identifies mitigating strategies. This register is reviewed periodically as the Company's situation changes and at a minimum annually to determine whether the systems in place are effective or need updating.

Maintain a dynamic management framework

5. Board structure

The Board of Directors comprises four Directors, one of whom is Chairman as of the year end. In addition, there is an Executive Director Adam Jones, who also serves as Geological Director, an Independent Non-Executive Director, Trevor Davenport and a Non-Executive Director, Andrew Scott.

Under the Company's articles of association, each director must periodically offer himself for re-election by vote of the members at the Company's annual general meeting.

The Board, through the Chairman and Non-Executive Directors, maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of major shareholders about the Company. During the past twelve months there have been 10 formal board meetings and all directors in office at the relevant time attended.

6. Board diversity and experience

The individuals who have been appointed to the Board have been chosen because of the skills and experience they offer. The Directors are of the opinion that the Board comprises a suitable balance of resource sector, technical, financial, accounting, legal and public markets skills as well as experience of the Board as a whole and that the recommendations of the QCA Corporate Governance Code have been implemented to an appropriate level. The members of the Board at the present time are listed earlier in this annual report, together with an outline of their experience, skills and personal qualities relevant to the Company's business.

The diverse experience and expertise of the directors is intended to ensure that the Board has the skills and capabilities to manage the Company for the benefit of shareholders over the medium to long term.

The Company has no specific advisers to the board other than its lawyers and AIM nominated adviser. Weili Tang temporarily acts in the role of Company Secretary.

7. Board performance & evaluation

The contracts of engagement for the Company's non-executive directors routinely require that they devote such of their time as is reasonably necessary to perform their duties. In addition, they may provide paid consulting services in respect of work going beyond the role of a non-executive director. The Company notes that best practice under the QCA code is to have at least half the Board made up of independent non-executive directors.

Evaluation of the performance of the Board has historically been implemented in an informal manner. In the future however, the Board will formally review and consider the performance of each director at or around the time of the Company's annual general meeting using a process which is currently under development.

On an ongoing basis, Board members maintain a watching brief to identify relevant internal and external candidates who may be suitable additions to or backup for current Board members, however the Board considers that the Company is too small to have an internal succession plan and that it would not be cost effective to maintain an external candidate list prior to the need arising.

Strategic Report continued

8. *Corporate culture*

The Board believes that the promotion of a corporate culture based on sound ethical values and behaviours is essential to maximise shareholder value in the medium to long term. Adherence to these standards is a key factor in the evaluation of performance within the Company, including during annual performance reviews. In addition, staff matters are a standing topic at every Board meeting and the CEO reports on any notable examples of behaviours that either align with or are at odds with the Company's stated values. The Board believes that the Company's culture encourages collaborative, ethical behaviour which benefits employees and shareholders. The Board further believes that all employees and consultants worked in line with the Company's values during the financial year ended 30 September 2022 and since. This has been assessed by the Board in the course of the day-to-day management of the Company, which is feasible given the relatively small size of the organisation.

9. *Governance structures*

Due to the size of the Company all strategic and major commercial matters are reserved for the Board.

The key Board roles are as follows:

Chair: The primary responsibility of the Chair is to lead the Board effectively and to oversee the adoption, delivery and communication of the Company's corporate governance model. The Chair has sufficient separation from the day-to-day business to be able to make independent decisions.

The Chair is also responsible for making sure that the Board agenda concentrates on the key issues, both operational and financial, with regular reviews of the Company's strategy and its overall implementation.

Chief Executive Officer (CEO): Charged with the implementation of the strategy set by the Board. Works with the Chair and non-executives in an open and transparent way. Keeps the Chair and the Board as a whole up-to-date with operational performance, risks and other issues to ensure that the business remains aligned with the strategy.

The Board has two committees. They are as follows:

Audit committee: The audit committee meets to consider matters relating to the Company's financial position and financial reporting. The committee reviews the independence and objectivity of the external auditors, PKF Littlejohn LLP, as well as the amount of non-audit work undertaken by them, to satisfy itself that this will not compromise their independence. Details of the fees paid to PKF Littlejohn LLP during each financial year are given in the annual accounts. The audit committee currently comprises David Tang (Non-Executive Chairman), Adam Jones (Non-Executive Director), Dr Trevor George Davenport (Independent Director) and Andrew Scott (Non-Executive Director).

Remuneration committee: The remuneration committee has been established primarily to determine the remuneration, terms and conditions of employment of the executive directors of the Company. Any remuneration issues concerning non-executive directors are also resolved by this committee, although no director participates in decisions that concern his own remuneration. The remuneration committee comprises David Tang (Non-Executive Chairman), Adam Jones (Executive Director), Dr Trevor George Davenport (Independent Director) and Andrew Scott (Non-Executive Director).

Due to the nature of the size of the Company all major operational decisions are reserved for the Board. For the same reason, matters delegated to committees of the Board have been dealt with during the course of ordinary board meetings, with no separate meetings having been held during the year for the individual committees. The appropriateness of the Company's governance structures will be reviewed as the Company evolves, and changes made as necessary.

During the past twelve months there have been 10 formal committee meetings and all directors in at the relevant time attended.

Build trust

10. *Stakeholder communication*

On the Company's website shareholders can find all historical regulatory announcements, notices of general meetings, governance-related materials, interim reports and annual reports. Annual reports and notices of general meetings are posted directly to all registered shareholders, and the outcome of general meetings is disclosed in a clear and transparent manner via regulatory announcements.

As described earlier, the Company also maintains web-based and phone contacts which shareholders can use to make enquiries or requests.

Corporate Responsibility

The Board regularly reviews the significance of social, environmental and ethical matters affecting the Group's operations. It considers that the Group is not yet at a stage where a specific corporate social responsibility policy is required, in view of the limited number of stakeholders, other than shareholders. Instead, the Board protects the Group's interests and those of its stakeholders through individual policies and through ethical and transparent business dealings.

The Board has adopted an Anti-Bribery and Corruption Policy.

Strategic Report continued

Shareholders

The Board seeks to protect shareholders' interests at all times by operating in accordance with the corporate governance arrangements set out above, and by ensuring that each Board decision is taken with due regard to the interests of shareholders as a whole. In addition to making appropriate news releases and publishing financial reports, the Directors encourage communication with shareholders at annual general meetings and by participating in investor presentations, Q&A sessions and via social media.

Environment

Mineral exploration and development has the potential to adversely impact the environment in which it takes place. The Group takes its environmental responsibilities seriously and the environmental parameters of the activities of the Group are considered carefully so as to minimise the risk of adverse environmental effects.

Human Rights

The activities of the Group are carried out in accordance with all applicable laws on human rights and with genuine moral concern for all stakeholders.

Employees

The Group seeks to remunerate its employees fairly, offers flexible working arrangements where practical and encourages employees to gain exposure to all aspects of the Group's business. The Group gives full and fair consideration to applications for employment received regardless of age, gender, colour, ethnicity, disability, nationality, religious beliefs, transgender status or sexual orientation. It considers the interests of employees when making decisions and welcomes suggestions from employees which have the potential to improve the Group's performance.

Suppliers & Contractors

The Board recognises the importance of maintaining the goodwill of its contractors, consultants and suppliers, and encourages this through fair dealings. The Group has a prompt payment policy and seeks to ensure all liabilities are settled within the terms agreed with that supplier.

Health & Safety

The activities of the Group are carried out in accordance with all applicable laws on health & safety.

Section 172 Statement

The Directors believe they have acted in the way most likely to promote the success of the Group and Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

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

The Group's operations and strategic aims are set out throughout the Strategic Report and in the Chief Executive Officer Report, and relationships with stakeholders are also dealt with in the Corporate Governance statement.

This Strategic Report was approved by the Directors on 31 March 2023.



Weili (David) Tang

Non-Executive Director/ Chairman

31 March 2023

Report of the Directors

For the year ended 30 September 2022

Principal Activities

A full review of significant matters, including likely future developments, is contained in the Chairman's Statement, Chief Executive Officer and the Strategic Report.

Details of significant events after the reporting date are also disclosed in Note 21 to the financial statements.

Impact of COVID-19 Pandemic

At the date of this report, although the worst ravages of the COVID-19 pandemic are past us, many countries continue to experience severe disruption. For the most part, the suspension of international travel routes as well as domestic movement restrictions within the UK is not affecting the Group's operations. In Australia and Victoria, lockdowns and movement restrictions have delayed assay results and laboratory analysis at times during the last year however, exploration and mining is considered essential services and therefore there has been relatively little disruption to operations.

Financial Risk Management Objectives and Policies

The Group does not presently hold any forward or hedge positions in either currency or minerals. Currently these are not deemed necessary, but this is reviewed from time to time. There is inherent risk in operating between different currencies, principally GBP and AUD, and the Board monitors and reviews this exposure on a regular basis.

The Board recognises the Group's exposure to liquidity risk and that the Group's ability to continue its operations is dependent on it having or acquiring sufficient cash resources. The Board continually monitors the Group's cash position and may realise all or part of the Group's investments in order to maintain the ability of the Group to meet its obligations as they fall due.

The location of the Group's principal activities is currently in Australia and its corporate base is in the United Kingdom. These locations are considered stable with advanced economic and legal infrastructures.

Further details of the Group's financial risk management objectives and policies are set out in Note 18 to the financial statements.

Position of the Company and Going Concern

It is the prime responsibility of the Board to ensure the Group and Company remains a going concern. At 17 February 2023, the Group has cash and cash equivalents of £612,582 and no borrowings.

