KODAL MINERALS PLC

Group Annual Report & Financial Statements

For the year ended 31 March 2022

Registration number 07220790
(England and Wales)

KODAL MINERALS

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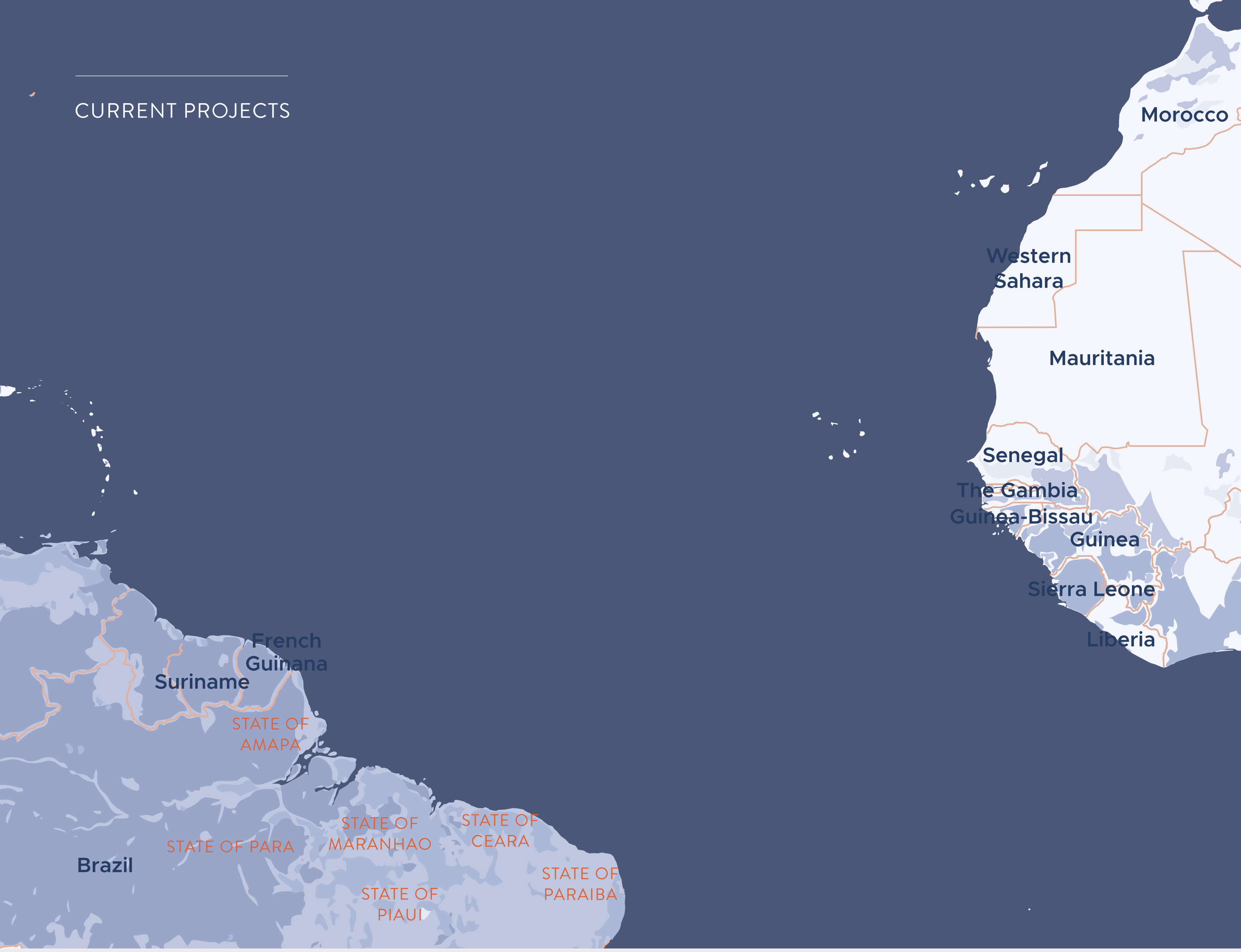

COMPANY INFORMATION

DIRECTORS

Bernard Aylward
Charles Joseland
Robert Wooldridge
Qingtao Zeng

COUNTRY OF INCOPORATION

England and Wales

SECRETARY

Weaver Financial Limited
Stapeley House
London Road
Nantwich CW5 7JW

REGISTERED NUMBER

07220790

REGISTERED OFFICE

Prince Frederick House
35-39 Maddox Street
London W1S 2PP

SOLICITORS

Fieldfisher LLP
Riverbank House
2 Swan Lane
London EC4R 3TT

AUDITOR

RSM UK Audit LLP
25 Farringdon Street
London EC4A 4AB

NOMINATED ADVISER

Allenby Capital Limited
5 St Helen's Place
London EC3A 6AB

FINANCIAL ADVISER & BROKER

SP Angel Corporate Finance LLP
Prince Frederick House
35-39 Maddox Street
London W1S 2PP

SHARE REGISTRARS

Share Registrars Limited
3 The Millennium Centre
Crosby Way
Farnham
Surrey GU9 7XX

CHAIRMAN'S STATEMENT

I am pleased to present the Annual Report of Kodal Minerals plc for the year ended 31 March 2022.

Kodal continues to make excellent progress towards achieving its overarching objective of bringing its flagship lithium project in Bougouni, Mali ("Bougouni Lithium Project" or "the Project") to fruition. During this financial year, and continuing in subsequent months, Kodal has taken the necessary steps to lay the technical and commercial foundations of the Project, together with the mandatory permitting obligations, and we are now tantalisingly close to pushing forward into financing and construction.

Indeed, the backdrop of the lithium market over recent months has provided a significant tailwind, supporting our commercial and financing discussions. The Company is continuing to review and discuss potential opportunities for collaboration with third parties, including major mining groups, to support the development of the Project providing Kodal with multiple routes through which to capitalise on the inherent value of Bougouni.

Lithium prices continue to make headlines, with major producers such as ASX listed Pilbara Minerals Limited achieving record sales prices for 5.5% Li2O spodumene concentrate of US$6,350/t FOB. When compared with our initial selling price input of US$680/t SC6 reported in the original feasibility study in 2020, it is apparent just how far the industry has moved on over the past 24 months.

This pricing environment has been driven by the global appetite and awareness for electric vehicles and efficient battery storage, together with concerns from key decision makers about the security of lithium supply, along with other critical minerals, from stable jurisdictions. Whilst some commentators have recently asserted that these price rises are unsustainable in the long-term, it remains widely accepted that demand is going to continue to increase rapidly over the next decade, and new sources of supply may not materialise within this critical timeframe. While a market like copper typically grows by 2%-4% a year, providing producers and developers with a degree of confidence as to the demand fundamentals, lithium analysts are anticipating annual demand growth of more than 20% between 2021 and 2025. This presents late-stage developers and pre-production companies such as Kodal with a unique advantage, with the ability and agility to rapidly move projects through the construction phase and into production in order to fulfill this potential supply deficit.

With this in mind, the Board of Kodal is resolute in its objective to assemble the requisite components to support Bougouni's successful transition into production, including technical delivery, permitting approvals, environmental, social and governance frameworks and commercial commitments.

Following the grant of the Mining Licence for Bougouni in November 2021, the Company initiated a six-month work programme focussed on updating the Feasibility Study. This was completed in June 2022 and demonstrated to the market that the shift in market conditions have further enhanced the Project's already robust economic fundamentals. Indeed, the updated feasibility study highlighted an IRR of 91% and a payback period of only eight months. With life of mine revenue anticipated to be in excess of US$2.14 billion, nearly 50% more than our original feasibility study estimate, our conversations with potential partners have intensified with a view to reaching the optimum route for delivery in as short timeframe as practicable. Further details of this Feasibility Study update are included in the Operating Review.

Whilst simultaneously pushing closer to development at Bougouni, our exploration team has also made solid progress across our gold portfolio. Work has centred primarily on the Fatou Gold project in Mali, and the Nielle Gold project in Côte d'Ivoire, both discoveries which we believe have significant resource potential. Earlier stage but no less exciting is the Dabakala Gold project in Côte d'Ivoire where geochemical sampling has confirmed the continuity of high-grade gold anomalism extending for over 11km and surface width up to 3km. I am confident that our gold portfolio has the potential to yield new large gold deposits, and I look forward to reporting on what the next field season delivers.

The next 12 months will be a pivotal time for Kodal as we seek to advance our gold portfolio and, more importantly, our flagship Bougouni Lithium Project, supported by strategic investors and within a market environment which remains very buoyant for quality near-term lithium assets. I look forward to updating shareholders on a regular basis with updates on our operational and corporate advancements.

Robert Wooldridge
Non-executive Chairman

18 July 2022

OPERATIONAL REVIEW

Kodal has maintained its sizeable tenure in Mali and Côte d'Ivoire, whilst completing the acquisition of minority interests to become the 100% holder of the flagship Bougouni Lithium Project located in Western Mali. Kodal's management has continued to ensure that all government compliance, reporting, and fees are kept up to date and all concessions are retained in good standing.

MINING LICENCE & EXPLORATION CONCESSION REVIEW

Kodal's Bougouni and Bougouni West lithium exploration projects are located in southern Mali, with the rights and concessions held by subsidiary company Future Minerals SARL ("Future Minerals"), a Malian registered company owned 100% by the Group. In November 2021 Kodal acquired the minority shareholdings of Bougouni from the original vendors of the project and as a result, Kodal through Future Minerals, now holds 100% interest in all concessions of the Bougouni Lithium Project.

BOUGOUNI LITHIUM PROJECT - MINING LICENCE DETAILS:

TENEMENTS	COUNTRY	KODAL ECONOMIC VENTURE	PROJECT / JOINT VENTURE	VALIDITY
Foulaboula	Mali	100% ownership (80 to 90% upon State's participation) / 10% free carried + up to 10% contributing interest	Bougouni Lithium Project	Mining Licence N°2021-0774/PM-RM of November 5th 2021. Permit is valid 12 years renewable for 10 years period each until depletion of the resources

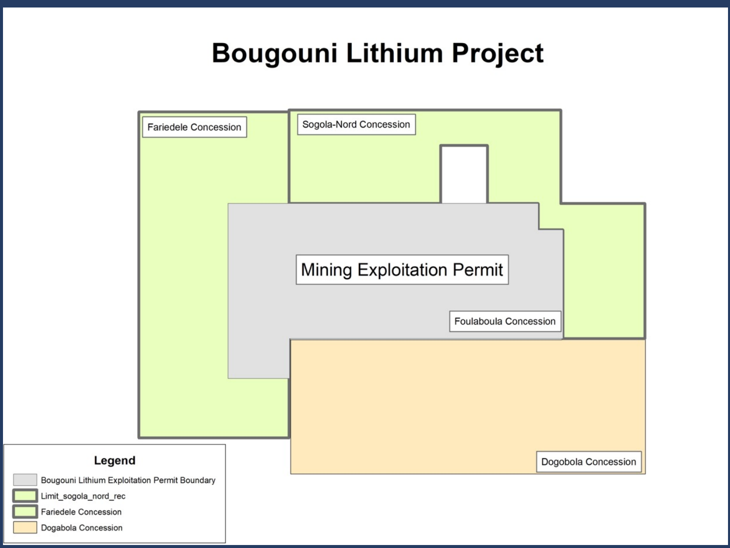

Figure 1 – Bougouni Lithium Project Concession location

Following the Company agreed-upon modifications to the Foulaboula, Sogola Nord and Fariedele concessions which were changed to ensure all areas of mineralisation, mining infrastructure and processing plant are included within the one licence area, Kodal was granted the Foulaboula Permis d'Exploitation number No2021-0774/PM-RM ("Mining Licence") in November 2021. This covered the proposed open-pit mining project and processing operation at Bougouni, making the Project fully permitted for development and construction.

The Mining Licence is valid for an initial 12-year term and renewable in ten-year blocks until all resources are mined. The Mining Licence is granted under the 2019 Mining Code and extends over 97.2 square km area that will be a focus for Kodal's exploration programme to ensure further resources are delineated to prolong the Bougouni Lithium Project mine life.

TABLE OF CONCESSIONS - KODAL LITHIUM CONCESSIONS IN MALI:

TENEMENTS	COUNTRY	KODAL ECONOMIC OWNERSHIP	PROJECT / JOINT VENTURE	VALIDITY
Dogobala	Mali	100% economic interest via direct ownership following completion of option payments	Bougouni Lithium Project	Licence valid and in good standing. Arrêté No. 2018-1115 granted on 13 April 2018 for initial 3-year period, with option for 2 extensions of 2 years validity each. Application for first renewal has been lodged and all fees paid. Renewal pending approval.
Sogola Nord	Mali	100% economic interest. Concession replaces part of the original Madina concession which had reached its time limit	Bougouni Lithium Project	Licence valid and in good standing. Arrêté number 2020-0072 granted 22 January 2020 for an initial 3-year period, with option for 2 extensions of 2 years validity each. Licence area modified during 2020 to account for the future Foulaboula Mining Licence.
Fariédélé	Mali	100% economic interest. Concession replaces part of the Madina concession which had reached its time limit	Bougouni Lithium Project	Licence valid and in good standing. Arrêté number 2020-0073 granted 22 January 2020 for an initial 3-year period, with option for 2 extensions of 2 years validity each Licence area modified during 2020 to account for the future Foulaboula Mining Licence.

Mafélé Ouest	Mali	Kodal completed all obligations of the Option to Purchase agreement and now is the beneficial holders of 80% economic interest	Bougouni West Lithium	Licence valid and in good standing. Arrêté No. 2018-4537 granted on 31 December 2018 for initial 3-year period, with option for 2 extensions of 2 years validity each. All taxes and renewal fees have been paid. Renewal pending approval.
NKéméné Ouest	Mali	Kodal completed all obligations of the Option to Purchase agreement and now is the beneficial holders of 80% economic interest	Bougouni West Lithium	Licence valid and in good standing. Arrêté No. 2018-4486 granted on 28 December 2018 for initial 3-year period, with option for 2 extensions of 2 years validity each. All taxes and renewal fees have been paid. Renewal pending approval.

The Bougouni Lithium Project concessions surround the Foulaboula mining licence and will be explored for additional pegmatite hosted resources that can be added to the mining area through agreement with the Mali Government as required. The concessions are all in good standing, and exploration completed to date by Kodal has indicated priority sites for additional exploration within the concessions.

The Bougouni West concessions remain in good standing with the Kodal having completed all obligations under the Option to Purchase agreement and now are the beneficial holders of 80% of the licences. Kodal intends to undertake future exploration in the concession areas.

Figure 2: Coarse spodumene crystals at Ngoualana within the Bougouni Lithium Project

TABLE OF CONCESSIONS - KODAL GOLD CONCESSIONS IN WEST AFRICA:

TENEMENTS	COUNTRY	KODAL ECONOMIC OWNERSHIP	PROJECT / JOINT VENTURE	VALIDITY
Boundiali	Côte d'Ivoire	100% direct ownership (under application)	Gold Exploration	Licence application submitted and in process. Application updated during 2020 and application remains in good standing.
Korhogo	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Renewal granted on 31 March 2020 for a 3 year-term.
Dabakala	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Renewal granted on 31 March 2020 for a 3 year-term.
Niéllé	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Initial licence expired on 7 January 2017, and Renewal decree received on the 28 February 2018 for a 3 year- period. Second Renewal decree received 18 December 2020 for a 3 year-period.
Tiebissou	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Initial term expired 30 September 2018. An application for renewal has been lodged, fees paid and approved. Renewal decree is pending signature.
M'Bahiakro	Côte d'Ivoire	100% direct ownership (under application)	Gold Exploration	Licence application submitted and in process. Application updated during 2020 and application remains in good standing.

