

27 March 2024

BWA Group PLC

("BWA" or the "Company")

Interim Financial Results for the Six Months to 31 December 2023

BWA Group Plc [AQSE: **BWAP**], which has mineral exploration licences in both Cameroon and Canada at various early stages of development and is quoted on London's AQSE Growth Market, announces its unaudited financial results for the Interim Period of six months to 31 December 2023, following the announcement of its Audited Accounts for the 18 month reporting period to 30 June made on 22nd November 2023.

A version of this announcement including maps and photographs can be viewed on the Company's website, <http://www.bwagroupplc.com/bwa-announcements.html>

Chairman's Statement

The Company has continued to invest in the rutile sands project in Cameroon through our 90 per cent owned subsidiary, BWA Resources (UK) Limited ("**BWAR**"), and its two Cameroon domiciled subsidiaries, as announcements over the last 12 months attest. Whereas activity in the other 100 per cent subsidiary company in Canada, Kings of the North Corporation Inc. ("**KOTN**"), has been limited to initial update field visits to Isoukustouc, a visit to PDAC, and filing reports to maintain the licences in the two remaining claim areas, Winterhouse and Isoukustouc. KOTN's registered claims, with the Canadian mining registry, have all licence fees paid, and the claims in good order.

Highlights:-

Mineral Exploration-Cameroon

July 2023 Nkoteng 1 Arising from the drilling program in 2022, BWA announced the preliminary orientation mineral separation test-work on selected low-grade samples, and although from areas that BWA considers to be of a lower prospectivity, the samples have returned positive and anomalous results. The test-work methodology and subsequent analytical flow sheet was the important aspect and the deliverable of the test-work which will lead to onsite laboratory design and Standard Operating Procedures.

Test-work demonstrated good recovery (>80% of heavy minerals by simple gravity, DMS and magnetic separation within the sand size samples provided. As expected the sand composite samples contain the greatest quantity of HMS, although significant heavy minerals do occur also within clay size samples, although requiring additional processing. See Link:- <https://www.aquis.eu/stock-exchange/announcements/4185287>

October 2023 Nkoteng & Dehane Licences - Reconnaissance field visits and in particular to the newly acquired Dehane 2 licence area on the Nyong River and leading out to and including the Gulf of Guinea coastal area.

The field party observed, in Dehane 2, coarse and medium-grained Ilmenite, Rutile and Kyanite in numerous thin horizons, stacked upon each other throughout the riverbanks, floodplains and beach sands.

The amount of heavy mineral sand mineralisation along the riverbeds and towards the mouth of the Nyong River was very noticeable and provides encouraging evidence for the potential economic accumulations of HMS within this marine/estuarine environment and certainly justifies further follow-up exploration. See Link:- <http://www.bwagroupplc.com/Announcements/16102023%20BWA-Cameroon-DehaneNkoteng-Licences-ReconnaissanceRNS13-10-2023.pdf>

February 2024 Post Interim Period End - Dehane 2 Reconnaissance Drilling. An initial first pass reconnaissance drilling program was carried out between the 5th and 20th of November consisting of 19 shallow auger drill holes down to approx. 3 meters (Van Walt hand auger) and 6 meters (Archway tracked drill rig) at approx. 0.5 and 1.0Kms spacing's along the strike area and 50 to 100 meters across where access permitted.

Heavy mineral mineralisation was noticeable at the surface and within the down-hole intervals and provides encouraging evidence for the potential economic accumulations of HMS within this marine/estuarine environment.

Within the drill core, medium and coarse grained Rutile, Ilmenite and Kyanite were observed in numerous continuous horizons, stacked upon each other. These horizons appear to be continuous layers sand observed with the mouth of Nyong River and in the South of the licence. Where observed, Rutile and Ilmenite content varied between 15% to 20% in the southern areas and around 10% to 15% in the northern areas. The 92 samples have been sent to Scientific Solutions laboratory in Cape Town for analysis. See Link:- <http://www.bwagroupplc.com/Announcements/27022024%20Reconnaissance%20Drilling%20at%20Dehane%20%20Heavy%20Mineral%20Sands%20Project,%20Cameroon.pdf>

Mineral Exploration-Canada

With the settlement of the litigation matters between BWA and St-Georges, BWA is now in a position to consider optimising the value of its two Canadian Licence groups, either by way of further development or ultimately be way of a sale. During early March 2024, BWA executive James Hogg spent 3 days at PDAC, the World's largest mining conference and exhibition in Canada, where useful relevant contacts were made and important additional information acquired.

