The following is the text of a report set out on pages [I-1] to [I-75] received from the Company's reporting accountants, [Deloitte Touche Tohmatsu], Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Document.

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SILVERCORP METALS INC. AND CITIC SECURITIES (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Silvercorp Metals Inc. (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages [I-3] to [I-75], which comprises the consolidated statements of financial position of the Group as at March 31, 2024 and 2025, the statements of financial position of the Company as at March 31, 2024 and 2025, the consolidated statements of income, the consolidated statements of income and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the two years ended March 31, 2025 (the "**Track Record Period**") and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages [I-3] to [I-75] forms an integral part of this report, which has been prepared for inclusion in the Document of the Company dated [•] (the "**Document**") in connection with the **[REDACTED]** of the **[REDACTED]** of the Company on the **[REDACTED]** of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 3.1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgment, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 3.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's financial position as at March 31, 2024 and 2025, of the Company's financial position as at March 31, 2024 and 2025 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 3.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page [I-3] have been made.

Dividends

We refer to Note 21(d) to the Historical Financial Information which contains information about the dividends declared and paid by the Company in respect of the Track Record Period.

[Deloitte Touche Tohmatsu]
Certified Public Accountants
Hong Kong
[•]

HISTORICAL FINANCIAL INFORMATION OF THE GROUP

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The Historical Financial Information in this report was prepared based on previously issued consolidated financial statements of the Group for the Track Record Period. The previously issued consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by International Accounting Standards Board (the "**IASB**") and were audited by [Deloitte LLP], Chartered Professional Accountants registered in Vancouver, Canada in accordance with standards of the Public Company Accounting Oversight Board (United States) ("**PCAOB**") (the "**Underlying Financial Statements**").

The Historical Financial Information is presented in United States dollars ("**USD**") and all values are rounded to the nearest thousand (USD'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF INCOME

	NOTES	Year ended March 31, 2024	2025
		USD'000	USD'000
Revenue	5(a)(c)	215,187	298,895
Cost of mine operations			
Production costs		88,574	108,363
Depreciation and amortization		27,286	31,014
Mineral resource taxes		5,275	7,359
Government fees and other taxes	6	2,641	16,009
General and administrative expenses	7	10,822	12,599
		134,598	175,344
Income from mine operations		80,589	123,551
Corporate general and administrative expenses	7	14,095	17,565
Property evaluation and business development		807	3,333
Foreign exchange loss		337	581
Gain on investments	11, 13	(7,677)	(12,451)
Loss on derivative liabilities	19,21(b)(ii)	—	9,011
Share of loss in associates	14	2,692	2,806
Dilution gain on investment in associates	14	(733)	—
Impairment of investment in associates	14	4,251	—
Loss on disposal of plant and equipment		45	163
Other expenses (income)		2,851	(609)
Income from operations		63,921	103,152
Finance income	8	6,247	8,518
Finance costs	8	(213)	(6,713)
Income before income tax		69,955	104,957
Income tax expense	9	20,277	26,188
Net income		49,678	78,769
Attributable to:			
Equity holders of the Company		36,306	58,190
Non-controlling interests	23	13,372	20,579
		49,678	78,769
Earnings per share attributable to the equity holders of the Company			
Basic earnings per share	21(e)	0.21	0.29
Diluted earnings per share	21(e)	0.20	0.28
Weighted average number of shares outstanding — Basic	21(e)	176,997,360	204,008,035
Weighted average number of shares outstanding — Diluted	21(e)	179,137,610	206,301,970

CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME

		Year ended March 31,	
	NOTES	**2024**	**2025**
		USD'000	*USD'000*
Net income		49,678	78,769
Other comprehensive expenses, net of tax:			
Items that may subsequently be reclassified to net income or loss:			
Currency translation adjustment		(19,973)	(1,683)
Share of other comprehensive expenses in associates	*14*	(36)	(784)
Reclassification to net income upon ownership dilution of investment in an associate		(34)	—
Items that will not subsequently be reclassified to net income or loss:			
Changes in fair value on equity investments designated as fair value through other comprehensive income ("**FVTOCI**")	*13*	(67)	5
Other comprehensive expenses, net of tax		(20,110)	(2,462)
Attributable to:			
Equity holders of the Company		(16,802)	(2,606)
Non-controlling interests	*23*	(3,308)	144
		(20,110)	(2,462)
Total comprehensive income		29,568	76,307
Attributable to:			
Equity holders of the Company		19,504	55,584
Non-controlling interests		10,064	20,723
		29,568	76,307

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at March 31,	
	NOTES	**2024**	**2025**
		USD'000	*USD'000*
ASSETS			
Current Assets			
Cash and cash equivalents	*28(c)*	152,942	363,978
Short-term investments	*11*	31,949	5,078
Other receivables		2,202	1,081
Inventories	*12*	7,395	8,028
Due from related parties	*24*	590	1,158
Income tax receivable		71	37
Prepaids and deposits		6,749	7,561
		201,898	386,921
Non-current Assets			
Long-term prepaids and deposits		1,634	2,099
Reclamation deposits		4,409	4,263
Other investments	*13*	46,254	17,277
Investment in associates	*14*	49,426	46,016
Investment properties	*15*	463	511
Plant and equipment	*16*	79,898	93,793
Mineral rights and properties	*17*	318,833	586,982
Long-term receivables		—	1,079
		500,917	752,020
TOTAL ASSETS		702,815	1,138,941

	NOTES	As at March 31, 2024	As at March 31, 2025
		USD'000	USD'000
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	18	41,797	63,881
Current portion of lease obligation		213	278
Current portion of convertible notes	19	—	2,460
Deposits received		4,223	7,264
Income tax payable		921	2,679
		47,154	76,562
Non-current Liabilities			
Long-term portion of lease obligation		1,102	1,053
Long-term portion of convertible notes	19	—	108,193
Derivative liabilities	19, 21	—	50,768
Deferred income tax liabilities	9	51,108	59,338
Environmental rehabilitation	20	6,442	9,639
		58,652	228,991
Total liabilities		105,806	305,553
Equity			
Share capital	21	258,400	411,960
Equity reserves		(12,908)	(15,140)
Retained earnings		261,763	305,908
Total equity attributable to the equity holders of the Company		507,255	702,728
Non-controlling interests	23	89,754	130,660
Total Equity		597,009	833,388
TOTAL LIABILITIES AND EQUITY		702,815	1,138,941

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	NOTES	As at March 31, 2024	As at March 31, 2025
		USD'000	USD'000
ASSETS			
Current Assets			
Cash and cash equivalents	28	3,196	107,547
Short-term investments		25	24
Other receivables		1,868	197
Amount due from subsidiaries	24	4,579	64,704
Due from related parties	24	590	1,158
Prepaids and deposits		450	851
		10,708	174,481
Non-current Assets			
Investment in subsidiaries		30,553	216,434
Long-term prepaids and deposits		310	—
Reclamation deposits		7	7
Other investments	13	34,640	5,231
Investment in associates	14	13,681	10,136
Plant and equipment		1,516	1,025
Mineral rights and properties		1,095	1,071
		81,802	233,904
TOTAL ASSETS		92,510	408,385
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	18	2,364	2,514
Current portion of lease obligation		213	209
Current portion of convertible notes	19	—	2,460
Amount due to subsidiaries	24	18,621	23,037
		21,198	28,220
Non-current Liabilities			
Long term portion of convertible notes	19	—	108,193
Long-term portion of lease obligation		1,102	871
Derivative liabilities		—	50,768
		1,102	159,832
Total liabilities		22,300	188,052
Equity			
Share capital	21	258,400	411,959
Equity reserves		5,244	8,895
Accumulated losses		(193,434)	(200,521)
Total Equity		70,210	220,333
TOTAL LIABILITIES AND EQUITY		92,510	408,385

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Share capital		Equity reserves						
	NOTES	Number of shares	Amount	Share-based payments reserve	Reserves *(note)*	Accumulated other comprehensive expenses *(Note 22)*	Retained earnings	Total equity attributable to the equity holders of the Company	Non-controlling interests	Total equity
			USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
At April 1, 2023		176,771,265	255,684	20,893	25,834	(43,243)	229,885	489,053	90,778	579,831
Restricted share units vested	*21(b)*	928,755	3,736	(3,736)	–	–	–	–	–	–
Share-based compensation	*21(b)*	–	–	4,146	–	–	–	4,146	–	4,146
Dividends declared	*21(d)*	–	–	–	–	–	(4,428)	(4,428)	–	(4,428)
Common shares repurchased as part of normal course issuer bid	*21(e)*	(388,324)	(1,020)	–	–	–	–	(1,020)	–	(1,020)
Distribution to non-controlling interests	*23*	–	–	–	–	–	–	–	(11,088)	(11,088)
Total comprehensive (expenses) income		–	–	–	–	(16,802)	36,306	19,504	10,064	29,568
At March 31, 2024		177,311,696	258,400	21,303	25,834	(60,045)	261,763	507,255	89,754	597,009
Securities issued upon acquisition of Adventus	*4*	38,818,841	146,016	4,501	–	–	–	150,517	22,808	173,325
Options exercised	*21(b)*	934,222	4,397	(1,759)	–	–	–	2,638	–	2,638
Warrants exercised	*21(c)*	29,607	148	–	–	–	–	148	–	148
Warrants reclassified as derivative liabilities	*21(c)*	–	–	(2,098)	–	–	(673)	(2,771)	–	(2,771)
Restricted share units vested	*21(b)*	941,960	3,962	(3,962)	–	–	–	–	–	–
Share-based compensation	*21(b)*	–	–	3,692	–	–	–	3,692	–	3,692
Dividends declared	*21(d)*	–	–	–	–	–	(4,948)	(4,948)	–	(4,948)
Common shares repurchased as part of normal course issuer bid	*21(e)*	(300,000)	(963)	–	–	–	–	(963)	–	(963)
Adjustment to non-controlling interests	*23*	–	–	–	–	–	(8,424)	(8,424)	8,424	–
Distribution to non-controlling interests	*23*	–	–	–	–	–	–	–	(11,049)	(11,049)
Total comprehensive (expenses) income		–	–	–	–	(2,606)	58,190	55,584	20,723	76,307
At March 31, 2025		217,736,326	411,960	21,677	25,834	(62,651)	305,908	702,728	130,660	833,388

Note: It represents Henan Found and Henan Huawei's statutory reserve fund and enterprise development fund recorded in the Reserves. Pursuant to the relevant PRC rules and regulations, the Group's PRC subsidiaries are required to transfer no less than 10% of its profits after taxation to the statutory reserve until the reserve balance reaches 50% of the registered capital and may appropriate enterprise development fund of its profits after taxation upon resolution by the shareholders' meeting or general meeting.

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended March 31,	
	NOTES	**2024**	**2025**
		USD'000	*USD'000*
OPERATING ACTIVITIES			
Net income		49,678	78,769
Adjustments for:			
Finance costs	*8*	213	6,713
Income tax expense	*9*	20,277	26,188
Depreciation, amortization and depletion		28,968	32,828
Gain on investments	*11, 13*	(7,677)	(12,451)
Loss on derivative liabilities	*13*	—	9,011
Share of loss in associates	*14*	2,692	2,806
Dilution gain on investment in associate	*14*	(733)	—
Impairment of investment in associate	*14*	4,251	—
Loss on disposal of plant and equipment	*16*	45	163
Share-based compensation	*21(b)*	4,146	3,692
Reclamation expenditures		(970)	(819)
Income taxes paid		(13,383)	(15,731)
Interest paid		(22)	(126)
Changes in non-cash operating working capital	*28(a)*	4,085	7,588
Net cash from operating activities		91,570	138,631
INVESTMENT ACTIVITIES			
Payment on plant and equipment acquisition		(11,523)	(19,986)
Proceeds from disposal of plant and equipment		880	46
Payment on mineral rights and properties acquisition		—	(6,224)
Payment on mineral exploration and development expenditures		(51,945)	(59,817)
Payment on reclamation deposits		(1,079)	(83)
Refunds from reclamation deposits		2,962	209
Payment on other investments acquisition	*13*	(23,305)	(20,953)
Proceeds from disposal of other investments	*13*	1,492	36,289
Payment on investment in associates	*14*	(4,997)	(4)
Payment on short-term investment acquisition		(65,585)	(108,320)
Proceeds on short-term investment redemption		87,390	134,176
Net cash used in investing activities		(65,710)	(44,667)

		Year ended March 31,	
	NOTES	**2024**	**2025**
		USD'000	*USD'000*
FINANCING ACTIVITIES			
Net proceeds from issuance of convertible notes	*19*	—	143,324
Repayment of long-term deposits	*4*	—	(13,250)
Payments on lease obligation		(262)	(271)
Cash dividends distributed	*21(c)*	(4,428)	(4,948)
Distribution to non-controlling interests	*23*	(11,088)	(11,049)
Payments to related parties	*24*	—	(500)
Proceeds from issuance of common shares		—	2,774
Common shares repurchased as part of normal course issuer bid		(1,020)	(963)
Net cash (used in) from financing activities		(16,798)	115,117
Effect of exchange rate changes on cash and cash equivalents		(1,812)	1,955
Increase in cash and cash equivalents		7,250	211,036
Cash and cash equivalents, beginning of the year		145,692	152,942
Cash and cash equivalents, end of the year		152,942	363,978

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. GENERAL AND BASIS OF PREPARATION

The Group is engaged in the acquisition, exploration, development, and mining of mineral properties. The Group's producing mines are located in China, and current exploration and development projects are located in China and Ecuador.

The Company was incorporated in the Province of British Columbia, with limited liability under the legislation of the Province of British Columbia. The Company's shares are traded on the Toronto Stock Exchange (the "**TSX**") and the NYSE American LLC (the "**NYSE American**").

The respective addresses of the registered office and the principal place of business of the Company are stated in the section headed "Corporate Information" of this Document.

The Historical Financial Information is presented in USD.

2. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

For the purpose of preparing the Historical Financial Information for the Track Record Period, the Group has consistently applied the accounting policies which conform with IFRS Accounting Standards, and amendments to IFRS Accounting Standards which are effective for the accounting period beginning on April 1, 2025 throughout the Track Record Period.

New and amendments to IFRS Accounting Standards in issue but not yet effective

At the date of the report, the following new and amendments to IFRSs have been issued but are not yet effective:

Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency[3]
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendment to IFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11[2]
IFRS 18	Presentation and Disclosure in Financial Statements[3]

1 Effective for annual periods beginning on or after a date to be determined.

2 Effective for annual periods beginning on or after January 1, 2026.

3 Effective for annual periods beginning on or after January 1, 2027.

Except as mentioned below, the directors of the Company anticipate that the application of the amendments to IFRS Accounting Standards will have no material impact on the Group's financial position and performance and/or the disclosures to the consolidated financial statements in the foreseeable future.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 *Presentation of Financial Statements*. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of income; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7. Minor amendments to IAS 7 *Statement of Cash Flows* and IAS *33 Earnings per Share* are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after January 1, 2027, with early application permitted. IFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of income. Additional disclosures required for the Group's MPMs will be disclosed in a separate note to the consolidated financial statements.