Djelibani Sud	Côte d'Ivoire	100% direct ownership	Gold Exploration	Licence valid and in good standing. Arrêté N° 2021-5133/MMEE-SG granted on 28 December 2021 for an initial 3 year-period, with option for 2 extensions of 3 years validity each. All taxes have been paid.
Nangalasso	Côte d'Ivoire	100% direct ownership following completion of option payments	Nangalasso Project Gold Exploration	Nangalasso arrêté completed second renewal on 4 February 2021. A new Convention application covering the same permit has been lodged with the DNGM and is awaiting approval.
Sotian	Côte d'Ivoire	Completed Option agreement and is 100% beneficial owner of concession.	Nangalasso Project Gold Exploration	Arrêté No. 2018-1925 granted on 12 June 2018 for initial 3 years period, with option for 2 extensions of 3 years validity each. First renewal has been approved
Tiedougoubougou	Côte d'Ivoire	Kodal completed Option 100% agreement and is beneficial owner of concession	Nangalasso Project Gold Exploration	Arrêté No. 2018-3319 granted on 4 September 2018 for initial 3 years period, with option for 2 extensions of 3 years validity each. Application for first renewal has been lodged and all fees paid. Renewal approval pending.
Fininko	Côte d'Ivoire	Held through Option Agreement giving right to acquire 100% ownership	Fatou Project Gold Exploration	Licence in good standing. First renewal granted by Arrêté No. 2021-2876/ MMEE-SG of August 6th 2021 for a period of 3 years.
Foutière	Côte d'Ivoire	Held through Option Agreement giving right to acquire 100% ownership	Fatou Project Gold Exploration	Licence in good standing. Arrêté N°2017-0170/MM-SG of February 2nd 2017. Application for first renewal has been lodged and all fees and taxes have been paid. Renewal approval pending.

BOUGOUNI LITHIUM PRODUCT STATUS

Kodal Minerals was granted an Environmental Permit over the Project in November 2019. The original Feasibility Study ("FS") was completed by Kodal Minerals in January 2020, culminating in the granting of a large-scale Mining Licence in November 2021 to the Company's Mali subsidiary company, Future Minerals. The Mining Licence is valid for an initial 12-year term and renewable in ten-year blocks until all resources are mined. The Mining Licence is granted under the 2019 Mining Code and extends over 97.2 square kilometres covering the proposed open-pit mining and processing operation at Bougouni (refer to announcement of 8 November 2021).

The original Bougouni Lithium Project Feasibility study was completed in January 2020 and following the grant of the mining licence, Kodal commenced work on updating the study focussing on the engineering, process recovery and capital cost for the Project as these key areas had undergone substantial change over the previous 2 years. The results of the study were announced on 15 June 2022.

Figure 3: Kodal with the Mali Minister of Mines, Energy and Water

The June 2022 Bougouni Lithium Project Feasibility Study update confirms a very robust project with key metric highlights including:

- NPV7% of US$760M (US$567M post-tax) compared to US$293M (US$201M post tax) in the original Feasibility Study.
- Life of mine (8.5 years) revenue exceeding US$2,145,000,000 based on an average sell price of US$1,060 per tonne (FOB basis).
- C1* cash costs of US$362 per tonne of 6% Li_2O spodumene concentrate ("SC6"), and costs of US$474 per tonne including transportation and other selling costs.
- Total SC6 production of 2,024,000 tonnes with an annual average production of 238,000 tonnes.
- Bougouni Project development based on unchanged operating assumptions of open cut truck and shovel contractor mining operation, feeding 2Mtpa of lithium ore to the flotation processing plant, utilising a conventional flotation circuit to maximise spodumene recovery.
- Capital cost of the Project increased approximately 20% to US$154M reflecting increased raw material and fuel costs.

** C1 cash cost includes all mining, processing and all general and administration costs per tonne sold, and additional to that the costs of transport to port and associated selling costs*

Kodal completed a technical site visit to Bougouni in January 2022 to continue the development programme. A detailed LIDAR survey has been completed for the project area and is being used to provide detailed topographical information to assist in the final planning of the processing plant and associated infrastructure.

In addition, community engagement, consultation, and evaluation of the impact of the proposed mining sites is continuing with our Environmental Consultants, Digby Wells. This is a key component of Kodal's continuing engagement with the Bougouni community and is fundamental to the Company achieving the development of its mining operation and ensuring that it enjoys the support of and returns benefits to these communities.

Kodal has continued its engineering work programme to optimise the capital cost estimate for the development of the Project and complete a detailed assessment to confirm the operating costs of the Project, including the review of the proposed transport costs (details of which were previously announced on 27 January 2020), ahead of securing funding for mine development and construction. This engineering work programme is continuing with a focus on the process plant design and capital cost estimate, improvements in metallurgical recovery and an update of the open pit optimisation of the defined minerals resources.

SUAY CHIN AND OFF-TAKE ARRANGEMENT UPDATE

Kodal has been informed that there has been a restructuring of the ownership of Suay Chin International Pte Ltd ('Suay Chin'). Suay Chin is the Company's major shareholder with 14.18% of the issued share capital.

Suay Chin is now indirectly controlled by Zhejiang Kanglongda Special Protection Technology Co., Ltd ("Kanglongda") which is listed on the Shanghai Stock Exchange. Kanglongda's previous business focus was in the area of functional labour protection gloves, but it has recently developed a new strategy of investment in the lithium industry.

Kodal confirms that the binding term sheet (the "Off-take Term Sheet") entered into between Kodal and Suay Chin in March 2017 remains in place. The Off-take Term Sheet contemplates that the parties will negotiate an extended off-take agreement for between 80% and 100% of the spodumene product produced at the Project for a period of three years. The Off-take Term Sheet sets out certain agreed off-take principles that are to be included in the off-take agreement including the parties agreeing to buy and sell the contract quantity as well as the formal agreement including a right to match any third party off-take terms agreed for a period of three years following the expiry of the formal agreement. Whilst a formal agreement has not been entered into, Suay Chin retains the first right of refusal for a period of three years from first production of product from the Project whereby Kodal may not enter into any agreement with a third party to sell more than 20% of future production from the Project without having first offered to sell the production to Suay Chin on the terms offered by the third party. There can be no guarantee on the timing of completion of a formal off-take agreement or if any such agreement will ultimately be agreed.

GOLD EXPLORATION PROJECTS AND EXPLORATION PROGRAMME

In addition to the progress made at the Bougouni Lithium Project, the Company has also made strong progress at its various gold projects situated across West Africa.

At the **Niéllé project** in northern Côte d'Ivoire, Kodal has completed a 1,000m reverse core ('RC') drilling programme which has returned wide intersections of gold mineralisation and includes zones of high-grade gold mineralisation including results such as 13m at 5.7g/t from 12m. The Company has also completed the 5,000m aircore drill programme which has confirmed a 4.5km gold mineralised trench with an extension of up to 1.5km south and over 1km north.

At the **Dabakala project** also in Côte d'Ivoire, infill geochemical sampling has continued to return high-grade surface samples at new discovery zones with the new assay results confirming up to 1.97g/t gold with further results confirming continuity of high-grade gold anomalism extending for over 11km and surface width up to 3km.

At the **Fatou project** in Mali, Kodal has completed the initial RC drilling programme of 1,242m and has returned results including 23m at 1.63 g/t gold from 82m. The completion of the campaign has confirmed multiple mineralised zones and highlights extensions to the north and south requiring additional drilling to test the Fatou prospect.

FUTURE ACTIVITY

Kodal is focussed on the advancement and development of its Bougouni lithium project. The Company is continuing to undertake engineering studies to investigate opportunities to decrease capital costs and future operating costs. These studies will be pursued in more detail during the coming year as the Company advances the Project to development stage.

Key areas that have the potential to enhance the Bougouni Lithium Project include:

- Resource growth and increase of head grade from further exploration in the highly prospective areas contained within existing exploration leases;
- Reduction in capital cost through further optimisation of the flowsheet and engaging with experienced Chinese and other manufacturers;
- Investigate more favourable power supply solutions to reduce operating costs, which is currently under way on the basis of connecting to the future high-voltage grid approximately 15km from the site (the new Bougouni substation is being constructed presently under the 225 kV Sikasso-Bougouni-Sanankoroba-Bamako Transmission line project by the Mali power authority – Energie du Mali);
- Optimisation of mine scheduling and drill and blast strategy; and
- Cost savings relating to the construction of the tailings storage facility ("TSF"). Currently the design of Stage 1 is based on 24 months of capacity to combat potential for adverse climatic conditions. Potentially this could be reduced to about 18 months' capacity if the sequencing of construction is favourable with respect to maximising construction in the dry season.

As Kodal focusses on the technical planning, engineering and optimisation of the proposed development, the Company will be seeking to finalise financial options for the construction of the Bougouni mining and processing operation. It is looking to move to production as quickly as possible to take advantage of the current high prices of its Lithium Spodumene product in a rising demand cycle.

I look forward to reporting on our advances during the year.

Bernard Aylward
Chief Executive Officer

18 July 2022

FINANCE REVIEW

RESULTS OF OPERATIONS

For the year ended 31 March 2022, the Group reported a loss before other comprehensive income for the year of £903,000, including share based payment costs of £343,000 (2021: £78,000), compared to a loss of £623,000 in the previous year. Administrative expenses have remained broadly in line with last year as the Group has continued to review the development opportunity presented by the Bougouni Project and run the offices in Mali and Côte d'Ivoire, but significant additional exploration activity for both gold and lithium was undertaken during the year. Further information is provided in the Operational Review above.

During the year, the Group invested £2,547,000 (2021: £542,000) in exploration and evaluation expenditure on its various projects. As a result, the carrying value of the Group's capitalised exploration and evaluation expenditure increased from £8,964,000 to £11,442,000 after taking account of the effects of foreign exchange rates. At 31 March 2022, after taking account of the effects of foreign exchange rates, the carrying value of the gold projects in Mali and Côte d'Ivoire was £2,411,000 (2021: £1,476,000) and of the lithium projects in Mali was £9,031.000 (2021: £7,488,000).

Cash balances as at 31 March 2022 were £1,046,000, a decrease of £1,387,000 on the previous year's level of £2,433,000. Net assets of the Group at the year-end were £12,091,000 (2021: £12,636,000).

FINANCING

The Group did not undertake any fundraisings in the year although £1.8m of proceeds were received in April 2021 relating to a fundraising which took place in late March 2021.

Subsequent to the year end, on 4 May 2022 the Company announced that it has raised £3,000,000 (before expenses) via a subscription for 130,142,857 shares and an oversubscribed placing of 941,285,712 shares at a price of 0.28 pence per Placing Share (the 'Placing'). The funds raised will support Kodal in the continuing development and preparation for financing and construction of its flagship Bougouni Lithium Project in Mali.

GOING CONCERN AND FUNDING

The Group has not earned revenue during the year to 31 March 2022 as it is still in the exploration and development phases of its business. The operations of the Group are currently being financed from funds which the Company has raised from the issue of new ordinary shares and other equity linked instruments.

The Directors have prepared cash flow forecasts for the period ending 30 September 2023. The forecasts include payments for the ongoing review of the development opportunity presented by the Bougouni mining licence, additional exploration activity for both gold and lithium as well as covering ongoing overheads.

On 4 May 2022 the Company announced that it has raised £3,000,000 (before expenses). Further funding will be required in due course, but the forecasts show that the Group has sufficient cash resources available to allow it to continue as a going concern and meet its liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements without the need to raise further financing. Accordingly, the financial statements have been prepared on a going concern basis.

UTILISING KEY PERFORMANCE INDICATORS ("KPIs")

The following KPIs are used by the Group to assist it in monitoring its cash position and assessing costs and exploration and development activities:

KPI	31 March 2022	31 March 2021
Cash and cash equivalents (a)	£1,046,000	£2,433,000
Administrative expense (b)	£541,000	£513,000
Exploration and evaluation expenditure (c)	£2,547,000	£542,000

The directors have provided more information on the state of the Group's financing and operational activity above.

a. 'Cash and cash equivalents' is used to measure the Group's financial liquidity. Cash and cash equivalents have decreased by of £1.4 million in the year.

b. 'Administrative expenses' is used to measure the Group's administrative costs and operating results. Administrative expenses for the year were £541,000, broadly in line with £513,000 in the previous year as the Group has continued to review the development opportunity presented by the Bougouni Project and run the offices in Mali and Côte d'Ivoire

c. 'Exploration and evaluation expenditure' is used to measure expenditure on the Group's gold and lithium projects. Exploration and evaluation expenditure in the year was £2.5 million higher than prior year as significant additional exploration activity for both gold and lithium was undertaken during the year following the lifting of Covid-19 restriction.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and trade and other payables. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken. The main risks arising from the Group's financial instruments are liquidity risk, price risk and foreign exchange risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash reserves to fund the Group's exploration and operating activities. Management prepares and monitors forecasts of the Group's cash flows and cash balances monthly and ensures that the Group maintains sufficient liquid funds to meet its expected future liabilities. The Group intends to raise funds in discrete tranches to provide sufficient cash resources to manage the activities through to revenue generation.

Price risk
The Group is exposed to fluctuating prices of commodities, including gold and lithium, and the existence and quality of these commodities within the licence and project areas. The Directors will continue to review the prices of relevant commodities as development of the projects continues and will consider how this risk can be mitigated closer to the commencement of mining.

Foreign exchange risk
The Group operates in a number of overseas jurisdictions and carries out transactions in a number of currencies including Sterling, CFA Franc, US dollars and Australian dollars. The Group does not have a policy of using hedging instruments but will continue to keep this under review. The Group operates foreign currency bank accounts to help mitigate the foreign currency risk.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to a number of risks which it seeks to mitigate as set out in the table below:

RISK	COMMENT AND MITIGATING ACTIONS
Exploration and Development Risk The Group is a mineral exploration company and the success of the Company is dependent on the discovery and/or acquisition of Mineral Reserves and Mineral Resources and the successful development of mines therefrom. Significant risk exists within technical, legal and financial aspects of the exploration for and the development of mines, which may have an adverse effect on the Group's business.	There is no assurance that the Group's exploration and potential future development activities will be successful, and statistically few properties that are explored are ultimately developed into profitable producing mines. The Group ensures that there is regular review of projects, expenditure and exploration activity to maintain focus on targets and ensure best possible information in the decision-making process to focus resources and expenditure upon key exploration and development targets.
Reliability of Mineral Resources and Mineral Reserves The Group has reported Mineral Resources for its Bougouni Lithium project in West Africa. Any estimates will be based on a range of assumptions, including geological, metallurgical and technical factors; there can be no assurance that the anticipated tonnages or grades will be achieved.	The Mineral Resource estimates are prepared by third party consultants who have considerable experience and are certified by appropriate bodies. Mineral Resources are reported as general indicators and should not be interpreted as assurances of minerals or the profitability of current or future operations.
Licensing and Title Risk The Group's exploration and future development opportunities are dependent upon maintaining clear tenure and access to licences as well as ensuring the relevant operation licences, permits and regulatory consents are valid. The licences and regulatory permits may be withdrawn or made subject to limitations. The granting of licences and permits are a practical matter subject to the discretion of the applicable government or government office. The interpretations, amendments to existing laws and regulations, or more stringent enforcement of existing laws and regulations could have a material adverse impact on the Group's results of operations and financial condition. A new Mining Code has passed before the Republic of Mali Assembliée Nationale. The Company's licences have been granted under the previous Mining Code (June 21 2012 (modified)) and remain subject to these conditions. In addition, future Mining Licence applications will remain subject to the 2012 Mining code unless the Company specifically request a variation to the new code.	The Group complies with existing laws and regulations and ensures that the regulatory reporting and the government compliance requirements for each licence are met. There is a risk that negotiations with a government in relation to the grant, renewal or extension of a licence may not result in the grant, renewal or extension taking effect prior to the expiry of the previous licence period, and there can be no assurance of the terms of any extension, renewal or grant. The Group regularly monitors the good standing of its licences.

