

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (“FSMA”).**

**This Document comprises a prospectus relating to Blencowe Resources plc (the “Company”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with, and approved by, the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.**

Applications will be made to the FCA for all of the ordinary shares in the Company (issued and to be issued in connection with the Placing) (the “**Ordinary Shares**”) to be admitted to the Official List of the UK Listing Authority (the “**Official List**”) (by way of a standard listing under Chapter 14, respectively of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the “**Listing Rules**”) and to the London Stock Exchange Plc (the “**London Stock Exchange**”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s Main Market for listed securities (together, “**Admission**”). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 18 April 2019.

**THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES, AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 16 OF THIS DOCUMENT.**

The Directors, whose names appear on page 39, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

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## **BLENCOWE RESOURCES PLC**

*(Registered in England and Wales with registered number 10966847)*

**Placing of 8,500,000 New Ordinary Shares of 0.5 pence each and attached warrants at a Placing Price of 4p per New Ordinary Share and admission of the Enlarged Shares in Issue to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange’s Main Market for listed securities**

*Broker*

**Brandon Hill Capital Limited**

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The Broker has been appointed by the Company as broker in connection with the Placing. The Broker, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for the Company and no one else in relation to the Placing. The Placing Agent will not regard any other person (whether or not a recipient of this Document) as its client in relation to the Placing and Admission and will not be responsible to anyone (other than the Company in respect to Admission) for protections afforded to its clients or for providing any advice in relation to Admission or the Placing, the contents of this Document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by the Broker for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which it is not responsible. However, nothing in this paragraph excludes or limits any responsibility which the Placing Agent may have under the Financial Services and Market Act 2000 or the regulatory regime established thereunder, or which, by law or regulation cannot otherwise be limited or excluded.

This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan, the Republic of South Africa or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction.

The distribution of this Document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Ordinary Shares have not been approved or disapproved by the US Securities Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed comment upon or endorsed the merits of the Placing or adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

**Application will be made for the Ordinary Shares, both issued and unissued pursuant to the Placing, to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.**

**It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules, nor to impose sanctions in respect of any failure by the Company to so comply.**

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## SUMMARY

Summaries are made up of disclosure requirements known as “**Elements**”. These elements are numbered in Sections A—E (A.1—E.7).

*This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.*

*Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.*

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## SECTION A – INTRODUCTIONS AND WARNINGS

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### A.1 Warning to investors

This summary should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor.

Where a claim relating to the information contained in this Document is brought before a court the plaintiff Investor might, under the national legislation of the EEA States, have to bear the costs of translating this Document before legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.

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### A.2 Consent for intermediaries

Not applicable. There will be no resale or final placement of securities by financial intermediaries.

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## SECTION B – ISSUER

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### B.1 Legal and commercial name

The legal and commercial name of the issuer is Blencowe Resources plc.

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### B.2 Domicile/ Legal Form/ Legislation /Country of Incorporation

The Company was incorporated on 18 September 2017 as a private company with limited liability under the laws of England and Wales under the Companies Act 2006 with registered number 10966847 and was re-registered as a public limited company on 13 July 2018. It is domiciled and its principal place of business is in the United Kingdom.

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## **B.3 Current operations / Principal activities and markets**

### ***Introduction***

As at the date of this Document, the Company does not have any current operations or principal activities, no products are sold or services performed by the Company, the Company does not operate or compete in any specific market, and the Company has no subsidiaries.

The Company was formed to undertake an acquisition of a target company or business. The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. The Directors will have criteria which will be used when reviewing potential transactions, which include, amongst other things, identifying opportunities which have the best chance of success, with good management after conducting thorough due diligence. The Directors believe that their network, the Company's cash resources, and profile following Admission, mean that the Company will target an Acquisition where the target company has a minimum net present value of £5 million up to £100 million. It is intended that the Acquisition will be undertaken by way of share consideration (in whole or part) which will leave cash available for working capital purposes. However, whether a further equity raising will be required, and the amount of such raising, will depend on the nature of the acquisition opportunity that arises and the form of consideration the Company uses to make the Acquisition (which cannot be determined at this time). The Company expects that prior to completing the first Acquisition it may need to issue further equity and/or raise debt financing in order to undertake the Acquisition and fund future working capital.

Following completion of an Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its Shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. The Acquisition and any future acquisition will be long-term investments for the Company. If the Acquisition is a company or business which is in the exploration or development phase, the Company will not generate returns in the short to medium term. If the Acquisition is a company or business which has production assets, the Company will have returns in the short to medium term, the level of which will be dependent on the quantum of production.

### ***Strategic Objectives***

The Company's efforts in identifying a prospective target company or business will be primarily limited to both exploration companies and production companies in the natural resources sector in South East Asia, Africa, and the Middle East. However, the Directors will not exclude any target company with growth potential in any other sector or jurisdiction. Due to a lack of capital available, the Board believe the natural resources sector can provide the Company with attractive opportunities. The natural resources sector has been through a difficult period following the decline in commodity prices. The sector has suffered asset value write downs. At the junior end risk appetite to invest in early stage projects through to full development, due to financing constraints, has decreased. For these reasons, investors have chosen to reduce their exposure to the sector. However, the Directors believe that utilising their experience and the market conditions, there are numerous opportunities to generate returns for Shareholders.

In assessing the potential Acquisition, the Board will pay particular attention to the following overriding factors:

- the existence of production and/or potential production which will over time provide cash flow for the business;

- strong exploration potential in known natural resources producing areas;
- the quality of the management; and
- an established track record of developing natural resources assets.

Following Admission, the Directors will be responsible for procuring investment and acquisition opportunities to be considered by the Company. The Company has recruited a Board it believes is well suited for the purposes of implementing its business strategy mixing a strong track record of growing diversified business groups in both the natural resources sector and financial sector (including, inter alia, the mining, oil and gas, energy, and corporate finance sectors), considerable public company experience and a wide network of global contacts. Based on the Directors collective experience in growing such businesses in the natural resource sector, the Directors consider that there are opportunities to create value for Shareholders in the natural resources sector. The Company will utilise outside consultants and advisers as the situation demands, at the Board's discretion.

The Directors believe that Emmerson plc and Mila Resources Plc, both of which undertake acquisitions in the natural resources sector internationally, including in the geographic areas in which the Company anticipates seeking acquisitions, are the current and expected market competitors to the Company. However, the Director's believe this will not prevent the Company from carrying out its strategic objectives set out above.

The Acquisition, which the Company is targeting to make within a 12-month timeframe from Admission, will be treated as a Reverse Takeover, requiring an application for the Company to have its Ordinary Shares admitted to the Official List and to trade on the Main Market for listed securities of the London Stock Exchange or, in the event this is not carried out, the Board currently intends to apply for the Company's Ordinary Shares to be admitted to another stock exchange. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition. The Acquisition will be subject to Board approval.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Placing and Admission. The Company may subsequently seek to raise further capital for purposes of the Acquisition. The Articles do not contain any restrictions on borrowing and/or leverage limits.

The determination of the Company's post-Acquisition strategy and whether any of the Directors will remain with the combined company and on what terms, will be made at or prior to the time of the Acquisition.

### ***Business strategy and execution***

The Directors intend to focus on the natural resources sector given their experience in this area but will not exclude any company with growth potential in any other sector. The Acquisition and any future acquisition will be long-term investments for the Company.

The Directors intend to take an active approach in order to complete an Acquisition and to adhere to the following guidelines:

- **Geographic focus:** The Company intends, but is not required to, seek to acquire an exploration or production company or business with operations in the natural resources sector in South East Asia, Africa, and the Middle East with: (i) strong underlying fundamentals and clear broad-based growth drivers; (ii) a meaningful population and an identifiable market; (iii) established financial regulatory systems;

(iv) stable political structures; and (v) strong or improving governance and anti-corruption ratings.

- **Sector focus:** The Company intends to search initially for acquisition opportunities in the natural resources sector, but the Company shall not be limited to such sector. The Company intends to seek opportunities which are in pre-production at an exploration and/or development stage. The Directors believe that opportunities exist to create value for Shareholders through a properly executed, acquisition-led strategy in the natural resources industry, however the Directors will consider other industries and sectors where they believe that value may be created for Shareholders.
- **Identifiable routes to value creation:** The Company intends, but is not required to, seek to acquire a company or business in respect of which the Company can: (i) play an active role in the optimisation of strategy and execution which for opportunities in pre-production would enable the Company to create value; (ii) enhance existing management capabilities through the Directors' proven management skills and depth of experience; (iii) effect operational changes to enhance efficiency and profitability; and (iv) provide capital to support significant, credible, growth initiatives.
- **Management of the Acquisition:** The Acquisition may be made by direct purchase of an interest in a company, partnership or joint venture, or a direct interest in a project, and can be at any stage of development. Following the completion of the Acquisition, the Directors will work in conjunction with the incumbent management team of the target to develop and deliver a strategy for performance improvement and/or strategic and operational enhancements.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable acquisition opportunities, particularly in the natural resources sector, where the Directors believe that their experience will enable value creation. External advisers and professionals may be engaged as necessary to assist with sourcing and due diligence of prospective acquisition opportunities. The Directors may consider appointing additional directors with relevant experience if the need arises.

#### ***Failure to make the Acquisition***

If the Acquisition has not been announced within 18 months of Admission, the Board will recommend to Shareholders that the Company either continue to pursue an Acquisition for a further 12 months from such date or that the Company be wound up (in order to return capital to Shareholders to the extent assets are available). The Board's recommendation will then be put to a Shareholder vote (from which the Directors holding Ordinary Shares will abstain).

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#### **B.4a Significant trends**

Not applicable; the Company has not commenced operations. There are no known trends affecting the Company and the industry in which it will operate.

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#### **B.5 Group Structure**

Not applicable; the Company is not part of a group.

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## B.6 Major Shareholders

The Company has been notified of the following holdings which will, as at the date of this Document (or following Admission) represent more than 3 per cent. of the issued share capital or the voting rights of the Company.