3. BASIS OF PREPARATION OF HISTORICAL FINANCIAL INFORMATION AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of Historical Financial Information

The Historical Financial Information has been prepared based on the accounting policies set out in Note 3.2 which conform with IFRS Accounting Standards issued by the IASB. For the purpose of preparation of the Historical Financial Information, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Historical Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and by the Hong Kong Companies Ordinance.

3.2 Material accounting policy information

(a) Basis of Consolidation

This Historical Financial Information includes the accounts of the Company and its wholly or partially owned subsidiaries.

Subsidiaries are consolidated from the date on which the Group obtains control up to the date of the disposition of control. Control is achieved when the Group has power over the subsidiary, is exposed or has rights to variable returns from its involvement with the subsidiary and has the ability to use its power to affect its returns.

For non-wholly owned subsidiaries over which the Group has control, the net assets attributable to outside equity shareholders are presented as "non-controlling interests" in the equity section of the consolidated statements of financial position. Net income for the period that is attributable to the non-controlling interests is calculated based on the ownership of the non-controlling interest shareholders in the subsidiary. Adjustments to recognize the non-controlling interests' share of changes to the subsidiary's equity are made even if this results in the non-controlling interests having a deficit balance. Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustment to the carrying amount of non-controlling interest and the Group's proceeds received and/or consideration paid is recognized directly in equity and attributed to equity holders of the Company.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Balances, transactions, revenues and expenses between the Company and its subsidiaries are eliminated on consolidation.

Details of the Group's principal subsidiaries which are consolidated during the Track Record Period are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Proportion of ownership interest held		As at the date of this report	Location of the mineral properties
			As at March 31, 2024	As at March 31, 2025		
Silvercorp Beijing	Holding company	China	100.0%	100.0%	100.0%	N/A
Adventus *(note ii)*	Holding company	Canada	—	100.0%	100.0%	N/A
Luminex Resources Corp. *(note ii)*	Holding company	Canada	—	100.0%	100.0%	N/A
Salazar Holdings Limited ("**Salazar Holdings**") *(note ii)*	Holding company	Canada	—	75.0%	75.0%	N/A
Fortune Mining Limited	Holding company	British Virgin Islands ("**BVI**")	100.0%	100.0%	100.0%	N/A
Victor Resources Ltd.	Holding company	BVI	100.0%	100.0%	100.0%	N/A
Victor Mining Ltd.	Holding company	BVI	100.0%	100.0%	100.0%	N/A
Yangtze Mining (H.K.) Ltd.	Holding company	Hong Kong	100.0%	100.0%	100.0%	N/A
Wonder Success Limited	Holding company	Hong Kong	100.0%	100.0%	100.0%	N/A
Henan Huawei Mining Co. Ltd. 河南華威礦業有限公司 ("**Henan Huawei**") *(note i)*	Mining	China	80.0%	80.0%	80.0%	Ying Mining District, Henan
Henan Found Mining Co. Ltd. 河南發恩德礦業有限公司 ("**Henan Found**") *(note i)*	Mining	China	77.5%	77.5%	77.5%	Ying Mining District, Henan
Xinshao Yunxiang Mining Co., Ltd. 新邵縣雲翔礦業有限公司 ("**Yunxiang**") *(note i)*	Mining	China	70.0%	70.0%	70.0%	BYP Mining District, Hunan
Guangdong Found Mining Co. Ltd. 廣東發恩德礦業有限公司 ("**Guangdong Found**") *(note i)*	Mining	China	99.0%	99.0%	99.0%	GC Mining District, Guangdong
Henan Xinbaoyuan Mining Co., Ltd. 河南鑫寶源礦業有限公司 ("**Xinbaoyuan**") *(note i)*	Mining	China	77.5%	77.5%	77.5%	Kuanping, Henan
Curimining S.A *(note iii)*	Mining	Ecuador	—	75.0%	75.0%	El Domo
Condormine S.A *(note iii)*	Mining	Ecuador	—	98.7%	98.7%	Condor

Note i: The statutory financial statements of these principal subsidiaries established in the People's Republic of China (the "**PRC**") were prepared in accordance with the relevant accounting principles and regulations in the PRC. The statutory financial statements for below principal subsidiaries for the years ended December 31, 2023 and 2024 were audited by the following certified public accountants registered in the PRC:

Subsidiaries	Years ended December 31, 2023 and 2024
Henan Huawei	河南滙豐誠和會計師事務所有限公司
Henan Found	河南凱橋會計師事務所有限公司
Yunxiang	湖南弘信園會計師事務所
Guangdong Found	廣東中海粵會計師事務所有限公司
Xinbaoyuan	河南滙豐誠和會計師事務所有限公司

No audited financial statements of other entities comprising the Group have been prepared since there are no statutory audit requirements in those jurisdictions.

Note ii: The Company and its certain legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies, appointing or removing the majority of the members of their controlling authorities, and casting the majority votes at meeting of such authorities.

Note iii: These entities became the subsidiaries the Group upon the completion of the Adventus acquisition as set out in Note 4.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the entities comprising the Group had issued any debt securities at the end of each reporting period.

(b) Investments in Associates

An associate is an entity over which the Group has significant influence but not control and is not a subsidiary or joint venture. Significant influence is presumed to exist where the Group has between 20% and 50% of the voting rights, but can also arise when the Group has power to be actively involved and influential in financial and operating policy decisions of the entity even though the Group has less than 20% of voting rights.

The Group accounts for its investments in associates using the equity method. Under the equity method, the Group's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Group's share of profit and loss of the associate and for impairment losses after the initial recognition date. The Group's share of an associate's loss that are in excess of its investment are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. The Group's share of comprehensive income attributable to shareholders of associates are recognized in comprehensive income during the period.

At the end of each reporting period, the Group assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating there is a measurable decrease in the estimated future cash flows of the associate's operations. When there is objective evidence that an investment in an associate is impaired, the carrying amount is compared to its recoverable amount, being the higher of its fair value less cost to sell and value in use. An impairment loss is recognized if the recoverable amount is less than its carrying amount. When an impairment loss reverses in a subsequent period, the carrying amount of the investment is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. Impairment losses and reversal of impairment losses, if any, are recognized in the consolidated statements of income in the period in which the relevant circumstances are identified.

Details of the Group's associates are as follows:

Name of associates	Principal activity	Country of incorporation	Proportion of ownership interest held	
			March 31, 2024	March 31, 2025
New Pacific Metals Corp. ("**NUAG**") . .	Mining	Canada	27.4%	27.4%
Tincorp Metals Inc. ("**TIN**", formerly, Whitehorse Gold Corp.)	Mining	Canada	29.7%	29.1%

(c) Business Combinations or asset acquisition

Optional concentration test

The Group applies an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognizes the individual identifiable assets acquired and liabilities assumed by allocating the purchase price including the associated acquisition-related transaction costs first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

(d) Foreign Currency Translation

The functional currency for each subsidiary of the Group is the currency of the primary economic environment in which the entity operates. The functional currency of all Chinese subsidiaries is the Chinese Renminbi ("**RMB**"). The functional currency of New Infini, Adventus and their subsidiaries is the USD. Effective from October 1, 2024, the functional currency of the Company and all intermediate holding companies, incorporated in Canada and BVI, has changed from the Canadian dollars ("**CAD**") to USD. This change reflects the fact that the Company's primary economic environment has shifted due to the acquisition of the El Domo Project and Condor Project in Ecuador, their future development and investment plan, and the issuance of convertible notes, all of which are predominately denominated in USD. The change in functional currency is accounted for prospectively in accordance with IAS 21 *The Effects of Changes in Foreign Exchanges Rates*. As the Company's reporting currency is USD, the change has no impact on the Group's financial position as at October 1, 2024, other than the remeasurement difference resulting from the reclassification of the share purchase warrants from equity to derivative liabilities, which is charged to retained earnings. Comparative financial information has not been restated.

Foreign currency monetary assets and liabilities are translated into the functional currency using exchange rates prevailing at the reporting date. Foreign currency non-monetary assets are translated using exchange rates prevailing at the transaction date. Foreign exchange gains and losses are included in the net income.

The Historical Financial Information is presented in USD. The financial position and performance of the Group's entities are translated from functional currencies to USD as follows:

— assets and liabilities are translated using exchange rates prevailing at the reporting date;

— income and expenses are translated using average exchange rates prevailing during the period; and

— all resulting exchange gains and losses are included in other comprehensive income.

(e) Convertible Notes

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognized at fair value. In subsequent periods, the debt component of the convertible notes is carried at amortized cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognized in profit or loss.

Transaction costs that relate to the issue of the convertible notes are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortized over the period of the convertible loan notes using the effective interest method.

When determining the classification of convertible loan notes (including the host liability and the related derivative components) as current or non-current, the Group considers both the redemption through cash settlement and the transfer of the Group's own equity instruments as a result of exercise of conversion options by holders as settlement of the convertible loan notes.

(f) Revenue Recognition

Revenue from contracts with customers is recognized when control of the asset sold is transferred to customers and the Group satisfies its performance obligation. Revenue is allocated to each performance obligation on a relative standalone selling price basis. The Group considers the terms of the contract in determining the transfer price. The transaction price is based upon the amount the Group expects to receive in exchange for the transferring of the assets. In determining whether the Group has satisfied a performance obligation, it considers the indicators of the transfer of control, which include, but are not limited to, whether: the Group has a present right to payment; the customer has legal title to the asset; the Group has transferred physical possession of the asset to the customer; and the customer has the significant risks and rewards of ownership of the asset. This generally occurs when the assets are loaded on the trucks arranged by the customer at the Group's milling facilities. In cases where the Group is responsible for the costs of shipping and certain other services after the date on which the control of the assets transferred to the customer, these other services are considered separate performance obligations and thus a portion of revenue earned under the contract is allocated and recognized as these performance obligations are satisfied.

Revenue from concentrate sales is paid by the customer in advance and typically recorded based on the Group's assay results for the quantity and quality of concentrate sold and the applicable commodity prices, such as silver, gold, lead and zinc, set on a specific quotation period, typical ranging from ten to fifteen days around shipment date, by reference to active and freely traded commodity market, and deducted by smelter charges, including refining and treatment charges, to reflect the status of the concentrate on sale. Adjustments, if any, related to the final assay results for the quantity and quality of concentrate sold are not significant and do not constrain the recognition of revenue.

(g) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and held at banks and short-term money market investments that are readily convertible to cash with original terms of three months or less and exclude any restricted cash that is not available for use by the Group.

(h) Short-term Investments

Short-term investments consist of certificates of deposit and money market instruments, including cashable guaranteed investment certificates, bearer deposit notes and other financial assets with original terms of over three months but less than one year. Bonds traded on open markets are also included in short-term investments.

(i) Inventories

Inventories include concentrate inventory, direct smelting ore, stockpile ore and material and supplies. The classification of inventory is determined by the stage at which the ore is in the production process. Material that does not contain a minimum quantity of metal to cover estimated processing expenses to recover the contained metal is not classified as inventory and is assigned no value.

Direct smelting ore and stockpiled ore are sampled for metal content and are valued at the lower of mining cost and net realizable value. Mining cost includes the cost of raw material, mining contractor cost, direct labour costs, depletion and depreciation, and applicable production overheads, based on normal operating capacity. Concentrate inventory are valued at the lower of cost and net realizable value. The cost of concentrate inventory includes the mining cost for stockpiled ore milled, freight charges for shipping stockpile ore from mine sites to mill sites and milling cost. Milling cost includes cost of materials and supplies, direct labour costs, and applicable production overheads cost, based on normal operating capacity. Material and supplies are valued at the lower of cost, determined on a weighted average cost basis, and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sales.

(j) Plant and Equipment

Plant and equipment are initially recorded at cost, including all directly attributable costs to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Plant and equipment are subsequently measured at cost less accumulated depreciation and amortization and impairment losses. Depreciation and amortization 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:

Buildings	20 years
Office equipment	5 years
Machinery	5–10 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 incurred that do not extend the economic useful life of an asset are considered repairs and maintenance, which are accounted for as an expense recognized during the period.

Assets under construction are capitalized as construction-in-progress. The cost of construction-in-progress comprises of the asset's purchase price and any costs directly attributable to bringing it into working condition for its intended use. Construction-in-progress assets are transferred to other respective asset classes and are depreciated when they are completed and available for use.

Upon disposal or abandonment, the carrying amounts of plant and equipment are derecognized and any associated gain or loss is recognized in the consolidated statements of income.

(k) Mineral Rights and Properties

Mineral rights and properties include the following capitalized payments and expenditures:

— Acquisition costs which consist of payments for property rights and leases, including payments to acquire or renew an exploration or mining permit, and the estimated fair value of properties acquired as part of business combination or the acquisition of a group of assets.

— Exploration and evaluation costs incurred on a specific property after an acquisition of a beneficial interest or option in the property. Exploration and evaluation expenditures on properties for which the Group does not have title or rights to are expensed when incurred. Exploration and evaluation activities involve the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

— Development costs incurred to construct a mine and bring it into commercial production.

— Expenditures incurred on producing properties that are expected to have future economic benefit, including to extend the life of the mine and to increase production by providing access to additional reserves, such as exploration tunneling that can increase or upgrade the mineral resources, and development tunneling, including to build shafts, drifts, ramps, and access corridors that enable to access ore underground.

— Borrowing costs incurred that are directly attributed to the acquisition, construction and development of a qualifying mineral property.

— Estimated environmental rehabilitation and restoration costs.

Before commencement of commercial production, mineral rights and properties are carried at costs, less any accumulated impairment charges.

Upon commencement of commercial production, mineral rights and properties are carried at costs, less accumulated depletion and any accumulated impairment charges. Mineral rights and properties, other than the payments to renew mining permits (the "**mine right fee**") are depleted over the mine's estimated life using the units of production method calculated based on proven and probable reserves. Estimation of proven and probable reserves for each property is updated when relative information such as reserve report is available; the result will be prospectively applied to calculate depletion amounts for future periods. If commercial production commences prior to the determination of proven and probable reserves, depletion is calculated based on the mineable portion of measured and indicated resources. The mine right fee is depleted using the units of production method based on the mineral reserve which were used to determine the mine right fee payable.

(l) Impairment and Impairment Reversal

At each reporting period, the Group reviews and evaluates its assets for impairment, or reversal of a previously recognized impairment, when events or changes in circumstances indicate that the related carrying amounts may not be recoverable or when there is an indication that impairment may have reversed.

When impairment indicators exist, an estimate of the recoverable amount is undertaken, being the higher of an asset's fair value less cost of disposal ("**FVLCTD**") and value in use ("**VIU**"). If the carrying value exceeds the recoverable amount, an impairment loss is recognized in the consolidated statements of income during the period.

In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The cash flows are based on best estimates of expected future cash flows from the continued use of the asset and its eventual disposal.

FVLCTD is best evidence if obtained from an active market or binding sale agreement. Where neither exists, the fair value is based the best estimates available to reflect the amount that could be received from an arm's length transaction. Fair value of asset is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects.

Impairment is normally assessed at the level of cash-generating units ("**CGU**"), a CGU is identified as the smallest identifiable group of assets that generates cash inflows which are independent of the cash inflows generated from other assets.

When there is an indication that an impairment loss recognized previously may no longer exist or has decreased, the recoverable amount is calculated. If the recoverable amount exceeds the carrying amount, the carrying value of the asset is increased to the recoverable amount. The increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized in the consolidated statements of income in the period it is determined.

