TOWER RESOURCES PLC

COMPANY REGISTRATION NUMBER 05305345

INTERIM REPORT AND FINANCIAL STATEMENTS

30 JUNE 2025

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025

CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S STATEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2025

Dear Shareholder,

I'm pleased to share our interim results for 2025, marking a positive period for the Company during which we've progressed a number of important workstreams and advanced our preparation efforts for the potentially transformational months ahead.

During the first half of 2025 we announced the execution of farm-out agreements in respect of both our Cameroon and Namibian licenses, and since that announcement we have been ramping up staff and contractors and negotiating contracts in anticipation of drilling in Cameroon and further seismic data acquisition in Namibia. The process of getting government approvals has taken longer than we would have hoped, and this has somewhat delayed our operational plans. However, the approval time frames so far are not unusual and we believe these processes are still on track in both cases.

Cameroon

We have received a copy of the Prime Minister's instruction to the Minister of Mines, Industry and Technological Development ("MINMIDT") to approve both a one-year extension to the initial exploration period of our Thali license and also the farm-out of a 42.5% interest in the license to Prime Global Energies Limited ("Prime") as we announced in January. Our understanding is that the President has also approved this and the instruction is now being relayed back to MINMIDT, but since we are not a party to the internal processes of government we can say no more than this. Shareholders should understand that the Cameroon government has quite formal approval processes, and as with many governments the elapsed time for them can be lengthy even when the process is positive.

In order to minimise the time between approval and drilling, we have already commenced well planning and contract negotiations for both rig and services, which culminated in an award to ADES for the provision of a rig, originally intended to be the Admarine 510, for mobilisation in October 2025. We now expect to use a different ADES rig, and ADES has a number of alternatives available, having recently completed the take-over of Shelf Drilling's West African fleet. Therefore we do not expect the approval timing to create a problem with the availability of a rig, but obviously the timing and choice of the rig will reflect both the approval timing and also the call-off times for services under the various service contracts. The major service contracts are now almost entirely agreed, and we will announce when each is signed, but obligations under those contracts only begin when we call for the services, with lead times of up to three months for most of those services, so this will also reflect the minimum time between approvals and being able to commence drilling operations.

For this reason, we now expect drilling to commence in the first quarter of 2026 rather than the last quarter of 2025. While we will let shareholders know when the major service contracts are finalised, we do not intend to keep updating our timing estimates as this will depend on the timing of approvals and also the optimal rig availability. As soon as we have finalised the rig timing we will make a further announcement. We remain completely confident about drilling the NJOM-3 well, and we are fully committed to doing so as soon as possible.

As previously explained, we also have two parallel sets of bank discussions underway with multiple banks, one for longer term development financing of the next three wells we have planned for the Njonji structure; and one for shorter term development, if this should prove economic.

Namibia

In Namibia, we received the confirmation from the Ministry of Industry, Mines and Energy ("MIME") of our entry into the first renewal period of the PEL96 license. Getting the consent of our partners to our farm-out to Prime, and also the acquisition of an extra 5% interest from our local partner, has taken a bit of time due to the changes of management at the national oil company NAMCOR, but this process is now almost complete. We understand that a draft deed of assignment covering both transactions is now ready for NAMCOR's new top management and, once approved, this will be passed on to MIME. We are liaising regularly with both NAMCOR and MIME, and note that other farm-outs have taken a similar length of time to get completed, even before the recent changes at both MIME and NAMCOR.

In the meantime, we are continuing our work identifying additional data that we can use to narrow down further the area within the license where we would like to acquire new 3D seismic data. Whilst realistically we don't envision it being possible to acquire this new 3D seismic data before the winter of 2026/2027, we are pleased to see that some of our neighbours are also interested in new data acquisition in the area, which should reduce costs for all.