Shareholders	Number of Ordinary Shares	Percentage of issued shares at the date of this Document	Number of Ordinary Shares at Admission	Percentage of issued Enlarged Shares in Issue at Admission
Cameron Pearce	6,000,000	27.69%	6,000,000	18.95%
Sam Quinn	4,000,000	18.46%	4,000,000	12.63%
Alex Passmore	1,500,000	6.92%	1,500,000	4.74%
Jason Stanley MacDonald	833,333	3.85%	833,333	-
Azalea Family Holdings Pty Ltd	1,000,000	4.62%	1,000,000	3.16%
Michael Ralston & Sharon Ralston as Trustees for the Ralston Family Trust	2,000,000	9.23%	2,000,000	6.32%
Paul Sartori of the PSAR Family Trust	1,000,000	4.62%	1,000,000	3.16%
West End Ventures Pty Ltd ATF The West End Trust	833,333	3.85%	833,333	-
Salmon Brick Pty Ltd	1,000,000	4.62	1,000,000	3.16%
Jameker Pty Ltd			1,250,000	3.95%
Bushwood Nominees Pty Ltd			1,250,000	3.95%
Brandon Hill Capital Limited			2,625,000	8.29%

All of the Ordinary Shares rank pari passu in all respects.

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## B.7 Selected historical key financial information

The Company was incorporated as a limited company on 18 September 2017 and the following balance sheet was drawn up as at 30 September 2018. The Company has not yet commenced operations.

### STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the Company as at 30 September 2018 is stated below:

	<b>As at 30 September 2018 £'000</b>
<b>Current assets</b>	
Cash and cash equivalents	278
Trade and other receivables	-
<b>Total current assets</b>	<u>278</u>
<b>Current liabilities</b>	
Trade and other payables	16
<b>Total current liabilities</b>	<u>16</u>
<b>Net assets</b>	<u>262</u>
<b>Equity</b>	
Share capital	361
Retained earnings	(99)
<b>Total equity</b>	<u>262</u>

### STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company from the date of incorporation on 18 September 2017 to 30 September 2018 is stated below:

	<b>Period ended 30 September 2018 £'000</b>
Administrative fees and other expenses	(99)
<b>Operating loss</b>	<u>(99)</u>
Finance costs	-
<b>Loss before tax</b>	<u>(99)</u>
Income tax	-
<b>Loss for the period and total comprehensive loss for the period</b>	<u>(99)</u>
<b>Basic and diluted loss per share (pence)</b>	(0.78)

During the period ended 30 September 2018, 21,666,664 Ordinary Shares were issued for cash consideration of £400,000. Administrative fees of £99,276 were incurred during the period, as well as £38,138 of share issue costs, resulting in the Company having cash reserves of £262,586 as at 30 September 2018.

Other than the significant changes set out above, there have been no other significant changes in the financial condition or operating results of the Company in either the period ended 30 September 2018 or subsequent thereto to the date of this Document.

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**B.8 Selected key pro forma financial information**

Not applicable; the Company will not be undertaking any activities that will constitute a significant gross change (as defined by Article 4a (6) of the Prospectus Directive and reproduced at 2.3.1 of the Prospectus Rules).

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**B.9 Profit forecast or estimates**

Not applicable; no profit forecasts or estimates are made. The Directors make no statement as to expectations in relation to profits or estimates.

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**B.10 Qualified audit report**

Not applicable; there are no qualifications in the accountant's report on the historical financial information.

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**B.11 Working Capital Explanation**

Not applicable; the Company's working capital is sufficient.

The Company is of the opinion that the working capital available to the Company is, for at least the next 12 months from the date of this Document sufficient for its present requirements.

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**SECTION C — SECURITIES OFFERED**

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**C.1 Description of the type and the class of the securities being offered**

The securities subject to Admission are Ordinary Shares of 0.5 pence each. The Ordinary Shares will be registered with ISIN number GB00BFCMVS34 and SEDOL number BFCMVS3. For each two Ordinary Shares issued to Placees, the Placee will be issued a Warrant to subscribe for one Ordinary Share exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.

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**C.2 Currency of the securities issue**

The currency of the securities issue is Pounds Sterling and the Placing Price is payable in Pounds Sterling.

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### **C.3 Issued share capital**

On incorporation of the Company, one Ordinary Share was issued with par value of £1.

On 13 November 2017, the Company changed the share structure from one Ordinary Share of nominal value £1 to 200 Ordinary Shares of nominal value £0.005 and issued a further 9,999,800 Ordinary Shares at £0.005 each, to take the total number of Ordinary Shares to 10,000,000 with a nominal value of £50,000.

On 28 February 2018, 5 March 2018, 16 May 2018 and 25 July 2018, a further £7,500, £5,000, £15,000 and £10,000 was received respectively, resulting in paid up share capital of £50,000.

Between 9 April 2018 and 30 July 2018, a further 11,666,664 Ordinary Shares were issued at an issue price of £0.03 per Ordinary Share, resulting in an increase to share capital and share premium of £350,000. Of the £350,000 issued share capital and share premium, all £350,000 was received in cash.

No other transactions were entered into subsequent to 30 September 2018.

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### **C.4 Rights attached to the securities**

Each Ordinary Share ranks *pari passu* for voting rights, dividends and return of capital on winding up.

Shareholders will have the right to receive notice of and to attend and vote at any meetings of members. Each Shareholder entitled to attend and being present in person or by proxy at a meeting will, upon a show of hands, have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share held by him.

In the case of joint holders of an Ordinary Share, if two or more persons hold an Ordinary Share jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member, and if one or more joint holders are present at a meeting of members, in person or by proxy, they must vote as one.

The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The Directors can call a general meeting at any time.

Subject to the Companies Act, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but no dividend shall be declared in excess of the amount recommended by the Board.

On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Act and the Insolvency Act 1986 (as amended), divide amongst the Shareholders in specie the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall determine.

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### **C.5 Restrictions on transferability**

All Ordinary Shares are freely transferable unless there is non-compliance with a notice issued pursuant to S793 of the Companies Act.

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## **C.6 Application for admission to trading on a regulated market**

Application has been made for the Ordinary Shares (issued and to be issued) to be admitted to a Standard Listing on the Official List and to trading on the London Stock Exchange's Main Market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 18 April 2019.

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## **C.7 Dividend policy**

The Company is primarily seeking to achieve capital growth for its Shareholders.

It is the Board's intention during the current phase of the Company's development to retain future distributable profits from the business, to the extent any are generated. The Board does not anticipate declaring any dividends in the foreseeable future but may recommend dividends at some future date following completion of the Acquisition, and depending upon the generation of sustainable profits and the Company's financial position, when it becomes commercially prudent to do so.

The Board can give no assurance that it will pay any dividends in the future, nor, if a dividend is paid, what the amount of such dividend will be.

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## **SECTION D — RISKS**

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### **D.1 Key information on the key risks that are specific to the issuer or its industry**

#### ***Business strategy***

- The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for the Acquisition.
- There is no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating a target business or company in accordance with its business strategy.
- The Company may be unable to complete the Acquisition in a timely manner or at all or to fund the operations of the target business if it does not obtain additional funding following completion of the Acquisition.

### **D.2 *The Company's relationship with the Directors and conflicts of interest***

- The Company is dependent on the Directors to identify potential acquisition opportunities and to execute its business strategy. The loss of the services of any of them could materially adversely affect the Company.
- If the Directors do not identify a suitable acquisition target, the Company may not be able to utilise the Net Proceeds to maximise potential returns. If the Directors do identify suitable targets, there can be no guarantee that the Company will be able to acquire them at a price that is consistent with its objectives or at all. In addition, if an acquisition is aborted, the Company may be left with substantial unrecovered transaction costs, potentially including substantial break fees.
- Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any assurance that a proper discovery or assessment of all the significant risk factors can be made.

- The Directors will allocate a portion of their time to other businesses leading to the potential for conflicts of interest in their determination as to how much time to devote to the Company's affairs.
- The Company may be required to issue additional Ordinary Shares to raise additional funding or remunerate and/or incentivise the Directors, which would dilute existing Shareholders.

#### ***The Natural Resources sector – exploration, development and production***

- The estimating of reserves and resources is a subjective process and there is significant uncertainty in any reserve or resource estimate.
- The exploration for and production of natural resources is speculative and involves a high degree of risk, in particular a company's operations may be disrupted by a variety of risks and hazards which are beyond its control such as environmental regulation, governmental regulations or delays, increase in costs and the availability of equipment or services, and the volatility of oil and gas prices.
- There is no assurance that exploration will lead to commercial discoveries, or if there is a commercial discovery, that such reserves will be realisable.
- The exploration for and production of natural resources is a capital intensive business and the Company will need to raise additional funds in the future in order to fully develop any projects.

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### **D.3 Key information on the key risks that are specific to the securities**

#### ***The Ordinary Shares***

- The proposed Standard Listing of the Ordinary Shares will not afford Shareholders the opportunity to vote to approve the Acquisition unless required by law or the Listing Rules.
- A suspension of the Company's Ordinary Shares, as a result of the FCA determining that there is insufficient information in the market about the Acquisition or the target, would materially reduce liquidity in such Ordinary Shares, which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. In the event of such suspension, the value of the Investors' shareholdings may be materially reduced.
- It will be necessary for the Company to apply for readmission of the Company's Ordinary Shares to the Official List upon completion of a Reverse Takeover. A cancellation of the listing of the Ordinary Shares by the FCA may limit the Company's ability to raise equity finance, or carrying out a further acquisition using equity consideration, restricting its business activities and resulting in incurring unnecessary costs.
- A Standard Listing will afford Investors with a lower level of regulatory protection than that afforded to Investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules which may have an adverse effect on the valuation of the Ordinary Shares.

## SECTION E — PLACING

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### E.1 Total net proceeds / expenses

The estimated Net Proceeds are approximately £259,983. The total expenses incurred (or to be incurred) by the Company in connection with Admission, the Placing, the Pre-IPO Subscriptions and the incorporation (and initial capitalisation) of the Company are approximately £80,017.

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### E.2a Reasons for the Placing and use of proceeds

Following Admission, the objective of the Company is expected to be to implement its business strategy and complete the Acquisition with a view to generating value for Shareholders.

Prior to completing the Acquisition, the Net Proceeds will be held with the Company's bankers in a current and/or deposit account and will be used for general corporate purposes, including paying the expenses of the Placing, and the Company's ongoing costs and expenses, including Directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing the Acquisition.