The Group's financial projections and cash flow forecasts covering a period of at least twelve months from the date of approval of these financial statements show that the Group anticipate having to raise additional funding over the course of the financial year to ensure sufficient available funds in order to meet its contracted and committed expenditure.

Having considered the prepared cashflow forecasts and the Group budgets, which includes the possibility of Directors cutting expenses in certain area of operations if required, the progress in activities post year-end, including the anticipated sale of properties held in Australia and sale of the Philippines, the Directors consider that they will have access to adequate resources in the 12 months from the date of the signing of these Financial Statements. As a result, they consider it appropriate to continue to adopt the going concern basis in the preparation of the Financial Statements.

Should the Group be unable raise additional funding in the timescales necessary to continue trading as a going concern, adjustments would have to be made to reduce the value of the assets to their recoverable amounts, to provide for further liabilities, which might arise, and to classify non-current assets as current.

The Financial Statements have been prepared on the going concern basis and do not include the adjustments that would result if the Group was unable to continue as a going concern.

Therein are set out certain forward looking statements that have been made by the Directors in good faith. By the nature of these statements there can be no certainty that any or all predictions will be met. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company disclaims any obligation to update or modify such forward looking statements as a result of new information, future events or for any other reason.

Dividends

The results for the year are set out in the Consolidated Income Statement. No dividend is proposed in respect of the year (2021: nil). The Group loss for the year of £2,614,873 (2021 loss of £1,465,751) has been taken to reserves together with the other comprehensive income and loss.

Report of the Directors continued

Directors

The Directors who served during the year and to the date of this report were:

Weili (David) Tang
Adam Jones
Dr Trevor George Davenport
Andrew Scott (appointed 24 January 2022)

Under the Company's Articles of Association, at every annual general meeting of the Company, any Director:

- who has been appointed by the Board since the date of the last annual general meeting; or
- who held office at the time of the two preceding annual general meetings and did not retire at either of them; or
- who has held office with the Company as a non-executive Director (that is, he has not been employed by the Company or held executive office) for a continuous period of nine years or more at the date of the meeting:

shall retire from office and may offer himself for election/ re-election by the members.

Total Directors' emoluments are disclosed in Note 6 to the financial statements and details of the share options granted to Directors are disclosed below.

The Directors will comply with Rule 21 of the AIM rules and the Market Abuse Regulation relating to Directors' dealings and will take all reasonable steps to ensure compliance by the Group's applicable employees.

Directors' Interests

Directors who held office at 30 September 2022 held the following beneficial interests, either directly or indirectly (including interests held by spouses, minor children or associated parties) in the ordinary shares of the Company.

Additionally, Directors of the Company who held office at 30 September 2022 held the following share options granted under the Company's unapproved share option scheme:

	Options Issued	Date Issued	Expiry Date	Exercise Price
Adam Jones	5,000,000	23/01/2022	22/01/2027	£0.022
Andrew Scott	5,000,000	23/01/2022	22/01/2027	£0.022
Andrew Scott	10,000,000	23/01/2022	22/01/2027	£0.044
David Tang	10,000,000	23/01/2022	22/01/2027	£0.022

Share Capital and Substantial Share Interests

On 17 February 2023, the Company was aware of the following holdings of 3% or more in Company's issued ordinary share capital of 1,167,441,705 ordinary shares of £0.00001 each.

Registered Shareholder	Number of shares	Holding
Barclays Direct Investing Nominees Limited	128,194,799	10.98
Hargreaves Lansdown Nominees Limited	115,034,384	9.85
Interactive Investor Services Nominees Limited	105,882,906	9.07
JM Nominees Limited	93,000,513	7.97
The Bank of New York (Nominees) Limited	92,268,566	7.90
Interactive Investor Services Nominees Limited	82,687,109	7.08
Interactive Investor Services Nominees Limited	64,078,679	5.49
Hargreaves Lansdown Nominees Limited	56,082,157	4.80
HSDL Nominees Limited	53,804,016	4.61
Hargreaves Lansdown Nominees Limited	52,126,802	4.47
HSDL Nominees Limited	38,791,052	3.32
HSBC Client Holding Nominee	36,692,698	3.14

Report of the Directors continued

Statement of Directors' Responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Parent Company financial statements in accordance with UK adopted international accounting standards in conformity with the Companies Act 2006 and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company 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 judgements and accounting estimates that are reasonable and prudent;
- state whether UK adopted international accounting standards in conformity with the Companies Act 2006 have been followed subject to any material departures disclosed and explained in the financial reports;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and 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 Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Directors' and Officers' Liability Insurance

The Company had in force during the year and has in force at the date of this report a qualifying indemnity in favour of its Directors against the financial exposure that they may incur in the course of their professional duties as Directors and officers of the Company and/or its subsidiaries.

Statement on Disclosure of Information to Auditors

Having made the requisite enquiries and in the case of each of the Directors who are Directors of the Company at the date when this report is approved:

- so far as they are individually aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware; and
- each of the Directors has taken all the steps that they should have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of the information.

Auditor

PKF Littlejohn LLP has expressed its willingness to continue in office as auditor of the Company and a resolution to confirm the appointment will be proposed at the forthcoming annual general meeting.

Annual General Meeting

The annual general meeting of the Company will be held at 9.00 am on Monday 24 April 2023 at Hurlingham Studios, Ranelagh Gardens, London SW6 3PA, United Kingdom. Notice of the annual general meeting is enclosed.

This report was approved by the Board on 31 March 2023. By order of the Board



Weili (David) Tang
Director

Opinion

We have audited the financial statements of ECR Minerals Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2022 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2022 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 2 in the financial statements, which states that the group's and company's ability to continue as a going concern is dependent on the ability to secure additional funding and the Directors consider they have various options to do so, including the issue of equity and asset disposals. As stated in note 2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group's and company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included a review of budgets and cash flow forecasts covering a period of at least 12 months from the date of approval of the financial statements, including challenge of management on the basis of preparation, together with ascertaining the most recent cash position of the group and company, and identifying subsequent events impacting the going concern position.

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

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. Group materiality was £100,000 (2021: £55,000) based upon approximately 1.5% of gross assets. We consider gross assets to be the main driver of the business as the group is still in the exploration stage and therefore no revenues are currently being generated, and that current and potential investors will be most interested in the recoverability of the exploration and evaluation assets. The parent company materiality was £75,000 (2021: £50,000), based upon 1.5% of gross assets and capped to be below group materiality.

Whilst materiality for the financial statements as a whole was set at £100,000, each significant component of the group was audited to an overall materiality ranging between £5,000 to £75,000 (2021: between £3,500 to £50,000) with performance materiality set at 60% for all entities.

We agreed with the audit committee that we would report to the committee all audit differences identified during the course of our audit in excess of £5,000 (2021: £2,750) as well as differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas requiring the directors to make subjective judgements, for example in respect of significant accounting estimates including the carrying value of intangible assets and the consideration of future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

An audit was performed on the financial information of the group's operating entities which for the year ended 30 September 2022 were located in the United Kingdom, Australia and the Philippines. The audit work on each significant component was performed by us as group auditor based upon

materiality or risk profile, or in response to potential risks of material misstatement to the group.

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
Recoverability of intangible assets – exploration and evaluation assets (refer to note 10)	
<p>The group as at 30 September 2022 had ongoing early stage exploration projects in the Philippines and Australia.</p> <p>There is a risk that the expenditure is not correctly capitalised in accordance with IFRS 6. There is also a risk that the capitalised exploration costs are not recoverable and should be impaired. The carrying value of intangible exploration and evaluation assets as at 30 September 2022, which are tested annually for impairment, is £4,957,218. Comprising early stage exploration projects, the impairment assessment requires management judgement and estimation of a range of applicable factors.</p> <p>Relevant disclosures in the financial statements are made in Note 2 surrounding critical accounting judgements, and in Note 10 for Intangible assets.</p>	<p>Our work in this area included:</p> <ul style="list-style-type: none"> • Sample testing of exploration and evaluation expenditure to assess their eligibility for capitalisation under IFRS 6 by corroborating to the original source documentation. • Inspection of the current exploration licences to verify they remained valid and that the group held good title. • Review of correspondence (where applicable) with licensing authorities to ensure compliance and assess the risk of non-renewal. We assessed the sampling results and progress of the projects and whether they indicate the existence of commercially viable projects. • Review and challenge of management's documented consideration of impairment by individual project. • Establishing the intention of the Board to undertake future exploration work. • Review of any internal / external resource estimates produced during the year. • Discussion of status of all projects with management. <p>The exploration permit for the Danglay project is due to expire in July 2023. This was considered an indicator of impairment under IFRS 6. The Board have determined to impair the carrying value down to nil as they are not seeking to develop the project themselves and are, since the year end, seeking to dispose of the project. Given the lack of an identified purchaser and the timeframe to the expiry of the licence we consider this an appropriate treatment.</p>

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from international accounting standards, the Companies Act 2006, tax laws and regulations, local employment law and conditions stipulated in the exploration licenses.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
 - Enquiries of management
 - Review of Board minutes
 - Review of legal and regulatory correspondence
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the judgements and estimates made by management in their assessment of the recoverability of intangible assets represented the most significant risk of material misstatement. Refer to the key audit matter above.
- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

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

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



Daniel Hutson (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor
31 March 2023

