



28 March 2024

Red Rock Resources plc Unaudited half-yearly results for the six months ended 31 December 2023

Red Rock Resources plc (“Red Rock” or “the Company”), the natural resources exploration and development company with interests in gold, copper, cobalt, lithium and other energy assets, announces its half-yearly results for the six months ended 31 December 2023.

Chairman’s Statement

We have pleasure in presenting our financial results for the six months to 31st December 2023. The figures are not materially changed from the previous year. The Company has continued to await positive developments in the DRC and in the listing of Elephant Oil. Both these developments, which would crystallise value and bring new cash to the balance sheet, have been slower than expected to eventualise.

The Company has therefore started to rethink, within and after the period, its strategies for its gold assets in West Africa, its lithium capabilities in Zimbabwe, and its further gold assets through its Australian subsidiary Red Rock Australasia Pty Ltd, a company held through 50.1% controlled New Ballarat Gold Corporation PLC. The object in each case has been to develop early cash flow.

DRC Legal Action

We continue to devote time to dealing with one important matter. To repeat what we wrote last year, in December 2019 our 50.1% owned joint venture assets in the Democratic Republic of Congo were signed away behind our backs for \$20 million to an initial buyer and then immediately sold on for several hundred million dollars to a further party, although these transactions were carefully hidden from us at the time. In our efforts to restore every dollar of this lost value to the Company, we first took advice from UK counsel as to our course of action, and then litigated in the DRC in relation to the \$20m. We obtained a final and executory judgment early in 2022 for 50.1% of \$5m, which was the part of the \$20m that had already been paid to VUP (our historic partner on the asset) by the initial buyer, and then went to arbitration on the \$15m balance which had not yet been paid out by the initial buyer. We were awarded a further \$2m costs and damages in relation to the initial action on the \$5m. We had not been able up to now to enforce the first \$2.5m judgment against third parties that might hold VUP funds. Our ability to do so, in relation to both the \$2.5m and the \$2m awards, depends inter alia on VUP being in funds.

The arbitration in relation to the \$15m, of which we again claim 50.1%, finished its hearings in July 2022 and awaits formal signature of the Minutes and Acte Transactionnel. The payor in this case holds funds and has committed, through its legal counsel at the arbitration, to pay the funds, retained pending the results of litigation, in accordance with the arbitral judgment. We expect the award, of which we have seen drafts, to be in favour of two parties, Red Rock and VUP. All amounts stated here are gross, before legal, court and administrative costs.

As a result of the undertakings given by the buyer, a parastatal company, in the course of the arbitration process, our expectation is that payments will be made promptly. In the case of delay, we would need to accelerate alternative funding measures, whether by fund-raising or a sale of non-core assets, to strengthen our balance sheet and to meet our ongoing working capital requirements.

Given that we have established our rights as 50.1% owners of the JV property under Congolese law, we are turning our attention to those remedies available to us in other jurisdictions or from other parties, and in connection with this will be seeking further advice from counsel.

Other Assets

Gold has been outperforming other assets, except the US dollar, for some time, and we expect that in time it would start to perform against the US dollar as well. As such, we have taken measures to strengthen our gold portfolio. Since the period end we have announced a conditional agreement allowing us to buy the 49.9% of New Ballarat Gold Corporation PLC (“NBGC”) which we do not already own, and we are currently conducting due diligence to ensure that these assets would support a post-acquisition rapid development strategy, following which we intend to put to shareholders the issue of the initial consideration shares. In parallel, we are engaged in discussions with potential investors in these assets, either at the pre-IPO stage or immediately, in part or in whole.

NBGC’s large acreage position in Victoria contains two near surface historic high-grade mines, and a number of other prospects. These are attractive assets that offer a real prospect of development of at least one good grade mine on a reasonable timeframe. We will report further on this as our due diligence process proceeds.

In West Africa, we have in the last year seen two licences granted in Ivory Coast, in mineralized belts near the capital and covering ground adjacent to important gold mines. We have further high-quality applications, two in the same vicinity, that are near grant but under new policies expect

that grant of these will ultimately depend on good progress at the existing licences. A total of 7 applications have been made, but it is likely that a 4 licence policy will be imposed now, and so in relation to these and other assets, we need to discuss partnership and sale proposals, in order to maximise the value of our portfolio. We have had initial discussions with a number of parties, and exposed the projects at the PDAC mining conference in Toronto, from which we have some new interest expressed. We will make announcements as negotiations develop as appropriate.