The Company's primary intention is to use the Net Proceeds to enable it to evaluate potential Acquisition targets and to pay professional fees (i.e. due diligence, legal fees, and accountancy fees) in relation to the Acquisition, which may include additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the Company's securities to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

### E.3 Terms and conditions of the Placing

Each prospective Placee will be offered New Ordinary Shares of 0.5 pence each at a Placing price of 4 pence per New Ordinary Share. For each two Ordinary Shares issued to Placees, the Placee will be issued a Warrant to subscribe for one Ordinary Share exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.

The Broker has agreed, subject to certain conditions, to use reasonable endeavours to procure Placees to subscribe for New Ordinary Shares to be issued by the Company under the Placing.

The Placing comprises 8,500,000 New Ordinary Shares to be issued by the Company at a price of 4 pence per Ordinary Share to raise £340,000 (before expenses). The estimated Net Proceeds of the Placing amount to approximately £259,983.

The Placing is conditional on Admission taking place on or before 18 April 2019 (or such later date as the Company may notify investors), but in any event not later than 3 May 2019.

The New Ordinary Shares will be issued credited as fully paid and will, on Admission, rank pari passu in all respects with all other Ordinary Shares including the right to receive all dividends or other distributions declared, made or paid after Admission. The New Ordinary Shares to be issued by the Company pursuant to the Placing and the Services Shares will together represent approximately 31.58 per cent. of the Enlarged Shares in Issue. On Admission the Company will have a market capitalisation of approximately £1,266,667 assuming 8,500,000 New Ordinary Shares are issued at the Placing Price.

The Broker and the Company have received Placing Letters from potential Investors to subscribe for (and will be allotted) 8,500,000 Ordinary Shares in aggregate at the Placing Price. The Placing Letters are unconditional and may not be withdrawn other than on a failure of the Company to achieve Admission prior to 3 May 2019.

The Company expressly reserves the right to determine, at any time prior to Admission, not to proceed with the Placing.

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#### **E.4 Material interests**

Not applicable; there is no interest that is material to the issue/offer.

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#### **E.5 Selling Shareholders / Lock-up arrangements**

No Pre-IPO Shareholder will dispose of any of their Shares at Admission. Each of the Directors has agreed that he shall not, for a period of 12 months from Admission, without the prior written consent of the Company and Brandon Hill, dispose of any Ordinary Shares he holds or controls.

In addition, each Director holding in aggregate 11,500,000 Ordinary Shares prior to Admission, have agreed that they will not dispose of such Ordinary Shares other than through the Broker so as to preserve an orderly market, save, in each case, inter alia, in the event of an intervening court order or a takeover becoming or being declared unconditional.

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#### **E.6 Dilution**

Under the Placing, 8,500,000 New Ordinary Shares have been conditionally subscribed for by certain Investors at the Placing Price, representing 26.8 per cent. of the Enlarged Shares in Issue. The Placing, the issue of the Services Shares and Admission will result in the Existing Shares being diluted so as to constitute 68.4 per cent. of the Enlarged Shares in Issue.

Not applicable; there is no subscription offer to existing equity holders.

Each of the Pre-IPO Shareholders noted in B.6 above, has been granted a Warrant for one Ordinary Share for each 2 Ordinary Shares that it holds, such Warrants exercisable at 4p per Ordinary Share at any time from the date of Admission for four years. In addition, each Placee will be granted a Warrant for one Ordinary Share for each 2 Ordinary Shares, such Warrants exercisable at 6p per Ordinary Share at any time from the date of Admission for four years. The Company has granted Brandon Hill warrants as of Admission to subscribe for that number of Ordinary Shares that equal 5% of the number of Ordinary Shares it has placed in the Placing. The Warrants are exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.

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#### **E.7 Expenses charged to Investors**

Not applicable; no expenses will be charged to the Investors.

## RISK FACTORS

*Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.*

*Prospective investors should note that the risks relating to the Company, its industry and the Ordinary Shares summarised in the section of this Document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Document headed "Summary" but also, among other things, the risks and uncertainties described below.*

*The risks referred to below are those risks the Company and the Directors consider to be the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial condition, results of operations or prospects. Investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Further, Investors could lose all or part of their investment.*

### **RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY**

***The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for the Acquisition***

The Company is a newly formed entity with no operating results. The Company lacks an operating history, and therefore, Investors have no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating a company or business. Currently, there are no plans, arrangements or understandings with any prospective target company or business regarding the Acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes the Acquisition.

Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any assurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to Investors than a direct investment, if such opportunity were available, in any target company or business. Because the Company does not expect that Shareholder approval will be required in connection with the Acquisition, investors will be relying on the Company's and the Director's ability to identify potential targets, evaluate their merits, conduct or monitor diligence and conduct negotiations.

***There is no assurance that the Company will identify suitable acquisition opportunities in a timely manner or at all which could result in a loss on your investment***

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities at all within one year after the date of Admission. If the Company fails to complete a proposed acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including substantial break fees, legal costs or other expenses. Furthermore, even if an agreement is reached relating to a proposed acquisition, the Company may fail to complete such acquisition for reasons beyond its control. Any such event

will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

In the event that the Acquisition has not been announced within 18 months of Admission, the Board will ask Shareholders to approve to either continue pursuing the Acquisition for a further year or the liquidation and dissolution of the Company and distribution of the remaining assets of the Company to Shareholders. In such circumstances, there can be no assurance as to the particular amount or value of the remaining assets at such future time of any such distribution either as a result of costs from an unsuccessful Acquisition or from other factors, including disputes or legal claims which the Company is required to pay out, the cost of the liquidation and dissolution process, applicable tax liabilities or amounts due to third party creditors. Upon distribution of assets on a liquidation, such costs and expenses will result in Investors receiving less than the initial Placing Price of 4 pence per New Ordinary Share and investors who acquired Ordinary Shares after Admission potentially receiving less than they invested.

### ***The Company may choose to use Ordinary Shares as consideration for the Acquisition***

The Company may issue Ordinary Shares (and/or cash) as consideration for the Acquisition. There is no guarantee that consideration Ordinary Shares will be an attractive offer for the shareholders of any company or business which the Company identifies as a suitable acquisition opportunity. If the Company fails to identify a target company which is willing to accept share consideration, it may have to raise additional cash funds (or, if the circumstances require, use debt financing) and may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses.

### ***Even if the Company completed the Acquisition, there is no assurance that any operating improvements will be successful or, that they will be effective in increasing the valuation of any business acquired***

Following the Acquisition, the Company intends to endeavour to generate Shareholder value through capital adequacy, operational improvements, economies of scale and through an acquisition programme. However, there can be no assurance that the Company will be able to propose and implement effective operational improvements for any company or business which the Company acquires. In addition, even if the Company completes the Acquisition, general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult or impossible to implement. Any failure to implement these operational improvements successfully and/or the failure of these operational improvements to deliver the anticipated benefits could have a material adverse effect on the Company's results of operations and financial condition.

### ***The Company may face significant competition for acquisition opportunities***

There may be significant competition in some or all of the acquisition opportunities that the Company may explore. Such competition may for example come from strategic buyers, sovereign wealth funds, special purpose acquisition companies and public and private investment funds many of which are well established and have extensive experience in identifying and completing acquisitions. A number of these competitors may possess greater technical, financial, human and other resources than the Company. The Company cannot assure Investors that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing an Acquisition or may result in a successful Acquisition being made at a significantly higher price than would otherwise have been the case.

### ***Any due diligence by the Company in connection with the Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operations***

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an Acquisition. The Company also intends to use information revealed during the due diligence

process to formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential acquisition, the Company will rely on publicly available information, if any, information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

There can be no assurance that the due diligence undertaken with respect to a potential acquisition will reveal all relevant facts that may be necessary to evaluate such acquisition including the determination of the price the Company may pay for an acquisition target, or to formulate a business plan. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgements regarding the results of operations, financial condition and prospects of a potential opportunity. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in a target company or business, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an acquisition, the Company may subsequently incur substantial impairment charges or other losses. In addition, following an acquisition, the Company may be subject to significant, previously undisclosed liabilities of the acquired business that were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with the Company's business plan and have a material adverse effect on the Company's financial condition and results of operations.

***If the Company acquires less than either the whole voting control of, or less than the entire equity interest in, a target company or business, its decision-making authority to implement its plans may be limited and third party minority shareholders may dispute the Company's strategy***

The Company intends to acquire a controlling interest in a single target company or business. Although the Company (or its successor) may acquire the whole voting control of a target company or business, it may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest of that target company or business if such opportunity is attractive or where the Company (or its successor) would acquire sufficient influence to implement its strategy. If the Company acquires either less than the whole voting control of, or less than the entire equity interest in, a target company or business, the remaining ownership interest will be held by third parties. Accordingly, the Company's decision-making authority may be limited. Such acquisition may also involve the risk that such third parties may become insolvent or unable or unwilling to fund additional investments in the target. Such third parties may also have interests which are inconsistent or conflict with the Company's interests, or they may obstruct the Company's strategy for the target or propose an alternative strategy. Any third party's interests may be contrary to the Company's interests. In addition, disputes among the Company and any such third parties could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the continued development or growth of the acquired company or business.

***The Company may be unable to complete the Acquisition or to fund the operations of the target business if it does not obtain additional funding***

Although the Company has not identified a prospective target company or business and cannot currently predict the amount of additional capital that may be required, once an Acquisition has been made, if the target is not sufficiently cost generative, further funds may need to be raised.

If, following the Acquisition, the Company's cash reserves are insufficient, the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete the Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon the Acquisition, or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment.

Even if additional financing is unnecessary to complete the Acquisition, the Company may subsequently require equity or debt financing to implement operational improvements in the acquired business. The failure to secure additional financing or to secure such additional financing on terms acceptable to the Company could have a material adverse effect on the continued development or growth of the acquired business.

***The Acquisition may result in adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their status and residence***

As no Acquisition target has yet been identified, it is possible that any acquisition structure determined necessary by the Company to consummate the Acquisition may have adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their individual status and residence.

***The Company may be unable to hire or retain personnel required to support the Company after the Acquisition***

Following completion of the Acquisition, the Company will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Company's overall business strategy. There can be no assurance that existing personnel of the acquired business will be adequate or qualified to carry out the Company's strategy, or that the Company will be able to hire or retain experienced, qualified employees to carry out the Company's strategy.

