

Sable Exploration and Mining Ltd

(Registration number 2001/006539/06)

Group Annual Financial Statements for the year ended 29 February 2024

Directors' Report

The directors have pleasure in submitting their report on the group annual financial statements of Sable Exploration and Mining Ltd and the group for the year ended 29 February 2024.

1. Nature of business

Sable Exploration and Mining Ltd is an investment entity incorporated in South Africa with interests in the minerals industry. The company does not trade, and all of its activities are undertaken through its principal subsidiaries. The group operates in South Africa.

There have been no material changes to the nature of the group's business from the prior year.

2. Review of financial results and activities

The consolidated group annual financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the group are set out in these consolidated group annual financial statements.

3. Share capital

	2024	2023
Authorised		
Ordinary shares	1 500 000 000	1 500 000 000
Issued		
Ordinary shares	56 564 742	4 351 134

Refer to note 8 of the consolidated group annual financial statements for detail of the movement in authorised and issued share capital.

4. Dividends

The directors have resolved not to declare a dividend for the year under review.

5. Directorate

The directors in office at the date of this report are as follows:

Directors

Mr. James Gordon Allan	Chief Executive Officer	
Mr. Ulrich Bester	Financial Director	Appointed 15 May 2023
Mr. Ian Bird	Non-executive chairperson	Appointed 21 April 2023
Ms. Hazel Bango-Moyo	Non-executive director	Appointed 21 April 2023
Ms. Nyameka Madikizela	Non-executive director	Appointed 21 April 2023
Mr. Mohammed Bassam Al Mojarkesh		Resigned 26 April 2023
Mr. Deon Botha		Resigned 10 July 2023
Mr. Charles Phillip Mostert		Resigned 26 April 2023
Mr. Enver Mohamed Motala		Not re-elected 5 July 2023
Mr. Eshaan Singh		Resigned 26 April 2023
Mr. Mohamed Said Tinawi		Resigned 26 April 2023

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6. Directors' interests in shares

The following directors hold direct or indirect beneficial interest in shares of the company:

Holding at 28 February 2024*	Number of shares Direct holding	Number of shares Indirect holding	Total holding	% holding
<i>*there has been no change between year end and date of approval of the Annual Financial Statements</i>				
James Gordon Allan	4 280 455	1 036 923	5 317 378	9.42 %
Ulrich Bester		48 591 238	48 591 238	85.90 %
	4 280 455	49 628 161	53 908 616	95.32 %
Holding at 28 February 2023	Number of shares Direct holding	Number of shares Indirect holding	Total holding	% holding
James Gordon Allan	305 768	12 729	318 497	7.32 %
Charles Phillip Mostert	948		948	0.02 %
	306 716	12 729	319 445	7.34 %

7. Interests in subsidiaries

Details of material interests in subsidiary companies, are presented in the consolidated group annual financial statements in note 4.

The interest of the group in the profits and losses of its subsidiaries, for the year ended 29 February 2024 are as follows:

	2024 R	2023 R
Subsidiaries		
Total losses before income tax	(10 737 781)	(5 946 881)

There were no significant acquisitions or divestitures during the year ended 29 February 2024.

8. Borrowing powers

In terms of the Memorandum of Incorporation (MOI), the borrowing powers of the company are unlimited.

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9. Special resolutions

1. Special resolution number 1 - Remuneration of non-executive directors

Resolved that the remuneration payable to the non-executive directors be approved on the following basis with effect from this annual general meeting until the next annual general meeting to be held in 2024:

Board member: R45 000 annual retainer
Board chairman: R15 000 per meeting attended
Board member: R10 000 per meeting attended
Audit and Risk Committee
Chairman: R8 000 per meeting attended
Member: R6 000 per meeting attended
Remuneration and nomination committee
Chairman: R4 500 per meeting attended
Member: R3 500 per meeting attended
Social and ethics committee
Member : R500 per meeting attended

Reasons for and effect of special resolution number 1:

The reason for the proposed special resolution is to comply with section 66 (9) of the Companies Act, which requires the approval of directors' fees prior to the payment of such fees.

The effect of special resolution number 1 is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next annual general meeting.

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9. Special resolutions (continued)

2. Special resolutions number 2.1 and 2.2 - Financial assistance to related and inter-related companies

2.1 Financial assistance for subscription of securities in terms of section 44.

Resolved that the board may to the extent required, in terms of and subject to section 44 of the Companies Act, as the case may be, and the company's MOI, authorise the company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise, to its subsidiaries and inter-related companies (excluding any director or prescribed officer of the company, or a person related to such director or prescribed officer), for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, subject to the terms and conditions of section 44 of the Companies Act. No such financial assistance may be provided at any time in terms of this authority after the expiry of two years from the date of the adoption of this special resolution.

