



# URU METALS LIMITED: 2021 ANNUAL REPORT

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URU METALS LIMITED

2021 ANNUAL REPORT

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**URU Metals Limited**  
**Chairman's Statement**  
**For the Year Ended 31 March 2021**

I am pleased to present to our shareholders and stakeholders the consolidated financial statements of the Group for the year ended 31 March 2021.

In August 2021, URU successfully completed the disposal of the Zebediela Nickel Project (“Project”) to Zeb Nickel Corp. (TSX-V: ZBNI) and the Project remains the primary focus of URU, through its 74.82% interest in Zeb Nickel Corp. and URU’s continuing role as the technical operator of the Project.

The long-term fundamentals for nickel sourced from Class I nickel sulphide deposits remains good, based on the surging demand for nickel for batteries in electric vehicles and other energy storage applications. On the back of these excellent fundamentals, the Company looks forward to commencing with the 3,600 m diamond exploration drilling program, which is scheduled to commence in H2 2021. The aim of this program is to improve the confidence in the historical NI43-101 compliant resource, as well as explore for higher grade nickel sulphide mineralisation found in Critical Zone rocks which are located in the footwall to the existing resource. The presence of Critical Zone rocks on the Zebediela Project area is exciting; these Critical Zone rocks host the Platinum Group Element and Nickel Copper mineralisation that is being exploited at Anglo American’s flagship Mogalakwena Mine, as well as Ivanhoe Mines’ Platreef Project, located immediately west of the Zebediela Project.

Good progress has been made on advancing the accepted Mining Right application, and all required documentation has been submitted to the South African Department of Mineral Resources (DMRE). Consultation with Interested and Affected Parties (I&AP’s) continues, as the Company continues to build on its good relationship with host communities and its “social license to operate”.

The Company looks forward to updating the market with positive news flow emanating from the upcoming drilling program, as well as receiving a granted Mining Right from the DMRE.

**Jay Vieira**

**Non-executive Chairman**  
**30 September 2021**

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**URU Metals Limited**  
**Chief Executive Officer's Report**  
**For the Year Ended 31 March 2021**

Below are the major events in the year ended 31 March 2021 and major events after the reporting period.

*Zebediela Nickel Project*

**Project Overview**

Four stand out points make the Zebediela Project one of the most exciting Nickel sulphide exploration projects globally:

1. The project is located in a World-class PGE-Ni district: The Bushveld Complex located in South Africa contains over 75% of the world's platinum reserves and are usually associated with magmatic nickel deposits. Between Anglo American's Mogalakwena Mine, Ivanhoe Mines' Platreef Project and the Zebediela Project, the Northern Limb of the Bushveld Complex hosts over 34% of known global nickel sulphide resources (Mudd and Jowitt, 2014);
2. The project is well advanced with an accepted mining right application over a large nickel resource: the NI 43-101 compliant resource is ranked in the top ten nickel sulphide resources globally. Indicated Resources of 485.4 Mt at a grade of 0.245% Ni with additional Inferred Resources of 1,115 Mt at a grade of 0.248% Ni. Environmental Impact and Economic studies indicate that exploitation of the resource could happen in a cost effective, sustainable, environmentally friendly manner;
3. Significant District Scale Ni Potential: Three distinct areas identified over a strike length of over 5 km targeting near surface Ni sulphides and high-grade mineralisation at depth; and
4. Highly Experienced Team: Top tier Board and Management team with impressive track record in the mining industry.

Management is confident that the drilling that is scheduled to commence in H2 2021 will result in both an upgrading of the confidence in the existing NI43-101 compliant resource, as well as an improvement of the overall nickel grade of the project, and also start to define the potential for significant PGE credits as the Company drills into the underlying Critical Zone rocks associated with Target 2.

**Mineral Rights**

Good progress on advancing the Mining Right application accepted by the DMRE has been made. The final Environmental Impact Report (EIR) was submitted to the DMRE in February 2021. Following this submission, the DMRE requested slight amendments to the submitted Social and Labour Plan, as well as a letter of support from the Mogalakwena Local Municipality for amended Social and Labour Plan. These documents have subsequently been provided and submitted to the DMRE and the Company is now waiting on the DMRE to award the Mining Right, which will be valid for a period of 30 years from the date of issue. An application for a Prospecting Right over 246 hectares of ground immediately to the south of the existing project area was made to the DMRE in February 2021, and recently accepted.

**Strategy for 2021/2022**

The drilling program planned for H2 2021 will assist in strategising and quantifying the exploration program required to move Target 2, as described in the previous Company Annual Report, into a 43-101 compliant resource category, and hopefully allow for the increase in the overall reportable nickel grade, as well as PGE, copper and cobalt credits.

In parallel to this, the Company will continue to advance the mining right application and associated Environmental Authorisation with the DMRE, which will ultimately lead to a right to mine one of the world's largest known Class 1 nickel deposits for 30 years. The appointed environmental specialists will ensure that future mining is carried out in the

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**URU Metals Limited**  
**Chief Executive Officer's Report (continued)**  
**For the Year Ended 31 March 2021**

most environmentally friendly manner possible, thus assisting with fulfilling the Company's vision of becoming one of the world's most environmentally friendly sources of Class 1 nickel.

As announced on 13 September 2021 the DMRE has accepted an application for a Prospecting Right over ten portions of the farm Piet Potgietersrust Town and Townlands 44 KS, totaling 246 hectares. The Prospecting Right under application is immediately south of the Zebediela Project.

The area under application could potentially contain platinum group metal, nickel and copper mineralisation related to Target 2.

The Company's bullish outlook on nickel was detailed in the Chairman's Statement, and the Company's flagship Zebediela Project represents a future source of an environmentally friendly supply of nickel, cobalt and PGE's into the rechargeable battery market.

**John Zorbas**  
**Chief Executive Officer**

**30 September 2021**

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**URU Metals Limited**  
**Strategic Report**  
**For the Year Ended 31 March 2021**

The Directors are pleased to present their Strategic Report for the year ended 31 March 2021.

The Company was incorporated in the British Virgin Islands (“BVI”) on 21 May 2007 and The Company’s shares were admitted to trading on AIM, a market operated by the London Stock Exchange on 12 September 2007.

**Our Business**

The Group’s mission is to identify and invest in quality mineral exploration and development projects.

The Group’s vision is to become the AIM market’s premier nickel supplier into the EV battery market and supply metals into the green energy revolution. The Group will achieve its vision by developing its flagship Zebedelia Nickel Project and targeting higher grade areas within the mineral right boundaries.

**Our Strategy**

The key pillars of our strategy are:

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<b>1 Advancing 74.82% owned project</b>	Zeb Nickel Corp.	Further geological studies to improve on the quality of the existing Class 1 nickel resource and target cobalt and platinum group metals mineralisation.
<i>Medium to long – term returns</i>		
<hr/>		
<b>2 Strategic Investments</b>		The Group will make appropriate investments in listed or unlisted mining and mineral development and support services companies to optimise shareholder value. Where appropriate, the Group will act as an active investor and will strive to advance corporate actions that deliver value adding outcomes (for example, project development to increase company valuation or to achieve a listing).
<i>Near to medium– term returns</i>		

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**URU Metals Limited**  
**Strategic Report (continued)**  
**For the Year Ended 31 March 2021**

**Operating and Financial Review**

As the Group is primarily involved in exploration and project development, no revenue was generated in the year (2020: Nil).

	Group 31 March 2021	Group 31 March 2020
Operating results		
Loss for the year (USD '000)	(651)	(732)
	(651)	(732)
Basic diluted loss per share (US dollars)	(0.44)	(0.94)
Diluted loss per share (US dollars)	(0.44)	(0.94)

*Zebediela Nickel Project*

The Zebediela Nickel Project extends over three separate adjacent prospecting rights in the Limpopo Province of South Africa. All three rights are held by Lesego Platinum Uitloop (Pty) Ltd (LPU), which in turn is 100% owned by Umnex Minerals Limpopo (Pty) Ltd. URU Metals' 74.82% subsidiary, Zeb Nickel Company (Pty) Ltd, owns 74% of Umnex Minerals Limpopo (Pty) Ltd.

A mining right application has been submitted to, and accepted by, the DMRE which consolidates the rights into a single right and, once awarded, will grant Lesego Platinum Uitloop (Pty) Ltd the right to mine nickel, copper, cobalt, platinum group metals, chrome and other metals and minerals for 30 years. Upon awarding of the Mining Right, in compliance with South African Mineral Right regulations, an employee share ownership plan will own 5% of LPU, and Uitloop Communities NPC (a non-profit company), a broad-based community ownership scheme, will own 5% of LPU.

*Market Trends*

Nickel prices are primarily being driven up by a growing use of nickel in high tech applications such as batteries for electric vehicles. Whilst the use of nickel containing stainless steel is growing, uncertainty in supply of Class 2 nickel deposits, and dwindling Class 1 nickel deposit resources, will lead to higher prices.

*Environmental matters*

The Company has completed a Environmental Impact Assessment for the development of the Zebediela Class 1 nickel resource.

*The Group's employees*

The Group's CEO was John Zorbas who carried out the executive duties during the year ended 31 March 2021.

The Group has deliberately engaged in a strategy of hiring expertise on a contract or consultant basis as required in order to reduce administrative costs, and ensure access to the best skilled people on an as needed basis. The Group currently has contracts with individuals or companies to provide public relations, project management, and accounting/controller expertise for itself and its subsidiaries.

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**URU Metals Limited**  
**Strategic Report (continued)**  
**For the Year Ended 31 March 2021**

*Social and community issues*

The Company has embarked on significant public consultation processes to identify and mitigate social, community and environmental concerns. The Company currently has registered over 136 Interested and Affected Parties as part of the Environmental Impact Assessment, and continues to engage meaningfully with impacted communities, and develop its social license to operate.

*Funding*

The Group continued to fund its activities from its own cash resources in the year. The financial position and the results of operations are detailed in the consolidated financial statements. In addition URU Metal's subsidiary (74.82%) owned Zeb Nickel Corp raised \$2.8 million CAD to further advance the Project.

**Financial Objectives**

The Group's financial objectives are to achieve:

- Active project development;
- Strategic investment and value release to shareholders; and
- Good corporate governance and sound financial management.

**Segmental Analysis**

Information on segmental reporting is set out in note 20 to the consolidated financial statements.

**Principal Risks and Uncertainties**

The Group is exposed to a number of risks and uncertainties, which could have a material financial, operational and reputational impact on its long-term performance and on the Group's ability to develop its project portfolio.

As part of the Group's normal procedures, the Board and management continually evaluate the going concern premise and as an exploration Group, use budgets and cash flow forecasts to evaluate requirements in ensuing periods. The Group throughout the year may seek to raise additional capital.

**URU Metals Limited**  
**Strategic Report (continued)**  
**For the Year Ended 31 March 2021**

**Principal Risks and Uncertainties (continued)**

The risks that management has assessed as “high” are summarised below.