In Burkina Faso, we are starting to implement a policy for alluvial gold production initially. Some illegal operators had come onto the site and started to excavate pits, and we have had them removed, but we should not lose time in establishing our own, legal, operations. Hard rock potential also exists: our drilling in Burkina Faso had strong intercepts including 20m at 3.19 g/t gold from 22m depth.

In Kenya, we are in the process of licence renewal on our gold project, which already contain a Mineral Resource Estimate.

Besides gold, we have started lithium operations in Zimbabwe which has absorbed the greater part of our project development expenditure in the period. We have yet to conclude sales, as we believe we will gain more by holding our current stockpile in Beira and Harare as prices recover post the Chinese New Year, and only then will we recommence active operations and export.

Elephant Oil Corporation (EOC) has interests onshore Namibia and onshore Benin on the Nigerian border. The listing has been delayed beyond our expectations, but what we now hope for is some increase in Elephant's breadth of operation and financial strength, before an IPO, to create a larger entity post-listing. This appears a sensible strategy but means that our hopes for a near-term IPO are deferred. We note that we have no control over EOC or the timing of its listing process.

Conclusion

The Company expects to continue to rationalize and dispose of parts of its portfolio in order to focus on cash generation. In the absence of proceeds from the DRC, a focus on early gold production and other immediate cash flow operations will continue, and as we will assess which of our projects are capable of short term exploitation and should be prioritized, and which can only be medium or long term projects, we will seek partnership or sale opportunities for non-core assets..

We are grateful for the continued support of our shareholders and lenders.

Andrew Bell
Chairman

27 March 2024

**Consolidated statement of financial position as at
31 December 2023**

	Notes	31 December 2023 Unaudited, £'000	31 December 2022 Unaudited, £'000	30 June 2023 Audited, £'000
ASSETS				
Non-current assets				
Investments in associates and joint ventures		1,030	1,030	1,030
Financial instruments	8	736	736	13,358
Exploration assets	9	13,358	13,287	698
Mineral tenements		710	525	736
Property, Plant & Equipment		16	2	18
Non-current receivables		2,506	2,320	2,506
Total non-current assets		<u>18,356</u>	<u>17,900</u>	<u>18,346</u>
Current assets				
Cash and cash equivalents		82	242	155
Loans and other receivables		667	770	670
Total current assets		<u>749</u>	<u>1,012</u>	<u>825</u>
TOTAL ASSETS		<u>19,105</u>	<u>18,912</u>	<u>19,171</u>
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Called up share capital	10	3,047	2,847	2,960
Share premium account		33,426	31,270	32,785
Other reserves		2,040	1,565	1,751
Retained earnings		(23,830)	(20,984)	(22,477)
Total equity attributable to owners of the parent		<u>14,683</u>	<u>14,698</u>	<u>15,019</u>
Non-controlling interest		(866)	(537)	(687)
Total equity		<u>13,817</u>	<u>14,161</u>	<u>14,332</u>
LIABILITIES				
Non-current liabilities				
Trade and other payables		813	540	684
Borrowings		734	822	756
Total non-current liabilities		<u>1,547</u>	<u>1,362</u>	<u>1,440</u>
Current liabilities				
Trade and other payables		1,702	1,461	1,737
Short term borrowings	11	2,039	1,928	1,662
Total current liabilities		<u>3,741</u>	<u>3,389</u>	<u>3,399</u>
TOTAL EQUITY AND LIABILITIES		<u>19,105</u>	<u>18,912</u>	<u>19,171</u>

The accompanying notes form an integral part of these financial statements.

Consolidated statement of income
for the period ended 31 December 2023

	Notes	6 months to 31 December 2023 Unaudited, £'000	6 months to 31 December 2022 Unaudited, £'000
Administrative expenses	4	(585)	(633)
Project development costs	5	(382)	(261)
Exploration expenses		(288)	(204)
Foreign exchange gain/(loss)		16	55
Finance income/(expenses), net	6	(293)	(267)
(Loss)/profit for the period		(1,532)	(1,310)
Tax credit		-	-
(Loss)/profit for the period	7	(1,532)	(1,310)
(Loss)/profit for the period attributable to:			
Equity holders of the parent		(1,353)	(1,172)
Non-controlling interest		(179)	(138)
		(1,532)	(1,310)
(Loss)/profit per share			
(Loss)/profit per share – basic, pence	3	(0.06)	(0.10)
(Loss)/profit per share – diluted, pence	3	(0.06)	(0.10)

The accompanying notes form an integral part of these financial statements.

