

Corporate Governance Statement

As an AIM-traded company, Bezant Resources PLC (“**Bezant**” or the “**Company**”) and its subsidiaries are required to apply a recognised corporate governance code and demonstrate how the Group complies with such corporate governance code and where it departs from it.

The Directors of the Company have formally taken the decision to adopt the QCA Corporate Governance Code (2018) (the “**QCA Code**”). The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders without stifling the entrepreneurial spirit in which small to medium sized companies, such as Bezant, have been created. The Company is committed to providing annual updates on its compliance with the QCA Code further details of which are set out below. The QCA code was updated in 2023 and applies to companies with financial years beginning on or after 1st April 2024. The company will report against the new QCA code in 2025.

The Board

The Board comprises (for the time being) five Directors of which three are executive and two are non-executives, reflecting a blend of different experience and backgrounds. The Board considers Dr. Evan Kirby and Ronnie Siapno to be independent non-executives in terms of the QCA guidelines notwithstanding the period they have been in office given they do not have significant shareholdings in the Company. The Company’s Executive Director is Colin Bird who is also Chairman of the Board. Given the stage of the Company’s early-stage exploration mining projects and the experience of the Chair Mr. Bird in managing such international exploration mining projects and his familiarity with the Company’s projects the Company believes that it is appropriate for the roles of Chairman and Chief Executive Officer to be combined at this stage. The Company will keep this under review as the Company’s projects develop with a view to splitting the roles when it is clear which projects will become the principal activities of the Company and can justify the need for and benefit from a separate CEO. The Company will therefore consider making further appropriate appointments to the Board as and when considered appropriate.

The Board is responsible for determining policy and business strategy, setting financial and other performance objectives and monitoring achievement. It meets throughout the year and all major decisions are taken by the full Board. The Chairman takes responsibility for the conduct of the Company and Board meetings and ensures that directors are properly briefed to enable full and constructive discussions to take place. The Group’s day-to-day operations are managed by the Executive Director Colin Bird as assisted by the Group Company Secretary in respect of corporate matters generally, compliance and company administration. All Directors have access to the Company’s Solicitors, along with the Group Company Secretary and any Director needing independent professional advice in the furtherance of his/her duties may obtain this advice at the expense of the Group. However, no formal procedure has been agreed with the Board regarding the circumstances in which individual directors may take independent professional advice.

The Board is satisfied that it has a suitable balance between independence on the one hand, and knowledge of the Company on the other, to enable it to discharge its duties and responsibilities effectively, and that all Directors have adequate time to fulfil their roles.

Details of the current Directors, biographical details and background are set out on the Company's website at www.bezantresources.com. The role of the Chairman is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit to maintain control of the Group. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance.

Under the Company's Articles of Association, the appointment of all new Directors must be approved by shareholders in a general meeting. In addition, one third of Directors are required to retire and to submit themselves for re-election at each Annual General Meeting.

Application of the QCA Code

In the spirit of the QCA Code, it is the Board's task to ensure that the Group is managed for the long-term benefit of all shareholders and other stakeholders with effective and efficient decision-making. Corporate governance is an important part of that task, reducing risk and adding value to the Group. The Board will continue to monitor the governance framework of the Group as it grows.

Bezant is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. It currently has interests in two copper-gold projects, in Namibia and Argentina and has an equity investment in a copper – gold project in the Philippines and an interest in a manganese project in Botswana. Currently, no revenue is generated from such projects. The Company seeks to promote long-term value creation for its shareholders by leveraging the technical knowledge and experience of its directors and senior management to develop and realise value from its projects. The key performance indicators for the Company are therefore linked to the achievement of project milestones and the increase in overall enterprise value which could be through a combination of the development of these projects by the Company or with joint venture or other partners and / or the sale of the projects.

All operations are conducted in a manner that protects the environment and the health and safety of employees, third parties and local communities in general. Bezant believes that a successful project is best achieved through maintaining close working relationships with local communities, such social ideology being at the forefront of all of Bezant's exploration initiatives via establishing and maintaining co-operative relationships with local communities, hiring local personnel and using local contractors and suppliers. Where issues are raised, the Board takes the matters seriously and, where appropriate, steps are taken to ensure that findings are integrated into the Company's strategy.

Careful attention is given to ensure that all exploration activity is performed in an environmentally responsible manner and abides by all relevant mining and environmental acts. Bezant takes a conscientious role in all of its operations and is aware of its social responsibility and its environmental duty.

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Both the engagement with local communities and the performance of all activities in an environmentally and socially responsible way are closely monitored by the Board which ensures that ethical values and behaviours are recognised.

Corporate Governance Committees

The Board has established two committees comprising Non-Executive Directors and Executive Directors.

The composition of the committees is as follows:

Audit	Remuneration
Dr. Evan Kirby (<i>Chairman</i>)	Colin Bird (<i>Chairman</i>)
Raju Samtani	Dr. Evan Kirby
Colin Bird	Ronnie Siapno

The Audit Committee

The audit committee receives reports from management and the external auditors relating to the interim report and the annual report and financial statements, reviews reporting requirements and ensures that the maintenance of accounting systems and controls is effective.

The audit committee has unrestricted access to the Company's auditors. The audit committee also monitors the controls which are in force and any perceived gaps in the control environment.

The Board believes that the current size of the Group does not justify the establishment of an independent internal audit department.