<b>Category</b>	<b>Risk</b>	<b>Detail</b>	<b>Mitigation Measure/Comments</b>
<b>Strategic</b>	Mineral Reserve and Resource estimates	Mineral Reserves and Mineral Resources estimates are based on several assumptions, including geological, mining, metallurgical and other factors. There can be no assurance that the anticipated tonnages or grades will be achieved. This is particularly the case at exploration stage projects.	Mineral Reserves and Mineral Resources will be prepared to internationally recognised code compliant standards by Qualified Persons under NI 43–101 requirements. Further drilling planned for H2 in 2021 will improve the confidence in the Mineral Resources.
	License transfers	The timing of transfer of mineral licences can be uncertain and regulatory approval cannot be foreseen.	A mining right application has been submitted and accepted that will consolidate the rights under the name of Lesego Platinum Uitloop (Pty) Ltd and provide exclusive access to the Company for the mineral rights for 30 years.
<b>Financial</b>	Commodity Prices	The Group’s financial performance is dependent upon the price of nickel. Adverse movement in commodity prices could have a material impact on operations.	The Board monitors commodity prices and potential impacts on cash flow, project development and the ability of The Group to raise necessary capital. Capital expenditure plans are aligned to prevailing and anticipated market conditions. By targeting projects with resources that fall within the highest grade quartile and lowest cost quartile of producers, the exposure to low commodity prices is somewhat mitigated. The Company is targeting metals such as nickel and cobalt that will be critical to the manufacture of batteries for energy storage for electric vehicles and other applications. Further drilling planned for H2 2021 targets higher grade nickel mineralisation with significant PGE, copper and cobalt credits, reducing the Company’s exposure to low commodity prices.
	Costs and capital expenditure	The Group is exposed to on-going expenditure obligations resulting from its project development activities in South Africa.	Management conducts cash flow analyses and reduces capital expenditure requirements wherever possible. If necessary, project scopes are adjusted or in some cases deferred to preserve capital.
	Liquidity	The Group needs to finance its on-going development and growth, which exposes the Group to liquidity risk. If the Group is not able to obtain sufficient financial resources, it may not be able to raise sufficient funds to develop projects, acquire additional assets or meet its ongoing financial needs.	Management monitors liquidity and exploration expenditure. The Board strives to ensure liquidity through timely corporate actions, if and when required.

**URU Metals Limited**  
**Strategic Report (continued)**  
**For the Year Ended 31 March 2021**

**Principal Risks and Uncertainties (continued)**

<b>Category</b>	<b>Risk</b>	<b>Detail</b>	<b>Mitigation Measure/Comments</b>
<b>Operational</b>	Project Execution	The inability to develop near- and longer- term capital projects will impact on the Group's strategic objectives and affect its ability to meet growth and production objectives.	The Group will review its project portfolio on a regular basis and utilises relevant data, such as code compliant Mineral Reserve and Mineral Resource estimates, to guide development priorities. A balanced portfolio will reduce risks associated with a specific project or commodity. The Group will also make use of experienced contract and consultant personnel with relevant experience in project execution.
<b>Personnel</b>	Management	Loss of key management personnel can impact on the Group's strategic and operational functionality.	The Group seeks to provide competitive salary arrangements to attract and retain the services of these personnel members.
	Skills Availability	Skills shortages have been a feature of exploration across the board. The inability to attract suitably skilled individuals in the vicinity of the Group's operations can impact on the quality and efficiency of the work performed.	Management has implemented retention strategies, including competitive compensation packages, as and when required. The Group also makes use of experienced contract and consultant personnel with relevant experience in project execution.
	Health and Safety	The mining and resource processing sectors are inherently hazardous. Failure to adopt high levels of safety management can result in a number of negative outcomes, including bodily harm to employees and contractors, and damage to the Group's reputation.	The Group takes the health and safety of all those who work for and with the Group very seriously. Measures are based on the principles outlined in the Prospectors and Developers of Canada's e3 program.
<b>Environmental Remediation</b>		Unforeseen environmental degradation resulting from the Group's operational activities may result in liability and/or the requirement to undertake extensive remedial clean up actions.	All operational models take environmental responsibilities into account. Third parties are contracted as required to identify environmental risks and mitigation measures. Environmental Impact studies are ongoing, in line with the world-class South African environmental regulations.
<b>External</b>	Political, Legal and Regulatory Development	The Group may be affected by political or regulatory developments in the countries and jurisdictions in which it operates, including changes to fiscal and other regulatory measures.	The Group focuses on project development in stable, mining-friendly countries, and liaises with governments on aspects of its operations on a regular basis. The Group monitors the political landscape to keep abreast of likely changes in regulatory policies, and adjusts its asset mix accordingly.
	Community Relations	Disputes regarding land claims, objections to mining may arise with local communities, causing disruption to projects or operations.	The Group is committed to the establishment of close working relationships with communities in the areas in which it operates. The Group consults with local stakeholders, identifying them prior to the onset of activities. The Group will work with stakeholders to define the way in which the Group's operations will positively impact local communities. The Group engages experienced personnel to assist with local community relations.
	Global pandemic	Prevents progress of the mining right application.	The Group has and will work with the DMRE in establishing extensions for required documentation.

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**URU Metals Limited**  
**Strategic Report (continued)**  
**For the Year Ended 31 March 2021**

**John Zorbas**  
**Chief Executive Officer**  
**30 September 2021**

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**URU Metals Limited**  
**Directors' Report**  
**For the Year Ended 31 March 2021**

The Directors present their report and the audited consolidated financial statements for the year ended 31 March 2021.

**Business Review**

The Group's results for the year are set out in the consolidated statement of comprehensive income in these consolidated financial statements.

A review of the business, significant contracts, progress and the Group's future prospects can be found in the Strategic Report.

**Key Performance Indicators**

Management do not consider that the Group has any meaningful KPI's as it is in the exploration and evaluation stage.

**Events after the Reporting Date**

In August 2021 Blue Rhino Capital Corp. (renamed Zeb Nickel Corp.) completed its acquisition of Zeb Nickel Company (Pty) Ltd.

Immediately prior to completion of the acquisition Zeb Nickel Company (Pty) Ltd completed a consolidation of its issued and outstanding Common Shares on the basis of one new post-consolidation Common Share for every 2.3 pre-consolidation Common Shares (the "Consolidation"). The Consolidation reduced the number of outstanding Common Shares from 5,400,000 to 2,347,826.

In connection with the completion of the transaction, Zeb Nickel Corp. completed a private placement financing of 11,200,000 subscription receipts at price of CAD\$0.25 per receipt for gross proceeds of CAD\$2,800,000. The proceeds from the placement financing were released from escrow, following Zeb Nickel Corp. receiving all applicable regulatory approvals and completing the transaction.

The Company now holds 41,000,000 Common Shares in Zeb Nickel Corp. through its wholly owned subsidiary Floza Capital Management Limited representing approximately 74.82% of the issued and outstanding Common Shares of Zeb Nickel Corp.

**Dividends**

The Directors do not recommend the proposal of a final dividend in respect of the current year.

**Directors**

The Directors who served the Group during the year and up to the date of this report were as follows:

**Executive director**

John Zorbas

**Non-Executive Directors**

Jay Vieira

Kyle Appleby

**URU Metals Limited**  
**Directors' Report (continued)**  
**For the Year Ended 31 March 2021**

**Directors' interests**

The Directors' interests in the share capital of the Company at the year end were as stated below:

	<b>2021</b>	<b>% Held</b>	<b>2020</b>	<b>% Held</b>
	<b>Number of shares</b>		<b>Number of shares</b>	
J. Vieira	13,832	0.84%	4,444	0.57%
J. Zorbas - direct	504,232	30.62%	33,644	4.31%
J. Zorbas – indirect (1)	118,511	7.20%	118,511	15.18%
Kyle Appleby	9,388	0.57%	-	-
Marrelli Support Services Inc (Canada)	14,082	0.86%	-	-

- (1) J. Zorbas holds 7.20% of the share capital indirectly through Captor Capital Corp. J. Zorbas exercises control over Captor Capital Corp. due to his position as Chief Executive Officer and his shareholding in the company.

The interests of Directors' in options over the share capital of the Company at the year end were as stated below:

	<b>2021</b>	<b>2020</b>
	<b>Number</b>	<b>Number</b>
J. Zorbas	<b>10,000</b>	10,000
J. Vieira	<b>5,400</b>	5,400
K. Appleby	-	-

**Directors' interests in transactions**

No director had, during or at the end of the year, a material interest in any contract which was significant in relation to the Group's business, except in respect of service agreements.

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**URU Metals Limited**  
**Directors' Report (continued)**  
**For the Year Ended 31 March 2021**  
**Directors' remuneration**

	2021	2020
<b>Salary and fees</b>	\$	\$
Executive Directors:		
J. Zorbas	<b>180,000</b>	183,000
<b>Non-executive Directors:</b>		
J. Vieira	<b>15,000</b>	16,000
K. Appleby	<b>16,000</b>	16,000

**Group's policy on payment of creditors**

It is the Group's policy to pay suppliers in accordance with the terms and conditions agreed between the Group and its suppliers, provided that the goods and services have been supplied in accordance with the agreed terms and conditions. At present the majority of the Group's creditors, including taxation are within agreed terms.

**Political and charitable donations**

There were no political and charitable donations made by the Group during the year.

**Financial Instruments**

The Group's financial risk management objectives are to control debt levels and to ensure there is sufficient working capital available for the Group's overheads and capital expenditure commitments.

Financial instruments are disclosed and discussed in note 4 to the consolidated financial statements.

**Employees**

The Group recognises the benefit of keeping its employees informed of all relevant matters on a regular basis. The Group is an equal opportunities employer and all applications for employment are considered fully on the basis of suitability for the job.

**Health and safety**

The Company and its subsidiaries have a responsibility to ensure that all reasonable precautions are taken to provide and maintain working conditions for employees and visitors alike, which are safe, healthy and in compliance with statutory requirements and appropriate codes of practice. The avoidance of occupational accidents and illnesses is given a high priority.

**Principal Risks and Uncertainties**

The principal risks and uncertainties associated with the Group's business and industry are detailed in the Strategic Report.

**Information to shareholders - Website**

The Group has its own web site ([www.urumetals.com](http://www.urumetals.com)) for the purposes of improving information flow to its shareholders and potential investors.

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**URU Metals Limited**  
**Directors' Report (continued)**  
**For the Year Ended 31 March 2021**

**Substantial shareholdings**

On the date of signing this annual report, the following were holders of 3% or more of the Group's issued share capital:

<u>Registered holder</u>	<u>% of issued share capital</u>
John Zorbas	30.62%
Captor Capital Corp.	7.20%
Lexinter International Limited	14.29%
Interactive Investor Limited	5.25%
IG Markets (London)	5.01%
Halifax Share Dealing Limited	4.26%

**Auditor**

The auditor Moore Kingston Smith LLP have indicated their willingness to continue in office and a resolution that they be re-appointed will be proposed at the annual general meeting.