Reason and effect of special resolution number 2.1

The purpose of this special resolution number 2.1 is to grant the board the authority to authorise the company to provide financial assistance by way of a loan, guarantee, the provision of security, or otherwise to its subsidiaries and inter-related companies (excluding any director or prescribed officer of the company, or a person related to such director or prescribed officer), for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company as contemplated in section 44 of the Companies Act. The directors undertake that prior to the company providing the financial assistance as contemplated in section 44 of the Companies Act, the company will have satisfied the solvency and liquidity test as set out in section 4 of the Companies Act (solvency and liquidity test) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

2.2 Financial assistance in terms of section 45 to related and inter-related companies or corporations

Resolved that, in terms of section 45(3)(a)(ii) of the Companies Act, shareholders of the company hereby approve of the company providing, at any time during the period of 2 (two) years from the date of passing this special resolution, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any 1 (one) or more related or inter-related companies or corporations of the company and/or to any 1 (one) or more members of any such related or inter-related company or corporation and/or to any 1 (one) or more persons related to any such company or corporation, provided that: (a) The recipient or recipients of such financial assistance, the form, nature and extent of such financial assistance and the terms and conditions under which such financial assistance is to be provided, are determined by the board from time to time (b) The board may not authorise the company to provide any financial assistance pursuant to this special resolution unless all the requirements of section 45 of the Companies Act to authorise the company to provide such financial assistance have been fulfilled (c) Such financial assistance to a recipient is, in the opinion of the board, required for the purpose of (i) meeting all or any of such recipient's operating expenses (including capital expenditure), and/or (ii) funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient, and/or (iii) funding such recipient for any other purpose which, in the opinion of the board, is directly or indirectly in the interests of the company.

Reason and effect of special resolution number 2.2

The reason for special resolution number 2.2 is that the company advances loans and other financial assistance to subsidiaries and other related companies or corporations in its group. Shareholders are required to pass special resolution number 1 to approve the company providing such financial assistance, subject to the board performing the solvency and liquidity test and subject further to the financial assistance falling within the category of assistance mentioned in sub-paragraph (c) of special resolution number 2.2 above. Percentage of voting rights required for special resolutions numbers 2.1 and 2.2 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

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9. Special resolutions (continued)

3. Special resolution number 3 - Authority to repurchase shares by the company

Resolved as a special resolution that the company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the company, the Listings Requirements of the JSE and the requirements of any other stock exchange on which the shares of the company may be quoted or listed, namely that:

- the general repurchase of the shares may only be implemented on the open market of the JSE and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond 15 months from the date of this resolution; an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the acquisition, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the company's issued share capital at the time the authority is granted;
- a resolution has been passed by the Board of directors approving the purchase, that the company has satisfied the solvency and liquidity test as defined in the Companies Act and that since the solvency and liquidity test was applied there have been no material changes to the financial position or required shareholder spread of the Group;
- the general repurchase is authorised by the company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is affected. The JSE should be consulted for a ruling if the applicant's securities have not traded in such five-business day period;
- the company may at any point in time only appoint one agent to affect any repurchase(s) on the company's behalf;
- the company and its subsidiaries may not affect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase programme in place as contemplated in terms of 5.72(g) of the Listings Requirements of the JSE.

Reason and effect of special resolution number 3

The reason for and effect of special resolution number 3 is to grant the directors a general authority in terms of its memorandum of incorporation and the Listings Requirements of the JSE for the acquisition by the company and/or its subsidiaries of shares issued by it on the basis reflected in the special resolution.

In terms of the Listings Requirements of the JSE any general repurchase by the company and/or its subsidiaries must, inter alia, be limited to a maximum of 20% of the company's issued share capital in any one financial year of that class at the time the authority is granted. This loan is offset against the rights issue funds payable by PBNJ. The circular for the rights issue is in process at the Johannesburg Stock Exchange and once approved by the JSE will be sent to shareholders.

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9. Special resolutions (continued)

4. Special resolution number 4 - authorisation to issue additional shares under section 41 of the Companies Act

Resolved that, in the event that the shares to be issued pursuant to the Proposed Rights Offer of 52 213 608 ordinary shares will have voting power which is equal to or exceeds 30% of the voting power of all the issued Shares immediately prior to such issue, and in order to issue Shares under the Proposed Rights Offer of 52 213 608 ordinary shares to Shareholders contemplated in section 41(1) of the Companies Act, the Directors be and are hereby authorised, in terms of section 41(1) and section 41(3) of the Companies Act, to issue such Shares.

Reason and effect of special resolution number 4

The reason for and effect of special resolution number 4 is to grant the directors authorisation to issue additional shares for the Proposed Rights Offer of 52 213 608 ordinary shares under section 41 of the Companies Act. This loan is offset against the rights issue funds payable by PBNJ. The circular for the rights issue is in process at the Johannesburg Stock Exchange and once approved by the JSE will be sent to shareholders.

10. Events after the reporting period

On 11 April 2024 it was announced that the auditors had been changed to CM and Associates Inc. as this was considered to be more in line with the company's growth strategy.

On 29 April 2024 a reportable irregularity was reported to Independent Regulatory Board for Auditors (IRBA) in accordance with Section 45 of the Auditing Professions Act No. 26 of 2005 (APA) as referred to in note 21.

11. Going concern

The group annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The directors believe that the group has adequate financial resources to continue in operation for the foreseeable future and accordingly the group annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements.

We draw attention to the fact that at 29 February 2024, the company had accumulated losses of R 371 727 037 and that the company's total assets exceed its total liabilities by R 1 908 289.

