REGISTERED NUMBER: 00255647 (England and Wales)

STRATEGIC REPORT, REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

FOR

BWA GROUP PLC

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2021

DIRECTORS:	R G Battersby J M V Butterfield M A Borrelli J Hogg
SECRETARY:	J M V Butterfield
REGISTERED OFFICE:	One Bartholomew Close Bart's Square London EC1A 7BL
REGISTERED NUMBER:	00255647 (England and Wales)
INDEPENDENT AUDITOR:	MHA MacIntyre Hudson 2 London Wall Place London EC2Y 5AU
SOLICITORS:	Bircham Dyson Bell LLP 50 Broadway Westminster London SW1H 0BL

The directors present their strategic report for the year ended 31 December 2021.

PRINCIPAL ACTIVITY
The principal activity of the company during the current and preceding period was that of an investment portfolio company.

REVIEW OF BUSINESS
The company's principal investments are a 90% interest in BWA Resources (UK) Limited and a 100% interest in Kings of the North Corp. BWA Resources (UK) Limited owns 100% of the issued capital of BWA Resources Cameroon Limited and of BWA Minerals Cameroon Limited.

BWA Resources Cameroon Limited has been granted two exploration licences for Heavy Mineral Sands in Cameroon and has applied for three more similar licences. BWA Minerals Cameroon Limited has applied for two similar licences.

During the year activity in Cameroon has been directed towards continuing exploration work on the two claims which have been granted and the results of this work has been announced in January, April and July 2021, culminating in the publication of an early-stage Competent Persons Report in December 2021. All these reports may be seen on the company's website (www.bwagroupplc.com). The board is pleased with the results to date and is continuing the detailed exploration programme at both Dehane and Nkoteng.

Kings of the North Corp, incorporated in Quebec, has two exploration licence areas in Ontario and Quebec. Work on these areas has concentrated on ensuring that all licences are properly registered in the name of the company and that all necessary works to retain the licences have been carried out and documented.

Exploration work in Canada during 2021 has necessarily been deferred because of Covid restrictions on travel and also because of the litigation which has been commenced in Canada. BWA has commenced an action against the vendors of Kings of the North Corp and certain former directors of Kings of the North Corp for a recission of the purchase and sale agreement together with associated damages. St Georges Eco-Mining Corp, one of the vendors, has made a claim for some C$300,000 (£175,000) against Kings of the North for alleged amounts due to them. This latter claim is being strongly defended. The litigation is at an early stage but the directors do not consider there will be any liability to the company or Kings of the North.

The main centre of activity is Cameroon which is at a more advanced stage that Canada. The present expectation is that a more detailed review of the two Canadian claim areas will be made in the last quarter of 2022.

REVIEW OF BUSINESS – continued
Throughout the period the directors have been mindful of their obligations under S172 of the Companies Act 2006, which sets out a number of principles the board should have regard to in promoting the success of the Company for the benefit of the shareholders. The board have complied with this requirement as follows:

Principle	Company's Actions
Have regard to the likely consequences of any decision in the long term	The board has a strategic vision and continues to evaluate potential transactions for the benefit of members
Have regard to the interests of the Company's employees	The Company does not currently have any employees
Have regard to the need to foster the Company's business relationships with suppliers, customers and others	The Company is currently in the evaluation phase of the investment process and its key relationships are currently with its suppliers. The company maintains good contacts with a very limited range of suppliers as all development work is carried out in the investee companies. It endeavours to treat all suppliers fairly
Have regard to the impact of the Company's operations on the community and on the environment	The Company's operations are currently limited as is its impact on the community and environment
Have regard to the desirability of the Company maintaining a reputation for high standards of business conduct	As a company listed on the Aquis Exchange Growth Market, it is seeking opportunities to further its principal activity. The Company and board maintain high standards when dealing with potential business opportunities
Have regard to the need to act fairly between members of the Company	The Company has a diverse shareholder base and the board ensure that no one member's interests take priority over another. The Company is in litigation with certain shareholders, including St Georges Eco-Mining Corp, in relation to the acquisition of Kings of the North Corp in Canada in 2019.

KEY PERFORMANCE INDICATOR
The key performance indicator of the company is the valuation of its investment portfolio. At 31 December 2021 the value of the company's portfolio was £1,980,034 (2020: £1,813,948).

PRINCIPAL RISKS AND UNCERTAINTIES
The risks inherent in the company's investment activities are kept under constant review by the Board. The following risks have been identified as capable of affecting the value of the company's investments:

- Investment risk is the risk of investing cash and resources on projects which may not provide a return. The company addresses this risk by using its skills and experience as well as the knowledge of local management to invest in established ventures which contain profitable assets and/or the most promising development potential. The ongoing issues relating to the company's investment in Kings Of The North Corp are detailed in the Business Review and note 10 of the financial statements.

- The main type of financial risk faced by the company is liquidity risk. Liquidity risk is the risk of insufficient working and investment capital. The company's aim is to finance its investment activities from cash flow but in the early stages the business will seek to raise additional funding as required (see Going Concern note on page 19).

INTERNAL FINANCIAL CONTROL AND RISK MANAGEMENT

The directors are responsible for the company's system of internal financial control and also for identifying the major business risks faced by the company. The system of internal financial control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. In fulfilling these responsibilities, the Board has reviewed the effectiveness of the system of internal financial control. The directors have established procedures for planning, budgeting and for monitoring, on a regular basis, the performance of the company and for determining the appropriate course of action to manage any major business risks. The Board has considered the need for an internal audit function but has decided the size of the company does not justify it at present. However it will keep the decision under annual review.

FINANCIAL RISK MANAGEMENT

Information relating to the company's financial risk management is set out on page 23 of the financial statements.

FUTURE DEVELOPMENTS

The directors will use their experience to identify appropriate targets, carry out due diligence and negotiate acquisitions and investments. When appropriate, the directors may consider further fundraising to provide additional resources for the company ahead of such an acquisition or investment.

POST BALANCE SHEET EVENTS

Details of these post balance sheet events are set out in Note 18 on page 33.

This report was approved by the Board of directors on 30 June 2022 and signed on its behalf by:

R G Battersby - Director

The directors present their report with the financial statements of the company for the year ended 31 December 2021.

DIVIDENDS
No dividends will be distributed for the year ended 31 December 2021 (period ended 31 December 2020: none).

DIRECTORS
The directors shown below have held office during the whole of the period from 1 January 2021 to the date of this report.

R G Battersby
J M V Butterfield
M A Borrelli
J Hogg

The beneficial interests of the directors holding office on 31 December 2021 in the issued share capital of the company were as follows:

	31 December 2021	31 December 2020
Ordinary 0.5p shares		
R G Battersby	91,676,314	49,077,241
J M V Butterfield	50,419,739	47,753,074
M A Borrelli	29,616,561	28,158,226
J Hogg	1,925,001	466,666

Details of options held by the Directors are set out in note 20.

SUBSTANTIAL SHAREHOLDINGS
Other than the interests of the directors disclosed above and save as disclosed below, the directors are not aware of any other individual interest or group of interests held by persons acting together which, at the date of this report, exceeds 3% of the company's issued share capital.