15 Westferry Circus
Canary Wharf
London E14 4HD

Consolidated Income Statement

For the year ended 30 September 2022

ECR Minerals plc company no. 5079979

	Note	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Continuing operations			
Other administrative expenses		(1,214,398)	(1,142,338)
Impairment of intangible assets	10	(1,576,822)	
(Gain) or loss on other current assets		(18,991)	-
Currency exchange differences		27,173	(347,315)
Total administrative expenses		(2,783,038)	(1,489,653)
Operating loss	3	(2,783,038)	(1,489,653)
Impairment of available for sale assets		12,887	-
Other financial assets – fair value movement	9	3,623	4,593
		(2,766,528)	(1,485,060)
Financial income	7	651	288
Other income		151,004	19,021
Finance income and costs		151,655	19,309
Loss for the year before taxation		(2,614,873)	(1,465,751)
Income tax	5	-	-
Loss for the year from continuing operations		(2,614,873)	(1,465,751)
Loss on disposal of subsidiary		-	-
Loss for the year from discontinued operations		-	-
Loss for the year - all attributable to owners of the parent		(2,614,873)	(1,465,751)
Earnings per share - basic and diluted			
On continuing operations	4	(0.25)p	(0.16)p

The notes on pages 30 to 49 are an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 30 September 2022

ECR Minerals plc company no. 5079979

	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Loss for the year	(2,614,873)	(1,465,751)
Items that may be reclassified subsequently to profit or loss		
Gain on exchange translation	342,215	52,545
Other comprehensive gain for the year	342,215	52,545
Total comprehensive loss for the year	(2,272,658)	(1,413,206)
Attributable to: -		
Loss on continuing operations	(2,272,658)	(1,413,206)

The notes on pages 30 to 49 are an integral part of these financial statements.

Consolidated & Company Statement of Financial Position

At 30 September 2022

ECR Minerals plc company no. 5079979

		Group		Company	
	Note	30 September 2022 £	30 September 2021 £	30 September 2022 £	30 September 2021 £
Assets					
Non-current assets					
Property, plant and equipment	8	1,188,192	1,303,557	7,849	58,333
Investments in subsidiaries	9	-	-	22,543	-
Intangible assets	10	3,760,919	3,321,481	147,985	1,410,144
Other receivables	11	-	-	5,792,859	5,133,826
		4,949,111	4,625,038	5,971,236	6,602,303
Current assets					
Trade and other receivables	11	148,043	146,147	1,037,568	878,097
Inventory		70,641	75,722	-	-
Financial assets at fair value through profit or loss	9	45,084	31,461	45,084	31,461
Cash and cash equivalents	12	842,889	2,982,046	233,106	1,467,835
		1,106,657	3,235,376	1,315,758	2,377,393
Total assets		6,055,768	7,860,414	7,286,944	8,979,696
Current liabilities					
Trade and other payables	14	206,684	202,731	135,925	41,198
		206,684	202,731	135,925	41,198
Total liabilities		206,684	202,731	135,954	41,198
Net assets		5,849,084	7,657,683	7,151,069	8,938,498
Equity attributable to owners of the parent					
Share capital	13	11,290,980	11,290,483	11,290,980	11,290,483
Share premium	13	53,057,125	52,593,562	53,057,125	52,593,562
Exchange reserve		926,213	583,998	-	-
Other reserves		440,706	440,706	440,706	440,706
Retained losses		(59,865,940)	(57,251,067)	(57,637,742)	(55,386,525)
Total equity		5,849,084	7,657,683	7,151,069	8,938,498

The Company has elected to take the exemption under section 408 of the Companies Act 2006 from presenting the parent company profit and loss account. The loss for the parent company for the year was £2,263,395 (2021: £800,558 loss).

The notes on pages 30 to 49 are an integral part of these financial statements. The financial statements were approved and authorised for issue by the Directors on 31 March 2023 and were signed on its behalf by:



Weili (David) Tang
Non-Executive Chairman



Dr Trevor Davenport
Independent Non-Executive Director

Consolidated Statement of Changes in Equity

For the year ended 30 September 2022

ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Exchange reserve £	Other reserves £	Retained reserves £	Total £
Balance at 30 September 2020	11,286,928	47,090,048	531,453	440,706	(55,785,316)	3,563,819
Loss for the year	–	–	–	–	(1,465,751)	(1,465,751)
Gain on exchange translation	–	–	52,545	–	–	52,545
Total comprehensive loss	–	–	52,545	–	(1,465,751)	(1,413,206)
Shares issued	3,556	5,631,514	–	–	–	5,635,070
Share issue costs	–	(128,000)	–	–	–	(128,000)
Share based payments	–	–	–	–	–	–
Total transactions with owners, recognised directly in equity	3,556	5,503,514	–	–	–	5,507,070
Balance at 30 September 2021	11,290,483	52,593,562	583,998	440,706	(57,251,067)	7,657,683
Loss for the year	–	–	–	–	(2,614,873)	(2,614,873)
Gain on exchange translation	–	–	342,215	–	–	342,215
Total comprehensive loss	–	–	342,215	–	(2,614,873)	(2,272,658)
Shares issued	497	463,563	–	–	–	464,060
Share issue costs	–	–	–	–	–	–
Total transactions with owners, recognised directly in equity	497	463,563	–	–	–	464,060
Balance at 30 September 2022	11,290,980	53,057,125	926,213	440,706	(59,866,940)	5,848,084

The notes on pages 30 to 49 are an integral part of these financial statements.

Company Statement of Changes in Equity

For the year ended 30 September 2022

ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Other reserves £	Retained reserves £	Total £
Balance at 30 September 2020	11,286,928	47,090,048	440,706	(54,585,695)	4,231,987
Loss for the year	–	–	–	(800,558)	(800,558)
Total comprehensive expense	–	–	–	(800,558)	(800,558)
Shares issued	3,556	5,631,514	–	–	5,635,070
Share issue costs	–	(128,000)	–	–	(128,000)
Total transactions with owners, recognised directly in equity	3,556	5,503,514	–	–	5,507,070
Balance at 30 September 2021	11,290,483	52,593,562	440,706	(55,386,253)	8,938,498
Loss for the year	–	–	–	(2,251,490)	(2,251,490)
Total comprehensive expense	–	–	–	(2,251,490)	(2,251,490)
Shares issued	497	463,563	–	–	464,060
Share issue costs	–	–	–	–	–
Total transactions with owners, recognised directly in equity	497	463,563	–	–	464,060
Balance at 30 September 2022	11,290,980	53,057,125	440,706	(57,637,742)	7,151,069

The notes on pages 30 to 49 are an integral part of these financial statements.

Consolidated & Company Cash Flow Statement

For the year ended 30 September 2022

ECR Minerals plc company no. 5079979

		Group	Company		
	Note	Year ended 30 September 2022 £	Year ended 30 September 2021 £	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Net cash used in operations	20	(918,135)	(1,398,242)	(733,226)	(1,006,026)
Investing activities					
Purchase of property, plant & equipment	8	(90,321)	(1,171,840)	(2,541)	(59,038)
Increase in exploration assets	10	(1,674,046)	(1,452,297)	(314,663)	(76,862)
Investment in subsidiary		-	-	(22,543)	-
Investment in available for sale assets		(10,000)	-	(10,000)	-
Proceeds from sale of property, plant and equipment		88,634	-	42,952	-
Loan to subsidiary		-	-	(659,033)	(4,104,759)
Interest income	7	651	288	265	260
Net cash generated from / (used in) investing activities		(1,685,082)	(2,623,849)	(965,563)	(4,240,398)
Financing activities					
Proceeds from issue of share capital (net of issue costs)		464,060	5,507,088	464,060	5,507,069
Net cash from financing activities		464,060	5,507,088	464,060	5,507,069
Net change in cash and cash equivalents		(2,139,157)	1,484,815	(1,234,729)	260,645
Cash and cash equivalents at beginning of the year		2,982,046	1,497,231	1,467,835	1,207,190
Effect of change in foreign exchange rates		-	-	-	-
Cash and cash equivalents at end of the year	12	842,889	2,982,046	233,106	1,497,835

Non-cash transactions:

The notes on pages 30 to 49 are an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 30 September 2022

1 General information

The Company and the Group operated mineral exploration and development projects. The Group's principal interests are located in Australia and the Philippines.

The Company is a public limited company incorporated and domiciled in England. The registered office of the Company and its principal place of business is Office T3, Hurlingham Studios, Ranelagh Gardens, London SW6 3PA. The Company is quoted on the Alternative Investment Market (AIM) of the London Stock Exchange.

2 Accounting policies

Overall considerations

The principal accounting policies that have been used in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied unless otherwise stated.

Basis of preparation

a) Statement of compliance

The consolidated financial statements of the Group for the 12 months ended 30 September 2022 have been prepared in accordance with UK adopted international accounting standards in conformity with the Companies Act 2006. The financial statements are prepared on the historical cost basis or the fair value basis where the fair valuing of relevant assets or liabilities has been applied.

b) (i) New and amended standards, and interpretations issued and effective for the financial year beginning 1 October 2021

There were no new standards, amendments or interpretations effective for the first time for periods beginning on or after 1 October 2021 that had a material effect on the Group or Company financial statements.

(ii) New standards, amendments and interpretations in issue but not yet effective

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not been adopted by the EU):

- Amendments to IAS 1: Classifications of liabilities and Disclosure of Accounting Policies (effective 1 January 2023);
- Amendments to IAS 8: Accounting Policies, Changes to Accounting Estimates and Errors (effective 1 January 2023);
- Amendments to IAS 12: Income Taxes – Deferred Tax arising from a Single Transaction (effective 1 January 2023);

**subject to EU endorsement*

The Group and Company intend to adopt these standards when they become effective. The introduction of these new standards and amendments is not expected to have a material impact on the Group or Company.