Political Risk

The Group has significant activities in Mali and Côte d'Ivoire in West Africa. The success of the Group will be influenced by the legal, political and economic situation in Mali, Côte d'Ivoire and the wider African region. Countries in the region have experienced political instability and economic uncertainty in the past. government policy in the countries in which the Group operates can be unpredictable, and the institutions of government and market economy may be unstable and subject to rapid change, which may result in a material adverse effect on the Group's operations.

The renewal of exploration and exploitation licences is an area of risk given the countries in which the Group operates. Whilst the Group has in place legal titles on the assets in its portfolio, there remains a risk to the Group that changes within regimes could put the ownership of these assets at risk.

The Group is also at risk of taxation reviews that may change or apply more stringently the laws and regulations of the countries in which it operates.

Mali has undergone political upheaval in this last year.

A military coup d'etat was staged on the 18 August 2020 following several months of non-violent protest and general strikes. The coup overthrew the government of President Ibrahim Keita who resigned his office to avert violence.

A transitional government was established following the coup and had an aim of returning to democratically elected governance with elections planned for February 2022.

A second military coup d'etat was staged on the 24 May 2021 following attempts at transitional government re-shuffle.

In January 2022, sanctions were imposed by the Economic Community of West African States (ECOWAS) after the transitional government announced a four-year delay to general elections. In return for setting a firm February 2024 election deadline, Mali's regime has secured an end to the sanctions imposed by ECOWAS in July 2022.

In general, the security risk in Mali remains high and the United Nations peacekeeping mission has helped maintain the security situation throughout most of the country but the situation in the north of the country remains fragile.

In Côte d'Ivoire, the political situation has been calm since 2011. The election in 2015 returned the government of President Ouattara with increased popular support and on 31 October 2020 President Ouattara was returned for a further 5-year mandate.

The economic situation in Côte d'Ivoire is improving dramatically with significant government expenditure on infrastructure and development activity.

Financial Risk

The Group is an exploration company and does not generate revenue or self-sustaining funding at this stage. The Group requires funds to support ongoing exploration and future development of mineral properties. The Group's access to funding will depend on its ability to obtain financing through the raising of equity capital, joint venture projects, debt financing, farm outs or other means.

There is no assurance that the Group will be successful in obtaining the necessary financing in a timely manner on acceptable terms to complete its investment strategy. The equity markets and ability to raise finance were significantly affected by the Covid-19 pandemic but have subsequently improved.

If the Group is unable to obtain additional financing as needed, some interests may be relinquished, and / or the scope of the operations reduced.

The Board regularly reviews the levels of discretionary spending on capital items and exploration expenditure. This includes regularly updating working capital models, reviewing actual costs against budget and assessing potential impacts on future funding requirements and performance targets.

In the past, the Group has been successful in raising additional equity finance to support its ongoing activities.

In May 2022 the group raised £3.0 million before expenses with an equity placement. These funds will support Kodal in the continuing development and preparation for financing and construction of the Bougouni Lithium project in Mali and cover ongoing administrative overheads.

S172 STATEMENT

The Directors of the Company have a duty to promote the success of the Company. A director of the Company must act in the way they consider, in good faith, to promote the success of the Company for the benefit of its members, and in doing so have regard (amongst other matters) to:

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

The Directors are committed to developing and maintaining a governance framework that is appropriate to the business and supports effective decision making coupled with robust oversight of risks and internal controls.

The Board believes that long-term success requires good relations with a range of different stakeholder groups both internal and external. The board has identified Kodal's stakeholders to include employees and consultants working for the Company, the local communities and governments in Mali and Côte d'Ivoire in which it operates, suppliers and contractors, as well as shareholders. As the Company looks to bring the Bougouni Lithium project into development, the importance of capital equipment, suppliers, contractors, local workforce, finance providers and offtake customers will increase significantly.

In the Corporate Governance Report, we explain the regular engagement with employees, communities and local governments in West Africa where we operate; and the impact assessment we have performed on the environment and local society as part of our permitting process. We also comment on the decision-making for the long-term success of the Company, its governance and culture; as well as the nature and methods of communication with all shareholders.

The Group relies heavily on having suppliers and contractors with appropriate levels of experience and expertise of working successfully with junior miners in West Africa, as well as professional advice for AIM quoted companies in London. Accordingly, Kodal is committed to maintaining constructive relationships with all its suppliers and advisers and operating in line with its Corporate Code of Conduct.

Signed on behalf of the Board

Bernard Aylward
Chief Executive Officer

18 July 2022

REPORT OF THE DIRECTORS - For the year ended 31 March 2022

The Directors present their report, together with the audited consolidated financial statements for Kodal Minerals Plc for the year ended 31 March 2022.

PRINCIPAL ACTIVITY

The Company was incorporated for the purposes of exploring and developing mineral assets. The Company's shares are traded on AIM.

DOMICILE AND PRINCIPAL PLACE OF BUSINESS

Kodal Minerals Plc is domiciled in the United Kingdom and has its registered office at Prince Frederick House, 35-39 Maddox Street, London W1S 2PP. Its principal place of business as at 31 March 2022 was West Africa, and specifically Mali and Côte d'Ivoire.

DIRECTORS

The current membership of the board and the Directors who held office during the year are set out below:

Bernard Aylward
Charles Joseland
Robert Wooldridge
Qingtao Zeng

BIOGRAPHICAL DETAILS OF THE DIRECTORS

BERNARD AYLWARD
(Chief Executive Officer)

Bernard is a geologist with over 20 years' experience as a manager and exploration geologist in the mining and exploration industry in a variety of commodities. Bernard's experience includes serving as the Managing Director of Taruga Gold Limited from its initial listing on the ASX, Chief Operating Officer of International Goldfields Ltd, General Manager of Azumah Resources Ltd (Ghana), and Exploration Manager for Croesus Mining NL. Bernard has been involved in the discoveries and management of the Bepkong, Julie, Collette and Kunche deposits in Ghana, as well as the Deep South gold deposit, Gladstone North deposit, St Patrick's, Norseman Reef, and the Safari Bore gold deposit in Western Australia. Bernard has experience operating in Europe (Greece Sappes deposit), Siberia, South America and extensive experience throughout West Africa. He brings significant experience in geology, mineral exploration and evaluation, and mine engineering and development; he has the leadership, public communication skills and legal & regulatory understanding required for a publicly listed, junior miner.

CHARLES JOSELAND (Independent Non-executive Director)	Charles is a former Chartered Accountant with 32 years' experience. After graduating with a degree in Classics from Cambridge University, he joined PwC where he was an audit partner for 20 years as part of its Energy, Utilities & Mining Group, including secondments to Moscow and Madrid. Charles has been responsible for providing services to many international resources groups, including those with operations in Russia, Kazakhstan and Africa, as well as North & South America. Charles has also acted as reporting accountant and advisor for many companies quoted on both LSE's AIM and Main Market. He brings knowledge and skills to the board in the areas of finance & accounting, audit, corporate governance, internal control & risk management frameworks for public quoted, mining companies. As an audit partner for 20 years, he is experienced in providing an independent point of view.
ROBERT WOOLDRIDGE (Non-executive Chairman)	Robert is currently a partner at SP Angel Corporate Finance LLP. After graduating with a degree in Natural Sciences from Cambridge University, he spent eight years at PricewaterhouseCoopers International Limited, qualifying as a Chartered Accountant in 1989. He left in 1994 to join the international equity capital markets division of HSBC Investment Bank where he spent a further eight years and was responsible for completing a number of landmark equity transactions across Europe, India and the Middle East & Africa. In 2003 he joined an investment banking boutique, to head up its corporate finance and securities operation and was then one of the founding partners of SP Angel in 2006. SP Angel is an independent corporate finance and broking operation which focuses on advising small and mid-cap companies in the mining, oil and gas, healthcare and technology sectors. He brings knowledge of and skills in capital markets, broking, corporate finance and corporate governance in small & mid-cap miners.
QINGTAO ZENG (Non-executive Director)	Dr Zeng completed a PhD in geology at the University of Western Australia in 2013. Dr Zeng has been engaged as a consulting geologist, principally working with CSA Global based in Perth, Australia, and has a range of geological and commercial specialities. Since 2015, Dr Zeng has been extensively involved in the lithium exploration and development sector and through his strong network of contacts throughout China has helped clients complete a range of contracts relating to the supply or purchase of lithium in the form of concentrate or direct shipping ores. He brings detailed knowledge of the mining sector, in particular of lithium, with extensive Chinese contacts across the value chain from engineering, construction, processing, financing & investment, and commercial markets.

DIRECTOR'S INTERESTS

The beneficial interests in the Company's shares of the current Directors and their families as at 31 March 2022 are as follows:

Directors	**Ordinary Shares 31 March 2022**	**Ordinary Shares 31 March 2021**
Bernard Aylward	221,007,656	221,007,656
Charles Joseland	6,250,000	6,250,000
Robert Wooldridge	153,723,858	153,723,858
Qingtao Zeng	6,250,000	6,250,000

EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period are outlined in note 18 to the financial statements on page 63.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Group has Directors' and Officers' liability insurance to cover claims up to a maximum of £1.0 million.

STRATEGIC REPORT

The Directors have chosen, in accordance with s414(c) of the Companies Act, to include in the Strategic Report on page 2 information on the Group's principal activities, business review and key performance indicators which would otherwise be required to be included in the Directors' Report and which they consider to be of strategic importance to the Company.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The Directors have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors has confirmed that he has taken all the steps that he ought to have taken as a director, in order to make himself aware of any relevant audit information and to establish that it has been communicated to the auditor.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Strategic Report and the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors are required by the AIM Rules for Companies of the London Stock Exchange to prepare Group financial statements in accordance with UK-adopted International Accounting Standards and have elected under company law to prepare the Company financial statements in accordance with UK-adopted International Accounting Standards and applicable law.

The Group financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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

In preparing the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK-adopted International Accounting Standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG) AND SUSTAINABILITY

The Directors recognise the importance of operating in a sustainable manner with high levels of governance, and with respect for environmental and social considerations. As this also helps drive value for shareholders over the long term, there is increasing investor and public interest in understanding how companies address ESG issues. We note the Quoted Companies Alliance has published a Practical Guide to ESG for small and mid-sized quoted companies.

We recognise lithium has a crucial role to help decarbonise the economy through its use in batteries in Electric Vehicles, but it is also important that the lithium is mined in a responsible and sustainable manner.

As we are currently at the early stage of our Company's life cycle, our focus has been on the more social aspects. We have been engaging with the Mali government and local communities to adapt our planned approach for their comments and suggestions. Although we have recently been granted a formal legal licence we also need the goodwill of the local community to operate near Bougouni. It is important to continue to manage these social aspects throughout the life cycle of our Bougouni project, minimising disruption, providing job opportunities, and supporting local social projects.

The potential environmental impacts will only arise when we commence construction and enter into production. However, we are considering those environmental aspects now within our design plans. Our Environmental Social Impact Assessment (ESIA) considered air quality, water & waste-water management, energy sources, waste & hazardous materials management, as well as the potential ecological impacts. These results formed part of our Preliminary Feasibility Study (PFS) and feed into our engineering design plans. We continue to develop our PFS and the project design not only to improve the process engineering and efficiency of our plant but also to ensure the impact of potential climate change events is managed, and improvements to greenhouse gas emissions and energy sources are also considered.

Our approach to governance already follows the QCA Code, as set out below in our Corporate Governance section; this details the way we approach governance considering the 10 PRINCIPALs.

As we develop our projects over the next few years, we will also develop our narrative to explain how we address environmental and social matters, and our ESG objectives, targets and results alongside our normal financial performance reporting.

AUDITORS AND ANNUAL GENERAL MEETING

RSM UK Audit LLP offer themselves for reappointment as auditors in accordance with section 489(4) of the Companies Act 2006.
A resolution to reappoint RSM UK Audit LLP will be proposed at the Annual General Meeting.
Approved by the board of directors and signed on behalf of the board on 15 July 2022.

Robert Wooldridge
Director

18 July 2022

CHAIRMAN'S INTRODUCTION

We formally adopted the Quoted Companies Alliance Corporate Governance Code 2018 (the "QCA Code") in September 2018, believing it to be the most appropriate code for an AIM quoted company of our size and stage of development. As chairman, I am responsible for leading the board; ensuring its composition with people of the right experience and engagement; and focusing on our strategy to bring our African lithium project to production.

As a small company, we are aware that the board's and senior management's actions and attitude have a strong impact on the culture of our organisation; the regular, on-site presence of our CEO and Project Manager in Mali and Côte d'Ivoire, as well as regular communication with our local manager are important aspects of conveying and monitoring our culture and values.

I believe for the size of our company we have a well-functioning board, the right corporate structures, appropriate engagement and information flow with our small senior management team, and a clear strategy to drive value for our shareholders, employees, communities where we operate, and our suppliers. We have engaged closely with local communities and the Malian government through the Environmental and Social Impact Assessment process and taken their considerations into account; in addition to our market updates, our CEO makes regular presentations, gives media interviews and engages with shareholders, to keep stakeholders informed and understand expectations. We explain more under the QCA Code's ten PRINCIPALs below.

PRINCIPAL 1

Establish a strategy and business model which promote long-term value for shareholders

The Board has concluded that highest medium- and long-term value can be delivered to shareholders though a primary focus on the continued exploration and development of its Bougouni Lithium project (the "Project") located in southern Mali. The medium-term objective is to develop the Project through feasibility studies and bring it in to production as rapidly as possible. The Strategic and Operational Review above explains the strategy, key areas of focus and challenge, and management action, including completing full engineering design, obtaining financing for construction and further exploration of the gold assets. The Principal Risks outlined on pages 13 to 14 highlight the key challenges the Group faces in executing the strategy and how the Board seeks to protect the Group from those risks.

The Company has already secured a strategic investor and off-take partner and will continue to explore similar opportunities to fund mine and plant construction in order to enter production rapidly.

The key drivers to the continued growth of the lithium market are the increasing demand for electric vehicles and battery storage as well as growth in the use of personal electric devices driven by social choice, government regulations and an improvement in the performance and affordability of high-quality battery products.

In addition to the lithium prospects in Mali, the Company holds a suite of gold assets in Mali and Côte d'Ivoire. With the increase in the gold price, the Company continues to assess and rank the projects it holds directly to determine priorities for further exploration or for ways to deliver value to our shareholders.

PRINCIPAL 2

Seek to understand and meet shareholder needs and expectations

The Board is committed to communicating openly and regularly with both its private and institutional shareholders to ensure that its strategy and performance are understood. Significant developments are disseminated through RNS announcements which are then made available on the Company's website.

The Company communicates regularly with private shareholders through investor evenings and similar events; audio and video interviews; periodic webcast Question & Answer sessions. The Company's website also contains its latest corporate presentations and interview recordings. In addition, the Company encourages all shareholder to attend the Annual General Meeting which provides an excellent opportunity to meet with management and engage directly with them.

Kodal has an active and effective investor relations programme which includes regular institutional roadshows to meet shareholders and potential shareholders. It also meets its corporate brokers and other research analysts to assist them in preparing and publishing their research on the Company.