Consolidated statement of comprehensive income
for the period ended 31 December 2023

	6 months to 31 December 2023 Unaudited, £'000	6 months to 31 December 2022 Unaudited, £'000
(Loss) /profit for the period	(1,532)	(1,310)
Unrealised foreign currency loss arising upon retranslation of foreign operations	65	38
Total comprehensive income/(loss) for the period	(1,467)	(1,272)
 Total comprehensive income/(loss) for the period attributable to:		
Equity holders of the parent	(1,288)	(1,133)
Non-controlling interest	(179)	(138)
	(1,467)	(1,271)

The accompanying notes form an integral part of these financial statements.

**Consolidated statement of changes in equity for
the period ended 31 December 2023**

The movements in equity during the period were as follows:

Unaudited	Share capital £'000	Share premium account £'000	Retained earnings £'000	Other reserves £'000	Total attributable to owners of the Parent £'000	Non- controlling interest £'000	Total equity £'000
As at 30 June 2023 (audited)	2,960	32,785	(22,477)	1,751	15,019	(687)	14,332
Changes in equity for the six- month period ending 31 December 2021							
Loss for the period	-	-	(1,353)	-	(1,353)	(179)	(1,532)
Unrealised foreign currency gains on translation of foreign operations	-	-	-	65	65	-	65
Total comprehensive income/(loss) for the period	-	-	(1,353)	65	(1,288)	(179)	(1,467)
Transactions with shareholders							
Issue of shares	87	641	-	-	728	-	728
Shares to issue	-	-	-	224	224	-	224
Total transactions with shareholders	87	641	(1,355)	224	952	-	952
As at 31 December 2023 (unaudited)	3,047	33,462	(23,830)	2,040	14,683	(866)	13,817
As at 30 June 2022 (audited)	2,839	31,077	(19,812)	1,434	15,538	(420)	15,118
Changes in equity for the six- month period ending 31 December 2021							
Loss for the period	-	-	(1,172)	-	(1,172)	(138)	(1,310)
Unrealised foreign currency gains on translation of foreign operations	-	-	-	38	38	21	59
Total comprehensive income/(loss) for the period	-	-	(1,172)	38	(1,134)	(117)	(1,251)
Transactions with shareholders							
Issue of shares	8	193	-	-	201	-	201
Grant of warrants	-	-	-	93	93	-	93
Total transactions with shareholders	8	193	-	93	294	-	294
As at 31 December 2022 (unaudited)	2,847	31,270	(20,984)	1,565	14,698	(537)	14,161

Unaudited	FVTOCI financial assets reserve £'000	Foreign currency translation reserve £'000	Share- based payment reserve £'000	Share to Issue reserve £'000	Warrants reserve £'000	Total other reserves £'000
As at 30 June 2023 (audited)	402	125	230	-	994	1,751
Changes in equity for six months ended 31 December 2021						
Unrealised foreign currency loss on translation of foreign operations	-	65	-	-	-	65
Total other comprehensive income for the period	-	65	-	-	-	65
Transactions with shareholders						
Share to Issue	-	-	-	224	-	224
Total transactions with shareholders	-	-	-	224	-	224
As at 31 December 2023 (unaudited)	402	190	230	224	994	2,040
As at 30 June 2022 (audited)	402	(19)	230	-	821	1,434
Changes in equity for six months ended 31 December 2021						
Unrealised foreign currency loss on translation of foreign operations	-	38	-	-	-	38
Total other comprehensive income for the period	-	38	-	-	-	38
Transactions with shareholders						
Grant of warrants	-	-	-	-	93	93
Total transactions with shareholders	-	-	-	-	93	93
As at 31 December 2022 (unaudited)	402	19	230	-	914	1,565

Consolidated statement of cash flows
for the period ended 31 December 2023

	6 months to 31 December 2023 Unaudited, £'000	6 months to 31 December 2022 Unaudited, £'000
Cash flows from operating activities		
(Loss)/profit before tax	(1,532)	(1,288)
Decrease/(Increase) in receivables	3	55
Increase/(Decrease) in payables	(33)	103
Share-based payments	-	94
Depreciation	2	-
Finance costs/income, net	293	173
Currency adjustments	(6)	-
Net cash outflow from operations	(1,273)	(863)
Cash flows from investing activities		
Purchase of property, plant and equipment	-	(2)
Proceeds from sale of investments	-	-
Payments for capitalised exploration costs	-	(22)
Payments to increase interest in tenements	(12)	(14)
Payments to increase interest in associate	-	-
Net cash (outflow)/inflow from investing activities	(12)	(38)
Cash flows from financing activities		
Proceeds from issue of shares	472	201
Interest paid	(29)	(173)
Proceeds from new borrowings	789	1,011
Repayments of borrowings	(85)	-
Net cash inflow/(outflow) from financing activities	1,147	1,039
Net increase in cash and cash equivalents	(138)	138
Cash and cash equivalents at the beginning of period	155	66
Exchange losses on cash and cash equivalents	65	38
Cash and cash equivalents at end of period	82	242