Basis of consolidation

Where the Group has control over an investee, it is classified as a subsidiary. The Group controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Group has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. 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.

The consolidated financial statements present the results of the Group as if they formed a single entity. Intercompany transactions and balances between group companies are eliminated in full.

The consolidated financial statements incorporate the financial statements of the Company and one of its subsidiaries made up to 30 September 2022. Subsidiary undertakings acquired during the period are recorded under the acquisition method of accounting and their results consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date such control ceases.

Going concern

It is the prime responsibility of the Board to ensure the Group and Company remains a going concern. At 17 February 2023, the Group has cash and cash equivalents of £612,582 and no borrowings.

The Group's financial projections and cash flow forecasts covering a period of at least twelve months from the date of approval of these financial statements show that the Group anticipate having to raise additional funding over the course of the financial year to ensure sufficient available funds in order to meet its contracted and committed expenditure.

Having considered the prepared cashflow forecasts and the Group budgets, which includes the possibility of Directors cutting expenses in certain areas of operations if required, the progress in activities post year-end, including the anticipated sale of properties held in Australia and sale of the Philippines, the Directors consider that they will have access to adequate resources in the 12 months from the date of the signing of these Financial Statements. As a result, they consider it appropriate to continue to adopt the going concern basis in the preparation of the Financial Statements.

Should the Group be unable raise additional funding in the timescales necessary to continue trading as a going concern, adjustments would have to be made to reduce the value of the assets to their recoverable amounts, to provide for further liabilities, which might arise, and to classify non-current assets as current.

The Financial Statements have been prepared on the going concern basis and do not include the adjustments that would result if the Group was unable to continue as a going concern.

Cash and cash equivalents

Cash includes petty cash and cash held in current bank accounts. Cash equivalents include short-term investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and any provision for impairment losses.

Depreciation is charged on each part of an item of property, plant and equipment so as to write off the cost of assets less the residual value over their estimated useful lives, using the straight-line method. Depreciation is charged to the income statement. The estimated useful lives are as follows:

Office equipment	3 years
Furniture and fittings	5 years
Machinery and equipment	5 years
Motor vehicles	5 years
Land	Not depreciated

Expenses incurred in respect of the maintenance and repair of property, plant and equipment are charged against income when incurred. Refurbishments and improvements expenditure, where the benefit is expected to be long lasting, is capitalised as part of the appropriate asset.

An item of property, plant and equipment ceases to be recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on cessation of recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset ceases to be recognised.

Exploration and development costs

All costs associated with mineral exploration and investments are capitalised on a project-by-project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads. If an exploration project is successful, the related expenditures will be transferred to mining assets and amortised over the estimated life of the commercial ore reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off in the period in which the event occurs. Where the Group maintains an interest in a project, but the value of the project is considered to be impaired, a provision against the relevant capitalised costs will be raised.

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

Impairment testing

Individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may exceed its recoverable amount, being the higher of net realisable value and value in use. Any such excess of carrying value over recoverable amount or value in use is taken as a debit to the income statement.

Intangible exploration assets are not subject to amortisation and are tested annually for impairment.

Provisions

A provision is recognised in the Statement of Financial Position when the Group or Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Leased assets

Assets and liabilities arising from a lease are initially measured on a present value basis. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset. Lease payments are allocated between principal and finance cost. All other short term leases are regarded as operating leases and the payments made under them are charged to the income statement on a straight-line basis over the lease term.

Taxation

There is no current tax payable in view of the losses to date.

Deferred income taxes are calculated using the Statement of Financial Position liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is

not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

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

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

Investments in subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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.

The investments in subsidiaries held by the Company are valued at cost less any provision for impairment that is considered to have occurred, the resultant loss being recognised in the income statement.

Equity

Equity comprises the following:

- “Share capital” represents the nominal value of equity shares, both ordinary and deferred.
- “Share premium” represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issues.
- “Other reserves” represent the fair values of share options and warrants issued.
- “Retained reserves” include all current and prior year results, including fair value adjustments on financial assets, as disclosed in the consolidated statement of comprehensive income.
- “Exchange reserve” includes the amounts described in more detail in the following note on foreign currency below.

Foreign currency translation

The consolidated financial statements are presented in pounds sterling which is the functional and presentational currency representing the primary economic environment of the Group.

Foreign currency transactions are translated into the respective functional currencies of the Company and its subsidiaries using the exchange rates prevailing at the date of the transaction or at an average rate where it is not practicable to translate individual transactions. Foreign exchange gains and losses are recognised in the income statement.

Monetary assets and liabilities denominated in a foreign currency are translated at the rates ruling at the Statement of Financial Position date.

The assets and liabilities of the Group's foreign operations are translated at exchange rates ruling at the Statement of Financial Position date. Income and expense items are translated at the average rates for the period. Exchange differences are classified as equity and transferred to the Group's exchange reserve. Such differences are recognised in the income statement in the periods in which the operation is disposed of.

Share-based payments

The Company awards share options to certain Company Directors and employees to acquire shares of the Company. Additionally, the Company has in previous years issued warrants to providers of equity finance.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee.

The fair value is appraised at the grant date and excludes the impact of non-market vesting conditions. Fair value is measured by use of the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are ultimately recognised as an expense in the income statement with a corresponding credit to “other reserves”.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior years if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital and, where

appropriate, share premium.

A gain or loss is recognised in profit or loss when a financial liability is settled through the issuance of the Company's own equity instruments. The amount of the gain or loss is calculated as the difference between the carrying value of the financial liability extinguished and the fair value of the equity instrument issued.

Financial instruments

Financial assets

The Group's financial assets comprise equity investments held as financial assets at fair value through profit or loss as required by IFRS 9, and financial assets at amortised cost, being cash and cash equivalents and receivables balances. Financial assets are assigned to the respective categories on initial recognition, based on the Group's business model for managing financial assets, which determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially measured at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment under the expected credit loss model.

The Group's receivables fall into this category of financial instruments. Discounting is omitted where the effect of discounting is immaterial.

Equity investments are held as financial assets at fair value through profit or loss. These assets are initially recognised at fair value and subsequently carried in the financial statements at fair value, with net changes recognised in profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired

Or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss.

The amount of the expected credit loss is measured as the difference between all contractual cash flows that are due in accordance with the contract and all the cash flows that are expected to be received (i.e. all cash shortfalls), discounted at the original effective interest rate (EIR).

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.

Financial liabilities

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 and are held at amortised cost. 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.

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.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with UK adopted international accounting standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

The most critical accounting policies and estimates in determining the financial condition and results of the Group and Company are those requiring the greater degree of subjective or complete judgement. These relate to:

Capitalisation and recoverability of exploration costs (Note 10):

Capitalised exploration and evaluation costs consist of direct costs, licence payments and fixed salary/consultant costs, capitalised in accordance with IFRS 6 "Exploration for and Evaluation of Mineral Resources". The group and company recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral assets. Exploration and evaluation assets are initially measured at cost. Exploration and evaluation costs are assessed for indications of impairment annually. Where the carrying amount of an asset exceeds its recoverable amount an impairment is recognised. Any impairment is recognised directly in profit or loss.

Recoverability of investment in subsidiaries including intra group receivables (Note 9 and 11)

The recoverability of investments in subsidiaries, including intra group receivables, is directly linked to the recoverability of the exploration assets in those entities, which is subject to the same estimates and judgements as explained above.

3 Operating loss

	Year ended 30 September 2022 £	Year ended 30 September 2021 £
The operating loss is stated after charging:		
Depreciation of property, plant and equipment	104,165	51,822
Operating lease expenses	44,843	31,337
Auditors' remuneration – fees payable to the Company's auditor for the audit of the parent company and consolidated financial statements	32,000	26,000

4 Earnings per share

	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Basic and Diluted		
Weighted number of shares in issue during the year	1,039,370,796	892,410,767
Loss from continuing operations attributable to owners of the parent	(2,614,873)	(1,413,206)

Basic earnings per share has been calculated by dividing the loss attributable to equity holders of the company after taxation by the weighted average number of shares in issue during the year. There is no difference between the basic and diluted earnings per share as the effect on the exercise of options and warrants would be to decrease the earnings per share.

Details of share options and warrants that could potentially dilute earnings per share in future periods is set out in Note 13.

5 Income tax

The relationship between the expected tax expense based on the corporation tax rate of 19% for the year ended 30 September 2022 (2021: 19%) and the tax expense actually recognised in the income statement can be reconciled as follows:

	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Group loss for the year	(2,614,873)	(1,413,206)
Loss on activities at effective rate of corporation tax of 19% (2021: 19%)	(496,826)	(268,509)
Expenses not deductible for tax purposes	11,540	63,927
Loss on disposal of subsidiary not deductible for tax purposes	-	-
Income not taxable	4,363	19,309
Depreciation in excess of capital allowances	104,165	51,822
Loss carried forward on which no deferred tax asset is recognised	376,758	133,451
Current tax expense	-	-
Deferred tax (see below)	-	-
Total income tax expense	-	-

The Company has unused tax losses of approximately £8,100,000 (2020 £6,950,000) to carry forward and set against future profits; and the Company has capital losses of £197,000 to carry forward and set against future capital gains of the Company. The related deferred tax asset has not been recognised in respect of these losses as there is no certainty in regard to the level and timing of future profits.

