29 May 2020

**Mining, Minerals & Metals plc**

**(“MMM” or the “Company”)**

**Full Year Results and Publication of Annual Report**

MMM (LSE: MMM), is a special purpose acquisition company developed to undertake an acquisition of one or more businesses (either shares or assets) that has operations involved in natural resource exploitation that it will then look to develop and expand.

The Board presents the results for the Company for the year ended 31 January 2020. These results cover the period prior to the Company’s Listing on the Main Market of the London Stock Exchange in March 2020. Because the Company published its IPO prospectus on 2 March 2020, these results have effectively been superseded by the information in the prospectus.

**Summary**

* Post year end: £0.52 million (gross of expenses) raised through a subscription on admission to the Official List of the London Stock Exchange in March 2020;
* The Board has been active in its search for acquisition opportunities and reviewed a number of potential candidates in natural resources;
* Total Comprehensive Loss of £39,228 for the year ended 31 January 2020 (2019: £136,357), all historical losses are primarily related to IPO costs and expenditure on the implementation of the Company’s acquisition strategy; and
* Basic loss per share of 0.27p

Matt Bonner, Non-Executive Chairman of MMM, commented:

“I am pleased to present our first annual results following our listing in March 2020. We have been active in our search for acquisitions and continue to review several opportunities in the natural resource sector across the world. On behalf of the Board, I would like to thank our shareholders for their support and we very much look forward to updating the market at the earliest opportunity regarding the progress in our execution of our acquisition strategy and deliver shareholder value.”

The Company’s annual report and accounts for the year ended 31 January 2020 has been published today and is available on the MMM website at: [www.mmmplc.com](http://www.mmmplc.com) .

**Enquiries**

|  |  |
| --- | --- |
| **Mining, Minerals & Metals plc** Matthew Bonner, Non-Executive Chairman  Andrew Monk, Non-Executive Director |  |
| **VSA Capital Limited – Financial Adviser and Broker** Andrew Raca | **+44 (0) 20 3005 5000** |

**Review of the Company’s Business**

The Company was developed to undertake an acquisition of one or more businesses (either shares or assets) (“**Acquisition**”) that has operations involved in natural resource exploitation that it will then look to develop and expand. The Directors are particularly seeking opportunities in the mining and Oil and Gas segments of the natural resources sector. the Company continues to evaluate potential acquisition opportunities and at the time of this report, no acquisitions have progressed Together, the Directors have many years’ experience conducting corporate acquisitions and capital markets transactions across the natural resources sector, with particular emphasis on mining and Oil and Gas. They have established a network of contacts internationally within the sector and will utilise independent third parties to provide expert advice where necessary.

On March 6 2020, the Company successfully admitted its Ordinary Shares to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the Main Market. In conjunction with this the Company has raised gross proceeds to date (including £514,000 on admission to the main market) of approximately £710,000 through the Subscriptions, involving: (i) the issue of ordinary shares of £1 each to the Founders in the Initial Subscription; (ii) the issue of Ordinary Shares to the Pre-IPO Investors; (iii) the issue of Ordinary Shares to VPI; and (iv) the issue of the Admission Subscription Shares to new investors.

**Financing**

The Directors intend to use the net proceeds to fund the due diligence and other transaction costs in respect of the Acquisition. This due diligence will include a legal, financial, technical and operational evaluation of the Acquisition. The Directors will minimise costs expended on professional, advisory, and administrative fees. Until the acquisition is identified, it is not possible to determine how much expenditure will be required on legal, financial, technical, and operational costs. Additionally, the Company has considerable flexibility in how it would be able to finance the consideration for the Acquisition, which will include the net proceeds (the residual net proceeds after all expenses related to due diligence and transaction costs paid out of Net Proceeds) together with the potential to incur indebtedness and/or to issue further listed equity (whether to raise additional cash or as transaction consideration).

**Going Concern**

These financial statements are prepared on the going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities and commitments in the normal course of business.

The Company has limited administrative expenses associated with its continuing operations and its liabilities are limited to trade payables associated with the administrative expenditure. The Directors have prepared budgetary forecasts for the period ended 31 March 2022, considering operating cashflows and expenditure requirements for the Company. As disclosed in the review of the company’s business, the company has raised £710,000 through subscriptions to the date of this report.