These promotional and marketing activities are co-ordinated by its corporate broker and financial PR advisers.

PRINCIPAL 3

Take into account wider stakeholder and social responsibilities and their implications for long-term success

As the Company scales up to bring the Bougouni Lithium project into development, good relationships with the capital equipment suppliers, engineering contracts, local workforce, finance providers and offtake customers will become increasingly important.   The Company's CEO, Project Manager and Country Manager in Mali regularly visit the locations in which Kodal operates and meets with these stakeholders in order to gain their feedback on the Company's operations. During the latter part of the year, with Covid-19 travel restrictions now lifted, the management team made several trips to West Africa. Any concerns raised are communicated to the Board for further consideration.

A key part of Kodal's business model is assessing the impact that the Company's business activities will have on the host communities and environment in which it operates. As part of its application for a mining licence at Bougouni, the Company carried out an Environmental and Social Impact Assessment (ESIA) engaging with and responding to comments from officials of the departments of Geology & Mines, Forestry & Water, Heritage & Culture, as well as the local community as a whole.

The Company is also committed to ensuring the safety of its workers on site and has strict health and safety policies which it firmly enforces.

PRINCIPAL 4

Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board is responsible for identifying and managing areas of significant business risk for the Company; the Audit & Risk Committee assists the board in ensuring that there is an effective system for risk management in place.

At each Board meeting, the Directors review ongoing operational performance, discuss budgets and forecasts and new risks associated with ongoing operations; appropriate mitigating actions and controls are discussed with management, and subsequently monitored by the Directors. The Board formally reviews and documents the principal risks to the business at least annually as part of the annual audit process.

The Company has in place an anti-bribery and corruption policy as well as other policies and procedures to which employees, management, consultants and, where appropriate, key suppliers are required to adhere. Robust financial procedures and safeguards are in place regarding expenditure and accounting functions.

The principal risk areas identified by the board and the mitigating actions are set out above. The Board has considered the need for an internal audit function to provide assurance on the effectiveness of risk management and internal controls; however, given the size of the group and the stage of its development, the board does not consider this necessary. The Board works closely with and has regular ongoing dialogue with its finance functions across the Group and has established appropriate reporting and control mechanisms to ensure the effectiveness of its control systems.

PRINCIPAL 5

Maintaining the Board as a well-functioning, balanced team led by the Chair

The Board meets approximately each month throughout the year to discuss important operational and strategic matters and to review financial and operational performance. In addition, there are additional board meetings to consider specific proposals, including for example to issue further shares to raise funds or to consider different development approaches and financing arrangements. Board papers are provided in advance with the information necessary to facilitate a proper assessment of the issues under consideration. The non-executive directors spend between 2 and 6 days a month working on Company matters.

The structure and composition of the Board has been kept under review by the Chair during the year. Although the board has just one formal independent non-executive director (below the QCA Guide of two), there is one executive director and three non-executive directors, who recognise the importance of maintaining an independent mind-set and objectivity in their views. The board size and structure was considered appropriate given the lower level of activity in the Company and focus on cash preservation during the Covid-19 crisis. However, as activity increases with the Company seeking significant levels of finance to move into the development phase, this will be kept under review. Although these directors hold some share options and company shares, the holdings are not considered to be of sufficient size to impact their independent judgments (including Charles Joseland whose shares in the Company were worth £17,500 at year-end). Biographical details of all the directors are set out on pages 16 to 17.

The Directors believe that this Board provides the Company and its shareholders with the necessary skills and experience to drive the business forward balanced by a sufficient level of independent analysis and judgement to provide challenge and oversight. As a Board, the Directors are also mindful of the need to control costs and provide value for shareholders.

In the year ended 31 March 2022 there were 10 full board meetings of which Robert Wooldridge attended 10, Bernard Aylward 10, Charles Joseland 10 and Qingtao Zeng 10. In addition to the full board meetings, additional ad hoc meetings were convened as required to issue shares and for other procedural matters.

The Board has an Audit & Risk Committee which during the year to 31 March 2022 comprised Charles Joseland (Chair) and Robert Wooldridge. The Board also has a Remuneration & Nomination Committee which during the year to 31 March 2022 comprised Robert Wooldridge (Chair), Charles Joseland and Qingtao Zeng. The Remuneration & Nomination Committee meets as required and at least once each year.

PRINCIPAL 6

Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities.

Biographical details of the Directors are on pages 16 to 17.

The Board is satisfied that, between the Directors, it has an effective and appropriate balance of skills and experience, including in the areas of geology, mineral exploration, mine engineering and development, public company and capital markets, finance and corporate governance.

The directors keep their skillsets up to date by attending industry and qualification relevant seminars and training sessions. During the year, the Directors sought advice from their corporate advisers (including the Company's nominated adviser, lawyers and accountants) on the contractual arrangements and the various financing agreements entered into during the year. The Company has also employed the services of Weaver Financial Limited to act as Company Secretary.

When considering the composition of the Board and the appointment of new Directors, the Board has established a Remuneration & Nomination Committee to oversee this process and make recommendations to the Board. The Board recognises that it currently has limited diversity, and this will form a part of any future recruitment consideration.

PRINCIPAL 7

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Chairman reviews the performance of individual Directors on an on-going basis and assesses each Director's contribution to the effective operation and management of the Company.

The Chairman sets individual objectives for each Director within the context of the overall strategy and objectives for the Company; at the end of the year, he considers each director's performance, including the level of achievement of their objectives, and their overall contribution to the Company's performance. The review establishes further objectives for the coming year, identifying any additional training or other support that may be required.

Succession planning is the responsibility of the Remuneration and Nomination Committee and is reviewed by the Board at least on an annual basis. When considering succession planning, the Remuneration and Nomination Committee takes into account the skills and experience required as the Company grows and develops its projects.

PRINCIPAL 8

Promote a culture that is based on ethical values and behaviours

As a small company the Board's and senior management's actions and attitude have a strong impact on the culture of our organisation. The Board believes that it has established a culture of responsible and ethical behaviour which it follows and which it believes has been successfully transmitted to its employees overseas.

Foremost amongst these are its focus on:

- The health and safety of its workers and consultants;
- An awareness of the environmental and social impact of its operations on the local communities and efforts to mitigate and minimise them;
- contributing to the overall development of the local communities in which it operates;
- conducting honest and transparent dealings with employees, consultants and suppliers; and
- adopting a zero tolerance to bribery.

At this stage of its development, Kodal has only approximately fourteen non-Board employees all of whom are based at its offices in Mali and Côte d'Ivoire. There is near daily contact with these offices and regular visits by the CEO which have recommenced post-pandemic. This enables the Board to monitor employees' conduct and behaviour to ensure that the Company's ethical values and standards are recognised and respected, and appropriate action taken where necessary.

PRINCIPAL 9

Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board.

Kodal's key strategic, financial and operational decisions are reserved exclusively for the decision of the Board. The Board seeks to meet formally approximately once a month and is supplied with appropriate and timely information ahead of each meeting. The Directors are free to seek any further information they consider necessary. In addition, there are additional Board meetings to consider specific matters that require decision between the regular board meetings and to which all Directors are invited. In addition to the formal meetings, there is regular contact and communication between the Board members to discuss day-to-day operational matters.

Robert Wooldridge, the Non-executive Chairman, is responsible for the running of the Board and Bernard Aylward, the Chief Executive Officer, has executive responsibility for running the Company's operational activities. Bernard Aylward and Robert Wooldridge take responsibility for the Company's liaison with shareholders. At year-end Charles Joseland provided additional input into the audit process, reviewing financial forecasts, judgments and estimates, accounts disclosure and liaising with the auditors; independence is maintained as the underlying judgments, accounts preparation and forecasts are made by the CEO, Project Manager and/or Financial Controller.

The Company has a significant shareholder, Suay Chin International Pte Ltd ("Suay Chin"), which owns 14.56% of the Company's issued share capital. It is a Singapore registered company which has extensive connections with the Chinese lithium market including lithium carbonate producers and lithium-ion battery manufacturers. Suay Chin has entered into a Relationship Agreement with the Company and its advisers, under which it undertakes to do all such things as it is reasonably able to do to ensure that the Company is capable of carrying on its business independently of Suay Chin. Under this agreement, it also has the right to appoint a Director to the Board of Kodal and Qingtao Zeng has been appointed in this capacity.

The Board is supported by the Audit & Risk Committee and the Remuneration & Nomination Committee. The reports of those committees are set out below.

The Board continues to monitor its governance framework on an ongoing basis. The Directors have not engaged the services of external governance advisers

PRINCIPAL 10

Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board attaches great importance to providing shareholders with clear and transparent information on the Group's activities, strategy and financial position. All material information is released to the London Stock Exchange via RNS announcements which are then made available on the Company's website. The Company prepares and updates a corporate presentation which is also available on its website along with other news and information about the Company and its operations.

As detailed in PRINCIPAL 2 above, the directors believe that the Company has an effective and well-established programme for communicating with both its institutional and private shareholders.

The Company will disclose the outcome of all shareholder votes on its website and in the case of 20% of independent votes being case against a resolution, provide an explanation of the actions that will be taken to enable the Board to understand the reasons for this result and any future actions it will take to address such concerns.

The Company's website contains historic annual reports for the past five years and also notices of general meetings.

REPORT FROM THE AUDIT & RISK COMMITTEE

The Audit & Risk Committee comprised Charles Joseland, Robert Wooldridge and was chaired by Charles Joseland during the year. The Committee meets at least twice a year to consider the integrity of the financial statements of the Group, including its annual and interim accounts, the accounting policies and auditor reports, as well as the terms of appointment and remuneration for the auditors, the effectiveness of the Group's internal controls and risk management systems, and external compliance matters.

The Board is responsible for maintaining a strong system of internal control to safeguard shareholders' investments and the Group's assets and for reviewing its effectiveness. The system of internal financial control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss.

The Committee met with the auditors to discuss their audit plan and scope of work, and also the findings from their audit. There was specific focus on the fair presentation of the Company's exploration and development activities, the assumptions underlying the calculation of warrants and share options, the carrying value and any potential impairment of the evaluation and exploration assets and inter-company balances, compliance with laws and regulations including the status of the licences, and the going concern assumption.

The Committee also considered the process for identifying and considering risks and their mitigating actions, and their disclosure in the Annual Report on pages 13 to 14. They also considered the need for an internal audit function but decided the size and complexity of the Group did not justify it at present. However, it will keep this decision under annual review.

REPORT FROM THE REMUNERATION & NOMINATION COMMITTEE

The Remuneration Committee performs both remuneration and nomination functions and during the year ended 31 March 2022 comprised Robert Wooldridge (Chair), Charles Joseland, and Qingtao Zeng. It meets as and when required but at least annually. The purpose of the remuneration function is to ensure that the directors are fairly rewarded for their individual contributions to the overall performance of the Group, to determine all elements of the remuneration of the executive directors and to demonstrate to the Group's shareholders that the remuneration of the directors is set by a Board committee whose Chairman has no personal interest in the outcome of the committee's decision and will have appropriate regard to the interests of the shareholders.

The purpose of the nomination function is to identify and nominate potential new directors to the Board as considered necessary and make recommendations on such appointments to be considered by the Board as a whole.

Directors' remuneration

The Board recognises that Directors' remuneration is of legitimate concern to shareholders and is committed to following current best practice. The Group operates within a competitive environment and its performance depends on the individual contributions of the Directors.

The policy of the Board is to provide executive remuneration packages designed to attract, motivate and retain directors of the calibre necessary to maintain the Group's position and to reward them for enhancing shareholder value and return. It aims to provide sufficient levels of remuneration to do this, but to avoid paying more than is necessary; the remuneration will also reflect the Directors' responsibilities. The Remuneration Committee is considering a new long term incentive plan for management aligned with the Group's objectives and to drive shareholder value.

	Fees and salary year to 31 March 2022	**Share based payments year to 31 March 2022**	**Total year to 31 March 2022**	**Total year to 31 March 2021**
	£	**£**	**£**	**£**
Bernard Aylward (a)	132,449	222,793	355,242	96,510
Charles Joseland	45,000	1,164	46,164	35,000
Robert Wooldridge	45,000	44,798	89,798	27,250
Qingtao Zeng (b)	25,000	2,549	27,549	18,750
	247,449	271,304	518,753	177,510

a Matlock Geological Services Pty Ltd ("Matlock") a company wholly owned by Bernard Aylward, provided consultancy services to the Group during the year ended 31 March 2022 and received fees of £97,450 (2021 £76,094). These fees are included within the remuneration figure shown for Bernard Aylward.

b In addition to the amounts included above, Geosmart Consulting Pty Ltd, a company wholly owned by Qingtao Zeng, provided consultancy services to the Group during the year and received fees of £27,136 (2021: £10,595).

The reference to "Share based payments" recorded in the consolidated statement of comprehensive income relate to a theoretical calculation of the non-cash cost to the Group of any share options granted to the directors that were awarded and still vesting to the Directors during the year. These would not represent cash payments to the Directors either made in the past or due in the future. Further information on the share options granted to the Directors is set out in Note 5 on page 49.

Notice periods of the Directors

Bernard Aylward's appointment will continue until the earlier of: (i) the termination of the consultancy agreement between the Company and Matlock Geological Services Pty Ltd (a company wholly owned by Mr Aylward); and (ii) termination by either the Company or Mr Aylward on three months' prior written notice. Charles Joseland's, Robert Wooldridge's and Qingtao Zeng's service agreements are subject to three months' notice of termination by either party.

PENSIONS

In compliance with the Pensions Act 2008 the Company has established a Workplace Pension Scheme for its UK based employees and Directors with effect from 1 July 2017. Prior to this date, the Company has not made any pension arrangements for the Directors. The Company made no contributions into the scheme on behalf of the Directors in the year.

INDEPENDENT AUDITOR'S REPORT

To the members of Kodal Minerals Plc for the year ended 31 March 2022

OPINION

We have audited the financial statements of Kodal Minerals Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2022 which comprise of the consolidated statement of comprehensive income, the consolidated and parent company statements of financial position, the consolidated statement of changes in equity, the parent company statement of changes in equity, the consolidated and parent company statements of cashflows 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 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 31 March 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;
- the parent company financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards and as applied in accordance with 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.

Summary of our audit approach

Key audit matters	**Group** • Valuation of exploration and evaluation intangible assets **Parent Company** • Carrying value of intercompany balances
Materiality	**Group** • Overall materiality: £282,000 (2021: £298,000) • Performance materiality: £212,000 (2021: £223,000) **Parent Company** • Overall materiality: £278,000 (2021: £287,000) • Performance materiality: £208,000 (2021: £215,000)
Scope	Our audit procedures covered 100% of total assets and loss before tax.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group 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 group financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of exploration and evaluation intangible assets

Key audit matter description	As shown in the Statement of Financial Position and discussed in note 7, the Group's main assets are in exploration and evaluation assets of £11.4m. This is considered to be a Key Audit Matter due to the significance of the balance to the Group Statement of Financial Position and the level of judgement involved in the impairment review. There is a risk that the carrying value of the assets are not supportable.
How the matter was addressed in the audit	Management completed impairment assessments for both the lithium and gold exploration and evaluation assets, on which our work included: • Agreed a sample of additions in the year to supporting documentation and recalculated the exchange rate used, • Discussing and challenging the assumptions, inputs and judgements with management and the audit committee, • Reviewing copies of correspondence with relevant licensing authorities and the terms of the license agreements, • Discussing future plans and management's intentions for the licenses held, • Considering the results of exploration activities, changes in commodity prices and foreign exchange fluctuations, • Audit of the disclosures included in the financial statements with reference to IFRS 6. The related disclosures are included in note 7 in the financial statements.
Key observations	The majority of the additions to the intangible assets in 2021 relate to the lithium project since the licence has now been approved. There were also additions in the gold assets, in line with the previous year.