6 Staff numbers and costs

Group and Company	Year ended 30 September 2022 Number	Year ended 30 September 2021 Number
Directors	4	3
Administration	3	3
Total	7	6

The aggregate payroll costs of these persons were as follows:

	£	£
Staff wages and salaries	140,167	61,604
Directors' cash based emoluments	198,739	277,353
Social security costs	24,544	22,817
Pension contributions	1,456	1,400
	364,906	363,174

The remuneration of the directors, who are the key management personnel of the Group, in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures' was as follows:

	£	£
Directors' cash based emoluments	198,739	267,353
Employer's national insurance contributions	-	22,817
Pension contributions	1,456	1,316
	200,195	291,486

Directors' remuneration

As required by AIM Rule 19, details of remuneration earned in respect of the financial year ended 30 September 2022 by each Director are set out below:

Director	Salary		Consulting fees		Total
	Paid	Accrued	Paid	Accrued	
	£	£	£	£	£
C Brown	17,727	-	-	-	17,727
W Tang	48,000	-	28,300	400	76,700
A Jones	30,000	-	80,808	-	110,808
T Davenport	36,000	-	6,400	-	42,400
A Scott	27,000	-	7,000	-	34,000
	158,727	-	122,508	400	281,635

Notes to the Financial Statements continued

For the year ended 30 September 2022

6 Staff numbers and costs continued

Year ended 30 September 2021

	Paid	Salary Accrued	Consulting fees	Pension	Total
	£	£	£	£	£
Director					
C Brown	165,000	–	–	1,316	166,316
W Tang	54,000	4,000	26,584	–	84,584
A Jones	22,500	2,500	–	–	25,000
	241,500	6,500	26,584	1,316	275,900

The highest paid Director received remuneration of £110,808 (2021: £165,000), excluding share-based payments.

7 Finance income

	Year ended 30 September 2022 £	Year ended 30 September 2021 £
Finance income		
Interest on cash and cash equivalents	651	288
	651	288

8 Property, plant and equipment

Group

	Furniture & fittings	Office Equipment	Machinery & equipment	Land and Building	Total
	£	£	£	£	£
Cost					
At 1 October 2021	2,982	37,240	513,136	822,705	1,376,063
Additions	699	3,999	85,623		90,321
Disposal	-	-	(45,036)	(56,485)	(101,521)
At 30 September 2022	3,681	41,239	553,723	766,220	1,364,863
Depreciation					
At 1 October 2021	2,982	17,415	52,110	-	72,507
Depreciation for the year	176	7,656	96,333	-	104,165
At 30 September 2022	3,158	25,071	148,443	-	176,672
Net book value					
At 1 October 2021	-	19,825	461,027	822,705	1,303,557
At 30 September 2022	523	16,168	405,281	766,220	1,188,192

Company	Furniture fittings	& Office Equipment	Machinery equipment	& Land Building	and Total
	£	£	£	£	£
Cost					
At 1 October 2021	890	27,936	51,860	-	80,686
Additions	699	1,842	-	-	2,541
Disposal	-	-	(45,036)	-	(45,036)
At 30 September 2022	1,589	29,778	6,824	-	38,191
Depreciation					
At 1 October 2021	890	17,040	4,424	-	22,354
Depreciation for the year	176	5,413	2,400	-	7,989
At 30 September 2022	1,066	22,453	6,824	-	30,343

Net book value					
At 1 October 2021	-	10,896	47,436	-	58,493
At 30 September 2022	523	7,325	-	-	7,848

Notes to the Financial Statements continued

For the year ended 30 September 2022

8 Property, plant and equipment continued

The Group and the Company's property, plant and equipment are free from any mortgage or charge. The

comparable table for 2021 is detailed below.

Group

	Furniture & fittings	Office Equipment	Machinery & equipment	Land and Building	Total
Cost	£	£	£	£	£
At 1 October 2020	2,982	18,880	184,209	-	206,071
Additions	-	18,360	328,927	822,705	1,169,992
At 30 September 2021	2,982	37,240	513,136	822,705	1,376,063
Depreciation					
At 1 October 2020	2,880	14,157	5,495	-	22,532
Depreciation for the year	102	3,258	46,615	-	51,822
At 30 September 2021	2,982	17,415	52,110	-	74,354
Net book value					
At 1 October 2020	102	4,723	180,517	-	185,341
At 30 September 2021	-	19,825	461,027	822,705	1,303,557

Company	Furniture & fittings	Office Equipment	Machinery & equipment	Land and Building	Total
Cost	£	£	£	£	£
At 1 October 2020	890	18,880	3,865	-	23,635
Additions	-	18,360	47,995	-	66,355
At 30 September 2021	890	37,240	51,860	-	89,990
Depreciation					
At 1 October 2020	890	14,157	3,865	-	18,912
Depreciation for the year	-	2,883	559	-	3,442
At 30 September 2021	890	17,040	4,424	-	22,354
Net book value					
At 1 October 2020	161	-	387	-	548
At 30 September 2021	-	20,200	47,436	-	67,636

9 Investments

	Investment in subsidiaries £
Cost as at 1 October 2021	272
Additions	22,543
Disposal	(272)
Balance at 30 September 2022	22,543

The comparable table for 2021 is detailed below:

	Investment in subsidiaries £
Cost as at 1 October 2020	272
Addition	-
Balance at 30 September 2021	272

Investment in subsidiaries

At 30 September 2022, the Company had interests in the following subsidiary undertakings:

Subsidiaries:	Principal country of incorporation	Principal activity	Description and effective country of operation	Proportion of shares held
Mercator Gold Australia Pty Ltd	Australia	Mineral Exploration	Australia	100%
Warm Springs Renewable Energy Corporation	USA	Dormant	USA	90%
Copper Flat Corporation	USA	Dormant	USA	100%
Lux Exploration Pty Ltd	Australia	Mineral Exploration	Australia	100%
Corderilla Tiger International Resources Inc.	Philippines	Mineral Exploration	Philippines	70%

Registered office address of the subsidiaries:

Mercator Gold Australia Pty Ltd	58 Gipps Street, Collingwood Victoria, 3066, Australia
Warm Springs Renewable Energy Corporation	315 Paseo de Peralta, Santa Fe, NM 87501, USA
Copper Flat Corporation (formerly New Mexico Copper Corporation)	315 Paseo de Peralta, Santa Fe, NM 87501, USA
Lux Exploration Pty Ltd	58 Gipps Street, Collingwood Victoria, 3066, Australia
Cordillera Tiger International Resources Inc.	RM 24/F D Restaurant Bldg. Dangwa Terminal Baguio

Financial assets at fair value through profit or loss

	2022 £	2021 £
Quoted investments		
At 1 October	31,461	26,870
Additions	10,000	-
Fair value movements	3,623	4,591
At 30 September	45,084	31,461

The financial asset at 30 September 2022 and 2021 comprises shares in Tiger International Resources, Inc., and is held at fair value through profit or loss in accordance with IFRS 9 Financial Instruments.

10 Intangible assets– exploration and development costs

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
At 1 October	3,321,481	1,869,184	1,410,144	1,333,282
Additions	1,993,719	1,452,297	292,123	76,862
Impairment	(1,554,281)	-	(1,554,281)	-
At 30 September	3,760,919	3,321,481	147,985	1,410,144

A summary of exploration and development costs of the Group is presented below:

	2022	2021
	£	£
Danglay Gold Project, Philippines	-	1,261,158
Central Victorian Gold Projects, Australia	3,760,919	2,060,323
At 30 September	3,760,919	3,321,481

Danglay Gold Project, Philippines

In April 2013 ECR entered into an earn-in and joint venture agreement (the “Agreement”) in relation to the Danglay gold project in the Philippines. Cordillera Tiger Gold Resources, Inc. (“Cordillera Tiger”) is a Philippine corporation and the holder of the exploration permit (the “EP”) which represents the Danglay project.

Activities under the Agreement commenced in December 2013 and ceased when the Earn-In Option (as that term is defined in the Agreement) was terminated in August 2016. The Philippine mining industry is enduring a period of significant political and regulatory upheaval, which has been particularly intense and unpredictable since June 2016. In light of this, termination of the Earn-In Option was considered a prudent step for the Company to take.

The Agreement gave ECR the exclusive right and option to earn a 25% or 50% interest in Cordillera Tiger and thereby in the Danglay project. Under the terms of the Agreement, ECR was the operator of the Danglay project, through Cordillera Tiger. The completion of various exploration programmes generated valuable data which is relevant to the assessment of the project’s economic potential.

In December 2015, the Company published an NI43-101 technical report (the “Report”) in relation to the Danglay project. The Report also disclosed a target for further exploration, as permitted by NI43-101. The Report supports the disclosure on 5 November 2015 of an inferred mineral resource estimate for oxide gold mineralisation at Danglay.

Under the Agreement, the estimation of this mineral resource and the making of expenditures exceeding US\$500,000 in connection with the Danglay project, entitled ECR to a 25% interest in Cordillera Tiger.

In July 2021, Cordillera Tiger successfully renewed Exploration License EP-006 at the Danglay gold project, which is located in a prolific gold and copper mining district in the north of the Philippines for a further two years. In October 2021, ECR Minerals received formal recognition for its 25% shareholding in Philippines based company Cordillera Tiger Gold Resources, Inc. (“Cordillera Tiger”), having invested some £1.2 million in the Danglay gold.

In April 2022, the Cordillera Chairman and Vice President agreed to sell to ECR Minerals his shareholding of 1,499,996. The consideration for the additional 1,499,996 shares in Cordillera was 1,499,996 Philippine pesos (approx. £22,000), which has been paid for in cash. Following this acquisition, ECR holds 2,333,329 Ordinary Shares in Cordillera representing 70% of its issued share capital. At that stage the current management of Cordillera was kept in place.