**Disclosure of information to the auditor**

So far as the Directors are aware, there is no relevant audit information of which the Group's auditor is unaware and they have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

**Statement of Directors' Responsibilities**

The Statement of Directors' Responsibilities can be found on page 14 of these consolidated financial statements. The Statement of Directors' Responsibilities forms part of the Directors' Report.

On behalf of the Board

**John Zorbas**

**Chief Executive Officer**

**30 September 2021**

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**URU Metals Limited**  
**Statement of Directors` Responsibilities**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations and International Financial Reporting Standards (IFRS) as adopted by the United Kingdom.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted by the United Kingdom. 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 financial performance and cash flows of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether, in preparation of the Group financial statements, the Group has complied with IFRS as adopted by the United Kingdom, subject to any material departures disclosed and explained in the Group financial statements; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with all applicable legislation and as regards the Group financial statements, Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website.

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## **URU Metals Limited**

### **Corporate Governance Report**

#### **Statement of Compliance**

The Directors recognise the importance of sound corporate governance and comply where possible with appropriate recognised corporate governance standards as far as practicable and to the extent appropriate given the Group's size, assets, liabilities and other relevant information. The Company formally adopted the Quoted Companies Alliance Corporate Governance ("QCA Code"). The Board considers that the Group complies with the QCA Code so far as it is practicable having regard to the size, nature and current stage of development of the Company. The Board recognises that the Company does not fully comply with the 10 principles and general provisions of the QCA Code but does use it as a benchmark in assessing its corporate governance standards. Areas of non-compliance are disclosed in the text below. Details of the Company's compliance with the QCA code can be found below and in the Corporate Governance section of the Company's website at [www.urumetals.com](http://www.urumetals.com).

#### **Board of Directors**

The Board's principal responsibilities include assisting in the formulation of corporate strategy, reviewing and approving all significant corporate transactions, monitoring operational and financial performance, reviewing and approving annual budgets and generally assisting management to enhance the overall performance of the Group in order to deliver maximum value to its shareholders. The Group held three Board meetings in the financial year.

As independent Non-executive Chairman Jay Vieira, commits approximately between two and four days per month to URU Metals business. As Non-executive Director, Kyle Appleby dedicates approximately between two and four days per month to URU Metals business. Kyle is not considered to be independent. As CEO, John Zorbas is employed full time. Biographical details of the Directors can be found on the Group's website [www.urumetals.com/about-us/board-of-directors](http://www.urumetals.com/about-us/board-of-directors).

#### **Committees**

The Group has in operation the following committees: an Audit Committee and a Remuneration and Nomination Committee.

#### **Audit Committee**

The Audit Committee comprises Jay Vieira and Kyle Appleby, is chaired by Kyle Appleby and meets twice a year. There is an opportunity for any meeting to be in private between the Non-Executive Directors and the Group's auditor to consider any matter they wish to bring to the attention of the Committee. The terms of reference and areas of delegated responsibility of the Audit Committee are in the consideration and approval of the following matters:

- monitoring the quality and effectiveness of the internal control environment, including the risk management procedures followed by the Group;
- reviewing the Group's accounting policies and ensuring compliance with relevant accounting standards;
- reviewing the Group's reporting and accounting procedures;
- ensuring that the financial performance of the business is properly measured, controlled and reported on;
- reviewing the scope and effectiveness of the external audit and compliance by the Group with statutory and regulatory requirements;
- approving the external auditors' terms of engagement, their audit plan, their remuneration and any non-audit work;
- considering reports from the auditor on the outcome of the audit process and ensuring that any recommendations arising are communicated to the Board and implemented on a timely basis;
- reviewing the Board's statement on internal control in the Annual Report; and
- ensuring compliance with the relevant requirements of the AIM Rules.

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**URU Metals Limited**  
**Corporate Governance Report (continued)**

The Committee has not prepared a separate Audit Committee Report but will consider doing so for future reporting periods.

**Remuneration and Nomination Committee**

The Remuneration and Nomination Committee comprises Kyle Appleby and Jay Vieira. Jay Vieira chairs this committee. The Remuneration and Nomination Committee meets as and when necessary. It keeps under review the skill requirements of the Board and the skill, knowledge, experience, length of service and performance of the Directors. It also reviews their external interests with a view to identifying any actual, perceived or potential conflicts of interests, including the time available to commit to their duties to the Group. It sets and reviews the scale and structure of the Executive Directors' remuneration packages, including share options and the terms of the service contracts. The remuneration and the terms and conditions of the Non-Executive Directors are determined by the Executive Director with due regard to the interests of the shareholders and the performance of the Group. The Committee also makes recommendations to the Board concerning the allocation of share options to employees.

The Committee also monitors the independence of each Non-Executive Director and makes recommendations concerning such to the Board. The results of these reviews are important when the Board considers succession planning and the re-election and reappointment of directors. Members of the Committee take no part in any discussions concerning their own circumstances.

The Committee is also responsible for keeping under review the senior management team of the organisation to ensure the continued ability of the organisation to compete effectively in the marketplace.

**Directors Time Commitment**

The Board is satisfied that each of the Directors are able to allocate sufficient time to the Group to discharge their responsibilities effectively. The number of meetings of the Board and its Committees, the number of meetings attended and total possible meetings which each Director could have attended are outlined below:

<b>Attendance by Directors</b>	<b>Board</b>	<b>Audit Committee</b>	<b>Remuneration and Nomination Committee</b>
Kyle Appleby	3/3	2/2	1/1
Jay Vieira	3/3	2/2	1/1
John Zorbas	3/3	n/a	n/a

**Board Evaluation**

The Directors consider that the Company and Board are not yet of a sufficient size for a full Board evaluation to make commercial and practical sense. Therefore, the Board accepts that the Company does not comply with this aspect of the QCA Code. However, during Board meetings the Directors are welcome to discuss any areas where they feel a change would be beneficial for the Company, and the Company Secretary remains on hand to provide impartial advice. The need for a formal Board evaluation will be kept under review as the Board and Group develops.

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**URU Metals Limited**  
**Corporate Governance Report (continued)**

**Internal Control**

The Board has overall responsibility for ensuring that the Group maintains a system of internal control to provide it with reasonable assurance regarding the reliability of financial information used within the business and for publication. The Board is also responsible for ensuring that assets are safeguarded and risk is identified as early as practicably possible. As noted, the Audit Committee has a significant role in this area. The internal control systems established are designed to manage rather than completely eliminate risk and can only provide reasonable but not absolute assurance against misstatement or loss. The Group does not currently have an internal audit function and this will be kept under review as the Group progresses. The Board reviews the effectiveness of the systems of internal control and its reporting procedures and augments and develops these procedures as required to ensure that an appropriate control framework is maintained at all times. The principal control mechanisms deployed by the Group are:

- Board approval for all strategic and commercially significant transactions;
- detailed scrutiny of the monthly management accounts with all material variances investigated;
- executive review and monitoring of key decision-making processes at subsidiary board level;
- Board reports on business performance and commercial developments;
- periodic risk assessments at each business involving senior executive management;
- standard accounting controls and reporting procedures; and
- regularly liaising with the Group’s auditor and other professionals as required.

**Advisers**

ONE Advisory Limited has been contracted by the Company to act as Company Secretary and assists the Company with compliance with applicable rules, regulations and obligations governing its operation, including assistance with Board and shareholder meetings where required, and with Market Abuse Regulations (“MAR”) compliance. ONE Advisory Limited also supports the Board in its development of the Company’s corporate governance responsibilities, assisting with the Company’s application of the QCA Code and amendments in relation to AIM Rule 26.

The Company’s Nomad is consulted on all relevant matters and all Directors have access to independent professional advice, if required. Neither the Board nor its Committees have sought external advice on any significant matter during the year.

**Culture**

Given the size of the Group and the limited numbers of employees therein, the Board does not consider monitoring and assessment of corporate culture to be relevant at this time, but will keep this matter under review if the employee base were to increase.

**Shareholder Communication**

The Group’s website ([www.urumetals.com](http://www.urumetals.com)) is the primary source of information on the Group. This includes an overview of the activities of the Group, information on the Group’s subsidiaries and details of all recent Group announcements.

**Corporate Responsibility**

The Group operates responsibly with regards to its shareholders, employees, other stakeholders, the environment and the wider community. The Group is committed to the well-being of all employees and ensures that their health, safety and general welfare is paramount at all times. We also maintain open and fair relationships with all clients and suppliers while ensuring that all transactions are operated on an arm’s length, commercial basis.

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**URU Metals Limited**  
**Corporate Governance Report (continued)**

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial period. The Directors have elected to prepare these financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom and applicable by law.

Approved by the Board on 30 September 2021 and signed on its behalf by:

**John Zorbas**

**Chief Executive Officer**

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**Independent auditor's report  
to the members of URU Metals Limited**

**Opinion**

We have audited the financial statements of URU Metals Limited for the year ended 31 March 2021 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the UK.

In our opinion:

- the group financial statements give a true and fair view of the state of the Group's affairs as at 31 March 2021 and of the Group's loss for the year then ended; and
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the UK.

**Basis for opinion**

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

**An overview of the scope of our engagement to audit the financial statements**

Our Group audit work was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level. The audit work is conducted centrally by one audit team, led by the Senior Statutory Auditor.