Certain conditions have given rise to a material uncertainty which may cast significant doubt about the group's ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The reportable irregularity as referred to in note 21 pertains to the Pay-As-You-Earn (PAYE) and Unemployment Insurance Fund (UIF) not being deducted from the salary of the directors. The liability accrued due to the irregularity gives rise to a material uncertainty.

12. Auditors

CM & Associates Inc. was appointed in office as auditors for the company and its subsidiaries for 2024.

13. Secretary

The company secretary is Ms. Claire Middlemiss from Capital Governance (Pty) Ltd.

14. Date of authorisation for issue of financial statements

The consolidated group annual financial statements have been authorised for issue by the directors on 28 June 2024. No authority was given to anyone to amend the group annual financial statements after the date of issue.

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15. Shareholding analysis

Ordinary Shareholders analysis as at 29 February 2024. The following are shareholders beneficially holding, directly or indirectly, in excess of 5% of the share capital as at 29 February 2024.

James Allan	5 317 378	9.42 %
PBNJ Trading and Consulting (Pty) Ltd	48 591 238	85.90 %
	53 908 616	95.32 %

16. Rights issue

Issued to	Number of shares	% of rights issue
Minority shareholders	722 166	1.38 %
James Allan	3 974 688	7.62 %
PBNJ Trading and Consulting (Pty) Ltd	46 490 213	89.04 %
Sable Metals and Minerals (Pty) Ltd	1 026 541	1.96 %
	52 213 608	100.00 %

The Rights Issue of 52 213 608 shares was successfully closed on Friday 17 November 2023.



To the Shareholders of Sable exploration and Mining Limited
Report on the Audit of the Group Annual Financial Statements
Qualified Opinion

INDEPENDENT AUDITOR REPORT

We have audited the group annual financial statements of Sable Exploration and Mining Ltd (the company) set out on pages 41 to 60, which comprise the statement of financial position as at 29 February 2024, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the group annual financial statements, including material accounting policy information.

In our opinion, except for the possible effect of the matter described in the Basis for Qualified Opinion section of our report, the group annual financial statements present fairly in all material respects, the financial position of Sable Exploration and Mining Limited as at 29 February 2024 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Qualified Opinion

We were engaged to audit the group annual financial statements of Sable Exploration and Mining Ltd set out on pages 15-34, which comprise the statement of financial position as at 29 February 2024, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the group annual financial statements, including material accounting policy information.

The audit was conducted based on information provided by the management of Sable Exploration and Mining Ltd, as we were unable to obtain sufficient, appropriate audit evidence due to the limitations arising from the predecessor auditors'. The possible effect on the group financial statements of undetected misstatements, if any, due to the inability to obtain sufficient appropriate audit evidence could be material but not pervasive.

Additionally, as disclosed in note 17 to the group financial statements, the group has restated its prior period financial statements to correct the disclosure of Pay-As-You-Earn (PAYE) and Unemployment Insurance Fund (UIF). The prior period financial statements were misstated due to the PAYE and UIF not being deducted from the remuneration of the directors paid to a company which is considered to be a personal service provider.

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Group Annual Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Process and Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of group annual financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (Including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 19 of the group annual financial statements, which indicates that the company incurred a net loss of R46,918,987 during the year ended 29 February 2024. The note states that these events or conditions, along with other matters in note 19 to the group annual financial statements, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw attention to note 17 and note 21 to the group annual financial statements which indicates that a reportable irregularity was reported to the Independent Regulatory Board for Auditors on PAYE and UIF not deducted from the remuneration of executive directors. The irregularity has been rectified in the comparative figures as well the current year under review based on the opinions obtained by management of Sable Exploration and Mining Limited, obtained from legal professionals. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the group annual financial statements of the current period. These matters were addressed in the context of our audit of the group annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Legal Opinions Considered During the Audit of Group Financial Statements

As part of our audit of the group financial statements of Sable Exploration and Mining Ltd, management obtained legal opinions which concluded that Sable Metal and Minerals (Pty) Ltd (formerly Sable Platinum Mining), which Mr. JG Allan is a director of, is considered to be a Personal Service Provider. The matter is considered significant as it has a material impact on the presentation of the group financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Sable Exploration and Mining Ltd group annual financial statements for the year ended 29 February 2024", which includes the Directors' Report as required by the Companies Act of South Africa and the supplementary information as set out on page 35. The other information does not include the group annual financial statements and our auditor's report thereon.

Our opinion on the group annual financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the group annual financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the group annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report **that** fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Group Annual Financial Statements

The directors are responsible for the preparation and fair presentation of the group annual financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of group annual financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent Auditor's Report

Auditor's Responsibilities for the Audit of the Group Annual Financial Statements

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the group annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the group annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the group annual financial statements, including the disclosures, and whether the group annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the group annual financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that CM & Associates Inc. has been the auditor of Sable Exploration and Mining Ltd from April 2024.