***The Company will be subject to restrictions in offering its Ordinary Shares as consideration for the Acquisition in certain jurisdictions and may have to provide alternative consideration, which may have an adverse effect on its operations***

The Company may offer its Ordinary Shares or other securities as part of the consideration to fund, or in connection with, the Acquisition. However, certain jurisdictions may restrict the Company's use of its Ordinary Shares or other securities for this purpose, which could result in the Company needing to use alternative sources of consideration. Such restrictions may limit the Company's available acquisition opportunities or make a certain acquisition more costly.

If the Company were to implement the Acquisition by way of a takeover offer, subject to the City Code (which, broadly, will apply in connection with an offer for a UK public company) a derogation granted by the Takeover Panel would be required to implement such consideration structure under the City Code. There can be no assurance that the Takeover Panel would grant such a derogation (most particularly where the target has a more than insignificant percentage of US shareholders that are not Qualified Institutional Buyers (as that term is defined by Rule 144A of the Securities Act)). This need to comply with the City Code in a takeover offer may adversely impact the Company's ability to implement the most efficient structure for acquiring a target company or business which is subject to the City Code.

***If the Acquisition is completed, the Company will be a holding company whose principal source of operating cash will be income received from the business it has acquired***

If the Acquisition is completed, the Company will be dependent on the income generated by the acquired business to meet the Company's expenses and operating cash requirements (if any). The amount of distributions and dividends, if any, which may be paid from any operating subsidiary to the Company will depend on many factors, including such subsidiary's results of operations and financial condition, limits on dividends under applicable law, its constitutional documents, documents governing any indebtedness of the Company, and other factors which may be outside the control of the Company. If the acquired business is unable to generate sufficient cash flow, the Company may be unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

***The Company expects to acquire a controlling interest in a single company or business which will increase the risk of loss associated with underperforming assets***

The Company expects that if the Acquisition is completed, its business risk will be concentrated in a single company or business unless or until any additional acquisitions are made. A consequence of this is that returns for Shareholders may be adversely affected if growth in the value of the acquired business is not achieved or if value of the acquired business or any of its material assets subsequently are written down. Accordingly, Investors should be aware that the risk of investing in the Company could be greater than investing in an entity which owns or operates a range of businesses and businesses in a range of sectors. The Company's future performance and ability to achieve positive returns for Shareholders will therefore be solely dependent on the subsequent performance of the acquired business. There can be no assurance that the Company will be able to propose effective operational and restructuring strategies for any company or business which the Company acquires and, to the extent that such strategies are proposed, there can be no assurance they will be implemented effectively.

***The Company may be subject to foreign investment and exchange risks***

The Company's functional and presentational currency is Pounds Sterling. As a result, the Company's consolidated financial statements will carry the Company's assets in Pounds Sterling. Any business the Company acquires may denominate its financial information in a currency other than Pounds Sterling, conduct operations or make sales in currencies other than Pounds Sterling. When consolidating a business that has functional currencies other than Pounds Sterling, the Company will be required to translate, inter alia, the balance sheet and operational results of such business into Pounds Sterling. Due to the foregoing, changes in exchange rates between Pounds Sterling and other currencies could lead to significant changes in the Company's reported financial results from period to period. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political or regulatory developments. Although the Company may seek to manage its foreign exchange exposure, including by active use of hedging and derivative instruments, there is no assurance that such arrangements will be entered into or available at all times when the Company wishes to use them or that they will be sufficient to cover the risk.

***The Company has not identified any particular geographic regions in which it will seek to acquire a target company or business and may be subject to risks particular to one or more countries in which it ultimately operates, which could negatively impact its operations***

Although, given the experience of the Directors and the Board, the Company expects to focus on acquiring an exploration or production company or business in the natural resources sectors with all or a substantial portion of its operations in South East Asia, Africa, and the Middle East, the Company's efforts in identifying a prospective target company or business are not limited to a particular industry or geographic region. The Company may therefore acquire a target company or business in, or with substantial operations in, a number of jurisdictions, any of which may expose it to considerations or risks associated with companies operating in such jurisdictions, including but not limited to: regulatory and political uncertainty; tariffs, trade barriers and regulations related to customs and import/export matters; international tax issues, such as tax law changes and variations in tax laws; cultural and language differences; rules and regulations on currency conversion or corporate withholding taxes on individuals; currency fluctuations and exchange controls; employment regulations; crime, strikes, riots, civil disturbances, terrorist attacks and wars; and deterioration of relevant political relations. Any exposure to such risks due to the countries in which the Company operates following the Acquisition could negatively impact the Company's operations.

***The Company has not identified any particular countries in which it will seek to acquire a target company or business and may be subject to risks particular to one or more countries in which it operates***

Although the Company expects to focus on acquiring a target company or business in the natural resources sector, the Company's efforts in identifying a prospective target company or business is not limited to a particular market sector or country. The Company may therefore acquire a target company or business in, or with substantial operations in, a number of jurisdictions, any of which may expose it to considerations or risks associated with a company operating in such jurisdiction, including but not limited to:

- (a) regulatory and political uncertainty;
- (b) tariffs, trade barriers and regulations related to customs and import/export matters;
- (c) international tax issues, such as tax law changes and variations in tax laws;
- (d) cultural and language differences;
- (e) rules and regulations on currency conversion or corporate withholding taxes on individuals;
- (f) currency fluctuations and exchange controls;
- (g) employment regulations;
- (h) crime, strikes, riots, civil disturbances, terrorist attacks and wars; and
- (i) deterioration of relevant political relations.

Any exposure to such risks due to the country in which the Company operates following the Acquisition could negatively impact the Company's operations.

## **RISKS RELATING TO THE ORDINARY SHARES**

### ***Investors will experience a dilution of their percentage ownership of the Company if the Company decides to offer additional Ordinary Shares in the future***

If the Company decides to offer additional Ordinary Shares in the future, for example, for the purposes of or in connection with the Acquisition or to raise additional funds, this could dilute the interests of Investors and/or have an adverse effect on the market price of the Ordinary Shares.

### ***The proposed Standard Listing of the Ordinary Shares will afford Investors a lower level of regulatory protection than a Premium Listing***

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford Investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled "Consequences of a Standard Listing" on page 32 of this Document.

### ***The Company may be unable to transfer to a Premium Listing or other appropriate listing venue following the Acquisition***

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Upon completion of an Acquisition, the Directors may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. There can be no guarantee that the Company will meet such eligibility criteria or that a transfer to a Premium Listing or other appropriate listing venue will be achieved. For example, such eligibility criteria may not be met, due to the circumstances and internal control systems of the acquired business or if the Company acquires less than a controlling interest in the target. In addition there may be a delay, which could be significant, between the completion of the Acquisition and the date upon which the Company is able to seek or achieve a Premium Listing or a listing on another stock exchange.

If the Company does not achieve a Premium Listing or the Directors decide to maintain the Standard Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing

and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This would include a period of time after the Acquisition where the Company could be operating a substantial business but would not need to comply with such higher standards should the Company meet the eligibility criteria for re-admission to a Standard Listing following the Acquisition. In addition, an inability to achieve a Premium Listing will prohibit the Company from gaining FTSE indexation and may have an adverse effect on the valuation of the Ordinary Shares. Alternatively, in addition to, or in lieu of seeking a Premium Listing, the Company may determine to seek a listing on another stock exchange, which may not have standards of corporate governance comparable to those required by a Premium Listing or which Shareholders may otherwise consider to be less attractive or convenient.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on page 30 of this Document.

***If the Company proposes making an Acquisition and the FCA determines that there is insufficient information in the market about the Acquisition or the target, the Company’s Ordinary Shares may be suspended from listing and may not be readmitted to listing thereafter, which will reduce liquidity in the Ordinary Shares, potentially for a significant period of time, and may adversely affect the price at which a Shareholder can sell them***

The Acquisition, if it occurs, will be treated as a Reverse Takeover (within the meaning given to that term in the Listing Rules).

Generally, when a Reverse Takeover is announced or leaked, there will be insufficient publicly available information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately. In this case, the FCA will often consider that suspension of the listing of the listed company’s securities will be appropriate. The London Stock Exchange will suspend the trading in the listed company’s securities if the listing of such securities has been suspended. However, if the FCA is satisfied that there is sufficient publicly available information about the proposed transaction it may agree with the listed company that a suspension is not required. The FCA will generally be satisfied that a suspension is not required in the following circumstances: (i) the target company is admitted to listing on a regulated market or another exchange where the disclosure requirements in relation to financial information and inside information are not materially different than the disclosure requirements under the Disclosure and Transparency Rules; or (ii) the issuer is able to fill any information gap at the time of announcing the terms of the transaction, including the disclosure of relevant financial information in relation to the target and a description of the target.

If information regarding a significant proposed transaction was to leak to the market, or the Board considered that there were good reasons for announcing the transaction at a time when it was unable to provide the market with sufficient information regarding the impact of the transaction on its financial position, the Ordinary Shares may be suspended. Any such suspension would be likely to continue until sufficient financial information on the transaction was made public. Depending on the nature of the transaction (or proposed transaction) and the stage at which it is leaked or announced, it may take a substantial period of time to compile the relevant information, particularly where the target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide under the Disclosure and Transparency Rules and the Listing Rules (for example, where the target business is not itself already subject to a public disclosure regime), and the period during which the Ordinary Shares would be suspended may therefore be significant.

***On completion of a Reverse Takeover, the FCA will seek to cancel the listing of the Company’s Ordinary Shares and they may not be readmitted to trading thereafter***

The Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company’s securities when it completes a Reverse Takeover. In such circumstances, the Company may seek the re-admission to listing either simultaneously with completion of any such acquisition or as soon thereafter as is possible but there is no guarantee that such re-admission would be granted by the FCA.

A suspension or cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. There is unlikely to be a market for Ordinary Shares where their listing has been cancelled and if a Reverse Takeover were to occur but the Company's Ordinary Shares were not readmitted, the Company would not be able raise any equity or debt financing on the public market, or carry out a further acquisition using listed share consideration, which would restrict its business activities and particularly result in incurring unnecessary costs.

***There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares***

There is currently no market for the Ordinary Shares. Therefore, Investors cannot benefit from information about prior market history when making their decision to invest. The price of the Ordinary Shares after the Placing also can vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange, it cannot assure you that it will always do so. In addition, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.

***Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable***

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing, may contribute both to infrequent trading in the Ordinary Shares on the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price.

***Dividend payments on the Ordinary Shares are not guaranteed***

It is the Board's intention during the current phase of the Company's development to retain future distributable profits from the business, to the extent any are generated. Additionally, the Board does not anticipate declaring any dividends in the foreseeable future but may recommend dividends at some future date, depending upon the generation of sustainable profits and the Company's financial position, when it becomes commercially prudent to do so.

The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

## **RISKS RELATING TO THE COMPANY'S RELATIONSHIP WITH THE DIRECTORS AND CONFLICTS OF INTEREST**

***The Company is dependent upon the Directors to identify potential acquisition opportunities and to execute the Acquisition and the loss of the services of the Directors could materially adversely affect it***

The Company will rely heavily on a small number of key individuals, in particular the Directors, to identify potential acquisition opportunities and to execute the Acquisition. The retention of their services cannot be guaranteed. Accordingly, the loss of any such key individual may have a

material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute the Acquisition.

In addition, there is a risk that the Company will not be able to recruit executives of sufficient expertise or experience to identify and maximise any opportunity that presents itself, or that recruiting and retaining those executives is more costly or takes longer than expected. The failure to attract and retain those individuals may adversely affect the Company's ability to complete the Acquisition.

***The Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to the Company's affairs, which could have a negative impact on the Company's ability to complete the Acquisition***

None of the Directors is required to commit their full time or any specified amount of time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. The Directors are engaged in other business endeavours and are not obligated to devote any specific number of hours to the Company's affairs. If the Directors' other business affairs require them to devote more substantial amounts of time to such affairs, it could limit their ability to devote time to the Company's affairs and could have a negative impact on the Company's ability to consummate the Acquisition. In addition, although the Directors must act in the Company's best interests and owe certain fiduciary duties to the Company, they are not necessarily obligated to present business opportunities to the Company.

***One or more Director may negotiate employment or consulting agreements with a target company or business in connection with the Acquisition. These agreements may provide for such Directors to receive compensation following the Acquisition and as a result, may cause them to have conflicts of interest in determining whether a particular acquisition is the most advantageous for the Company***

The Directors may negotiate to remain with the Company after the completion of the Acquisition on the condition that the target company or business asks the Directors to continue to serve on the board of directors of the combined entity. Such negotiations would take place simultaneously with the negotiation of the Acquisition and could provide for such individuals to receive compensation in the form of cash payments and/or the securities in exchange for services they would render to it after the completion of the Acquisition. The personal and financial interests of such Directors may influence their decisions in identifying and selecting a target company or business. Although the Company believes the ability of such individuals to negotiate individual agreements will not be a significant determining factor in the decision to proceed with the Acquisition, there is a risk that such individual considerations will give rise to a conflict of interest on the part of the Directors in their decision to proceed with the Acquisition. The determination as to whether any of the Directors will remain with the combined company and on what terms will be made at or prior to the time of the Acquisition.

***The Directors may in the future enter into related party transactions with the Company, which may give rise to conflicts of interest between the Company on the one hand and the Directors on the other hand***

The Directors and one or more of their affiliates may in the future enter into other agreements with the Company that are not currently under contemplation. While the Company will not enter into any related party transaction without the approval of a majority of the non-conflicted Directors, it is possible that the entering into of such an agreement might raise conflicts of interest between the Company and the Directors.

***Historical results of prior investments made by, or businesses associated with, the Directors and their affiliates may not be indicative of future performance of an investment in the Company***

Investors are directed to the information set out in the biographies of the Directors in "Part II — The Company, its Board and the Acquisition Structure". The information set out therein is presented for illustrative purposes only and Investors are cautioned that historical results of prior businesses associated with, the Directors and their affiliates may not be indicative of the future performance of

an investment in the Company or the returns the Company will, or is likely to, generate going forward.

## **RISKS RELATING TO THE NATURAL RESOURCES SECTOR**

***Global supply and demand changes due to a potential economic downturn may adversely affect the business, cash flows, results of operations, and financial condition of the Company.***

Global supply and demand affects commodity prices. Widespread trading activities by market participants seeking either to secure access to commodities or to hedge against commercial risks affects commodity prices as well. Changes in commodity prices give rise to commodity price risk for the Company. Commodity prices are subject to substantial fluctuations and cannot be accurately predicted.

In the event of a substantial global economic downturn, and if that downturn depresses the economy for the medium to long term, the Company's ability to grow or sustain revenues in the future years may be adversely affected, and with respect to certain long term price levels for a given commodity, extractive operations may not remain economically feasible.

Disadvantageous economic conditions can also limit the Company's ability to predict revenues and costs which may affect the Company's capability to conduct planned projects anticipated following the Acquisition.

***Governmental instability including political, legal and commercial instability in the countries and territories in which the natural resources sector operates may affect the viability of the Company's operations after the Acquisition***

After the Acquisition, the Company may operate in regions with varying degrees of commercial, legal and political stability. These jurisdictions will not be limited to a particular geographic region. Regional changes in the political landscape by civil and social pressures could cause regime change, policy reforms or changes in legal or governmental regulations. These changes may result in expropriation or nationalisation of a target's assets. Nullification or renegotiation concerning pre-existing concessions, agreements, leases and permits held by a target business, changes to economic policies, including but not limited to taxes or royalty rates, or currency restrictions are all possibilities. Regional instability due to corruption, bribery and generally underdeveloped corporate governance polices have the potential to lead to similar consequences. These risks could have a materially adverse effect on the profitability, the ability to finance, or in extreme cases, the viability of an operation.

Moreover, political pressures and fiscal constraints could lead governments to impose higher taxes on operations in the natural resources sector. These taxes or other types of expropriation of assets could be imposed on the Company by any jurisdiction both before and after the Acquisition. The Company's earnings growth may be constrained by delays or shutdowns as a result of political, commercial or legal instability, and may be constrained if subjected to increased taxation or other expropriation. The ability of the Company to generate long term value of Shareholders could be impacted by these risks.

***The Natural Resources Sector is subject to fluctuations in commodity prices which has the potential to adversely affect the Company's operations, financial condition and prospects following an Acquisition***

After the Acquisition, the Company may become a market participant as buyer or seller of any one or more commodities. The Company's revenues and earnings may rely on the prices of commodities that it produces (if any). The Company will be unable to control the prices it receives for any commodities it produces. Moreover, following the Acquisition, the range of commodities which the acquired activities may produce might not be sufficiently broad and the acquired activities may be concentrated in one commodity within the resources sector. Consequently, the Company may not be able to offset price changes in one commodity with counter-cyclical changes in another commodity within the Company's range of commodities to mitigate the effect of the price changes.

Fluctuations in commodity pricing can be affected by many reasons including, but not limited to:

- weather conditions and natural disasters;
- regional and economic conditions;
- global economic conditions;
- governmental regulations including repatriations, nationalisations, taxes and export restrictions;
- political, economic and military disruptions in producing regions;
- availability and pricing of novel technologies;
- availability, price, and government subsidies for alternate fuels;
- availability of transportation and processing equipment;
- geopolitical uncertainty; and
- global and regional supply and demand and expectations concerning future supply and demand.

It is not possible to accurately forecast future commodities price movements and prices may not remain at current levels. Declines in commodities prices could result in a reduction of the Company's net production revenue.

Moreover, the economics of production within some regions, or the production of certain assets within some regions, may change due to lower commodities prices, which could in turn result in a decrease in the Company's reserves. Additionally, the Company may not be able to meaningfully hedge against declines in commodity prices. Therefore, there can be no guarantee that any such hedging strategies will be implemented or successful. Consequently, the Company may experience volatility in its operations and the results of those operations in its periodic financial statements if commodity prices adversely change during the reported financial period. The aforementioned factors may result in the Company not being able to accurately forecast the exact timing of any improvements or recoveries in the global, regional or national macroeconomic environments or in commodity prices. The aforementioned factors can make the Company's operational strategies for production planning more difficult to successfully institute. For example the prevailing prices of certain commodities may fall to levels that are below the average marginal cost of production for the industry, which the Company will not be able to predict accurately. If the Company's estimates of future price levels results in the Company incurring fixed additional costs and the Company fails to change production levels in response to then-current price levels, the Company's results of operations and financial condition could be adversely affected.

***Currency exchange rate fluctuations may negatively affect the Company after the Acquisition***

The Placing will raise proceeds denominated in British pounds sterling. However, the markets for the commodities produced are typically listed in US dollars. The Company does not intend to hedge the Net Proceeds against risks associated with disadvantageous movements in the currency exchange rates until after it has identified the Acquisition target. Therefore, currency exchange rate fluctuations from the closing date of the Placing until the date it hedges the currency exchange rate in connection with the Acquisition may negatively affect the Company. The Company does not intend to enter into such hedging activities until after it has identified the Acquisition.

Additionally, after the Acquisition, the Company may be exposed to ongoing currency risk. While the Company's financial statements are stated in British pounds sterling, and certain ongoing management costs will be denominated in British pounds sterling, the price of its products (and thus its revenues) will be determined by world commodities markets which are typically expressed in US dollars, and depending on the location of an acquired target, the Company may have

operating expenses denominated in another currency. Consequently, changes in the exchange rates of these currencies may negatively affect the Company's cash flows, operating results or financial condition to a material extent.

***The Company's cash flows and results of operations may be adversely affected by inflation and other cost increases***

The Company will be unable to control the market prices of any commodities produced in its operations following the Acquisition. The Company may be unable to pass increased production costs to customers. Therefore, significant inflation or other production cost increases in the countries in which the Company may operate could increase operational costs without a corresponding increase in the sales price of the commodities the Company may produce. Moreover, an interruption in the reduction of input costs relative to decreasing commodity prices will have a similar negative impact on the Company's operations. Any such elevated costs or postponements in cost reductions may negatively affect the Company's profitability, cash flows and results of operations.

***Safety, health and environmental exposures and related regulations may expose the Company to increased litigation, compliance costs, interruptions to operations, unforeseen environmental remediation expenses and loss of reputation***

The natural resources sector involves extractive enterprises. These endeavors often make the sector a hazardous industry. The industry is highly regulated by health, safety and environmental laws. The Company's operations following the Acquisition may be subject to these kinds of governmental regulations in any region in which it operates. Operations are subject to general and specific regulations and restrictions governing drilling and production, mining and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and remediation requirements), workplace health and safety, social impacts and other laws.