**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 conclusion of the directors' assessment of the Group's ability to continue to adopt the going concern basis included a review of the forecasts and available funds analysis prepared for the Toronto Stock Exchange Filing Statement, challenging management as to the assumptions used, and consideration of post-year end transactions including a review of the funds and facilities available to the Group.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Independent auditor’s report  
to the members of URU Metals Limited (continued)**

Audit area and description	Audit approach
<p><b><i>Carrying value of intangibles (exploration and evaluation assets)</i></b></p> <p>Intangible assets represent a significant part of the total assets of the Group and comprise exploration assets in respect of the Group’s South African project. Management are required to assess whether there are any indicators of potential impairment in the year.</p>	<p>Our specific audit testing included confirming the status of the exploration licences in order to determine the Group held the relevant legal title and critically assessing the subsequent exploration activity to assess whether there was evidence from the exploration results to date which would indicate a potential impairment.</p> <p>We also critically assessed the board’s forecasts and meeting minutes to confirm the Group’s intention to continue to explore the licence areas. This included, but was not limited to, the Filing Statement with the Toronto stock exchange in respect of the post year end transaction with Zeb Nickel Corp.</p>
<p><b><i>Accounting treatment of intangibles (exploration and evaluation assets)</i></b></p> <p>The cost of the South African project in the year should be capitalised in accordance with IFRS 6 ‘Accounting for exploration and evaluation assets’. Management must consider the continued application of the stated accounting policy and assess whether it remains consistent with IFRS 6 ‘Accounting for exploration and evaluation assets’ and the relevant financial reporting requirements.</p>	<p>We considered whether the intangible asset additions in the year were capitalised in accordance with the stated accounting policy and whether capitalisation was appropriate in accordance with the relevant financial reporting requirements.</p> <p>We performed substantive testing on samples of the expenses capitalised in the year in order to assess whether the expenses had been appropriately capitalised.</p>
<p><b><i>Going concern</i></b></p> <p>The group has continued to make significant losses in the year which has been exacerbated by the continued impact of the COVID-19 pandemic. This has been mitigated by the receipt of the post year end proceeds of the private placement by Zeb Nickel Corp on the Toronto stock exchange raising CAD\$2,800,000.</p>	<p>The Directors prepared an available funds analysis for the Filing Statement in respect of the post year end transaction with Zeb Nickel Corp.</p> <p>We have critically assessed and challenged the assumptions included in the available funds analysis.</p> <p>We have assessed the Directors’ ability to raise further funds either by way of debt finance or equity fundraise or by the provision of additional support to the Group.</p> <p>We have critically assessed the disclosures included in note 4(a) to the consolidated financial statements.</p>

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**Independent auditor's report  
to the members of URU Metals Limited (continued)**

**Our application of materiality**

The scope and focus of our audit was influenced by our assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Due to the nature of the Group we considered gross assets to be the main focus for the readers of the financial statements, accordingly this consideration influenced our judgement of materiality. Based on our professional judgement, we determined materiality for the Group to be \$49,000, based on a percentage of gross assets.

On the basis of our risk assessments, together with our assessment of the overall control environment, our judgement was that performance materiality (i.e. our tolerance for misstatement in an individual account or balance) for the Group was 50% of materiality, namely \$24,500.

We agreed to report to the Audit Committee all audit differences in excess of \$2,450, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also reported to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 14, 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.

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**Independent auditor's report  
to the members of URU Metals Limited (continued)**

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

**Auditor's Responsibilities for the audit of the financial statements**

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

**Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud**

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

The objectives of our audit in respect of fraud, are; to identify and assess the risks 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 to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the Group and considered that the most significant are International Financial Reporting Standards as adopted by the UK;
- We obtained an understanding of how the Group complies with these requirements by discussions with management and those charged with governance;
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance;
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations; and
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

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**Independent auditor's report  
to the members of URU Metals Limited (continued)**

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the

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**Independent auditor's report  
to the members of URU Metals Limited (continued)**

matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Use of our report**

This report is made solely to the Company's members, as a body. Our audit work has been undertaken for no purpose other than to draw to the attention of the Company's members those matters which we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the Company and Company's members as a body, for our work, for this report, or for the opinions we have formed.

**MATTHEW BANTON (Senior Statutory Auditor)**

for and on behalf of Moore Kingston Smith LLP, Statutory Auditor

Devonshire House  
60 Goswell Road  
London EC1M 7AD

30 September 2021

**URU Metals Limited**  
**Consolidated Statement of Comprehensive Income**  
**For the Year Ended 31 March 2021**

	<b>2021</b>	<b>2020</b>
	<b>\$'000</b>	<b>\$'000</b>
Administrative expenses	(651)	(732)
Operating loss	(651)	(732)
<b>Net loss for the year</b>	<b>(651)</b>	<b>(732)</b>
<b>Other comprehensive income</b>		
<b>Items that will be reclassified subsequently to income</b>		
Effect of translation of foreign operations	479	(62)
<b>Other comprehensive loss for the year</b>	<b>479</b>	<b>(62)</b>
<b>Total comprehensive loss for the year</b>	<b>(172)</b>	<b>(794)</b>
<b>Basic and diluted net loss per share (US dollars) (note 8)</b>	<b>(0.44)</b>	<b>(0.94)</b>

The accompanying notes to the consolidated financial statements are an integral part of these statements.

**URU Metals Limited**  
**Consolidated Statement of Financial Position**  
**As at 31 March 2021**

	As at 31 March 2021 \$'000	As at 31 March 2020 \$'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment (note 10)	-	7
Intangible assets (note 11)	3,774	2,724
Long-term prepaid assets (note 9)	-	41
<b>Total non-current assets</b>	<b>3,774</b>	<b>2,772</b>
<b>Current assets</b>		
Trade and other receivables (note 12)	95	60
Cash and cash equivalents	99	66
<b>Total current assets</b>	<b>194</b>	<b>126</b>
<b>Total assets</b>	<b>3,968</b>	<b>2,898</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital (note 14)	7,815	7,806
Share premium (note 14)	48,070	46,938
Other reserves	1,586	1,085
Accumulated deficit	(55,222)	(54,571)
<b>Total equity</b>	<b>2,249</b>	<b>1,258</b>
<b>Current liabilities</b>		
Trade and other payables (note 16)	1,443	1,640
Convertible loan note (note 13)	276	-
<b>Total liabilities</b>	<b>1,719</b>	<b>1,640</b>
<b>Total equity and liabilities</b>	<b>3,968</b>	<b>2,898</b>

The accompanying notes to the consolidated financial statements are an integral part of these statements.

**Approved on behalf of the Board on 30 September 2021:**

Jay Vieira, Non-executive Chairman \_\_\_\_\_

Kyle Appleby, Non-executive Director \_\_\_\_\_

**URU Metals Limited**  
**Consolidated Statement of Cash Flows**  
**For the Year Ended 31 March 2021**

	2021 \$'000	2020 \$'000
<b>Cash flows from operating activities</b>		
Net loss for the year	(651)	(732)
Adjustments for:		
Depreciation	7	37
Share based payment charge	22	117
Interest expense and finance charge	38	-
Unrealised foreign exchange gain	-	67
Changes in non-cash working capital items:		
(Increase)/decrease in receivables	(35)	4
Decrease in prepaid assets	41	-
Increase in trade and other payables	226	482
<b>Net cash used in operating activities</b>	<b>(352)</b>	<b>(25)</b>
<b>Investing activities</b>		
Purchase of intangible assets	(499)	(397)
<b>Net cash used in investing activities</b>	<b>(499)</b>	<b>(397)</b>
<b>Financing activities</b>		
Net proceeds from issue of shares	706	-
Net proceeds from convertible loan note	250	-
<b>Net cash generated by financing activities</b>	<b>968</b>	<b>-</b>
Loss on exchange rate changes on cash and cash equivalents	(72)	13
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>33</b>	<b>(409)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>66</b>	<b>475</b>
<b>Cash and cash equivalents, end of year</b>	<b>99</b>	<b>66</b>

The accompanying notes to the consolidated financial statements are an integral part of these statements.

**URU Metals Limited**  
**Consolidated Statement of Changes in Equity**  
**For the Year Ended 31 March 2021**

**Equity attributable to shareholders**

	Share Capital \$'000	Share Premium \$'000	Share Option and Warrants Reserve \$'000	Foreign Currency Translation Reserve \$'000	Accumulated Deficit \$'000	Total \$'000
<b>At 31 March 2019</b>	<b>7,806</b>	<b>46,938</b>	<b>2,344</b>	<b>(1,314)</b>	<b>(53,839)</b>	<b>1,935</b>
Share-based compensation	-	-	117	-	-	117
Net loss and comprehensive loss for the period	-	-	-	(62)	(732)	(794)
<b>At 31 March 2020</b>	<b>7,806</b>	<b>46,938</b>	<b>2,461</b>	<b>(1,376)</b>	<b>(54,571)</b>	<b>1,258</b>
Shares issued in private placement	4	714	-	-	-	718
Share issue costs	-	(12)	-	-	-	(12)
Shares issued in settlement of debt	5	430	-	-	-	435
Share-based payment charge	-	-	22	-	-	22
Net loss and comprehensive loss for the period	-	-	-	479	(651)	(172)
<b>At 31 March 2021</b>	<b>7,815</b>	<b>48,070</b>	<b>2,483</b>	<b>(897)</b>	<b>(55,222)</b>	<b>2,249</b>

The accompanying notes to the consolidated financial statements are an integral part of these statements.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**1. General information**

URU Metals Limited (the “Company”), formerly known as Niger Uranium Limited, and before that, as UraMin Niger Limited, was incorporated in the British Virgin Islands (“BVI”) on 21 May 2007. The Company’s shares were admitted to trading on AIM, a market operated by the London Stock Exchange on 12 September 2007. The address of the Company’s registered office is Intertrust, P.O. Box 92, Road Town, Tortola, British Virgin Islands, and its principal office is Suite 401, 4 King Street West, Toronto, Ontario, Canada, M5H 1A1.

The consolidated financial statements of the Group for the year ended 31 March 2021 comprise the Company and its subsidiaries.

**2. Nature of operations**

During the year ended 31 March 2021, the Group's principal business activities were the exploration and development of mineral properties in South Africa.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and development programs will result in profitable mining operations. The Group has not yet established whether its mineral properties contain reserves that are economically recoverable. Changes in future conditions could require material write-downs of the carrying values of mineral properties.

The Group is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage of development. These risks include, but are not limited to:

- Dependence on key individuals;
- Receipt and maintenance of all required exploration permits and property titles;
- Successful development; and
- The ability to secure adequate financing to meet the minimum capital required to successfully develop the Group's projects and continue as a going concern.

**3. Basis of preparation**

The annual consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Financial Reporting Interpretations Committee (“IFRIC”) interpretations. The Group has consistently applied the accounting policies detailed below throughout all periods presented.

The consolidated financial statements have been prepared on a historical cost basis convention, as modified by the revaluation of financial assets at fair value through other comprehensive income.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**3. Basis of preparation (continued)**

Items included in the consolidated financial statements for each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the “functional currency”). Similarly, the Group reports its results in a specified currency (the “presentation currency”). The functional currencies of the Company and its subsidiaries (with their abbreviation defined in note 6) are set out in the table below:

URU Metals Limited ("URU")	CAD
Niger Uranium Societe Anonyme ("NUSA")	CFA
8373825 Canada Inc. ("Nueltin")	CAD
Svenska Skifferoljeaktiebolaget ("SSOAB")	SEK
Southern Africa Nickel Ltd. ("SAN Ltd")	USD
Zeb Nickel Company (Pty) Ltd. ("ZEB")	USD
Floza Capital Management Limited ("FLO")	USD
Umnex Minerals Limpopo Pty ("UML")	USD
Lesego Platinum Uitloop Pty ("LPU")	USD

All of the Company’s subsidiaries were dormant in the year except Zeb Nickel Company (Pty) Ltd. The holdings in UML and LPU are held indirectly through ZEB.

Zeb Nickel Company (Pty) Ltd. was incorporated in South Africa on 6 November 2020. On 6 November 2020 URU Metals Limited transferred its shares in UML to Zeb Nickel Company (Pty) Ltd. in exchange for 120 ordinary shares in Zeb Nickel Company (Pty) Ltd.