	Number	%
Ordinary 0.5p shares		
St-Georges Eco Mining Corp	60,000,000	15.21
D M Cass	33,532,022	8.50
J Harvey	23,285,193	5.90
C Tremblay	16,403,200	4.16
Early Equity Plc	12,025,850	3.05

GOING CONCERN
These financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future.

At 31 December 2021, the company had net current liabilities of £22,455 and net assets of £1,912,558. The profit for the year was £79,690.

The directors have reviewed cash flow forecasts under various scenarios, which show the Company to have sufficient resources to remain a going concern, subject to:

- The timing of income and expenditure cash flows and realisation of other investments.
- Sufficient additional funding being raised from external sources to enable the Company to finance the subsidiary companies' exploration activities and Company costs. Since the year end the Company has raised £200,000 by a further issue of its Convertible Loan Stock and further equity issues are planned during the year ahead. The exploration activities are capable of being adjusted both as to scope and timing to meet, in part, the funding available.

The directors have a reasonable expectation that the Company will have adequate resources to continue in business for the foreseeable future and are of the opinion that it is appropriate for the accounts to be prepared on the going concern basis, although acknowledge that material uncertainties as detailed above exist at the time of approval of these financial statements, which may cast significant doubt on the entity's ability to continue as a going concern.

CORPORATE GOVERNANCE

The company is listed on the Aquis Exchange Growth Market and is therefore not subject to the provisions of the UK Corporate Governance Code or the disclosure requirements of the exchange.

The company has established governance procedures and policies that the Board consider appropriate to the nature and size of the company as the company's projects develop. The Board have established an Audit Committee chaired by Alex Borrelli and a Remuneration Committee chaired by James Butterfield.

FUTURE DEVELOPMENTS

Information on these issues is included in the Strategic Report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and applicable law). 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 company and of the profit or loss of the company for that period. 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.
- state whether applicable UK Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, have been followed subject to any material departures disclosed and explained in the financial statements.

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

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

STREAMLINED ENERGY AND CARBON REPORTING (SECR)

The company is exempt from reporting under the SECR regulations on the basis that it qualifies as a low UK energy user.

AUDITORS

MHA MacIntyre Hudson have expressed their willingness to remain in office as auditors of the company.

This report was approved by the Board of directors on 30 June 2022 and signed on its behalf by

R G Battersby - Director

For the purpose of this report, the terms "we" and "our" denote MHA MacIntyre Hudson in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of BWA Group Plc. For the purposes of the table on pages 8 to 10 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA MacIntyre Hudson and/or our component teams. The "Company" is defined as BWA Group PLC. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of BWA Group Plc for the year ended 31 December 2021.

The financial statements that we have audited comprise the:

- Income Statement
- Statement of Other Comprehensive Income
- Balance Sheet
- Statement of Changes in Equity
- Statement of Cash Flows
- Notes 1 to 21 of the financial statements, including the accounting policies

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and the Company's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (FRS102) in conformity with the requirements of the Companies Act 2006; and
- The financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 3 in the financial statements entitled "Going Concern", which indicates that for the Company to continue as a going concern, it will likely need to perform additional fundraising in the next 12 months. As stated in note 3, these events or conditions indicate that a material uncertainty exists that may cast significant doubt over the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company's operations and specifically its business model and its ongoing cash requirements.
- The evaluation of how those risks might impact on the Company's available financial resources and the need for additional fund raising.
- Where additional resources may be required the reasonableness and practicality of the assumptions made and actions being taken or planned to be taken by the Directors in order to assess the feasibility of the Company raising of the required level of resources to enable the company to remain a going concern.
- Liquidity considerations including examination of cash flow projections.
- Solvency considerations including examination of budgets and forecasts and their basis of preparation.

Material uncertainty related to going concern - continued

- Reviewing the adequacy of the disclosure made by the directors in the financial statements detailing the basis of preparation and the material uncertainty attaching to the going concern concept

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

Overview of our audit approach

Materiality	2021	2020	
Company	£48,000	£44,000	2.5% of net assets (2020: 2.5%)

Key Audit Matters	
Event driven	• The transfer of warrants previously held by Kings of the North, a 100% owned investment
Recurring	• Non-consolidation of investments in subsidiaries • Valuation of investments • Ongoing legal dispute with St-Georges Eco-Mining

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) that we identified. These matters included those matters 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. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

The transfer of warrants previously held by Kings of the North

Key audit matter description	In December 2020, 3,000,000 shares in St-Georges Eco-Mining ("St Georges") were transferred from Kings of the North Corp (KOTN) to the Company at a cost of £322,000. The 2020 accounts disclosed that post year end, warrants to subscribe for a further 3,000,000 St Georges shares were also transferred from KOTN to the Company for an additional cost of £546,000. It has subsequently been identified by management that the warrants were transferred in December 2020 along with the original shares at no additional cost. There is a risk that a potential additional creditor in respect of the transfer of warrants has not been recognised.
How the scope of our audit responded to the key audit matter	Our procedures included the following: • We requested evidence that the warrants were attached to the original shares • We requested transfer documentation for the warrants • We reviewed the share price of St Georges between December 2020 and the date the warrants were exercised • We reviewed evidence that the warrants were held in the name of and exercised by the Company, and not KOTN • We received evidence from KOTN that no additional debtor had been recognised in the books and records of KOTN in respect of the warrant transfer as a separate transaction • We obtained written representations from management to confirm that the warrants were transferred in December 2020 with the original shares

The transfer of warrants previously held by Kings of the North (continued)

Key observations	Based on the procedures performed and the evidence obtained, we have concluded that it is appropriate to recognise the warrants without any further liability falling due to the seller.

Non-consolidation of investments in subsidiaries

Key audit matter description	The Company holds majority investments in a number of entities which would normally be classified as subsidiaries in accordance with FRS102. Management have instead applied the exemption under section 9.9b of FRS102 for subsidiaries held exclusively with a view to subsequent resale and have not consolidated these entities on the basis that they are managed as part of a portfolio of investments. These investments are instead measured in the financial statements at fair value through profit and loss unless a reliable estimate of fair value cannot be made, in which case they are valued at cost less impairment.
How the scope of our audit responded to the key audit matter	We held discussions with the directors to ensure there had been no change in the Company's approach to the development of the investments, including the intention to sell. We considered whether management's assertion that the Company was not actively involved in operational or strategic decision making at the subsidiary level remained reasonable.
Key observations	We concluded that the principal activity of the entity was to manage a portfolio of investments and have concluded that management are justified in their approach in the applicability of the exemption under section 9.9b of FRS102.

Valuation of investments

Key audit matter description	The Company holds its investments in subsidiaries at fair value in accordance with FRS102 section 9.9C. The Company's policy is to measure these at fair value through profit or loss unless fair value cannot accurately be estimated, in which case the investments are held at cost less impairment. The measurement criteria used in determining the fair value of the investments or, alternatively, an assertion by management that fair value could not be established may be inappropriate which could result in the values reported being materially misstated.