(m) Environmental Rehabilitation Provision

The mining, extraction and processing activities of the Group normally give rise to obligations for site closure or rehabilitation. Closure and decommissioning works can include facility decommissioning and dismantling; removal or treatment of waste materials; site and land rehabilitation. The extent of work required and the associated costs are dependent on the requirements of relevant authorities and the Group's environmental policies. Provisions for the cost of each closure and rehabilitation programme are recognized at the time when environmental disturbance occurs. When the extent of disturbance increases over the life of an operation, the provision is increased accordingly. Costs included in the provision encompass all closure and decommissioning activity expected to occur progressively over the life of the operation and at the time of closure in connection with disturbances at the reporting date. Routine operating costs that may impact the ultimate closure and decommissioning activities, such as waste material handling conducted as an integral part of a mining or production process, are not included in the provision.

Costs arising from unforeseen circumstances, such as the contamination caused by unplanned discharges, are recognized as an expense and liability when the event gives rise to an obligation which is probable and capable of reliable estimation. The timing of the actual closure and decommissioning expenditure is dependent upon a number of factors such as the life and nature of the asset, the operating licence conditions, and the environment in which the mine operates. Expenditure may occur before and after closure and can continue for an extended period of time dependent on closure and decommissioning requirements.

Closure and decommissioning provisions are measured at the expected amount of future cash flows, discounted to their present value for each operation. Discount rates used are specific to the underlying obligation. Significant judgments and estimates are involved in forming expectations of future activities and the amount and timing of the associated cash flows. Those expectations are formed based on existing environmental and regulatory requirements which give rise to a constructive or legal obligation.

When provisions for closure and decommissioning are initially recognized, the corresponding cost is capitalized as an asset, representing part of the cost of acquiring the future economic benefits of the operation. The capitalized cost of closure and decommissioning activities is recognized in mineral rights and properties and depleted accordingly. The value of the provision is progressively increased over time as the effect of discounting unwinds, creating an expense recognized in finance costs. Closure and decommissioning provisions are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in the provision is greater than the undepreciated capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in the consolidated statements of income. In the case of closed sites, changes to estimated costs are recognized immediately in the consolidated statements of income. Changes to the capitalized cost result in an adjustment to future depreciation and finance charges.

Adjustments to the estimated amount and timing of future closure and decommissioning cash flows are a normal occurrence in light of the significant judgments and estimates involved. The provision is reviewed at the end of each reporting period for changes to obligations, legislation or discount rates that impact estimated costs or lives of operations and adjusted to reflect current best estimate.

The cost of the related asset is adjusted for changes in the provision resulting from changes in the estimated cash flows or discount rate and the adjusted cost of the asset is depreciated prospectively.

(n) Share-based Payments

The Group makes share-based awards, including RSUs and stock options, to employees, officers, directors, and consultants.

For equity-settled awards, the fair value is charged to the consolidated statements of income and credited to equity, on a straight-line basis over the vesting period, after adjusting for the estimated number of awards that are expected to vest. The fair value of RSUs is determined based on quoted market price of the Company's common shares at the date of grant. The fair value of the stock options granted to employees, officers, and directors is determined at the date of grant using the Black-Scholes option pricing model with market related input. The fair value of stock options granted to consultants is measured at the fair value of the services delivered unless that fair value cannot be estimated reliably, which then is determined using the Black-Scholes option pricing model. Stock options with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values.

At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed (after adjusting for non-market performance conditions). The movement in cumulative expense is recognized in the consolidated statements of income with a corresponding entry within equity. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vested irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

When share options are exercised, the amount previously recognized in share-based payments reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share-based payments reserve will continue to be held in share-based payments reserves.

When shares granted are vested, the amount previously recognized in share-based payments reserve will be transferred to share capital.

(o) Income Taxes

Current tax for each taxable entity is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at each reporting date and includes adjustments to tax payable or recoverable in respect to previous periods.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Group intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, can be utilized, except:

— Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

— in respect of deductible temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right -of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities and ultimate costs incurred for provisions for decommissioning and restoration, the Group applies IAS 12 *Income Taxes* requirements to the lease liabilities and the provisions for decommissioning and restoration and the related assets separately. The Group recognizes a deferred tax asset related to lease liabilities and the provisions for decommissioning and restoration to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized and a deferred tax liability for all taxable temporary differences.

Deferred income tax relating to items recognized outside profit or loss is recognized in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(p) Earnings per Share

Earnings per share are computed by dividing net income available to equity holders of the Company by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if additional common shares are assumed to be issued under securities that entitle their holders to obtain common shares in the future. For stock options and warrants, the number of additional shares for inclusion in diluted earnings per share calculations is determined by the options and warrants, whose exercise price is less than the average market price of the Company's common shares, are assumed to be exercised and the proceeds are used to repurchase common shares at the average market price for the period. The incremental number of common shares issued under stock options, RSUs, and repurchased from proceeds, is included in the calculation of diluted earnings per share. For convertible notes, conversion to ordinary shares is assumed to occur on the first day of the period or the date of issue of the convertible instrument, if later.

(q) Financial Instruments

Initial recognition:

On initial recognition, all financial assets and financial liabilities are recorded at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as fair value through profit or loss ("**FVTPL**"), in which case transaction costs are expensed as incurred.

Subsequent measurement of financial assets:

Subsequent measurement of financial assets depends on the classification of such assets.

I. Non-equity instruments:

IFRS 9 *Financial Instruments* includes a single model that has only two classification categories for financial instruments other than equity instruments: amortized cost and fair value. To qualify for amortized cost accounting, the instrument must meet two criteria:

i. The objective of the business model is to hold the financial asset for the collection of the contractual cash flows; and

ii. All contractual cash flows represent only principal and interest on that principal.

All other instruments are mandatorily measured at fair value.

II. Equity instruments:

At initial recognition, for equity instruments other than held for trading, the Group may make an irrevocable election to designate them, on instrument-by-instrument basis, as either FVTPL or FVTOCI.

Financial assets classified as amortized cost are measured at the amount of initial recognition minus principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any impairment loss allowance. Amortization or interest income from the effective interest method is included in finance income.

Financial assets classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss. Equity investments designated as FVTOCI are measured at fair value with changes in fair values recognized in other comprehensive income ("**OCI**"). Dividends from that investment are recorded in profit or loss when the Group's right to receive payment of the dividend is established unless they represent a recovery of part of the cost of the investment.

Impairment of financial assets carried at amortized cost:

The Group recognizes a loss allowance for expected credit losses on its financial assets carried at amortized cost. The amount of expected credit losses is updated at each reporting period to reflect changes in credit risk since initial recognition of the respective financial instruments.

Subsequent measurement of financial liabilities:

Financial liabilities classified as amortized cost are measured at the amount of initial recognition minus principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount. Amortization or interest expense using the effective interest method is included in finance costs.

The Group classifies its financial instruments as follows:

— Financial assets classified as FVTPL: short-term investments — money market instruments, and other investments — equity investments designated as FVTPL and warrants;

— Financial assets classified as FVTOCI: other investments — equity investments designated as FVTOCI;

— Financial assets classified as amortized cost: cash and cash equivalents, short-term investments — bonds, other receivables and due from related parties;

— Financial liabilities classified as amortized cost: accounts payable and accrued liabilities and deposits received.

Derecognition of financial assets and financial liabilities:

A financial asset is derecognized when:

— The rights to receive cash flows from the asset have expired; or

— The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Gains and losses on derecognition of financial assets and liabilities classified as amortized cost are recognized in profit or loss when the instrument is derecognized or impaired, as well as through the amortization process.

Gains and losses on derecognition of equity investments designated as FVTOCI (including any related foreign exchange component) are recognized in OCI. Amounts presented in OCI are not subsequently transferred to profit or loss.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability. In this case, a new liability is recognized, and the difference in the respective carrying amounts is recognized in the consolidated statements of income.

Offsetting of financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle liabilities simultaneously.

Fair value of financial instruments:

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without deduction for transaction costs. For financial instruments that are not traded in active markets, the fair value is determined using appropriate valuation techniques, such as using a recent arm's length market transaction between knowledgeable and willing parties, discounted cash flow analysis, reference to the current fair value of another instrument that is substantially the same, or other valuation models.

(r) Government Assistance

Refundable mining exploration tax credits received from eligible mining exploration expenditures and other government grants received for project construction and development reduce the carrying amount of the related mineral rights and plant and equipment. The depletion or depreciation of the related mineral rights and plant and equipment is calculated based on the net amount.

Government subsidies as compensation for expenses already incurred are recognized in profit and loss during the period in which it becomes receivable.

(s) Critical Accounting Judgments and Key Sources of Estimation Uncertainty

The preparation of Historical Financial Information in conformity with IFRS Accounting Standards requires management to make judgments, estimates and assumptions about future events that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these judgments and estimates are continuously evaluated and are based on management's experience and best knowledge of relevant facts and circumstances, actual results may differ from these estimates.

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

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Capitalization of expenditures included in mineral rights and properties

The capitalization of expenditures included in mineral rights and properties are USD51.1 million and USD63.3 million for the years ended March 31, 2024 and 2025, respectively. 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. 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.

Income taxes

No deferred tax assets are recognized as at March 31, 2024 and 2025. Deferred tax liabilities are USD51.1 million and USD59.3 million as at March 31, 2024 and 2025, respectively. Deferred tax assets and liabilities are determined based on difference between the financial statements carrying values of assets and liabilities and their respective income tax based and loss carried forward. Withholding tax are determined based on the earnings of foreign subsidiary distributed to the Group.

The recognition of deferred tax assets and the determination of the ability of the Group to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgement and make certain assumptions about the future performance of the Group. Management is required to assess whether it is "probable" that the Group will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, metal prices, and other factors could result in revision to the estimates of the benefits to be realized or the timing of utilization of the losses.

Mineral reserves and mineral resources estimates

Mineral reserves and mineral resources are estimated by qualified persons in accordance with National Instrument 43–101, "Standards of Disclosure form Mineral Projects". There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Group's 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 rate, and market conditions could result in mineral reserve and mineral resource estimate revision. Such change could impact depreciation and amortization rates, asset carrying value and the environmental and rehabilitation provision.

Impairment and reversal of impairment of assets

Where an indicator of impairment and reversal of impairment exists, a formal estimate of the recoverable amount is made, which is determined as the higher of FVLCTD and VIU.

The determination of FVLCTD and VIU requires management to make estimates and assumptions about expected production based on current estimates of recoverable metal, commodity prices, operating costs, taxes and export duties, inflation and foreign exchange, salvage value, future capital expenditures and discount rates. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be further impaired or the impairment charge reversed with the impact recorded in the consolidated statements of income.

Environmental rehabilitation provision and the timing of expenditures

Environmental rehabilitation obligations are USD6.4 million and USD9.6 million as at March 31, 2024 and 2025, respectively. Environmental rehabilitation costs are a consequence of exploration activities and mining. The cost estimates are updated annually during the life of a mine to reflect known developments, (e.g., revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated base on the Group's interpretation of current regulatory requirements, constructive obligations and are measured at the best estimates of expenditures required to settle the present obligation of decommissioning, restoration or similar liabilities that may occur over the life of the mine. The carrying amount is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur over the life of the mine. Such estimates are subject to change based on change in laws and regulations and negotiations with regulatory authorities.

4. ACQUISITION

Acquisition during the year ended March 31, 2025

On July 31, 2024, the Company completed the acquisition of Adventus through the purchase of the issued and outstanding common shares of Adventus, not already owned by the Company, by issuing a total of 38,818,841 shares of the Company to the original shareholders of Adventus. The Company also issued a total of 1,766,721 stock options of the Company to replace Adventus' outstanding options, and 2,787,020 warrants of the Company to replace Adventus' outstanding warrants. All Adventus restricted share units outstanding immediately before closing were settled in cash, funded by the Company through Adventus.

Adventus is a Canadian company focused on the exploration and development of copper-gold mineral projects, mainly the El Domo Project and the Condor Project, in Ecuador. Adventus owns 75% interest in the El Domo Project and 98.7% interest in the Condor Project.

The acquisition has been accounted for as an asset acquisition as it was determined that the mineral projects did not constitute a business as defined by IFRS 3 *Business Combination*. Part of the consideration was determined in accordance with IFRS 2 *Share-based Payment.* The consideration paid along with the transaction costs incurred in connection with the acquisition of Adventus were allocated to the assets acquired and liabilities assumed based on their relative fair values.

Table below summarizes the total acquisitions incurred and their allocation to the assets acquired and liabilities assumed on the acquisition date.

Consideration Paid	
38,818,841 common shares of the Company issued	146,016
1,766,721 stock options of the Company issued	2,403
2,787,020 warrants of the Company issued	2,098
Previously held interest in Adventus	25,748
Funds advanced to Adventus before closing	1,239
	177,504
Transaction costs	3,838
Total acquisition costs to be allocated	**181,342**
Cost of assets and liabilities acquired	
Cash and cash equivalent	3,483
Other receivables	710
Prepaids and deposits	324
Other investments	21
Plant and equipment	523
Mineral rights and properties	225,958
Other assets	645
Accounts payable and accrued liabilities	(14,248)
Lease obligation	(16)
Deposit received	(13,250)
Non-controlling interests	(22,808)
Net assets acquired	**181,342**

In order to develop the El Domo Project, Adventus entered into a precious metals purchase agreement ("**PMPA**") with Wheaton Precious Metals International Ltd. ("**Wheaton**"). The PMPA provides Adventus with access to an upfront cash consideration of USD175.5 million (the "**Deposit**"). Of this, USD13.0 million was made available as an early deposit (the "**Early Deposit**") for pre-construction activities, and USD0.5 million for local community development initiatives (the "**ESG Deposit**") prior to production. The remainder will be available in four installments during construction, subject to certain customary conditions precedent being satisfied.

Under the PMPA, Wheaton will purchase 50% of the payable gold production until 145,000 ounces have been delivered, thereafter dropping to 33% for the life of mine; and 75% of the payable silver production until 4,600,000 ounces have been delivered, thereafter dropping to 50% for the life of mine.

The Group is obligated to sell and deliver the metal to Wheaton by crediting a designated metal account. Wheaton will pay a purchase price for each ounce delivered. Prior to the notional deposit balance being fully credited, the purchase price equals the prevailing market price, of which 18% (the "**Production Payment**") is paid in cash and the balance is applied to reduce the Deposit. After the balance of the Deposit is fully credited, Wheaton pays a cash amount equal to 22% of the market price. The Group accounts for the PMPA under IFRS 15 *Revenue from Contracts with Customers*. The upfront deposit is recorded as a contract liability. Management has determined the Deposit contains a significant financing component due to the significant timing difference between receiving the deposit and the commencement of metal deliveries. Accordingly, the liability is accreted over time, with the accretion recorded as finance costs.

As at July 31, 2024, Wheaton advanced Adventus a total of USD13.25 million, being the USD13.0 million as Early Deposit and USD0.25 million as ESG Deposit to support the training programmes for members of the communities. In November 2024, the Group repaid USD13.25 million to Wheaton.