CM & Associates Inc.
Chartered Accountants (SA)
Registered Auditors

28 June 2024

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Statement of Financial Position as at 29 February 2024

		Group		Company	
Figures in Rand	Note(s)	2024	2023 Restated*	2024	2023 Restated*
Assets					
Non-Current Assets					
Property, plant and equipment	3	12 186 780	-	-	-
Investments in subsidiaries	4	-	-	300	300
		12 186 780	-	300	300
Current Assets					
Other financial assets	5	4 499 370	5 305 544	-	-
Trade and other receivables	6	668 362	14 800	-	-
Cash and cash equivalents	7	3 186 068	67 215	-	-
		8 353 800	5 387 559	-	-
Total Assets		20 540 580	5 387 559	300	300
Equity and Liabilities					
Equity					
Share capital	8	151 682 043	99 468 435	369 818 748	317 605 140
Accumulated loss		(146 125 800)	(134 932 567)	(371 727 037)	(324 808 050)
Equity Attributable to Equity Holders of Parent		5 556 243	(35 464 132)	(1 908 289)	(7 202 910)
Non-controlling interest		(1 161)	(1 161)	-	-
		5 555 082	(35 465 293)	(1 908 289)	(7 202 910)
Liabilities					
Current Liabilities					
Trade and other payables	11	12 025 564	9 307 808	287 213	183 864
Loans from directors	9	2 789 935	7 604 567	1 621 376	1 621 012
Other financial liabilities	10	169 999	23 940 477	-	5 398 334
		14 985 498	40 852 852	1 908 589	7 203 210
Total Equity and Liabilities		20 540 580	5 387 559	300	300

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Statement of Profit or Loss and Other Comprehensive Income

Figures in Rand	Note(s)	Group		Company	
		2024	2023 Restated*	2024	2023 Restated*
Movement in credit loss allowances	12			{46 463 534}	
Other operating expenses		(9 633 447)	(6 349 902)	{455 453}	(1 470 640)
Operating loss	12	(9 633 447)	(6 349 902)	(46 918 987)	(1 470 640)
Finance costs	13	(1 559 785)	(1 128 888)		(61 270)
Total comprehensive loss for the year		(11 193 232)	(7 478 790)	(46 918 987)	(1 531 910)
Total comprehensive loss attributable to:					
Owners of the parent		(11 193 232)	(7 477 629)	(46 918 987)	(1 531 910)
Non-controlling interest			(1 161)		
		(11 193 232)	(7 478 790)	(46 918 987)	(1 531 910)

• See Note 17

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Statement of Changes in Equity

	Share capital	Share premium	Total share capital	Accumulated loss	Total attributable to equity holders of the Group/company	Non-controlling interest	Total equity
Figures in Rand							
Group							
Opening balance as previously reported	4 351 265	95 117 170	99 468 435	(125 488 032)	(26 019 597)	-	(26 019 597)
Adjustments							
Prior year adjustments	-	-	-	(1 966 906)	(1 966 906)	-	(1 966 906)
Restated* Balance at 01 March 2022 as restated	4 351 265	95 117 170	99 468 435	(127 454 938)	(27 986 503)	-	(27 986 503)
Total comprehensive Loss for the year	-	-	-	(7 477 629)	(7 477 629)	(1 161)	(7 478 790)
Opening balance as previously reported	4 351 265	95 117 170	99 468 435	(131 724 951)	(32 256 516)	(1 161)	(32 257 677)
Adjustments							
Prior year adjustments	-	-	-	(3 207 617)	(3 207 617)	-	(3 207 617)
Balance at 01 March 2023 as restated	4 351 265	95 117 170	99 468 435	(134 932 568)	(35 464 133)	(1 161)	(35 465 294)
Total comprehensive Loss for the year	-	-	-	(11 193 232)	(11 193 232)	-	(11 193 232)
Issue of shares	52 213 608	-	52 213 608	-	-	-	-
Total contributions by and distributions to owners of company recognised directly in equity	52 213 608	-	52 213 608	-	52 213 608	-	52 213 608
Balance at 29 February 2024	56 564 873	95 117 170	151 682 043	(146 125 800)	5 556 243	(1 161)	5 555 082
Note(s)	8	8	8				
Company							
Restated* Balance at 01 March 2022	317 605 140	-	317 605 140	(323 276 140)	(5 671 000)	-	(5 671 000)
Total comprehensive Loss for the year	-	-	-	(1 531 910)	(1 531 910)	-	(1 531 910)

• See Note 17

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Statement of Changes in Equity

	Share capital	Share premium	Total share capital	Accumulated loss	Total attributable to equity holders of the Group/company	Non-controlling interest	Total equity
Figures in Rand							
Balance at 01 March 2023	317 605 140	-	317 605 140	(324 808 050)	(7 202 910)		(7 202 910)
Total comprehensive Loss for the year				(46 918 987)	(46 918 987)		(46 918 987)
Rights issue	52 213 608		52 213 608		52 213 608		52 213 608
Total contributions by and distributions to owners of company recognised directly in equity	52 213 608		52 213 608		52 213 608		52 213 608
Balance at 29 February 2024	369 818 748	-	369 818 748	(371 727 037)	(1 908 289)	-	(1 908 289)
Note(s)	8	8	8				