How the scope of our audit responded to the key audit matter	Our procedures included the following:
	• We challenged management's assessment of fair value for those instruments held at fair value by:
	  ○ agreeing to closing market price in respect of listed investments.
	  ○ agreeing to most recent valuations for unlisted investments.
	  ○ assessing whether those most recent valuations were reasonable in light of current facts and circumstances.
	• We challenged management in respect of those investments held at a measurement other than fair value regarding why fair value could not be reliably estimated.
	• We reviewed and considered in respect of the investments held at cost less impairment whether there were any potential indicators of impairment and where impairment was necessary, adequate provision had been made.
	• We ensured that the disclosures in the financial statements with regard to measurement were accurate and adequate.

Key observations	We concluded that investments are appropriately valued in these financial statements, and disclosure in respect of the measurement is adequate.

Ongoing legal dispute with St-Georges Eco-Mining

Key audit matter description	Following the acquisition of KOTN from St Georges in 2019, there has been an ongoing legal dispute regarding the transaction and the fact that certain exploratory licences had not been renewed in a timely manner prior to the purchase. As the legal case progresses, there is a risk that there is an undisclosed contingent asset or liability, or unrecognised provision.
How the scope of our audit responded to the key audit matter	Our procedures included the following: • We requested and reviewed the most recent correspondence between the Company's legal team and that of St Georges • We requested an update directly from the legal team representing the Company • We reviewed management's assessment in light of the information obtained • Based on the documentation provided, we concluded on whether any further disclosure or provision was required
Key observations	We concluded that no provision nor further disclosures were required in the financial statements.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Company financial statements
Overall materiality	£48,000 (2020: £44,000)
How we determined it	2.5% of net assets (2020: 2.5% of net assets)
Rationale for the benchmark applied	We consider net assets to be the main measure by which the users of the financial statements assess the financial performance and success of the company particularly as the company is reliant on its net asset base to finance its investments and satisfy its primary function as an investment portfolio company.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. Performance materiality was set at 70%, equating to £33,300 (2020: 70%, equating to £30,800) of materiality for the 2021 audit. In determining performance materiality, we considered our understanding of the entity, including the quality of the control environment and whether we were able to rely on controls, and the nature, volume and size of uncorrected misstatements in the previous period.

We agreed with management that we would report to them all audit differences in excess of £2,350 (2020: £2,200) as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to management on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the report of the directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the report of the directors.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received by branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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.

Auditor's responsibilities for the audit of the financial statements (continued)

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

The specific procedures carried out for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

- Obtaining an understanding of the legal and regulatory frameworks that the Company operates in, focusing on those laws and regulations that had a direct effect on the financial statements. The key laws and regulations we considered in this context included Companies Act 2006 and applicable tax legislation;
- Enquiry of management to identify any instances of non-compliance with laws and regulations;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Enquiry of management around actual and potential litigation and claims;
- Enquiry of management to identify any instances of known or suspected instances of fraud;
- Discussing among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud;
- Reviewing minutes of meetings of those charged with governance;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business including transactions with their subsidiary portfolio investment companies, and reviewing accounting estimates for bias; and
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular with respect to valuation of investments and potential impairment of current assets

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

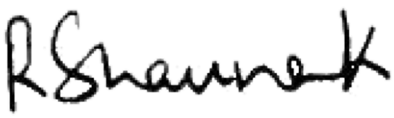
Other requirements

We were appointed by the Directors on 7 October 2019. The period of total interrupted engagement included previous renewals and reappointments of the firm is 4 years.

We did not provide any non audit services which are prohibited by the FRC's Ethical Standard to the Company and we remain independent of the Company in conducting our audit for the year ended 31 December 2021.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Rakesh Shaunak FCA (Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson
Statutory Auditor
London, United Kingdom

30 June 2022

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	Year Ended 31.12.21 £	Year Ended 31.12.20 £
TURNOVER		-	-
Administrative expenses		747,430	242,788
		(747,430)	(242,788)
Other operating income – management fees		240,000	240,000
Gain/(loss) on revaluation of investments	10	56,760	(3,594,217)
Gain on disposal of investments		567,529	-
OPERATING PROFIT/(LOSS)	6	116,859	(3,597,005)
Interest receivable and similar income		5,707	11
Interest payable and similar charges	7	(42,876)	(42,140)
PROFIT/(LOSS) BEFORE TAXATION		79,690	(3,639,134)
Tax on profit/(loss)	8	-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		79,690	(3,639,134)
Profit/(loss) per share expressed in pence per share:	8		
Basic		0.03	-1.24
Diluted		0.01	-1.24

The notes form part of these financial statements

OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

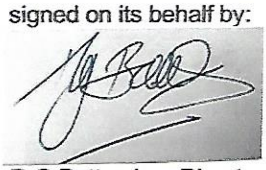
	Notes	Year Ended 31.12.21 £	Year Ended 31.12.20 £
PROFIT/(LOSS) FOR THE YEAR		79,690	(3,639,134)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE YEAR		79,690	(3,639,134)

The notes form part of these financial statements

BALANCE SHEET
31 DECEMBER 2021

	Notes	2021 £	2021 £	2020 £	2020 £
FIXED ASSETS					
Investments	10		1,980,034		1,813,948
CURRENT ASSETS					
Debtors	11	48,402		204,102	
Cash at bank		49,952		1,383	
		98,354		205,485	
CREDITORS					
Amounts falling due within one year	12	(120,809)		(221,682)	
NET CURRENT LIABILITIES			(22,455)		(16,197)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,957,579		1,797,751
CREDITORS					
Amounts falling due after more than one year	13		(45,021)		(44,483)
NET ASSETS			1,912,558		1,753,268
CAPITAL AND RESERVES					
Called up share capital	16		1,972,239		1,526,814
Share premium			23,858		15,608
Other reserve			(3,243,709)		(3,300,724)
Capital redemption reserve			288,625		288,625
Equity reserve			4,367,983		4,742,058
Retained earnings			(1,496,438)		(1,519,113)
SHAREHOLDERS' FUNDS			1,912,558		1,753,268

The financial statements were approved by the Board of Directors and authorised for issue on 30 June 2022 and were signed on its behalf by:



R G Battersby - Director

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 January 2020	1,335,129	(1,474,196)	12,663
Changes in equity			
Total comprehensive loss	-	(3,639,134)	-
Reserves transfer	-	3,594,217	-
Issue of share capital	171,685	-	2,945
Balance at 31 December 2020	1,526,814	(1,519,113)	15,608
Changes in equity			
Total comprehensive income	-	79,690	-
Reserves transfer	-	(57,015)	-
Issue of share capital	41,250	-	8,250
Conversion of loan notes	404,175	-	-
Balance at 31 December 2021	1,972,239	(1,496,438)	23,858

	Other reserve £	Capital redemption reserve £	Equity reserve £	Total equity £
Balance at 1 January 2020	293,493	288,625	4,711,958	5,187,672
Changes in equity				
Total comprehensive loss	-	-	-	(3,639,134)
Reserves transfer	(3,594,217)	-	-	-
Issue of share capital	-	-	-	174,630
Convertible loan note interest	-	-	30,100	30,100
Balance at 31 December 2020	(3,300,724)	288,625	4,742,058	1,753,268
Changes in equity				
Total comprehensive income	-	-	-	79,690
Reserves transfer	57,015	-	-	-
Issue of share capital	-	-	-	49,500
Convertible loan note interest	-	-	30,100	30,100
Conversion of loan notes	-	-	(404,175)	-
Balance at 31 December 2021	(3,243,709)	288,625	4,367,983	1,912,558

Equity reserves comprise the principal and interest relating to Unsecured Convertible Loan Notes (see note 21).

