You should read the following discussion and analysis in conjunction with our historical financial information as at and for the fiscal years ended March 31, 2024 and 2025 included in the Accountants' Report set out in Appendix I and the Condensed Consolidated Financial Statements set out in Appendix IA to this Document with the accompanying notes. Our audited historical financial information has been prepared in accordance with IFRS, which may differ in material aspects from generally accepted accounting principles in other jurisdictions.

The following discussion and analysis and other parts of this Document contain forward-looking statements that reflect our current view with respect to future events and financial performance that involve risks and uncertainties. These statements are based on our assumptions and analysis in light of our experience and perception of historical events, current conditions and expected future developments, as well as factors that we believe are appropriate under the circumstances. In evaluating our business, you should carefully consider the information provided in the section headed "Risk Factors" in this Document.

OVERVIEW

We are a global precious metal mining company with a proven record of profitability and growth potential, headquartered in Vancouver, Canada, mainly engaged in exploration and production of diversified precious metals such as silver and gold, as well as non-ferrous metals such as lead and zinc, holding a leading position in silver production in China. To create shareholder value, we are committed to continuously generate free cash flow from long-life mines, pursuing organic growth through extensive drilling for new discoveries, seeking ongoing merger and acquisition opportunities to unlock value, and maintaining responsible mining and sound ESG practices.

We have achieved significant growth in recent years. For the fiscal years ended March 31, 2024 and 2025, our revenue was USD215.2 million and USD298.9 million, respectively, representing a year-over-year growth of 38.9%. For the nine months ended December 31, 2024 and 2025, our revenue was USD223.8 million and USD290.8 million, respectively, representing a year-over-year growth of 29.9%. For the fiscal years ended March 31, 2024 and 2025, our net income was USD49.7 million and USD78.8 million, respectively, and our adjusted net income (a non-IFRS measure) was USD52.7 million and USD98.1 million, respectively, representing a year-over-year growth of 58.6% for net income and 86.1% for adjusted net income. For the nine months ended December 31, 2024 and 2025, our net income was USD82.4 million and USD16.8 million, respectively, and our adjusted net income (a non-IFRS measure) were USD79.3 million and USD117.5 million, respectively, representing a year-over-year decrease of 79.6% for net income and a year-over-year increase of 48.2% for adjusted net income. See "— Description of Key Statement of Income Items — Non-IFRS Measure" for a reconciliation of net income to adjusted net income (a non-IFRS measure).

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business and historical financial condition and results of operations have been, and are expected to continue to be, affected by the following key factors.

Price Fluctuation of Silver, Gold, Lead, Zinc and Other Metals

During the Track Record Period, our revenue was in large part derived from the mining and sales of silver, gold, lead and zinc contained in metal concentrates. In line with the market practice, we price our metal concentrates based on the quoted market prices and the grades of our metal concentrates. For details on our pricing policy, please refer to "Business — Sales and Customers — Pricing Policy" in this Document.

The market prices of those commodities are largely determined by market forces beyond our control, including global and PRC economic cycles, currency exchange fluctuations, and global or regional supply and demand for jewelry and industrial products containing silver, gold and other metals. Historically, the prices have fluctuated widely. See "Industry Overview" in this Document for historical price data. A sustained significant decline in these market prices would materially and adversely affect our business, financial condition and results of operations. For details, please see "Risk Factors — Risks Relating to Our Industry and Business — Volatility in metal market prices could materially and adversely affect the profitability of our operations and financial conditions."

Production and Sales Volumes

Our revenue is directly affected by our production and sales volumes of metal concentrates. During the Track Record Period, strong market demand enabled us to sell substantially all of our production within short periods. Accordingly, our sales volume of products during the Track Record Period were generally comparable to our production volumes, with minor discrepancies owing to factors such as revenue recognition timing and inventory levels. See "Business — Mineral Resources and Mineral Reserves — Metal Production" and "Business — Mineral Resources and Mineral Reserves — Sales and Revenue" for our production and sales volumes during the Track Record Period.

Our production and sales volumes are, among others, subject to the capacity, efficiency and stable production of our mining and processing operations. As at December 31, 2025, we had processing plants with a total designed ore processing capacity of approximately 5,700 tonnes per day, to support our planned production growth in near future. However, any interruption of our mining operation or breakdown of our ore processing plants could materially and adversely affect our production and sales volume and in turn affect our business, financial conditions and results of operations.

Our production and sales volumes may also be affected by changes in prices of silver, gold, lead, zinc and other metals because such decrease in prices may render current mineral resources uneconomical to mine and process. In addition, fatal accidents, injuries and natural phenomena that are beyond our control, such as weather conditions, floods and rockslides, may temporarily suspend part of our mining operations and affect our production and sales volumes.

Cost of Mine Operations

Our competitiveness and long-term profitability depend on our ability to control cost of mine operations and maintain efficient operations. During the Track Record Period, our cost of mine operations included production costs, depreciation and amortization, mineral resource taxes, government fees and other taxes and general and administrative expenses. Production costs, which comprise mining cost, shipping cost and milling cost, were the largest component of our cost of mine operations during the Track Record Period. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, our production costs were USD88.6 million, USD108.4 million, USD73.7 million and USD85.6 million, respectively, accounting for approximately 65.8%, 61.8%, 58.3% and 62.5% of our total costs of mine operations, respectively. These production costs were derived entirely from our production at the Ying Project and the GC Mine, both located in the PRC.

Our production costs may increase due to multiple factors, including, among others, (i) increase in mining and production volumes, (ii) expansion of infrastructure construction at our mines, (iii) substantial increase in labor costs, as well as (iv) market conditions such as volatile energy prices, commodity and consumable process and currency exchange rates.

Our Mine Developments and Capital Expenditures

The mining industry is capital-intensive, requiring substantial upfront investment in equipment, land acquisition, and compliance with stringent safety and environmental regulations. We have made and will continue to make significant capital expenditures in maintaining and expanding our mining operations. Our capital expenditure levels depend on a number of factors, such as projected production mine plan over the life of mine, infrastructure refurbishment, equipment replacement due to wear and tear and exploration funding availability.

During the Track Record Period, our capital expenditure primarily comprised (i) ramp, development tunneling, and others, (ii) exploration tunneling, (iii) exploration drilling, and (iv) plant and equipment. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, total capital expenditures were USD64.0 million, USD86.6 million, USD73.0 million and USD95.2 million, respectively, representing approximately 29.7%, 29.0%, 32.6%, and 32.7% of our revenue for the same fiscal years/periods. Our capital expenditures could significantly impact our financial condition and operating results, especially if we are unable to deliver expansion projects on time and within budget. In addition, our capital expenditures today will increase our future depreciation costs, which will in turn lead to an increase in our future cost of mine operations. Accordingly, our management must consistently consider the capital expenditures necessary to achieve our sustainable production objectives against other demands on cash. Acquisitions and investments also carry numerous risks, including difficulties in the integration of operations, corporate culture and personnel of the acquired business, diversion of management's attention from other business concerns, risks of entering into new markets and the potential loss of key employees of the acquired business. All of these factors may materially and adversely affect our business, financial condition and results of operations.

Investments in and Acquisitions of Mineral Properties

Our growth strategy encompasses both organic expansion and strategic investments in and acquisitions of mineral properties. Since entering the China market in 2003, we have successfully acquired and developed mines across various regions with diverse mineral coverage. During the Track Record Period, we completed the acquisitions of Adventus in July 2024 (with an implied value of approximately CAD200 million on a fully-diluted in-the-money basis) and the Chaarat Gold Project in January 2026 (with the consideration of USD92.0 million paid). For more information on the major acquisitions we completed, see "History and Corporate Structure". We are also a strategic investor in NUAG and Tincorp with an ownership of 27.8% and 27.4% respectively, as at the Latest Practicable Date. For details, please refer to Note 14 to the Accountants' Report as set out in Appendix I and Note 9 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

Investments and acquisitions increase financing, operation and transition costs without immediate revenue or profit gains. Acquisitions of entities with different margin compositions than our existing margins will also impact our overall margins. In addition, underperformance of acquired entities and businesses could adversely affect our results of operations.

Operations and Regulatory Regime

During the Track Record Period, our mines in production were all located in the PRC. Through acquisition of Adventus and Chaarat ZAAV, we also controlled mining and exploration projects in Ecuador and the Kyrgyz Republic. Our operations are subject to a range of laws, regulations, policies, standards and requirements of the PRC, Ecuador and the Kyrgyz Republic governing exploration, mining, production, taxation, labor standards, occupational health and safety, waste treatment, environmental protection and operation management. The governments of these jurisdictions have full authority to grant, renew, or terminate the permits and licences for exploration, mining, and production activities. While we expect to be able to obtain and renew our licences and permits, if for any reason we are unable to do so, our business and results of operations would be materially and adversely affected. For details, please see "Risk Factors — The permits and licences required for our mining and exploration operations may not be granted or renewed."

Given our products have diverse industrial uses, their market demand depends on, among others, the state of the global economy and stability of international trade. According to SMM, the global demand for silver, gold, lead, zinc and copper is expected to grow at CAGRs of 4.8%, 2.7%, 1.1%, 1.8% and 1.3%, respectively, from 2026 to 2030.

Exchange Rates

Our consolidated financial statements are presented in U.S. dollars. The U.S. dollar is also the functional currency of our head office, Canadian subsidiaries, intermediate holding companies and subsidiaries in Ecuador. The functional currency of all of our Chinese subsidiaries is Renminbi. During the Track Record Period, we also issued financial instruments denominated in Renminbi, Canadian dollars, Kyrgyz som and Australian dollars. We did not engage in foreign exchange currency hedging during the Track Record Period. Certain of our monetary assets and liabilities are denominated in currencies other than U.S. dollars and are therefore subject to foreign exchange risk.