The Group’s consolidated financial statements are presented in US Dollars, rounded to the nearest thousand.

In accordance with IAS 21, Effects of Changes in Foreign Exchange Rates (“IAS 21”), Group entities and operations whose functional currencies differ from the presentation currency are translated into US dollars.

- Monetary assets and liabilities are translated at the closing rate as at the date of the statement of financial position;
- Income and expenses are translated at the average rate of exchange for the reporting period;
- Equity balances are initially translated at closing exchange rates and subsequent balances are translated at historical rates; and
- Translation gains and losses are recognised in consolidated other comprehensive income and are reported as such in accumulated other comprehensive income.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Summary of significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

**(a) Going concern**

These consolidated financial statements have been prepared based on accounting principles applicable to a going concern, which assume that the Group will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of business. As at 31 March 2021 the Group had net current liabilities of \$1,525,000 (2020: \$1,514,000) including cash and cash equivalents of \$99,000 (2020: \$66,000). The Company raised approximately \$718,000 in an equity financing during the year and raised a further \$250,000 by the issuance of a convertible loan note in May 2020. However the Company has not achieved profitable operation and expects to incur further losses in the development of business.

In August 2021 following the acquisition of Zeb Nickel Company (Pty) Ltd by Blue Rhino Capital Corp. (renamed Zeb Nickel Corp.) Zeb Nickel Corp. raised gross proceeds of CAD\$2,800,000 to finance the ongoing Zeb Nickel project.

The Directors have considered the continued impact of the COVID-19 pandemic, and the measures taken to contain it, on the Group. Due to the nature of the Group's activities, there has been limited impact on the business with a request for the extension of the Environmental Impact Assessment (EIA) process being granted by the DMRE and the EIA subsequently submitted to the DMRE on 15 January 2021.

The Directors have prepared detailed financial forecasts and cash flows for the twelve months from the date of signing these financial statements. In developing these forecasts, the Directors have made assumptions based upon their view of current and future economic conditions over the forecast period. The Directors have considered the funding of requirements of the Group and in particular the Zeb Nickel project. The Directors consider that the Group will be able to meet its ongoing liabilities at they fall due for at least a period of twelve months from the date of signing of these financial statements. Accordingly the Directors have prepared these consolidated financial statements on the going concern basis.

**4. Significant accounting policies (continued)**

**(b) Basis of consolidation**

*Subsidiaries*

Subsidiaries are all entities that are controlled by the Group. The definition of control involves three elements; power over the investee, exposure or rights to variable returns and the ability to use power over the investee to affect the amount of the investors' returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or other comprehensive loss.

Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

*Associates*

Associates are entities over which the Group exercises significant influence but does not exercise control. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost, which includes goodwill identified on acquisition, net of any accumulated impairment loss. The Group's share of its associate's profits or losses after acquisition of its interest is recognised in profit or loss and cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Where the Group's share of losses of an associate equals or exceeds the carrying amount of the investment, the Group only recognises further losses where it has incurred obligations or made payments on behalf of the associate.

*Financial asset at fair value through other comprehensive income*

Financial assets consist of equity investments in other companies or limited partnerships where the Group does not exercise either control or significant influence.

Financial assets are shown at fair value at each reporting date with changes in fair value being shown in Other Comprehensive Income, or at cost less any necessary provision for impairment where a reliable estimate of fair value is not able to be determined.

*Joint arrangements, joint operations and joint ventures*

A joint arrangement is a contractual arrangement in which two or more parties have joint control. Joint control only exists when decisions require unanimous consent of the parties sharing that control. A joint arrangement is either a joint operation, where the parties have rights to the assets and obligations of the operation and thus recognise its share of the assets, liabilities, and operations, or a joint venture, where the parties have rights to the net assets or the obligation, and thus recognise their interest as an investment using the equity method.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(b) Basis of consolidation (continued)**

*Transactions eliminated on consolidation*

Intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

**(c) Foreign currency transactions**

*i) Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in consolidated statement of other comprehensive income.

*ii) Foreign operations*

The assets and liabilities of operations, including goodwill and fair value adjustments arising on acquisition, are translated to the Group presentation currency (where different) at exchange rates at the reporting date. The income and expenses of foreign operations are translated to the Group presentation currency at average exchange rates, unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions. Equity balances are translated to presentation currency at historical exchange rates.

Foreign currency differences are recognised directly in other comprehensive income and such differences have been recognised in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in other comprehensive income in the FCTR.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(d) Property, plant and equipment**

Items of property, plant and equipment are measured at historical cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment was determined by reference to the cost at the date of acquisition.

Historical cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of replacing part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of plant and equipment are recognised in profit or loss as incurred.

Gains and losses on disposal of an item of plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of plant and equipment, and are recognised net within the statement of comprehensive income.

Depreciation is calculated over the depreciable amount, which is the cost of the asset, less its residual value. If the useful lives and depreciation methods are the same for significant parts of assets, these are not depreciated on a component basis. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of plant and equipment as follows:

Field equipment	3 years
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**(e) Exploration costs and intangible assets**

Exploration and evaluation costs are capitalised on a project-by-project basis, pending determination of the technical feasibility and the commercial viability of the project. In accordance with IFRS 6, 'Exploration for and Evaluation of Mineral Resources', the Group allocates costs incurred to cash generating units (CGUs), which are projects, or groups of projects, which share a consistent profile and proximity. Exploration costs are presented in intangible assets in the Statement of Financial Position.

Capitalised costs include costs directly related to the exploration and evaluation activities in the CGU.

General and administrative costs are allocated to the exploration property to the extent that the costs are directly related to activities in the relevant areas of interest. Costs incurred before the legal rights are obtained to explore an area and costs relating to a relinquished or abandoned licence are recognised in profit or loss.

Exploration and evaluation assets shall be assessed for impairment at each reporting period in accordance with IFRS 6, and any impairment loss is recognised in profit or loss.

Once technical feasibility and commercial viability have been established, exploration assets attributable to those projects are tested for impairment and reclassified from exploration properties to development properties.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(e) Exploration costs and intangible assets (continued)**

Mineral property acquisition costs, and exploration and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Group, are capitalised until the property to which they relate is placed into production, sold, allowed to lapse or abandoned.

**(f) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less from inception which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

**(g) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets and financial liabilities

Financial assets and financial liabilities are classified into one of three categories as summarised in the table below:

<b>Category</b>	<b>Derivative status</b>	<b>Initial measurement</b>	<b>Subsequent to initial recognition, held at:</b>	<b>URU's assets in the category</b>
Amortised cost	Non-derivative	Fair value	Amortised cost using the effective interest method	Trade and other receivables
Amortised cost	Non-derivative	Fair value	Same as above	Cash and cash equivalents
Other financial liabilities	Non-derivative	Fair value	Same as above	Trade and other payables
Other financial liabilities	Non-derivative	Fair value	Fair value through profit and loss	Contingent consideration
Fair value through other comprehensive income	Non-derivative	Fair value	Fair value through profit and loss	Marketable securities

The classification is determined at initial recognition and depends on the nature and the purpose of the financial asset. Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(g) Financial instruments (continued)**

*Financial assets at amortised cost*

A financial asset shall be classified at amortised cost if both of the following conditions are met and is not designated at FVTPL: (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

*Other financial liabilities*

The Group initially recognises financial liabilities on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities are recognised initially at fair value plus any directly attributable transaction costs.

*Financial assets at fair value*

*Fair value determination*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company has no financial instruments carried at fair value as at 31 March 2021 other than the investment in Management Resource Solutions Plc (MRS) which is a Level 2 financial asset at fair value.

At 31 March 2021 and 31 March 2020 the Group held 17,550,000 ordinary shares in MRS. On 4 September 2019 the London Exchange Stock Exchange suspended the trading of MRS shares as two of the company's principal subsidiaries were placed into administration. As a result the Group recorded a full impairment of the MRS shares in the year ended 31 March 2019. The MRS share listing was cancelled on 5 March 2020 and the company was placed into administration in November 2020. Management have assessed the carrying value of the investment in MRS shares and have determined the carrying value remained \$nil at 31 March 2021 and 31 March 2020.

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term, or if it is a derivative financial instrument. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise, they are classified as non-current. Securities in privately held companies are initially recorded at cost, being the fair value at the time of acquisition. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuation in the consolidated financial statements. These are included in Level 1 as disclosed in note 6.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(g) Financial instruments (continued)**

*Financial assets at fair value (continued)*

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met: (a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Changes in fair values of financial assets through other comprehensive income are presented as fair value gain or loss on investment in the consolidated statement of comprehensive income, and within operating activities in the statement of cash flows.

(ii) Derecognition of financial assets and financial liabilities

A financial asset is derecognised when the contractual right to the asset's cash flows expire or if the Group transfers the financial asset and substantially all risks and rewards of ownership to another entity. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

(iii) Offset

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**(h) Impairment of assets**

(i) Financial assets

Financial assets are assessed for indicators of impairment at each reporting period end. Financial assets are impaired when there is objective evidence that the estimated future cash flows of the financial assets have been affected by one or more events that occurred after the initial recognition of the financial asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairments loss to decrease, the decrease in impairment loss is reversed through profit or loss.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(h) Impairment of assets (continued)**

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. Fair value less cost of disposal is determined as the amount that would be obtained from the disposal of the assets in an arm's length transaction between knowledgeable and willing parties.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(i) Income tax**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(i) Income tax (continued)**

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(j) Loss per share**

The Group presents basic and diluted loss per share (“EPS”) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares in issue during the period. Diluted earnings or loss per share is similar to basic earnings or loss per share, except that the denominator is adjusted to include the dilutive potential ordinary shares that would have been outstanding assuming that options and warrants with an average market price for the year greater than their exercise price are exercised and the proceeds used to repurchase ordinary shares.

**(k) Segmental reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. All operating segments’ operating results are reviewed regularly by the Group’s chief operating decision maker, the CEO, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

**(l) Employee benefits**

*Pension obligations and other post-employment benefits*

The Group does not offer any pension and/or post-employment benefits to employees.

*Short-term employee benefits*

Short-term employee benefits obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonuses if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(l) Employee benefits (continued)**

*Share-based compensation*

The Group operates an equity-settled, share-based compensation plan, The Niger Uranium Limited Share Option Plan 2008. The grant date fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions, such as forfeiture rates, are included in assumptions about the number of options that are expected to vest. At each reporting date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**(m) Convertible debentures**

The liability and equity components of convertible debentures are presented separately on the statement of financial position, starting from initial recognition. The Company determines the carrying amount of the financial liability by discounting the stream of future payments at the prevailing market rate for a similar liability of comparable credit status and substantially providing the same cash flows. Subsequently, the liability component is then increased by accretion of the discounted amounts to reach the nominal value of the convertible debenture at maturity, which is recorded in the statement of loss and comprehensive loss as finance costs.

