

**ECR Minerals plc**  
**Bitcoin and Digital Assets Treasury Management Policy**  
**Adopted: 6 August 2025**

**1. Purpose and Scope**

- 1.1 This Bitcoin and Digital Assets Treasury Management Policy (the “Policy”) sets forth the principles, governance framework, and operational parameters under which ECR Minerals plc (the “Company”) will manage the holding, use, and acquisition of Bitcoin (“BTC”) and other digital assets permitted in accordance with clause 2.1 as part of its treasury function.
- 1.2 The Policy’s primary aims are to:
- (i) Accumulate BTC through spot markets;
  - (ii) Hold BTC as a long-term treasury reserve asset to enhance the Company’s long-term financial resilience by diversification and reducing reliance on traditional financial assets;
  - (iii) Potential hedge against inflation and currency depreciation or volatility, particularly noting the Company’s international operations;
  - (iv) Manage BTC reserves through selective divestments and reinvestments for potential capital appreciation;
  - (v) Ensure compliance with, *inter alia*, the AIM Rules for Companies, the regulations of the Financial Conduct Authority (FCA) regulations, the Financial Services and Markets Act 2000 (Cryptoassets) Order 2025 and the Companies Act 2006 as well as operating in accordance with the QCA Corporate Governance Code; and
  - (vi) Use BTC for potential cross-border payments to support future gold production operations and to streamline transactions.
- 1.3 This Policy has been adopted by the Board of Directors in furtherance of its fiduciary duty to prudently manage the Company’s liquid assets while preserving financial flexibility, mitigating operational risks, and ensuring compliance with applicable laws, regulations, and requirements of the AIM Market operated by the London Stock Exchange or such other relevant authorities.
- 1.4 This Policy applies to all employees, officers, directors, and authorized representatives of the Company who are involved in the acquisition, custody, management or disposal of BTC and other digital assets permitted in accordance with clause 2.1 on behalf of the Company.

**2. Approved Instruments**

- 2.1 As of the date of this Policy, the primary approved non-cash asset class for acquisition into treasury by the Company is BTC. No other crypto assets, digital tokens, stablecoins or cryptographic instruments may be held by the Company in treasury. However, the Company may hold up to 15% of its available 50% treasury allocation headroom, as detailed in clause 3.2 and clause 3.3, in high tier alternative digital assets that have been expressly approved in writing by the Board from time to time. To qualify as a high tier alternative digital, the asset must be capable of generating a yield. Any yield generated must then be utilised to acquire additional

BTC or other Board approved high tier alternative digital assets taking into account the treasury allocation headroom available under clause 3.2 and clause 3.3.

- 2.2 No speculative or leveraged trading of any digital asset is permitted unless separately authorised by a formal Board resolution. The Company will not engage in derivatives or leveraged products that deviate from the goal of long-term asset holding.
- 2.3 The Company will not carry out any financial promotion (as defined in the glossary of the FCA Handbook) of any digital asset to shareholders, potential investors or anyone who would be considered a UK consumer.
- 2.4 The adopting of the Policy will support its operating business and that the adoption of the Policy does not indicate any form of fundamental change in its business and should not lead to a principal involvement in any business activity or activities which did not previously form a part of the AIM company's principal activities. The Company confirms that the implementation of the Policy does not constitute management of an alternative investment fund. This will be reviewed on a quarterly basis.

### **3. Allocation and Treasury Strategy**

- 3.1 The Company will seek to maintain a conservative and balanced treasury management approach.
- 3.2 Up to 50% of free cash flows from future gold production operations (after operating costs, capital expenditure and short-term working capital requirements) will be allocated to BTC purchases (or other digital assets permitted in accordance with clause 2.1). Investments will be made monthly following receipt of gold revenues, using dollar-cost averaging to mitigate price volatility.
- 3.3 Up to 50% of surplus cash held by the Company may be used for additional BTC purchases (or other digital assets permitted in accordance with clause 2.1), as determined by the Board, taking into account:
  - (i) Forthcoming capital expenditure and operating costs.
  - (ii) A benchmark of maintaining 12 months' working capital to ensure liquidity adjusted to take into account uncertainties.
- 3.4 In the event that payments are received by the Company in other digital assets then such payments will be converted to BTC promptly.
- 3.5 The following methods of acquisition of digital assets are approved:
  - (i) Direct Purchases: digital assets will be acquired either through FCA-regulated trading partners or, with the approval of the Board of Directors, other trading partners regulated in their country of operation.

- (ii) Exchange Traded Products (ETPs): The Company may also consider indirect exposure to BTC through ETPs listed on regulated exchanges, provided they are secure, unleveraged and align with the principle of asset diversification rather than speculation.
  - (iii) Phased Purchasing: Purchases may be spread over time to reduce exposure to volatility.
- 3.6 A test transaction of up to \$10,000 will be conducted when opening any new custodial or trading account to verify operational integrity before any further acquisitions are made.
- 3.7 Approval of the Company's audit and risk committee is required for any single trade exceeding \$250,000.