The carrying value of Danglay as at 30 September 2022 was £1,554,281 which is based on historical spend by ECR Minerals plc. As the Group’s focus is on gold and battery metals exploration in Australia and as such, upon the conclusion of a review of operations post period, the Board decided to explore several options in relation to the Danglay project, including potential sale of the asset. Despite numerous interests, ECR is yet to receive a material offer that would bring value to shareholders. Post period, the Group has significantly reduced spending on the asset and subsequently produced a sales presentation to distribute to potential buyers. The Board acknowledge the several challenges in valuing the potential of the Danglay asset such as quantifying the value of Exploration License EP-006, Cordillera holds no value and the net assets are nil, and Cordillera Tiger Gold Resources Inc recorded no revenues or profits. Under advisement and discussions, the Board believes it would not be prudent to carry the book value of the asset forward based on the expenditure to date and current market conditions and has therefore impaired the project in full. Nevertheless, ECR continues to explore other potential sales opportunities for the Danglay Gold project.

11 Trade and other receivables

	Group		Company	
	2022 £	2021 £	2022 £	2021 £
Non-current assets				
Amount owed by a subsidiary	-	-	5,792,859	5,133,826
Current assets				
Amount owed by a subsidiary	-	-	938,073	818,566
Other receivables	99,365	100,406	50,933	33,919
Prepayments and accrued income	48,678	45,741	48,563	25,612
	148,043	146,147	1,037,568	878,097

The short-term carrying values are considered to be a reasonable approximation of the fair value.

12 Cash and cash equivalents

	Group		Company	
	2022 £	2021 £	2022 £	2021 £
Cash and cash equivalents consisted of the following:				
Deposits at banks	842,889	2,982,046	233,106	1,467,835
Cash on hand				
	842,889	2,982,046	233,106	1,467,835

13 Share capital and share premium accounts

The share capital of the Company consists of three classes of shares: ordinary shares of 0.001p each which have equal rights to receive dividends or capital repayments and each of which represents one vote at shareholder meetings; and two classes of deferred shares, one of 9.9p each and the other of 0.099p each, which have limited rights as laid out in the Company's articles.

In particular deferred shares carry no right to dividends or to attend or vote at shareholder meetings and deferred share capital is only repayable after the nominal value of the ordinary share capital has been repaid.

a) Changes in issued share capital and share premium

	Number of shares	Ordinary shares £	Deferred 9.9p shares £	Deferred 'B' 0.099p shares £	Deferred 0.199p shares £	Total shares £	Share premium £	Total £
At 1 October 2021	1,016,558,551	10,147	7,194,816	3,828,359	257,161	11,290,483	52,593,562	58,376,975
Issue of shares								
less costs	47,906,000	497	-	-	-	497	463,563	464,042
Balance at 30 September 2022	1,064,464,551	10,644	7,194,816	3,828,359	257,161	11,290,980	53,057,125	63,884,063

All the shares issued are fully paid up and none of the Company's shares are held by any of its subsidiaries.

13 Share capital and share premium accounts *continued*

b) Potential issue of ordinary shares

Share options

The number and weighted average exercise prices of share options valid at the year-end are as follows:

	Weighted average exercise price 2022 £	Number of options 2022	Weighted average exercise price 2021 £	Number of options 2021
Exercisable at the beginning of the year	0.0113	17,035,127	0.051	8,209,968
Granted during the year	0.027	45,000,000	0.0113	25,000,000
Exercised during the year	-	-	0.0117	(16,118,841)
Expired during the year	0.0175	(1,758,143)	5	(56,000)
Exercisable at the end of the year	0.023	60,276,984	0.0113	17,035,127

The options outstanding at 30 September 2022 have a weighted average remaining contractual life of four year and three months (2021: two year and seven months).

The options outstanding at the end of the year have the following expiry date and exercise prices:

Date granted	Expiry Date	Exercise Price in	No. of Options
27 February 2017	28 October 2024	£0.01725	4,076,984
30 July 2018	29 July 2023	£0.01125	1,200,000
30 July 2018	28 October 2024	£0.01125	10,000,000
23 January 2022	22 January 2027	£0.022	35,000,000
23 January 2022	22 January 2027	£0.044	10,000,000

Share-based payments

There were no options issued during the year.

Share warrants

	Weighted average exercise price 2022 £	Number of warrants exercise price 2022 £	Weighted average exercise price 2021 £	Number of warrants 2021
Exercisable at the beginning of the year	0.02878	159,940,371	0.01625	425,384,824
Exercised during the year	0.01	(47,906,000)	0.0138	(310,603,127)
Expired during the year	0.0205	(62,034,372)	0.0125	(4,841,325)
Granted during the year	-	-	0.0375	49,999,999
Exercisable at the end of the year	0.0375	49,999,999	0.02878	159,940,371

The warrants outstanding at the end of the year have the following expiry date and exercise prices:

Date granted	Expiry Date	Exercise Price £	No. of Warrants
30 April 2021	29 April 2023	0.0375	49,999,999

14 Trade and other payables

	Group		Company	
	2022 £	2021 £	2022 £	2021 £
Trade payables	149,938	156,301	109,098	9,605
Social security and employee taxes	16,489	34,034	2,226	19,197
Other creditors and accruals	40,257	12,397	24,601	12,397
	206,684	202,731	135,925	41,198

Notes to the Financial Statements continued

For the year ended 30 September 2022

15 Capital management

The Group's objective when managing capital is to safeguard the entity's ability to continue as a going concern and develop its mineral exploration and development and other activities to provide returns for shareholders and benefits for other stakeholders.

The Group's capital structure comprises all the components of equity (all share capital, share premium, retained earnings when earned and other reserves). When considering the future capital requirements of the Group and the potential to fund specific project development via debt, the Directors consider the risk characteristics of the underlying assets in assessing the optimal capital structure.

16 Related party transactions

	Group		Company	
	2022 £	2021 £	2022 £	2021 £
Amounts owed to Directors	400	10,606	479	10,606

Details of Directors' emoluments are disclosed in Note 6. The amounts owed to Directors relate to accrued emoluments, consulting fees and expenses due.

During the year the Company provided additional advances of £659,033 under a loan to Mercator Gold Australia Pty Ltd and charged expenses and management fees of £139,507. The balance owed to the Company is shown in Note 11.

The Company and the Group have no ultimate controlling party.

17 Commitments and contingencies

Capital expenditure commitment

As at 30 September 2022, the Group has a commitment expenditure of AUD\$650,000 for the first three years across the three licence areas in Lolworth Range.

The Group is committed to issuing a further AUD 150,000 worth of Ordinary Shares in ECR contingent on commercial production being established from the Bailieston projects.

Contingencies

The Group entered into no agreements during the year ended 30 September 2022 which would result in disclosure of contingent assets or liabilities.

Notes to the Financial Statements continued

For the year ended 30 September 2022

18 Financial instruments

Categories of financial instrument

Group	2022 £	2021 £
<i>Financial assets (amortised cost)</i>		
Trade and other receivables (excluding prepayments)	99,072	100,406
Cash and cash equivalents	842,889	2,982,046
	941,961	3,082,452
<i>Financial assets (fair value through profit or loss)</i>		
Equity investments	45,084	31,463
	45,084	31,463
<i>Financial liabilities (amortised cost)</i>		
Trade and other payables	206,684	232,185
	206,684	232,185
 Company	 2022 £	 2021 £
<i>Financial assets (amortised cost)</i>		
Trade and other receivables (excluding prepayments)	989,006	852,485
Cash and cash equivalents	233,106	1,467,835
Long-term borrowings, intra-group	5,792,859	5,133,826
	7,014,971	7,454,146
<i>Financial assets (fair value through profit or loss)</i>		
Equity investments	45,084	31,463
	45,084	31,463
<i>Financial liabilities (amortised cost)</i>		
Trade and other payables	135,925	41,198
	135,925	41,198

Risk management objectives and policies

The Group's principal financial assets comprise cash and cash equivalents, trade and other receivables, investments and prepayments. The Group's liabilities comprise trade payables, other payables including taxes and social security, and accrued expenses.

The Board determines as required the degree to which it is appropriate to use financial instruments, commodity contracts or other hedging contracts to mitigate financial risks.

Credit risk

The Group's cash and cash equivalents are held with major financial institutions. The Group monitors credit risk by reviewing the credit quality of the financial institutions that hold the cash and cash equivalents and restricted cash. The fair value of cash and cash equivalents at 30 September 2022 and 30 September 2021 did not differ materially from their carrying value.

Management believes that the Group's exposure to credit risk is manageable.

The Company manages its current VAT receivables by submitting VAT returns on a quarterly basis. This allows the Company to receive the VAT in a timely matter while any amounts that may come under scrutiny. Management has no formal credit policy in place for customers and the exposure to credit risk is approved and monitored on an ongoing basis individually for all significant customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The Group does not require collateral in respect of financial assets.

Market risk

The Group's financial instruments potentially affected by market risk include bank deposits, and trade payables. An analysis is required by IFRS 7, intended to illustrate the sensitivity of the Group's financial instruments (as at period end) to changes in market variables, being exchange rates and interest rates. The Group's exposure to market risk is not considered to be material.

Notes to the Financial Statements *continued*

For the year ended 30 September 2022

18 Financial instruments *continued*

Interest rate risk

The Group has no material exposure to interest rate risk. Since the interest accruing on bank deposits was relatively immaterial there is no material sensitivity to changes in interest rates.