In October 2025, the Group received the first installment of the Deposit amounting to USD43.88 million under the PMPA. As at December 31, 2025, the carrying amount of the contract liabilities related to the Wheaton PMPA was USD44.15 million.

5. SEGMENTED INFORMATION

The Company's reportable operating segments are components of the Company where separate financial information is available that is evaluated regularly by the Group's executive director who is the chief operating decision maker ("**CODM**"). The operating segments are determined based on the Group's management and internal reporting structure.

An operating segment is defined as a component of the Group that:

- Engages in business activities from which it may earn revenues or incur expenses;
- Whose operating results are reviewed regularly by the CODM; and
- For which discrete financial information is available.

All of the Group's operations are within the mining and metals industry. As at March 31, 2024, the Group's significant operating segments include mining segment and administrative segment.

During the year ended March 31, 2025, the Group reviews its segment reporting to ensure it reflects the operational structure of the Group after the Adventus acquisition and enables the Group's chief operating decision maker to review operating segment performance. The Group has determined that each producing mine and significant development property represents an operating segment. The Group has organized its reportable and operating segments by significant revenue streams and geographic regions.

As at March 31, 2025, the Group's significant operating segments include its two producing properties in China, two development and exploration projects in Ecuador. "Other" consists primarily of the Company's corporate assets, other development and exploration properties, and corporate expenses which are not allocated to operating segments. The comparative information has been restated to reflect the change of reportable and operating segments accordingly.

(a) Segmented information for operating results is as follows:

	Year ended March 31, 2024					
	China		Ecuador			
	Ying Mining District	GC Mine	EI Domo	Condor	Other	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Statement of income:						
Revenue	187,793	27,394	—	—	—	215,187
Costs of mine operations	(109,891)	(24,312)	—	—	(395)	(134,598)
Income (loss) from mine operations	77,902	3,082	—	—	(395)	80,589
Operating expenses	(3,335)	291	—	—	(9,373)	(12,417)
Impairment of investments in associates	—	—	—	—	(4,251)	(4,251)
Finance items, net	2,237	409	—	—	3,388	6,034
Income tax expense	(13,887)	(333)	—	—	(6,057)	(20,277)
Net income (loss)	**62,917**	**3,449**	**—**	**—**	**(16,688)**	**49,678**
Attributable to:						
Equity holders of the Company	49,396	3,416	—	—	(16,506)	36,306
Non-controlling interests	13,521	33	—	—	(182)	13,372
Net income (loss)	**62,917**	**3,449**	**—**	**—**	**(16,688)**	**49,678**

	Year ended March 31, 2025					
	China		Ecuador			
	Ying Mining District	GC Mine	EI Domo	Condor	Other	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Statement of income:						
Revenue	263,515	35,380	—	—	—	298,895
Costs of mine operations	(149,462)	(24,117)	(1,033)	(316)	(416)	(175,344)
Income (loss) from mine operations	114,053	11,263	(1,033)	(316)	(416)	123,551
Operating expenses	(2,748)	(90)	46	(6)	(17,601)	(20,399)
Finance items, net	1,704	297	(217)	3	18	1,805
Income tax expense	(18,418)	(2,983)	—	—	(4,787)	(26,188)
Net income (loss)	**94,591**	**8,487**	**(1,204)**	**(319)**	**(22,786)**	**78,769**
Attributable to:						
Equity holders of the Company	73,771	8,402	(903)	(315)	(22,765)	58,190
Non-controlling interests	20,820	85	(301)	(4)	(21)	20,579
Net income (loss)	**94,591**	**8,487**	**(1,204)**	**(319)**	**(22,786)**	**78,769**

(b) Segmented information for assets and liabilities is as follows:

	At March 31, 2024					
	China		Ecuador			
	Ying Mining District	GC Mine	EI Domo	Condor	Other	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Statement of consolidated financial position items:						
Current assets	91,777	9,272	—	—	100,849	201,898
Plant and equipment	61,350	13,648	—	—	4,900	79,898
Mineral rights and properties	264,903	34,409	—	—	19,521	318,833
Investment in associates	—	—	—	—	49,426	49,426
Other investments	63	—	—	—	46,191	46,254
Reclamation deposits	1,370	3,032	—	—	7	4,409
Long-term prepaids and deposits	1,104	129	—	—	401	1,634
Investment properties	463	–	—	—	—–	463
Total assets	**421,030**	**60,490**	**—**	**—**	**221,295**	**702,815**
Current liabilities	38,271	5,621	—	—	3,262	47,154
Long-term portion of lease obligation	—	—	—	—	1,102	1,102
Deferred income tax liabilities	50,001	133	—	—	974	51,108
Environmental rehabilitation	4,000	1,486	—	—	956	6,442
Total liabilities	**92,272**	**7,240**	**—**	**—**	**6,294**	**105,806**
Non-controlling interests	**88,166**	**(262)**	**—**	**—**	**1,850**	**89,754**

	At March 31, 2025					
	China		Ecuador			
	Ying Mining District	GC Mine	EI Domo	Condor	Other	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Statement of consolidated financial position items:						
Current assets	132,782	17,376	27,021	1,704	208,038	386,921
Plant and equipment	76,248	12,600	499	133	4,313	93,793
Mineral rights and properties	294,310	38,321	208,180	26,220	19,951	586,982
Investment in associates	—	—	—	—	46,016	46,016
Other investments	—	—	—	—	17,277	17,277
Reclamation deposits	1,183	3,073	—	—	7	4,263
Long-term prepaids and deposits	1,782	225	—	—	92	2,099
Investment properties	511	—	—	—	—	511
Long-term receivables	—	—	1,079	—	—	1,079
Total assets	**506,816**	**71,595**	**236,779**	**28,057**	**295,694**	**1,138,941**
Current liabilities	59,624	5,858	4,121	180	6,779	76,562
Long-term portion of lease obligation	—	—	182	—	871	1,053
Long-term portion of convertible notes	—	—	—	—	108,193	108,193
Derivative liabilities	—	—	—	—	50,768	50,768
Deferred income tax liabilities	53,076	2,925	—	—	3,337	59,338
Environmental rehabilitation	7,212	1,480	—	—	947	9,639
Total liabilities	**119,912**	**10,263**	**4,303**	**180**	**170,895**	**305,553**
Non-controlling interests	**98,104**	**(179)**	**31,327**	**(403)**	**1,811**	**130,660**

(c) Sales by metal

The sales generated for the years ended March 31, 2024 and 2025 were all earned in China and were comprised of:

	Year ended March 31, 2024		
	Ying Mining District	GC Mine	Total
	USD'000	*USD'000*	*USD'000*
Silver (Ag)	116,364	7,870	124,234
Lead (Pb)	46,972	5,422	52,394
Zinc (Zn)	6,904	12,198	19,102
Gold (Au)	13,024	—	13,024
Other	4,529	1,904	6,433
	187,793	27,394	215,187

	Year ended March 31, 2025		
	Ying Mining District	GC Mine	Total
	USD'000	*USD'000*	*USD'000*
Silver (Ag)	175,932	10,824	186,756
Lead (Pb)	54,794	5,220	60,014
Zinc (Zn)	9,610	16,413	26,023
Gold (Au)	17,816	—	17,816
Other	5,363	2,923	8,286
	263,515	35,380	298,895

(d) Major customers

Revenue from major customers is summarized as follows:

	Year ended March 31, 2024			
Customers	**Ying Mining District**	**GC Mine**	**Total**	**Percentage of total revenue**
	USD'000	*USD'000*	*USD'000*	
Customer A	57,231	3,128	60,359	28%
Customer B	51,471	4,530	56,001	26%
Customer C	39,770	—	39,770	18%
Customer D	20,678	3,227	23,905	11%
Customer E	15,844	2,338	18,182	8%
	184,994	13,223	198,217	91%

	Year ended March 31, 2025			
Customers	**Ying Mining District**	**GC Mine**	**Total**	**Percentage of total revenue**
	USD'000	*USD'000*	*USD'000*	
Customer C	76,094	—	76,094	25%
Customer B	70,266	538	70,804	24%
Customer A	45,611	2,717	48,328	16%
Customer D	40,433	3,375	43,808	15%
Customer F	18,284	—	18,284	6%
	250,688	6,630	257,318	86%

For the years ended March 31, 2024 and 2025, substantially all of the total revenues were generated from external customers in the PRC. As at March 31, 2024 and 2025, 84% and 58% of the Group's total non-current assets other than financial instrument are located in the PRC, nil and 32% of the Group's total non-current assets other than financial instrument are located in Ecuador and the remaining non-current assets are mainly located in Canada.

6. GOVERNMENT FEES AND OTHER TAXES

Government fees and other taxes consist of:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Government fees	61	74
Mineral right royalty	—	12,761
Other taxes	2,580	3,174
	2,641	16,009

Government fees include environmental protection fees paid to the state and local Chinese government. Mineral right royalty was paid or payable to the local Chinese government pursuant to the guideline of "Measure for the Levy of Mining Rights Transfer Royalty" implemented by the Province of Henan, China in 2024. It is calculated based on certain percentages of revenue arising from the mineral resources that had not yet been compensated to the local government. The Group paid approximately USD7.2 million to the local government upon renewal of the Yuelianggou Mining Licence at the Ying Mining District in November 2024, USD2.3 million in February 2025 and accrued additional USD3.3 million as at March 31, 2025. Of the USD12.8 million mineral rights transfer royalty, approximately USD8.9 million is calculated based on the mineral resources consumed in the prior years.

Other taxes were composed of surtax on value-added tax, land usage levy, stamp duty and other miscellaneous levies, duties and taxes imposed by the state and local Chinese government.

7. GENERAL AND ADMINISTRATIVE

General and administrative expenses consist of:

	Year ended March 31, 2024			Year ended March 31, 2025		
	Corporate	Mines	Total	Corporate	Mines	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Amortization and depreciation	588	1,094	1,682	660	1,152	1,812
Office and administrative expenses	2,042	2,613	4,655	2,432	3,735	6,167
Professional fees	860	565	1,425	1,400	536	1,936
Salaries and benefits	6,459	6,550	13,009	9,381	7,176	16,557
Share-based compensation	4,146	—	4,146	3,692	—	3,692
	14,095	10,822	24,917	17,565	12,599	30,164

8. FINANCE ITEMS

Finance items consist of:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Finance income		
Interest income	6,247	8,518

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Finance costs		
Interest on lease obligation	22	126
Interest on convertible notes *(Note 19)*	—	4,708
Issuance costs of convertible notes allocated to derivative liabilities *(Note 19)*	—	1,740
Accretion of environmental rehabilitation provision *(Note 20)*	191	139
	213	6,713

9. INCOME TAX

(a) Income tax expense

The significant components of income tax expense are as follows:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Income tax expense		
Current	14,671	17,713
Deferred	5,606	8,475
	20,277	26,188

The reconciliation of the Canadian statutory income tax rates to the effective tax rate is as follows:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Income before income tax	69,955	104,957
Income tax expense computed at applicable income tax rate of 15%	10,493	15,744
Impact from differences between foreign tax rates and applicable tax rate	5,357	7,918
Impact from permanent items	(195)	(177)
Withholding taxes	3,369	1,344
Change in unrecognized deferred tax assets	1,253	1,359
Income tax expense	20,277	26,188

BVI

The entities established in the BVI are exempted from income tax.

Hong Kong

Under the two-tiered profits tax rates regime of Hong Kong Profit Tax, the first Hong Kong Dollar ("**HKD**") 2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision of Hong Kong Profits Tax was made in the Historical Financial Information as the Group has no assessable profit during the Track Record Period.

PRC

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the statutory tax rate for PRC entities is 25% during the Track Record Period. Under the EIT Law effective on January 1, 2008, the "High and New Technology Enterprise" (the "**HNTE**") status is valid for three years and qualifying entities can reapply for an additional three years provided their business operations continue to qualify for the new HNTE status.

Henan Found, one of the entities comprising the Group, was qualified as a HNTE since December 4, 2020. In 2023, Henan Found renewed the certificate of the HNTE status and enjoys the preferential tax rate of 15% from calendar year 2023 to 2025.

Guangdong Found, one of the entities comprising the Group, was qualified as a HNTE since December 31, 2021 and was subject to a preferential income tax rate of 15% for three years, which covered calendar years of 2021, 2022 and 2023. Guangdong Found's HNTE status was approved to extend for another three years on December 19, 2024 and was subject to a preferential income tax rate of 15% for three years starting from January 1, 2024.

Certain subsidiaries have been approved as small low-profit enterprises. The entitled subsidiaries are subject to an income tax rate of 5% during the Track Record Period.

If the Company were to be a non-resident for the PRC tax purposes, dividends paid out of profits earned after January 1, 2008 would be subject to a withholding tax. In the case of dividends paid by the PRC subsidiaries to their foreign investors, the withholding tax would be 10%, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Ecuador

The Group's subsidiaries incorporated in Ecuador are subject to statutory income tax rate at 25%.

Canada

The Company and the Group's subsidiaries incorporated in Canada are subject to statutory income tax rate at 27%.

(b) Deferred income tax

The continuity of deferred income tax assets (liabilities) is summarized as follows:

	Year ended March 31,	
	2024	**2025**
	USD'000	*USD'000*
Net deferred income tax liabilities, beginning of the year	(47,917)	(51,108)
Deferred income tax expense recognized in net income for the year	(5,606)	(8,475)
Foreign exchange impact	2,415	245
Net deferred income tax liabilities, end of the year	(51,108)	(59,338)

The significant components of the Group's deferred income tax are as follows:

	March 31, 2024	**March 31, 2025**
	USD'000	*USD'000*
Deferred income tax assets		
Plant and equipment	13,121	15,154
Non-capital loss carry forwards	806	133
Environmental rehabilitation	1,462	2,410
Unrealized loss on investments	503	517
Other deductible temporary difference	327	63
Total deferred income tax assets	16,219	18,277
Deferred income tax liabilities		
Mineral rights and properties	(67,174)	(75,188)
Other taxable temporary difference	(153)	(2,427)
Total deferred income tax liabilities	(67,327)	(77,615)
Net deferred income tax liabilities	(51,108)	(59,338)

Deferred tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profits is probable. The ability to realize the tax benefits is dependent upon numerous factors, including the future profitability of operations in the jurisdictions in which the tax benefits arose. Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Non-capital loss carry forward	77,298	210,248
Plant and equipment	2,003	4,790
Mineral rights and properties	6,199	892
Other deductible temporary difference	10,108	17,523
	95,608	233,453

As at March 31, 2024, the Group has the following unrecognized operating losses, expiring in various years and available to offset future taxable income in Canada and China, respectively.

Year expired	Canada	China	Total
	USD'000	*USD'000*	*USD'000*
2025	—	792	792
2026	—	234	234
2027	—	1,147	1,147
2028	—	1,684	1,684
2029	1	1,995	1,996
2030	1,083	—	1,083
2031	6,288	—	6,288
2032	9,123	—	9,123
2033 and after	54,951	—	54,951
	71,446	5,852	77,298

As at March 31, 2025, the Group has the following unrecognized operating losses, expiring in various years and available to offset future taxable income in Canada, Ecuador and China, respectively.