South Africa

In South Africa, the operator of our Algoa-Gamtoos joint venture license, New Age Energy Algoa (Pty) Ltd ("NewAge"), is still in discussions with a potential partner but these discussions do not presently seem to be very productive, despite draft documents having been prepared. This has been part of a larger farm-out process, which has been underway for some time, seeking financing at least for the current phase of 3D seismic data acquisition over our 1.4 billion barrel deep-water slope and floor fan leads, and some repayment of back costs. We are now seeing new interest from other parties, which is very much influenced by the gradual resolution of legal issues in South Africa regarding the implementation of the new petroleum law and in particular the environmental regulations. Nevertheless, we expect this to continue to be a slow process until the legal issues have been fully resolved.

Corporate

Given our expectation that both of the farm-out transactions will be completed reasonably quickly, which as previously disclosed will generate significant funds for the company and especially for the NJOM-3 work programme, we have wished to avoid raising additional equity funds despite the obvious need to maintain and increase expenditure in order to be ready for drilling as soon as government approvals are obtained. Our solution has been a convertible loan facility, which may be converted to equity at a premium or simply repaid in future. In general, we continue to seek to raise financing at the asset level where possible, as we did with the Prime transactions, and to minimise equity dilution at the corporate level.

We are very excited about the months ahead and the opportunities that 2026 will bring.

Jeremy Asher
Chairman and Chief Executive Officer
30 September 2025

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	**Six months ended 30 June 2025 (unaudited) $**	Six months ended 30 June 2024 (unaudited) $
Revenue		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		**(1,177,149)**	(447,757)
Group operating loss	4	**(1,177,149)**	(447,757)
Finance income		-	41,812
Finance expense	5	**(39,232)**	(1,344)
Loss for the period before taxation		**(1,216,381)**	(407,289)
Taxation		-	-
Loss for the period after taxation		**(1,216,381)**	(407,289)
Other comprehensive income		-	-
Total comprehensive income / (expense) for the period		**(1,216,381)**	(407,289)
Basic loss per share (USc)	3	**(0.00c)**	(0.00c)
Diluted loss per share (USc)	3	**(0.00c)**	(0.00c)

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

-	Note	Six months ended 30 June 2025 (unaudited) $	Six months ended 30 June 2024 (unaudited) $
Non-current assets			
Exploration and evaluation assets	6	**37,592,222**	36,610,360
Total non-current assets		**37,592,222**	36,610,360
Current assets			
Trade and other receivables	7	**1,890,599**	15,599
Cash and cash equivalents		**394,025**	284,118
Total current assets		**2,284,624**	299,717
Total assets		**39,876,846**	36,910,077
Current liabilities			
Trade and other payables	8	**2,283,008**	1,196,996
Provision for liabilities and charges			
Borrowings	9	**997,046**	12,604
Total current liabilities		**3,280,054**	1,209,600
Non-current liabilities			
Borrowings	9	**11,177**	5,229
Total non-current liabilities		**11,177**	5,229
Total liabilities		**3,291,231**	1,214,829
Net assets		**36,585,615**	35,695,248
Equity			
Share capital	10	**18,606,876**	18,534,081
Share premium	10	**160,688,086**	158,795,411
Retained losses		**(142,709,347)**	(141,634,244)
Total shareholders' equity		**36,585,615**	35,695,248