Other reserve represents the net increases and decreases in the carrying value of investments held at the period end.

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	Year Ended 31.12.21 £	Year Ended 31.12.20 £
Cash flows from operating activities			
Cash generated from operations	1	(366,287)	(88,063)
Interest paid		(18,644)	(23,987)
Net cash from operating activities		(384,931)	(112,050)
Cash flows from investing activities			
Purchase of fixed asset investments		(321,785)	(8)
Proceeds from sale of fixed asset investments		1,018,595	-
Loans to subsidiary undertakings		(273,017)	(56,543)
Interest received		5,707	11
Net cash from investing activities		429,500	(56,540)
Cash flows from financing activities			
New loans in period		-	91,000
Loan repayments in period		(41,000)	(46,500)
Loan note proceeds received		45,000	12,500
Amount repaid to directors		-	(3,000)
Share issue		-	100,000
Net cash from financing activities		4,000	154,000
Increase/(decrease) in cash and cash equivalents		48,569	(14,590)
Cash and cash equivalents at beginning of year	2	1,383	15,973
Cash and cash equivalents at end of year	2	49,952	1,383

The notes form part of these financial statements

1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	Year Ended 31.12.21 £	Year Ended 31.12.20 £
Profit/(loss) before taxation	79,690	(3,639,134)
Gain on revaluation of fixed asset investments	(56,760)	3,594,217
Gain on disposal of fixed asset investments	(567,529)	-
Directors' fees settled by issue of own shares	49,500	74,630
Finance costs	42,876	42,140
Finance income	(5,707)	(11)
	(457,930)	71,842
Increase in trade and other debtors	145,095	(244,263)
(Decrease)/increase in trade and other creditors	(53,452)	84,358
Cash generated from operations	(366,287)	(88,063)

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2021

	31.12.21 £	1.1.21 £
Cash and cash equivalents	49,952	1,383

Year ended 31 December 2020

	31.12.20 £	1.1.20 £
Cash and cash equivalents	1,383	15,973

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.1.21 £	Cash flow £	Other non-cash changes £	At 31.12.21 £
Net cash				
Cash at bank	1,383	48,569		49,952
	1,383	48,569		49,952
Debt				
Debts falling due within 1 year	(46,517)	41,000	352	(5,165)
Debts falling due after 1 year	(44,483)	-	(538)	(45,021)
	(91,000)	41,000	(186)	(50,186)
Total	(89,617)	89,569	(186)	(234)

1. **GENERAL INFORMATION**

The principal activity of BWA Group Plc ('BWA') is that of an investment vehicle set up principally to acquire one or more businesses and to make investments. The directors are currently concentrating on investments in the mining and resources sector.

BWA is a public company limited by shares and is incorporated in England and Wales. The company's shares are quoted on the Aquis Exchange Growth Market. The address of its registered office is One Bartholomew Close, London, EC1A 7BL
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2. **STATEMENT OF COMPLIANCE**

These financial statements have been prepared in accordance with UK Accounting Standards, including Financial Reporting Standard 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006.

3. **ACCOUNTING POLICIES**

Basis of preparation
The financial statements have been prepared under the historical cost convention as modified by the recognition of certain fixed assets measured at fair value. The principal accounting policies are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The financial statements are prepared in pounds sterling because that is the currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest £.

Going concern
These financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future.

At 31 December 2021, the company had net current liabilities of £22,455 and net assets of £1,912,558. The profit for the year was £79,690.

The directors have reviewed cash flow forecasts under various scenarios, which show the Company to have sufficient resources to remain a going concern, subject to:

- The timing of income and expenditure cash flows and realisation of other investments.
- Sufficient additional funding being raised from external sources to enable the Company to finance the subsidiary companies' exploration activities and Company costs. Since the year end the Company has raised £200,000 by a further issue of its Convertible Loan Stock and further equity issues are planned during the year ahead. The exploration activities are capable of being adjusted both as to scope and timing to meet, in part, the funding available.

The directors have a reasonable expectation that the Company will have adequate resources to continue in business for the foreseeable future and are of the opinion that it is appropriate for the accounts to be prepared on the going concern basis, although acknowledge that material uncertainties as detailed above exist at the time of approval of these financial statements, which may cast significant doubt on the entity's ability to continue as a going concern.

Preparation of consolidated financial statements
The financial statements contain information about BWA Group plc as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 9.9(b) of FRS102 from the requirements to prepare consolidated financial statements.

Other operating income
Other operating income represents charges made for services provided to subsidiary investments. Revenue is recognised when it can be measured reliably and it is probable that the Company will receive the consideration due.

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3. **ACCOUNTING POLICIES – continued**

Significant judgements and estimates
The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form a basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The directors consider that the most significant areas of accounting estimates and judgements are as follows:

- The valuation of unlisted investments; The techniques used to determine the fair value of the unlisted investments are significantly affected by certain key assumptions, such as market liquidity and the investees' ability to achieve certain milestones. It is important to recognise that in that regard, the derived fair value estimates cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately.
- The likelihood that deferred tax assets can be realised;
- Exceptional items; considering the nature of the item of income or expenditure, whether it would reasonably be considered to be outside of the normal business operations of the company and whether it was of a non-recurring nature;
- Provision for impairment in the value of assets.
- The determination that the fair value of certain unlisted investments cannot be reliably measured. Such investments are measured at cost less impairment.

Investments in subsidiaries
Investments in subsidiary undertakings are held as part of an investment portfolio and are therefore stated at fair value at the balance sheet date with all gains and losses recognised in the profit and loss account.

If fair value cannot be determined with sufficient reliability then investments are stated at cost less provision for impairment.

Loans to subsidiary undertakings included within fixed asset investments are stated at cost less provision for impairment.

Taxation
Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

continued...

3. **ACCOUNTING POLICIES - continued**

Share-based payments
The company provides share-based payment arrangements to the directors.

Equity-settled arrangements are measured at fair value of the equity instruments (excluding the effect on non-market based vesting conditions) at the date of the grant. The fair value is expensed on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares or options that will vest.

Where equity-settled arrangements are modified, and are of benefit to the employee, the incremental fair value is recognised over the period from the date of modification to date of vesting. Where a modification is not beneficial to the employee there is no change to the charge for share-based payment. Settlements and cancellations are treated as an acceleration of vesting and the unvested amount is recognised immediately in the income statement.

The company has no cash-settled arrangements.

Financial Instruments
The following policies for financial instruments have been applied in the preparation of the company's financial statements. Financial assets and financial liabilities are recognised on the company's balance sheet when the company becomes a party to the contractual provisions of the instrument.

Investments
Investments are stated at their fair value at the balance sheet date with all gains and losses recognised in the profit and loss account.

Investments which are listed on a stock market such as AIM or similar markets are valued at their closing bid-price. Where listed investments are subject to restrictions on sale or the marketability of the holding is limited then a discount to the listed market price may be applied.