Foreign currency risk

The Group is exposed to foreign currency risk in so far as some dealings with overseas subsidiary undertakings are in foreign currencies. Bank accounts are held in Great British Pounds ("GBP"), Australian Dollars ("AUD") and United States of American Dollars ("USD"). The Company has payables that originate in GBP, AUD, USD and Philippines Peso ("PHP"). As such the Company is affected by changes in the GBP exchange rate compared to the following currencies; AUD, USD, and PHP.

As at 30 September 2022	GBP	AUD	PHP
Cash and cash equivalents	233,106	1,033,117	44,789
Accounts receivable	1,037,568	77,251	-
Accounts payable	(135,923)	(114,461)	(220,200)
Net foreign exchange exposure	1,134,751	995,907	175,411
Translation to GBP	-	0.5783	0.0153
GBP equivalent	1,134,751	1,722,150	2,684
As at 30 September 2021	GBP	AUD	PHP
Cash and cash equivalents	1,467,835	2,126,534	-
Accounts receivable	878,097	102,765	-
Accounts payable	(41,198)	(161,533)	-
Net foreign exchange exposure	2,304,734	2,067,767	-
Translation to GBP	-	0.5367	-
GBP equivalent	2,304,734	1,109,818	-

Fair value of financial instruments

The fair values of the Company's financial instruments at 30 September 2022 and 30 September 2021 did not differ materially from their carrying values.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

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

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, by the level in the fair value hierarchy into which the measurement is categorised.

Group and Company

	Level 1 £	Level 2 £	Level 3 £	Total £
30 September 2022				
Financial assets at fair value through profit or loss	45,084	-	-	45,084
	45,084	-	-	45,084

Group and Company

	Level 1 £	Level 2 £	Level 3 £	Total £
30 September 2021				
Financial assets at fair value through profit or loss	31,463	-	-	31,463
	31,463	-	-	31,463

Notes to the Financial Statements continued

For the year ended 30 September 2022

Liquidity risk

The Group finances its operations primarily through the issue of equity share capital and debt in order to ensure sufficient cash resources are maintained to meet short-term liabilities and future project development requirements. Management monitors availability of funds in relation to forecast expenditures in order to ensure timely fundraising. Funds are raised in discrete tranches to finance activities for limited periods.

Funds surplus to immediate requirements may be placed in liquid, low risk investments.

The Group's ability to raise finance is subject to market perceptions of the success of its projects undertaken during the year and subsequently. Due to the uncertain state of financial markets there can be no certainty that future funding will continue to be available.

The table below sets out the maturity profile of financial liabilities as at 30 September 2022.

	2022 £	2021 £
Due in less than 1 month	206,684	232,185
Due between 1 and 3 months	—	—
Due between 3 months and 1 year	—	—
Due after 1 year	—	—
	206,684	232,185

19 Segmental report

The Group is engaged in mineral exploration and development and is considered to have one business segment. The Chief Operating Decision Maker is considered to be the Board of Directors, who segment exploration activities by geographical region in order to evaluate performance individually. The segmental breakdown of exploration assets is shown in Note 10. As disclosed in the Note 10, the exploration activities in the Philippines have been impaired in full and all remaining mineral exploration assets are in Australia.

Management information in respect of profit or loss expenditures is not segmented but is considered at Group level.

20 Cash used in operations

		Group		Company	
		Year ended 30 September 2022 £	Year ended 30 September 2021 £	Year ended 30 September 2022 £	Year ended 30 September 2021 £
<i>Note</i>					
Operating activities					
Loss for the year before tax		(2,614,873)	(1,413,206)	(2,251,490)	(800,558)
Adjustments:					
Loss on disposal of subsidiary			-		-
Depreciation expense property, plant and equipment	8	104,165	51,822	7,989	3,442
(Gain)/ Loss on financial assets at fair value		(3,623)	(4,593)	(3,623)	(4,593)
Impairment of intangible assets		1,576,822	-	1,576,822	-
Interest income		(651)	(288)	(265)	(260)
Profit and loss on disposal		12,887		2,086	
Decrease/ (Increase) in accounts receivable		(1,896)	(37,531)	(159,471)	(151,408)
Decrease/ (Increase) in inventory		5,081	(75,722)		
Foreign exchange on operating activities		-	(15)	-	-
Increase/ (Decrease) in accounts payable		3,954	81,109	94,726	(52,650)
Net cash used in operations		(918,135)	(1,398,424)	(733,226)	(1,006,026)

Notes to the Financial Statements continued

For the year ended 30 September 2022

21 Events after the reporting date

- On 4 October 2022, the Company announced an update on the stream sediment sampling campaign currently in progress on its tenements at Lolworth Range, North Queensland, Australia. ECR Minerals announced that the project is close to 75% complete, that more than 91 samples have been despatched and awaiting results from the laboratory whilst follow-up sampling work will continue.
- On 11 October 2022 the Company provided an update on the second drilling rig stating the rig purchase has now been completed, following the agreement of a meaningful discount, on what the board consider to be competitive and attractive terms. Arrangements are currently being made for the rig to be loaded onto a ship for delivery to Melbourne Port.
- On 14 October 2022 the Company announced the final gold results from the 2022 drill program at the HR3 prospect at Bailieston. ECR Minerals plc has 100% ownership of the Bailieston Project (EL5433), which contains the gold prospects known as HR3, Cherry Tree, Blue Moon and Black Cat. The projects are operated by ECR's Australian wholly owned subsidiary Mercator Gold Australia Pty Ltd ("MGA"). The Company announced the best results in BH3DD043 with a composited grade of 9.01 g/t Au over a drilled width of 4 metres. Along with further results from the Maori Anticline include 1m @ 4.96 g/t Au (BH3DD042) at a depth of 273m. With multiple intersections along strike of the Scoulers Reef including 0.2m @ 9.22 g/t Au (BH3DD042), 0.5m @ 4.55 g/t Au (BH3DD037) and 1m @ 3.34 g/t Au (BH3DD038).
- On 19 October 2022 the Company announced results from a re-assay of selected diamond drill core from the Creswick diamond drilling program completed in 2021. The Company stated that Duplicate sampling of selected quartz-mineralised intercepts from the diamond drilling campaign of 2021 shows significant increase in reportable gold grades including of 0.7m @ 47.75 g/t Au from 147m in hole CSD001, 1.1m @ 6.13 g/t Au from 98m in hole CJD002 and 1m @ 3.9 g/t Au from 86.5m, also in hole CJD002. Ongoing surface exploration in the immediate area is testing for follow-up drill targets.
- On 27 October 2022 the Company was pleased to announce entering into a Binding Term Sheet pursuant to which it has been granted a conditional option to acquire the entire issued share capital of Placer Gold Pty Limited ("Placer Gold") (the "Option"). To secure the option ECR has to pay a A\$200,000 (approximately £144k) option fee ("Option Fee"), which is to be satisfied by a contribution to costs, the implementation of a work programme over the assets (details below) and a balancing cash payment to the shareholders of Placer Gold ("Vendors"). Once the Option Fee has been fully satisfied ECR can then exercise the Option at any time prior to 30 September 2023, at its absolute discretion. If the Option Fee is fully satisfied and the Option is exercised, the total consideration for the acquisition of Placer Gold is A\$6.9m (approximately £3.8m, including the Option Fee, a further cash payment of A\$200,000 payable in the event of certain milestones being reached, and a 2% net smelter royalty payable in the event the Hurricane Project is taken into production in the future, capped at £3m).
- On 17 November 2022 the Company pleased announce gold results from the first drillhole for 2022 (BBM DD004) completed at Blue Moon with results from the first diamond drillhole for 2022 are encouraging with 0.5m @ 7.29 g/t Au from 96.9m. Drilling continues with three out of a planned four-hole program completed to date with samples awaiting results pending.
- On 23 November 2022 the Company announced it will issue A\$120,000 to GoldOz PL in satisfaction of all fees owing to them as adviser in connection with the recent option agreement and potential acquisition of Placer Gold Pty Limited as announced on 27 October 2022. This fee is to be satisfied by a payment of A\$60,000 in cash and A\$60,000 in shares through the issue of 3,272,608 shares at a price of 1.03p calculated by reference to the 30 day VWAP.
- On 12 December 2022 the Company announced a raise of £900,000 by way of a placing and direct subscription at a price of 0.9p per share. Both the Placing Shares and the Subscription Shares were also accompanied by the issue of one warrant to subscribe for one ordinary share in the Company for each new share issued (the "New Warrants"). When issued, the New Warrants will be exercisable at any time, for a period of 2 years from the date of admission of the Placing Shares and the Subscription Shares (as applicable) at an exercise price of 1.5p each.
- On 12 December 2022 the Company announced the first round of results from the recent stream sediment sampling campaign undertaken at the Lolworth Range project, North Queensland, Australia. The results are as followed 21 out of 125 stream sediment samples to date are anomalous with gold, with results up to 152.5 ppm Au. 18 of the 125 samples show visible gold and further samples are awaiting results including 212 stream sediment samples and 33 rock chips and Multiple pegmatites observed throughout the tenements.
- On 13 December 2022 the Company are pleased to announce two new exploration tenements have been granted to ECR's wholly owned subsidiary Mercator Gold Australia Pty Ltd ("MGA") at Bailieston, Victoria, Australia. The two new exploration tenements (EK006911 and EL 006912) adjacent to EL5433 have been formally granted to ECR's wholly owned subsidiary MGA. Total exploration land package at Bailieston (EL5433, EL006911, EL006912) now totals 179 square kilometres.
- On 22 December 2022 the Company plc announced updated soil sampling results from the on-going geochemistry exploration on EL006184 at Creswick, Victoria, Australia. These results highlight a potential new parallel gold system within the Dimocks Main Shale (DMS).
- On 23 December 2022 the Company announced encouraging Lithium, Tantalum and Niobium anomalies identified within the first round of results from the recent stream sediment sampling campaign undertaken at the Lolworth Range project, North Queensland, Australia.
- On 3 January 2023 the Company announce it has received approval for two new exploration tenements in Victoria, Australia. The New tenement EL007296 now completes the total exploration package at Bailieston, Victoria. New Creswick tenement EL006713 effectively connects EL006184 and EL006907, creating a continuous land package from ECR's Springmount property south through to the outskirts of Ballarat.
- On 23 January 2023 the Company announce updated results from soil sampling and other on-going exploration activities within licence EL006184 at Creswick, Victoria, Australia.
- On 1 February 2023 the Company announced high gold grades from recent in-situ rock chips sited within license EL006184 and newly

acquired license EL006713 at the Creswick Project, Victoria, Australia. With results of 0.7m @ 189.42 g/t Au and 0.4m @ 86.51 g/t Au from (EL006184); 0.25m @ 441.23 g/t Au, 0.15m @ 140.83 g/t Au and 0.25m @ 24.92 g/t Au from (EL006713).