As a company with global operations, our results of operations have been and will continue to be affected by fluctuations in exchange rates. Please also see "Risk Factors — Risks Relating to Our Industry and Business — Currency fluctuations may affect our results of operations and financial condition."

SENSITIVITY ANALYSIS

The following sensitivity analysis illustrates the impact of hypothetical fluctuations in the price of silver, gold, lead and zinc concentrates on our gross profit, with all other variables held constant.

Impact on gross profit by fluctuation of price of silver

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)*
+/-5%	6,212	9,338	7,117	10,077
+/-10%	12,423	18,676	14,234	20,154
+/-15%	18,635	28,013	21,351	30,231
+/-20%	24,847	37,351	28,467	40,308

Impact on gross profit by fluctuation of price of lead

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)*
+/-5%	2,620	3,001	2,248	2,206
+/-10%	5,239	6,001	4,495	4,412
+/-15%	7,859	9,002	6,743	6,618
+/-20%	10,479	12,003	8,991	8,823

Impact on gross profit by fluctuation of price of zinc

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)*
+/-5%	955	1,301	1,063	907
+/-10%	1,910	2,602	2,127	1,813
+/-15%	2,865	3,903	3,190	2,720
+/-20%	3,820	5,205	4,253	3,626

Impact on gross profit by fluctuation of price of gold

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)*
+/-5%	651	891	452	997
+/-10%	1,302	1,782	904	1,993
+/-15%	1,954	2,672	1,356	2,990
+/-20%	2,605	3,563	1,808	3,986

BASIS OF PREPARATION

The historical financial information has been prepared in accordance with IFRS accounting stardards and is presented in USD unless otherwise stated ("**Historical Financial Information**"). We have applied IFRS accounting standards, effective for the accounting periods beginning on April 1, 2023 consistently throughout the Track Record Period. The preparation of Historical Financial Information in conformity with IFRS accounting standards requires the use of certain accounting estimates, as well as our management's judgment in applying our accounting policies. Please refer to Note 3 to the Accountants' Report as set out in Appendix I to this Document for the areas involving a high degree of judgment or complexity, or areas where assumptions and estimates are significant to Historical Financial Information.

MATERIAL ACCOUNTING POLICY INFORMATION, ESTIMATES AND ASSUMPTIONS

We have identified certain accounting policies and estimates that we believe are material to the preparation of our Historical Financial Information. Our material accounting policy information and estimates, which are important for understanding our results of operations and financial condition, are set forth in Note 3 to the Accountants' Report as set out in Appendix I to this Document. Some of our accounting policy information involve subjective assumptions and estimates, as well as complex judgment relating to accounting items. In each case, the determination of these items requires our management judgment based on information and financial data that may change in future periods. There has not been any material deviation between our management's estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes in these estimates and assumptions in the foreseeable future. When reviewing our financial statements, you should consider our selection of material accounting policy information, the judgment and other uncertainties affecting the application of such policies, and the sensitivity of reported results to changes in conditions and assumptions.

Revenue Recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the assets sold is transferred to the customers and we fulfill our performance obligation. Revenue is allocated to each performance obligation. In determining whether we have fulfilled a performance obligation, we consider indicators of control transfer, such as our present right to payment, the customer's legal title to the assets and physical possession of the assets. Control typically transfers when the assets are loaded onto customer-arranged trucks at our mining facilities. Where we pay shipping costs or provide certain other post-transfer services, those shipping and other services are treated as separate performance obligations, with corresponding revenue allocated and recognized upon satisfaction thereof.

Sale of concentrates

While customers typically make advance payments to purchase concentrates, revenue from concentrate sales is recognized based on our assay results for quantity and quality of the concentrates sold as well as the applicable commodity prices (referenced from active and freely-traded commodity markets) applicable to the specific quotation period (ranging from ten to fifteen days around the shipment date). Smelter charges, including refining and treatment charges, are netted against revenue from metal concentrate sales.

Mineral Reserves and Mineral Resources Estimates

Mineral reserves and mineral resources are estimated by qualified persons in accordance with the NI 43-101 Code. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond our control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgements used in engineering and geological interpretation. Changes in assumptions, including metal prices, production costs, recovery rates, and market conditions could result in revisions to mineral reserve and mineral resource estimates. Such changes could impact depreciation and amortization rates, asset carrying values and environmental and rehabilitation provisions.

Capitalization of Expenditures Included in Mineral Rights and Properties

Our management has determined that those capitalized expenditures, including exploration and evaluation expenditures and development costs incurred at producing properties, have potential future economic benefits and are potentially economically recoverable, subject to impairment analysis. Our management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits, whether to extend of the mine life, increase future production, or to provide access to a component of an ore body that will be mined in a future period.

Plant and equipment and depreciation

Plant and equipment are initially recorded at cost, including all directly attributable costs to bring them to the working location and condition intended by management. Plant and equipment are subsequently stated at cost less accumulated depreciation and impairment losses. Depreciation is computed on a straight-line basis based on the nature and useful lives of the assets. The significant classes of plant and equipment and their estimated useful lives are as follows:

	Estimated useful lives
Buildings	20 years
Office equipment	5 years
Machinery	5 to 10 years
Motor vehicles	5 years
Land use rights	50 years
Leasehold improvements	Lesser of useful life or term of the lease

Subsequent costs that meet the asset recognition criteria are capitalized, while costs that do not extend the useful life of an asset are considered repairs and maintenance and are recognized as an expense in the period for which they are incurred.

Assets under construction are capitalized as construction-in-progress and are recorded at cost, including the direct construction costs and capitalized borrowing costs on related borrowings incurred during the construction period. Construction-in-progress is reclassified to the appropriate category of plant and equipment and depreciation commences when the asset is completed and ready for its intended use.

Upon disposal or abandonment, the carrying amount of plant and equipment is derecognized and any resulting gain or loss is recognized in net income.

Classification of Labilities as Current or Non-current

The classification of liabilities as current or non-current is determined based on contractual rights that exist at the end of the reporting period and is not affected by management's expectations as to whether an entity will exercise its right to defer settlement (which refers to the transfer of cash, equity instruments, other assets or services to the counterparty). A liability that is not due within the next twelve months is classified as non-current even if management intends or expects to settle such liability within the next twelve months. Covenants that are required to be complied with after the reporting date have no effect on the classification of liabilities as current or non-current at the reporting date.

Classification of Convertible Notes

Convertible notes are loans with an equity conversion feature that give the holders an option to convert the loans into Shares. They are initially assessed to determine whether they are compound financial instruments, with the host contract classified as a financial liability and the conversion feature classified as equity. In assessing the classification of convertible notes, both the host contract and the conversion feature are considered. The conversion feature is classified as equity if the conversion results in a fixed amount of Shares being exchanged for a fixed amount of cash. Otherwise, the conversion feature is classified as a derivative liability. If convertible notes are classified as financial liabilities, their classification as current or non-current is determined with reference to "— Classification of Liabilities as Current or Non-current".

For details, see Note 3 to the Accountants' Report as set out in Appendix I to this Document.

DESCRIPTION OF KEY STATEMENT OF INCOME ITEMS

The following table sets forth a summary of our consolidated results of operations during the Track Record Period, which are derived from the Accountants' Report as set out in Appendix I and the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document. This information should be read together with our consolidated financial statements and related notes included elsewhere in this Document. Our historical results presented below are not necessarily indicative of the results that may be expected for any future period.

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)* (unaudited)	*(USD'000)* (unaudited)
Revenue	215,187	298,895	223,782	290,776
Cost of mine operations				
Production costs	88,574	108,363	73,684	85,622
Depreciation and amortization	27,286	31,014	22,764	27,481
Mineral resource taxes	5,275	7,359	5,466	6,554
Government fees and other taxes	2,641	16,009	14,021	8,416
General and administrative	10,822	12,599	10,442	8,954
	134,598	175,344	126,377	137,027

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(USD'000)	*(USD'000)*	*(USD'000)* (unaudited)	*(USD'000)* (unaudited)
Income from mine operations	80,589	123,551	97,405	153,749
Corporate general and administrative	14,095	17,565	13,816	15,719
Property evaluation and business development	807	3,333	2,904	918
Foreign exchange (gain) loss	337	581	—	(983)
Gain on investments	(7,677)	(12,451)	(7,528)	(27,125)
Loss (gain) on derivative liabilities	—	9,011	(11,561)	118,166
Share of loss in associates	2,692	2,806	1,263	283
Dilution (gain) loss on investment in associates	(733)	—	—	285
Impairment of investment in associates	4,251	—	—	—
Loss on disposal of plant and equipment	45	163	179	190
Other expenses (income)	2,851	(609)	(2,461)	1,876
Income from operations	63,921	103,152	100,793	44,420
Finance income	6,247	8,518	5,864	9,891
Financial costs	(213)	(6,713)	(3,270)	(9,703)
Income before income taxes	69,955	104,957	103,387	44,608
Income tax expense	20,277	26,188	20,991	27,856
Net income	49,678	78,769	82,396	16,752
Attributable to:				
Equity holders of the Company	36,306	58,190	65,775	(9,222)
Non-controlling interests	13,372	20,579	16,621	25,974
	49,678	78,769	82,396	16,752

Non-IFRS Measure

To supplement our consolidated financial statements which are presented in accordance with IFRS, we also use adjusted net income (a non-IFRS measure) as additional financial measure, which is not required by, or presented in accordance with, IFRS. We believe this non-IFRS measure provides additional information to investors and others and facilitates comparisons of operating performance from period to period and from company to company by eliminating potential impact of certain items. However, our presentation of adjusted net income (a non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of this non-IFRS measure should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

We define adjusted net income as net income adjusted by excluding certain non-cash items, items subject to volatility resulting from factors unrelated to our core operations in the corresponding period, and items that will settle in future periods, including impairment adjustments and reversal, foreign exchange gain or loss, dilution gain or loss, share-based compensation, share of gain or loss of associates, gain or loss on fair valuation of derivative liabilities, gain or loss on investments, and expenses that are unrelated to our normal operations and are not expected to continue. The term "adjusted net income" is not defined under IFRS and may not be comparable to other similarly named measures used by other companies.