CARRYING VALUE OF INTERCOMPANY BALANCES

Carrying value of intercompany balances

Key audit matter description	As shown in the Statement of Financial Position and discussed in note 9, the Company has a significant receivable balance from Group subsidiaries of £10.8m as at 31 March 2022. This is considered to be a Key Audit Matter due to the significance of the balance to the Company Statement of Financial Position and the level of judgement involved in the impairment review. There is a risk that the carrying value of the assets are not supportable.
How the matter was addressed in the audit	Management prepared an expected credit loss ("ECL") model to assess the expected credit loss over a range of scenarios. This included assessments for both the lithium and gold exploration projects, on which our work included: • Reviewed the ECL model and the mechanics of the workings provided by management; • Corroborated and challenged the inputs used within the model – such as NPV of expected completion, expected sales price of a potential buy-out and the likelihood of each scenario; • For balances denominated in foreign currencies we confirmed the exchange rates used are appropriate with reference to third party sources; • Reviewed the associated disclosure against the requirements under IFRS 9. The related disclosures are included in note 9 in the financial statements.
Key observations	The outcome of the model resulted in a reversal of some of the previously recognised credit loss. The main driver for the write back was management's assumption around the likelihood of project collapse being lower than in the ECL model in the prior year. This reduction in the assumption is supported by: •The NPVs of both projects increasing due to increasing values of both lithium and gold during the year; • The lithium license being obtained during the year; • Both projects being one year further progressed.

OUR APPLICATION OF MATERIALITY

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	**Parent Company**
Overall materiality	£282,000 (2021: £298,000)	£278,000 (2021: £287,000)
Basis for determining overall materiality	2.26% of total assets	2.28% of total assets
Rationale for benchmark applied	The group is in the early stages of E&E development and consequently the majority of expenses are capitalised under IFRS 6. The carrying value of assets is therefore the key metric considered by users of the financial statements.	The value of the company is reflected in its investment and intercompany balances with its subsidiaries and as such total assets is considered to be the appropriate benchmark.
Performance materiality	£212,000 (2021: £223,000)	£208,000 (2021: £215,000)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £14,100 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £13,900 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

The group consists of three components, located in the following countries;

- United Kingdom,
- Mali,
- Ivory Coast.

Full scope audits were performed on all three components and therefore 100% coverage of total assets and loss before tax was achieved.

CONCLUSIONS RELATING TO GOING CONCERN

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 review of the cashflow forecasts to September 23.

The work undertaken included challenge of management assumptions, corroboration of the post year end fund raise, consideration of further capital expenditure and discussion with management and those charged with governance around the future plans for both the lithium and gold projects. It was noted that the £3m post year end fund raise would give the Group sufficient funds to continue their planned exploration activity for at least 12 months after the approval of the financial statements.

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

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

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 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 set out on pages 18 to 19, the directors are responsible for the preparation of the 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 financial statements, the directors are responsible for assessing the group's 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.

THE EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework;

- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;

- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

The most significant laws and regulations were determined as follows:

Legislation / Regulation	Additional audit procedures performed by the audit engagement team included:
IFRS and Companies Act 2006	Review of the financial statement disclosures and testing to supporting documentation; Completion of disclosure checklists to identify areas of non-compliance.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Management override of controls	Testing the appropriateness of journal entries and other adjustments; Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

USE OF OUR REPORT

This report is made solely to the 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.

PAUL WATTS
(Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

Date: 18 July 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2022

	Note	**Year ended 31 March 2022 £**	Year ended 31 March 2021 £
Continuing operations			
Administrative expenses		**(540,655)**	(512,885)
Share based payments	5	**(342,876)**	(77,979)
Operating Loss		**(883,531)**	(590,864)
Finance charge		**(19,556)**	(32,506)
Loss Before Tax	2	**(903,087)**	(623,370)
Taxation	6	**-**	-
Loss for the year from continuing operations		**(903,087)**	(623,370)
Other Comprehensive Income			
Items that may be subsequently reclassified to profit or loss			
Currency translation loss		**(108,167)**	(223,635)
Total comprehensive income for the year		**(1,011,254)**	(847,005)
Loss per share			
Basic and diluted (pence)	4	**(0.0057)**	(0.0054)

The loss for the current and prior years and the total comprehensive income for the current and the prior years are wholly attributable to owners of the parent company.

CONSOLIDATED AND PARENT COMPANY STATEMENT OF FINANCIAL POSITION

As at 31 March 2022

	Note	Group 31 March 2022 £	Group 31 March 2021 £	Company 31 March 2022 £	Company 31 March 2021 £
Non-Current Assets					
Intangible assets	7	**11,442,403**	8,964,089	**-**	-
Property, plant and equipment	8	**3,309**	8,677	**-**	-
Amounts due from subsidiary undertakings	9	**-**	-	**10,785,230**	7,916,150
Investments in subsidiary undertakings	9	**-**	-	**512,373**	512,373
		11,445,712	8,972,766	**11,297,603**	8,428,523
Current Assets					
Other receivables	10	**5,769**	1,854,908	**5,769**	1,854,908
Cash and cash equivalents		**1,045,515**	2,432,807	**949,844**	2,376,329
		1,051,284	4,287,715	**955,613**	4,231,237
Total Assets		**12,496,996**	13,260,481	**12,253,216**	12,659,760
Current Liabilities					
Trade and other payables	11	**(406,341)**	(624,616)	**(100,959)**	(321,851)
Total Liabilities		**(406,341)**	(624,616)	**(100,959)**	(321,851)
Net Assets		**12,090,655**	12,635,865	**12,152,257**	12,337,909
Equity					
Attributable to owners of the parent:					
Share capital	12	**4,947,595**	4,916,364	**4,947,595**	4,916,364
Share premium account	12	**15,933,071**	15,841,134	**15,933,071**	15,841,134
Share based payment reserve		**1,150,678**	807,802	**1,150,678**	807,802
Translation reserve		**(318,627)**	(210,460)	**-**	-
Retained deficit		**(9,622,062)**	(8,718,975)	**(9,879,087)**	(9,227,391)
Total Equity		**12,090,655**	12,635,865	**12,152,257**	12,337,909

The Company's loss for the year ended 31 March 2022 was £651,696 (2021: £518,711).

The financial statements were approved and authorised for issue by the board of directors on 18 July 2022 and signed on its behalf by

Charles Joseland
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2022 - Attributable to the owners of the Parent

Group	Share Captial £	Share premium acccount £	Share based payment reserve £	Translation reserve £	Retained deficit £	Total Equity £
At 31 March 2020	2,889,606	12,514,604	729,823	13,175	(8,095,605)	8,051,603
Comprehensive income						
Loss for the year	-	-	-	-	(623,370)	(623,370)
Other comprehensive income						
Currency translation loss	-	-	-	(223,635)	-	(223,635)
Total year comprehensive income	-	-	-	(223,635)	(623,370)	(847,005)
Transactions with owners						
Share based payment	-	-	77,979	-	-	77,979
Proceeds from shares issued	2,026,758	3,548,315	-	-	-	5,575,073
Share issue expenses	-	(221,785)	-	-	-	(221,785)
At 31 March 2021	**4,916,364**	**15,841,134**	**807,802**	**(210,460)**	**(8,718,975)**	**12,635,865**
Comprehensive income						
Loss for the year	-	-	-	-	(903,087)	(903,087)
Other comprehensive income						
Currency translation loss	-	-	-	(108,167)	-	(108,167)
Total year comprehensive income	-	-	-	(108,167)	(903,087)	(1,011,254)
Transactions with owners						
Share based payment	-	-	342,876	-	-	342,876
Proceeds from shares issued	31,231	91,937	-	-	-	123,168
Share issue expenses						
At 31 March 2022	**4,947,595**	**15,933,071**	**1,150,678**	**(318,627)**	**(9,622,062)**	**12,090,655**

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2022

Company	Share Captial £	Share premium acccount £	Share based payment reserve £	Retained deficit £	Total Equity £
At 31 March 2020	2,889,606	12,514,604	729,823	(8,708,680)	7,425,353
Comprehensive income					
Loss for the year	-	-	-	(518,711)	(518,711)
Total year comprehensive income	-	-	-	(518,711)	(518,711)
Transactions with owners					
Share based payment	-	-	77,979	-	77,979
Proceeds from shares issued	2,026,758	3,548,315	-	-	5,575,073
Share issue expenses	-	(221,785)	-	-	(221,785)
At 31 March 2021	**4,916,364**	**15,841,134**	**807,802**	**(9,227,391)**	**12,337,909**
Comprehensive income	-	-	-	(651,696)	(651,696)
Loss for the year					
Total year comprehensive income	-	-	-	(651,696)	(651,696)
Transactions with owners					
Share based payment	-	-	342,876	-	342,876
Proceeds from shares issued	31,231	91,937	-	-	123,168
Share issue expenses					
At 31 March 2022	**4,947,595**	**15,933,071**	**1,150,678**	**(9,879,087)**	**12,152,257**

CONSOLIDATED AND PARENT COMPANY STATEMENTS OF CASH FLOWS

For the year ended 31 March 2022

Cash flows from operating activities	Note	Group Year ended 31 March 2022 £	Group Year ended 31 March 2021 £	Company Year ended 31 March 2022 £	Company Year ended 31 March 2021 £
Loss before tax		**(903,087)**	(623,370)	**(651,698)**	(518,711)
Adjustments for non-cash items:					
Write back of impairment of intercompany balances		**-**	-	**(196,000)**	-
Share based payments		**342,876**	77,979	**342,876**	77,979
Operating cash flow before movements in capital		**(560,211)**	(545,391)	**(504,822)**	(440,732)
Movement in working capital					
Decrease in receivables		**10,244**	3,965	**10,244**	3,965
(Decrease) / increase in payables		**(218,275)**	(34,097)	**(220,892)**	82,621
Net movements in working capital		**(208,031)**	(30,132)	**(210,648)**	86,586
Net cash outflow from operating activities		**(768,242)**	(575,523)	**(715,470)**	(354,146)
Cash flows from investing activities					
Purchase of tangible assets	**8**	**(1,600)**	-	**-**	-
Purchase of intangible assets	**7**	**(2,474,768)**	(535,947)	**-**	-
Loans to subsidiary undertakings		**-**	-	**(2,673,079)**	(812,065)
Net cash outflow from investing activities		**(2,476,368)**	(535,947)	**(2,673,079)**	(812,065)
Cash flow from financing activities					
Net proceeds from share issues	**12**	**1,962,064**	2,419,241	**1,962,064**	2,419,241
Net proceeds from convertible loan notes		**-**	1,095,152	**-**	1,095,152
Net cash inflow from financing activities		**1,962,064**	3,514,393	**1,962,064**	3,514,393
Increase / (decrease) in cash and cash equivalents		**(1,282,546)**	2,402,923	**(1,426,485)**	2,348,182
Cash and cash equivalents at beginning of the year		**2,432,807**	33,221	**2,376,329**	28,147
Exchange (loss) / gain on cash		**(104,746)**	(3,337)	**-**	-
Cash and cash equivalents at end of the year		**1,045,515**	2,432,807	**949,844**	2,376,329

Cash and cash equivalents comprise cash on hand and bank balances

PRINCIPAL ACCOUNTING POLICIES

For the year ended 31 March 2022

The Group has adopted the accounting policies set out below in the preparation of the financial statements. All of these policies have been applied consistently throughout the period unless otherwise stated.

The Company is incorporated in England and Wales with registered number 07220790. The Company's registered office is at Prince Frederick House, 35-39 Maddox Street, London W1S 2PP.

BASIS OF PREPARATION

The consolidated financial statements of Kodal Minerals Plc are prepared in accordance with the historical cost convention and in accordance with UK-adopted International Accounting Standards. The Company's ordinary shares are quoted on AIM, a market operated by the London Stock Exchange.

In accordance with the exemption allowed by Section 408(3) of the Companies Act 2006, the Company has not presented its own income statement or statement of comprehensive income.

GOING CONCERN

The Group has not earned revenue during the year to 31 March 2022 as it is still in the exploration and development phases of its business. The operations of the Group are currently being financed from funds which the Company has raised from the issue of new shares and other equity linked instruments.

At 31 March 2022, the Group held cash balances of £1,046,000 (2021: £2,433,000). The Group's cash balances at 8 July 2022 were £3,333,000.

The Directors have prepared cash flow forecasts for the period ending 30 September 2023. The forecasts include payments for the ongoing review of the development opportunity presented by the Bougouni mining licence, additional exploration activity for both gold and lithium as well as covering ongoing overheads.

On 4 May 2022 the Company announced that it has raised £3,000,000 (before expenses). Further funding will be required in due course, but the forecasts show that the Group has sufficient cash resources available to allow it to continue as a going concern and meet its liabilities as they fall due for a period of at least twelve months from the date of approval of these financial statements without the need to raise further financing. Accordingly, the financial statements have been prepared on a going concern basis.

BASIS OF CONSOLIDATION

The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to the statement of financial position date. Subsidiary undertakings are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The Group obtains and exercises control through voting rights.

Unrealised gains on transactions between the Company and its subsidiaries are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

FOREIGN CURRENCY TRANSLATION

Items included in the Group's consolidated financial statements are measured using the currency of the primary economic environment in which the Group operates ("the functional currency"). The financial statements are presented in pounds sterling ("£"), which is the functional and presentational currency of the Parent Company and the presentational currency of the Group. End of year balances in the Group's West African subsidiary undertakings were converted using an end of year rate of XOF 1 : £0.00129 (2021: XOF 1 : £0.00130).

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the reporting date and the gains or losses on translation are included in profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the original transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss. Depreciation, which is included in administrative expenses, is charged so as to write off the costs of assets down to their residual value, over their estimated useful lives, using the straight-line method, on the following basis:

Plant and machinery	4 years
Motor vehicles	4 years
Fixtures, fittings and equipment	4 years

Where property, plant and equipment are used in exploration and evaluation activities, the depreciation of the assets is capitalised as part of the cost of exploration and evaluation assets. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

INVESTMENTS IN SUBSIDARIES

Investments in subsidiaries are stated at cost less any provision for impairment. Where the recoverable amount of the investment is less than the carrying amount, an impairment is recognised.

EXPLORATION AND EVALUATION EXPENDITURE

In accordance with IFRS 6 (Exploration for and Evaluation of Mineral Resources), exploration and evaluation costs incurred before the Group obtains legal rights to explore in a specific area (a "project area") are taken to profit or loss.

Upon obtaining legal rights to explore in a project area, the fair value of the consideration paid for acquiring those rights and subsequent exploration and evaluation costs are capitalised as exploration and evaluation assets. The costs of exploring for and evaluating mineral resources are accumulated with reference to appropriate cost centres being project areas or groups of project areas.

Upon the technical feasibility and commercial viability of extracting the relevant mineral resources becoming demonstrable, the Group ceases further capitalisation of costs under IFRS 6.

Exploration and evaluation assets are not amortised prior to the conclusion of appraisal activities, but are carried at cost less impairment, where the impairment tests are detailed below.

Exploration and evaluation assets are carried forward until the existence (or otherwise) of commercial reserves is determined:

- where commercial reserves have been discovered, the carrying value of the exploration and evaluation assets are reclassified as development and production assets and amortised on an expected unit of production basis; or

- where a project area is abandoned, or a decision is made to perform no further work, the exploration and evaluation assets are written off in full to profit or loss.