- On 15 February 2023 the Company is pleased to announce that it has executed a sale and purchase agreement for the sale of the Company's 'Bailieston' property located at 127 Nagambie-Rushworth Road within the Company's 100% owned Bailieston license area. For a cash sale price of A\$670,000 has been agreed for the Nagambie-Rushworth Road property, with a deposit of A\$67,000 already received.
- On 22 February the Company announced that it has executed a sale and purchase agreement for the sale of the Company's 'Bailieston' property located at 127 Nagambie-Rushworth Road within the Company's 100% owned Bailieston license area for a cash sale price of A\$670,000 has been agreed for the Nagambie-Rushworth Road property, with a 10% deposit already received.
- On 24 February the Company was pleased to announce an increase from 70% to 90% with its ownership stake Cordillera Tiger Gold Resources, Inc ("Cordillera"), owner of Exploration License EP-006 at the Danglay gold project in the north of the Philippines.
- On 1 March the Company provided an update on results from three more drill holes from the Blue Moon Prospect, Bailieston, Victoria, including our best gold intercept for this 2022 drilling campaign in hole BBMDD010. With an impressive composite grade of 6.35m @4.56 g/t from 84.9m down.
- On 3 March the Company is pleased to provide an update on the second drilling rig. the rig has arrived 1 March 2023 at Melbourne Port and the team immediately collected and fitted out the rig with support equipment for deployment.

PLEASE NOTE THAT THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, please consult your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have recently sold or transferred all of your ordinary shares in ECR Minerals PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your holding of ordinary shares in ECR Minerals PLC, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

ECR MINERALS PLC

(the "Company")

(Registered in England and Wales No 05079979)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Office T3, Hurlingham Studios, Ranelagh Gardens, London SW6 3PA on **Monday 24 April 2023 at 9.00 a.m.** for the purpose of considering and, if thought fit, passing Resolutions 1 to 7 as ordinary resolutions, and Resolution 8 as a special resolution:

Ordinary Resolutions

- 1 To receive, consider and adopt the annual accounts of the Company for the year ended 30 September 2022, together with the reports of the directors and auditors thereon.
- 2 That Weili (David) Tang be re-elected as a director of the Company.
- 3 That Adam Craig Jones be re-elected as a director of the Company.
- 4 That Dr Trevor George Davenport be re-elected as a director of the Company.
- 5 That Andrew Scott be re-elected as a director of the Company.
- 6 To re-appoint PKF Littlejohn as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the audit committee to determine the remuneration of the auditors of the Company.
- 7 That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "CA 2006") to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £10,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2024 or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Special Resolution

- 8 That, subject to the passing of Resolution 7, the directors be empowered to allot equity securities (as defined by section 560 of the CA 2006) pursuant to the authority conferred by Resolution 7 for cash, and/or sell treasury shares for cash, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities of up to an aggregate nominal value of £10,000. The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2024 save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

By order of the board

Weili (David) Tang

Chairman

Registered Office:
Office T3, Hurlingham Studios
Ranelagh Gardens
London
SW6 3PA

31 March 2023

NOTES ON RESOLUTIONS

The following paragraphs explain, in summary, the resolutions to be proposed at the annual general meeting (the “**M e e t i n g**”).

Resolution 1: Receipt of the annual accounts

Resolution 1 proposes that the Company’s annual accounts for the period ended 30 September 2022, together with the reports of the directors and auditors on these accounts, be received, considered and adopted.

Resolutions 2-5: Re-election of Directors

Resolutions 2-5 propose that each of the current Directors of the Company, Mr Tang, Mr Jones, Dr Davenport and Mr Scott, who were each last re-elected to the Board at the 2022 AGM, and who wish to stand for re-election in order to promote good corporate governance, be re-elected as directors of the Company. A copy of each Director’s biography can be found on page [6] of the Annual Report.

Resolution 6: Re-appointment of auditor

Resolution 6 proposes the reappointment of the Company’s existing auditor to hold office until the end of the next annual general meeting.

Resolution 7: Remuneration of auditor

Resolution 7 is to authorise the audit committee of the Company to determine the remuneration of the Company’s auditors.

Resolution 8: Authority to allot shares

Resolution 8 is to renew the directors’ power to allot shares in accordance with section 551 of the CA 2006. The authority granted at the annual general meeting on 25 April 2022 is due to expire on the earlier of 30 June 2023 or the proposed date of the Meeting.

If passed, the resolution will authorise the directors to allot equity securities up to a maximum nominal amount of £10,000, which represents approximately 85 % of the Company’s issued ordinary shares as at 31 March 2023 (being the latest practicable date before publication of this document).

If given, these authorities will expire at the annual general meeting in 2024 or on 30 June 2024, whichever is the earlier.

The directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options or warrants. However, the directors consider it prudent to maintain the flexibility to take advantage of business opportunities that this authority provides.

As at the date of this document the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 9: Disapplication of pre-emption rights

Resolution 9 is to grant the directors the authority to allot equity securities for cash or sell any shares held in treasury otherwise than to existing shareholders pro rata to their holdings, as there may be occasions where it is in the best interests of the Company not to be required to first offer such shares to existing shareholders.

Accordingly, resolution 9 will be proposed as a special resolution to grant such a power and will permit the directors, pursuant to the authority granted by resolution 6, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal value of £10,000 representing approximately 85% of the Company’s issued ordinary shares as at 31 March 2023 (being the latest practicable date before publication of this document). If given, this authority will expire at the annual general meeting in 2024 or on 30 June

2024, whichever is the earlier.

SHAREHOLDER NOTES

The following notes provide more detailed information about your voting rights, and how you may exercise them.

- 1 A member entitled to attend and vote at the meeting is ordinarily entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
- 2 Your proxy should be the Chairman of the Meeting to ensure your vote is counted. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted.
Details of how to appoint the Chairman using the proxy form are set out in the notes to the proxy form.
- 3 An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1 in hard copy form by post, by courier or by hand to the Company's registrars, Computershare Investor Services plc, at the address shown on the form of proxy; or
 - 3.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company by 9.00 a.m. on Thursday 20 April 2023 or in the case of any adjourned meeting 48 hours (excluding non-business days) before the adjourned meeting.

Please note that any electronic communication sent to us/our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
- 4 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 5 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 6 To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services plc. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as revoking the other or others.
- 7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services plc (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the

issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

- 9 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 11 Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 20 April 2023 (or, if the meeting is adjourned, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
- 12 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 13 You may not use any electronic address provided either in this notice Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 14 As at 31 March 2023 (being the last business day before the publication of this notice), the Company's issued ordinary share capital consisted of 1,167,837,145 ordinary shares carrying one vote each. The Company does not hold any shares in treasury. In addition, there are 72,674,911 deferred shares of £0.099 each, 3,867,029,332 deferred B shares of £0.00099 each and 129,226,440 deferred shares of £0.00199 each which do not carry voting rights.
- 15 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - 15.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 15.2 the answer has already been given on a website in the form of an answer to a question; or
 - 15.3 it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- 16 Information regarding the meeting is available from www.ecrminerals.com

Company Information

DIRECTORS

Weili (David) Tang
Non-Executive Chairman

Adam Craig Jones
Non-Executive Director

Andrew Scott
Non-Executive Director

Dr Trevor George Davenport
Independent Non-Executive Director

COMPANY SECRETARY

Weili (David) Tang
Office T3, Hurlingham
Studios, Ranelagh
Gardens London
SW6 3PA

REGISTERED AND HEAD OFFICE

ECR Minerals plc
Office T3, Hurlingham
Studios, Ranelagh
Gardens London
SW6 3PA

Tel: +44 (0)20 7929 1010
Fax: +44 (0)20 7929 1015

info@ecrminerals.com
www.ecrminerals.com
AIM ticker: ECR
Twitter.com/ecrminerals

AUDITOR

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

REGISTRARS

Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol BS13 8AE

LEGAL ADVISERS

Charles Russell Speechlys LLP
5 Fleet Place
London EC4M 7RD

AIM NOMINATED ADVISER

WH Ireland Group plc
24 Martin Lane
London
EC4R 0DR

AIM BROKERS OF RECORD

SI Capital
46 Bridge Street
Godalming GU7 1HL

Novum Securities
2nd Floor
Lansdowne House
56 Berkeley Square
London W1J 6ER

BANKERS

Barclays Bank plc
1 Churchill Place
London
E14 5HP