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	**2025**	**2024**	**2025**
	(USD'000)	*(USD'000)*	*(USD'000)* (unaudited)	*(USD'000)* (unaudited)
Net income as reported for the fiscal year/period	49,678	78,769	82,396	16,752
Adjustments, net of tax				
Share-based compensation included in general and administrative	4,146	3,692	3,045	3,289
Non-recurring and non-routine items	—	4,057	2,393	789
One-time expenses included in government fees and other taxes	—	7,599	7,599	—
Foreign exchange loss (gain)	337	581	—	(983)
Share of loss in associates	2,692	2,806	1,263	283
Impairment of investment in associates	4,251	—	—	—
Dilution (gain) loss on investment in associate	(733)	—	—	285
Loss (gain) on fair valuation of derivative liabilities	—	9,011	(11,561)	118,166
Accretion of long-term deposit	—	—	—	273
Finance costs related to convertible notes(Note)	—	3,989	1,741	5,776
Gain on investments	(7,677)	(12,451)	(7,528)	(27,125)
Adjusted net income for the fiscal year/period	52,694	98,053	79,348	117,505

Note:

(i) For the fiscal year ended March 31, 2025, adjustments to finance costs related to convertible notes include 1) USD1.7 million issuance cost expensed as "Finance costs" and 2) USD2.2 million interest expenses, the difference between the interest accrued based on the effect interest rate of 12.58% and the coupon rate of 4.75% in Fiscal 2025.

(ii) For the nine months ended December 31, 2024, adjustments to finance costs related to convertible notes include $1.7 million issuance cost expensed as "Finance costs".

(iii) For the nine months ended December 31, 2025, adjustments to finance costs related to convertible notes refer to the difference between the interest accrued based on the effective interest rate of 12.58% and the coupon rate of 4.75%.

Revenue

During the Track Record Period, we generated substantially all of our revenue from the mining and sales of silver, gold, lead, zinc and other metals contained in metal concentrates from the Ying Project and the GC Mine. Our revenue amounted to USD215.2 million and USD298.9 million in fiscal years ended March 31, 2024 and 2025, and USD223.8 million and USD290.8 million in the nine months ended December 31, 2024 and 2025.

During the Track Record Period, the Ying Project dominated revenues arising from silver, gold and lead sales, while the GC Mine led in generating revenue from zinc sales. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, the Ying Project accounted for 93.7%, 94.2%, 93.5% and 94.9% of total silver sales revenue, respectively, 100.0% of total gold sales revenue across both fiscal years and both nine-month periods, and 89.7%, 91.3%, 90.0% and 91.1% of total lead sales revenue, respectively. The GC Mine represented 63.9%, 63.1%, 65.4% and 70.1% of total zinc sales revenue for the same fiscal years/periods, respectively.

For detailed data, please refer to "Business — Mineral Resources and Mineral Reserves — Sales and Revenue" in this Document.

Sales volume

During the Track Record Period, strong market demand enabled us to sell substantially all of our production within short periods.

During the Track Record Period, our sales volume of silver increased by 11.3% from 6.2 million ounces for the fiscal year ended March 31, 2024 to 6.9 million ounces for the fiscal year ended March 31, 2025 mainly due to an increase in the volume of ore we mined and processed. Our sales volume of silver remained relatively stable at approximately 5.3 million ounces and 5.4 million ounces for the nine months ended December 31, 2024 and 2025, respectively.

For details of our sales volume by metal type, please see the following table.

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
Metal Sales Volume				
— Silver *(million ounces)*	6.2	6.9	5.3	5.4
— Gold *(ounces)*	7,268.0	7,577.0	4,112.0	6,234.0
— Lead *(million pounds)*	60.6	62.3	46.0	46.4
— Zinc *(million pounds)*	23.3	23.5	19.0	17.9

Average selling prices, net of value added tax and smelter charges

Our average selling prices, net of value added tax and smelter charge ("**average net realized selling price**s"), per metal during the Track Record Period were calculated by dividing the revenue generated by each metal by the sales volume of such metal, using the Shanghai Metal Exchange Price, less smelter charges, recovery and VAT. In line with the market practice, we price our metal concentrates based on the quoted market prices and the head grades of our metal concentrates. For details on our pricing policy, please refer to "Business — Sales and Customers — Pricing Policy" in this Document. Accordingly, our average net realized selling prices for our metal products sold during the Track Record Period generally followed the global price trend.

For details of the average net realized selling prices by metal type, please see below.

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
Price				
— Silver *(USD per ounce)*	19.9	27.0	26.7	37.7
— Gold *(USD per ounce)*	1,792.0	2,351.0	2,198.0	3,197.0
— Zinc *(USD per pound)*	0.8	1.1	1.1	1.0
— Lead *(USD per pound)*	0.9	1.0	1.0	1.0

Cost of Mine Operations

The following table sets forth the components of our cost of mine operations and their respective percentages in the total cost of mine operations during the Track Record Period.

	For the fiscal year ended March 31,				For the nine months ended December 31,			
	2024		2025		2024		2025	
	USD'000	%	*USD'000*	%	*USD'000* (unaudited)	%	*USD'000* (unaudited)	%
Production costs	88,574	65.8	108,363	61.8	73,684	58.3	85,622	62.5
Depreciation and amortization	27,286	20.3	31,014	17.7	22,764	18.0	27,481	20.1
Mineral resource taxes	5,275	3.9	7,359	4.2	5,466	4.3	6,554	4.8
Government fees and other taxes	2,641	2.0	16,009	9.1	14,021	11.1	8,416	6.1
General and administrative expenses	10,822	8.0	12,599	7.2	10,442	8.3	8,954	6.5
Total	134,598	100.0	175,344	100.0	126,377	100.0	137,027	100.0

Production costs were the largest component of our cost of mine operations, which accounted for approximately 65.8%, 61.8%, 58.3% and 62.5% of our total cost of mine operations for each of the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, respectively. Our production costs generally corresponded to our production volumes during the Track Record Period. For the fiscal years ended March 31, 2024 and 2025, Our production costs increased by 22.3% for the fiscal years ended March 31, 2024 and 2025 and increased 16.2% for the nine months ended December 31, 2024 and 2025, primarily due to an increase of USD12.1 million for mining preparation tunnels expensed as mining costs.

Our depreciation and amortization expenses mainly represent the depreciation of our mining properties (including mineral rights), mine development costs, and processing plant facilities relating to underground operations. The amortization of mine development costs uses the units-of-production method based on actual production relative to the estimated Proved and Probable Mineral Reserves. The depreciation of processing plant facilities uses the straight-lined method over the estimated useful lives based on the nature of the assets. The fluctuation of the depreciation and amortization expenses is mainly due to the fluctuation of actual production.

Our mine general and administrative expenses mainly consist of salaries and benefits, office and administrative expenses, share-based compensation, amortization and depreciation and professional fees. Our corporate general and administrative expenses are recorded as expenses.

During the Track Record Period, the Ying Project accounted for approximately 81.6% to 85.2% of our total cost of mine operations, the GC Mine accounted for approximately 13.8% to 18.1%, and our overseas mining projects, including the El Domo Project and the Condor Project, accounted for less than 1% altogether.

Income from Mine Operations and Income from Mine Operations Margin

Income from mine operations margin is calculated as income from mine operations divided by revenue for the respective period. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, our income from mine operations margin was 37.5%, 41.3%, 43.5% and 52.9%, respectively. The increase is primarily due to an increase in the average net realized selling prices for silver and gold. For details of the fluctuation of our average net realized selling price during the Track Record Period, please refer to "— Revenue" above.

Corporate General and Administrative Expenses

Our corporate general and administrative expenses consist of amortization and depreciation, office and administrative expenses, professional fees, salaries and benefits and share-based compensation. The following table sets forth the breakdown of our corporate general and administrative expenses, each expressed as an absolute amount and as a percentage of our total corporate general and administrative expenses, during the Track Record Period:

	For the fiscal year ended March 31,				For the nine months ended December 31,			
	2024		2025		2024		2025	
	USD'000	%	*USD'000*	%	*USD'000* (unaudited)	%	*USD'000* (unaudited)	%
Amortization and depreciation	588	4.2	660	3.8	512	3.7	539	3.4
Office and administrative expenses	2,042	14.5	2,432	13.8	1,978	14.3	2,367	15.1
Professional fees	860	6.1	1,400	8.0	1,304	9.4	730	4.6
Salaries and benefits	6,459	45.8	9,381	53.4	6,977	50.5	8,794	55.9
Share-based compensation	4,146	29.4	3,692	21.0	3,045	22.0	3,289	20.9
Total	14,095	100.0	17,565	100.0	13,816	100.0	15,719	100.0

Foreign Exchange (Gain) Loss

We recorded foreign exchange losses of USD0.3 million and USD0.6 million in the fiscal year ended March 31, 2024 and 2025, respectively. We also recorded a foreign exchange gain of USD1.0 million for the nine months ended December 31, 2025, while we had no material foreign exchange gains or losses for the nine months ended December 31, 2024. The foreign exchange gains and losses were mainly driven by fluctuations in the exchange rates of the Canadian dollar and the Australian dollar against the U.S. dollar.