Valuation methods used for unlisted shares are at fair value in accordance with the International Private Equity and Venture Capital Valuation Guidelines. In estimating fair value a valuation methodology is applied that is appropriate in light of the nature, facts and circumstances of the Investment and its materiality in the context of the total investment portfolio. The methodologies used include:

Price of recent investment
Net assets
Discounted cash flows or earnings of the underlying business
Discounted cash flows from the investment

For investments in start-up or early-stage businesses, the "Price of Recent Investment" methodology is the most appropriate for a limited period following the date of investment. Thereafter the fair value is measured using the most appropriate methodology. If fair value cannot be reliably measured then the investment is measured at cost less impairment.

Loans to subsidiary undertakings included within fixed asset investments are stated at cost less provision for impairment.

continued...

3. **ACCOUNTING POLICIES – continued**

Financial Instruments - continued

Loans receivable, trade and other receivables
Loans, trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand, deposits with maturities of three months or less from inception, and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents.

Impairment of financial assets
Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit and loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit and loss.

Derecognition of financial assets
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Financial liabilities
Financial liabilities, including trade and other payables, bank loans, and other loans are initially recognised at fair value unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities, including debt instruments, are subsequently carried at amortised cost using the effective interest method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Derecognition of financial liabilities
Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

continued...

3. **ACCOUNTING POLICIES - continued**

Financial instruments - continued

Equity
Equity comprises the following:

'Share capital' represents the nominal value of equity shares.

‘Share premium account’ represents the excess of consideration received for shares over the nominal value of the shares issued.

'Capital redemption reserve' represents amounts transferred from issued share capital on a purchase or redemption of own shares.

'Other reserve' represents increases and decreases in the fair value of investments held at the period end. It also represents impairments of investments held at cost where fair value cannot be reliably measured.

'Profit and loss reserve' represents retained earnings.

'Equity reserve' represents the equity element of the Unsecured Convertible Loan Notes.

Borrowings
Interest-bearing loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise and recognised in profit and loss over the term of the borrowing using the effective interest rate method.

Compound financial instruments
Compound financial instruments, containing both a liability and equity component, are classified in their respective area of the balance sheet.

Compound financial instruments issued by the company consist of Unsecured Convertible Loan Notes. The entire principal amount has been classified as equity on the basis that the liability component is immaterial.

Financial risk management
The directors review and agree policies for managing the risks arising from the company's financial instruments and these are summarised below.

Liquidity risk
The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Credit risk
The directors mitigate this risk by only offering credit to companies and individuals known to them and that have the resources to repay the balance if necessary.

The directors are responsible for managing and analysing the credit risk for each new transaction before terms of business are offered. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored.

For cash and cash equivalents, the company uses only recognised banks with high credit ratings. For trade and other receivables, the directors consider that the credit risk is minimal and the total is spread across many transactions.

Market risk
The company does not consider itself to be subject to significant market risk.

Borrowing facilities and interest rate risk
The company had borrowings in the form of convertible loan notes and a bank loan at 31 December 2021 and at 31 December 2020. The notes and bank loan carry a fixed rate of interest and therefore the company does not consider itself to be subject to significant interest rate risk.

continued...

3. **ACCOUNTING POLICIES - continued**

Capital risk management
The Board's principal objective when managing the capital of the company is to safeguard its ability to continue as a going concern, with the intention of providing future returns for shareholders.

The Board manages the capital structure of the company by making changes based on the economic conditions and the future outlook. Total equity, as defined on the balance sheet, is used as a key indicator of capital used in the business.

continued...

4. SEGMENTAL INFORMATION

The company has one reportable segment being investment activities, the results of which are disclosed in the income statement. The company's investment operations are located in the UK, however the company's investments are located as noted below. Income comprises management fees charged by the company to Kings Of The North Corp and BWA Resources Cameroon Limited.

Geographical location of investments and sources of income
In terms of the trading portfolio the global location of the investments are as follows:

	31.12.21	31.12.20
	£	£
UK	889	6,493
Canada	1,523,269	1,590,200
Cameroon	725,875	217,254
Norway	1	1
	2,250,034	1,813,948

Income relating to investment activities originated from Canada (2021: £120,000; 2020: £120,000) and Cameroon (2021: £120,000; 2020: £120,000). Income from management fees accounting for 10% or more of income originated from Kings Of The North Corp (2021: £120,000; 2020: £120,000) and BWA Resources Cameroon Limited (2021: £120,000; 2020: £120,000). During the year, a bad debt provision of £270,000 (2020 - £nil) has been made against the management fees due from BWA Resources Cameroon Limited and a provision of £120,000 (2020 - £nil) has been made against the management fees due from Kings Of The North Corp.

5. EMPLOYEES AND DIRECTORS

Remuneration in respect of the directors during the year was as follows:

	Year Ended 31.12.21	Year Ended 31.12.20
	£	£
Directors' fees	108,000	104,333

There were no other directors' emoluments, staff costs, social security or other pension costs for the year ended 31 December 2021 nor for the year ended 31 December 2020.

There were no employees during the year other than the four directors (2020: four directors). The directors are the key management personnel.

Share options
Details of share options awarded to directors under the terms of an Unapproved Share Option Plan are set out in note 20.

6. OPERATING LOSS

The operating loss is stated after charging:

	Year Ended 31.12.21 £	Year Ended 31.12.20 £
Auditors' remuneration - audit work	20,000	13,500

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year Ended 31.12.21 £	Year Ended 31.12.20 £
Convertible loan note interest	42,140	42,140
Bank loan interest	736	-
	42,876	42,140

8. TAXATION

Analysis of the tax charge
No liability to UK corporation tax arose for the year ended 31 December 2021 nor for the year ended 31 December 2020.

Reconciliation of total tax charge included in profit and loss
The tax assessed for the period is the same as the standard rate of corporation tax in the UK.

	Year Ended 31.12.21 £	Year Ended 31.12.20 £
Profit/(loss) before tax	79,690	(3,639,134)
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	15,141	(691,435)
Effects of:		
Unrealised gains/losses on revaluation of investments	(10,784)	682,901
Profit on sale of investments taxed as capital gain and offset by capital losses b/f	(107,831)	-
Expenses not deductible in determining taxable profit/loss	12,729	-
Losses to relieve in future periods	90,745	8,534
Total tax charge	-	-

No deferred tax asset has been recognised in the financial statements in respect of trading losses carried forward of £4,766,380 (2020 - £4,290,273) due to the uncertainty as to whether future taxable profits will arise against which the losses can be relieved.

continued...

8. **TAXATION - continued**

No deferred tax asset has been recognised in respect of the capital losses carried forward of £7,463,992 (2020 - £8,031,506) due to the uncertainty as to whether future taxable gains will arise against which the losses can be relieved.

9. **EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares. The company has potential ordinary shares in the form of share options and convertible loan notes. The potential ordinary shares were anti-dilutive for the year ended 31 December 2020 and have hence been excluded from the 2020 calculation. Reconciliations are set out below.