• See Note 17

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Statement of Cash Flows

Figures in Rand	Note(s)	Group		Company	
		2024	2023 Restated*	2024	2023 Restated*
Cash flows from operating activities					
Cash receipts from other receivables		2 984 563	(14 800)		
Cash paid to suppliers and employees		(13 473 683)	95 708	(455 453)	61 270
Cash generated from/(used in) operations	14	(10 489 120)	80 908	(455 453)	61 270
Finance costs	13		(67 662)		(61 270)
Net cash from operating activities		(10 489 120)	13 246	(455 453)	
Cash flows from investing activities					
Purchase of property, plant and equipment	3	(12 454 776)			
Cash receipts on repayments of loans to group companies				455 453	
Movement in other financial assets	5	345 000			
Net cash from investing activities		(12 109 776)		455 453	
Cash flows from financing activities					
Proceeds on rights issue		722 166			
Movement in loans (to)/from directors	9	1970000			
Movement in other financial liabilities	10	23 025 583	50 000		
Net cash from financing activities		25 717 749	50 000		
Total cash movement for the year		3 118 853	63 246		
Cash and cash equivalents at the beginning of the year		67 215	4 172		
Adjustment to cash and cash equivalent			(203)		
Cash and cash equivalents at the end of the year	7	3 186 068	67 215		

• See Note 17

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Group Annual Financial Statements for the year ended 29 February 2024

Accounting Policies

1. Material accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate group annual financial statements are set out below.

1.1 Basis of preparation

The consolidated financial statements of Sable Exploration and Mining Limited have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards (IFRS) and International Financial Reporting Standards Interpretations Committee (IFRS IC) interpretations issued and effective at the time of preparing these group annual financial statements and the Companies Act of South Africa as amended.

These consolidated financial statements of Sable Exploration and Mining Limited comply with the requirements of the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The consolidated financial statements of Sable Exploration and Mining Limited have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the material accounting policies set out below. They are presented in Rands, which is the group and company's functional currency.

These accounting policies are consistent with the previous period.

1.2 Consolidation

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all subsidiaries. Subsidiaries are entities (including structured entities) which are controlled by the group.

The group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it has the ability to affect those returns through use its power over the entity.

The results of subsidiaries are included in the consolidated group annual financial statements from the effective date of acquisition to the effective date of disposal.

Adjustments are made when necessary to the group annual financial statements of subsidiaries to bring their accounting policies in line with those of the group.

All inter-company transactions, balances, and unrealised gains on transactions between group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Investments in subsidiaries in the separate financial statements

In the company's separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment losses. This excludes investments which are held for sale and are consequently accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

1.3 Property, plant and equipment

Property, plant and equipment are tangible assets which the group holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the group, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate.

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Accounting Policies

1.3 Property, plant and equipment (continued)

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the group. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Plant and machinery	Straight line	20 years
Structures and fixtures	Straight line	10 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised.

1.4 Financial instruments

Financial instruments held by the group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the group, as applicable, are as follows:

Financial assets which are equity instruments:

- Mandatorily at fair value through profit or loss; or
- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading or which are contingent consideration in a business combination).

Financial assets which are debt instruments:

- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows); or
- Fair value through other comprehensive income. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is achieved by both collecting contractual cash flows and selling the instruments); or
- Mandatorily at fair value through profit or loss. (This classification automatically applies to all debt instruments which do not qualify as at amortised cost or at fair value through other comprehensive income); or
- Designated at fair value through profit or loss. (This classification option can only be applied when it eliminates or significantly reduces an accounting mismatch).

Derivatives which are not part of a hedging relationship:

- Mandatorily at fair value through profit or loss.

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Group Annual Financial Statements for the year ended 29 February 2024

Accounting Policies

1.4 Financial instruments (continued)

Financial liabilities:

- Amortised cost; or
- Mandatorily at fair value through profit or loss. {This applies to contingent consideration in a business combination or to liabilities which are held for trading}; or
- Designated at fair value through profit or loss. (This classification option can be applied when it eliminates or significantly reduces an accounting mismatch; the liability forms part of a group of financial instruments managed on a fair value basis; or it forms part of a contract containing an embedded derivative and the entire contract is designated as at fair value through profit or loss).

Note 18 Financial instruments and risk management presents the financial instruments held by the group based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the group are presented below:

Trade and other receivables

Classification

Trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost (note 6).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the group's business model is to collect the contractual cash flows on trade and other receivables.

Recognition and measurement

Trade and other receivables are recognised when the group becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Credit risk

Details of credit risk are included in the trade and other receivables (note 6) and the financial instruments and risk management (note 18).

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Group Annual Financial Statements for the year ended 29 February 2024

Accounting Policies

1.4 Financial instruments {continued}

Trade and other payables

Classification

Trade and other payables {note 11}, excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the group becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments {including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts} through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs {note 13}.

Trade and other payables expose the group to liquidity risk and possibly to interest rate risk. Refer to note 18 for details of risk exposure and management thereof.

Derecognition

Refer to the "derecognition" section of the accounting policy for the policies and processes related to derecognition.

Cash and cash equivalents

Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Derecognition

Financial assets

The group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

The group derecognises financial liabilities when, and only when, the group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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Accounting Policies

1.5 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

1.6 Impairment of assets

The group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the group also:

- tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.
- tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

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Accounting Policies

1.7 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

If the group reacquires its own equity instruments, the consideration paid, including any-directly attributable incremental costs (net of income taxes) on those instruments are deducted from equity until the shares are cancelled or reissued. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the group's own equity instruments. Consideration paid or received shall be recognised directly in equity.