Gain on Investments

Our gain on investments during the Track Record Period was mainly due to the changes in value of mark-to-market investments. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, we recorded gains on investment totaling USD7.7 million, USD12.5 million, USD7.5 million and USD27.1 million, respectively, primarily from equity investments designated at fair value through profit or loss ("**FVTPL**") and due to the fair value changes of mark-to-market investments.

Impairment of Investment in Associate

During the Track Record Period, we recognized an impairment loss of approximately USD4.3 million as at March 31, 2024 in respect of our investment in Tincorp, based on objective evidence of impairment, and accordingly wrote down its carrying amount to its fair value determined by its quoted market price on that date. For details, please refer to Note 14 to the Accountants' Report as set out in Appendix I and Note 9 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

Finance Income

During the Track Record Period, we invested in short-term investments which include term deposits, money market instruments and bonds. The increase in our finance income was mainly driven by the increase of our cash. The following table sets forth the breakdown of our finance income during the Track Record Period:

	For the fiscal year ended March 31,				For the nine months ended December 31,			
	2024		2025		2024		2025	
	USD'000	*%*	*USD'000*	*%*	*USD'000* (unaudited)	*%*	*USD'000* (unaudited)	*%*
Interest income	6,247	100.0	8,518	100.0	5,864	100.0	9,891	100.0
Total	6,247	100.0	8,518	100.0	5,864	100.0	9,891	100.0

Finance Costs

The following table sets forth the breakdown of our finance costs during the Track Record Period:

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Interest on lease obligation	22	126	91	133
Interest on convertible notes	—	4,708	1,333	9,163
Accretion of long-term deposit	—	—	—	273
Issuance costs of convertible notes allocated to derivative liabilities	—	1,740	1,741	—
Accretion of environmental rehabilitation provision	191	139	105	134
Total	213	6,713	3,270	9,703

In November 2024, we issued USD150.0 million of Convertible Notes bearing interest at 4.75% per annum (effective interest rate of 12.6%), which contributed to the increase in finance costs due to coupon interest and amortization of issuance costs. For details, please refer to Note 8 to the Accountants' Report as set out in Appendix I and Note 6 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

Income Tax Expense

We are subject to income tax on entity basis on profit arising in or derived from the jurisdictions in which members of our Group are domiciled and operate. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, our income tax expenses amounted to approximately USD20.3 million, USD26.2 million, USD21.0 million and USD27.9 million, respectively. For details, please refer to Note 9 to the Accountants' Report as set out in Appendix I and Note 7 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

The following table sets out our income tax expenses during the Track Record Period:

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Current income tax	14,671	17,713	13,248	27,108
Deferred income tax	5,606	8,475	7,743	748
Total	20,277	26,188	20,991	27,856

For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, our effective tax rate was approximately 29.0%, 25.0%, 20.3% and 62.4%, respectively. Our effective rate decreased from 29.0% for the fiscal year ended March 31, 2024 to 25.0% for the fiscal year ended March 31, 2025. Our effective rate increased from 20.3% for the nine months ended December 31, 2024 to 62.4% for the nine months ended December 31, 2025, mainly due to the influence of the fair value change of derivative liabilities amounting to USD118.2 million, which was related to the Convertible Notes, on our income before taxes.

Our Company and subsidiaries incorporated in Canada were subject to statutory income tax rate at 27% during the Track Record Period.

Pursuant to EIT Law and related regulations, the standard EIT rate of our PRC subsidiaries was 25%. During the Track Record Period, two of our PRC subsidiaries, namely, Henan Found and Guangdong Found, were certified as HNTE on November 22, 2023 and November 19, 2024, respectively, by the relevant PRC tax authorities and thus enjoyed a reduced corporate income tax rate of 15%. In addition, certain subsidiaries that were recognized as small low-profit enterprises were subject to a preferential income tax rate of 5% during the Track Record Period.

Our subsidiaries established in Ecuador were subject to statutory income tax at 25% during the Track Record Period.

During the Track Record Period and up to the Latest Practicable Date, we have not been involved in any material disputes or unresolved tax issues with the relevant tax authorities.

PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

Nine Months Ended December 31, 2025 Compared with the Nine Months Ended December 31, 2024

Revenue

Our revenue increased by 29.9% from USD223.8 million for the nine months ended December 31, 2024 to USD290.8 million for the nine months ended December 31, 2025, mainly due to (i) an increase of USD59.0 million from higher average net realized selling prices of silver and gold and (ii) an increase of USD7.1 million as a result of higher gold sales volume. For analysis on the fluctuation of our sales volume and average net realized price during the Track Record Period, please refer to "— Description of Key Statement of Income Items — Revenue" above.

Cost of mine operations

Our cost of mine operations increased by 8.4% from USD126.4 million for the nine months ended December 31, 2024 to USD137.0 million for the nine months ended December 31, 2025, mainly due to higher production costs resulting from an increase in ore being processed to produce the metals sold and higher mineral resources taxes resulting from higher revenue achieved.

Income from mine operations

Our income from mine operations increased by 57.8% from USD97.4 million for the nine months ended December 31, 2024 to USD153.7 million for the nine months ended December 31, 2025. The increase was mainly due to higher average net realized selling prices for silver and gold, partially offset by an increase of USD11.9 million in production costs.

Corporate general and administrative expenses

Our corporate general and administrative expenses increased by 13.8% from USD13.8 million for the nine months ended December 31, 2024 to USD15.7 million for the nine months ended December 31, 2025, mainly due to increased administrative human resources to support business development for our Ecuador operations.

Loss (gain) on derivative liabilities

We recorded approximately USD118.2 million loss on derivative liabilities for the nine months ended December 31, 2025, as compared to the gain on derivative liabilities of USD11.6 million in the same period in 2024, which was primarily due to the non-cash change on "mark-to-market" of the fair value of the derivative liabilities related to the issuance of USD150.0 million of Convertible Notes.

Share of income in associates

Share of income in associates for the nine months ended December 31, 2025 was USD0.3 million, compared to a loss of USD1.3 million in the same period in 2024. This item represents our equity pickup from NUAG and Tincorp.

Dilution loss on investment in associate

Dilution loss on investment in associate for the nine months ended December 31, 2025 was USD0.3 million, compared to nil for the same period in 2024. The loss resulted from our participation in NUAG's bought deal financing, which diluted our ownership percentage.

Gain on investment

Our gain on investments for the nine months ended December 31, 2025 was USD27.1 million, increased from USD7.5 million for the same period in 2024. The increase was mainly due to fair value changes in our mark-to-market investments.

Finance income

Our finance income increased by 67.8% from USD5.9 million for the nine months ended December 31, 2024 to USD9.9 million for the nine months ended December 31, 2025, mainly due to higher interest income resulting from increased cash.

Finance costs

Our finance costs increased by 193.9% from USD3.3 million for the nine months ended December 31, 2024 to USD9.7 million for the nine months ended December 31, 2025, mainly due to the issuance of USD150.0 million of senior unsecured convertible notes with an effective interest rate of 12.6% in November 2024.

Income tax expenses

Our income tax expenses increased by 32.9% from USD21.0 million for the nine months ended December 31, 2024 to USD27.9 million for the nine months ended December 31, 2025, primarily due to to the increase in taxable income from mine operations.

Net income

As a result of the foregoing, our net income decreased by 79.6% from USD82.4 million for the nine months ended December 31, 2024 to USD16.8 million for the nine months ended December 31, 2025.

Fiscal Year Ended March 31, 2025 Compared with Fiscal Year Ended March 31, 2024

Revenue

Our revenue increased by 38.9% from USD215.2 million for the fiscal year ended March 31, 2024 to USD298.9 million for the fiscal year ended March 31, 2025, mainly due to higher average realized net selling prices for silver, gold, and zinc, each recording a year-over-year increase of over 30% for the fiscal year ended March 31, 2025, compared to the prior year. In addition, higher production volume also contributed to the increase, with our silver production increased by more than 10% year-over-year.

Cost of mine operations

Our cost of mine operations increased by 30.2% from USD134.6 million for the fiscal year ended March 31, 2024 to USD175.3 million for the fiscal year ended March 31, 2025. Among these costs, production costs increased by 22.3%, driven by higher production volumes; mineral resource taxes increased by 39.5%, resulting from higher revenue achieved; government fees and other taxes increased by 506.2%, primarily due to that we paid substantial mineral rights royalty in the fiscal year ended March 31, 2025 to renew one of our mining licences in connection with the Ying Project; and mine general and administrative expenses increased by 16.4%, mainly due to the inclusion of the general and administrative costs of the El Domo Project and the Condor Project after the acquisition of Adventus.

Income from mine operations

As a result of the foregoing, our income from mine operations increased by 53.3% from USD80.6 million for the fiscal year ended March 31, 2024 to USD123.6 million for the fiscal year ended March 31, 2025.

Corporate general and administrative expenses

Our corporate general and administrative expenses increased by 24.8% from USD14.1 million for the fiscal year ended March 31, 2024 to USD17.6 million for the fiscal year ended March 31, 2025, mainly due to the inclusion of Adventus' corporate expenditures, including severance packages paid to departed employees following the completion of our acquisition of Adventus on July 31, 2024.