		31 December 2021	
	Earnings £	Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	79,690	310,318,603	0.03
Effect of dilutive securities	-	602,277,997	(0.02)
Diluted EPS			
Adjusted earnings	79,690	912,596,600	0.01

		31 December 2020	
	Earnings £	Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	(3,639,134)	294,367,968	(1.24)
Effect of dilutive securities	-	-	-
Diluted EPS			
Adjusted earnings	(3,639,134)	294,367,968	(1.24)

Instruments (including contingently issuable shares) that could potentially dilute basic EPS in the future, but were not included in the calculation of diluted EPS because they are antidilutive for the periods presented are as follows:

	31.12.21 £	31.12.20 £
Convertible loan notes	873,596,600	942,391,600
Share options	39,000,000	39,000,000
	912,596,600	981,391,600

There have been no ordinary share transactions after the balance sheet date that would have changed significantly the number of ordinary shares outstanding at the end of the year if those transactions had occurred before the end of the reporting period.

continued...

10. FIXED ASSET INVESTMENTS

At valuation	Investments in subsidiaries £	Loans to subsidiaries £	Other investments £	Totals £
Year ended 31 December 2020				
At 1 January 2020	4,606,197	160,701	412,516	5,179,414
Additions	8	56,543	172,200	228,751
Fair value movement	(3,188,196)	-	(406,021)	(3,594,217)
At 31 December 2020	**1,418,009**	**217,244**	**178,695**	**1,813,948**
Year ended 31 December 2021				
At 1 January 2021	1,418,009	217,244	178,695	1,813,948
Additions	-	238,622	321,785	560,407
Disposals	-	-	(451,081)	(451,081)
Fair value movement	-	-	56,760	56,760
At 31 December 2021	**1,418,009**	**455,866**	**106,159**	**1,980,034**

The investments relating to subsidiaries are unlisted. Other investments are listed. The fair value of the investments has been determined by the Directors as follows:

Basis of valuation	Carrying amount 31.12.21 £	31.12.20 £
Quoted market price in an active market	106,159	178,693
Cost less impairment (fair value cannot be reliably measured)	1,873,875	1,635,255
	1,980,034	1,813,948

The following information relates to investments whose carrying amount exceeds one-fifth of the company's assets at the end of the financial period:

Name	Place of incorporation	Holding	Proportion of voting rights and shares held	Carrying amount 31.12.21 £	31.12.20 £
Kings Of The North Corp	Canada	Common shares	100.00%	1,418,000	1,418,000

The following information relates to the company's subsidiary undertakings at the end of the financial period:

BWA Resources (UK) Limited was incorporated on 6 February 2018 in England & Wales. The registered office address is Bridge House, Lyndhurst Road, Brockenhurst, Hampshire, SO42 7TR. BWA Group Plc owns 90% (2020: 90%) of the Ordinary shares. The latest financial statements available for this company were for the year ended 31 December 2020, Net assets at 31 December 2020 were £164,885 (2019 - £1) and the loss for the year was £5,125 (2019 - £nil). The financial statements for the year ended 31 December 2021 are not yet available.

continued...

10. **FIXED ASSET INVESTMENTS - continued**

BWA Resources Cameroon Limited ('BWA Cameroon') was incorporated on 26 March 2018 in Cameroon. The registered office address is BP6184 Yaoundé, Cameroon. BWA Resources (UK) Limited owns 100% of the Ordinary shares of BWA Cameroon.

Kings Of The North Corp ('KOTN') is a company incorporated in Canada. The registered office address is 2075, boul. Robert-Bourassa, bureau 600, Montréal, Québec, H3A 2L1 . BWA Group Plc owns 100% of the Common shares of KOTN.

BWA Minerals Cameroon Limited ('BWA Minerals') was incorporated on 27 September 2021 in Cameroon. The registered office address is BP7811, Yaoundé, Cameroon. BWA Resources (UK) Limited owns 100% of the Ordinary shares of BWA Minerals.

As BWA Cameroon, KOTN, and BWA Minerals are not required to publish a copy of their balance sheet in their respective countries of incorporation, information about their capital and reserves at the end of their relevant financial years and profit or loss for those years is not presented.

Kings of the North
The investment in Kings of the North Corp was acquired in October 2019 for a cost of £4.66 million settled by an issue of convertible loan notes and equity, of which £4.48 million related to the mining claims. The original intention had been for the company to be operated in partnership with the vendor, St Georges Eco-Mining Corp (St Georges). Unfortunately, in the event, the outbreak of the Covid-19 pandemic and other factors meant the joint venture never started and subsequent investigations by BWA revealed deficiencies in the title in three of the claim areas acquired within the company. As a result, claims for restitution have been made in Canada against the vendors of Kings of the North Corp

In the absence of a reliable fair value estimate, for the purposes of these financial statements the investment in Kings of the North has been valued at cost less impairment, equating to the cost of the two major claim areas which remain, namely Winterhouse and Isoukustouc, where Kings of the North Corp's title has been registered with the appropriate Canadian authorities, as set out in the SRK report dated September 2019 amounting to £1.418 million. Because of pandemic restrictions in place during 2021 it was not possible for visits to be made to these claim areas or carry out any work to progress the claims although certain desktop studies have been made in the UK. The present expectation is that some in country work will be carried out in 2022. The valuation ignores any contingent asset value which may result from the claims for restitution referred to above due to current uncertainty over the eventual outcome.

Litigation has been initiated in Canada against the vendors of Kings of the North Corp seeking recission of the contract and a claim for C$1.5 million (£900,000) in damages. St Georges have entered a counter claim for C$300,000 (£175,000). Both claims are being defended and the litigation continues. The claim against Kings of the North is at an early stage but the directors have no reason, given the stage reached, to consider there will be any liability to either Kings of the North or the Company and accordingly no provision has been made for any contingent liability in these accounts.

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11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.21	31.12.20
	£	£
Trade debtors	-	150,000
Other debtors	-	45,853
VAT	7,543	5,277
Prepayments and accrued income	5,611	2,972
Amounts owed by group undertakings	35,248	-
	48,402	204,102

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.21	31.12.20
	£	£
Bank loans and overdrafts (see note 14)	5,165	5,517
Other loans (see note 14)	-	41,000
Trade creditors	41,098	143,053
Other creditors	15,541	11,059
Accrued expenses	59,005	21,053
	120,809	221,682

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.12.21	31.12.20
	£	£
Bank loans (see note 14)	45,021	44,483

14. LOANS

An analysis of the maturity of loans is given below:

	2021	2020
	£	£
Amounts falling due within one year or on demand:		
Bank loans	5,165	5,517
Other loans	-	41,000
	5,165	46,517
Amounts falling due between one and two years:		
Bank loans - 1-2 years	5,250	9,646
Amounts falling due between two and five years:		
Bank loans - 2-5 years	16,485	30,428
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans - more than 5 years by instalments	23,286	4,409

Other loans as at 31 December 2020 were interest free and repayable on demand.

Bank loans relates to a loan received on 15 May 2020 under the UK Government's Bounce Back Loan Scheme. Initially, the loan was repayable by instalments over a period of 60 months starting from June 2021. New terms were agreed during the year ended 31 December 2021 resulting in the loan now being repayable over a period of 108 months from December 2021. The loan carries a fixed rate of interest of 2.5%. The interest for the first year of the loan was paid by the UK Government. Under the terms of the scheme the loan is guaranteed by the UK Government and represents an unsecured creditor of the company.