The Directors are of the opinion that the Company will be able to undertake its planned activities through to the period ended 31 March 2022 and have prepared the financial statements on the going concern basis. The financial statements do not include any adjustments that would result if the Group was unable to continue as a going concern.

On behalf of the Board,

**Andrew Monk**

*Director*

**Directors’ report**

The Directors present their report together with the audited financial statements, for the year ended 31 January 2020.

The Company was incorporated on 28 January 2013 in England and Wales, as private company, it re-registered as a public limited company on 22 October 2018. The company was subsequently listed on the Main Market for listed securities of the London Stock Exchange on 6th March 2020.

**Results and dividends**

The results for the period are set out in the Statement of Comprehensive Income on page 8. The Directors do not recommend the payment of a dividend on the ordinary shares.

**Directors**

The Directors of the Company during the year were, all are non-executive Directors:

K Asare-Bediako (appointed 13 September 2018)

M Bonner (appointed 13 September 2018)

M Moshe (appointed 13 September 2018)

P Welker (appointed 13 September 2018)

A Monk (appointed 18 July 2017)

**Directors’ interest**

The interest and deemed interest in the share capital of the Company and its related corporation by the Directors at the end of financial year are as follows:

| **Name** | **Number of Ordinary Shares held** | **Percentage of Existing Ordinary Shares** |
| --- | --- | --- |
| Moshe Capital \* | 3,200,000 | 22.0% |
| VSA Capital Private Investment PLC | 1,177,061 | 8.1% |
| Matthew Bonner | 1,100,000 | 7.6% |
| Paul Ryan Welker | 1,100,000 | 7.6% |
| Andrew Monk | 800,000 | 5.5% |

\*Two of the Directors, Mametja Moshe and Kay Asare-Bediako, are shareholders in Moshe Capital holding 75 % and 25% of the share capital of Moshe Capital respectively. Moshe Capital are not engaged to provide services to the company.

**Dividend policy**

The Company's current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

**STATEMENT OF COMPREHENSIVE INCOME**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | |  | | |  | |  | | |  | | **Year**  **ended**  **31 January 2020** | | | | | | |  | | **Year**  **ended**  **31 January 2019** | | | | |  | |
|  |  | |  | | |  | |  | | |  | | **£** | | | | | | |  | | **£** | | | | |  | |
|  |  | |  | | |  | | **Note** | | |  | |  | | | | | | |  | |  | | | | |  | |
| Revenue | |  |  | | |  | |  | | |  | | - | | | | | | |  | | - | | | | |  | |
| Administrative expenses | |  |  | | |  | |  | | |  | | (39,338) | | | | | | |  | | (136,357) | | | | |  | |
| **Operating profit** | |  |  | | |  | |  | | |  | | (39,338) | | | | | | |  | | (136,357) | | | | |  | |
| Finance costs | |  |  | | |  | |  | | |  | | **-** | | | | | | |  | | **-** | | | | |  | |
| **Profit before taxation** | |  |  | | |  | |  | | |  | | - | | | | | | |  | | - | | | | |  | |
| Income tax | |  |  | | |  | | **4** | | |  | | - | | | | | | |  | | - | | | | |  | |
| **Total comprehensive loss**  **for the year** | |  |  | | |  | | **3** | | |  | | **(39,338)** | | | | | | |  | | **(136,357)** | | | | |  | |
|  | |  |  | | |  | |  | | |  | |  | | | | | | |  | |  | | | | |  | |
| Loss per share | |  |  | | |  | |  | | |  | |  | | | | | | |  | |  | | | | |  | |
| **Basic and diluted (pence per share)** | | | | | | | |  | | |  | | **0.27** | | | | | | |  | | **3.21** | | | | |  | |
| **Statement of Financial Position** | | | |  |  | |  | | |  | |  | | | | |  | |  | | | | |  | |  | |
|  | | | | | | | | |  | | | | |  |  |  | | **Note** | | |  | | **31 January 2020** | | **31 January 2019** | | | | |  |
|  | | | | | | | | |  | | | | |  |  |  | |  | | |  | | **£** | | **£** | | | | |  |
| **ASSETS** | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| *Current assets* | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| Cash and cash equivalents | | | | | | | | |  | | | | |  |  |  | |  | | |  | | 62,573 | | 122,918 | | | | |  |
| **Total assets** | | | | | | | | |  | | | | |  |  |  | |  | | |  | | **62,573** | | **122,918** | | | | |  |
|  | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| **EQUITY** | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| *Equity Attributable to Owners of the company* | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| Share capital | | | | | | | | |  | | | | |  |  |  | | **6** | | |  | | 145,500 | | 145,500 | | | | |  |
| Share premium | | | | | | | | |  | | | | |  |  |  | |  | | |  | | 54,500 | | 54,500 | | | | |  |
| Retained earnings | | | | | | | | |  | | | | |  |  |  | |  | | |  | | (175,695) | | (136,357) | | | | |  |
| **Total equity** | | | | | | | | |  | | | | |  |  |  | |  | | |  | | **24,305** | | **63,643** | | | | |  |
| **LIABILITIES** | | | | | | | | |  | | | | |  |  |  | |  | | |  | |  | |  | | | | |  |
| Trade and other payables | | | | | | | | |  | | | | |  |  |  | | **5** | | |  | | 38,268 | | 59,275 | | | | |  |
| **Total liabilities** | | | | | | | | |  | | | | |  |  |  | |  | | |  | | **38,268** | | **59,275** | | | | |  |
| **TOTAL EQUITY AND LIABILITIES** | | | | | | | | |  | | | | |  |  |  | |  | | |  | | **62,573** | | **122,918** | | | | |  |