March 2024 Post Interim period end - A four-day prospecting site visit was made in October 2023 to the Isoukoustouc licence group in the North-Shore region of the St-Lawrence River and consist of 30 claims totalling 16.5 sq. kms; all of which is surrounded by claims held by RTZ. Surface samples were taken from areas near geophysical anomalies from the recently completed RTZ VTEM surveys, which were shipped to ALS Loughrea for analysis.

The licence area is prospective for intrusion-related Ni-Cu(-PGE) sulphide mineralisation, with a recent potential addition of magmatic lithium. Several Ni-Cu-PGE occurrences have been uncovered recently in the Grenville Province.

Three previous prospects exist from previous exploration, namely Manic 3 (Lac Louise), B-40, and Mathilda, where disseminated and massive sulphides are associated with the magmatic rocks of Gabbroic composition. One occurrence contains nickel, copper, and platinum elements ("PGE") mineralisation related to mafic and ultramafic rocks. See

Link:- <http://www.bwagroupplc.com/Announcements/05032024%20Reconnaissance%20Site%20Visit%20to%20the%20Isoukoustouc%20Licence-1.pdf>

Winterhouse-The Winterhouse Project consist of 63 claims covering 32 sq. kms and as a result of the PDAC visit in March and discussions with other exploration business in the area, including Stelmine Canada Ltd (TSX Ventures-STH), it is clear further work is justified, as the last reported samples at Winterhouse vary from 0.1 to 1.7g/t Au from historic rock samples and the adjacent Stelmine's recent sampling with a high of 24.8g/t Au and 1.2% taken from a N-S trending 2.5 sq. kms mineralised zone and Stelmine is undertaking this Spring an exploration program.

Canadian Litigation Settlement-BWA reported in February 2024 that had reached a satisfactory out-of-court settlement with St-Georges Eco Mining Corp (St-Georges), with whom it had been in litigation since 2020 concerning the validity of the licences when it acquired Kings of the North (KOTN) in September 2019. See Link:- <http://www.bwagroupplc.com/Announcements/15022024%20Settlement%20of%20Legal%20Action.pdf>

The principal terms of which were:-

- i. BWA agreed to St-Georges conversion of £731,124 0% Convertible Loan Notes for 146,224,800 new BWA ordinary shares at 0.5p per share
- ii. St-Georges to return its balancing Convertible Loan Note certificate amounting to £1,420,285 loan notes;
- iii. St-Georges has undertaken on a 'best efforts' basis to return seven additional Convertible Loan Note certificates for a total of £1,803,456 within 30 working days of its receiving the new BWA share certificate;
- iv. To the extent that St-Georges fails to return nay of the seven additional Convertible loan Note certificates, St-Georges will issue to BWA, at the market price on the day, such number of new St-Georges Common Stock as shall represent 50% of the Convertible Loan Notes not so returned;
- v. All legal action in both the UK and Canada terminated with each party paying their own legal costs;
- vi. St-Georges to abstain from voting at any AGM of BWA for a period of 3 years on any resolution regarding board membership or management composition;
- vii. BWA retains ownership of KOTN and its underlying assets.

Share Subscription Offer-November 2023 BWA launched a share subscription with 1-for-2 warrants to raise up to £0.9M at 0.5p per share and so far has had three Closings:-

Date	Amount	No of Shares
7 December 2023	£457,000	91,400,000
4 January 2024	£1,134	226,800
1 March 2024	£50,000	10,000,000

<http://www.bwagroupplc.com/Announcements/03112023%20Proposed%20Offer%20for%20Subscription%20and%20Directors'%20Participation.pdf>

Near Future

BWA will continue, as funds permit, to continue its exploration in both Cameroon and Canada, with a view to obtaining JORC Mineral Resource Estimate and Preliminary Economic Assessment Reports and filing updated 43-101 Reports on both Isoukoustouc and Winterhouse licence groups.