Year expired	Canada	China	Ecuador	Other	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*
2025	—	—	5,184	—	5,184
2026	—	1,299	11,299	—	12,598
2027	—	1,181	2,154	—	3,335
2028	—	1,165	1,983	—	3,148
2029	1	2,850	46,897	—	49,748
2030	1,021	—	—	—	1,021
2031	5,927	—	—	—	5,927
2032	8,599	—	—	206	8,805
2033	8,849	—	—	26	8,875
2034 and after	111,482	—	—	125	111,607
Total	135,879	6,495	67,517	357	210,248

As at March 31, 2024 and 2025, temporary differences of USD174.2 million and USD272.0 million associated with the investments in subsidiaries have not been recognized as the Group is able to control the timing of the reversal of these differences which are not expected to reverse in the foreseeable future.

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Directors' and chief executive's remuneration for the Track Record Period, disclosed pursuant to the applicable Listing Rules is as follows:

	Fees	Salaries, bonuses, allowances and benefits in kind	Performance related bonuses*	Share-based compensation	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Year ended March 31, 2024					
Executive director					
Dr. Feng Rui *(note i)*	—	945	1,091	1,523	3,559
Independent non-executive directors					
Mr. Stephen Paul Simpson	97	—	52	116	265
Mr. Liu Yikang	57	—	30	116	203
Mr. David Kong *(note ii)*	27	—	—	3	30
Ms. Marina Anna Katusa	63	—	30	116	209
Mr. Kenneth Graham Robertson	67	—	15	96	178
Ms. Cai Hongyu *(note iii)*	12	—	—	—	12
	323	—	127	447	897
Total	323	945	1,218	1,970	4,456

	Fees	Salaries, bonuses, allowances and benefits in kind	Performance related bonuses*	Share-based compensation	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Year ended March 31, 2025					
Executive director					
Dr. Feng Rui *(note i)*	—	992	1,400	1,283	3,675
Independent non-executive directors					
Mr. Stephen Paul Simpson	122	—	25	108	255
Mr. Liu Yikang	72	—	14	108	194
Ms. Marina Anna Katusa	79	—	14	108	201
Mr. Kenneth Graham Robertson	90	—	14	108	212
Ms. Cai Hongyu	72	—	—	108	180
	435	—	67	540	1,042
Total	435	992	1,467	1,823	4,717

* Executive director of the Group are entitled to bonus payments which are determined by key performance indicators.

Notes:

i. Dr. Feng Rui serves as the chairman of the board of directors (the "**Board**") and the chief executive officer of the Group commenced from December 2014.

ii. Mr. David Kong resigned as a director on September 29, 2023.

iii. Ms. Cai Hongyu was appointed as an independent non-executive director on February 6, 2024.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Track Record Period.

During the year ended March 31, 2025, the stock options of 205,000 were granted to certain directors. The RSUs of 425,000 and 470,000 shares were granted to certain directors during the year ended March 31, 2024 and 2025, respectively, in respect of their services to the Group. The amount during the Track Record Period is included in the above directors' and chief executive's remuneration disclosures. The difference between the fair value of the shares granted and the subscription price was recorded in the share-based payments reserve within equity with the corresponding "share-based compensation expenses" in the net income over the vesting period. The amount during the Track Record Period is included in the above directors' and chief executive's remuneration disclosures.

(b) Five highest paid employees

During the Track Record Period, the five highest paid employees of the Group include one director whose emoluments are set out above for each of the reporting period. The emoluments of the remaining four employees for each of the years ended March 31, 2024 and 2025 are as follows:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Salaries, bonuses, allowances and benefits in kind	709	742
Performance related bonuses	365	460
Share-based compensation	814	719
	1,888	1,921

The number of the highest paid employees who are neither director nor chief executive of the Group whose remuneration fell within the following bands is as follows:

	Year ended March 31,	
	2024	2025
	No. of employees	*No. of employees*
HKD1,500,001 to HKD2,000,000	—	1
HKD2,000,001 to HKD2,500,000	1	—
HKD2,500,001 to HKD3,000,000	1	1
HKD4,500,001 to HKD5,000,000	1	—
HKD5,000,001 to HKD5,500,000	1	2
	4	4

During the Track Record Period, no emoluments were paid by the Group to the directors of the Company, nor the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

11. SHORT-TERM INVESTMENTS

The Group

As at March 31, 2024 and 2025, short-term investments consist of the following:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Bonds	1,329	316
Money market instruments	30,620	4,762
	31,949	5,078

The short-term investments mainly include bonds and money market instruments. The bonds are measured at amortized cost. The money market instruments are mainly wealth management products purchased by the Group which are issued by major and reputable commercial banks without guaranteed returns which are measured at FVTPL. As at March 31, 2024 and 2025, the interest rate of these short-term investments ranged from 5.50% to 6.90% and from 1.07% to 7.00% per annum, respectively.

During the year ended March 31, 2024, the Group recorded loss from disposal of USD1.4 million on investment in bonds.

12. INVENTORIES

The Group

Inventories consist of the following:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Concentrate inventory	1,525	1,800
Ore stockpile	2,176	2,553
Material and supplies	3,694	3,675
	7,395	8,028

The amount of inventories recognized as expense or cost of mine operations during the years ended March 31, 2024 and 2025 was USD115.9 million and USD139.4 million, respectively.

13. OTHER INVESTMENTS

The Group

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Equity investments designated as FVTOCI		
Public companies	547	1,334
Private companies	62	—
	609	1,334
Equity investments at FVTPL		
Public companies	42,488	13,409
Private companies	3,157	2,534
	45,645	15,943
Total	46,254	17,277

The Company

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Equity investments designated as FVTOCI		
Public companies	52	1,103
Equity investments at FVTPL		
Public companies	33,123	3,292
Private companies	1,465	836
	34,588	4,128
Total	34,640	5,231

Investments in publicly traded companies represent equity interests of other publicly-trading mining companies that the Group has acquired through the open market or through private placements. Investments held for trading are classified as FVTPL. For other investments, the Group can make an irrevocable election, on an instrument-by-instrument basis, to designate them as FVTOCI.

The continuity of such investments of the Group is as follows:

	Fair Value	Accumulated fair value changes included in OCI	Accumulated fair value changes included in profit or loss
	USD'000	*USD'000*	*USD'000*
April 1, 2023	15,540	(25,648)	1,385
Loss on equity investments designated as FVTOCI	(67)	(67)	—
Gain on equity investments at FVTPL	9,074	—	9,074
Acquisition	23,305	—	—
Disposal	(1,492)	—	—
Impact of foreign currency translation	(106)	—	—
March 31, 2024	46,254	(25,715)	10,459
Loss on equity investments designated as FVTOCI	5	5	—
Gain on equity investments at FVTPL	12,451	—	12,451
Acquisition	20,953	—	—
Disposal	(36,289)	—	—
Disposed upon acquisition of Adventus	(25,727)	—	—
Impact of foreign currency translation	(370)	—	—
March 31, 2025	17,277	(25,710)	22,910

On August 6, 2023, the Group and OreCorp Limited (ASX: ORR) ("**OreCorp**") announced the signing of a binding scheme implementation deed (the "**Agreement**") whereby the Group will acquire all fully-paid ordinary shares of OreCorp not held by the Group or its associates (the "**OreCorp Shares**"), pursuant to an Australian scheme of arrangement under Part 5.1 of the Corporation Act 2001(Cth) (the "**Scheme**"), subject to the satisfaction and/or waiver of various conditions, whereby each holder of OreCorp Shares will receive, for each OreCorp Share held, 0.15 Australian dollar ("**AUD**") in cash and 0.0967 common share of the Company.

Concurrently with entering into the Agreement, the Group and OreCorp entered into a placement agreement, whereby the Company agreed to purchase 70,411,334 new fully-paid ordinary shares of OreCorp at a price of AUD0.40 per OreCorp Share for aggregate proceeds of approximately USD18.5 million (AUD28.0 million). The placement was completed in August 2023, and as a result, the Group held approximately 15% of the total outstanding ordinary shares of OreCorp. Subsequent to the private placement, the Group acquired additional 3,477,673 OreCorp Shares on the market through the Australian Securities Exchange (the "**ASX**") for approximately USD1.1 million, and as at December 31, 2023, the Group held 73,889,007 OreCorp Shares, representing 15.74% of the total outstanding ordinary shares of OreCorp.

The Agreement and the Scheme were amended and restated on November 23, 2023 (the "**Amending Deed**") to increase the cash consideration from AUD0.15 to AUD0.19 with no change to the share consideration, being 0.0967 of a Company's common share, for each OreCorp Share.

As a result of Perseus Mining Limited ("**Perseus**") acquiring 19.9% relevant interest in OreCorp and indicating they would vote against the Scheme, on December 26, 2023, the Group and OreCorp have entered into a Bid Implementation Deed ("**BID**"), pursuant to which the Group has agreed to acquire, by means of an off-market takeover offer, all of the OreCorp Shares not already owned by the Company for consideration comprising 0.0967 common shares of the Company and AUD0.19 cash per OreCorp Share (the "**Consideration**"). The offer is subject to certain conditions, including the Group having a relevant interest in at least 50.1% of the OreCorp Shares.

As with the Scheme, under certain circumstances a break fee of approximately AUD2.8 million will be payable by OreCorp to the Group if the BID is terminated.

In March 2024, the Group announced that it had been unable to obtain a minimum of 50.1% interest in OreCorp pursuant to its off-market takeover offer for OreCorp's shares and elected not to exercise its right to match Perseus' competing offer for OreCorp.

During the year ended March 31, 2024, the Group recorded a gain of USD7.7 million on mark to market due to the changes of OreCorp share price since the Group's initial investment in OreCorp in August 2023. As at March 31, 2024, the Group held 73,889,007 OreCorp Shares, representing 15.74% of the total outstanding ordinary shares of OreCorp.

The transaction costs related to the proposed acquisition of OreCorp, net of the break fee, was a recovery of USD0.3 million, and recorded as property evaluation and business development expenses on the consolidated statements of income for the year ended March 31, 2024.

In April 2024, the Group accepted Perseus' offer and received approximately USD27.7 million (AUD42.5 million) from Perseus for disposal all of the investments in OreComp shares and approximately USD1.8 million (AUD2.8 million) break fee from OreCorp.

14. INVESTMENT IN ASSOCIATES

The Group

Details of the Group's investment in associates are as follows:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Cost of investment in associates	56,688	56,692
Share of results and other comprehensive expenses	(7,262)	(10,676)
	49,426	46,016

The Company

Details of the Company's investment in associates are as follows:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Cost of investment in associates	20,943	20,812
Share of results and other comprehensive expenses	(7,262)	(10,676)
	13,681	10,136

NUAG is a Canadian public company listed on the TSX (symbol: NUAG) and NYSE American (symbol: NEWP). NUAG is a related party of the Company by way of one common director and one common officer. The Group accounts for its investment in NUAG using the equity method as it is able to exercise significant influence over the financial and operating policies of NUAG.

In September 2023, the Group participated in a bought deal financing of common shares of NUAG to acquire an additional 2,541,890 common shares of NUAG for a cost of approximately USD5.0 million. As a result of the financing participated by other investors, the Group's ownership in NUAG was diluted to 27.4% and a dilution gain of USD0.7 million was recorded in the consolidated statements of income.

During the years ended March 31, 2024 and 2025, the Group acquired 11,200 and 2,995 common shares of NUAG from the public market for a total cost of USD0.02 million and USD0.004 million, respectively.

As at March 31, 2024 and 2025, the Group owned 46,904,706 and 46,907,701 common shares of NUAG, representing an ownership interest of 27.4% and 27.4%.

(a) Investment in NUAG

The summary of the investment in NUAG common shares and its market value as at the respective reporting dates are as follows:

	Number of shares held by the Group	**Amount**	**Value of NUAG's common shares per quoted market price**
	USD'000	*USD'000*	
At April 1, 2023	44,351,616	43,253	119,621
Participation in bought deal	2,541,890	4,982	
Purchase from open market	11,200	15	
Dilution gain	—	733	
Share of loss	—	(1,784)	
Share of other comprehensive expenses	—	(28)	
Foreign exchange impact	—	(91)	
At March 31, 2024	46,904,706	47,080	63,693
Purchase from open market	2,995	4	
Share of loss	—	(1,188)	
Share of other comprehensive expenses	—	(789)	
Foreign exchange impact	—	169	
At March 31, 2025	46,907,701	45,276	51,598

Summarized financial information for the Group's investment in NUAG on a 100% basis is as follows:

	Year ended March 31,	
	2024[(1)]	2025[(1)]
	USD'000	*USD'000*
Loss attributable to NUAG's shareholders as reported by NUAG.	(6,404)	(4,056)
Loss of NUAG qualified for pick-up	(6,404)	(4,056)
Other comprehensive expenses attributable to NUAG's shareholders as reported by NUAG.	(104)	(2,868)
Comprehensive loss of NUAG qualified for pick-up	(6,508)	(6,924)
Group's share of loss	(1,784)	(1,188)
Group's share of other comprehensive expenses	(28)	(789)
Group's share of comprehensive loss	(1,812)	(1,977)

(1) NUAG's fiscal year-end is on June 30. NUAG's quarterly financial results were used to compile the financial information that matched with the Group's year-end on March 31. NUAG applies the same accounting standards with the Group.

As at	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Current assets	24,509	17,413
Non-current assets	114,048	116,577
Total assets	138,557	133,990
Current liabilities	842	746
Total liabilities	842	746
Net assets	137,715	133,244
Non-controlling interests	(155)	—
Total equity attributable to equity holders of NUAG	137,870	133,244
Group's share of net assets of NUAG	37,719	36,448
Fair value adjustments	9,361	8,828
Carrying value of the investment	47,080	45,276

The difference between the carrying value of the Group's investment in NUAG and the Group's share of NUAG's net asset primarily arises on fair value adjustments upon acquisitions of the investment and subsequent measurements.

(b) Investment in TIN

TIN, formerly Whitehorse Gold Corp., is a Canadian public company listed on the TSX Venture Exchange (symbol: TIN). TIN is a related party of the Group by way of one common director and one common officer. The Group accounts for its investment in TIN using the equity method as it is able to exercise significant influence over the financial and operating policies of TIN.

In January 2024, the Group and TIN entered into an interest-free unsecured credit facility agreement with no conversion features (the "**Facility**") to allow TIN to advance up to USD1.0 million from the Group. Upon signing the Facility, the Group advanced USD0.5 million to TIN and received

350,000 common shares of TIN as the bonus shares for granting the Facility which constitutes non-cash transactions. In April 2024, the Group provided the remaining USD0.5 million to TIN. The Facility has a maturity date on January 31, 2025. In January 2025, the Facility has been extended for another year with a new maturity date of January 31, 2026. In January 2026, the Facility was further extended with new maturity date of January 31, 2027.

As at March 31, 2024 and 2025, the Group owned 19,864,285 common shares of TIN, representing an ownership interest of 29.7%.