The notes to the financial statements form an integral part of these financial statements.

This report was approved by the board and authorised for issue on 28th May 2020 and signed on its behalf by:

**Andrew Monk**

*Director*

**Registered number: 08377465**

**STATEMENT OF CHANGES INEQUITY**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **Share Capital** | **Share premium** | **Retained earnings** | **Total equity** |
|  | **£** | **£** | **£** | **£** |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Balance at 31 January 2018** | **1** | **-** | **-** | **1** |
| Shares issued | 145,499 | 54,500 | **-** | **199,999** |
| Total comprehensive loss for the year | - | - | (136,357) | **(136,357)** |
| **Balance at 31 January 2019** | **145,500** | **54,500** | **(136,357)** | **63,642** |
| Total comprehensive loss for the year | - | - | (39,338) | **(39,338)** |
| **Balance at 31 January 2020** | **145,500** | **54,500** | **(175,695)** | **24,304** |
|  |  |  |  |  |

**STATEMENT OF CASH FLOWS**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | |  | |  |  | | **Year ended**  **31 January 2020** | | |  | | | **Year ended**  **31 January 2019** | | |  | | |  | | |
|  | |  | |  | |  | |  | | **£** | | |  | | | **£** | | |  | | |  | | |
|  | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| **Loss before tax** | |  | |  | |  | |  | | (39,338) | | |  | | | (136,357) | | |  | | |  | | |
| *Adjusted for:* | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| (Decrease)/Increase in trade creditors | |  | |  | |  | |  | | (21,007) | | |  | | | 59,275 | | |  | | |  | | |
| Net cash used in operating activities | |  | |  | |  | |  | | (60,345) | | |  | | | (77,082) | | |  | | |  | | |
|  | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| **Financing activities** | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| Issue of share capital | |  | |  | |  | |  | | - | | |  | | | 200,000 | | |  | | |  | | |
| Net cash from financing activities | |  | |  | |  | |  | | - | | |  | | | 200,000 | | |  | | |  | | |
|  | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| **Net (decrease)/increase in cash and cash equivalents** | |  | |  | |  | |  | | **(60,345)** | | |  | | | **122,918** | | |  | | |  | | |
|  | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| **Cash and cash equivalents at beginning of the year** | |  | |  | |  | |  | | 122,918 | | |  | | | - | | |  | | |  | | |
|  | |  | |  | |  | |  | |  | | |  | | |  | | |  | | |  | | |
| **Cash and cash equivalents at end of the year** | |  | |  | |  | |  | | **62,573** | | |  | | | **122,918** | | |  | | |  | | |
|  |  |  |  | |  | | | | | |  | | |  | | |  | | |  | | |  | | |

**NOTES TO FINANCIAL STATEMENTS**

1. **GENERAL INFORMATION**

The Company was incorporated on 28 January 2013 in England and Wales as a limited company, limited by shares and with Registered Number 08377465 under the Companies Act 2006. The Company’s registered office address is: New Liverpool House, 15-17 Eldon Street, London EC2M 7LD. The Company has not yet commenced business. The company re-registered as a public limited company on 22 October 2018.