The Company's operations may create environmental risks including dust, noise or leakage of polluting substances from its operations. Failing to adequately manage environmental risks or to provide safe working environments could cause harm to the Company's employees or the environment surrounding the operations site. Facilities are subject to closure by governmental authorities and the Company may be subject to fines and penalties, liability to employees and third parties for injury, statutory liability for environmental remediation and other financial consequences, which may be significant. The Company may also suffer impairment of reputation, industrial action or difficulty in recruiting and retaining skilled employees. Subsequent changes in regulations, laws or community expectations that govern the Company's operations could result in increased compliance and remediation costs. Any of the foregoing developments could have a materially adverse effect on the Company's results of operations, cash flows or financial condition.

***Current and pending legislation and regulation concerning greenhouse gas emissions may negatively affect certain of the Company's operations***

Natural resources sector participants are often subject to current and planned legislation concerning the emission of carbon dioxide, methane, nitrous oxide and other "greenhouse gases".

Noncompliance with current greenhouse gas laws or any future legislation could negatively affect the Company's profitability following the Acquisition if an acquired business has material greenhouse gas intensive assets. Future legislative actions intended to diminish the use of hydrocarbons could also have an impact on the ability of the Company following the Acquisition to market its commodities and/or the prices which it is able to obtain. These factors could have a materially adverse effect on the Company's business, results of operations, financial condition or prospects.

***The Company's assessment and estimation of the amount of reserves recoverable through the Acquisition may be more than actually recovered***

The Company may estimate or hire third party experts to estimate an acquisition target's resources and reserves. These estimations are subject to a number of assumptions, including the price of commodities, production costs and recovery rates. Variations in the market realities underlying the

Company's or third party expert's estimates and assumptions may result in material changes to its reserve estimates. Such changes may have a materially adverse impact on the financial condition and prospects of the Company after the Acquisition.

***The Company's inability to discover new reserves, enhance existing reserves or adequately develop new projects could adversely affect the Company's business following the Acquisition***

Exploration and development work is capital intensive, speculative and often unproductive, but may be necessary for the Company's business following the Acquisition. This is particularly the case in the oil & gas and minerals industries, where there may be many reasons why the Company may not be able to find or acquire oil & gas or other commodity reserves or develop them for commercially viable production. For instance, factors such as adverse weather conditions, natural disasters, equipment or services shortages, procurement delays or difficulties arising from the environmental and other conditions in the areas where the reserves are located or through which production is transported may increase costs and make it uneconomical to develop potential reserves. Failure to discover new reserves, to maintain existing mineral rights, to enhance existing reserves or to extract resources from such reserves in sufficient amounts and in a timely manner could materially and adversely affect the Company's results of operations, cash flows, financial condition and prospects. In addition, the Company may not be able to recover the funds used in any exploration programme to identify new opportunities.

Increasingly stringent requirements relating to regulatory, environmental and social approvals can result in significant delays in construction of additional facilities and may adversely affect new drilling or mining projects, the expansion of existing operations and, consequently, the Company's results of operations, cash flows and financial condition, and such effects could be material.

***The Company may be unable to acquire or renew necessary drilling or mining rights and concessions, licenses, permits and other authorizations and/or such concessions, rights, licenses, permits and other authorizations may be suspended, terminated or revoked prior to their expiration***

The acquired business may conduct its operations under existing drilling or mining rights and concessions, licenses, permits and other authorizations. Any delay in obtaining or renewing a license, permit or other authorization may result in a delay in investment or development of a resource and may have a materially adverse effect on the acquired business' results of operations, cash flows and financial condition. In addition, any existing drilling or mining rights and concessions, licences, permits and other authorisations of the acquired business may be suspended, terminated or revoked if it fails to comply with the relevant requirements. If, following the Acquisition, the acquired business or any of its subsidiaries fails to fulfill the specific terms of any of its rights, concessions, licences, permits and other authorisations or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the right, concession, licence, permit or other authorization, any of which could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

***Independent contractors may delay operations***

Independent contractors perform various operational tasks, including carrying out drilling activities and delivering raw commodities to processing or beneficiation plants. When commodity prices are high, demand for independent contractors may exceed supply resulting in increased costs or lack of availability of key contractors. Interruptions in operations or higher costs also can occur as a result of disputes with contractors or a shortage of contractors. Moreover, because the Company following the Acquisition will not have the same control over independent contractors as it does over employees of a target, there is a risk that such contractors will not operate in accordance with the Company's safety standards or other policies. Any of the foregoing conditions may have a materially adverse effect on the Company's operating results and cash flows following the Acquisition.

***Natural disasters may affect drilling operations and have a material impact on the productivity of the operations and may not be covered by insurance***

Natural disasters, including earthquakes, drought, floods, fire, tropical storms and the physical effects of climate change, all of which are outside the Company's control, may adversely affect the Company's operations after the Acquisition. Operating difficulties, such as unexpected geological variations that could result in significant failure, could affect the costs and feasibility of its operations for indeterminate periods. Damage to or breakdown of a physical asset, including as a result of fire, explosion or natural catastrophe, can result in a loss of assets and financial losses. Insurance may provide protection from some, but not all, of the costs that may arise from unforeseen events. Although the Company intends to maintain adequate insurance, the Company's insurance may not cover every possible risk connected with its operations. Adequate insurance at a reasonable cost is not always available. The Company's insurance may not cover its liability or the consequences of any business disruptions such as equipment failure or labour dispute. The occurrence of a significant adverse event not fully covered by insurance could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

***Labour disruptions could adversely affect the Company's results of operations, cash flows and financial condition***

Strikes and the potential of conflict with unions or employees may occur at any one of the Company's operations or in any regions in which the Company operates after the Acquisition. A significant portion of the Company's workforce may be unionized after the Acquisition. Labour interruptions may be employed to advocate labour, political or social goals. Labour interruptions have the potential to increase operational costs and decrease revenues by suspending the business activities or increasing the cost of substitute labour, which may not be available. If such disruptions are material, they may adversely affect the Company's results of operations, cash flows and financial condition.

***The Company may be unable to access necessary infrastructure services, including transportation and utilities, which may adversely affect the Company's operations***

Inadequate supply of the critical infrastructure elements for drilling or mining activity could result in reduced production or sales volumes, which could have a negative effect on the Company's financial performance after the Acquisition. Supply interruptions of essential utility services, like electricity and water, may suspend the Company's production for the duration of the disruption and, when unexpected, may cause loss of life or damage to its drilling or mining equipment or facilities, which may in turn affect its capacity to restart operations on a timely basis. Adequate transportation services, such as timely pipeline and port access and rail services, are critical to distributing products and disruptions to such services may affect the Company's operations. The Company may be dependent on third party providers of utility and transportation services after the Acquisition. As such, third party provision of services, maintenance of networks and expansion and contingency plans will be outside of the Company's control.

***Shortages and disruptions in lead times to deliver certain key inputs may adversely affect the Company's operations***

After the Acquisition the Company's inability to timely acquire strategic consumables, raw materials, drilling and processing equipment could have an adverse impact on any results of operations and financial condition. Periods of high demand for supplies can arise when availability of supplies is limited. This can cause costs to increase above normal inflation rates. Interruption to supplies or increase in costs could adversely affect the operating results and cash flows of the Company following the Acquisition.

***The Company's future growth potential could be adversely affected if it fails to manage relationships with local communities, government and non-government organizations***

The public is increasingly concerned about the perceived negative effects of globalisation. Consequently, businesses often face increasing public scrutiny of their operations. Potential targets may have operations in or near communities that may perceive the operation as disadvantageous to their environmental, economic or social circumstances. Negative community reaction to such operations could have a materially adverse impact on the cost, profitability, ability to finance or even the viability of an operation. Such events could also lead to disputes with national or local governments or with local communities and give rise to material reputational damage. Moreover,

the Acquisition may operate in regions where ownership of rights with respect to land and resources is uncertain and where disputes in relation to ownership or other community matters may arise. The inherent unpredictability in these disputes may cause disruption to projects or operations. Natural resources operations can also have an impact on local communities, including the need, from time to time, to relocate communities or infrastructure networks such as railways and utility services after the Acquisition. Failure to manage relationships with local communities, government and non-government organizations may adversely affect the Company's reputation, as well as its ability to commence production projects, which could in turn affect the Company's revenues, results of operations and cash flows.

***Exploration, development and production activities are capital intensive and inherently uncertain in their outcome. As a result, the Company may not generate a return on its investments or recover its costs and it may not be able to generate cash flows or secure adequate financing for its discretionary capital expenditure plans***

Exploration, development and production activities are capital intensive and inherently uncertain in their outcome. Should the Company acquire or establish operations in the oil & gas industry, the Company's future oil & gas projects may involve unprofitable efforts, due either to dry wells or from wells that are productive but do not produce sufficient net revenues to return a profit after development, operating and other costs. Furthermore, completion of a well does not guarantee a profit on the investment or recovery of the costs associated with that well. In addition, drilling hazards or environmental damage could significantly affect operating costs, and production from successful wells may be adversely affected by conditions including delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or adverse geological conditions. Production delays and declines, whether or not as a result of the foregoing conditions, may result in lower revenue or cash flows from operating activities until such time, if at all, that the delay or decline is cured or arrested. In the event that such cash flows are reduced in the future, the Company may be forced to scale back or delay discretionary capital expenditure resulting in delays to, or the postponement of, the Company's planned production and development activities which could have a material adverse effect on its business, results of operations, financial condition or prospects.