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15. FINANCIAL INSTRUMENTS

The company's financial instruments were categorised as follows:

	2021 £	2020 £
Financial assets measured at fair value:		
- Investments	106,159	178,693
Financial assets measured at cost less impairment:		
- Investments	1,873,875	1,635,255
Financial assets that are debt instruments measured at amortised cost:		
- Cash at bank	49,952	1,383
- Trade debtors	-	150,000
- Other debtors	-	45,853
- Amounts owed by group undertakings	35,248	-
	85,200	197,236
Financial liabilities measured at amortised cost:		
- Bank loans	50,186	50,000
- Other loans	-	41,000
- Trade creditors	41,098	143,053
- Other creditors	15,541	11,059
- Accrued expenses	59,005	21,053
	165,830	266,165

16. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2021 £	2020 £
394,447,891	Ordinary	0.5p	1,972,239	1,526,814
(31 December 2020 – 305,362,891)				

The following 0.5p Ordinary shares were issued during the year:

- 8,250,000 were issued at 0.6p per share in settlement of directors' fees.
- 80,835,000 were issued at 0.5p per share on the conversion of the 14% Unsecured Convertible Loan Notes.

The following 0.5p Ordinary shares were issued during the previous year:

- 11,392,527 were issued at par value in settlement of directors' fees.
- 2,944,493 were issued at 0.6p per share in settlement of directors' fees.
- 20,000,000 were issued for cash at par value.

Ordinary shares carry one vote per share and each share gives equal right to dividends. These shares also give right to the distribution of the company's assets in the event of winding-up or sale.

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17. RELATED PARTY DISCLOSURES

Bath Group Limited is a company in which Richard Battersby has a material interest as a director and shareholder. The Company has awarded Bath Group Limited share options for the services of Richard Battersby as a director of the Company. Details of the award are provided in Note 20.

Neric Holdings Limited is also a company in which Richard Battersby has a material interest as a director and shareholder. The Company has awarded Neric Holdings Limited share options for the services of Richard Battersby as a director of the Company. Details of the award are provided in Note 20. Also, included in trade creditors as at 31 December 2021 is a balance of £1,606 (2020 - £25,051) due to Neric Holdings Limited in respect director's fees and expenses relating to the services of Richard Battersby.

James Butterfield was a director of Mineralfields Group Limited ("Mineralfields") during the year. The Company held an investment in Mineralfields in the form of unlisted shares valued by the directors at £1 as at 31 December 2020. Mineralfields was dissolved on 28 September 2021 and therefore this investment has been written off. Also, a loan balance of £nil (2020 - £118,633) which was owed to the Company by Mineralfields and which formed part of the Company's investment in Cameroon, was transferred to BWA Resources (UK) Limited during the year. The loan was unsecured, interest free and had no fixed date for repayment.

BWA Resources (UK) Limited ('BWA Resources') is a subsidiary of the Company. As described above a loan balance of £nil (2020 - £118,633) was transferred from Mineralfields Group Limited to BWA Resources during the year. At 31 December 2021 a loan balance of £258,977 (2020 - £47,244) was owed to the Company by BWA Resources. This balance, which is included within fixed asset investments and which forms part of the Company's investment in Cameroon, was unsecured, interest free and had no fixed date for repayment. At 31 December 2021, the company also held £170,000 (2020 - £170,000) in interest-free convertible loan notes issued by BWA Resources during the previous year. This balance is also included within fixed asset investments. The Company also received a loan from BWA Resources during the previous year. At 31 December 2021, the balance due from the Company was £nil (2020 - £41,000). The loan, which was included in creditors falling due within one year, was unsecured, interest free and had no fixed date for repayment. Also, during the previous year BWA Resources issued 9 Ordinary shares of £1 each for cash at par value. Eight of these shares were issued to the Company. Following this, the Company's shareholding had reduced from 100% to 90%.

Included in trade creditors as at 31 December 2021 is a balance of £1,640 (2020 - £20,396) payable to James Butterfield respect director's fees and expenses.

During the year, Richard Battersby received 2,750,000 0.5p Ordinary shares in settlement of fees totalling £16,500 (2020 – 5,027,773 0.5p Ordinary shares in settlement of fees totalling £26,167), James Butterfield received 2,750,000 0.5p Ordinary shares in settlement of fees totalling £16,500 (2020 - 5,027,773 0.5p Ordinary shares in settlement of fees totalling £26,167), Alec Borrelli received 1,375,000 0.5p Ordinary shares in settlement of fees totalling £8,250 (2020 – 2,955,608 0.5p Ordinary shares in settlement of fees totalling £15,334), and James Hogg received 1,375,000 0.5p Ordinary shares in settlement of fees totalling £8,250 (2020 – 466,666 0.5p Ordinary shares in settlement of fees totalling £2,667).

Borrelli Capital Limited is a company in which Alex Borrelli has a material interest as a director and shareholder. Included in trade creditors as at 31 December 2021 is a balance of £3,150 (2020 - £15,138) due to Borrelli Capital Limited in respect director's fees and expenses relating to the services of Alex Borrelli.

BWA Resources Cameroon Limited ('BWA Cameroon') is a subsidiary of the Company. During the year the Company charged management fees totalling £120,000 (2020 - £120,000) to BWA Cameroon. At 31 December 2021 the balance due to the Company in respect of these fees was £270,000 (2020 - £150,000) against which a bad debt provision of £270,000 has been made (2020 - £nil). The company also paid costs on behalf of BWA Cameroon totalling £26,889 (2020 - £nil) during the year. At 31 December 2021 the balance due to the Company in respect of these costs was £26,889 (2020 - £nil). This balance is considered by the directors to form part of the Company's investment in Cameroon and is therefore included within fixed asset investments as at 31 December 2021.

Addison Mining Services Limited is a company in which the director J Hogg has a material interest as a director and shareholder. Included in trade creditors as at 31 December 2021 is a balance of £7,124 (2020 - £20,894) due to Addison Mining Services Limited in respect consultancy fees, and director's fees and expenses relating to the services of J Hogg.

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17. **RELATED PARTY DISCLOSURES - continued**

Kings of The North Corp ('KOTN') is a subsidiary of the Company. In December 2020, 3,000,000 shares in St Georges, held by KOTN, were transferred to the Company, together with the associated warrants to subscribe for a further 3,000,000 shares, at middle market price of C$0.10 per share, equivalent to £172,200 in settlement of monies due to the Company by KOTN. The Company took up its rights under warrants attaching to the original shareholding to subscribe for a further 3,000,000 shares in St Georges Eco-Mining Corp in March 2021 for a consideration of £321,000. During the year the Company charged management fees totalling £120,000 (2020 - £120,000) to KOTN. At 31 December 2021 the balance due to the Company in respect of these fees was £120,000 (2020 - £120,000) against which a bad debt provision of £120,000 (2020 - £nil) has been made. Also, during the year, the Company's investment in KOTN was written down by £nil (2020 - £3.3m). The carrying value of the investment as at 31 December 2021 was £1,418,000 (2020 - £1,418,000).