The Company’s objective is to undertake an acquisition of a target company or business in the natural resources sector.

The Company does not have a defined life as it has no fixed time limit to conduct the Acquisition

Other than the Directors the company did not have any staff.

1. **ACCOUNTING POLICIES**

***Basis of preparation***

The principal accounting policies adopted by the Company in the preparation of the Company Financial Information are set out below.

The Company Financial Information has been presented in Pounds Sterling, being the functional currency of the Company.

The Company Financial Information has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, including interpretations made by the International Financial Reporting Interpretations Committee (IFRIC) issued by the International Accounting Standards Board (IASB). The standards have been applied consistently.

***Standards and interpretations issued but not yet applied***

A number of new standards and amendments to standards and interpretations have been issued but are not yet effective and, in some cases, have not yet been adopted by the EU. The Directors do not expect that the adoption of these standards will have a material impact on the Company Financial Information.

***Going concern***

These financial statements have been prepared on a going concern basis as the Directors have reasonable expectation that the Company has adequate resources to continue in operational existence. The Company is a start-up company and does not currently have any service offering or customer base, however, it has successfully been admitted to the London Stock Exchange (“LSE”) – Main Market where it has already raised £514,000 to fund its business plans.

The Directors consider there to be uncertainty over the timing and occurrence of a potential acquisition, however given the proceeds raised to the date of this report and having regard to forecast operating costs there is sufficient headroom to remain in operational existence for a period of at least 12 months from the date the financial statements were approved. .

***Share capital***

Proceeds from issuance of ordinary shares are classified as equity. Amounts in excess of the nominal value of the shares issued is recognised as share premium. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against share capital.

***Financial assets and liabilities***

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis.

*Financial assets*

*Financial liabilities*

The company does not currently have any financial liabilities measured at fair value through profit or loss, therefore all the financial liabilities are initially measured at fair value net of transaction costs and are subsequently measured at amortised cost.

***Use of assumptions and estimates***

In preparing the Company Financial Information, the Directors have to make judgments on how to apply the Company’s accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments or sources of estimation uncertainty that have been made in arriving at the amounts recognised in the Company Financial Information.

1. **AUDITORS’ REMUNERATION**

The loss before income tax is stated after charging:

|  |  |  |  |
| --- | --- | --- | --- |
|  | 2020  £ | 2019  £ |  |
| Auditors’ remuneration: |  |  |  |
| Fees payable to the Company’s auditor for the audit of the Company’s annual accounts | 12,500 | 3,000 |  |
| Fees payable to the Company’s auditor for other services:  Corporate finance services | 1,500 | 25,800 |  |

1. **INCOME TAX EXPENSE**

The corporation tax in the UK applied during the year was 19%.

The charge for the period can be reconciled to the loss in the Statement of Comprehensive income as follow:

|  |  |  |
| --- | --- | --- |
|  | 2020  £ | 2019  £ |
| Loss before tax on continuing operations | (39,338) | (136,357) |
| Tax at the UK corporation tax rate of 19% | (7,474) | (25,908) |
| Unutilised tax loss carry forward | 7,474 | 25,908 |
| Tax charge for the period | - | - |

The Company has accumulated tax losses of £175,695. No deferred tax asset has been recognised in respect of the losses carried forward, due to the uncertainty as to whether the Company will generate sufficient future profits in the foreseeable future to prudently justify this.

1. **TRADE AND OTHER PAYABLES**

|  |  |  |
| --- | --- | --- |
|  | 2020  £ | 2019  £ |
| Trade payables | 23,268 | 49,275 |
| Accruals | 15,000 | 10,000 |
|  | 38,268 | 59,275 |

1. **SHARE CAPITAL**

**Ordinary shares of £0.01 each**

|  |  |  |
| --- | --- | --- |
|  | Number of shares | Amount  £ |
| Issued, called up and paid | 14,550,000 | 145,500 |
|  |  |  |
|  | 14,550,000 | 145,500 |

On incorporation on 28 January 2013 and as at 31 January 2018, the Company had in issue 1 ordinary share of £1 par value.