1.8 Earnings per share

Earnings and headline earnings per share are calculated by dividing the net profit attributable to the owners of the parent and headline earnings respectively, by the weighted average number of ordinary shares in issue during the year, excluding the ordinary shares held by the Group as treasury shares.

Headline earnings are calculated in accordance with the Circular 1/2021 issued by the South African Institute of Chartered Accountants as required by the JSE Listing Requirements.

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Notes to the Group Annual Financial Statements

Figures in Rand	Group		Company	
	2024	2023	2024	2023

2. New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

In the current year, the group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation:	Effective date: Years beginning on or after	
Deferred tax related to assets and liabilities arising from a single transaction - Amendments to IAS 12	01 January 2023	The impact of the amendment is not material.
Disclosure of accounting policies: Amendments to IAS 1 and IFRS Practice Statement 2	01 January 2023	The impact of the amendment is not material.
Definition of accounting estimates: Amendments to IAS 8	01 January 2023	The impact of the amendment is not material.
Classification of Liabilities as Current or Non-Current - Amendment to IAS 1	01 January 2023	The impact of the amendment is not material.

2.2 Standards and interpretations not yet effective

The group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the group's accounting periods beginning on or after 01 March 2024 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
Lack of exchangeability - amendments to IAS 21	01 January 2025	Unlikely there will be a material impact
Supplier finance arrangements - amendments to IAS 7 and IFRS 7	01 January 2024	Unlikely there will be a material impact
Non-current liabilities with covenants - amendments to IAS	01 January 2024	Unlikely there will be a material impact

3. Property, plant and equipment

Reconciliation of property, plant and equipment - Group - 2024

	Opening balance	Additions	Depreciation	Total
Structures and fixtures		64 481	(6 831)	57 650
Plant and machinery		12 390 295	(261 165)	12 129 130
		12 454 776	(267 996)	12 186 780

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Notes to the Group Annual Financial Statements

	Group		Company	
Figures in Rand	2024	2023	2024	2023

4. Interests in subsidiaries including consolidated structured entities

The following table lists the entities which are controlled by the group, either directly or indirectly through subsidiaries.

The following table lists the entities which are controlled directly by the company.

Company

	% voting power 2024	% voting power 2023	% holding 2024	% holding 2023	Carrying amount 2024	Carrying amount 2023
Sable Platinum Holdings (Pty) Ltd	100.00 %	100.00 %	100.00 %	100.00 %	152 245 645	152 245 645
					152 245 645	152 245 645
Impairment of investment in subsidiaries					(152 245 345)	(152 245 345)
					300	300

5. Other financial assets

Other financial assets are presented at amortised cost, which is net of loss allowance, as follows:

Sable Metals and Minerals (Pty) Ltd (JG Allan - director)	4 499 370	5 305 544
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The loan above is unsecured, interest free and is repayable on the discretion of the board of directors of the group.

Split between non-current and current portions

Current assets	4 499 370	5 305 544
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Exposure to credit risk

Other financial assets inherently exposes the group to credit risk, being the risk that the group will incur financial loss if counterparties fail to make payments as they fall due.

6. Trade and other receivables

Non-financial instruments:

VAT	656 132	
Prepayments	12 230	14 800
Total trade and other receivables	668 362	14 800

Split between non-current and current portions

Current assets	668 362	14 800
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7. Cash and cash equivalents

Cash and cash equivalents consist of:

Bank balances	3 186 068	67 215
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Notes to the Group Annual Financial Statements

Figures in Rand	Group		Company	
	2024	2023	2024	2023
8. Share capital				
Authorised				
1,500,000,000 Ordinary shares of no-par value	1 500 000 000	1 500 000 000	1 500 000 000	1 500 000 000
Reconciliation of number of shares issued:				
Reported as at beginning of the reporting period	4 351 134	4 351 134	4 351 134	4 351 134
Rights issue	52 213 608			
	56 564 742	4 351 134	4 351 134	4 351 134
The unissued share capital is currently under control of the board of directors who may issue them on such terms and conditions as they deem fit, but only within the classes, and to the extent, that the shares have been authorised by the MOI, until the next Annual General Meeting.				
Issued				
Ordinary shares of no-par value	56 564 873	4 351 265	369 818 748	317 605 140
Share premium	95 117 170	95 117 170		
	151 682 043	99 468 435	369 818 748	317 605 140
9. Loans from directors				
J.G. Allan	2 789 935	7 604 567	1 621 376	1 621 012
The above loan is unsecured, interest free and is repayable on discretion of the board of directors of the group.				
Details of loan movement				
Balance at the beginning of the year	(7 604 567)	(7 604 567)	(621 012)	(70 782)
Invoices paid on behalf of the company	(824 208)			(856 078)
Other movement from related parties	(305 848)		(305 848)	305 848
Rights issue	3 974 688		305 484	
Repayment	1 970 000			
	(2 789 935)	(7 604 567)	(621 376)	(621 012)
10. Other financial liabilities				
Kianalily (Pty) Ltd	169 999	450 000		
The above loan is unsecured, interest free and have no fixed terms of repayment.				
PBNJ Consulting and Trading (Pty) Ltd		23 184 629		5 092 486
The above loan is unsecured, interest free and have no fixed terms of repayment.				
Allan Hochreiter Investments (Pty) Ltd		305 848		305 848
The above loan is unsecured, interest free and have no fixed terms of repayment.				
		23 940 477		5 398 334
	169 999	23 940 477		5 398 334
Split between non-current and current portions				
Current liabilities	169 999			

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Notes to the Group Annual Financial Statements

	Group		Company	
Figures in Rand	2024	2023	2024	2023

10. Other financial liabilities (continued)

Details of movement

Refer to note 16 in the Director's Report that relates to the rights issue during the reporting period that gives rise to the material movement in the financial liabilities.