EXPLORATION AND EVALUATION ASSETS - IMPAIRMENT

Project areas, or groups of project areas, are determined to be cash generating units for the purposes of assessment of impairment.

With reference to a project area or group of project areas, the exploration and evaluation assets (along with associated production and development assets) are assessed for impairment when such facts and circumstances suggest that the carrying amount of the assets may exceed the recoverable amount.

Such indicators include, but are not limited to, those situations outlined in paragraph 20 of IFRS 6 and include the point at which a determination is made as to whether or not commercial reserves exist.

The aggregate carrying value is compared against the expected recoverable amount, generally by reference to the present value of the future net cash flows expected to be derived from production of the commercial reserves. Where the carrying amount exceeds the recoverable amount, an impairment is recognised in profit or loss.

INTANGIBLE ASSETS AND IMPAIRMENT

Externally acquired intangible assets are initially recognised at cost and subsequently amortised over their useful economic lives. Amortisation, which is included in administrative expenses, is charged so as to write off the costs of intangible assets, over their estimated useful lives, using the straight-line method, on the following basis:

Software	3 years

DEFERRED TAXATION

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax is realised, or the deferred liability is settled.

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

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on the Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

IFRS 7 (Financial Instruments: Disclosures) requires information to be disclosed about the impact of financial instruments on the Group's risk profile, how the risks arising from financial instruments might affect the entity's performance, and how these risks are being managed. The required disclosures have been made in Note 14 to the financial statements.

The Group's policies include that no trading in derivative financial instruments shall be undertaken.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and in hand.

OTHER RECEIVABLES

Other receivables are carried at amortised cost less provision made for impairment of these receivables. A provision for impairment of receivables is established when there is an expected credit loss on amounts due according to the original terms of the receivables. The amount of the provision is the difference between the assets' carrying amount and the recoverable amount. Provisions for impairment of receivables are included in profit or loss.

TRADE AND OTHER PAYABLES

Trade payables and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. These amounts are carried at amortised cost. The amounts are unsecured and are usually paid within 30 days of recognition.

PROVISIONS

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in profit or loss.

SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

EQUITY SETTLED TRANSACTIONS (SHARE BASED PAYMENTS)

The Group has issued shares as consideration for services received. Equity settled share-based payments are measured at fair value at the date of issue.

The Group has also granted equity settled options and warrants. The cost of equity settled transactions is measured by reference to the fair value at the date on which they were granted and is recognised as an expense over the vesting period, which ends on the date the recipient becomes fully entitled to the award. Fair value is determined by using the Black-Scholes option pricing model.

In valuing equity settled transactions, no account is taken of any service and performance conditions (vesting conditions), other than performance conditions linked to the price of the shares of the Company (market conditions). Any other conditions which are required to be met in order for the recipients to become fully entitled to an award are considered to be non-vesting conditions. Market performance conditions and non-vesting conditions are taken into account in determining the grant value.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance or service conditions are satisfied.

At each reporting date before vesting, the cumulative expense is calculated; representing the extent to which the vesting period has expired and management's best estimate of the number of equity instruments that will ultimately vest. The movement in the cumulative expense since the previous reporting date is recognised in profit and loss, with a corresponding entry in equity.

Where the terms of the equity-settled award are modified, or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if the difference is negative.

Where an equity-based award is cancelled (including when a non-vesting condition within the control of the entity or employee is not met), it is treated as if it had vested on the date of the cancellation, and the cost not yet recognised in profit and loss for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense.

SEGMENTAL REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors, which has been identified as the Chief Operating Decision Maker. The Board of Directors is responsible for allocating resources and assessing performance of the operating segments in line with the strategic direction of the Company.

CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of these consolidated financial statements in accordance with UK-adopted International Standards ("IFRS") requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates. IFRS also require management to exercise its judgement in the process of applying the Group's accounting policies.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year are addressed below.

Exploration and evaluation expenditure

In accordance with the Group's accounting policy for exploration and evaluation expenditure, after obtaining licences giving legal rights to explore in the project area, all exploration and evaluation costs for each project are capitalised as exploration and evaluation assets.

The exploration and evaluation assets for each project are assessed for impairment when such facts and circumstances suggest that the carrying value of the assets may exceed the recoverable amount.

The directors have assessed the Group's gold projects in Mali and Côte d'Ivoire that are not part of the joint venture agreements and determined that they remain prospective. Accordingly, the directors have determined to continue to maintain these licences and explore ways for the Group to advance these prospective areas most effectively. Accordingly, no impairment review has been conducted on these assets.

The directors have assessed the Group's Bougouni Lithium Project in Mali, taking into account the Preliminary Feasibility Study and the recently announced Study Update. This project continues to be evaluated and has not yet entered into development; there is no indication of impairment. Accordingly, no impairment review has been conducted on these assets.

The Group's exploration activities and future development opportunities are dependent upon maintaining the necessary licences and permits to operate, which typically require periodic renewal or extension. In Mali and Côte d'Ivoire, the process of renewal or extension of a licence can only be initiated on expiry of the previous term and takes time to be processed by the relevant government authority. Until formal notification is received there is a risk that renewal or extension will not be granted.

As detailed in the Operational Review, at the date of these financial statements, the Group's key exploration licences are current. As detailed in note 7, the total carrying value of the exploration and evaluation assets at 31 March 2022 was £11.4 million (2021: £9.0 million). The Group complies with the prevailing laws and regulations relating to these licences and ensures that the regulatory reporting and government compliance requirements for each licence are met.

Valuation of warrants and share options

In accordance with the Group's accounting policy for equity settled transactions, all equity settled share-based payments are measured at fair value at the date of issue. Fair value is determined by using the Black-Scholes option pricing model based on the terms of the options and warrants, the Company's share price at the time and assumptions for volatility and exercise date. The assumptions used to value the options and warrants are detailed in note 5.

For options awarded to the directors, the award has been considered to be in relation to their overall contribution to the Group and, accordingly, the charge has been included within operating costs in the Consolidated Statement of Comprehensive Income rather than treated as an exploration and evaluation cost and capitalised against specific projects. For the award of warrants associated with the raising of funds through the issue of new shares, the charge has been treated as a share issue expense and offset against the share premium account.

Recoverability of Intercompany Balances to Subsidiary Undertakings

The Company has outstanding intercompany balances from its directly held subsidiaries resulting from the primary method of financing the activity of those subsidiaries. The balances are shown in the Company Statement of Financial Position. However, there is a risk that the subsidiaries will not commence sufficient revenue generating activities and that the carrying amount of the intercompany balances will, therefore, exceed the recoverable amount. Under the requirements of IFRS 9 management has run various scenarios on the expected credit loss of the Company's intercompany balances, including the project being put into operation, the project being sold and the project collapsing. Management has updated its calculations reflecting additional amounts advanced to its subsidiaries for work on its lithium and gold projects during the year, the reduced the risk of credit loss given improvements since last year in the financial, lithium and gold markets and the reduced risk of project collapse following the granting of the mining license. At 31 March 2022 a credit loss provision of £681,000 is held against amounts due from subsidiaries (2021: £877,000).

ADOPTION OF NEW AND REVISED STANDARDS

The Group has adopted all of the new or amended Accounting Standards and interpretations issued by the International Accounting Standards Board ("IASB") that are mandatory and relevant to the Group's activities for the current reporting period.

NEW STANDARDS AND INTERPRETATIONS NOT APPLIED

At the date of authorisation of these consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been adopted early by the Group. These are listed below. The Board anticipates that all of the pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. The amendments to the standards noted below are not expected to have a material impact on the Group's consolidated financial statements.

Standard	Details of amendment / New Standards and Interpretations	Annual periods beginning on or after
IAS 1 Presentation of Financial Statements	Amendments to IAS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current.	Deferred until no earlier than 1 January 2024
IAS 1 Presentation of Financial Statements	Amendments to IAS 1 Presentation of Financial Statements to specify the requirements for disclosure of accounting policies.	1 January 2023

There are other standards and amendments in issue but not yet effective, which are not likely to be relevant to the Group which have therefore not been listed.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2022

1. SEGMENTAL REPORTING

The operations and assets of the Group in the year ended 31 March 2022 are focused in the United Kingdom and West Africa and comprise one class of business: the exploration and evaluation of mineral resources. Management have determined that the Group had three operating segments being the West African Gold projects, the West African Lithium projects and the UK administration operations. The Parent Company acts as a holding company. At 31 March 2022, the Group had not commenced commercial production from its exploration sites and therefore had no revenue for the year.

Year ended 31 March 2022	**UK**	**West Africa Gold**	**West Africa Lithium**	**Total**
	£	**£**	**£**	**£**
Administrative expenses	(538,625)	(866)	(1,164)	(540,655)
Share based payments	(342,876)	-	-	(342,876)
Finance charge	(19,556)	-	-	(19,556)
Loss for the year	**(901,057)**	**(866)**	**(1,164)**	**(903,087)**
At 31 March 2022				
Other receivables	5,769	-	-	5,769
Cash and cash equivalents	949,850	38,481	57,184	1,045,515
Trade and other payables	(100,959)	-	(305,382)	(406,341)
Intangible assets - exploration and evaluation expenditure	-	2,410,787	9,031,616	11,442,403
Property, plant and equipment	-	-	3,309	3,309
Net assets at 31 March 2022	**854,660**	**2,449,268**	**8,786,727**	**12,090,655**

Year ended 31 March 2021	**UK**	**West Africa Gold**	**West Africa Lithium**	**Total**
	£	**£**	**£**	**£**
Administrative expenses	(512,349)	(409)	(127)	(512,885)
Share based payments	(77,979)	-	-	(77,979)
Finance charge	(32,506)	-	-	(32,506)
Loss for the year	**(622,834)**	**(409)**	**(127)**	**(623,370)**
At 31 March 2021				
Other receivables	1,854,908	-	-	1,854,908
Cash and cash equivalents	2,377,831	30,846	24,130	2,432,807
Trade and other payables	(321,851)	-	(302,765)	(624,616)
Intangible assets - exploration and evaluation expenditure	-	1,491,269	7,472,820	8,964,089
Property, plant and equipment	-	-	8,677	8,677
Net / assets at 31 March 2021	**3,910,888**	**1,522,115**	**7,202,862**	**12,635,865**

2. LOSS BEFORE TAX

The loss before tax from continuing activities is stated after charging:

	Group Year ended 31 March 2022 £	Group Year ended 31 March 2021 £
Fees payable to the Company's auditor	**40,000**	35,000
Share based payments (note 5)	**342,876**	77,979
Directors' salaries and fees	**167,980**	115,014
Employer's National Insurance	**5,980**	5,672

Amounts payable to RSM UK Audit LLP and its associates in respect of audit services are as follows;

	Group Year ended 31 March 2022 £	Group Year ended 31 March 2021 £
Audit services		
- statutory audit of parent and consolidated accounts	**40,000**	35,000

3. EMPLOYEES' AND DIRECTORS' REMUNERATION

The loss before tax from continuing activities is stated after charging:

	Group 31 March 2022 Number	Group 31 March 2021 Number	Company 31 March 2022 Number	Company 31 March 2021 Number
Average number of employees (including directors):	19	18	4	4

The remuneration expense for directors of the Company is as follows:

	Year ended 31 March 2022 £	Year ended 31 March 2021 £
Directors' remuneration	**167,980**	115,014
Directors' social security costs	**5,980**	5,673
Total	**173,960**	120,687

In addition to the amounts included above, £79,469 (2021: £62,496) of the directors' remuneration cost has been treated as Exploration and Evaluation expenditure.

	Directors' salary and fees year ended 31 March 2022 £	Share based payments year ended 31 March 2022 (see note 5) £	Total year ended 31 March 2022 £
Bernard Aylward (a)	**132,449**	**222,793**	**355,242**
Charles Joseland	**45,000**	**1,164**	**46,164**
Robert Wooldridge	**45,000**	**44,798**	**89,798**
Qingtao Zeng (b)	**25,000**	**2,549**	**27,549**
	247,449	**271,304**	**518,753**

	Directors' salary and fees year ended 31 March 2021 £	Share based payments year ended 31 March 2021 (see note 5) £	Total year ended 31 March 2021 £
Bernard Aylward (a)	96,510	-	96,510
Charles Joseland	35,000	-	35,000
Robert Wooldridge	27,250	-	27,250
Qingtao Zeng (b)	18,750	-	18,750
	177,510	-	177,510

a Matlock Geological Services Pty Ltd ("Matlock") a company wholly owned by Bernard Aylward, provided consultancy services to the Group during the year ended 31 March 2022 and received fees of £97,449 (2021: £76,094). These fees are included within the remuneration figure shown for Bernard Aylward.

b In addition to the amounts included above, Geosmart Consulting Pty Ltd, a company wholly owned by Qingtao Zeng, provided consultancy services to the Group during the year ended 31 March 2022 and received fees of £27,136 (2021: £10,595).

4. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The following reflects the result and share data used in the computations:

	Loss £	Weighted average number of shares	Basic loss per share (pence)
Year ended 31 March 2022	(903,087)	15,809,383,877	0.0057
Year ended 31 March 2021	(623,370)	11,529,513,459	0.0054

Diluted loss per share is calculated by dividing the loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. Options in issue are not considered diluting to the loss per share as the Group is currently loss making. Diluted loss per share is therefore the same as the basic loss per share.

5. SHARE BASED PAYMENTS

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

Share options outstanding	Year ended 31 March 2022 Number	Year ended 31 March 2021 Number
Opening balance	**205,000,000**	205,000,000
Issued in the year	**45,000,000**	-
Closing balance	**250,000,000**	205,000,000

Performance share rights outstanding	Year ended 31 March 2022 Number	Year ended 31 March 2021 Number
Opening balance	**-**	-
Issued in the year	**175,000,000**	-
Closing balance	**175,000,000**	-

Warrants outstanding	Year ended 31 March 2022 Number	Year ended 31 March 2021 Number
Opening balance	**285,355,663**	205,000,000
Issued in the year	**-**	389,282,755
Exercised in the year	**(80,355,663)**	(308,927,092)
Closing balance	**205,000,000**	285,355,663

Options and performance share rights outstanding for each of the directors at the year-end are outlined below:

Exercisable between	Bernard Aylward	Robert Wooldridge	Qingtao Zeng	Charles Joseland
8 May 2017 – 8 May 2022	25,000,000	12,500,000	-	-
8 May 2018 – 8 May 2023	12,500,000	6,250,000	-	-
8 May 2019 – 8 May 2024	12,500,000	6,250,000	-	-
20 Nov 2017 – 20 Nov 2022	-	-	5,000,000	-
20 Nov 2018 – 20 Nov 2023	-	-	2,500,000	-
20 Nov 2019 – 20 Nov 2024	-	-	2,500,000	-
18 April 2019 – 18 April 2024	-	-	-	3,333,334
18 April 2020 – 18 April 2025	-	-	-	3,333,333
18 April 2021 – 18 April 2026	-	-	-	3,333,333
6 November 2021	30,000,000	-	-	-
To be determined (Note 1)	40,000,000	-	-	-
To be determined (Note 2)	75,000,000	-	-	-
27 Aug 2021 – 27 Aug 2026	-	15,000,000	7,500,000	-
27 Aug 2022 – 27 Aug 2027	-	7,500,000	3,750,000	-
27 Aug 2023 – 27 Aug 2028	-	7,500,000	3,750,000	-
Closing balance	**195,000,000**	**55,000,000**	**25,000,000**	**10,000,000**

1. Exercisable from date of securing the finance for construction of the Bougouni mine
2. Exercisable from date of date for first commercial production from the Bougouni Lithium Project

Included within operating losses is a charge for issuing share options and making share-based payments of £342,876 (2021: £77,979).