The Board continues to show their confidence in the future direction of the Company by not only subscribing in the November Share Subscription offer, but also by capitalising one-half or more of their fees into new Ordinary Shares.

My appointment as Chairman takes effect on 2nd April, at which time James Butterfield becomes Managing Director of BWA Group Plc and will continue to have responsibility for the day to day business of the group. I should like to thank James for his service as Interim Chairman and look forward to his continuing contribution to the affairs of the group.

Jonathan Wearing,
Chairman

The Board are responsible for the contents of this announcement.

Ends -

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INCOME STATEMENT

Notes	6 months ended 31 December 2023 Unaudited £	6 months ended 31 December 2022 Unaudited £	18 months ended 30 June 2023 Audited £
Administrative expenses	(213,114)	(265,729)	(432,882)

		(213,114)	(265,729)	(432,882)
Other operating income		160,000	160,000	480,000
Gain/(loss) on disposal of investments		-	(256)	(23,911)
Gain/(loss) on revaluation of investments		10	242	(586)
		<hr/>	<hr/>	<hr/>
Operating profit/(loss)		(53,104)	(105,743)	22,621
Interest receivable and similar income		436	1	24
		<hr/>	<hr/>	<hr/>
		(52,668)	(105,742)	22,645
Interest payable and similar expenses		(14,602)	(19,994)	(75,847)
		<hr/>	<hr/>	<hr/>
Profit/(loss) on ordinary activities before and after taxation and retained for the period		(67,270)	(125,736)	(53,202)
		<hr/>	<hr/>	<hr/>
Earnings/(loss) per ordinary share:				
Basic (pence)	2	(0.01)	(0.03)	(0.01)
		<hr/>	<hr/>	<hr/>
Diluted (pence)	2	(0.01)	(0.01)	(0.01)
		<hr/>	<hr/>	<hr/>

All amounts relate to continuing activities.

STATEMENT OF OTHER COMPREHENSIVE INCOME

	Notes	6 months ended 31 December 2023 Unaudited £	6 months ended 31 December 2022 Unaudited £	18 months ended 30 June 2023 Audited £
Profit/(loss) for the period		(67,270)	(125,736)	(53,202)
Other comprehensive income		-	-	-
		<hr/>	<hr/>	<hr/>
Total comprehensive profit/(loss) for the period		(67,270)	(125,736)	(53,202)
		<hr/>	<hr/>	<hr/>

BALANCE SHEET

	Notes	At 31 December 2023 Unaudited £	At 31 December 2022 Unaudited £	At 30 June 2023 Audited £
Fixed Assets				
Investments		2,273,752	2,515,600	2,053,724

Current Assets				
Debtors and prepayments		773,704	52,943	641,957
Cash at bank and in hand		125,185	4,438	147,247
		<u>898,889</u>	<u>57,381</u>	<u>789,204</u>
Creditors: amounts falling due within one year		<u>(298,267)</u>	<u>(324,466)</u>	<u>(467,384)</u>
Net current assets/(liabilities)		<u>600,622</u>	<u>(267,085)</u>	<u>321,820</u>
Total assets less current liabilities		<u>2,874,374</u>	<u>2,248,515</u>	<u>2,375,544</u>
Creditors: amounts falling due after one year		<u>(33,839)</u>	<u>(36,921)</u>	<u>(34,170)</u>
Net assets		<u>2,840,535</u>	<u>2,211,594</u>	<u>2,341,374</u>
Capital and reserves				
Called up share capital	3	3,035,608	2,279,484	2,483,292
Share premium	4	23,858	23,858	23,858
Capital redemption reserve	4	288,625	288,625	288,625
Other reserve	4	(3,306,649)	(3,306,383)	(3,306,659)
Equity reserve	4	4,353,063	4,310,948	4,338,948
Retained earnings	4	<u>(1,553,970)</u>	<u>(1,384,938)</u>	<u>(1,486,690)</u>
Shareholders' funds		<u>2,840,535</u>	<u>2,211,594</u>	<u>2,341,374</u>