The carrying amount of the equity component is calculated by deducting the carrying amount of the financial liability from the amount of the convertible debenture, and is presented in equity as an equity component of convertible debenture. The equity component is not re-measured subsequent to initial recognition, except on conversion or expiry.

**(n) New accounting standards and interpretations**

Certain new accounting standards and interpretations have been published that are not mandatory for the current period and have not been early adopted. These standards are not expected to have a material impact on the Group in the current or future reporting periods.

The Group adopted the following new and amended relevant IFRS in the year:

IFRS 7	Financial Instruments: Disclosures – amendments regarding pre-replacement issues in the context of the IBOR reform
IFRS 9	Financial Instruments – amendments regarding pre-replacement issues in the context of the IBOR reform
IAS 1	Presentation of Financial Statements – amendments regarding the definition of materiality
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors – amendments regarding the definition of materiality

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**4. Significant accounting policies (continued)**

**(n) New accounting standards and interpretations (continued)**

The International Accounting Standards Board (“IASB”) has issued/revised a number of relevant standards. Any standards that are not deemed relevant to the operations of the Group have been excluded. The Directors have chosen not to early adopt these standards and interpretations and they do not anticipate that they would have a material impact on the Company’s financial statements in the period of initial application.

	<u>Effective date</u>
Financial Instruments: Disclosures – amendments regarding replacement issues in the context of the IBOR reform	1 January 2021
Financial Instruments - amendments regarding replacement issues in the context of the IBOR reform	1 January 2021
Financial Instruments - amendments resulting from Annual Improvements to IFRS Standards 2018-2020 (fees in the “10 per cent” test for derecognition of financial liabilities)	1 January 2022
Presentation of Financial Statements – amendments regarding the classification of liabilities	1 January 2023
Presentation of Financial Statements – amendments regarding the disclosure of accounting policies	1 January 2023
Accounting Policies, Changes in Accounting Estimates and Errors – amendments regarding the definition of accounting estimates	1 January 2023
Provisions, Contingent Liabilities and Contingent Assets – amendments regarding the costs to include when assessing whether a contract is onerous	1 January 2022

**5. Critical Accounting Estimates and Judgements**

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement and make estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The Group makes estimations and assumptions concerning the future. The resulting accounting estimates may not equal the related actual results.

The estimates, assumptions and judgements which have a significant risk of causing material adjustment to the carrying amount of assets and liabilities are:

***Determination of the Functional Currency***

The Group comprises several entities in three different countries; Canada, South Africa and Sweden. The statutory financial statements of each entity, where required, are prepared using the functional currency of the country where it is registered to do business except where management have chosen a more appropriate currency as the functional currency. On preparation of the consolidated financial statements management chooses an appropriate exchange rate to translate each of the functional currencies to the presentational currency. The consolidated financial statements are presented in USD. These judgements may change if future events dictate that a more appropriate presentational currency should be adopted.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**5. Critical Accounting Estimates and Judgements (continued)**

*Impairment of exploration and evaluation expenditure (intangible assets)*

At 31 March 2021 the carrying value of intangible assets of the Group were \$3,774,000 (2020: \$2,724,000). The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not yet reached a stage that permits a reasonable assessment of the existence of reserves. The directors have carried out an assessment of the carrying value of exploration and evaluation expenditure and any required impairment in accordance with the accounting policy in note 4.

*Share based payments*

The Company has issued share options to Directors and advisors. The Black Scholes model is used to calculate the appropriate charge for these options. The use of this model to calculate a charge involves a number of estimates and judgements to establish the appropriate inputs to be entered into the model, including areas such as the use of appropriate interest and dividend rates, exercise restrictions and behavioral considerations. A significant element of judgement is therefore involved in the calculation of the charge.

*Calculation and recognition of contingent consideration*

The Group is exposed to potential contingent consideration from previous acquisitions as detailed in note 11. Management exercises judgement in assessing whether the contingent consideration should be recognised in the consolidated financial statements.

**6. Financial risk management**

The Group's Board of Directors monitors and manages the financial risks relating to the operations of the Group. These include credit risk, liquidity risk and market risk which includes foreign currency and interest rate risks.

*Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's credit risk is primarily attributable to the Group's cash and cash equivalents and trade and other receivables. The Group has no allowance for impairment that might represent an estimate of incurred losses on other receivables. The Group has cash and cash equivalents of \$99,000 (2020: \$66,000), which represent the maximum credit exposure on these assets. As at 31 March 2021, the majority of the cash and cash equivalents were held with a major Canadian chartered bank from which management believes the risk of loss to be minimal.

*Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically the Group tries to ensure that it has sufficient cash on demand to meet expected operational expenses for a period of twelve months, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. Management monitors the rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows.

**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

**6. Financial risk management (continued)**

The following are the contractual maturities of financial liabilities:

	Carrying amount \$'000	Contractual cash flows \$'000	6 months or less \$'000	6 months to 5 years \$'000
<b>31 March 2021</b>				
Trade and other payables	1,443	1,443	1,443	-
Convertible loan note	276	276	276	-
<b>31 March 2020</b>				
Trade and other payables	1,640	1,640	1,640	-

*Market risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's loss or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency rate risk

The Group, operating internationally, is exposed to currency risk on purchases that are denominated in a currency other than the functional currency of the Group's entities, primarily Pound Sterling ("GBP"), the Canadian Dollar ("CAD"), the South African Rand ("ZAR"), Swedish Krona ("SEK") and the US Dollar ("USD").

The Group does not hedge its exposure to currency risk.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances.

The Group's exposure to foreign currency risk, based on notional amounts, was as follows:

	USD \$'000	ZAR \$'000	GBP \$'000	SEK \$'000	CAD \$'000	Total \$'000
<b>31 March 2021</b>						
Cash and cash equivalents	78	-	17	-	4	99
Trade and other receivables	-	-	-	-	95	95
Trade and other payables	(25)	(247)	(423)	(50)	(698)	(1,443)
Convertible loan note	(276)	-	-	-	-	(276)
<b>31 March 2020</b>						
Cash and cash equivalents	50	-	5	-	11	66
Trade and other receivables	-	-	-	-	60	60
Trade and other payables	-	(191)	(380)	(49)	(1,020)	(1,640)

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**6. Financial risk management (continued)**

Interest rate risk

The financial assets and liabilities of the Group are subject to interest rate risk, based on changes in the prevailing interest rate. The Group does not enter into interest rate swap or derivative contracts. The primary goal of the Group's investment strategy is to make timely investments in listed or unlisted mining and mineral development properties to optimize shareholder value. Where appropriate, the Group will act as an active investor and will strive to advance corporate actions that deliver value adding outcomes. The Group will undertake joint ventures with companies that have the potential to realise value through mineral project development, and invest substantially in those joint ventures to advance asset development over the near term.

Sensitivity analysis

A 10% strengthening of the USD against the following currencies at the year end would have increased/(decreased) equity and profit or loss by the amounts shown below. This was determined by recalculating the foreign currency balances held using a 10% greater exchange rate to the USD. This analysis assumes that all other variables, in particular interest rates, remain constant.

	31 March 2021		31 March 2020	
	Equity \$'000	Profit or loss \$'000	Equity \$'000	Profit or loss \$'000
GBP	-	(40)	-	(38)
CAD	-	(60)	-	(95)
SEK	-	(5)	-	(5)
ZAR	-	(25)	-	(19)

**7. Capital risk management**

The Group includes its share capital, share premium, reserves and accumulated deficit as capital. The Group's objective is to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk. In light of economic changes and with the risk characteristics of the underlying assets, the Group manages the capital structure and makes adjustments to it. As the Group has no cash flow from operations and in order to maintain or adjust the capital structure, the Group may issue new shares, issue debt and/or find a strategic partner. The Group is not subject to externally imposed capital requirements.

The Group prepares annual expenditure budgets to facilitate the management of its capital requirements and updates them as necessary depending on various factors such as capital deployment and general industry conditions. During the year ended 31 March 2021 there were no changes in the Group's approach to capital management.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**8. Earnings per Share**

The calculation of basic and diluted earnings per share is based on the result attributable to shareholders divided by the weighted average number of ordinary shares in issue in the year.

Basic earnings per share amounts are calculated by dividing net 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 Company has potentially issuable shares which relate to share options issued to directors and third parties. In the years ended 31 March 2021 and 31 March 2020 none of the options had a dilutive effect on the loss in the two years.

	<b>As at 31 March 2021 \$'000</b>	<b>As at 31 March 2020 \$'000</b>
Loss used in calculating basic and diluted earnings per share (US dollars)	(651)	(732)
<b>Number of shares</b>		
Weighted average number of shares for the purpose of basic earnings per share	1,472,057	779,944
Weighted average number of shares for the purpose of diluted earnings per share	1,472,057	779,944
Basic loss per share (US dollars)	(0.44)	(0.94)
Diluted loss per share (US dollars)	(0.44)	(0.94)

**9. Long-term prepaid assets**

	<b>31 March 2021 \$'000</b>	<b>31 March 2020 \$'000</b>
Long-term prepaid assets	-	41

On determination that an impairment charge was required for the Group's SSOAB Licences project, the Group identified a long-term prepaid asset for future drilling costs that may be applied to projects undertaken in other locations. Accordingly, the long-term prepaid asset was transferred out of intangible assets. During the year ended 31 March 2021, the Group expensed the long-term prepaid asset.

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**URU Metals Limited**  
**Notes to Consolidated Financial Statements**  
**For the Year Ended 31 March 2021**

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**10. Property, plant and equipment**

<i><b>COST</b></i>	<b>Field equipment \$'000</b>
At 31 March 2019	118
Impact of foreign exchange	(4)
At 31 March 2020 and 2021	<b>114</b>
<hr/>	
<i><b>ACCUMULATED DEPRECIATION</b></i>	<b>Field equipment \$'000</b>
At 31 March 2019	75
Depreciation for the year	37
Impact of foreign exchange	(5)
At 31 March 2020	<b>107</b>
Depreciation for the year	7
At 31 March 2021	<b>114</b>
<hr/>	
<i><b>CARRYING VALUE</b></i>	<b>Field equipment \$'000</b>
At 31 March 2020	7
At 31 March 2021	-

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**11. Intangible assets**

*Exploration costs*

<b><i>COST</i></b>	<b>\$'000</b>
At 31 March 2019	<b>5,093</b>
Additions	397
Foreign exchange	(310)
At 31 March 2020	<b>5,180</b>
Additions	499
Foreign exchange	881
At 31 March 2021	<b>6,560</b>
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>	<b>\$'000</b>
At 31 March 2019	<b>2,622</b>
Foreign exchange	(166)
At 31 March 2020	<b>2,456</b>
Foreign exchange	330
At 31 March 2021	<b>2,786</b>
<b>CARRYING VALUE</b>	<b>\$'000</b>
At 31 March 2020	<b>2,724</b>
At 31 March 2021	<b>3,774</b>

The Group has operated three distinct projects, SSOAB Licences, Nueltin Licence and the South African Projects as detailed below.