Signed on behalf of the Board of Directors

Jeremy Asher

Chairman and Chief Executive

29 September 2025

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital $	Share premium $	[1] Share-based payments reserve $	Retained losses $	Total $
At 1 January 2024	**18,394,680**	**156,166,470**	**3,006,367**	**(144,218,727)**	**33,348,790**
Shares issued for cash	57,085	**871,198**	-	-	928,283
Shares issued on settlement of third-party fees	10,596	220,311	-	-	230,907
Share issue costs	-	(83,683)	-	-	(83,683)
Share-based payment charge for the year	-	-	275,409	-	275,409
Total comprehensive income for the period	-	-	-	(407,289)	(407,289)
At 30 June 2024	**18,462,361**	**157,174,296**	**3,281,776**	**(144,626,016)**	**34,292,417**
Shares issued for cash	69,854	1,816,219	-	-	1,886,073
Share issue costs	-	(226,819)	-	-	(226,819)
Share-based payment charge for the year	-	-	286,328	-	286,328
Exercise of share warrants	1,866	31,715	(25,291)	25,291	33,581
Total comprehensive expense for the period	-	-	-	(576,332)	(576,332)
At 31 December 2024	**18,534,081**	**158,795,411**	**3,542,813**	**(145,177,057)**	**35,695,248**
Shares issued for cash	**69,444**	**1,805,556**	-	-	**1,875,000**
Share-based payment charge for the year	-	-	**141,278**	-	**141,278**
Exercise of share warrants	**3,351**	**87,120**	**(90,836)**	**90,836**	**90,470**
Total comprehensive income for the period	-	-	-	**(1,216,381)**	**(1,216,381)**
At 30 June 2025	**18,606,876**	**160,688,086**	**3,593,255**	**(146,302,602)**	**36,585,615**

[1] The share-based payment reserve has been included within the retained loss reserve and is a non-distributable reserve.

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	**Six months ended 30 June 2025 (unaudited) $**	Six months ended 30 June 2024 (unaudited) $
Cash outflow from operating activities		-	
Group operating (loss) / profit for the period	4	(1,177,149)	(447,755)
Share-based payments	11	141,278	275,409
Finance costs		(39,232)	40,468
Operating cash flow before changes in working capital		**(1,075,103)**	(131,878)
Increase in receivables and prepayments		(1,875,000)	1,364,678
Decrease in trade and other payables		1,086,012	(963,048)
Cash used in operating activities		**(1,864,091)**	269,752
Investing activities			
Exploration and evaluation costs	6	(981,862)	(1,021,829)
Net cash used in investing activities		**(981,862)**	(1,021,829)
Financing activities			
Cash proceeds from issue of ordinary share capital net of issue costs	10	1,965,470	1,075,507
Drawdown of borrowing facilities	9	921,501	-
Repayment of borrowing facilities	9	(6,463)	(6,317)
Repayment of interest on borrowing facilities	9	38,574	(87)
Effects of foreign currency movements on borrowing facilities	9	36,778	(171)
Net cash from financing activities		**2,955,860**	1,068,933
Increase in cash and cash equivalents		109,907	316,856
Cash and cash equivalents at beginning of period		284,118	20,633
Cash and cash equivalents at end of period		**394,025**	337,489

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
NOTES TO THE INTERIM FINANCIAL INFORMATION

1. Accounting policies

a) Basis of preparation

This interim financial report, which includes a condensed set of financial statements of the Company and its subsidiary undertakings ("the Group"), has been prepared using the historical cost convention and based on International Financial Reporting Standards ("IFRS") including IAS 34 'Interim Financial Reporting' and IFRS 6 'Exploration for and Evaluation of Mineral Reserves', as adopted by the United Kingdom ("UK").

The condensed set of financial statements for the six months ended 30 June 2025 is unaudited and does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. They have been prepared using accounting bases and policies consistent with those used in the preparation of the audited financial statements of the Company and the Group for the year ended 31 December 2024 and those to be used for the year ending 31 December 2025. The comparative figures for the half year ended 30 June 2024 are unaudited. The comparative figures for the year ended 31 December 2024 are not the Company's full statutory accounts but have been extracted from the audited financial which have been delivered to the Registrar of Companies. The auditors' report thereon was unqualified and did not contain a statement under sections 498(2) and 498(3) of the Companies Act 2006.

This half-yearly financial report was approved by the Board of Directors on 29 September 2025.

b) Going concern

The Group will need to receive the requisite government approvals and to complete its agreed Cameroon farm-out with Prime Global Energies Limited and/or another asset-level transaction within the coming months, or otherwise raise further funds in addition to funds already raised in 2025, in order to meet its liabilities as they fall due, particularly with respect to the forthcoming drilling programme in Cameroon. The Directors are confident that the government approvals will be provided and that the agreed farm-out will be completed, but this is not yet certain.