11. Trade and other payables

Financial instruments:

Trade payables	946 044	530 338	287 213	183 864
SARS PAYE accrual	11 079 520	7 890 435	-	-

Non-financial instruments:

VAT	-	887 035	-	-
	12 025 564	9 307 808	287 213	183 864

Exposure to liquidity risk

Refer to note 18 Financial instruments and financial risk management for details of liquidity risk exposure and management.

12. Operating profit (loss)

Operating loss for the year is stated after charging (crediting) the following, amongst others:

Auditor's remuneration - external

Audit fees	231 462	218 360	-	-
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Remuneration, other than to employees

Consulting and professional fees	468 000	560 033	-	241 464
Secretarial services	181 315	141 583	-	-
Accounting fees	279 950	274 950	-	-
	929 265	976 566	-	241 464

Employee costs

Directors remuneration	3 638 125	3 638 125	-	-
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Depreciation and amortisation

Depreciation of property, plant and equipment	267 996	-	-	-
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Movement in credit loss allowances

Loans to group companies	-	-	46 463 534	-
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Other

Subcontractors fees	2 033 437	-	-	-
Statutory, listing and related fees	462 372	456 339	252 372	457 176
Other operating expenses	1 294 195	-	180 000	-

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Notes to the Group Annual Financial Statements

	Group		Company	
Figures in Rand	2024	2023	2024	2023
13. Finance costs				
Late payment of tax (Tax authorities)	1 559 785	1 061 226		
Interest paid	-	67 662	-	61 270
Total finance costs	1 559 785	1 128 888	-	61 270
14. Cash generated from/(used in) operations				
Loss before taxation	(11 193 232)	(7 478 790)	(43 249 783)	(1 531 910)
Adjustments for non-cash items:				
Depreciation, amortisation, impairments and reversals of impairments	267 996	-	42 794 330	-
Disposal of associates / (Acquisition of associates)	-	98	-	-
Other non-cash item included in profit or loss	-	4 841 871	-	-
Adjust for items which are presented separately:				
Finance costs	1 559 785	67 662	-	61 270
Changes in working capital:				
(Increase) decrease in trade and other receivables	(653 562)	(81 370)	-	-
Increase (decrease) in trade and other payables	(470 107)	2 731 437	-	1 531 910
	(10 489 120)	80 908	(455 453)	61 270
15. Related parties				
Relationships				
Directors and members of key management			James Gordon Allan Ulrich Bester Hazel Bango-Moyo Nyameka Madikizela Ian Bird	
Related party balances				
Loan accounts - Owing (to)/from by related parties				
PBNJ Trading and Consulting (Pty) Ltd (U Bester - director)	-	(23 184 629)	-	(5 092 486)
Sable Metals and Minerals (Pty) Ltd (JG Allan - director)	4 499 370	5 305 544	-	-
Kianalily (Pty) Ltd (U Bester - director)	(169 999)	(450 000)	-	-
Allan Hochreiter Investments (Pty) Ltd (JG Allan - director)	-	(305 848)	-	(305 848)
JG Allan - director	(2 789 935)	(7 604 567)	(1 621 376)	(1 621 012)
Compensation to directors and other key management				
Short-term employee benefits			-	-
	3 638 125	3 638 125		

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Notes to the Group Annual Financial Statements

	Group		Company	
Figures in Rand	2024	2023	2024	2023

16. Directors'

emoluments Executive

2024

Directors' emoluments	Basic salary	Total
Services as director or prescribed officer		
Mr. James Gordon Allan	3 600 000	3 600 000

2023

Directors' emoluments	Basic salary	Total
Services as director or prescribed officer		
Mr. James Gordon Allan	3 600 000	3 600 000

Service contracts

Mr JG Allan the majority shareholder of Sable Metals and Minerals (Pty) Ltd (SMM) renders services in his personal capacity to Sable Exploration and Mining Ltd using SMM as a vehicle, therefore is considered to be a Personal Service Provider.

Non-executive

2024

Directors' emoluments	Basic fees	Total
Services as director or prescribed officer		
Mr. Ian Bird	109 000	109 000
Ms. Hazel Bango-Moyo	98 000	98 000
Ms. Nyameka Madikizela	96 000	96 000
	303 000	303 000

2023

Directors' emoluments	Basic fees	Total
Services as director or prescribed officer		
Mr. Mohammed Bassam Al Mojarkesh	178 000	178 000
Mr. Charles Phillip Mostert	200 500	200 500
Mr. Enver Mohamed Motala	55 000	55 000
Mr. Eshaan Singh	199 500	199 500
Mr. Mohamed Said Tinawi	139 000	139 000
	772 000	772 000

17. Prior period errors

During the course of the audit a reportable irregularity was identified in accordance with the definition provided by the Auditing Profession Act No. 26 of 2005 (APA). This irregularity pertains to the Pay-As-You-Earn (PAYE) and Unemployment Insurance Fund (UIF) not being deducted from the salary of the directors.