The Group's exploration costs in respect of its SSOAB Licences project of \$1,145,000 were fully impaired at 31 March 2016 and the exploration costs in respect of its Nueltin Licence project of \$153,000 were fully impaired at 31 March 2015. The Burgersfort South African project was fully impaired at 31 March 2019. At 31 March 2021 and 31 March 2020, exploration costs, amortisation and impairment and carrying value detailed in the above table are in respect of the Zebediela Nickel Project only, as described below.

**SSOAB Licences**

SSOAB (as defined in note 3) had 100% ownership of several exploration licences near the town of Örebro, Sweden. The Swedish licences are considered to be a single project, and thus to be one CGU. During the year ended 31 March 2016, due to the continued decline of the prices of oil and uranium, the Group decided not to pursue the development of SSOAB properties and therefore determined that the recoverable amount of the intangible assets under the SSOAB properties was estimated to be \$nil. The Group fully impaired the intangible assets in the consolidated statement of financial position for the year ended 31 March 2016. The foreign currency reserve of SSOAB was reclassified from equity to the consolidated statement of comprehensive income in the year ended 31 March 2017.

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**11. Intangible assets (continued)**

**Nueltin Licence**

Nueltin (as defined in note 3) was party to an option agreement with Cameco Corporation ("Cameco"), the holder of a licence located in the Nunavut Territory of Canada. Under the agreement, Nueltin could earn 51% interest in the project from Cameco in return for exclusively funding CDN\$2.5 million in exploration expenditure by 31 December 2016. The Cameco project was considered to be one CGU. The Group fully impaired the intangible assets in the consolidated statement of financial position in the year ended 31 March 2015 as the Group had no plans to pursue the project in Nunavut Territory and thus let the option expire.

**South African Projects**

In November 2013, the Group acquired (i) a 100% interest in Southern Africa Nickel Limited ("SAN Ltd.") which had been the Group's joint venture partner since 2010 on the Zebediela Nickel Project and (ii) a 50% interest in the Burgersfort Project. SAN Ltd in turn had a 74% interest in a joint operation (the "SAN-Umnex Joint Venture"). The remaining 26% was held by Umnex Mineral Holdings Pty ("UMH"), which had title to the Zebediela licences through its subsidiary, UML. With the Group's acquisition of SAN Ltd., the SAN-URU joint venture was dissolved and San Ltd. obtained ownership of the JV's 50% interest in the Burgersfort Project with BSC Resources as the other party to the agreement. On 10 April 2014, SAN Ltd. and UMH agreed that SAN Ltd. would purchase 100% of Umnex Minerals Limpopo Pty ("UML") from UMH for consideration of 33,194,181 new Group shares and 8,000,000 bonus shares issued to directors and officers for their services in the acquisition of UML.

The Zebediela Nickel Project extends over three separate adjacent prospecting rights in the Limpopo Province of South Africa. All three rights are now held by Lesego Platinum Uitloop Pty ("LPU"), which in turn is 100% owned by UML and which in turn is 100% owned by Zeb Nickel Company (Pty) Ltd. from 6 November 2020.

All three rights are currently compliant with minimum expenditure obligations, annual report submissions, annual prospecting fees, and submitted prospecting work programs.

Under the terms of the acquisition agreement, UMH is permitted to return the shares and take back the licences should the Group:

- fail to maintain adequate cash funds to meet its general and project expenditure obligations, or
- fail to meet the purchased rights' minimum statutory expenditure obligations

As at 31 March 2021, the "general and project expenditure obligations" and the "minimum statutory expenditure obligations" of the general and project expenditure obligations had not been determined.

Additionally, conditional consideration of 12,000 free-trading shares is payable if either 1) a transaction is consummated by the Group to sell, farm-out, or similarly dispose of any portion of a mineral project on some or all of the mining titles, or 2) a mining right is obtained from DMRE in respect of some or all of the rights, or 3) an effective change of control of the Group occurs. As at 31 March 2021 none of the above conditions have occurred.

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**11. Intangible assets (continued)**

On 19 April 2017, the Group entered into a Corporate and Management Services Agreement (the "Agreement") with UMH. As per the Agreement, UMH shall provide to UML services including project management, coordination of mining rights application, mineral rights management, finance and accounting, technical, metallurgical, engineering and geological services and corporate finance and capital raising. In exchange of the services, UMH will earning the following fees:

1. Once the Bankable Feasibility Study commences a monthly retainer of ZAR150,000 until then a monthly retainer of ZAR75,000 will be paid;
2. First right of offer for technical, metallurgical, engineering and geological services at market related pricing;
3. Capital raising and corporate finance fees of 5% of the transaction value of capital raised through UMH sources;
4. UMH will be issued a 1.5% royalty on all revenue generated from the Zebediela project. 1% of the royalty can be purchased back by the Company or its successor for the amount of \$2 million provided that the Company exercises this right within 24 months of the Mining Right being issued by the Department of Mineral Resources of South Africa.

On 4 December 2018 the Company announced that the DMRE had formally approved and executed the renewal of the primary prospecting right. The right will expire on 2 December 2021.

On 19 February 2020, the DMRE formally accepted the Final Scoping Report and granted approval for the Environmental Impact Assessment (EIA) phase to proceed. An extension was granted on 28 August 2020 for the delays caused by the COVID-19 lockdown measures.

On 18 January 2021, the DMRE formally acknowledged receipt of the EIA which was formally submitted on 15 January 2021.

**12. Trade and other receivables**

	<b>As at 31 March 2021 \$'000</b>	<b>As at 31 March 2020 \$'000</b>
Other receivables	<b>95</b>	<b>60</b>

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**13. Convertible loan note**

On 6 May 2020, the Company issued a convertible loan note (“Convertible Loan Note”) for \$250,000 to Boothbay Absolute Return Strategies LP (“Boothbay”). The Convertible Loan Note can be increased to \$500,000 prior to the maturity of the Loan Note on 31 May 2021 or such later date as the Company may in its sole discretion determine. The Convertible Loan Note is unsecured, bears no interest and is convertible at the lower of:

- (i) a voluntary conversion price triggered on serving a conversion notice (being 85 pence per share for a period of 90 days from the date of the Loan Note (“Notice Period”); and following expiry of the 90 day period, a 35% discount to the Volume Weighted Average Price (“VWAP”) per share in the 5 trading days prior to the noteholder serving a conversion notice);
- (ii) on an equity fund raising of not less than US\$5 million (excluding a Loan Note conversion), a 35% discount to the price per share paid by investors on such a fund raising;
- (iii) on a share sale (meaning a sale of Ordinary Shares giving control of the Company, whether for cash and/or by way of exchange for shares in another company and/or for other consideration, and whether or not control of the Company changes as a result of such transaction), a 35 per cent. discount to the price per share paid on the share sale; or
- (iv) if there is no conversion notice served, fund raising or share sale prior to the maturity date, at a 35% discount to the VWAP per share in the 5 trading days prior to the maturity date.

On 6 August 2020, the Company extended the Notice Period relating to the Convertible Loan Note, as previously announced on 6 May 2020, for a further 90 days with effect from 6 August 2020.

On 4 November 2020, the Company extended the notice period relating to the Convertible Loan Note, as previously announced on 6 May 2020 and extended on 6 August 2020, for a further 90 days with effect from 4 November 2020.

On 24 May 2021 the Company increased the Convertible Loan Note to \$500,000 and extended the notice period relating to the Convertible Loan Note, as previously announced on 6 May 2020 and extended on 6 August 2020 and 4 November 2020, to 31 May 2022.

The Company accrued a transaction cost of \$12,500 which is included in trade and other payables.

During the year ended 31 March 2021, the Company recorded accretion of \$28,000 and amortisation of capitalised transaction costs of \$11,000 and as at 31 March 2021, the carrying value of the Convertible Loan Note was \$276,000.

**14. Share capital and share premium**

	Number of shares	Share capital \$'000	Share premium \$'000	Total \$'000
At 31 March 2019 and 31 March 2020	780,571	7,806	46,938	54,744
Shares issued in private placement	357,294	4	702	706
Shares issued in settlement of debt	508,826	5	430	435
At 31 March 2021	1,646,691	7,815	48,070	55,885

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**14. Share capital and share premium (continued)**

On 6 May 2020, the Company raised approximately £200,000 through the subscription for 235,294 ordinary shares at £0.85 per share. Each share has an attached warrant with an exercise period of 18 months and are exercisable at £0.85. The Company also issued 470,588 ordinary shares at £0.85 per share to Alegana Enterprises Limited (a company controlled by J. Zorbas) in lieu of unpaid director fees and salaries, as detailed in note 17. Each share has an attached warrant with an exercise period of 18 months and are exercisable at £0.85.

On 25 November 2020 the company raised £280,600 through the subscription of 122,000 shares at a price of £2.30 per share.

On 26 November 2020 the Company issued 32,858 shares at £2.45 per share in settlement of accrued management fees and issued 5,380 shares at £2.30 per share in settlement of fees due to an adviser.

*Issued shares*

All issued shares are fully paid up.

Authorised: unlimited number of common shares. There are no preferences or restrictions attached to any classes of common shares.

*Unissued shares*

In terms of the BVI Business Companies Act, any unissued shares are under the control of the Directors.

*Dividends*

Dividends declared and paid by the Group were \$nil for the year ended 31 March 2021 (2020 - \$nil).

**15. Reserves**

(a) Share option and warrants reserve

The Share Option Plan is administered by the Board of Directors, which determines individual eligibility under the plan for optioning to each individual. Below is disclosure of the movement of the Group's share options as well as a reconciliation of the number and weighted average exercise price of the Group's share options outstanding on 31 March 2021 and 31 March 2020.

The assessed fair value at grant date is determined using the Black-Scholes Model that takes into account the exercise price, the term of the option, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

No stock options were granted during the years ended 31 March 2021 and 31 March 2020.

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**15. Reserves (continued)**

(i) Reconciliation of share options outstanding as at 31 March 2021:

<b>Exercise prices (£)</b>	<b>Weighted average remaining life (years)</b>	<b>Number of options outstanding</b>	<b>Number exercisable</b>
0.60	1.15	15,050	15,050
0.90	1.15	15,150	15,150
0.75	1.15	30,200	30,200

The inputs into the Black Scholes option pricing model for the options granted are as follows:

	<b>April 2017</b>	<b>April 2017</b>	<b>October 2020</b>
Exercise price (£)	60	90	49
Expected volatility	92.88%	92.88%	54.9%
Expected life	5 years	5 years	10 years
Risk-free interest rate	0.91%	0.91%	3.16%
Expected dividends	0.0%	0.0%	0.0%

(ii) Continuity and exercise price

The number and weighted average exercise prices of share options are as follows:

	<b>Number of options</b>	<b>Weighted average exercise price per share (£)</b>
At 31 March 2019 and 2020	32,833	70
Expired	(2,633)	49
As 31 March 2021	30,200	75

(iii) The following is a continuity of the Group's warrants granted.