Half-yearly report notes
for the period ended 31 December 2023

1 Company and group

As at 31 December 2023, 30 June 2023 and 31 December 2022 the Company had one or more operating subsidiaries and has therefore prepared full and interim consolidated financial statements respectively.

The Company will report again for the year ending 30 June 2024.

The financial information contained in this half yearly report does not constitute statutory accounts as defined in section 435 of the Companies Act 2006. The financial information for the year ended 30 June 2023 has been extracted from the statutory accounts for the Group for that year. Statutory accounts for the year ended 30 June 2023, upon which the auditors gave an unqualified audit report which did not contain a statement under Section 498(2) or (3) of the Companies Act 2006, have been filed with the Registrar of Companies.

2 Accounting Policies

Basis of preparation

The consolidated interim financial information has been prepared in accordance with IAS 34 'Interim Financial Reporting.' The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 30 June 2023, which have been prepared in accordance with IFRS.

Half-yearly report notes
for the period ended 31 December 2023, continued

3 Earnings per share

The following reflects the loss and number of shares data used in the basic and diluted loss per share computations:

	6 months to 31 December 2023 Unaudited	6 months to 31 December 2022 Unaudited
Profit/(loss) attributable to equity holders of the parent company, Thousand pounds Sterling	(1,532,000)	(1,310,000)
Weighted average number of Ordinary shares of £0.0001 in issue, used for basic EPS	2,590,767,190	1,279,734,195
Effect of all dilutive potential ordinary shares from potential ordinary shares that would have to be issued, if all loan notes convertible at the discretion of the noteholder converted at the beginning of the period	-	-
Weighted average number of Ordinary shares of £0.0001 in issue, including potential ordinary shares, used for diluted EPS	2,590,767,190	1,279,734,195
Profit/(loss) per share – basic, pence	(0.06)	(0.10)
Profit/(loss) per share – diluted, pence	(0.06)	(0.10)

At 31 December 2023 and 31 December 2022, the effect of the following the instruments is anti-dilutive, therefore they were not included into the diluted earnings per share calculation.

	6 months to 31 December 2023 Unaudited	6 months to 31 December 2022 Unaudited
Share options granted to employees – not vested and/or out of the money	21,000,000	50,000,000
Number of warrants given to shareholders as a part of placing equity instruments – out of the money	314,178,13	426,892,441
Total number of contingently issuable shares that could potentially dilute basic earnings per share in future	335,178,213	476,892,441
Total number of contingently issuable shares that could potentially dilute basic earnings per share in future and anti-dilutive potential ordinary shares that were not included into the fully diluted EPS calculation	335,178,213	476,892,441

There were no ordinary share transactions after 31 December 2023, that that could have changed the EPS calculations significantly if those transactions had occurred before the end of the reporting period.

Half-yearly report notes
for the period ended 31 December 2023, continued

4 Administrative expenses

	6 months to 31 December 2023 Unaudited £'000	6 months to 31 December 2022 Unaudited £'000
Staff Costs:		
Payroll	307	329
Pension	27	28
Consultants	8	8
HMRC / PAYE	21	20
Professional Services:		
Accounting	25	49
Legal	-	8
Marketing	16	10
Other	-	1
Regulatory Compliance	40	46
Travel	32	11
Office and Admin:		
General	32	19
IT costs	5	35
Rent	46	44
Insurance	25	25
Total administrative expenses	585	633

Included in the above admin costs for the year are £168,000 (2022: £230,000) in costs related to the administration of subsidiary project undertakings.

5 Project development expenses

Project development expenses include costs incurred during the assessment and due diligence phases of a project, when material uncertainties exist regarding whether the project meets the Company's investment and development criteria and whether as a result the project will be advanced further.