Foreign exchange loss

We recorded foreign exchange losses of USD0.3 million for the fiscal year ended March 31, 2024 and USD0.6 million for the fiscal year ended March 31, 2025. These foreign exchange losses were mainly driven by the change of our functional currency from the Canadian dollar to the U.S. dollar effective October 1, 2024.

Gain on investment

Our gains on investments increased from USD7.7 million for the fiscal year ended March 31, 2024 to USD12.5 million for the fiscal year ended March 31, 2025, primarily due to the fair value changes of mark-to-market investments.

Impairment of Investment in Associate

We recorded an impairment of invest in associates of USD4.3 million for the fiscal year ended March 31, 2024 and recorded no impairment for the fiscal year ended March 31, 2025. For details, please refer to Note 14 to the Accountants' Report as set out in Appendix I to this Document.

Finance income

Our finance income increased by 37.1% from USD6.2 million for the fiscal year ended March 31, 2024 to USD8.5 million for the fiscal year ended March 31, 2025 mainly due to higher interest income received from short-term investments.

Finance costs

Our finance costs increased by 3,250.0% from USD0.2 million for the fiscal year ended March 31, 2024 to USD6.7 million for the fiscal year ended March 31, 2025, mainly due to the issuance of USD150.0 million of senior unsecured convertible notes with an effective interest rate of 12.6% in November 2024, for which the interest expense and issuance costs accounted for the increase in finance costs.

Income tax expenses

Our income tax expenses increased by 29.1% from USD20.3 million for the fiscal year ended March 31, 2024 to USD26.2 million for the fiscal year ended March 31, 2025, mainly due to the increase in taxable income from mine operations and the withholding tax paid on funds distributed out of PRC through dividend payments.

Net income

As a result of the foregoing, our net income increased by 58.6% from USD49.7 million for the fiscal year ended March 31, 2024 to USD78.8 million for the fiscal year ended March 31, 2025. Our net income margin accordingly increased from 23.1% to 26.4% over the same period.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

Our objective when managing capital is to maintain financial flexibility to continue as a going concern while optimizing growth and maximizing returns of investments for shareholders. Our strategy to achieve these objectives is to invest our cash balance in a portfolio of primarily fixed income instruments.

We monitor our capital structure based on changes in operations and economic conditions, and may adjust the structure by repurchasing shares, issuing new shares, or issuing debt. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced, and such equity securities may have rights, preferences or privileges senior to those of the holders of our Shares.

As at December 31, 2025, we had cash, cash equivalents, and short-term investments of USD462.8 million and working capital of USD94.6 million, respectively. Taking account of our financial position as at December 31, 2025 and cash flows from our operations, our Directors are of the view that, after due and careful inquiry, and the Sole Sponsor concurs that, we have sufficient working capital for 125% of our present requirements, that is at least the next 12 months commencing from the date of this Document.

Cash Flows

The following table sets forth a summary of our consolidated statements of cash flows during the Track Record Period:

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Net cash from operating activities	91,570	138,631	107,930	220,404
Net cash used in investing activities	(65,710)	(44,667)	(31,264)	(105,098)
Net cash (used in) from financing activities	(16,798)	115,117	115,114	(21,383)
Effect of exchange rate changes on cash and cash equivalents	(1,812)	1,955	(68)	4,475
Increase in cash and cash equivalents	7,250	211,036	191,712	98,398
Cash and cash equivalents, beginning of the year/period	145,692	152,942	152,942	363,978
Cash and cash equivalents, end of the year/period	152,942	363,978	344,654	462,376

Net cash from operating activities

Our net cash from operating activities for the nine months ended December 31, 2025 amounted to USD220.4 million, primarily reflecting (i) net income of USD16.8 million; (ii) positive total adjustments before movements in non-cash operating working capital of USD196.6 million, which in turn primarily reflected USD118.2 million gain on derivative liabilities, USD43.9 million long-term deposit received, USD28.7 million of depreciation, amortization and depletion, and USD27.9 million of income tax expense, offset by USD19.0 million of income taxes paid and USD27.1 million gain on investments; and (iii) positive changes in non-cash operating working capital of USD62.2 million.

Our net cash from operating activities for the nine months ended December 31, 2024 amounted to USD107.9 million, primarily reflecting (i) net income of USD82.4 million; (ii) positive total adjustments before movements in non-cash operating working capital of USD19.8 million, which in turn primarily reflected USD24.1 million of depreciation, amortization and depletion and USD21.0 million of income tax expense, offset by USD13.5 million of income taxes paid and USD7.5 million gain on investments; and (iii) positive changes in non-cash operating working capital of USD6.1 million.

Our net cash from operating activities for the fiscal year ended March 31, 2025 amounted to USD138.6 million, primarily reflecting (i) net income of USD78.8 million; (ii) positive total adjustments before movements in non-cash operating working capital of USD52.3 million, which in turn primarily reflected USD32.8 million of depreciation, amortization and depletion, USD26.2 million of income tax expense, and USD9.0 million loss on derivative liabilities, offset by USD15.7 million of income taxes paid and USD12.5 million gain on investments; and (iii) positive changes in non-cash operating working capital of USD7.6 million.

Our net cash from operating activities for the fiscal year ended March 31, 2024 amounted to USD91.6 million, primarily reflecting (i) net income of USD49.7 million; (ii) positive total adjustments before movements in non-cash operating working capital of USD37.8 million, which in turn primarily reflected USD29.0 million of depreciation, amortization and depletion and USD20.3 million of income tax expense, offset by USD13.4 million of income taxes paid and USD7.7 million gain on investments; and (iii) positive changes in non-cash operating working capital of USD4.1 million.

Net cash (used in) from investing activities

Our net cash used in investing activities for the nine months ended December 31, 2025 amounted to USD105.1 million, primarily reflecting (i) mineral exploration and development expenditures of USD87.0 million; (ii) payments on plant and equipment acquisition of USD9.9 million; and (iii) payments on investment in associates of USD9.4 million; which was partially offset by proceeds from short-term investment redemptions of USD4.8 million.

Our net cash used in investing activities for the nine months ended December 31, 2024 amounted to USD31.3 million, primarily reflecting (i) mineral exploration and development expenditures of USD46.7 million; (ii) payments for plant and equipment acquisition of USD16.6 million; and (iii) payment for mineral rights acquisition of USD6.2 million; which was partially offset by proceeds from short-term investment redemptions of USD126.5 million and proceeds from disposal of other investments of USD36.0 million.

Our net cash used in investing activities for the fiscal year ended March 31, 2025 amounted to USD44.7 million, primarily reflecting (i) investment in short-term investments of USD108.3 million; (ii) mineral exploration and development expenditures of USD59.8 million; and (iii) investment in other investments of USD21.0 million; which was partially offset by proceeds from the redemptions of short-term investments of USD134.2 million.

Our net cash used in investing activities for the fiscal year ended March 31, 2024 amounted to USD65.7 million, primarily reflecting (i) investment in short-term investments of USD65.6 million; (ii) mineral exploration and development expenditures of USD51.9 million; and (iii) investment in other investments of USD23.3 million; which was partially offset by proceeds from the redemptions of short-term investments of USD87.4 million.

Net cash (used in) from financing activities

Our net cash used in financing activities for the nine months ended December 31, 2025 amounted to USD21.4 million, primarily reflecting (i) non-controlling interests distributions of USD14.2 million; (ii) interest paid on convertible notes of USD7.5 million; and (iii) cash dividends distributed of USD 5.5 million, which was partially offset by proceeds from issuance of Shares of USD6.0 million.

Our net cash from financing activities for the nine months ended December 31, 2024 amounted to USD115.1 million. This was mainly due to (i) net proceeds from issuance of convertible notes of USD143.3 million; and (ii) proceeds from issuance of Shares of USD2.7 million. This was partially offset by cash dividends distributed of USD4.9 million and non-controlling interests distributions of USD11.0 million.

Our net cash from financing activities for the fiscal year ended March 31, 2025 amounted to USD115.1 million, primarily reflecting net proceeds from issuance of convertible notes of USD143.3 million. This was partially offset by (i) distributions to non-controlling interests of USD11.0 million; (ii) cash dividends distributed of USD4.9 million; and (iii) repayment of long-term deposits of USD13.3 million.

Our net cash used in financing activities for the fiscal year ended March 31, 2024 amounted to USD16.8 million, primarily reflecting: (i) distributions to non-controlling shareholders of USD11.1 million; (ii) cash dividends paid to equity holders of our Group of USD4.4 million; and (iii) repurchase of 388,324 shares of our Group under the normal course issuer bid of USD1.0 million.

CAPITAL EXPENDITURES

Our source of funds for capital expenditures is primarily our operating income. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2024 and 2025, total capital expenditures were USD64.0 million, USD86.6 million, USD73.0 million and USD95.2 million, respectively, representing approximately 29.7%, 29.0%, 32.6%, and 32.7% of our revenue for the same fiscal years/periods. We categorize capital expenditures into (i) ramp, development tunneling, and others, (ii) exploration tunneling, (iii) exploration drilling, and (iv) plant and equipment.

During the Track Record Period, all of our exploration expenses (which comprised those of exploration tunning and exploration drilling) were capitalized and amounted to approximately USD41.1 million, USD28.9 million, USD24.3 million and USD26.2 million in the fiscal years ended March 31, 2024 and 2025, and the nine months ended December 31, 2024 and 2025, respectively.