The summary of the investment in TIN common shares and its market value as at the respective reporting dates are as follows:

	Number of shares held by the Group	Amount	Value of TIN's common shares per quoted market price
		USD'000	*USD'000*
At April 1, 2023	19,514,285	7,442	6,777
TIN shares received under the Facility	350,000	78	
Share of loss	—	(908)	
Share of other comprehensive expense	—	(8)	
Impairment	—	(4,251)	
Foreign exchange impact	—	(7)	
At March 31, 2024	19,864,285	2,346	2,346
Share of loss, net of impairment adjustments	—	(1,618)	
Share of other comprehensive income	—	5	
Foreign exchange impact	—	7	
At March 31, 2025	19,864,285	740	2,073

Based on TIN's financial conditions and share price performance, the Group determined that there was objective evidence that the Group's investment in TIN is impaired as at March 31, 2024. Accordingly, the Group wrote down the carrying value of the investment to the fair value of the investment to the market price of TIN's common shares as at March 31, 2024, and an impairment loss of approximately USD4.3 million was recognized for the investment in TIN.

Summarized financial information for the Group's investment in TIN on a 100% basis is as follows:

	Year ended March 31,	
	2024[1]	2025[1]
	USD'000	*USD'000*
Loss attributable to TIN's shareholders as reported by TIN	(3,075)	(20,473)
Other comprehensive income attributable to TIN's shareholders as reported by TIN	(26)	20
Comprehensive loss of TIN qualified for pick-up	(3,101)	(20,453)
Group's share of loss, net of impairment adjustments	(908)	(1,618)
Group's share of other comprehensive income	(8)	5
Group's share of comprehensive loss	(916)	(1,613)

(1) TIN's fiscal year-end is on December 31. TIN's quarterly financial results were used to compile the financial information that matched with the Group's year-end on March 31. TIN applies the same accounting standards with the Group.

As at	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Current assets	250	96
Non-current assets	20,899	2,904
Total assets	21,149	3,000
Current liabilities	1,303	3,686
Total liabilities	1,303	3,686
Net assets	19,846	(686)
Group's share of net assets of TIN	5,892	(200)
Fair value adjustments	(3,546)	940
Carrying value of the investment in TIN	2,346	740

The difference between the carrying value of the Group's investment in TIN and the Group's share of TIN's net asset primarily arises on fair value adjustments upon initial acquisition of the investment and subsequent measurements including impairment recognized.

15. INVESTMENT PROPERTIES

The Group

Investment properties consist of:

	Total
	USD'000
Cost	
At April 1, 2023	—
Additions	287
Transfer from plant and equipment	837
Impact of foreign currency translation	(9)
At March 31, 2024	1,115
Transfer from plant and equipment	121
Impact of foreign currency translation	(5)
At March 31, 2025	1,231
Accumulated depreciation and amortization	
At April 1, 2023	—
Depreciation and amortization	(39)
Transfer from plant and equipment	(619)
Impact of foreign currency translation	6
At March 31, 2024	(652)
Depreciation and amortization	(17)
Transfer from plant and equipment	(27)
Impact of foreign currency translation	(24)
At March 31, 2025	(720)
Carrying amounts	
At March 31, 2024	463

	Total
	USD'000
At March 31, 2025	511

Investment properties include real estate properties that are rented out to earn rental income. The investment properties were initially recorded at cost, and subsequently measured at cost less accumulated depreciation. Depreciation is computed on a straight-line basis based on the nature and an estimated 20 years' useful life of the asset. The Group did not engage an independent valuer to value the properties, and the fair value of the properties estimated based on the quoted market prices for the similar real estate properties in the nearby neighborhoods were approximately USD2.8 million and USD1.9 million respectively as at March 31, 2024 and 2025.

During the year ended March 31, 2024 and 2025, the Group recorded rental income of USD0.1 million and USD0.1 million respectively, which was included in other expenses (income) on the consolidated statements of income.

16. PLANT AND EQUIPMENT

The Group

Plant and equipment consist of:

	Land use rights and buildings	Office equipment	Machinery	Motor vehicles	Construction in progress	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Cost						
At April 1, 2023	112,121	10,879	34,374	8,062	7,228	172,664
Additions	1,020	853	1,965	609	8,469	12,916
Disposals	(245)	(234)	(1,033)	(290)	—	(1,802)
Transfer to investment properties	(837)	—	—	—	—	(837)
Reclassification of asset groups	2,209	461	840	(410)	(3,100)	—
Impact of foreign currency translation	(5,459)	(495)	(1,723)	(394)	(404)	(8,475)
At March 31, 2024	108,809	11,464	34,423	7,577	12,193	174,466
Additions	356	896	2,316	439	19,233	23,240
Acquisition of Adventus	—	51	347	125	—	523
Disposals	(242)	(135)	(751)	(335)	—	(1,463)
Reclassification of asset groups	23,983	361	3,347	—	(27,691)	—
Transfer to investment properties	(121)	—	—	—	—	(121)
Impact of foreign currency translation	(607)	(49)	(171)	(31)	(9)	(867)
At March 31, 2025	132,178	12,588	39,511	7,775	3,726	195,778

	Land use rights and buildings	Office equipment	Machinery	Motor vehicles	Construction in progress	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Impairment, accumulated depreciation and amortization						
At April 1, 2023	(56,781)	(7,142)	(23,213)	(5,469)	—	(92,605)
Disposals	159	216	291	211	—	877
Transfer to investment properties	619	—	—	—	—	619
Depreciation and amortization	(4,315)	(1,031)	(2,263)	(390)	—	(7,999)
Impact of foreign currency translation	2,777	316	1,176	271	—	4,540
At March 31, 2024	(57,541)	(7,641)	(24,009)	(5,377)	—	(94,568)
Disposals	121	100	366	307	—	894
Depreciation and amortization	(4,675)	(1,007)	(2,413)	(652)	—	(8,747)
Transfer to investment property	27	—	—	—	—	27
Impact of foreign currency translation	245	29	111	24	—	409
At March 31, 2025	(61,823)	(8,519)	(25,945)	(5,698)	—	(101,985)
Carrying amounts						
At March 31, 2024	51,268	3,823	10,414	2,200	12,193	79,898
At March 31, 2025	70,355	4,069	13,566	2,077	3,726	93,793

The Group as lessee

Right-of-use assets (included in the plant and equipment)

	Land use rights	Buildings	Total
	USD'000	*USD'000*	*USD'000*
Carrying values			
At April 1, 2023	3,433	5,214	8,647
Additions	—	998	998
Depreciation charges	(86)	(500)	(586)
Impact of foreign currency translation	(169)	(237)	(406)
At March 31, 2024	3,178	5,475	8,653
Additions	—	283	283
Depreciation charges	(85)	(525)	(610)
Impact of foreign currency translation	(13)	(249)	(262)
At March 31, 2025	3,080	4,984	8,064

The Group has obtained the land use right certificates for all land use rights.

17. MINERAL RIGHTS AND PROPERTIES

The Group

Mineral rights and properties consist of:

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Producing mineral properties	299,312	332,631
Non-producing mineral properties	19,521	254,351
	318,833	586,982

	Producing mineral properties		
	Ying Mining District	GC	Total
	USD'000	*USD'000*	*USD'000*
Cost			
At April 1, 2023	402,012	120,118	522,130
Capitalized expenditures	44,633	6,202	50,835
Environmental rehabilitation	89	151	240
Foreign currency translation impact	(20,174)	(5,914)	(26,088)
At March 31, 2024	426,560	120,557	547,117
Capitalized expenditures	48,210	6,122	54,332
Environmental rehabilitation	3,896	33	3,929
Foreign currency translation impact	(2,014)	(520)	(2,534)
At March 31, 2025	476,652	126,192	602,844
Accumulated depletion and impairment			
At April 1, 2023	(150,862)	(88,048)	(238,910)
Depletion	(18,379)	(2,405)	(20,784)
Foreign currency translation impact	7,584	4,305	11,889
At March 31, 2024	(161,657)	(86,148)	(247,805)
Depletion	(21,464)	(2,082)	(23,546)
Foreign currency translation impact	779	359	1,138
	(182,342)	(87,871)	(270,213)
Carrying values			
At March 31, 2024	264,903	34,409	299,312
At March 31, 2025	294,310	38,321	332,631

	Non-producing mineral properties				
	BYP	Kuanping	El Domo	Condor	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Cost and carrying values					
At April 1, 2023	6,953	13,253	—	—	20,206
Capitalized expenditures	—	290	—	—	290
Environmental rehabilitation	20	—	—	—	20
Foreign currency translation impact	(337)	(658)	—	—	(995)
At March 31, 2024	6,636	12,885	—	—	19,521
Acquisition	—	—	201,014	24,945	225,959
Capitalized expenditures	—	543	7,166	1,275	8,984
Environmental rehabilitation	(26)	—	—	—	(26)
Foreign currency translation impact	(30)	(57)	—	—	(87)
At March 31, 2025	6,580	13,371	208,180	26,220	254,351

The BYP Mine which is located in Shaoyang City, Hunan Province, China, was placed on care and maintenance since August 2014 and the Group is conducting activities to apply for a new mining licence, but the process has taken longer than expected.

The Kuanping Project was acquired in 2021 and is located in Shanzhou District, Sanmenxia City, Henan Province, China, approximately 33 km north of the Ying Mining District. The Kuanping Project has received all required permits and licences and is now ready for construction.

The Group acquired the El Domo Project and the Condor Project through the acquisition of Adventus on July 31, 2024.

The El Domo Project is a permitted copper-gold project, 75% owned by Adventus. The El Domo Project is located in central Ecuador, approximately 150 km northeast of the major port city of Guayaquil — about a 3-hour drive. The El Domo Project spans low-lying hills and plains between 300 to 900 m above sea level.

The Condor Project is located within one of the most developed trends in Ecuador, near large-scale operations such as the Fruta del Norte gold mine (33 km north) and the Mirador copper mine (55 km north) and 98.7% owned by Adventus.

18. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Group

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Accounts payables	27,124	32,554
Accrued liabilities		
Payables for the acquisition of mineral properties, plant and equipment	8,079	16,849
Employee compensation	5,020	5,303
Others	1,574	9,175
	41,797	63,881

The aging analysis of the trade payables are presented based on invoice dates. As at March 31, 2024 and 2025, the aging of the Group's trade payables were within 90 days.

The Company

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Accounts payables	941	433
Accrued liabilities		
Employee compensation	686	1,108
Others	737	973
	2,364	2,514

The aging analysis of the trade payables are presented based on invoice dates. As at March 31, 2024 and 2025, the aging of the Company's trade payables were within 90 days.

19. CONVERTIBLE NOTES

The Group and the Company

On November 25, 2024, the Company issued the unsecured convertible senior notes (the "**Convertible Notes**") and received gross proceeds of USD150 million, before transaction costs of USD6.6 million. The Convertible Notes mature on December 15, 2029, and bear interest at 4.75% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, beginning June 15, 2025. In addition, the Convertible Notes are conditionally convertible at the holder's option into common shares of the Company at any time prior to maturity at a fixed conversion rate of 216.0761 common shares per USD1,000 principal amount, representing an initial conversion price of approximately USD4.628 per share. The conditional conversion clause mainly subject to the following circumstance:

- During any calendar quarter commencing after the calendar quarter ending on March 31, 2025 (and only during such calendar quarter), if the price of the Company's common shares for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day.

Prior to December 20, 2027, the Company may not redeem the Convertible Notes except in the event of certain changes in Canadian tax law. At any time on or after December 20, 2027, and until maturity, the Company may redeem all or part of the Convertible Notes for cash at the Company's option if the price of the Company's common shares for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading days, ending on the trading day prior to the date of notice of redemption, exceeds 130% of the conversion price in effect on each such day. The redemption price is equal to 100% of the principal amount of the Convertible Notes to be redeemed. In the event of a fundamental change, the Company is required to offer to purchase its outstanding Convertible Notes at a cash purchase price equal to 100% of the principal amount plus accrued and unpaid interest, ensuring protection against major corporate transformations that could affect the value of the investment held by the holders.

Upon conversion, the Convertible Notes may be settled, at the Company's election, in cash, common shares or a combination thereof. The conversion feature represents a derivative liability which is accounted for initially and subsequently at fair value through profit or loss. The host debt contract is accounted for at amortized cost. Of the gross proceeds of USD150 million, USD39.1 million was allocated to the derivative liability component first, representing the fair value on November 25, 2024, the residual value of USD110.9 million was allocated to the host loan. Transaction costs of USD4.9 million associated with the host loan were capitalized to the liability whereas transaction costs of USD1.7 million associated with the embedded derivative liability were expensed in the consolidated statements of income. The USD105.9 million net amount allocated to the host loan will be accreted to the face value of the Convertible Notes over the term to maturity using the effective interest method with an effective interest rate of 12.6%. There are no financial covenants associated with the Convertible Notes.

The following key inputs and assumptions were used when determining the value of the embedded derivative liability:

	November 15, 2024	March 31, 2025
Share Price	3.34	3.87
Credit spread (basis points)	809	559
Risk free rate	3.84%	3.66%
Volatility	42%	42%
Dividend yield	0.75%	0.65%

The continuity of the host liability and embedded derivative liability is as follow:

	Host liability	Derivative liability	Total
	USD'000	*USD'000*	*USD'000*
At April 1, 2024	—	—	—
Issuance	110,880	39,120	150,000
Allocated transaction costs	(4,935)	—	(4,935)
Interest accretion	4,708	—	4,708
Changes on fair value valuation	—	9,908	9,908
Balance as at March 31, 2025	110,653	49,028	159,681
Presentation			
Current liability	2,460	—	2,460
Non-current liability	108,193	49,028	157,221
Total	110,653	49,028	159,681

On March 18, 2026, the Company entered into a supplemental indenture to the Convertible Notes to remove the Company's option to settle conversions of the Convertible Notes in cash. Following this amendment, upon conversion, the Company is required to settle the principal amount of the Convertible Notes exclusively through the issuance of common shares.

20. ENVIRONMENTAL REHABILITATION

The Group

The following table presents the reconciliation of the beginning and ending obligations associated with the retirement of the properties:

	Total
	USD'000
At April 1, 2023	7,318
Reclamation expenditures	(970)
Unwinding of discount of environmental rehabilitation	191
Revision of provision	260
Foreign exchange impact	(357)
At March 31, 2024	6,442
Reclamation expenditures	(819)
Unwinding of discount of environmental rehabilitation	139
Addition to provision	1,175
Revision of provision	2,728
Foreign exchange impact	(26)
At March 31, 2025	9,639

As at March 31, 2024 and 2025, the total undiscounted amount of estimated cash flows required to settle the Group's environmental rehabilitation provision was USD8.6 million and USD12.8 million over the next twenty years, which has been discounted using an average discount rate of 2.26% and 1.94%, respectively.

During the years ended March 31, 2024 and 2025, the Group incurred actual reclamation expenditures of USD1.0 million and USD0.8 million, paid reclamation deposit of USD1.1 million and USD 0.1 million and received USD3.0 million and USD 0.2 million reclamation deposit refund, respectively.

Estimated future reclamation costs are based on the extent of work required and the associated costs are dependent on the requirements of relevant authorities and the Group's environmental policies. In view of uncertainties concerning environmental rehabilitation obligations, the ultimate costs could be materially different from the amounts estimated.

21. SHARE CAPITAL

The Group and the Company

(a) Authorized

Unlimited number of common shares without par value. All shares issued as at March 31, 2024 and 2025 were fully paid.