	<b>Number of options</b>	<b>Weighted average exercise price per share (£)</b>
At 31 March 2019	100	3.45
Warrants expired	(100)	3.45
At 31 March 2020	-	-
Issued	705,882	0.85
At 31 March 2021	705,882	0.85

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**15. Reserves (continued)**

(iv) Reconciliation of warrants outstanding as at 31 March 2021:

<b>Exercise price (£)</b>	<b>Weighted average remaining life (years)</b>	<b>Number of warrants outstanding</b>	<b>Number exercisable</b>
0.85	0.60	705,882	705,882

(b) Foreign Currency Translation Reserve

The Foreign Currency Translation Reserve represents foreign currency differences recognised directly in other comprehensive income when assets and liabilities of foreign operations are translated to the Group's presentational currency at exchange rates at the reporting date and income and expenses are translated to the Group's presentational currency at average exchange rates.

**16. Trade and other payables**

	<b>As at 31 March 2021 \$'000</b>	<b>As at 31 March 2020 \$'000</b>
Trade and other payables	435	888
Accruals	1,008	752
	<b>1,443</b>	<b>1,640</b>

**17. Related party transactions**

*(a) Transactions with key management personnel*

During the year ended 31 March 2021, nil (2020 - nil) share options were granted to key management personnel (2020 - nil) as defined by IAS 24 'Related party disclosures'. Key management personnel include J. Peng, a senior employee of Marrelli Support Services Inc. (MSSI), a company which provides financial accounting services to the Group. The share options granted in the year ended 31 March 2018 expire on 19 April 2022.

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**17. Related party transactions (continued)**

The following share options, granted to current and past directors and management, were outstanding as at 31 March 2021.

<b>Directors/officers</b>	<b>Exercise price (£)</b>	<b>Number of options outstanding</b>	<b>Expiry date</b>
<b>Directors</b>			
J. Zorbas	60	5,000	19 April 2022
J. Zorbas	90	5,000	19 April 2022
J. Vieira	60	2,600	19 April 2022
J. Vieira	90	2,600	19 April 2022
<b>Management</b>			
J. Peng	60	1,000	19 April 2022
J. Peng	90	1,000	19 April 2022
<b>Former directors</b>			
D. Subotic	60	2,600	19 April 2022
D. Subotic	60	2,600	19 April 2022
H. Kloeppe	60	1,000	19 April 2022
H. Kloeppe	90	1,000	19 April 2022

*(b) Directors' remuneration*

	<b>Year ended 31 March 2021</b>	<b>Year ended 31 March 2020</b>
	<b>\$'000</b>	<b>\$'000</b>
Fees for services as director	<b>31</b>	32
Basic salary	<b>180</b>	183
<b>Total</b>	<b>211</b>	215

Included in trade and other payables in note 16 are amounts accrued in respect of director fees and salary of directors' of the Company in the year totalling \$579,000 (2020: \$895,000) being amounts due to J.Zorbas \$526,000 ( 2020:\$817,000); J Vieira \$36,000, (2020:\$48,000); and K. Appleby \$17,000 (2020: \$30,000).

At 31 March 2021, the Company was owed \$42,000 (2020: \$37,000) by Captor Capital Corp. a company of which J. Zorbas is a shareholder and Chief Executive Officer.

On 6 November 2020, the Company transferred its shares in UML to the Zeb Nickel Company (Pty) Ltd for 120 Ordinary shares of that company.

On 5 December 2020 Zeb Nickel Company (Pty) Ltd signed an Agreement for Services with the Company and incurred \$770,000 (Canadian \$980,000) consulting fees payable to URU under that agreement. During the period to 31 March 2021 URU paid \$279,000 on behalf of Zebediela Nickel for expenditure on intangible assets. As at 31 March 2021, the total amount payable to URU was \$1,086,000.

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**17. Related party transactions (continued)**

On 7 January 2021 the Company signed a Letter of Intent with Blue Rhino Capital Corp. a Toronto listed entity whereby Blue Rhino Capital Corp. proposed to acquire all of the issued and outstanding share capital of Zeb Nickel Company (Pty) Ltd in exchange for the Company acquiring a 79.85% shareholding in Blue Rhino Capital Corp.

The terms of the Letter of Intent were subsequently confirmed by the signing of a Sale Agreement between the Company and Blue Rhino Capital Corp. on 2 March 2021.

Pursuant to the terms of the Sale Agreement Blue Rhino Capital Corp. has completed the offering of 11,200,000 subscription receipts, at a price of Canadian \$0.25 per receipt, for gross proceeds of Canadian \$2,800,000.

Pursuant to the terms of the Sale Agreement, Blue Rhino Capital Corp. will consolidate its share capital on a 2.3-for-1 basis (the "Consolidation"), following which it will issue 41,000,000 post-Consolidation common shares (the "Consideration Shares") to the Company in consideration for all of the outstanding share capital of Zeb Nickel Company (Pty) Ltd.

Blue Rhino Capital Corp. will also assume all ongoing liabilities and obligations of Zeb Nickel Company (Pty) Ltd, which will include a 2.5% royalty on all revenue generated from Zeb Nickel's project in South Africa (the "Royalty"). One percent of the Royalty can be purchased for a one-time cash payment of US\$2,000,000 within 24 months of the granting of the mining right over the project.

**18. Loss before income tax**

The following items have been charged in arriving at the loss before income tax for the year:

	<b>Year ended 31 March 2021 \$'000</b>	<b>Year ended 31 March 2020 \$'000</b>
Auditors' remuneration	53	72
Directors' fees	31	31
Share-based compensation	22	117
Operating lease charges	-	7
Depreciation	7	37
Foreign exchange loss	18	67

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**19. Income tax expense and deferred taxation**

The Group is incorporated in the British Virgin Islands (BVI). The BVI Business Companies Act imposes no corporate or capital gains taxes and the Group's losses will also not result in an income tax recovery in the BVI. However, the Group may be liable for taxes in the jurisdictions where it operates or develops mining properties.

Effective 13 July 2012, the Group became resident in Canada, and is subject to income taxes at a combined federal and provincial statutory tax rate of 26.5% (2020 - 26.5%).

Income tax expense from the amount that would be computed by applying the Canadian federal and provincial statutory income tax rates to the loss for the year is as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$'000</b>	<b>\$'000</b>
Loss for the year before taxation	(651)	(732)
Expected income tax recovery	(173)	(194)
Benefit of losses not recognised	173	194

A deferred tax asset has not been recognised in respect of the losses because there is insufficient evidence of the timing of future taxable profits against which it can be recovered.

The significant components of the Group's unrecognised deductible temporary differences as at 31 March 2021 and 31 March 2020 are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$'000</b>	<b>\$'000</b>
Loss carry-forward	15,198	14,495
Share issuance costs	84	97
Other	982	982

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**20. Segmental information**

(a) Reportable segments

The Group has two reportable segments, as described below, which are the Group's strategic business units. Both are determined by the CEO, the Group's chief operating decision-maker, and have not changed in the year. The strategic business units offer different services, and are managed separately because they require different strategies.

The following summary describes the operations in each of the Group's reportable segments:

Exploration	Includes obtaining licenses and exploring these license areas
Corporate Office	Includes all Group administration and procurement

There are no other operations that meet any of the quantitative thresholds for determining reportable segments during the years ended 31 March 2021 or 31 March 2020.

There are varying levels of integration between the Exploration and Corporate Office reportable segments. This integration includes shared administration and procurement services.

Information regarding the results of each reportable segment is included below. Performance is measured based on segmented results. Any inter-segment transactions would be determined on an arm's length basis. Inter-segment pricing for the years ended 31 March 2021 and 31 March 2020 consisted of funding advanced from Corporate Office to Exploration.

(b) Operating segments

	Exploration		Corporate office		Total	
	2021	2020	2021	2020	2021	2020
<b>For the year ended 31 March</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Depreciation	(7)	(37)	-	-	(7)	(37)
Reportable segment loss before tax	(7)	(37)	(644)	(695)	(651)	(732)

<b>As at 31 March</b>	Exploration		Corporate office		Total	
	2021	2020	2021	2020	2021	2020
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Reportable segment assets	3,774	2,763	194	135	3,968	2,898
Reportable segment liabilities	(11)	(11)	(1,708)	(1,629)	(1,719)	(1,640)

(c) Geographical segments

During the years ended 31 March 2021 and 31 March 2020, business activities took place in Canada and South Africa. In presenting information based on the geographical segments, segment assets are based on the physical location of the assets.

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**20. Segmental information (continued)**

(c) Geographical segments (continued)

The following table presents segmented information on the Group's operations and loss for the year ended 31 March 2021 and assets and liabilities as at 31 March 2021:

	<b>Canada</b>	<b>Sweden</b>	<b>South Africa</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Net loss	(644)	-	(7)	<b>(651)</b>
Total assets	194	-	3,774	<b>3,968</b>
Non-current assets	-	-	3,774	<b>3,774</b>
Liabilities	(1,708)	(11)	-	<b>(1,719)</b>

The following table presents segmented information on the Group's operations and loss for the year ended 31 March 2020 and assets and liabilities as at 31 March 2020:

	<b>Canada</b>	<b>Sweden</b>	<b>South Africa</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Net loss	(695)	-	(37)	<b>(732)</b>
Total assets	135	-	2,763	<b>2,898</b>
Non-current assets	41	-	2,731	<b>2,772</b>
Liabilities	(1,629)	(11)	-	<b>(1,640)</b>

**21. Contingent liabilities**

The Group is subject to the conditional consideration in respect of the acquisition of UML as detailed in note 11.

**22. Events after the reporting date**

In August 2021 Blue Rhino Capital Corp. (renamed Zeb Nickel Corp.) completed its acquisition of Zeb Nickel Company (Pty) Ltd.

Immediately prior to completion of the acquisition Zeb Nickel Company (Pty) Ltd completed a consolidation of its issued and outstanding Common Shares on the basis of one new post-consolidation Common Share for every 2.3 pre-consolidation Common Shares (the "Consolidation"). The Consolidation reduced the number of outstanding Common Shares from 5,400,000 to 2,347,826.

In connection with the completion of the transaction, Zeb Nickel Corp. completed a private placement financing of 11,200,000 subscription receipts at price of CAD\$0.25 per receipt for gross proceeds of CAD\$2,800,000. The proceeds from the placement financing were released from escrow, following Zeb Nickel Corp. receiving all applicable regulatory approvals and completing the transaction.

The Company now holds 41,000,000 Common Shares in Zeb Nickel Corp. through its wholly owned subsidiary Floza Capital Management Limited representing approximately 74.82% of the issued and outstanding Common Shares of Zeb Nickel Corp.