The Group's assets in Namibia and South Africa are also pre-revenue, and therefore also depend on funds for further investment being available to the Group, whether from cash flow in Cameroon or other sources. To bring the Cameroon assets to the point of sustainable cash flow generation will also require significant further investment.

The directors believe that there are a number of options available to fund these investments through any, or a combination, of production pre-financing or reserve-based lending, capital markets, further farm-outs or asset disposals. There can, however, be no guarantee that the required funds may be raised or transactions completed within the necessary timeframes, which results in an inherent material uncertainty as to the application of going concern in these accounts. Having assessed the risks attached to these uncertainties on a probabilistic basis, the Directors are confident that they can raise sufficient finance in a timely manner and therefore believe that the application of going concern is both appropriate and correct.

TOWER RESOURCES PLC
PERIOD ENDED 30 JUNE 2025
NOTES TO THE INTERIM FINANCIAL INFORMATION

2. Operating segments

The Group has two reportable operating segments: Africa and Head Office. Non-current assets and operating liabilities are located in Africa, whilst the majority of current assets are carried at Head Office. The Group has not yet commenced production and therefore has no revenue. Each reportable segment adopts the same accounting policies. In compliance with IAS 34 'Interim Financial Reporting' the following table reconciles the operational loss and the assets and liabilities of each reportable segment with the consolidated figures presented in these Financial Statements, together with comparative figures for the period-ended 30 June 2024.

	Africa		Head Office		Total	
	Six months ended 30 June 2025 $	Six months ended 30 June 2024 $	Six months ended 30 June 2025 $	Six months ended 30 June 2024 $	Six months ended 30 June 2025 $	Six months ended 30 June 2024 $
(Loss) / profit by reportable segment	(330,848)	542,095	(885,533)	(134,806)	(1,216,381)	407,289
Total assets by reportable segment [1]	37,601,084	35,253,064	2,275,762	932,825	39,876,846	36,185,889
Total liabilities by reportable segment [2]	(1,036,286)	(1,753,871)	(2,254,945)	(139,599)	(3,291,231)	(1,893,470)

[1] Carrying amounts of segment assets exclude investments in subsidiaries.

[2] Carrying amounts of segment liabilities exclude intra-group financing.

3. Loss per ordinary share

	Basic & Diluted		
	30 June 2025 (unaudited) $	30 June 2024 (unaudited) $	31 December 2024 (audited) $
Profit / (loss) for the period	(1,216,381)	(407,289)	(983,621)
Weighted average number of ordinary shares in issue during the period	28,970,587,097	15,856,465,652	17,721,463,514
Dilutive effect of share options outstanding	-	-	-
Fully diluted average number of ordinary shares during the period	28,970,587,097	15,856,465,652	17,721,463,514
(Loss) / profit per share (USc)	0.00c	(0.00c)	(0.01c)

4. Group operating profit / (loss)

Profit / (loss) from operations is stated after charging/(crediting):

	30 June 2025 (unaudited) $	30 June 2024 (unaudited) $
Directors' remuneration	194,903	182,555
Farmout success fees (first instalment)	150,000	-
Share-based payment charges	110,384	29,751

During 2025, Directors took the decision to recommence paying their remuneration in cash, rather than in warrants as had been the case in 2024 and prior years. These payments totalled $195k (2024: $nil). For the same period in 2024, warrant charges totalling $183k were recognised within share-based payments.

Farmout fees due to the broker on the signature of the farmout agreements totalled $150k (2024: $nil). Further payments totalling $450k will become payable on completion of the farmouts and payment of certain carry obligations by Prime.

The Company announced the award of 1,540,000,000 restricted shares under its LTIP scheme, on 9 April 2025. Total vesting charges for the period recognised under IFRS 2 totalled $110,384k (2024: $212,306).

5. Finance costs

	30 June 2025 (unaudited) $	30 June 2024 (unaudited) $
Finance costs	(39,232)	(1,344)

Finance costs include $39k (2023: $nil) with respect to fees incurred on the Prime Resources Limited loan facility (see note 9). Prime Resources Limited is not in any way affiliated with Prime Global Energies Limited.