(b) Share-based payments

The Group has a share-based compensation plan (the "**Plan**") which consists of stock options and RSUs. The Plan allows for the maximum number of common shares to be reserved for issuance on any share-based compensation to be a rolling 10% of the issued and outstanding common shares from time to time. Furthermore, no more than 3% of the reserve may be granted in the form of RSUs.

For the years ended March 31, 2024 and 2025, a total of USD4.1 million and USD3.7 million in share-based compensation expense was recognized, respectively and included in the corporate general and administrative expenses and property evaluation and business development expenses on the consolidated statements of income.

(i) Stock options

For the stock options, the exercise price, vesting, expiry date and other terms and conditions thereof will be determined by the Board. The exercise price of each stock option shall in no event be lower than the closing price of the shares on the Toronto Stock Exchange (the "**Market Price**") on the trading date prior to the grant date. Unless otherwise specified at the time of grant, the stock options shall expire 10 years from the date of grant, unless terminated earlier in accordance with the Plan. The options were granted to directors, officers, and employees with a life of five years subject to a vesting schedule over a three-year term with 1/6 of the options vesting every six months from the date of grant until fully vested.

The following is a summary of option transactions:

	Number of shares	Weighted average exercise price per share
		CAD
At April 1, 2023	1,431,668	6.01
Options forfeited	(104,667)	5.83
At March 31, 2024	1,327,001	6.02
Options granted to directors, officers and employees	330,000	4.41
Replacement options issued upon Adventus acquisition	1,766,721	5.71
Options exercised	(934,222)	3.85
Options forfeited	(38,334)	6.30
Option expired	(171,186)	9.17
At March 31, 2025	2,279,980	6.20

The fair value of stock options granted during the year ended March 31, 2024 and 2025 were calculated as at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Year ended March 31, 2024	Year ended March 31, 2025
Risk free interest rate	2.64%	3.39%
Expected life of option in years	2.75 years	3.11 years
Expected volatility	62.00%	50.14%
Expected dividend yield	0.81%	0.68%
Estimated forfeiture rate	9.81%	9.77%
Weighted average share price at date of grant	CAD3.95	CAD5.08

The following table summarizes information about stock options outstanding as at March 31, 2024 and 2025:

Exercise price in CAD	Number of options outstanding at March 31, 2024	Weighted average remaining contractual life (Years)	Number of options exercisable at March 31, 2024	Weighted average exercise price in CAD
3.93	438,000	3.07	219,000	3.93
4.08	60,000	3.90	20,000	4.08
5.46	454,001	1.15	454,001	5.46
9.45	375,000	1.62	375,000	9.45
3.93 to 9.45	1,327,001	2.04	1,068,001	6.52

Exercise price in CAD	Number of options outstanding at March 31, 2025	Weighted average remaining contractual life (Years)	Number of options exercisable at March 31, 2025	Weighted average exercise price in CAD
5.46	309,000	0.15	309,000	5.46
9.45	360,000	0.62	360,000	9.45
9.96	41,956	0.66	41,956	9.96
12.52	35,525	0.67	35,525	12.52
7.49	49,096	1.65	49,096	7.49
9.07	224,989	1.84	224,989	9.07
7.99	126,875	1.88	126,875	7.99
3.93	310,000	2.07	240,334	3.93
6.21	15,225	2.17	15,225	6.21
3.75	10,150	2.49	10,150	3.75
3.65	20,162	2.65	20,162	3.65
4.93	5,075	2.74	5,075	4.93
5.13	256,708	2.81	256,708	5.13
4.08	60,000	2.90	40,000	4.08
2.67	150,220	3.82	150,220	2.67
4.41	304,999	4.00	46,666	4.41
2.67 to 12.52	2,279,980	1.98	1,931,981	6.54

(ii) RSUs

For the RSUs, they are notional securities that entitle the recipient to receive cash or shares of the Company at the discretion of the Company at the end of a vesting period. The terms applicable to RSUs under the Plan (including the vesting schedule, performance cycle, performance criteria for vesting and whether dividend equivalents will be credited to a participant's account) are determined by the Board at the time of the grant. During the years ended March 31, 2024 and 2025, a total of 1,056,000 RSUs and 1,044,750 RSUs were granted to directors, officers, and employees of the Group at grant date closing prices of CAD5.28 and CAD4.41 per share subject to a vesting schedule over a three-year term with 1/6 of the RSUs vesting every six months from the date of grant.

The following is a summary of RSUs transactions:

	Number of shares	Weighted average grant date closing price per share
		CAD
At April 1, 2023	2,126,670	5.29
Granted	1,056,000	5.28
Forfeited	(113,665)	5.04
Vested	(928,755)	5.44
At March 31, 2024	2,140,250	5.23
Granted	1,044,750	4.41
Forfeited	(45,167)	4.64
Vested	(941,960)	5.87
At March 31, 2025	2,197,873	4.58

(c) Share purchase warrants

The following is a summary of share purchase warrant transactions:

	Number of warrants	Weighted average exercise price
		CAD
At April 1, 2023 and 2024	—	—
Warrants issued upon Adventus acquisition	2,787,020	5.46
Warrants exercised	(29,607)	6.47
Warrants expired	(1,387,164)	6.47
At March 31, 2025	1,370,249	4.41

On October 1, 2024, the Company had changed its functional currency from CAD to USD (Note 3.2 (d)). As a result, the CAD denominated warrants became derivative liability. The Group reclassified the warrants from equity to derivative liabilities at their fair value, the difference between the fair value of the warrants and the carrying value was recognized in equity upon reclassification. The warrants were remeasured at each reporting period:

	Total
	USD'000
Initial recognition on October 1, 2024	2,771
Value of warrants exercised	(11)
Change in fair value	(897)
Foreign exchange impact	(123)
At March 31, 2025	1,740

The fair value of share purchase warrants was calculated as at the date of valuation using the Black-Scholes option pricing model with the following weighted average assumptions:

	July 31, 2024	October 1, 2024	March 31, 2025
Risk free interest rate	3.43%	2.93%	2.44%
Expected life in years	1.27 years	1.11 years	1.34 years
Expected volatility	46.55%	47.91%	49.67%
Expected dividend yield	0.68%	0.80%	0.80%
Estimated forfeiture rate	—	—	—
Share price at the date of valuation	CAD5.21	CAD5.90	CAD5.55

The following table summarizes information about share purchase warrants outstanding as at March 31, 2025:

	Exercise price	Number of warrants outstanding at March 31, 2025	Expiry date
		USD'000	
Warrants issued upon Adventus acquisition	CAD4.41	1,370,249	August 3, 2026

(d) Cash dividends declared

During the years ended March 31, 2024 and 2025, dividends of USD4.4 million and USD4.9 million, or USD0.025 and USD0.025 per share, were declared and paid.

(e) Normal course issuer bid

On September 15, 2023, the Company announced a normal course issuer bid (the "**2023 NCIB**"), which allowed the Company to repurchase and cancel up to 8,487,191 of its own common shares until September 18, 2024. A total of 191,770 common shares were repurchased under the 2023 NCIB.

On September 17, 2024, the Company announced a normal course issuer bid (the "**2024 NCIB**") commencing September 19, 2024 to repurchase up to 8,670,700 of its own common shares until September 18, 2025.

During the years ended March 31, 2024 and 2025, the Company repurchased a total of 388,324 and 300,000 common shares at a cost of USD1.0 million and USD1.0 million respectively, under the normal course issuer bids. All shares bought were subsequently cancelled.

(f) Earnings per share (basic and diluted)

	For the years ended March 31,					
	2024			2025		
	Income (Numerator)	Shares (Denominator)	Per-Share Amount	Income (Numerator)	Shares (Denominator)	Per-Share Amount
	USD'000		*USD*	*USD'000*		*USD*
Net income attributable to equity holders of the Company	36,306	—	—	58,190	—	—
Basic earnings per share	36,306	176,997,360	0.21	58,190	204,008,035	0.29
Effect of dilutive securities:						
Stock options and RSUs	—	2,140,250	—	—	2,293,935	—
Diluted earnings per share	36,306	179,137,610	0.20	58,190	206,301,970	0.28

Anti-dilutive options and warrants are not included in the calculation of the diluted earnings per share.

22. ACCUMULATED OTHER COMPREHENSIVE EXPENSES

The Group

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
Changes in fair value on equity investments designated as FVTOCI	24,421	24,416
Share of other comprehensive expenses in associates	1,449	2,233
Currency translation adjustment	34,175	36,002
At end of the period	60,045	62,651

The changes in fair value on equity investments designated as FVTOCI, share of other comprehensive expenses in associates, and currency translation adjustment are net of tax for all periods presented.

23. NON-CONTROLLING INTERESTS

The Group

The continuity of non-controlling interests is summarized as follows:

	Henan Found	Henan Huawei	Yunxiang	Salazar Holdings	Others	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
At April 1, 2023	85,282	3,510	2,640	—	(654)	90,778
Share of net income (loss)	12,846	673	(151)	—	4	13,372
Share of other comprehensive expenses	(3,063)	(55)	(96)	—	(94)	(3,308)
Distributions	(10,088)	(950)	—	—	(50)	(11,088)
At March 31, 2024	84,977	3,178	2,393	—	(794)	89,754
Acquisition	—	—	—	23,204	(396)	22,808
Share of net income (loss)	18,967	1,851	(149)	(95)	5	20,579
Share of other comprehensive expenses	122	45	(19)	—	(4)	144
Adjustment to non-controlling interests	—	—	—	8,424	—	8,424
Distributions	(10,128)	(921)	—	—	—	(11,049)
At March 31, 2025	93,938	4,153	2,225	31,533	(1,189)	130,660

During the year ended March 31, 2024, Henan Non-ferrous Geology Minerals Ltd. ("**Henan Non-ferrous**"), who held 17.5% equity interest in Henan Found, transferred 12.25% equity interest of Henan Found to Henan First Geological Brigade Ltd. ("**First Geological Brigade**"), a company who has the same ultimate parent company as Henan Non-ferrous. As at March 31, 2024 and 2025, Henan Non-ferrous is the 5.25% equity holder of Henan Found and First Geological Brigade is the 12.25% equity holder of Henan Found.

Salazar Resources Ltd. ("**Salazar**") is 25% owner of the common share of Salazar Holdings. Adventus, through its subsidiary Salazar Holdings, owns 75% interest in the El Domo Project. Pursuant to the shareholders' agreement with Salazar, the Group has priority repayment of its investment in the El Domo Project according to an agreed distribution formula. Based on this formula, the percentage share of non-controlling interest will change as a function of advances made by the Group and the earnings or loss recorded by Salazar Holdings and its subsidiaries over time. After the Group has received priority repayment of its investment, the non-controlling interest will revert to 25%.

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of company	Place/Country of operations and principal place of activities	Proportion of ownership interests and voting rights held interests by non-controlling interests		Income (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		Year ended March 31,		Year ended March 31,		Year ended March 31,	
		2024	2025	2024	2025	2024	2025
		%	%	USD'000	USD'000	USD'000	USD'000
Henan Found	China	22.5	22.5	12,846	18,967	84,977	93,938
Salazar Holdings	Canada	N/A	25.0	—	(95)	—	31,533
Subsidiaries with individually immaterial non-controlling interests						4,777	5,189
						89,754	130,660

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Henan Found

	March 31, 2024	March 31, 2025
	USD'000	USD'000
Current assets	88,835	122,455
Non-current assets	318,340	363,760
Current liabilities	(36,916)	(56,800)
Non-current liabilities	(52,631)	(58,949)
Total equity attributable to the equity holders of the Company	232,651	276,528
Non-controlling interests	84,977	93,938

	Year ended March 31,	
	2024	2025
	USD'000	USD'000
Revenue	184,805	256,020
Expenses	(126,230)	(170,523)
Net income attributable to:		
Equity holders of the Company	45,729	66,530
Non-controlling interests	12,846	18,967
Net income	58,575	85,497

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Other comprehensive income (expenses) attributable to:		
Equity holders of the Company	13,729	(425)
Non-controlling interests	(3,063)	122
Other comprehensive income (expenses)	10,666	(303)
Total comprehensive income attributable to:		
Equity holders of the Company	59,458	66,105
Non-controlling interests	9,783	19,089
Total comprehensive income	69,241	85,194
Dividends paid to the non-controlling interests	(10,088)	(10,128)
Net cash inflow from operating activities	45,952	126,043
Net cash outflow from investing activities	(34,675)	(43,900)
Net cash outflow from financing activities	(10,086)	(33,004)
Effect of exchange rate changes on cash and cash equivalents	(1,368)	1,423
Net cash (outflow) inflow	(177)	50,562

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.

Salazar Holdings

	March 31, 2025
	USD'000
Current assets	29,705
Non-current assets	209,758
Current liabilities	(4,069)
Non-current liabilities	(182)
Total equity attributable to the equity holders of the Company	203,679
Non-controlling interests	31,533

	From July 31, 2024 to March 31, 2025
	USD'000
Revenue	—
Expenses	(465)
Net loss attributable to:	
Equity holders of the Company	(370)

	From July 31, 2024 to March 31, 2025
	USD'000
Non-controlling interests	(95)
Net loss	(465)
Other comprehensive income attributable to:	
Equity holders of the Company	421
Non-controlling interests	—
Other comprehensive income	421
Total comprehensive income attributable to:	
Equity holders of the Company	51
Non-controlling interests	(95)
Total comprehensive expenses	(44)
Dividends paid to the non-controlling interests	—
Net cash outflow from operating activities	(3,203)
Net cash outflow from investing activities	(15,851)
Net cash inflow from financing activities	42,258
Effect of exchange rate changes on cash and cash equivalents	—
Net cash inflow	23,204

24. RELATED PARTY TRANSACTIONS

The Group

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. Related party transactions not disclosed elsewhere in the Historical Financial Information are as follows:

(a) Due from related parties

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
NUAG *(i)*	28	33
TIN *(ii)*	562	1,125
	590	1,158

i. The Group recovers costs for services rendered to NUAG and expenses incurred on behalf of NUAG pursuant to a services and administrative costs reallocation agreement. During the years ended March 31, 2024 and 2025, the Group recovered USD1.0 million and USD0.9 million from NUAG for services rendered and expenses incurred on behalf of NUAG. The costs recovered from NUAG were recorded as a direct reduction of general and administrative expenses on the consolidated statements of income.

ii. The Group recovers costs for services rendered to TIN and expenses incurred on behalf of TIN pursuant to a services and administrative costs reallocation agreement. During the years ended March 31, 2024 and 2025, the Group recovered USD0.3 million USD0.15 million from TIN for services rendered and expenses incurred on behalf of TIN, respectively.

The costs recovered from TIN were recorded as a direct reduction of general and administrative expenses on the consolidated statements of income. As disclosed in Note 14, the balance as at March 31, 2025 including the outstanding balance of USD1 million under the Facility.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel, who are those having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, for the years ended March 31, 2024 and 2025 were as follows:

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Cash compensation	3,403	3,758
Share-based compensation	2,487	2,345
	5,890	6,103

The Company

(a) Due from related parties

	March 31, 2024	March 31, 2025
	USD'000	*USD'000*
NUAG	28	33
TIN	562	1,125
	590	1,158

(b) Amount due from/to subsidiaries

The amount due from/to subsidiaries as at March 31, 2024 and 2025 are non-trade related, unsecured, interest-free and repayable on demand.