On 13 September 2018 the Company issued 95,999 shares of £1 par value at a price of £1 per share to various individual investors including 62,000 to Directors. On the same date, the Company subdivided its shares to a par value of £0.01.

On 20 December 2018 the Company issued 4,950,000 ordinary shares of £0.01 par value to various individual investors. 4,700,000 were issued at £0.02 per share and 250,000 at £0.04 per share.

As at 31 January 2020, the Company had 14,550,000 ordinary shares of £0.01 par value in issue.

1. **DIRECTORS’ EMOLUMENTS**

No amount was paid or become payable to any of the Directors of the Company and there were no staff costs as no staff was employed by the Company during the period ended 31 January 2020 (2019: NIL).

1. **FINANCIAL RISK MANAGEMENT**

The Company uses a limited number of financial instruments, comprising cash and various items such as trade payables, which arise directly from operations. The Company does not trade in financial instruments.

**Financial risk factors**

The Company’s activities expose it to a variety of financial risks: credit risk and liquidity risk. The Company’s overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company’s financial performance.

**a) Credit risk**

The Company does not have any major concentrations of credit risk related to any individual customer or counterparty.

**b) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash, the Company ensures it has adequate resource to discharge all its liabilities. The directors have considered the liquidity risk as part of their going concern assessment. (See note 2).

**Fair values**

Management assessed that the fair values of cash trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

1. **CAPITAL MANAGEMENT POLICY**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued share capital and reserves.

1. **FINANCIAL INSTRUMENTS**

The Company’s principal financial instruments comprise cash and cash equivalents and other payable. The Company’s accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in Note 2. The Company do not use financial instruments for speculative purposes.

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | 2020  £ | 2019  £ |
| **Financial assets** |  |  |  |
| Cash and cash equivalents |  | 62,573 | 122,918 |
| **Total financial assets** |  | 62,573 | 122,918 |
| **Financial liabilities measured at amortised cost** |  |  |  |
| Trade and other payables |  | 38,268 | 59,275 |
| **Total financial liabilities** |  | 38,268 | 59,275 |

There are no financial assets that are either past due or impaired. The financial liabilities are due for payment in 1 to 3 months.

1. **LOSS PER SHARE**

The loss per share has been calculated using the loss for the year and the weighted average number of ordinary shares entitled to dividend rights which were outstanding during the year. There were no potentially dilutive ordinary shares at the year end.

|  |  |  |
| --- | --- | --- |
|  | 2020 | 2019 |
|  | **£** | **£** |
| **Loss for the period attributable to equity holders of the Company** | (39,338) | (136,357) |
| **Weighted average number of ordinary shares (number of shares)** | 14,550,000 | 4,251,842 |
| **Loss per share (pence per share)** | (0.27) | (3.21) |

1. **RELATED PARTY TRANSACTIONS**

Key management are considered to be the directors and the key management personnel compensation has been disclosed in note 7.

During the period the company entered into an agreement with VSA Capital Limited which provided financial advisory and broker services to the Company. Andrew Monk is a director and shareholder of VSA Capital Limited. The total amount of the services provided was £10,000 (2019: £46,000), and £75 (2019: 12,075) is included in trade and other payables at 31 January 2020.

During the period the company entered into an agreement with VSA Capital Private Investments Plc which provided financial advisory to the Company. Andrew Monk is a director and shareholder of VSA Capital Private Investments Plc. The total amount of the services provided was £10,000 (2019: £nil), and £nil (2019:£10,000) is included in trade and other payables at 31 January 2020

1. **POST BALANCE SHEET EVENT**

The Company was successfully listed on the Main Market of the London Stock Exchange on 6 March 2020 with an ordinary share capital of 31,833,333 shares of 1 pence each. Capital of £514,000 was raised as part of the listing.

The economic environment has changed materially since the year end following the onset of the global COVID-19 pandemic. The Board does expect the pandemic to have significant impact on the company’s operations.

1. **ULTIMATE CONTROLLING PARTY**

At 31 January 2019 there was no ultimate controlling party.