#### **4. Custody and Security Protocols**

- 4.1 The Company will appoint a regulated custodian which is either FCA-registered or, with the approval of the Board of Directors, regulated in its country of operation. Custodians must demonstrate compliance with AML/CTF regulations and provide robust cybersecurity measures.
- 4.2 The following Security Measures will be applied at all times:
- (i) Multi-Signature Wallets: All BTC and digital asset holdings (where applicable) will be stored in multi-signature wallets requiring at least two Board-approved signatories for transactions. The Company's financial controller will have viewing access to all custodial accounts for monitoring and transaction recording purposes but will not have transaction authority.
  - (ii) Cold Storage: The majority of BTC and digital asset holdings (where applicable) will be held in offline cold storage to minimise cyber risks, with private keys stored in secure, geographically dispersed vaults.
  - (iii) Segregation: the Company's BTC and digital assets treasury will be held separately from any BTC held for operational purposes.
  - (iv) Cybersecurity Audits: Regular audits will be conducted to ensure compliance with either FCA or other applicable crypto-asset guidelines and to protect against phishing, hacking or other threats.
  - (v) Incident Protocols: Any occurrence which may reasonably be considered to compromise the security of the Company's digital assets reserves (lost keys or passwords, change of policy of custodians, regulatory enquiries etc) must be reported to the Board without delay.
- 4.3 Appropriate due diligence will be undertaken on prospective custodians and trading agents for financial stability and regulatory compliance prior to appointment. The Company may use multiple custodians to diversify counterparty risk.

## **5. Governance, Oversight and Internal Controls**

- 5.1 The Board of Directors will retain ultimate oversight responsibility for the Company's BTC and digital assets treasury function. An appointed Treasury Committee (the "Committee"), comprising at least one non-executive director, the financial controller and the chairman, will be responsible for reviewing adherence to this Policy on a quarterly basis.
- 5.2 The Committee will ensure that:
- (i) All digital asset transactions are executed by no fewer than two authorised signatories;
  - (ii) Comprehensive records are maintained for all digital asset transactions, conversions, and transfers;
  - (iii) All digital assets are reconciled monthly with independent third-party verification;
  - (iv) A detailed treasury management report, covering all aspects of treasury management activities is presented to the Board at least quarterly; and
  - (v) Relevant disclosures are made in accordance with IFRS accounting standards and the AIM Rules for Companies (including any specific guidance or policies that may have been published or that the Company has been informed of).
- 5.3 The Company will adopt and maintain technical, procedural and personnel controls to mitigate key risks including, but not limited to:
- (i) Cybersecurity threats and private key compromise;
  - (ii) AML/CTF compliance and counterparty screening;
  - (iii) Custodial risk, loss-of-access risk, and operational errors; and
  - (iv) Financial risks, energy price shocks and geopolitical risks.
- 5.4 The Policy will be incorporated as an addendum to the Company's FPPP and adopted by the Board prior to any action hereunder.
- 5.5 All digital asset activity will be recorded in the monthly management accounts.

## **6. Review and Amendment**

- 6.1 This Policy will be reviewed by the Committee no less than once annually. Amendments to this Policy may only be made upon approval by the Board of Directors following any recommendations from the Committee.
- 6.2 The Committee may recommend interim revisions in the event of:
- (i) Regulatory developments materially affecting digital asset custody or treatment;
  - (ii) Significant changes in the Company's operations or cash flow profile;

- (iii) Cybersecurity incidents or breaches; or
- (iv) Market volatility or macroeconomic shifts that materially alter BTC or other digital asset risk-reward dynamics.

- 6.3 The Committee will periodically (and at least annually) consider expanding the remit of the Policy into other digital currencies and may make recommendations to the Board of Directors accordingly. The first review will take place no later than when the Company's digital asset holdings exceed US\$1 million in value and any expansion will prioritise assets with strong fundamentals, regulatory clarity, and alignment with the Company's strategic objectives.
- 6.4 All amendments, once adopted, will be published as part of the Company's corporate governance disclosures and posted to its investor relations website.

## **7. Regulatory and Tax Compliance**

- 7.1 The Company will comply with all FCA and applicable stock exchange regulations for crypto assets.
- 7.2 Material digital asset treasury decisions will be disclosed to shareholders via the Regulatory News Service (RNS).
- 7.3 BTC is treated as a taxable asset by HM Revenue & Customs. The Company will:
- (i) Track the cost basis of each BTC unit for capital gains calculations upon disposal.
  - (ii) Maintain records of acquisition dates, transaction fees, and conversions of other digital currencies to BTC for audits.
  - (iii) Consult professional advisers to manage potential VAT, corporation tax, US federal and state taxes or income tax implications if BTC is used for transactions.
- 7.4 Impairment losses under IFRS (BTC as an intangible asset) will be monitored and reported as required on a quarterly basis.