25. CAPITAL DISCLOSURES

The Group's objectives of capital management are intended to safeguard the entity's ability to support the Group's normal operating requirement on an ongoing basis, continue the development and exploration of its mineral properties, and support any expansionary plans.

The capital of the Group consists of the items included in equity less cash and cash equivalents and short-term investments. Risk and capital management are primarily the responsibility of the Group's corporate finance function and is monitored by the Board. The Group manages the capital structure and makes adjustments depending on economic conditions. Funds have been primarily secured through profitable operations and issuances of equity capital. The Group invests all capital that is surplus to its immediate needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term deposits, all held with major financial institutions. Significant risks are monitored and actions are taken, when necessary, according to the Group's approved policies.

26. FINANCIAL INSTRUMENTS

Categories of financial instruments

The Group

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Financial assets		
Financial assets at amortised cost	157,063	371,875
Financial assets at FVTPL	76,265	20,705
Financial assets at FVTOCI	609	1,334
Financial liabilities		
Financial liabilities at amortised cost	41,000	176,495
Derivative liabilities	—	50,768

The Company

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Financial assets		
Financial assets at amortised cost	10,233	113,310
Financial assets at FVTPL	34,665	5,255
Financial assets at FVTOCI	52	1,103
Financial liabilities		
Financial liabilities at amortised cost	20,299	113,265
Derivative liabilities	—	50,768

The Group manages its exposure to financial risks, including liquidity risk, foreign exchange risk, interest rate risk, credit risk and equity price risk in accordance with its risk management framework. The Group's Board has overall responsibility for the establishment and oversight of the Group's risk management framework and reviews the Group's policies on an ongoing basis.

(a) Fair value

The Group classifies its fair value measurements within a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 13 *Fair Value Measurement*.

Level 1 — Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs which are supported by little or no market activity.

The following tables set forth the Group's financial assets and liabilities that are measured at fair value level on a recurring basis within the fair value hierarchy as at March 31, 2024 and 2025 that are not otherwise disclosed. As required by IFRS 13, the assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair value as at March 31, 2024			
Recurring measurements	**Level 1**	**Level 2**	**Level 3**	**Total**
	USD'000	*USD'000*	*USD'000*	*USD'000*
Financial assets				
Short-term investments				
— money market instruments	30,620	—	—	30,620
Investments in public companies	41,818	—	1,217	43,035
Investments in private companies	—	—	3,219	3,219

	Fair value as at March 31, 2025			
Recurring measurements	**Level 1**	**Level 2**	**Level 3**	**Total**
	USD'000	*USD'000*	*USD'000*	*USD'000*
Financial assets				
Short-term investments				
— money market instruments	4,762	—	—	4,762
Investments in public companies	14,743	—	—	14,743
Investments in private companies	—	—	2,534	2,534
Financial liability				
Derivative liabilities	—	50,768	—	50,768

Financial assets classified within Level 3 are equity investments in private companies and one public company which are suspended from quotation owned by the Company. Significant unobservable inputs are used to determine the fair value of the financial assets, which includes recent arm's length transactions of the investee, the investee's financial performance as well as any changes in planned milestones of the investees.

Fair value of the other financial instruments excluded from the table above approximates their carrying amount as at March 31, 2024 and 2025, due to the short-term nature of these instruments.

Reconciliation of Level 3 fair value measurements

	Equity investments designated as FVTOCI	Equity investments at FVTPL	Total
	USD'000	*USD'000*	*USD'000*
At April 1, 2023	65	3,161	3,226
Transfer from level 1 to level 3	225	1,025	1,250
Foreign currency translation impact	(8)	(32)	(40)
At March 31, 2024	282	4,154	4,436
Change in fair value	(286)	(1,366)	(1,652)
Disposals	—	(272)	(272)
Foreign currency translation impact	4	18	22
At March 31, 2025	—	2,534	2,534

During the year ended March 31, 2024, equity investments in one public company which was suspended from quotation were transferred into Level 3. There were no transfer out of Level 3 during the year ended March 31, 2024. There were no transfers into or out of Level 3 during the year ended March 31, 2025.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they arise. The Group manages liquidity risk by monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. Cash flow forecasting is performed regularly to ensure that there is sufficient capital in order to meet short-term business requirements, after considering cash flows from operations and our holdings of cash and cash equivalents, and short-term investments.

In the normal course of business, the Group enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Group's financial liabilities and operating commitments on an undiscounted basis.

	March 31, 2024				
	Within a year	1–2 years	2–5 years	Over 5 years	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*
Accounts payable and accrued liabilities	41,797	—	—	—	41,797
Lease obligation	284	267	828	338	1,717
Deposits received	4,223	—	—	—	4,223
Total contractual obligation	46,304	267	828	338	47,737

	March 31, 2025			
	Within a year	2–5 years	Over 5 years	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*
Accounts payable and accrued liabilities	63,881	—	—	63,881
Convertible Notes	7,515	178,520	—	186,035
Lease obligation	364	1,270	57	1,691
Deposits received	7,264	—	—	7,264
Total contractual obligation	79,024	179,790	57	258,871

The lease obligation was discounted at a discount rate of 9.2% and 15.6% during the years ended March 31, 2024 and 2025, respectively.

(c) Foreign exchange risk

The Group is exposed to foreign exchange risk when the entities within the Group undertakes transactions and holds assets and liabilities in currencies other than its functional currencies.

The Group currently does not engage in foreign exchange currency hedging. The sensitivity of the Group's net income due to the exchange rates of CAD against USD and AUD as at March 31, 2024 and the sensitivity of the Group's net income due to the exchange rates of USD against CAD and AUD as at March 31, 2025 are summarized as follows:

	Cash and cash equivalents	Short-term investments	Other investments	Accounts payable and accrued liabilities	Net financial assets exposure	Effect of +/- 10% change in currency
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
As at March 31, 2024						
USD	87,557	1,329	2,594	(169)	91,311	9,131
AUD	381	—	30,965	(737)	30,609	3,061
	87,938	1,329	33,559	(906)	121,920	12,192

	Cash and cash equivalents	Short-term investments	Other receivables	Due from related parties	Prepaids and deposits	Other investments	Accounts payable and accrued liabilities	Lease liabilities	Net financial assets exposure	Effect of +/- 10% change in currency
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
As at March 31, 2025										
CAD	1,358	24	195	158	851	13,018	(544)	(1,081)	13,979	1,398
AUD	250	—	—	—	—	1,422	—	—	1,672	167
	1,608	24	195	158	851	14,440	(544)	(1,081)	15,651	1,565

(d) Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Group will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on its cash and cash equivalents, short-term investments, lease liabilities, convertible notes, and the mark-to-market value of derivative instruments.

As at March 31, 2024 and 2025, all of the Group's cash, cash equivalents and short-term investments earn interest at market rates that are fixed to maturity or at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in interest rates would not have a significant impact on the Group's net income.

As at March 31, 2025, the Company had USD1.3 million lease obligation that are subject to annualized interest rate ranging from 9.2% to 15.6%, and USD110.7 million convertible notes liabilities that are discounted at 12.6% of the Company's unsecured senior convertible notes. The principle of the convertible note is USD150.0 million bearing a fixed coupon rate of 4.75% with a maturity date of December 15, 2029. As the amount of the lease obligation is immaterial and the convertible notes bear interest at fixed rates, they are not subject to significant cash flow interest rate risk.

As at March 31, 2025, the Company had USD50.8 million mark-to-market value derivative liabilities. With other assumptions unchanged, an increase or decrease of 25 basis points of market interest rate would have resulted in a decrease (increase) to the net income of approximately USD0.5 million.

(e) Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to accounts receivable, due from related parties, cash and cash equivalents, and short-term investments.

The Group undertakes credit evaluations on counterparties as necessary, requests deposits from customers prior to delivery, and has monitoring processes intended to mitigate credit risks. There were no material amounts in trade or other receivables which were past due on March 31, 2024 and 2025.

(f) Equity price risk

The Group holds certain marketable securities that will fluctuate in value as a result of trading on financial markets. As the Group's marketable securities holdings are mainly in mining companies, the value will also fluctuate based on commodity prices. Based upon the Group's portfolio as at March 31, 2024 and 2025, a 10% increase (decrease) in the market price of the securities held, ignoring any foreign currency effects, would have resulted in an increase (decrease) to the net income of USD4.2 million and USD1.6 million, respectively.

The fair value of the Group's derivative liabilities will also fluctuate based on the market price of the Group's common shares, and a 10% increase (decrease) in the Company's share price, with other assumptions unchanged, would have resulted in a decrease (increase) to the net income of USD10.4 million as at March 31, 2025.

27. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

	Due from related parties*	Dividend	Lease obligation	Convertible notes	Warrants	Total
	USD'000	*USD'000*	*USD'000*	*USD'000*	*USD'000*	*USD'000*
At April 1, 2023	—	—	583	—	—	583
Financing cash flows	—	(4,428)	(262)	—	—	(4,690)
New leases entered	—	—	998	—	—	998
Dividend accrued	—	4,428	—	—	—	4,428
Exchange adjustments	—	—	(4)	—	—	(4)
At March 31, 2024	—	—	1,315	—	—	1,315
Financing cash flows	(500)	(4,948)	(271)	143,324	—	137,605
New leases entered	—	—	283	—	—	283
Interest accretion	—	—	—	4,708	—	4,708
Dividend accrued	—	4,948	—	—	—	4,948
Transaction cost expensed	—	—	—	1,741	—	1,741
Initial recognition of warrants	—	—	—	—	2,771	2,771
Value of warrants exercised	—	—	—	—	(11)	(11)
Change in fair value	—	—	—	9,908	(897)	9,011
Exchange adjustments	—	—	4	—	(123)	(119)
At March 31, 2025	(500)	—	1,331	159,681	1,740	162,252

* The amount due from related parties are included in "due from related parties" as set out in Note 24(a).

28. SUPPLEMENTARY CASH FLOW INFORMATION

The Group

(a) Changes in non-cash operating working capital

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Changes in non-cash operating working capital:		
Other receivables	(479)	1,749
Inventories	610	(661)
Prepaids and deposits	(2,411)	686
Due from related parties	(582)	(58)
Accounts payable and accrued liabilities	6,549	2,898
Deposits received	398	2,974
	4,085	7,588

(b) Non-cash capital transactions

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Non-cash capital transactions not disclosed elsewhere in the Historical Financial Information:		
Acquisition of Adventus paid by equity securities	—	176,265
Additions of plant and equipment included in accounts payable and accrued liabilities	1,393	3,254
Capital expenditures of mineral rights and properties included in accounts payable and accrued liabilities	(922)	3,499

(c) Cash and cash equivalents

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Cash on hand and at bank	112,355	236,457
Bank term deposits and short-term money market investments *(note i)*	40,587	127,521
	152,942	363,978

Note i: The bank term deposits refer to deposits where the Group can withdraw cash without giving any notice and without suffering any penalty. The short-term money market investments are readily convertible to cash with original terms of three months or less and it is held for the purpose of meeting short-term cash commitments.

The Company

Cash and cash equivalents

	Year ended March 31,	
	2024	2025
	USD'000	*USD'000*
Cash on hand and at bank	3,196	107,547

29. SUBSEQUENT FINANCIAL STATEMENTS

Subsequent to Mach 31, 2025, the statutory financial statements for below principal subsidiaries for the year ended December 31, 2025 were audited by the following certified public accountants registered in the PRC:

Subsidiaries	Years ended December 31, 2025
Henan Huawei	河南滙豐誠和會計師事務所有限公司
Henan Found	河南凱橋會計師事務所有限公司
Yunxiang	湖南弘信園會計師事務所
Guangdong Found	廣東中海粵會計師事務所有限公司
Xinbaoyuan	河南滙豐誠和會計師事務所有限公司

30. SUBSEQUENT EVENTS

Saved as disclosed in the report, subsequent to the end of the Track Record Period, the following significant events took place:

(a) Acquisition of Chaarat ZAAV

The Group entered into a share purchase agreement with Chaarat on November 11, 2025 (as amended on December 24, 2025), pursuant to which the Group agreed to acquire from Chaarat its entire 100% equity interests in Chaarat ZAAV, which wholly owned the interests in a mining licence (approximately 7 km^2) hosting the Tulkubash and Kyzyltash deposits and the surrounding exploration licence (27.42 km^2) hosting the Karator and Ishakuld gold zones (collectively refer to the "**Projects**"), for a cash consideration of USD92 million. The USD92 million was paid on January 23, 2026 upon the receipt of the Kyrgyz government's statutory pre-emptive right waiver. The acquisition was completed in January 2026. The acquisition will be accounted for as an asset acquisition as it was determined that the mineral projects did not constitute a business as defined by IFRS 3.

In January 2026, the Group entered into a cooperation agreement and a share purchase and shareholders' agreement (together, the "**Cooperation Agreements**") with the National Investment Agency (the "NIA") under the President of the Kyrgyz Republic. Pursuant to the Cooperation Agreements, (a) the Group shall transfer 30% interest in Charaat ZAAV to an entity designated by the Kyrgyz Republic for nil consideration; (b) the USD70 million payment to the NIA shall be paid in two stages: (i) USD60 million upon the Kyrgyz Government issuing a waiver of its statutory pre-emptive right on the Projects and an extension of the validity period of Chaarat ZAAV's mining licence from 2032 to 2062; and (ii) USD10 million after the achievement of certain milestones.

In April 2026, the Group transferred 30% interest in Chaarat ZAAV to Kyrgyzaltyn. In May 2026, the USD60 million consideration has been fully paid to the NIA after the Government of the Kyrgyz Republic extended the mining licence validity period for the Projects to 2062.

(b) Santa Barbara Gold-Copper Project

On February 24, 2026, the Company and its wholly-owned subsidiary, Adventus Mining Corporation (together, the "**Vendors**") entered into a share purchase agreement with Tin, the associate of the Group, to sell the Company's wholly-owned subsidiary, Santa Barbara Metals Inc., which holds the Santa Barbara Gold-Copper Project located in southeastern Ecuador. The transaction closed on May 13, 2026. Under the terms of the agreement, the consideration consists of 15,000,000 common shares of TIN, at a deemed price of CAD0.40 per share, for an aggregate consideration of CAD6,000,000; and USD13.5 million in cash, payable to the Vendors in staged amounts over a three-year period following the acquisition closing date. In addition, the Vendors will receive a 1.5% net smelter return (NSR) royalty on the the Santa Barbara Gold-Copper Project. Following the acquisition, the Company's ownership interest in TIN increased to 30.8%, and the Company still accounts its investment in Tin as investment in an associate.

(c) Term Loan Facilities

On April 20, 2026, the Group entered into a syndicated term loan facilities agreement (the "**Facilities**") with a syndicate of international banks. The Facilities provide for an aggregate principal amount of RMB1.5 billion (approximately USD220 million). The Facilities consist of two tranches: Facility A (floating rate) in the amount of RMB452.5 million, which bears interest at Hong Kong Interbank Offered Rate for Offshore Chinese Yuan plus a margin of 1.92% per annum; and Facility B in the amount of RMB1,047.5 million, which bears a fixed interest rate of 3.67% per annum. The Facilities have a maturity of three years from the date of initial drawdown. As at the date of this report, the initial drawdown had not occurred.