The Audit Committee meets twice during the year to review the published financial information, the effectiveness of external audit and internal financial controls including the specific matters set out below.

Significant issues considered by the Audit Committee during the year have been the Principal Risks and Uncertainties and their effect on the financial statements. The Audit Committee tracked the Principal Risks and Uncertainties through the year and kept in contact with the Group's Management, External Service Providers and Advisers. The Audit Committee is satisfied that there has been appropriate focus and challenge on the high-risk areas.

UHY Hacker Young LLP, the current external auditors, have been in office since 2007 which was the last time a tender for the audit took place. The external auditors present their annual audit findings to the audit committee.

Remuneration Committee

The Remuneration Committee determines the scale and structure of the remuneration of the executive Directors and approves the granting of options to Directors and senior employees and the performance related conditions thereof. The Remuneration Committee also recommends to the Board a framework for rewarding senior management, including Executive Directors, bearing in mind the need to attract and retain individuals of the highest calibre and with the appropriate experience to make a significant contribution to the Group and ensures that the elements of the remuneration package are competitive and help in underpinning the performance-driven culture of the Group.

The Company does not currently have a separate Nominations Committee, with the entire Board involved in the identification and approval of Board members which the Board considers to be appropriate given the Company's size and nature, but it will continue to monitor the situation as it grows.

Internal control

The Board is responsible for establishing and maintaining the Group's system of internal control. Internal control systems manage rather than eliminate the risks to which the Group is exposed and such systems, by their nature, can provide reasonable but not absolute assurance against misstatement or loss. There is a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures which the Directors have established with a view to providing effective internal control, are as follows:

- ◆ Identification and control of business risks
The Board identifies the major business risks faced by the Group and determines the appropriate course of action to manage those risks.
- ◆ Budgets and business plans
Each year the Board approves the business plan and annual budget. Performance is monitored and relevant action taken throughout the year through the regular reporting to the Board of changes to the business forecasts.
- ◆ Investment appraisal
Capital expenditure is controlled by budgetary process and authorisation levels. For expenditure beyond specified levels, detailed written proposals have to be submitted to the Board. Appropriate due diligence work is carried out if a business or asset is to be acquired.
- ◆ Annual review and assessment
In 2018, the Board conducted a detailed review and assessment of the effectiveness of the Group's strategy, a process that is maintained on an ongoing basis.

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Relations with shareholders

The Board attaches considerable importance to the maintenance of good relationships with shareholders. The Company has participated in various investor focussed podcasts and the Chair attends the annual general meeting, the Company will with the Company's advisers look at ways in which the Company can engage with shareholders.

Departures from the QCA Code:

Bezant departs from the QCA Code in the following ways:

Principle 7 - "Evaluate board performance based on clear and relevant objectives, seeking continuous improvement."

Bezant's board is extremely focussed on implementing the Company's strategy. Given the size and nature of Bezant, the Board does not consider it appropriate to have a formal performance evaluation procedure in place, as described and recommended in Principle 7 of the QCA Code. The Board will closely monitor the situation as the Group grows.

No Nominations Committee

The QCA Code states that there should be a nomination committee to deal with the appointment of both executive and non-executive Directors except in circumstances where the Board is small. The Directors consider the size of the current Board to be small and have not therefore established a separate nomination committee. The appointment of executive and non-executive Directors is currently a matter for the Board as a whole. This position will be reviewed should the number of directors increase.

Chair is also Chief Executive officer

The QCA Code states that the role of Chair and chief Executive Officer should be separate. Given the stage of the Company's early-stage exploration mining projects and the experience of the Chair Mr. Bird in managing such international exploration mining projects and his familiarity with the Company's projects the Company believes that it is appropriate for the roles of Chairman and Chief Executive Officer to be combined at this stage. The Company will keep this under review as the Company's projects develop with a view to splitting the roles when it is clear which projects will become the principal activities of the Company and can justify the need for and benefit from a separate CEO. The Company will therefore consider making further appropriate appointments to the Board as and when considered appropriate.

Going concern

As referred to in note 1.1 of the 2023 financial statements, the Group made a loss from all operations for the year ended 31 December 2023 after tax of £6,106,000 after a fair value adjustment loss of £110,000 (see note 11) and an impairment provision of £ 4,774,000 (note 5) (2022 – profit of £1,436,000 but excluding a fair value adjustment

gain of £2,133,000 the loss from all operations for 2022 after tax was £697,000). The Group had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £560,000 as at 31 December 2023. On 5 March 2024 the Company announced that the repayment date for the £700,000 drawdown under the Sanderson Capital Facility Agreement had been extended to 31 July 2025. An operating loss is expected in 2024 and the Company will need to raise funding to provide additional working capital to finance its ongoing activities. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

Based on the Board's assessment that the Company will be able to raise additional funds, as and when required, to meet its working capital and capital expenditure requirements, the Board have concluded that they have a reasonable expectation that the Group can continue in operational existence for the foreseeable future. For these reasons, the Group continues to adopt the going concern basis in preparing the annual report and financial statements.

There is a material uncertainty related to the conditions above that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The 2023 financial report did not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

A handwritten signature in black ink, appearing to read 'Evan Kirby', with a stylized flourish at the end.

Dr. Evan Kirby
Non-Executive Director

27 June 2024