The following table sets forth our capital expenditures incurred during the Track Record Period:

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Ramp, Development Tunneling, and Others				
— Ying Project	9,419	23,764	20,092	22,844
— GC Mine	592	1,664	1,301	1,512
— El Domo	—	7,166	4,335	32,572
— Condor	—	1,275	842	1,548
— Other	—	543	445	2,737
Total	10,011	34,412	27,015	61,212
Exploration Tunneling				
— Ying Project	30,660	22,504	18,727	19,430
— GC Mine	4,293	3,570	3,286	2,388
— El Domo	—	—	—	—
— Condor	—	—	—	—
— Other	—	—	—	494
Total	34,953	26,074	22,013	22,311

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Exploration Drilling				
— Ying Project	4,554	1,942	1,535	3,248
— GC Mine	1,317	889	728	372
— El Domo	—	—	—	—
— Condor	—	—	—	315
— Other	290	—	—	—
Total	6,161	2,831	2,263	3,935
Plant and Equipment				
— Ying Project	11,368	22,045	21,064	6,011
— GC Mine	517	606	399	549
— El Domo	—	305	—	369
— Condor	—	—	—	—
— Other	1,031	284	214	826
Total	12,916	23,240	21,677	7,755
Total				
— Ying Project	56,001	70,255	61,418	51,532
— GC Mine	6,719	6,729	5,714	4,821
— El Domo	—	7,471	4,335	32,941
— Condor	—	1,275	842	1,863
— Other	1,321	827	659	4,057
Total	64,041	86,557	72,968	95,214

Our current plan with respect to future capital expenditures is subject to changes based on the evolution of our business plan, market conditions and our outlook of future business conditions. As we continue to expand, we may incur additional capital expenditures.

DESCRIPTION OF KEY STATEMENTS OF OUR CURRENT ASSETS AND CURRENT LIABILITIES

The following table sets forth the details of our current assets and current liabilities as at the dates indicated:

	As at March 31,		As at December 31,	As at March 31,
	2024	2025	2025	2026
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Current Assets				
Cash and cash equivalents	152,942	363,978	462,376	421,989
Short-term investments	31,949	5,078	464	346
Trade and other receivables	2,202	1,081	2,994	1,562
Inventories	7,395	8,028	12,319	9,493
Due from related parties	590	1,158	1,376	1,554
Income tax receivable	71	37	—	—
Prepaids and deposits	6,749	7,561	4,459	8,497
	201,898	386,921	483,988	443,441
Current Liabilities				
Accounts payable and accrued liabilities	41,797	63,881	95,631	85,163
Current portion of lease obligation	213	278	294	286
Current portion of convertible notes	—	2,460	113,650	2,069
Current portion of derivative liabilities	—	—	163,550	—
Deposits received	4,223	7,264	5,208	20,888
Income tax payable	921	2,679	11,082	15,574
	47,154	76,562	389,415	123,980
Net current assets	154,744	310,359	94,573	319,461

Our net current assets decreased by approximately 69.5% from USD310.4 million as at March 31, 2025 to USD94.6 million as at December 31, 2025, primarily due to the reclassification of the long-term portion of the Convertible Notes and the derivative liabilities from non-current to current liabilities. During the nine months ended December 31, 2025, the condition allowing holders to convert the Convertible Notes was met as the price of our Shares exceeded 130.0% of the conversion price. As the holders have the right to demand us to redeem anytime, the outstanding host liabilities and the embedded derivative liabilities as at December 31, 2025 have been reclassified from non-current to current liabilities. Subsequently, our net current assets increased to approximately USD319.5 million as at March 31, 2026, primarily due to the reclassification of the current portion of derivative liabilities from current liabilities to equity, and the substantial part of the current portion of the Convertible Notes from current to non-current liabilities. On March 18, 2026, we entered into a supplemental indenture to the Convertible Notes to remove our options to settle conversions of the Convertible Notes in cash, resulting in the further reclassifications. For details, see Note 19 of the Accountants' Report as set out in Appendix I and Note 12 of the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

Our net current assets increased by approximately 100.6% from USD154.7 million as at March 31 2024 to USD310.4 million as at March 31, 2025, primarily reflecting an increase in cash and cash equivalents of USD211.0 million driven by the issuance of the Convertible Notes and the increased operating income; which was partially offset by increase in accounts payable and accrued liabilities of USD22.1 million owing to higher purchases of materials and mining services as a result of the construction of the third TSF at the Ying Project.

Cash and Cash Equivalents and Short-term Investments

The following table sets forth our cash and cash equivalents and short-term investments as at the dates indicated:

	As at March 31,		As at December 31,	As at March 31,
	2024	2025	2025	2026
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Cash and cash equivalents	152,942	363,978	462,376	421,989
Short-term investments	31,949	5,078	464	346
Total	184,891	369,056	462,840	422,335

Our cash and cash equivalents and short-term investments increased by 99.6% from USD184.9 million as at March 31, 2024 to USD369.1 million as at March 31, 2025, mainly due to the issuance of USD150 million Convertible Notes in November 2024. They further increased by 25.4% to USD462.8 million as at December 31, 2025, mainly due to cash generated from operations.

Our cash and cash equivalents primarily consist of cash on hand and at bank and bank term deposits and short-term money market investments that are readily convertible to cash with original terms within three months and exclude any restricted cash that is not available for use by us. The following table sets forth a breakdown of our cash and cash equivalents as at the respective dates:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Cash on hand and at bank	112,355	236,457	233,112
Bank term deposits and short-term money market investments	40,587	127,521	229,264
Total cash and cash equivalents	152,942	363,978	462,376

Our short-term investments primarily consist of bonds and money market instruments with original terms of over three months but less than one year. The following table sets forth a breakdown of our short-term investments as at the respective dates:

	As at March 31,		As at December 31,
	2024	**2025**	**2025**
	USD'000	*USD'000*	*USD'000* (unaudited)
Bonds	1,329	316	297
Money market instruments	30,620	4,762	167
Total short-term investments	31,949	5,078	464

Trade and Other Receivables

As we generally required our customers to make prepayment before making delivery, trade receivables remained zero as at March 31, 2024 and 2025 and December 31, 2025, respectively.

We undertake credit evaluations on counterparties as necessary, request prepayments from customers prior to delivery, and have monitoring processes intended to mitigate credit risks.

Inventories

Our inventories consist of (i) concentrate inventory, (ii) stockpile; and (iii) operating materials and supplies. The following table sets forth the components of our inventories as at the dates indicated:

	As at March 31,		As at December 31,
	2024	**2025**	**2025**
	USD'000	*USD'000*	*USD'000* (unaudited)
Concentrate inventory	1,525	1,800	1,717
Ore stockpile	2,176	2,553	5,959
Operating materials and supplies	3,694	3,675	4,643
Total	7,395	8,028	12,319

We generally aim to sell what we produce within a short time period after production. However, it takes time to (i) transport raw ore from the mine sites to our ore processing plants, (ii) dehydrate the concentrates after processing; and (iii) blend the concentrates before selling. During the Track Record Period, our inventories increased from USD7.4 million as at March 31, 2024 to USD8.0 million as at March 31, 2025, and further to USD12.3 million as at December 31, 2025. The increase was mainly attributable to higher stockpiles arising from the increased volume of ore mined and processed. In addition, the limited capacity of our milling plants contributed to higher ore stockpiles; following completion of the capacity expansion of the Ying Plant 2 in November 2024, we have been able to process more stockpiled ore since February 2025.

The following table sets forth our inventory turnover days during the Track Record Period:

	For the fiscal year ended March 31,		For the nine months ended December 31,
	2024	2025	2025
Average inventory turnover days[(1)]	21	16	20

Note:

(1) Average inventory equal to the average balance of inventory at the beginning and the end of the relevant period. Average inventory turnover days equal to average inventory divided by cost of mine operations for such period and multiplied by 365 days for the fiscal years ended March 31, 2024 and 2025, respectively, and multiplied by 273 days for the nine months ended December 31, 2025.

During the Track Record Period, our inventory turnover days decreased from approximately 21 days for the fiscal year ended March 31, 2024, to approximately 16 days for the fiscal year ended March 31, 2025, primarily due to the improvement of processing capacity in November 2024, enabling us to process more stockpiled ore thereafter. After that, our inventory turnover days increased to approximately 20 days for the nine months ended December 31, 2025, primarily due to the increased production volume.

As at March 31, 2026, all of our inventories as at December 31, 2025, had been subsequently utilized or sold.

Due from Related Parties

Related party transactions are made on terms agreed upon by the related parties. The balances with related parties are unsecured, non-interest bearing, and due on demand. During the Track Record Period, due from related parties primarily consisted of due from NUAG and Tincorp, both non-trade related in nature. During the Track Record Period, we recovered costs for services rendered to NUAG and Tincorp and expenses on behalf of NUAG and Tincorp pursuant to services and administration costs allocation agreements. The following table illustrates the amounts of due from related parties during the Track Record Period:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
NUAG[(1)]	28	33	141
Tincorp	562[(2)]	1,125	1,235
Total	590	1,158	1,376

Notes:

1. We recovered costs for services rendered to NUAG and expenses incurred on behalf of NUAG pursuant to a services and administrative costs reallocation agreement. For the fiscal year ended March 31, 2025, we recovered a total of USD0.9 million, compared to USD1.0 million for the fiscal year ended March 31, 2024. The recoverable costs from NUAG were recorded as a direct reduction of general and administrative expenses on the consolidated statements of income.

2. In January 2024, we entered into an interest-free unsecured credit facility with no conversion features with Tincorp (the "**Facility**") to allow Tincorp to advance up to USD1.0 million from us. In January 2024, we advanced USD0.5 million to Tincorp and received 350,000 common shares of Tincorp as the Bonus Shares for granting the Facility. In April 2024, the

Company advanced the remaining $0.5 million to Tincorp. In January 2025, the Facility has been extended for another year with a new maturity date of January 31, 2026. For details, please refer to Note 24 to the Accountants' Report as set out in Appendix I and Note 9 in the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

As at March 31, 2026, USD178.0 thousand, or 12.9% of due from related parties as at December 31, 2025 had been settled.