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Notes to the Group Annual Financial Statements

	Group		Company	
Figures in Rand	2024	2023	2024	2023

17. Prior period errors (continued)

The management of Sable Exploration and Mining Ltd has obtained legal opinions with regards to the treatment of the above-mentioned and the board of directors responded appropriately to resolve the irregularity.

The irregularity has been rectified in the comparative figures as well as the current year under review. The correction has been applied retrospectively to the affected prior periods in accordance with the relevant accounting standards.

The correction of the error(s) results in adjustments as follows:

Statement of Financial Position

Other financial assets	-	5 305 544	-	-
Investment in subsidiaries	-	-	-	300
Other receivables	-	(1 001 715)	-	-
Cash and cash equivalent	-	(203)	-	-
Retained income	-	(3 207 617)	-	-
Loans from directors	-	(7 604 567)	-	(1 621 012)
Other financial liabilities	-	8 870 795	-	1 621 012
Trade and other payables	-	(8 777 470)	-	(300)

Profit or Loss

Operating expenses	-	180 645	-	-
Finance costs	-	(1 061 226)	-	-

Earnings per share

Loss per share (cents)	-	(28.54)	-	-
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18. Financial instruments and risk management

Capital risk management

The group's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the group's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

The group manages capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain the capital structure, the group may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, repurchase shares currently issued, issue new shares, issue new debt, issue new debt to replace existing debt with different characteristics and/or sell assets to reduce debt.

The capital structure and gearing ratio of the group at the reporting date was as follows:

Loans from directors	9	2 789 935	7 604 567	1 621 376	1 621 012
Financial liabilities at fair value	10	169 999	23 940 477	-	5 398 334
Trade and other payables	11	12 025 564	9 307 808	287 213	183 864
PAYE accruals - exclusion		(11 079 522)	(7 890 437)	-	-
Total borrowings		3 905 976	32 962 415	1 908 589	7203 210
Cash and cash equivalents	7	(3 186 068)	(67 215)	-	-
Net borrowings		719 908	32 895200	1 908 589	7203 210
Equity		5 555 081	(35 465 295)	(1 908 289)	(7 202 910)
Gearing ratio		13 %	(93)%	(100)%	(100)%

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18. Financial instruments and risk management

(continued) Financial risk management

Overview

The group is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (currency risk, interest rate risk and price risk).

Liquidity risk

The group is exposed to liquidity risk, which is the risk that the group will encounter difficulties in meeting its obligations as they become due.

The group manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short-term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at central banking institutions.

There have been no significant changes in the liquidity risk management policies and processes since the prior reporting period.

Interest rate risk

Fluctuations in interest rates impact on the value of investments and financing activities, giving rise to interest rate risk.

The debt of the group is comprised of different instruments, which bear interest at either fixed or floating interest rates. The ratio of fixed and floating rate instruments in the loan portfolio is monitored and managed, by incurring either variable rate bank loans or fixed rate bonds as necessary. Interest rate swaps are also used where appropriate, in order to convert borrowings into either variable or fixed, in order to manage the composition of the ratio. Interest rates on all borrowings compare favourably with those rates available in the market.

The group policy with regards to financial assets, is to invest cash at floating rates of interest and to maintain cash reserves in short-term investments in order to maintain liquidity, while also achieving a satisfactory return for shareholders.

There have been no significant changes in the interest rate risk management policies and processes since the prior reporting period.

19. Going concern

The group annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The directors believe that the group has adequate financial resources to continue in operation for the foreseeable future and accordingly the group annual financial statements have been prepared on a going concern basis. The directors is satisfied is that the group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements.

We draw attention to the fact that at 29 February 2024, the company had accumulated losses of R 371 727 037 and that the company's total liabilities exceed its total assets by R 1 908 289.

Certain conditions have given rise to a material uncertainty which may cast significant doubt about the group's ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The reportable irregularity as referred to in note 21 pertains to the Pay-As-You-Earn (PAYE) and Unemployment Insurance Fund (UIF) not being deducted from the salary of the directors. The liability accrued due to the irregularity gives rise to a material uncertainty.

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20. Events after the reporting period

On 11 April 2024 it was announced that the auditors had been changed to CM and Associates Inc. as this was considered to be more in line with the company's growth strategy.

On 29 April 2024 a reportable irregularity was reported to IRBA in accordance with Section 45 of the Auditing Professions Act No. 26 of 2005 as referred to in note 21.

21. Reportable irregularity identified and reported to IRBA

During the course of the audit a reportable irregularity was identified in accordance with the definition provided by the Auditing Profession Act No. 26 of 2005 (APA). This irregularity pertains to the Pay-As-You-Earn (PAYE) and Unemployment Insurance Fund (UIF) not being deducted from the salary of the directors. This matter was reported to the Independent Regulatory Broad for Auditors (IRBA) as required by Section 45 of the APA.

22. Earnings per share

Earnings and Headline Earnings per share diluted loss and diluted headline loss per share (cents)

Attributable to ordinary equity holders of the company

(51.45)	(171.88)	-	-
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