Details of share options outstanding at 31 March 2022:

Date of grant	Number of options	Option price	Exercisable between
20 December 2013	13,333,333	0.7 pence	30 Dec 2014 – 30 Dec 2024
20 December 2013	13,333,333	0.7 pence	30 Dec 2015 – 30 Dec 2025
20 December 2013	13,333,333	0.7 pence	30 Dec 2016 – 30 Dec 2026
8 May 2017	72,500,000	0.38 pence	8 May 2017 – 8 May 2022
8 May 2017	36,250,000	0.38 pence	8 May 2018 – 8 May 2023
8 May 2017	36,250,000	0.38 pence	8 May 2019 – 8 May 2024
20 November 2017	5,000,000	0.38 pence	20 Nov 2017 – 20 Nov 2022
20 November 2017	2,500,000	0.38 pence	20 Nov 2018 – 20 Nov 2023
20 November 2017	2,500,000	0.38 pence	20 Nov 2019 – 20 Nov 2024
18 April 2019	3,333,334	0.14-0.25 pence	18 April 2020 – 18 April 2025
18 April 2019	3,333,333	0.14-0.25 pence	18 April 2021 – 18 April 2026
18 April 2019	3,333,333	0.14-0.25 pence	18 April 2022 – 18 April 2027
27 August 2021	22,500,000	0.36 pence	27 Aug 2021 – 27 Aug 2026
27 August 2021	11,250,000	0.36 pence	27 Aug 2022 – 27 Aug 2027
27 August 2021	11,250,000	0.36 pence	27 Aug 2023 – 27 Aug 2028

Details of performance share rights outstanding at 31 March 2022:

Date of grant	Number of performance share rights	Option price	Exercisable between
27 August 2021	40,000,000	nil	6 November 2021
27 August 2021	50,000,000	nil	To be determined
27 August 2021	85,000,000	nil	To be determined

Details of warrants outstanding at 31 March 2022:

Date of grant	Number of warrants	Option price	Exercisable between
22 May 2017	12,500,000	0.38 pence	22 May 2017 – 22 May 2022
22 May 2017	6,250,000	0.38 pence	22 May 2018 – 22 May 2023
22 May 2017	6,250,000	0.38 pence	22 May 2019 – 22 May 2024
23 November 2018	39,999,999	0.14-0.38 pence	1 March 2019 – 1 March 2024
23 November 2018	50,000,001	0.14-0.38 pence	To be determined
23 November 2018	90,000,000	0.14-0.38 pence	To be determined

Additional disclosure information:

Weighted average exercise price of share options and warrants:

• outstanding at the beginning of the period	0.35 pence
• granted during the period	0.07 pence
• outstanding at the end of the period	0.25 pence
• exercisable at the end of the period	0.34 pence

Weighted average remaining contractual life of share options outstanding at the end of the period	6.0 years

OPTIONS AND PERFORMANCE SHARE RIGHTS ISSUED IN THE YEAR TO 31 MARCH 2022

On 27 August 2021 the Company granted Performance Share Rights of up to 175,000,000 ordinary shares to Bernard Aylward and Mohamed Niare (Country Manager, Mali).

The Performance Share Rights carry vesting conditions that are linked to achievement of milestones critical to the development of the Bougouni Project as follows:

- Award of mining licence;
- Securing the finance for construction of the Bougouni mine; and
- First commercial production from the Bougouni Lithium Project

Subject to the vesting conditions being satisfied, the holders of the Performance Share Rights may call for Ordinary Shares, as set out in the table below, to be issued to them at any time within five years of the vesting condition being met and upon payment by them of the nominal value for the Ordinary Shares.

	Performance Share Rights over New Ordinary Shares	
Vesting criteria	**Bernard Aylward**	**Mohamed Niare**
Award of mining licence	Up to 30 million New Ordinary Shares (capped at value on vesting of £300,000)	Up to 10 million New Ordinary Shares (capped at value on vesting of £100,000)
Securing the finance for construction of the Bougouni mine	Up to 40 million New Ordinary Shares (capped at value on vesting of £400,000)	Up to 10 million New Ordinary Shares (capped at value on vesting of £100,000)
First commercial production from the Bougouni Lithium Project	Up to 75 million New Ordinary Shares (capped at value on vesting of £750,000)	Up to 10 million New Ordinary Shares (capped at value on vesting of £100,000)
Total	Up to 145 million New Ordinary Shares (capped at value on vesting of £1.45m)	Up to 30 million New Ordinary Shares (capped at value on vesting of £300,000)

In the event of a change of control of the Company, 50 per cent. of any unvested Performance Share Rights will vest immediately, provided that the Company's share price at the time of the change of control exceeds 0.34 pence, being the share price when the awards were made.

On 27 August 2021, options over Ordinary Shares were granted to Robert Wooldridge and Qingtao Zeng as set out in the table below. The Options are exercisable at 0.36 pence per share, with 50 per cent of the Options vesting immediately and the remaining 50 per cent. vesting in two equal tranches on the first and second anniversaries of the grant. All unvested options will vest immediately on a change of control of the Company.

Director	Number of Options granted
Robert Wooldridge	30,000,000
Qingtao Zeng	15,000,000

WARRANTS ISSUED IN THE YEAR TO 31 MARCH 2021

The Company entered into option agreements dated 7 April 2020, 15 July 2020 and 27 October 2020 with Riverfort Global Opportunities PCC Limited and YA II PN Ltd under which the following warrants were issued:

Date	Warrants issued	Exercise price
7 April 2020	228,571,428	0.04375 pence
15 July 2020	97,580,016	0.061 pence
27 October 2020	63,131,311	0.09 pence

All of the warrants had been exercised prior to the year end.

6. TAXATION

	Group Year ended 31 March 2022 £	Group Year ended 31 March 2021 £
Taxation charge for the year	**-**	-
Factors affecting the tax charge for the year		
Loss from continuing operations before income tax	**(903,087)**	(623,370)
Tax at 19% (2021: 19%)	**(171,587)**	(118,440)
Losses carried forward not deductible	**106,440**	103,624
Deferred tax differences	**65,147**	14,816
Income tax expense	**-**	-

The Group has tax losses and other potential deferred tax assets totalling £2,978,000 (2021: £2,425,000) which will be able to be offset against future income. No deferred tax asset has been recognised in respect of these losses as the timing of their utilisation is uncertain at this stage.

7. INTANGIBLE ASSETS

GROUP	**£**
COST	
At 1 April 2020	**8,642,568**
Additions in the year	541,772
Effects of foreign exchange	(220,251)
At 1 April 2021	**8,964,089**
Additions in the year	2,546,686
Effects of foreign exchange	(68,372)
At 31 March 2022	**11,442,403**
AMORTISATION	
At 1 April 2020 and 1 April 2021 and 31 March 2022	-
NET BOOK VALUES	
At 31 March 2022	**11,442,403**
At 31 March 2021	**8,964,089**
At 31 March 2020	**8,642,568**

The Company did not have any Intangible Assets as at 31 March 2020, 2021 and 2022.

8. PROPERTY, PLANT AND EQUIPMENT

GROUP	**£**
COST	
1 April 2020	**27,024**
Additions in the year	526
Effects of foreign exchange	(1,471)
At 1 April 2021	**26,079**
Additions in the year	1,600
Effects of foreign exchange	(47)
At 31 March 2022	**27,633**
DEPRECIATION	
At 1 April 2020	**12,475**
Depreciation charge	5,825
Effects of foreign exchange	(898)

At 1 April 2021	**17,402**
Depreciation charge	6,922
Effects of foreign exchange	
At 31 March 2022	**24,324**
NET BOOK VALUES	
At 31 March 2022	**3,309**
At 31 March 2021	**8,677**
At 31 March 2020	**14,549**

All tangible assets are wholly associated with exploration and development projects and therefore the amounts charged in respect of depreciation are capitalised as evaluation and exploration assets within intangible assets.

The Company did not have any Property, Plant and Equipment as at 31 March 2020, 2021 and 2022.

9. SUBSIDIARY UNDERTAKINGS

a. AMOUNTS DUE FROM SUBSIDIARY UNDERTAKINGS

	Company 31 March 2022 £	Company 31 March 2021 £
Amounts due from subsidiary undertakings	**10,785,230**	7,916,150
	10,785,230	7,916,150

Under the requirements of IFRS 9 management has run various scenarios on the expected credit loss of the Company's intercompany balances, including the Project being put into operation, the Project being sold and the Project collapsing. Management has updated its calculations reflecting

a) additional amounts advanced to its subsidiaries for work on its lithium and gold projects during the year;
b) the reduced risk of credit loss given improvements since last year in the financial, lithium and gold markets; and
c) the reduced risk of project collapse following the grant of the mining license, assessed at 5% compare to 10% in prior year.

The review has concluded that at 31 March 2022 a credit loss provision of £681,000 should be held against amounts due from subsidiaries (2021: £877,000).

b. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

The consolidated financial statements include the following subsidiary companies:

Company	Subsidiary of	Country	Registered office	Equity Holding	Nature
Kodal Norway (UK) Ltd	Kodal Minerals Plc	United Kingdom	Prince Frederick House, 35-39 Maddox Street, London W1S 2PP	100%	Operating company
International Goldfields (Bermuda) Limited	Kodal Minerals Plc	Bermuda	MQ Services Ltd Victoria Place, 31 Victoria Street, Hamilton HM 10 Bermuda	100%	Holding company
International Goldfields Côte d'Ivoire SARL	International Goldfields (Bermuda) Limited	Côte d'Ivoire	Abidjan Cocody Les Deux Plateaux 7eme Tranche BP Abidjan, Côte d'Ivoire	100%	Mining exploration
International Goldfields Mali SARL	International Goldfields (Bermuda) Limited	Mali	Bamako, Faladi, Mali Univers, Rue 886 B, Porte 487, Mali	100%	Mining exploration
Jigsaw Resources CIV Ltd	International Goldfields (Bermuda) Limited	Bermuda	MQ Services Ltd Victoria Place, 31 Victoria Street, Hamilton HM 10 Bermuda	100%	Holding company
Corvette CIV SARL	Jigsaw Resources CIV Ltd	Côte d'Ivoire	Abidjan Cocody Les Deux Plateaux 7eme Tranche BP Abidjan, Côte d'Ivoire	100%	Mining exploration
Future Minerals SARL	International Goldfields (Bermuda) Limited	Mali	Bamako, Faladi, Mali Univers, Rue 886 B, Porte 487, Mali	100%	Mining exploration

Kodal Minerals plc has issued a guarantee under section 479C to its subsidiary, Kodal Norway (UK) Ltd ("Kodal Norway", company number 08491224) in respect of its activities for the year ended 31 March 2022 to allow Kodal Norway to take advantage of the exemption under s479A of the Companies Act 2006 from the requirements of the Act relating to audit of its individual accounts for the year ended 31 March 2022.

Carrying value of investment in subsidiaries	**Year ended 31 March 2022 £**	Year ended 31 March 2021 £
Opening balance	512,373	512,373
Impairment in the year	-	-
Closing balance	**512,373**	512,373

10. OTHER RECEIVABLES

	Group 31 March 2022 £	Group 31 March 2021 £	**Company 31 March 2022 £**	Company 31 March 2021 £
Share issue proceeds receivable	**-**	1,838,895	**-**	1,838,895
Other receivables	**5,769**	16,013	**5,769**	16,013
	5,769	1,854,908	**5,769**	1,854,908

All receivables at each reporting date are current. No receivables are past due. The Directors consider that the carrying amount of the other receivables approximates their fair value and there are no expected credit losses.

11. TRADE AND OTHER PAYABLES

	Group 31 March 2022 £	Group 31 March 2021 £	**Company 31 March 2022 £**	Company 31 March 2021 £
Trade payables	**348,505**	357,514	**44,359**	55,401
Other payables	**57,836**	267,102	**56,600**	266,451
	406,341	624,616	**100,959**	321,852

All trade and other payables at each reporting date are current. The Directors consider that the carrying amount of the trade and other payables approximates their fair value.

12. SHARE CAPITAL

Allotted, issued and fully paid;	Note	Nominal Value	Number of Ordinary Shares	Share Capital £	Share Premium £
At 31 March 2020			**9,246,741,119**	**2,889,606**	**202,102**
April 2020	a	£0.0003125	1,428,571,429	446,429	14,187
April 2020	b	£0.0003125	378,323,379	118,226	2,137
June 2020	c	£0.0003125	56,987,211	17,809	28,571
September 2020	d	£0.0003125	228,571,428	71,429	40,199
October 2020	e	£0.0003125	125,034,486	39,073	27,348
November 2020	f	£0.0003125	85,063,264	26,582	38,130
December 2020	g	£0.0003125	118,600,205	37,063	56,645
January 2021	h	£0.0003125	176,190,315	55,059	111,586
January 2021	i	£0.0003125	347,078,879	108,462	74,314
February 2021	j	£0.0003125	153,379,428	47,931	68,131
March 2021	k	£0.0003125	128,080,136	40,025	114,538
March 2021	l	£0.0003125	210,896,619	65,905	91,507
March 2021	m	£0.0003125	168,489,949	52,653	2,424,075
March 2021	n	£0.0003125	2,800,000,000	875,000	14,515
March 2021	o	£0.0003125	48,790,008	15,247	18,545
March 2021	p	£0.0003125	31,565,656	9,864	
At 31 March 2021			**15,732,363,511**	**4,916,364**	**15,841,134**
May 2021	q	£0.0003125	48,790,008	15,247	14,515
May 2021	r	£0.0003125	31,565,656	9,864	18,545
November 2021	s	£0.0003125	19,583,212	6,120	58,877
At 31 March 2022			**15,832,302,387**	**4,947,595**	**15,933,071**

a) On 7 April 2020, a total of 1,428,571,429 shares were issued to Riverfort Global Opportunities PCC Limited and YA II PN Ltd (the "Investors") in connection with the Equity Sharing Agreement ("ESA"). The shares issued under the ESA were issued at an average price of 0.04686 pence per share. Share issue expenses of £20,860 were offset against the share premium account.

b) On 7 April 2020, a total of 378,323,379 shares were issued at an issue price of 0.035 pence per share to a number of Directors and senior management as payment for salaries or fees owed.

c) On 29 May 2020, a total of 56,987,211 shares were issued at a price of 0.035 pence per share to satisfy payment of certain third party professional fees.

d) On 7 September 2020, a total of 228,571,428 shares were issued to the Investors at a price of 0.04375 pence per share in connection with the exercise of warrants issued in connection with the ESA.

e) On 15 October 2020, the Investors elected to convert a total amount of $102,352.31 (equivalent to £79,271.86), made up of a principal amount of US$100,004.40 and accrued interest of $2,347.91, into 125,034,486 ordinary shares at a price of 0.06340 pence per share.

f) On 2 November 2020, the Investors elected to convert a total amount of $70,358.92 (equivalent to £53,930.11), made up of a principal amount of $70,000.00 and accrued interest of $358.92, into 85,063,264 ordinary shares at a price of 0.06340 pence per share.

g) On 15 December 2020, the Investors elected to convert a total amount of $101,160.41 (equivalent to £75,192.53), made up of a principal amount of $100,000.00 and accrued interest of $1,160.41, into 118,600,205 ordinary shares at a price of 0.06340 pence per share.

h) On 5 January 2021, the Investors elected to convert a total amount of $150,809.59 (equivalent to £111,704.66), made up of a principal amount of $150,000.00 and accrued interest of $809.59, into 176,190,315 ordinary shares at a price of 0.06340 pence per share.