***Offshore exploration, development and production operations are subject to drilling and production risks and hazards which may affect the ability of the Company, if it acquires or establishes any such oil & gas activities to produce oil & gas at expected levels, increase operating costs and/or expose the Company and/or its Directors and officers to legal liability***

If the Company acquires or establishes operations in the oil & gas industry, the production and development activities of the Company will involve risks typically related to such activities, including blowouts, explosions, fires, equipment damage or failure, natural disasters, geological uncertainties, unusual or unexpected rock formations and abnormal pressures and environmental hazards such as accidental spills, releases or leakages of petroleum liquids, gas leaks, ruptures or discharges of toxic gas. Offshore operations are also subject to hazards inherent in marine operations, which include damage from severe weather conditions, capsizing or sinking, and damage to pipelines and subsea facilities from fishing nets, anchors and vessels. The occurrence of any of these events could result in production delays or the failure to produce oil & gas in commercial quantities from the affected operations. These events could also lead to environmental damage, injury to persons and loss of life or the destruction of property, any of which could expose the Company and/or its Directors and officers to the risk of litigation and clean-up or other remedial costs. Damages claimed in connection with any consequent litigation and the costs to the Company in defending itself against such litigation are difficult to predict and may be material. In addition, the Company could experience adverse publicity as a result of any such litigation. Any loss of production or adverse legal consequences stemming from production hazards could have a material adverse effect on the Company's business, results of operations, financial condition or prospects

## **RISKS RELATING TO TAXATION**

### ***Changes in tax law and practice may reduce any net returns for Investors***

The tax treatment of Shareholders of the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws or practices in the United Kingdom or any other relevant jurisdiction. Any change may reduce any net return derived by Investors from a shareholding in the Company.

### ***There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner***

It is intended that the Company will structure itself, including any company or business acquired in the Acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

## CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. The Company is required by the UK Listing Authority, and intends to comply with the Listing Principles set out in Chapter 7 of the Listing Rules (as they apply to the Company), and in particular Listing Principles 1 and 2.

### 1. Listing Rules which are not applicable to a Standard Listing

In addition, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. In particular, the Company is not required and does not intend to appoint a sponsor in connection with the Placing and Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that acquisitions will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for the Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a “related party transaction” as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the non-conflicted Directors;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. Until the Acquisition, the Company will have unlimited authority to purchase Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

### 2. Listing Rule with which the Company must comply under a Standard Listing

There are, however, a number of continuing obligations set out in Chapter 14 of the Listing Rules that will be applicable to the Company. These include requirements as to:

- the forwarding of circulars and other documentation to the UKLA for publication through the document viewing facility and related notification to a regulatory information service;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the UKLA in relation to compliance with the Listing Rules and the Disclosure and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- the making of regulatory information service notifications in relation to a range of debt and equity capital issues; and
- at least 25 per cent. of the Ordinary Shares being held by the public.

In addition, as a company whose securities are admitted to trading on a regulated market, the Company will be required to comply with the Disclosure and Transparency Rules.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Following the Acquisition, the Directors may seek to transfer the Company from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market will be achieved). Alternatively, it may determine to seek re-admission to a Standard Listing, subject to eligibility criteria. If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure and Transparency Rules) in the same manner as any other company with a Premium Listing.

**It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply.**

## IMPORTANT INFORMATION

In deciding whether or not to invest in New Ordinary Shares, prospective Investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors or the Broker. Without prejudice to the Company's obligations under the FSMA, the Prospectus Rules, Listing Rules and Disclosure and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective Investors must not treat the contents of this Document or any subsequent communications from the Company, the Directors, the Broker, or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the Investor. In particular, Investors must read the section headed "Section D — Risks" of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 16 of this Document.

Neither of the Broker nor any person acting on its behalf makes any representations or warranties, express or implied, with respect to the completeness or accuracy of this Document nor does any such person authorise the contents of this Document. No such person accepts any responsibility or liability whatsoever for the contents of this Document or for any other statement made or purported to be made by it or on its behalf in connection with the Company, the Ordinary Shares, the Placing or Admission. The Broker accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Document or any such statement. Neither the Broker nor any person acting on its behalf accepts any responsibility or obligation to update, review or revise the information in this Document or to publish or distribute any information which comes to its attention after the date of this Document, and the distribution of this Document shall not constitute a representation by the Broker or any such person that this Document will be updated, reviewed, revised or that any such information will be published or distributed after the date hereof.

The Broker does not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any applicable legal or regulatory requirements.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this Document are required by the Company, and the Directors to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company or the Directors, that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required. Neither the Company, nor the Directors accepts any responsibility for any violation of any of these restrictions by any other person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada, Japan or the Republic of South Africa, or to any national, resident or citizen of Australia, Canada, Japan or the Republic of South Africa.

The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, not have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

### **Available Information**

The Company is not subject to the reporting requirements of section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). For so long as any Ordinary Shares are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide upon written request, to Shareholders any owner of a beneficial interest in Ordinary shares or any prospective purchaser designated by such holder or owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

### **Data protection**

The Company may delegate certain administrative functions in relation to the Company to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective Investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective Investors; and
- (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective Investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, Investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective Investors are responsible for informing any third-party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

### **Selling and transfer restrictions**

Prospective Investors should consider (to the extent relevant to them) the notices to residents of various countries set out in “Part VIII — Notices to Investors”.

### **Investment considerations**

In making an investment decision, prospective Investors must rely on their own examination, analysis and enquiry of the Company, this Document and the terms of the Placing, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Prospective Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective Investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company’s objective will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

**This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Memorandum of Association and Articles of Association of the Company, which Investors should review. A summary of the Articles is contained in paragraph 4 of “Part VII — Additional Information”.**

### **Forward-looking statements**

This Document includes statements that are, or may be deemed to be, “forward-looking statements”. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “targets”, “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, “should” or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board of Directors concerning, among other things: (i) the Company’s objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to any acquisitions. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company’s actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition,

even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable acquisition opportunities or the Company's success in completing the Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of a target company or other acquisition target;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective Investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 9 of "Part VII — Additional Information".

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

### **Market data**

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### **Currency presentation**

Unless otherwise indicated, all references to "\$" or "US dollars" are to the lawful currency of the US all references in this Document to "£" or "Pounds Sterling" are to the lawful currency of the UK all references to "€" or "euro" are to the lawful currency of the Eurozone countries.

### **No incorporation of website**

The contents of any website of the Company or any other person do not form part of this Document.

### **Definitions**

A list of defined terms used in this Document is set out in "Part IX—Definitions".

### **Governing Law**

Unless otherwise stated, statements made in this Document are based on the law and practice currently in force in England and Wales and subject to changes in relation thereto.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document ..... 11 April 2019

Admission and commencement of unconditional dealings  
in Ordinary Shares ..... 8.00 a.m. on 18 April 2019

CREST members' accounts credited in respect of Ordinary Shares ..... 8.00 a.m. on 18 April 2019

Despatch of definitive share certificates for Ordinary Shares by no later than .....8 May 2019

All references to time in this Document are to London, UK time unless otherwise stated and each of the times and dates are indicative only and may be subject to change.

## PLACING STATISTICS

Total number of New Ordinary Shares in the Placing..... 8,500,000

Total number of Ordinary Shares in issue following the Placing and Admission ..... 31,666,664

Placing Price per New Ordinary Share .....4 pence

Estimated Net Proceeds receivable by the Company<sup>(1)</sup> ..... £259,983

Estimated transaction costs ..... £80,017

(1) assuming the Placing is fully subscribed.

## DEALING CODES

The dealing codes for the Ordinary Shares will be as follows:

ISIN..... GB00BFCMVS34

SEDOL..... BFCMVS3

TIDM ..... BRES

LEI ..... 213800UXIHBIRK36GG11

## DIRECTORS, AGENTS AND ADVISERS

<b>Directors</b>	<u>Cameron</u> William Leslie Pearce ( <i>Non-Executive Chairman</i> ) <u>Sam</u> Delevan Quinn ( <i>Non-Executive Director</i> ) Alexander (" <u>Alex</u> ") Ross Passmore ( <i>Non-Executive Director</i> )
<b>Registered Office</b>	Walton House 25 Bilton Road Rugby Warwickshire CV22 7AG United Kingdom
<b>Website</b>	<a href="http://www.blencoweresourcesplc.com">www.blencoweresourcesplc.com</a>
<b>Broker</b>	Brandon Hill Capital Limited 1 Tudor Street London EC4Y 0AH
<b>Legal advisers to the Company (as to English law)</b>	Mildwaters Consulting LLP Walton House 25 Bilton Road Rugby Warwickshire CV22 7AG United Kingdom
<b>Auditors to the Company and Reporting Accountants</b>	Crowe U.K. LLP 10 St. Bride's House 10 Salisbury Square London EC4Y 8EH
<b>Registrars</b>	Share Registrars Limited 27/28 Eastcastle Street London W1W 8DH
<b>Bankers</b>	Barclays Bank Plc Barclays House Victoria Street Douglas Isle of Man IM1 2LE

## PART I

### THE COMPANY'S STRATEGY

#### 1 Introduction

The Company was incorporated on 18 September 2017 in accordance with the laws of England and Wales with an indefinite life and with company number 10966847 under the name Cora Gold Limited. The Company changed its name to Blencowe Resources Limited on 26 September 2017. On 13 July 2018 the Company was re-registered as a public limited company to become Blencowe Resources plc.

On incorporation Mr Kieren Mildwaters was the sole Director. He resigned on 13 November 2017 and on the same date Sam Quinn and Cameron Pearce were appointed as Directors. Alex Passmore was appointed as a Director on 18 May 2018. Further information on each of the Directors is set out in their respective biographies in "Part II — The Company, its Board and the Acquisition Structure".

On Admission, the Company will be authorised to issue one class of shares (the Ordinary Shares). It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing and to trading on the London Stock Exchange's Main Market for listed securities.

The Board considers that a listing on the Main Market may attract greater opportunities, both from the perspective of Investors, who may not be willing or able to invest in a company whose shares are listed on a different securities exchange, and from the perspective of the target company, which may only consider accepting share consideration as part of the Acquisition, from a company whose shares are admitted to the Official List.

#### 2 Company objective

The Company was formed to undertake an acquisition of a target company or business. The Company does not have any specific acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. The Directors will have criteria which will be used when reviewing potential transactions, which include, amongst other things, identifying opportunities which have the best chance of success, with good management after conducting thorough due diligence. There is no specific expected target value for the Acquisition. The Company expects that prior to completing the first Acquisition it may need to issue further equity and/or raise debt financing in order to undertake the Acquisition.

Following completion of the Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its Shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition. Following the Acquisition, the Company intends to seek re-admission of the Company's securities to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange. The Acquisition and any future acquisition will be long-term investments for the Company. If the Acquisition is a company or business which is in the exploration or development phase, the Company will not generate returns in the short to medium term. If the Acquisition is a company or business which has production assets, the Company will have returns in the short to medium term, the level of which will be dependent on the quantum of production.