CASH FLOW STATEMENT

	Notes	6 months ended 31 December 2023 Unaudited £	6 months ended 31 December 2022 Unaudited £	18 months ended 30 June 2023 Audited £
Cash flows from operating activities		(336,388)	(39,028)	(239,281)
Cash flows from investing activities				
Sale of fixed asset investments		-	2,105	81,358
Loans to subsidiary undertakings		(140,000)	(33,000)	(179,545)
Interest received		436	1	24
Net cash from investing activities		<u>(139,564)</u>	<u>(30,894)</u>	<u>(98,163)</u>
Cash flows from financing activities				
New loans in period		-	16,000	86,000
Loans repaid		(3,110)	(3,110)	(10,724)
Loan note proceeds received		-	-	200,000
Issue of shares		457,000	-	159,463
Net cash from financing activities		<u>453,890</u>	<u>12,890</u>	<u>434,739</u>

Increase/(decrease) in cash and cash equivalents	(22,062)	(57,032)	97,295
Cash and cash equivalents at beginning of period	147,247	61,470	49,952
Cash and cash equivalents at end of period	125,185	4,438	147,247

NOTES TO THE FINANCIAL INFORMATION

1. Status of these accounts

The interim accounts for the period from 1 July 2023 to 31 December 2023 are unaudited. The financial information set out in this statement does not constitute statutory accounts within the meaning of the Companies Act 2006.

Basic and diluted earnings per share figures are based on the following profits / (losses) and numbers of shares:

	6 months ended 31 December 2023 Unaudited £	6 months ended 31 December 2022 Unaudited £	18 months ended 30 June 2023 Audited £
Profit/ (loss) before tax	£ (67,270)	£ (125,736)	£ (£53,202)
Weighted average number of shares for The purpose of basic earnings per share	519,654,805		
438,165,065	431,750,335	Effect of dilutive securities	-
			635,351,085
Weighted average number of shares for the purpose of diluted earnings per share	519,654,805	1,073,516,150	431,750,335

3. Share capital

	At 31 December 2023 Unaudited £	At 31 December 2022 Unaudited £	At 30 June 2023 Audited £
Allotted, called up and fully paid 607,121,547 ordinary shares of 0.5p (31 December 2022: 455,896,891; 30 June 2023: 496,658,507)	3,035,608	2,279,484	2,483,292

4. Reserves	Capital					
	Share premium £	redemption reserve £	Other reserve £	Equity reserve £	Retained Earnings £	Total £
At 1 January 2022	23,858	288,625	(3,243,709)	4,367,983	(1,496,438)	(59,681)
Profit for the period	-	-	-	-	48,826	48,826
Issue of share capital	-	-	-	-	-	-
Loan note interest	-	-	-	3,210	-	3,210
Loan notes issued	-	-	-	200,000	-	200,000
Conversion of loan notes	-	-	-	(260,245)	-	(260,245)

Reserves transfer	-	-	(62,674)	-	62,674	-
At 31 December 2022	23,858	288,625	(3,306,383)	4,310,948	(1,384,938)	(67,890)
Loss for the period	-	-	-	-	(102,028)	(102,028)
Loan notes issued	-	-	-	-	-	-
Loan note interest	-	-	-	28,000	-	28,000
Reserves transfer	-	-	(276)	-	276	-
At 30 June 2023	23,858	288,625	(3,306,659)	4,338,948	(1,486,690)	(141,918)
Loss for the period	-	-	-	-	(67,270)	(67,270)
Loan note interest	-	-	-	14,115	-	14,115
Reserves transfer	-	-	10	-	(10)	-
At 31 December 2023	23,858	288,625	(3,306,649)	4,353,063	(1,553,970)	(195,073)