	6 months to 31 December 2023 Unaudited £'000	6 months to 31 December 2022 Unaudited £'000
Project development expenses		
VUP (Congo)	6	15
Zlata Bana (Slovakia)	-	-
Galaxy (Congo)	-	-
Luanshimba (Congo)	-	47
Kinsevere (Congo)	-	-
Mid Migori Mines (Kenya)	-	-
Zimbabwe Lithium	268	15
Greenland	84	80
Others	102	104
Total project development expenses	460	261

Half-yearly report notes
for the period ended 31 December 2023, continued

6 Finance income/(expenses), net

	6 months to 31 December 2023	6 months to 31 December 2022
	Unaudited £'000	Unaudited £'000
Interest income	-	-
Share based payments	-	(94)
Interest expense	(293)	(173)
Total Finance income/(expenses), net	(293)	(267)

7 Segmental analysis

	Kenyan exploration	Australian exploration	DRC exploration	Other explora tion	Corporate and unallocated	Total
For the six-month period to 31 December 2023	£'000	£'000	£'000	£'000	£'000	£'000
Revenue						
Total segment external revenue	—	—	—	—	—	—
Result						
Segment results	(187)	(169)	(9)	(468)	(406)	(1,239)
Loss before tax and finance costs						
Interest income						-
Interest expense						(293)
Loss before tax						(1,532)
Tax						-
Loss for the period						(1,532)
				Jupiter Mines Limited	Corporate and unallocated	
For the six-month period to 31 December 2022	£'000	£'000	£'000	£'000	£'000	£'000
Revenue						
Total segment external revenue	—	—	—	—	—	—
Result						
Segment results	(258)	(146)	(64)	(201)	(374)	(1,043)
Loss before tax and finance costs						
Interest income						-
Interest expense						(267)
Loss before tax						(1,310)
Tax						-
Loss for the period						(1,310)

A measure of total assets and liabilities for each segment is not readily available and so this information has not been presented.

Half-yearly report notes
for the period ended 31 December 2023, continued

8 Financial instruments – Fair value through other comprehensive income

	31 December 2023 Unaudited £'000	31 December 2022 Unaudited £'000	30 June 2023 Audited £'000
At the beginning of the period	736	736	736
Additions	-	-	-
Disposals	-	-	-
Change in fair value	-	-	-
At the end of the period	736	736	736

9 Exploration assets

	31 December 2023 Unaudited £'000	31 December 2022 Unaudited £'000	30 June 2023 Audited £'000
At the beginning of the period	13,358	13,265	13,265
Additions	-	22	139
Impairments	-	-	(259)
Reclassification from other current assets	-	-	213
At the end of the period	13,358	13,287	13,358

10 Share Capital

	Number	Nominal, £'000
Deferred shares of £0.0009 each	2,371,116,172	2,134
A deferred shares of £0.000096 each	6,033,861,125	579
Ordinary shares of £0.0001 each	3,336,764,458	334
As at 31 December 2023		3,047

11 Short-term borrowings

Reconciliation of Liabilities Arising from Financing Activities

Group	30 June 2023 £'000	Cash flow loans received £'000	Cash flow repayments principle £'000	Non - cash flow Conversions £'000	Non - cash flow Interest accrued £'000	Non-cash flow Reclassificat ion £'000	Non-cash flow Forex movement £'000	31 Dec 2023 £'000
Convertible notes	694	210	-	(127)	41	-	-	818
Other loans	967	450	(69)	(128)	224	(224)	-	1,220
Total	1,661	660	(69)	(253)	265	(224)	-	2,038

Repayments of borrowings in the year include £21,956 paid against non-current borrowings from Kansai not included in the above table of current borrowings.

Half-yearly report notes
for the period ended 31 December 2023, continued

12 Capital Management

Management controls the capital of the Group in order to control risks, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior period.

13 Subsequent Events

On 24 January 2024 the Group announced the award of a second exploration license in Côte d'Ivoire covering 380.94 sq Km, predominantly in the Yamoussoukro department.

On 12 February 2024 the Group announced the conversion of £134,820 of convertible loan notes into 211,482,353 ordinary shares in the Company at a price of £0.0006375.

On 13 March 2024 the Group announced the conditional agreement for the acquisition of the remaining 49.9% interest in Red Rock Australasia Pty Ltd currently held by Power Metals Resources plc. The conditional agreement envisages the aggregate consideration payable for the acquisition of £1.5m in fixed and contingent payments, comprising a combination of cash, shares and convertible loan notes to be issued on completion of various transactional milestones.