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Independent Auditor's Report

To the Members of Tharisa plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated financial statements of Tharisa plc and its subsidiaries (the "Group"), and the separate financial statements of Tharisa plc (the "Company"), which are presented on pages 32 to 120 and comprise the consolidated statement of financial position and the statement of financial position of the Company as at 30 September 2024, and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Company for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and the Company as at 30 September 2024, and of their financial performance and their cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the Group and the Company in accordance with the *International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code")* together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

We have determined that there are no Key audit matters to communicate in our report in respect of our audit of the separate financial statements of the Company.

Key Audit Matters	Audit Response
Revenue Recognition The Group's revenue for the year ended 30 September 2024 amounted to US$ 721 394 thousands in the consolidated financial statements. Terms of sales are generally subject to complex terms regarding how title and control of sold goods are transferred to the customer as well as retrospective pricing arrangements. The amount of consideration to which the Group expects to be entitled to receive in exchange for the sale of PGM and chrome concentrate includes variable amounts as it is subject to quality and quantity adjustments, as well as potential final pricing adjustments after delivery of the goods. Refer to notes 4 and 5 of the accompanying consolidated financial statements of the Group for more information. Management is therefore required to exercise significant judgements as to the timing of revenue recognition and the determination of the transaction price which includes estimating variable consideration, and which considering the high magnitude of revenue transactions, can have a significant impact on the revenue recognised in the consolidated financial statements. Revenue recognition was therefore considered a key audit matter.	In this area, our audit procedures included, amongst others, the following: • gaining an understanding of the revenue recognition process for different revenue streams, including the system of controls, to assess whether it is designed and implemented effectively to prevent, detect or correct material misstatements in the reported revenue figures; • reviewing the methodology followed relating to provisional pricing of sales contracts; • for a sample of revenue transactions we: - reviewed and understood the key terms and conditions of the related sales contracts and ensured the amounts recognised were in accordance with the requirements of IFRS 15 "Revenue from contracts with customers"; - verified the amounts recorded to supporting documentation, including preliminary and final invoices, shipping documents, final quantity and quality reports, external market price information and bank statements; - confirmed there were no significant differences in the estimates used at the provisional invoicing stage when compared to the final invoice agreed with the customer; - confirmed that sales recorded were consistent with the related entries in the inventory reconciliation records; • for a sample of revenue transactions we obtained third party confirmations from the customers for the revenue recorded in the period; • for a sample of revenue transactions close to the year-end we performed cut-off testing by agreeing the date of revenue recognition to supporting information such as shipment documentation and inventory records in addition to testing whether the preliminary amounts invoiced as per management's estimations agreed to supporting documentation; and • we assessed the adequacy of the related disclosures in notes 4 and 5 of the consolidated financial statements in relation to revenue recognition in accordance with the requirements of applicable IFRS Accounting Standards.

Rehabilitation Provision As at 30 September 2024, the Group's provision for environmental rehabilitation amounted to US$ 23 362 thousands in the consolidated financial statements. The provision for environmental rehabilitation costs is determined by management based on the net present value of estimated future costs for mine closure and rehabilitation with the assistance of independent environmental experts, and is based on the following key estimates and assumptions: • the Group's Environmental Management Plans which are developed in accordance with legal and regulatory requirements, the estimated life of mine plan and the planned methods of rehabilitation; • the quantum and timing of estimated future rehabilitation costs and cash flows, which vary to reflect the uncertainty over the final outcome of the amendment application submitted by the Group to the relevant authorities to amend the Group's mine closure plan; and • the discount rates, inflation rates and discount periods used in the calculation of the net present value of the provision.	In this area, our audit procedures included, amongst others, the following: • enquiries were made to management to obtain an understanding of the rehabilitation provision estimate including a review of the process that was followed, method of rehabilitation and the associated cost estimate, and how this relates to the mine closure plans; • obtained management's calculations for the rehabilitation provision as at 30 September 2024 and tested the mathematical accuracy of the schedule; • we evaluated and challenged the reasonableness of the Group's undiscounted estimated environmental costs detailed in the independent environmental expert's report. This was performed by: - evaluating the competence and objectivity of the independent environmental expert used by management; - enquiring the expert and verifying as to the source of the key inputs used such as the rates and quantities used, and assessing these sources as to their appropriateness; - recalculating the mine closure cost using the quantity and rates from the expert report and agreeing them to the calculation of the rehabilitation provision provided by management; - BDO environmental experts were engaged to assess the reasonableness of the key estimates and assumptions used in the independent expert's report, including the adequacy of the quantities applied; • we rationalised the expected life of mine to other information provided by management and experts, including the mining resource reports provided;