6. Intangible Exploration and Evaluation (E&E) assets

Period-ended 30 June 2025	Exploration and evaluation assets $	Goodwill $	Total $
Cost			
At 1 January 2025	108,618,822	8,023,292	116,642,114
Additions during the period	981,862	-	981,862
At 30 June 2025	**109,600,684**	**8,023,292**	**117,623,976**
Amortisation and impairment			
At 1 January and 30 June 2025	**(72,008,462)**	**(8,023,292)**	**(80,031,754)**
Net book value			
At 30 June 2025	**37,592,222**	**-**	**37,592,222**
At 31 December 2024	36,610,360	-	36,610,360

In accordance with the Group's accounting policies and IFRS 6 the Directors' have reviewed each of the exploration license areas for indications of impairment.

The additions during the period represent Cameroon $858k (2024: $743k), $38k in South Africa (2024: $63k) and $86k in Namibia (2024: $215k). The focus of the Group's activities during this period has been on well planning and liaison with the Government of Cameroon regarding the issuance of formal consent for the Prime farmout.

7. Trade and other receivables

	30 June 2025 (unaudited) $	31 December 2024 (audited) $
Trade and other receivables	1,890,599	15,599

Included within trade and other receivables is $1.9 million (2024: $nil) with respect to the final Prime farmout completion payment. This is based on the directors' expectation, at 30 June 2025, that all conditions of the farmout would be met, and that the Government of Cameroon would issue its consent to the transaction, although the procedural ratification of the farmout was yet to be concluded. After careful consideration, it was assessed that given that this delay appears to be administrative in nature, a financial asset under IFRS 9 existed at the balance sheet date and the receivable recognised.

8. Trade and other payables

	30 June 2025 (unaudited) $	31 December 2024 (audited) $
Trade & other payables	1,402,834	339,005
Accruals	880,174	857,991
	2,283,008	1,196,996

Trade and other payables include $938k payable to Pegasus with respect to the production-based payment agreements amendment as outlined in note 1b.

Included within accruals are amounts of $246k due in Namibia (2024: $203k) and $568k due in Cameroon (2024: $590k).

9. Borrowings

	Group	
	30 June 2025 (unaudited) $	31 December 2024 (audited) $
Principal balance at beginning of period	**17,750**	**30,728**
Amounts drawn down during the period	921,501	-
Amounts repaid during the period	(6,463)	(12,786)
Currency revaluations at year end	36,139	(193)
Principal balance at end of period	**968,926**	**17,750**
Financing costs at beginning of year	**84**	**237**
Changes to financing costs during the year	-	-
Interest expense	38,769	473
Interest paid	(194)	(625)
Currency revaluations at year end	639	(1)
Financing costs at the end of the year	**39,298**	**84**

Carrying amount at end of period	**1,008,223**	**17,834**
Current	997,046	12,604
Non-current	11,177	5,229

Repayment dates	Group	
	30 June 2025 (unaudited) $	31 December 2024 (audited) $
Due within 1 year	997,046	12,604
Due within years 2-5	11,177	5,229
	1,008,223	**17,833**

Borrowings include a £50k Barclays Bounceback Loan drawn down in May 2020 and repayable in installments over a 6-year period to May 2026.

On 25 March 2025, the Company entered into a fixed-price convertible loan of £500k with Prime Resources, with a duration of up to 12-months. The material terms of the loan comprise a 5% cash implementation fee and interest of 15% per annum or pro rata until repaid, accrued daily and paid on the maturity date. The loan agreement states that as long as the Company's share price (as defined by the average of the 5 latest daily VWAPs) is below the fixed conversion price, then the Company has the right to prepay the loan with accrued interest to the date of repayment and no further fees, with 10 business-days' notice, in which case the conversion right immediately lapses on repayment. However, if

the Company's share price is higher than the fixed conversion price, then it will be at the lender's discretion to accept an early cash redemption.