i) On 8 January 2021, the Investors elected to convert a total amount of $300,242.88 (equivalent to £220,048.01), made up of a principal amount of $300,000.00 and accrued interest of $242.88, into 347,078,879 ordinary shares at a price of 0.06340 pence per share.

j) On 19 February 2021, the Investors elected to convert a total amount of $169,384.70 (equivalent to £122,244.94), made up of a principal amount of $150,000.00 and accrued interest of $19,384.70, into 153,379,428 ordinary shares at a price of 0.079701 pence per share.

k) On 17 March 2021, the Investors elected to convert a total amount of $150,971.51 (equivalent to £108,155.99), made up of a principal amount of $150,000 and accrued interest of $971.51, into 128,080,136 ordinary shares at a price of 0.084444 pence per share.

l) On 22 March 2021, the Investors elected to convert a total amount of $250,337.33 (equivalent to £180,443.15), made up of a principal amount of $250,000 and accrued interest of $337.33, into 210,896,619 ordinary shares at a price of 0.08556 pence per share.

m) On 22 March 2021, the Investors elected to convert a total amount of US$200,000 (equivalent to £144,160), made up of a principal amount of US$200,000 and no accrued interest, into 168,489,949 ordinary shares at a price of 0.08556 pence per share.

n) On 25 March 2021, a total of 2,800,000,000 shares were issued in a placing at a price of 0.125 pence per share. Share issue expenses of £200,925 were offset against the share premium account. £1,838,895 of the proceeds of this share issue were received in April 2022.

o) On 25 March 2021, a total of 48,790,008 shares were issued to the Investors at a price of 0.061 pence per share in connection with the exercise of warrants.

p) On 25 March 2021, a total of 31,565,656 shares were issued to the Investors at a price of 0.09 pence per share in connection with the exercise of warrants.

q) On 18 May 2021, a total of 48,790,008 shares were issued to the Investors at a price of 0.061 pence per share in connection with the exercise of warrants.

r) On 18 May 2021, a total of 31,565,656 shares were issued to the Investors at a price of 0.09 pence per share in connection with the exercise of warrants.

s) On 5 November 2021, a total of 19,583,212 shares were issued pursuant to the Company's agreement with Bambara Resources SARL at 0.3319p per share

13. RESERVES

Reserve	Description and purpose
Share premium	Amount subscribed for share capital in excess of nominal value.
Share based payment reserve	Cumulative fair value of options and share rights recognised as an expense. Upon exercise of options or share rights, any proceeds received are credited to share capital. The share-based payment reserve remains as a separate component of equity.
Translation reserve	Gains/losses arising on re-translating the net assets of overseas operations into sterling.
Retained earnings	Cumulative net gains and losses recognised in the consolidated statement of financial position.

14. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise cash and cash equivalents, other receivables and trade and other payables.

The main purpose of cash and cash equivalents is to finance the Group's operations. The Group's other financial assets and liabilities such as other receivables and trade and other payables, arise directly from its operations.

It has been the Group's policy, throughout the periods presented in the consolidated financial statements, that no trading in financial instruments was to be undertaken, and no such instruments were entered in to.

The main risk arising from the Group's financial instruments is market risk. The Directors consider other risks to be more minor, and these are summarised below. The Board reviews and agrees policies for managing each of these risks.

Market risk

Market risk is the risk that changes in market prices, and market factors such as foreign exchange rates and interest rates will affect the Group's results or the value of its assets and liabilities.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Interest rate risk

The Group does not have any borrowings and does not pay interest.

The Group's exposure to the risks of changes in market interest rates relates primarily to the Group's cash and cash equivalents with a floating interest rate. These financial assets with variable rates expose the Group to interest rate risk. All other financial assets and liabilities in the form of receivables and payables are non-interest bearing.

In regard to its interest rate risk, the Group periodically analyses its exposure. Within this analysis consideration is given to alternative investments and the mix of fixed and variable interest rates. The Group does not engage in any hedging or derivative transactions to manage interest rate risk.

The Group in the year to 31 March 2022 earned interest of £nil (2021: £nil). Due to the Group's relatively low level of interest-bearing assets and the very low interest rates available in the market the Group is not exposed to any significant interest rate risk.

Credit risk

Credit risk refers to the risk that a counterparty could default on its contractual obligations resulting in financial loss to the Group. The Group's principal financial assets are cash balances and other receivables.

The Group has adopted a policy of only dealing with what it believes to be creditworthy counterparties and would consider obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure to and the credit ratings of its counterparties are continuously monitored. An allowance for impairment is made where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables concerned.

Other receivables consist primarily of prepayments and other sundry receivables and none of the amounts included therein are past due or impaired.

Financial instruments by category – Group	Financial assets at amortised cost	Other financial liabilities at amortised cost	Total
31 March 2022			
Assets			
Other receivables	**5,769**	**-**	**5,769**
Cash and cash equivalents	**1,045,515**	**-**	**1,045,515**
Total	**1,051,284**	**-**	**1,051,284**
Liabilities			
Trade and other payables	**-**	**(406,341)**	**(406,341)**
Total	**-**	**(406,341)**	**(406,341)**
31 March 2021			
Assets			
Other receivables	1,854,908	-	1,854,908
Cash and cash equivalents	2,432,807	-	2,432,807
Total	4,287,715	-	4,287,715
Liabilities			
Trade and other payables	-	(624,616)	(624,616)
Total	-	(624,616)	(624,616)

FOREIGN EXCHANGE RISK

Throughout the periods presented in the consolidated financial statements, the functional currency for the Group's West African subsidiaries has been the CFA Franc.

The Group incurs certain exploration costs in the CFA Franc, US Dollars and Australian Dollars and has exposure to foreign exchange rates prevailing at the dates when Sterling funds are translated into other currencies. The CFA Franc has a fixed exchange rate to the Euro and the Group therefore has exposure to movements in the Sterling : Euro exchange rate. The Group has not hedged against this foreign exchange risk as the Directors do not consider that the level of exposure poses a significant risk.

The Group continues to keep the matter under review as further exploration and evaluation work is performed in West Africa and other countries and will develop currency risk mitigation procedures if the significance of this risk materially increases.

The Group's consolidated financial statements have a low sensitivity to changes in exchange due to the low value of assets and liabilities (principally cash balances) maintained in foreign currencies. Once any project moves into the development phase a greater proportion of expenditure is expected to be denominated in foreign currencies which may increase the foreign exchange risk.

Financial instruments by currency – Group

	GBP	USD	NOK	AUD	XOF	Total
31 March 2021						
Assets						
Other receivables	**5,769**	**-**	**-**	**-**	**-**	**5,769**
Cash and cash equivalents	**949,850**	**-**	**-**	**-**	**95,665**	**1,045,515**
Total	**955,619**	**-**	**-**	**-**	**95,665**	**1,051,284**
Liabilities						
Trade and other payables	**(64,671)**	**(304,145)**	**-**	**(36,289)**	**(1,236)**	**(406,341)**

	GBP	USD	NOK	AUD	XOF	Total
31 March 2021						
Assets						
Other receivables	1,854,908	-	-	-	-	1,854,908
Cash and cash equivalents	2,202,748	173,586	1,497	-	54,976	2,432,807
Total	4,057,656	173,586	1,497	-	54,976	4,287,715
Liabilities						
Trade and other payables	(83,714)	(539,503)	-	(749)	(650)	(624,616)

LIQUIDITY RISK

Liquidity risk is the risk that the entity will not be able to meet its financial obligations as they fall due.

The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

The Group has established policies and processes to manage liquidity risk. These include:

- Monitoring the maturity profiles of financial assets and liabilities in order to match inflows and outflows;
- Monitoring liquidity ratios (working capital); and
- Capital management procedures, as defined below.

CAPITAL MANAGEMENT

The Group's objective when managing capital is to ensure that adequate funding and resources are obtained to enable it to develop its projects through to profitable production, whilst in the meantime safeguarding the Group's ability to continue as a going concern. This is to enable the Group, once projects become commercially and technically viable, to provide appropriate returns for shareholders and benefits for other stakeholders.

The Group has historically relied on equity to finance its growth and exploration activity, raised through the issue of shares. In the future, the Board will utilise financing sources, be that debt or equity, that best suits the Group's working capital requirements and taking into account the prevailing market conditions.

FAIR VALUE

The fair value of the financial assets and financial liabilities of the Group, at each reporting date, approximates to their carrying amount as disclosed in the Statement of Financial Position and in the related notes.

The fair values of the financial assets and liabilities are included at the amounts at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The cash and cash equivalents, other receivables, trade payables and other current liabilities approximate their carrying value amounts largely due to the short-term maturities of these instruments.

Disclosure of financial instruments and financial risk management for the Company has not been performed as they are not significantly different from the Group's position described above.

15. RELATED PARTY TRANSACTIONS

The Directors represent the key management personnel of the Group and details of their remuneration are provided in note 3.

Robert Wooldridge, a director, is a member of SP Angel Corporate Finance LLP ("SP Angel") which acts as financial adviser and broker to the Company. During the year ended 31 March 2022, the Company paid fees to SP Angel of £30,000 (2021: £240,381). The balance due to SP Angel at 31 March 2022 was £nil (2021: £nil).

Matlock Geological Services Pty Ltd ("Matlock") a company wholly owned by Bernard Aylward, a director, provided consultancy services to the Group during the year ended 31 March 2022 and received fees of £97,450 (2021: £76,094). These fees are included within the remuneration figure shown for Bernard Aylward in note 3. The balance due to Matlock at 31 March 2022 was £nil (2021: £nil).

Geosmart Consulting Pty Ltd ("Geosmart"), a company wholly owned by Qingtao Zeng, a director, provided consultancy services to the Group during the year ended 31 March 2022 and received fees of £27,136 (2021: £10,595). The balance due to Geosmart at 31 March 2022 was £14,528 (2021: £nil).

16. CONTROL

No one party is identified as controlling the Group.

17. CAPITAL COMMITMENTS

The Group had capital commitments to exploration and evaluation expenditure of £nil (2021: £nil).

18. EVENTS AFTER THE REPORTING PERIOD

On 4 May 2022 the Company announced that it has raised £3,000,000 (before expenses) via a subscription for 130,142,857 shares and an oversubscribed placing of 941,285,712 shares at a price of 0.28 pence per Placing Share (the 'Placing'). The funds raised will support Kodal in the continuing development and preparation for financing and construction of its flagship Bougouni Lithium Project in Mali.

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No. 07220790)

Notice is hereby given that the Annual General Meeting of Kodal Minerals plc (the "Company") will be held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on Thursday 29 September 2022 at 11:00am for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution:

ORDINARY BUSINESS

1. To receive the audited financial statements of the Company for the financial period ended 31 March 2022 and the reports of the directors of the Company (the "Directors") and the auditors thereon.

2. To re-appoint Robert Wooldridge as a Director, who retires in accordance with article 30.2 of the articles of association of the Company (the "Articles") and offers himself for re-appointment.

3. To re-appoint Qingtao Zeng as a Director, who retires in accordance with article 30.2 of the Articles and offers himself for re-appointment.

4. To re-appoint RSM UK Audit LLP as the auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

5. That the Directors, and any committee to which the Directors delegate relevant powers, be and they are hereby, generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to a maximum aggregate nominal amount of £2,641,208 and this authority will (unless renewed, revoked or varied by the Company in general meeting) expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 but the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authorities conferred on the Directors pursuant to section 551 of the Act.

6. That, conditional on the passing of Resolution 5, the Directors, and any committee to which the Directors delegate relevant powers, be and they are hereby generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be in substitution for any previous powers conferred on the Directors pursuant to section 570 of the Act and shall be limited to:

   (a) the allotment of equity securities in connection with an issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and

   (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,584,725, and the power hereby granted shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Weaver Financial Limited
Company Secretary
31 August 2022

REGISTERED OFFICE

Prince Frederick House
35-39 Maddox Street
London W1S 2PP

NOTES:

ENTITLEMENT TO ATTEND, SPEAK AND VOTE

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members entered on the register of members at 11:00am on 27 September 2022 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 11:00am on 27 September 2022 shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

APPOINTMENT OF PROXIES

2. Members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Please see the instructions on the enclosed Form of Proxy.

3. You can register your vote(s) for the Annual General Meeting either:
   - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can find your log-in details for the on-line portal on the top of your proxy form);
   - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 7 to 10 below.

   In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:00am on 27 September 2022.

4. The completion and return of a Form of Proxy whether in hard copy form or in CREST will not preclude a member from attending in person at the meeting and voting should he or she wish to do so.

APPOINTMENT OF PROXIES USING HARDCOPY PROXY FORM

5. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy instruction is one of multiple instructions being given. To appoint more than one proxy please see the instructions on the enclosed Form of Proxy. All forms must be signed and should be returned together in the same envelope.

6. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by hand, or sent by post, so as to be received not less than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

APPOINTMENT OF PROXIES USING CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from https://www.euroclear.com/site/public/EUI). 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: 7RA36) by 11:00am on 27 September 2022. 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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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.

10. 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.

CHANGING PROXY INSTRUCTIONS

11. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

TERMINATION OF PROXY APPOINTMENTS

12. In order to revoke a proxy appointment, you must notify the Company by no later than 11.00 am on 27 September 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

JOINT SHAREHOLDERS

13. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

CORPORATE REPRESENTATIVES

14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

EXPLANATORY NOTES TO THE RESOLUTIONS

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 6 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

15. Resolution 1 - This resolution seeks approval from shareholders for the receipt of the directors' and auditors' reports and the financial statements of the Company for the year ended 31 March 2022.

16. Resolution 2 - This resolution seeks approval from shareholders to re-appoint Robert Wooldridge as a director of the Company ("Director") who retires and offers himself for re-appointment pursuant to Article 30.2 of the Company's Articles of Association ("Articles").

17. Resolution 3 - This resolution seeks approval from shareholders to re-appoint Qingtao Zeng as a Director who retires and offers himself for re-appointment pursuant to Article 30.2 of the Articles.

18. Resolution 4 - This resolution seeks approval from shareholders to reappoint RSM UK Audit LLP as the auditors of the Company and to authorise the Directors to fix their remuneration as they see fit.

19. Resolution 5 - This resolution, to be proposed as an ordinary resolution, relates to the grant to the Directors of the authority to allot ordinary shares and grant rights to subscribe for or convert securities into ordinary shares with such authority expiring at the conclusion of the Annual General Meeting of the Company to be held in 2023, unless the authority is renewed or revoked prior to such time. This authority is limited to the issue of a maximum of 8,451,865,478 ordinary shares (representing approximately 50 per cent. of the Company's entire issued share capital as at the date of this notice).

20. Resolution 6 - The Companies Act 2006 (the "Act") requires that, if the Directors decide to allot ordinary shares in the Company for cash, the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. These are known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act. Therefore, this resolution, to be proposed as a special resolution, seeks authority to enable the Directors to allot equity securities for cash free of such pre-emption rights, with such authority expiring at the conclusion of the Annual General Meeting of the Company to be held in 2023. This authority is limited to the allotment of a maximum of 5,071,119,287 ordinary shares for cash, free of pre-emption rights (representing approximately 30 per cent. of the Company's entire issued share capital as at the date of this notice).

ISSUED SHARES AND TOTAL VOTING RIGHTS

21. As at 6.00 p.m. on 30 August 2022, the Company's issued share capital comprised 16,903,730,956 ordinary shares of £0.0003125 each fully paid. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 30 August 2022 is 16,903,730,956. The Company does not hold any shares in treasury.

35 - 39 Maddox Street
London
W1S 2PP

+44 (0) 20 3463 2260

PR & IR: info@stbridespartners.co.uk

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