Refer to note 24 of the accompanying consolidated financial statements of the Group for more information. Due to the inherent uncertainty in estimating the rehabilitation provision, including the expected amount and timing of future environmental rehabilitation costs, and the size of the rehabilitation provision, the valuation of the provision for environmental rehabilitation was considered a key audit matter.	• we reviewed legal and other documentation and correspondence in relation to the current status of mine closure plan applications with the relevant authorities and evaluated how management addressed the uncertainty over the final outcome of the amendment application submitted by the Group to amend the Group's mine closure plan; • BDO Corporate Finance experts were engaged to assess the reasonableness and recalculate the applicable interest rate used in discounting the costs and cashflows of the provision; and • we assessed the adequacy of the related disclosures in note 24 of the consolidated financial statements in accordance with the requirements of applicable IFRS Accounting Standards.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, the Corporate Governance Report, the Chief Executive Officer and the Chief Finance Officer Responsibility Statement and the Statement by the Members of the Board of Directors and Company Officials, which we obtained prior to the date of this auditor's report, and the complete Annual Report, which is expected to be made available to us after that date. Other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the complete Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and if not corrected, we will bring the matter to the attention of the members of the Company at the Company's Annual General Meeting and we will take such other action as may be required.

Responsibilities of the Board of Directors and Those Charged with Governance for the Consolidated and Separate Financial Statements

The Board of Directors is responsible for the preparation of consolidated and separate financial statements that give a true and fair view in accordance with IFRS Accounting Standards and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Board of Directors is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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 and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of 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 and the Company'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 consolidated and separate 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 and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance 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 those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period 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 Regulatory Requirements

Pursuant to additional regulatory requirements in the Disclosure Rules and Transparency Rules sourcebook made by the UK Financial Conduct Authority, we report the following:

- In our opinion, based on the work undertaken in the course of the audit:
  (i) the Management Report has been prepared in accordance with applicable regulatory requirements;
  (ii) the information given in the Management Report is consistent with the consolidated and separate financial statements for the year ended 30 September 2024; and
  (iii) In light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Management Report. We have nothing to report in this respect.

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Corporate Governance Report in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the UK Financial Conduct Authority (information about internal control and risk management systems in relation to financial reporting processes and about share capital structures):
  (i) is consistent with the consolidated and separate financial statements: and
  (ii) has been prepared in accordance with applicable regulatory requirements.

- In light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Corporate Governance Report. We have nothing to report in this respect.

- In our opinion, based on the work undertaken in the course of the audit, rules 7.2.2, 7.2.3 and 7.2.7 in the Disclosure Rules and Transparency Rules sourcebook made by the UK Financial Conduct Authority (information about the Group's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees) have been complied with.

Other Matters

(i) This report, including the opinion, has been prepared for and only for the Company's members as a body and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.
(ii) As described in Note 2.1 of the consolidated financial statements and Note 2.1 of the separate financial statements, these financial statements have been prepared in accordance with IFRS Accounting Standards. We have reported separately on the Cyprus statutory consolidated and separate financial statements for the year ended 30 September 2024 prepared in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.
(iii) The consolidated and separate financial statements of Tharisa plc for the year ended 30 September 2023, were audited by another auditor who expressed an unmodified opinion on those statements on 12 December 2023.

The engagement partner on the audit resulting in this independent auditor's report is Terence Kiely.

Terence Kiely
Certified Public Accountant and Registered Auditor
for and on behalf of

BDO Limited
Certified Public Accountants (CY) and Registered Auditors

Nicosia, Cyprus
27 November 2024