18. **POST BALANCE SHEET EVENTS**

Following the year end the Company issued 6,050,000 0.5p Ordinary shares in settlement of directors' fees totalling £30,250. The company also received £200,000 from the issue of 14% Convertible Unsecured Loan Notes.

Litigation has been initiated in Canada against the vendors of Kings of the North Corp seeking recission of the contract and a claim for C$1.5 million (£900,000) in damages. St Georges have entered a counter claim for C$300,000 (£175,000). Both claims are being defended and the litigation continues. The claim against Kings of the North is at an early stage and, at this time, the directors do not consider there will be any liability to either Kins of the North or the Company.

The Company's operations are principally in Cameroon and, to a limited extent, in Canada. Most cost is incurred outside the UK so UK inflation, attributed in part to factors such as the war in Ukraine, are less of a factor. A global economic slow down could influence mineral prices although that would be likely to be offset by investors seeking hard asset protection.

19. **ULTIMATE CONTROLLING PARTY**

Significant shareholders are disclosed in the director's report. There is no overall controlling party.

20. **SHARE-BASED PAYMENT TRANSACTIONS**

Share options
Share options have been awarded at nil cost for services provided by the directors under the terms of an Unapproved Share Option Plan as follows:

Recipient	Date of grant	At 01/01/21 No.	Options granted No.	At 31/12/21 No.
J M V Butterfield	11/02/15	5,871,262	-	5,871,262
M A Borrelli	11/02/15	5,871,262	-	5,871,262
Bath Group Limited	11/02/15	5,871,262	-	5,871,262
J M V Butterfield	26/06/20	6,128,738	-	6,128,738
M A Borrelli	26/06/20	6,128,738	-	6,128,738
Neric Holdings Limited	26/06/20	6,128,738	-	6,128,738
J Hogg	26/06/20	3,000,000	-	3,000,000
		39,000,000	-	39,000,000

The options granted on 11 February 2015 are exercisable at a price of 0.65p per share and vest as to one third on the first anniversary of grant, one third on the second anniversary of grant and the remaining third on the third anniversary of grant. Under the original terms of the Plan, the options lapsed if not exercised by the fifth anniversary of the date of grant. The exercise period was extended to the eighth anniversary of the date of the grant on 11 February 2020.

The options granted on 26 June 2020 are exercisable at a price of 0.5p per share and vest on the first anniversary of grant. The options lapse if not exercised by the third anniversary of the date of grant.

20. **SHARE-BASED PAYMENT TRANSACTIONS - continued**

The company has no legal or constructive obligation to repurchase or settle the options in cash.

The company is unable to directly measure the fair value of directors' services received. Instead the fair value of the share options granted is determined using the Black-Scholes model. The model is internationally recognised as being appropriate to value employee share schemes similar to the Unapproved Share Option Plan. The weighted average fair value of the options granted during the year ended 31 December 2020, determined using the Black-Scholes valuation model, was nil pence per option. The significant inputs into the model were the weighted average share price of 0.35p at the grant date, the exercise price of 0.5p per option, volatility of 1%, an average expected option life of 1 year and an annual risk-free interest rate of 0.5%.

The total profit and loss account charge for the year recognised in respect of share options granted to directors was £nil (2020: £nil). As at 31 December 2021, none of the options granted had been exercised. This amount will be equity-settled.

Other transactions
During the year, the company issued nil (2020 - 11,392,527) Ordinary shares of 0.5p each at par value and 8,250,000 (2020 - 2,944,493) Ordinary shares of 0.5p each issued at 0.6p per share in settlement of fees totalling £49,500 (2020 - £74,630) owed to the directors.

21. **CONVERTIBLE LOAN NOTES**

(i) 14% Unsecured Convertible Loan Notes 2018
The company issued 14% Unsecured Convertible Loan Notes during the year ended 30 April 2018. The loan notes were to be settled in cash only in the event of a sale of the entire issued share capital of the company. If no such sale occurred by 31 December 2021, the notes were to be automatically converted into ordinary shares of 0.5p each on the basis of one ordinary share for each loan note (the notes were issued in denominations of 0.5p each).

Interest was payable at an annual rate of 14% per annum on the principal amount of £301,000, with 4% being paid in cash and the remaining 10% being rolled up and convertible along with the principal amount. Interest was payable half yearly in arrears on 30 June and 31 December.

The entire principal amount was classified as equity on the basis that the liability component is immaterial. The rolled up element of the interest was credited to equity on an accruals basis.

The interest charged to the profit and loss account during the year was £42,140 (2020 - £42,140). Of this, £12,040 (2020 - £12,040) was payable in cash and £30,100 (2020 - £30,100) was credited to equity.

On 31 December 2021, the entire loan note principal of £301,000 and rolled up interest totalling £103,175 was converted into 80,835,000 shares of 0.5p each issued at par value.

(ii) Unsecured Convertible Loan Notes 2019
On 1 October 2019, the company acquired 100% of the issued share capital of Kings Of The North Corp, ('KOTN') a company incorporated in Canada which holds a number of mining rights in Quebec and Ontario. The shares were acquired for a consideration of £4.66m which was settled by the issue of Unsecured Convertible Loan Notes. A further £100,000 of loan notes were issued for cash during the period ended 31 December 2019, of which £80,000 remained unpaid at 31 December 2019. The unpaid balance as at 31 December 2021 was £nil (2020 - £45,000).

21. **CONVERTIBLE LOAN NOTES - continued**

(ii) Unsecured Convertible Loan Notes 2019 (continued)

The principle terms of the loan notes are as follows:

- convertible by the holder into Ordinary 0.5p shares at any time up until 30 September 2022, at a share conversion price equal to the 5 days Volume Weighted Average Price per Ordinary share prior to the date of conversion and subject to a minimum conversion price of 0.5p per Ordinary share;

- following 30 September 2022, any outstanding Convertible Loan Notes will be rolled over for a subsequent 12 months on the same terms;

- Convertible Loan Notes which have not been converted by the expiry of the further 12 month period shall automatically convert to a new class of share in the Company, being Deferred Non-Voting Shares, convertible on the same terms as the Loan Note Instrument, save they carry no right to capital on winding up;

- the Convertible Loan Notes provide that, at all times no person shall be able to exercise their right to convert any Convertible Loan Notes or Deferred Non-Voting Shares if to do so would cause that person (or any person acting in concert with that person, as defined in the Takeover Code) to exceed a 29% interest in the voting rights of the Company; and

- the Convertible Loan Notes are interest free.

The loan notes are only redeemable in cash under the following circumstances:

- the company is unable to legally issue the conversion shares to the noteholders within 30 days of the conversion date; or

- in the event of the winding up or dissolution of the company; or

- an administrator, receiver or similar is appointed and such person has not been paid out or discharged within 30 days.

The entire principal amount has been classified as equity on the basis that the liability component is immaterial.

There were no movements during the year ended 31 December 2021 nor the year ended 31 December 2020. The balance of the issued Convertible Loan Notes at 31 December 2021 was £4,367,983 (2020 - £4,367,983).