On 30 June 2025, the Company agreed to extend the fixed-price convertible loan of £500k by £250k to £750k with Prime Resources, with a duration of up to 12 months from the original drawdown. The material terms of the loan remained unchanged.

10. Share capital

Authorised, called up, allotted and fully paid	**30 June 2025 (unaudited) $**	**31 December 2024 (audited) $**
29,315,709,993 (2024: 23,394,207,794) ordinary shares of 0.001p	**18,606,876**	18,534,081

The share capital issues during the period are summarised below:

Ordinary shares	Number of shares $	Share capital at nominal value $	Share premium $
At 1 January 2025	23,394,207,794	18,534,081	158,795,411
Shares issued for cash	5,650,483,681	69,444	1,805,556
Shares issued on settlement of warrants exercised	271,018,518	3,351	87,120
Shares issued on settlement of staff remuneration	-	-	-
Share issue costs	-	-	-
At 30 June 2025	29,315,709,993	18,606,876	160,688,086

11. Share-based payments

LTIP Options

Details of share options outstanding at 30 June 2025 are as follows:

	Number in issue
At 1 January and 30 June 2025	1,800,000,000

Date of grant	Number in issue	Option price (p)	Latest exercise date
18 Dec 20	86,000,000	0.450	18 Dec 25
01 Apr 21	88,000,000	0.450	01 Apr 26
16 Aug 22	148,000,000	0.300	16 Aug 27
16 May 23	296,000,000	0.100	15 May 28
15 Feb 24	1,182,000,000	0.018	14 Feb 29
	1,800,000,000		

These options vest in the beneficiaries in equal tranches on the first, second and third anniversaries of the grant.

LTIP Restricted Share Awards

Details of Restricted Share Awards outstanding at 30 June 2025 are as follows:

	Number in issue
At 1 January 2025	-
Awarded during the period	1,540,000,000
At 30 June 2025	1,540,000,000

Date of grant	Number in issue	Vesting date
08 Apr 25	1,540,000,000	08 Apr 28
	1,540,000,000	

Warrants

Details of warrants outstanding at 30 June 2025 are as follows:

	Number in issue
At 1 January 2025	1,919,350,881
Exercised during the period	(271,018,518)
Lapsed during the period	(69,536,188)
At 30 June 2025	**1,578,796,175**

Date of grant	Number in issue	Warrant price (p)	Latest exercise date
01 Oct 20	10,960,907	0.390	30 Sep 25
01 Dec 20	4,930,083	0.375	30 Nov 25
31 Dec 20	12,116,316	0.450	30 Dec 25
01 Apr 21	16,998,267	0.450	31 Mar 26
01 Jul 21	24,736,149	0.250	30 Jun 26
01 Oct 21	16,233,765	0.425	30 Sep 26
01 Jan 22	17,329,020	0.425	01 Jan 27
01 Apr 22	19,851,774	0.263	01 Apr 27
01 Jul 22	16,831,240	0.295	01 Jul 27
03 Oct 22	26,114,205	0.250	03 Oct 27
15 Feb 23	29,114,906	0.175	15 Feb 28
02 May 23	43,053,960	0.143	01 May 28
16 May 23	112,500,000	0.100	16 May 26
03 Jul 23	128,571,426	0.050	02 Jul 28
18 Dec 23	65,000,000	0.040	18 Dec 26
02 Oct 23	167,286,241	0.050	01 Oct 28
04 Jan 24	438,596,490	0.030	03 Jan 27
01 Jul 24	357,142,855	0.018	01 Jul 27
13 Aug 24	71,428,571	0.018	13 Aug 27
	1,578,796,175		

12. Subsequent events

July 2025: Expansion of Bridge Loan announced on 26 March 2025, by £250,000, from £500,000 to £750,000. The other terms of the Bridge Loan remain unchanged.

September 2025: Expansion of Bridge Loan announced on 26 March 2025 and expanded on 1 July 2025, by £250,000, from £750,000 to £1,000,000, with effect from 29 August 2025. The other terms of the Bridge Loan remain unchanged.