5. Valuation of Investments

The whole of the Company's investment in Cameroon, including loans made to BWA Resources (UK) Limited and BWA Resources (Cameroon) Limited, is carried in the balance sheet at £1,399,468. The Company's investment in Kings of the North Corp ('KOTN') is valued at £1,418,000. The valuation of unlisted investments requires the Directors to make judgments, estimates and assumptions that are believed to be reasonable under the circumstances, but which affect the reported fair value of those investments. The recoverability of the investments in Cameroon and KOTN is dependent on the future profitability of the underlying businesses. The Directors have reviewed the current position and, after taking into account a number of factors, believe that the valuations at 31 December 2023 remain appropriate.

6. Related Party Transactions

During the interim period, the Company issued the following shares in new share subscriptions for cash, and part settlement of director fees and former directors' fees.

Name	Value	Number of Shares
Jonathan Wearing	£306,250	61,250,000
John Byfield	£1,000	200,000
J Butterfield	£16,750	3,350,000
J Hogg	£45,255	9,051,132

It should be noted post the Interim Period end of 31st of December 2023, Jonathan Wearing has subscribed an additional £50,000 in cash for 10,000,000 new BWA ordinary shares at 0.5p per share.

7. Major Post Period Events

A. Settlement of Litigation with St-Georges Eco Mining Corp

As indicated prior to the Interim Period End, BWA was close to agreeing an out of court settlement with St-Georges-Eco-Mining Corp (St-Georges) with whom it has been in dispute since 2020, over the validity of the of the five Licence Groups acquired, when it acquired Kings of the North Inc (KOTN) on 30th of September 2019.

As of 13th of February 2024 a Settlement Agreement was signed between St-Georges between BWA, St-Georges and KOTN, under the terms of which:-

- i. St-Georges will convert £731,124 of BWA Convertible Loan Notes (CLN's) into 146,224,800 new BWA ordinary shares at 0.5p per share. These share have already been announced as

- having been issued by BWA;
- ii. The balancing St-Georges certificate amounting to £1,4230,285 CLN's will be returned to BWA for cancellation (currently held by Share Registrars Ltd);
 - iii. Additionally, St-Georges will use its 'best endeavors' to return a further seven CLN certificates, with a value of £1,803,456 within 30 working days of BWA issuing the share certificate for 146,224,800 new ordinary shares, which has been completed and the return date for the other CLN's is now 12th of April 2024;
 - iv. In the event of the non-return of any or all of the seven additional CLN certificates for cancellation, BWA has the right to request St-Georges to issue it with an amount of new St-Georges Common Stock at then then price (currently 8 Cents CAD per share) equal to 50% of the face value of the unreturned CLN's;
 - v. St-Georges will abstain for a period of three years from voting at and BWA AGM on any resolution concerning board membership or management composition;
 - vi. And BWA retains 100% ownership of the share capital of KOTN, and with it the two mining Licence Groups of Isoukoustouc and Winterhouse.
 - vii. All legal action will be terminated by both parties on the UK and Canada with each party responsible for their own fees.

B. BWA Share Subscription and Fund Raise

During the six month period, covered by these Interim Results, BWA has proceeded with a Share Subscription Offer (the Offer) to seek to raise up to £0.9M by way of an issue of new BWA ordinary shares at a price per share of 0.5p, together with an issue of share Warrants, on a one-for-two basis, convertible in to BWA new ordinary shares at a price of 0.6p per share up to 31st of October 2024 and thereafter at a price of 0.75p per share up to 31st of October 2026.

BWA has announced three Closings of the Offer:-

The First Closing was on 7th of December 2023 with subscriptions of £457,000 for 91,400,000 new ordinary shares

The Second closing was on 4th of January 2024 with additional subscriptions of £1,134 for 225,800 new ordinary shares.

The Third Closing was on 1st of March 2024 with additional subscriptions of £50,000 for 10,000,000 new ordinary shares.

To date a total has been raised amounting to £508,134 with an issue of 101,626,800 new BWA ordinary shares.