Income Tax Receivables

We are required to make monthly tax installments to the relevant tax authorities. The income tax receivables represent the installments more than taxes required as per the annual tax return. During the Track Record Period, we recorded income tax receivables of USD71.0 thousand, USD37.0 thousand and nil as at March 31, 2024 and 2025 and December 31, 2025, respectively.

Prepaids and Deposits

As at March 31, 2024 and 2025 and December 31, 2025, we recorded prepaids and deposits of USD6.7 million, USD7.6 million and USD4.5 million, respectively. The nature of prepaids and deposits under current assets mainly represent prepayments for purchase of material and services and costs incurred should be amortized over a certain period of time.

As at March 31, 2026, we had collected USD2.0 million, or 44.4% of our prepaids and deposits outstanding as at December 31, 2025.

DESCRIPTION OF KEY STATEMENTS OF OUR NON-CURRENT ASSETS AND NON-CURRENT LIABILITIES

The following table sets forth the details of our non-current assets and non-current liabilities as at the dates indicated:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Non-current Assets			
Long-term prepaids and deposits	1,634	2,099	11,753
Long-term receivables	—	1,079	4,061
Reclamation deposits	4,409	4,263	4,774
Other investments	46,254	17,277	48,854
Investment in associates	49,426	46,016	55,372
Investment properties	463	511	494
Plant and equipment	79,898	93,793	97,374
Mineral rights and properties	318,833	586,982	666,645
Total non-current assets	500,917	752,020	889,327

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Non-current Liabilities			
Long-term portion of lease obligation	1,102	1,053	958
Long-term portion of convertible notes	—	108,193	—
Derivative liabilities	—	50,768	—
Contract liabilities	—	—	44,148
Deferred income tax liabilities	51,108	59,338	62,297
Environmental rehabilitation	6,442	9,639	9,194
Total non-current liabilities	58,652	228,991	116,597

Other Investments

Our other investments primarily consist of equity investments designated as fair value through other comprehensive income ("**FVTOCI**") and equity investments designated as FVTPL. The following table sets forth the components of our other investments during the Track Record Period as at the dates indicated:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Equity investments designated as FVTOCI			
Public companies	547	1,334	3,673
Private companies	62	—	—
Equity investments designated as FVTPL			
Public companies	42,488	13,409	42,647
Private companies	3,157	2,534	2,534
Total	46,254	17,277	48,854

Our other investments as at March 31, 2026 amounted to USD54.2 million.

Investments in Associates

Our investments in associates primarily represent our investments in NUAG and Tincorp, in which we held 27.8% and 27.4% equity interests as at the Latest Practicable Date. As at March 31, 2024 and 2025, and December 31, 2025, our investments in associates amounted to USD49.4 million, USD46.0 million and USD55.4 million, respectively.

Plant and Equipment

The following table sets forth the breakdown of our plant and equipment as at the dates indicated:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Land use rights and buildings	51,268	70,355	72,186
Office equipment	3,823	4,069	4,098
Machinery	10,414	13,566	13,169
Motor vehicles	2,200	2,077	2,658
Construction in progress	12,193	3,726	5,263
Total	79,898	93,793	97,374

Our plant and equipment were USD79.9 million, USD93.8 million and USD97.4 million as at March 31, 2024 and 2025 and December 31, 2025, respectively.

Mineral Rights and Properties

The following table sets forth the components of our mineral rights and properties as at the dates indicated:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Ying Project	264,903	294,310	331,696
GC Mine	34,409	38,321	42,106
El Domo	—	208,180	240,752
Condor	—	26,220	28,083
Others	19,521	19,951	24,008
Total	318,833	586,982	666,645

Our mineral properties increased from USD318.8 million as at March 31, 2024 to USD587.0 million as at March 31, 2025 (representing a year-over-year increase of 84.1%), and further to USD666.6 million as at December 31, 2025 (representing an increase of 13.6% compared with March 31, 2025). The increase in our mineral properties was primarily due to (i) the recognition of the El Domo and the Condor mineral properties following acquisition; and (ii) additions to Ying Project and the GC Mine from exploration and development expenditures.

Accounts Payable and Accrued Liabilities

The following table sets forth the breakdown of our accounts payable and accrued liabilities as at the dates indicated:

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
Accounts payable	27,124	32,554	52,296
Accrued liabilities			
Payables for the acquisition of mineral properties, plant and equipment	8,079	16,849	14,659
Employee compensation	5,020	5,303	10,256
Others	1,574	9,175	18,420
Total	41,797	63,881	95,631

The aging analysis of the accounts payables are presented based on invoice dates. As at March 31, 2024 and 2025, and December 31, 2025, the aging of our accounts payables were within 90 days.

Our accounts payable and accrued liabilities increased from USD41.8 million as at March 31, 2024 to USD63.9 million as at March 31, 2025, and further to USD95.6 million as at December 31, 2025, mainly due to (i) an increase in accounts payable arising from higher purchases of materials and mining services resulting from the construction of the third TSF at the Ying Project and the improvement of processing capactiy, (ii) higher payables for the acquisition of plant and equipment resulting from the acquisition of Adventus, (iii) increased employee compensation accruals in line with our expanded workforce, and (iv) increased accrued taxes driven by higher revenues.

The following table sets forth our accounts payable turnover days for the fiscal years/periods indicated:

	For the fiscal year ended March 31,		For the nine months ended December 31,
	2024	2025	2025
Accounts payable turnover days[(1)]	71	62	85

Note:

(1) Average accounts payables equal to the average balance of accounts payable at the beginning and the end of the relevant period. Average accounts payables turnover days equal to average accounts payables divided by cost of mine operations for such period and multiplied by 365 days for the fiscal years ended March 31, 2024 and 2025, respectively, and multiplied by 273 days for the nine months ended December 31, 2025.

During the Track Record Period, our accounts payable turnover days decreased from 71 days for the fiscal year ended March 31, 2024 to 62 days for the fiscal year ended March 31, 2025 and increased to 85 days for the nine months ended December 31, 2025. The increase in accounts payable turnover days was primarily due to longer settlement periods with various contractors engaged in constructing the third TSF at the Ying Project and mine construction projects in Ecuador, which typically involved multiple payment phases as agreed with the relevant contractors involved.

As at March 31, 2026, approximately USD44.0 million, or 84.1% of our accounts payables as at December 31, 2025 had been subsequently settled.

Deposits Received

We typically request our customers to make prepayment before delivery of products. Our customers have rights to demand repayment of the unused portion of prepayment after the product delivery. As at March 31, 2024 and 2025 and December 31, 2025, our deposits received amounted to USD4.2 million, USD7.3 million and USD5.2 million, respectively. As at March 31, 2026, all of the deposits received as at December 31, 2025 had been settled.

Contract Liabilities

We have a PMPA with Wheaton in connection with the construction of the El Domo Project. For details, see "— Precious Metals Purchase Agreement ("**PMPA**")" in this Document.

We account for the PMPA under IFRS 15, with the upfront deposit recognized as a contract liability. Management has determined that the deposit contains a significant financing component due to the significant timing difference between receipt of the deposit and commencement of metal deliveries. The contract liability is therefore accreted over time, with the accretion recognized as finance costs. In October 2025, we received the first installment of USD43.9 million under the PMPA. As at December 31, 2025, the carrying amount of the contract liability related to the PMPA was approximately USD44.2 million.

Deferred Tax Liabilities

As at March 31, 2024 and 2025 and December 31, 2025, our deferred tax liabilities amounted to approximately USD51.1 million, USD59.3 million and USD62.3 million, respectively, mainly arising from the temporary differences arising from mineral rights and properties.

INDEBTEDNESS

The following table sets forth the components of our indebtedness as at the dates indicated:

	As at March 31,		As at December 31,	As at March 31,
	2024	2025	2025	2026
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Current portion of lease obligations	213	278	294	286
Current portion of convertible notes	—	2,460	113,650	2,069
Current portion of derivative notes	—	—	163,550	—
Long-term portion of lease obligations	1,102	1,053	958	882
Long-term portion of convertible notes	—	108,193	—	115,156
Derivative liabilities	—	50,768	—	—
Total	1,315	162,752	278,452	118,393

The amounts of our indebtedness have been affected by the classifications of current and long-term portions of the host liabilities and embedded derivative liabilities in connection with the Convertible Notes. For details, see "— Description of Key Statements of Our Current Assets and Current Liabilities", Note 19 of the Accountants' Report as set out in Appendix I and Note 12 of the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

Except for our indebtedness as disclosed above or as otherwise disclosed herein, and apart from intra-group liabilities, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, hire purchase commitments, liabilities under acceptance (other than normal trade bills), unutilized banking facilities, or other similar indebtedness, any guarantees or other material contingent liabilities as at March 31, 2026 (being the latest practicable date for the indebtedness statement).

We did not experience any difficulty in obtaining bank loans and other borrowings during the Track Record Period and up to the Latest Practicable Date, and there has not been any material change in our indebtedness since March 31, 2026 and up to the date of this Document.

OFF-BALANCE SHEET ARRANGEMENTS

We did not have any off-balance sheet arrangements during the Track Record Period and up to the Latest Practicable Date.

PRODUCTION COSTS AND CASH OPERATING COSTS

Cash operating costs are presented by operational activities rather than by cost elements as the mine costs inherently depend on the specific mining and processing methods used. This allows investors to directly benchmark the project against industry cost ranges to assess and verify its reasonableness. Additionally, the mine's cut-off grade is estimated based on such specific activity costs. All required cost elements are fully embedded within these activity categories. The Competent Persons are of the view that the current cost disclosure is appropriate and sufficient and fully complies with the requirements under NI 43-101 Code.

For the summary of our historical and forecast of the cash operating costs for the Ying Property for the years indicated, please see "Appendix III-A — Competent Person's Report for the Ying Property — Table 1.6 Projected YING LOM Opex (US$M)" in this Document.

For the summary of our historical and forecast of the cash operating costs for the GC Mine for the years indicated, please see "Appendix III-B — Competent Person's Report for the GC Mine" in this Document.

To make a forecast of cash operating costs, the assumptions adopted typically include the follows:

- The LOM schedule of the corresponding mine; and
- Future inflation or currency or cost fluctuations is not considered;

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As at March 31, 2024 and 2025 and December 31, 2025, our commitments and obligations amounted to USD47.7 million, USD261.6 million and USD291.9 million, respectively.

PRECIOUS METALS PURCHASE AGREEMENT ("PMPA")

Prior to our acquisition of Adventus, on January 17, 2022, Adventus entered into the PMPA with Wheaton Precious Metals International Ltd. ("**Wheaton**") to support the development of the El Domo Project. Under the PMPA, Wheaton provided a total cash consideration of USD175.5 million (the "**Deposits**") to be payable in instalments prior to and during the construction of the El Domo Project. As of the Latest Practicable Date, we had received the first instalment of USD43.9 million under the PMPA.

Pursuant to the PMPA, we are obliged to sell to Wheaton in accordance with the terms set out as below:

- 50% of our gold production and 75% of our silver production from the El Domo Project until cumulative deliveries reach 145,000 ounces of gold and 4,6000,000 ounces of silver;

- After 145,000 ounces of gold have been delivered, our gold delivery obligation reduces to 33% for the remaining life of mine;

- After 4,600,000 ounces of silver have been delivered, our silver delivery obligation reduces to 50% for the remaining life of mine; and

- For each ounce delivered before the Deposit is fully credited, the metals will be sold at 18% of the prevailing spot market price, with the remaining balance (82%) of the market value applied as non-cash credit to reduce the outstanding portion of the Deposit. Once the balance of the Deposit is fully credited, all subsequent metal deliveries will be sold at a price equal to 22% of the prevailing spot market price.

We are subject to obligations in relation to the abovementioned deliveries of metals under the PMPA. Failure to deliver the required metals, or certain other events beyond our control, such as potential government expropriation of the El Domo Project, could subject us to adverse consequences under the PMPA.

Our management is of the view that the PMPA as a financing option offers several benefits for junior mining companies like Adventus, compared to traditional debt or equity deals, including longer payment terms, less restrictions on cash use, less dilution of overall interests and shared production and operational risks. Overall, the PMPA provides a flexible, lower-risk financing alternative to Adventus for the development of the El Domo Project.

ECONOMIC ANALYSIS OF THE EL DOMO PROJECT AND THE CHAARAT GOLD PROJECT

El Domo Project

According to the El Domo Report, the El Domo Project is expected to become self-sufficient in terms of working capital and funding in the fiscal year ended March 31, 2028, by generating approximately USD160.1 million in free cash flow. For further details on the forecast and the amount of additional funding required to reach such level of self-sufficiency, see "Appendix III-C — Technical Report on Curipamba-El Domo Polymetallic Project, in Ecuador — Table 22.3: LOM Production and Cash Flow Forecast".

Chaarat Gold Project

According to the Chaarat Gold Project Report, the Chaarat Gold Project is expected to become self-sufficient in terms of working capital and funding in the fiscal year ended March 31, 2028, by generating approximately USD97.8 million in free cash flow. For further details on the forecast and the amount of additional funding required to reach such level of self-sufficiency, see "Appendix III-E — Technical Report on Chaarat Project in Kyrgyzstan — Table 22.3: LOM Production and Cash Flow Forecast".

RELATED PARTY TRANSACTIONS AND BALANCES

Our related party transactions are made on terms agreed upon by the related parties. Parties are also considered to be related if they are subject to common control. Members of key management and their close family members are also considered as related parties. The following tables sets forth our related party transactions during the Track Record Period:

(a) Due from related parties

	As at March 31,		As at December 31,
	2024	2025	2025
	USD'000	*USD'000*	*USD'000* (unaudited)
NUAG	28	33	141
Tincorp	562	1,125	1,235
Total	590	1,158	1,376

(b) Compensation of key management personnel

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	USD'000	*USD'000*	*USD'000* (unaudited)	*USD'000* (unaudited)
Cash compensation	3,403	3,758	3,406	3,777
Share-based compensation	2,487	2,345	1,976	2,274
Total	5,890	6,103	5,382	6,051

(c) Henan Found purchased construction engineering services from First Geological Brigade amounting to USD573,000 and USD277,000 for the years ended March 31, 2024 and 2025, respectively.

For a detailed discussion of related party transactions, please refer to Note 23 and Note 24 to the Accountants' Report as set out in Appendix I and Note 14 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios as at the dates or for the fiscal years/periods indicated:

	For the fiscal year ended March 31,		For the nine months ended December 31,	
	2024	2025	2024	2025
	(%)	(%)	(%)	(%)
Profitability ratios				
Income from mine operations margin[1]	37.5	41.3	43.5	52.9
Net income margin[2]	23.1	26.4	36.8	5.8
Adjusted net income margin (non-IFRS measure)[3]	24.5	32.8	35.5	40.4
Return on equity[4]	8.4	11.0	11.5	2.0
Adjusted return on equity (non-IFRS measure)[5]	9.0	13.7	11.0	13.8
Return on assets[6]	7.2	8.6	9.1	1.3
Adjusted return on assets (non-IFRS measure)[7]	7.6	10.6	8.6	9.4

	As at and for the fiscal year ended March 31,		As at and for the fiscal year ended December 31,
	2024	2025	2025
	(%)	(%)	(%)
Liquidity ratios			
Current ratio[8]	4.3	5.1	1.2
Quick ratio[9]	4.1	4.9	1.2
Leverage ratio			
Debt ratio[10]	15.1	26.8	36.8
Net leverage ratio[11]	(1.6)	(1.6)	(4.9)

Note:

1. Income from mine operations margin is calculated using income from mine operations divided by revenue for the respective period, multiplied by 100%.
2. Net income margin is calculated using net income divided by revenue for the respective period, multiplied by 100%.
3. Adjusted net income margin is calculated using adjusted net income (non-IFRS measure) divided by revenue for the respective period, multiplied by 100%.
4. Return on equity ratio is calculated using net income divided by the average of the opening and closing balances of total equity for the respective period, multiplied by 100%.
5. Adjusted return on equity ratio is calculated using adjusted net income (non-IFRS measure) divided by the average of the opening and closing balances of total equity for the respective period, multiplied by 100%.
6. Return on assets ratio is calculated using net income divided by the average of the opening and closing balances of total assets for the respective period, multiplied by 100%.
7. Adjusted return on assets ratio is calculated using adjusted net income (non-IFRS measure) divided by the average of the opening and closing balances of total assets for the respective period, multiplied by 100%.
8. Current ratio is calculated using total current assets divided by total current liabilities as at the end of the respective period.
9. Quick ratio is calculated using total current assets less inventories then divided by total current liabilities as at the end of the respective period.
10. Debt ratio is calculated using total liabilities divided by total assets as at the end of the respective period.

11. Net leverage ratio is calculated using net debt divided by EBITDA as at the end of the respective period. Here, net debt is total interest_bearing debt minus cash and cash equivalents and EBITDA is earnings before interest, tax, depreciation and amortisation.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

We are exposed to various types of market risks in the normal course of business, including foreign exchange risk, interest rate risk, equity price risk, credit risk and liquidity risk. For details of the risk to which we are exposed, please refer to Note 26 to the Accountants' Report included in Appendix I to this Document.

DIVIDEND POLICY

Since the fiscal year ended March 31, 2019, our Group has been paying semi-annual dividend of USD0.0125 per share (USD0.025 per share on an annual basis). We currently do not have a pre-determined dividend policy. The declaration and payment of future dividends, if any, is at the discretion of the Board and will be based on a number of relevant factors including commodity prices, market conditions, financial results, cash flows from operations, and expected cash requirements. For the fiscal years ended March 31, 2024 and 2025 and the nine months ended December 31, 2025, we declared and paid cash dividends of USD4.4 million, USD4.9 million and USD5.5 million, respectively.

[REDACTED]

SUBSEQUENT EVENT

Please refer to Note 16 to the Condensed Consolidated Financial Statements as set out in Appendix IA to this Document.

DISTRIBUTABLE RESERVES

As at March 31, 2024 and 2025 and the nine months ended December 31, 2025, our reserves available for distribution included retained earnings, which amounted to USD261.8 million, USD305.9 million and USD280.7 million, respectively.

[REDACTED] STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

For details of our **[REDACTED]** adjusted consolidated net tangible assets, see the **[REDACTED]** Financial Information as set out in Appendix II to this Document.

NO MATERIAL ADVERSE CHANGE

After due and careful consideration, our Directors confirm that, up to the date of this Document, there has not been any material adverse change in our financial or trading position or prospects since December 31, 2025, and there is no event since December 31, 2025, which would materially affect the information shown in the Accountants' Report as set out in Appendix I to this Document.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, except as otherwise disclosed in this Document, as at the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.