The Directors believe that Emmerson plc and Mila Resources Plc, both of which undertake acquisitions in the natural resources sector internationally, including in the geographic areas in which the Company anticipates seeking acquisitions, are the current and expected market competitors to the Company. However, the Director's believe this will not prevent the Company from carrying out its strategic objectives set out above.

The Company's efforts in identifying a prospective target company or business will not be limited to a particular industry or geographic region. However, given the experience of the Directors, the

Company expects to focus on acquiring an exploration or production company or business in the natural resources sector with either all or a substantial portion of its operations in South East Asia, Africa, and the Middle East. Due to a lack of capital available for companies in the natural resources sector, the Board believe this sector can provide the Company with attractive opportunities. The natural resources sector has been through a difficult period following the decline in commodity prices. The sector has suffered asset value write downs. At the junior end risk appetite to invest in early stage projects through to full development, due to financing constraints, has decreased. For these reasons, investors have chosen to reduce their exposure to the sector. However, the Directors believe that utilising their experience and the market conditions, there are numerous opportunities to generate returns for Shareholders.

In assessing the potential Acquisition, the Board will pay particular attention to the following overriding factors:

- the existence of production and/or potential production which will over time provide cash flow for the business;
- strong exploration potential in known natural resources producing areas;
- the quality of the management; and
- an established track record of developing natural resources assets.

Following Admission, the Directors will be responsible for procuring investment and acquisition opportunities to be considered by the Company. The Company has recruited a Board it believes is well suited for the purposes of implementing its business strategy mixing a strong track record of growing diversified business groups in both the natural resources sector and financial sector (including, inter alia, the mining, oil and gas, energy, and corporate finance sectors), considerable public company experience and a wide network of global contacts. Based on the Directors collective experience in growing such businesses in the natural resource sector, the Directors consider that there are opportunities to create value for Shareholders in the natural resources sector. The Company will utilise outside consultants and advisers as the situation demands, at the Board's discretion.

The Board believes that the natural resources sector can provide the Company and its Shareholders with attractive opportunities due to certain special situations following a period of capital outflows in the sector. The Board has noticed that many junior companies in both the mining and oil & gas sectors have been unable to access sufficient capital in recent years in order to advance projects from development into production. This is mostly due to negative investor sentiment towards the sectors. Therefore, the Board believes there is an opportunity to provide capital in an astute and judicious manner to unlock value from projects that are economically viable and robust that may be currently overlooked by the investor community.

The natural resources sector has been through a turbulent period notably in the last six years following the decline in commodity prices generally. Similarly, in the mining sector, leading commodities including gold has fallen significantly in the same period.

Given the fundamental changes in commodity prices, a number of companies in the sector have been through a period of rationalisation and restructuring so that their business plans adapt to the new pricing environment. A number of the major mining and oil & gas companies have sought to reduce capital commitments, divest assets and raise capital to improve balance sheet strength.

Many of the major companies including Anglo American plc and Glencore Plc, have been required to impair assets, complete disposals to reduce debt and raise new capital. As a result of this period of restructuring in the sector, investor sentiment has been negatively affected and reduced appetite to further invest in the sector. The junior resources sector, which is largely prevalent on the AIM market, has seen a considerable change in its ability to access capital in particular to develop pre-revenue projects due to a substantial loss of confidence and appetite by investors generally to deploy new funds into the natural resources sector.

However, in the recent period a number of commodity prices have increased and investors have been rewarded with the performance of equities across the natural resources sector responding to the improvement in the commodity prices and investor sentiment towards the sector. The

improvement in both the equity markets and commodity prices have led many observers to suggest that the cycle has now reached the bottom and is staging a recovery. Notwithstanding the recent recovery, the Board and the equity capital market believe that there continues to be a relative scarcity of capital for early stage or development projects.

As a result of the contraction of funding in equity capital markets a number of private equity funds dedicated to natural resources were founded to exploit the lack of equity generally available. However, a number of these private equity groups have not deployed capital as expected and have since lost their capital commitments due to a failure to identify transactions and deploy capital.

The Board will aim to exploit their collective experience of identifying, structuring and financing resources projects to generate value for the Company. The Board is optimistic that the recent improvement in commodity prices and general sentiment in the equity markets towards natural resource companies will present opportunities.

As stated above, the Acquisition which the Company is targeting to make within a 12-month timeframe from Admission, will be treated as a Reverse Takeover, requiring an application for the Company to have its Ordinary Shares admitted to the Official List and to trade on the Main Market for listed securities of the London Stock Exchange or, in the event this is not carried out, the Board currently intends to apply for the Company's Ordinary Shares to be admitted to another stock exchange. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition. The Acquisition will be subject to Board approval.

The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Placing. The Company may subsequently seek to raise further capital for purposes of the Acquisition.

The determination of the Company's post-Acquisition strategy and whether any of the Directors will remain with the combined company and on what terms, will be made at or prior to the time of the Acquisition.

In conjunction with the Admission, the Company has raised £340,000 (before expenses), being approximately £259,983 after expenses, conditional on Admission, through the Placing of the New Ordinary Shares with Investors. The proceeds of the Placing will be deployed by the Company in accordance with its strategy to complete the Acquisition.

Application will be made for the Ordinary Shares to be admitted to trading on the London Stock Exchange's Standard Listing for listed securities and the Placing is conditional on Admission. It is expected that Admission will become effective and that trading in the Ordinary Shares will commence on 18 April 2019 or such later time as the Company may agree. Further details of the Placing are set out in of "Part III – Placing" of this Document.

### **3 Business strategy and execution**

The Company has identified the following criteria that it believes are important in evaluating a prospective target company or business. The Acquisition and any future acquisition will be long-term investments for the Company It will generally use these criteria in evaluating acquisition opportunities. However, it may also decide to enter into the Acquisition with a target company or business that does not meet the below criteria.

The Directors intend to take an active approach to completing the Acquisition and to adhere to the following criteria, insofar as reasonably practicable:

- **Geographic focus:** The Company intends, but is not required to, seek to acquire an exploration or production company or business with operations in natural resources in South East Asia, Africa, and the Middle East with: (i) strong underlying fundamentals and clear

broad-based growth drivers; (ii) a meaningful population and an identifiable market; (iii) established financial regulatory systems; (iv) stable political structures; and (v) strong or improving governance and anti-corruption ratings.

- **Sector focus:** The Company intends to search initially for acquisition opportunities in the natural resources sector, but the Company shall not be limited to such sector. The Company intends to seek opportunities which are in pre-production at an exploration and/or development stage. The Directors believe that opportunities exist to create value for Shareholders through a properly executed, acquisition-led strategy in the natural resources industry, however the Directors will consider other industries and sectors where they believe that value may be created for Shareholders.
- **Identifiable routes to value creation:** The Company intends, but is not required to, seek to acquire a company or business in respect of which the Company can: (i) play an active role in the optimisation of strategy and execution which for opportunities in pre-production would enable the Company to create value; (ii) enhance existing management capabilities through the Directors' proven management skills and depth of experience; (iii) effect operational changes to enhance efficiency and profitability; and (iv) provide capital to support significant, credible, growth initiatives.
- **Management of the Acquisition:** The Acquisition may be made by direct purchase of an interest in a company, partnership or joint venture, or a direct interest in a project, and can be at any stage of development. Following the completion of the Acquisition, the Directors will work in conjunction with incumbent management teams to develop and deliver a strategy for performance improvement and/or strategic and operational enhancements.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable acquisition opportunities, particularly in the natural resources sector, where the Directors believe that their experience will enable value creation. External advisers and professionals may be engaged as necessary to assist with sourcing and due diligence of prospective acquisition opportunities. The Directors may consider appointing additional directors with relevant experience if the need arises.

Any evaluation relating to the merits of a particular Acquisition will be based, to the extent relevant, on the above factors as well as other considerations deemed relevant to the Company's business objective by the Directors. In evaluating a prospective target company or business, the Company expects to conduct a due diligence review which will encompass, among other things, meetings with incumbent management and employees, document reviews, inspection of facilities, as well as a detailed review of financial and other information which will be made available. The time required to select and evaluate a target company or business and to structure and complete the Acquisition, and the costs associated with this process, are not currently ascertainable with any degree of certainty.

The Company expects that the Acquisition will be to acquire a controlling interest in a target company or business. The Company (or its successor) may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest in a target company or business if such opportunity is attractive; provided, the Company (or its successor) would acquire a sufficient portion of the target entity such that it could consolidate the operations of such entity for applicable financial reporting purposes. Future complementary acquisitions may be non-controlling.

The determination of the Company's post-Acquisition strategy and whether any Directors will remain with the combined company and, if so, on what terms, will be made following the identification of the target company or business but at or prior to the time of the Acquisition.

#### **4 Capital and returns management**

As well as the funds raised from the Pre-IPO Subscriptions, the Company expects to raise gross proceeds of £340,000 from the Placing. The Directors believe that, in order to implement the

Acquisition, further equity capital raisings and/or debt financing may be required by the Company to complete the Acquisition and for working capital purposes as the Company pursues its objectives going forward. Given that the anticipated operating costs of the Company prior to the Acquisition will be minimal, the Company is of the opinion that the working capital available to the Company is, for at least the next 12 months from the date of this Document sufficient for its present requirements and further funding will not be required in the first 18 months or prior to the Acquisition, whichever is earlier.

It is intended that the Acquisition will be undertaken by way of share consideration (in whole or part) which will leave cash available for working capital purposes. However, whether a further equity raising will be required, and the amount of such raising, will depend on the nature of the acquisition opportunity that arises and the form of consideration the Company uses to make the Acquisition (which cannot be determined at this time).

Any Acquisition made by the Company will represent a Reverse Takeover pursuant to the Listing Rules, requiring an application for the Company to have its Ordinary Shares admitted to the Official List and to trade on the Main Market for listed securities of the London Stock Exchange or, in the event this is not carried out, the Board currently intends to apply for the Company's Ordinary Shares to be admitted to another stock exchange. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition. The Acquisition will be subject to Board approval.

The Company expects that any returns for Shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy set out below in paragraph 5 of this "Part I – The Company's Strategy".

If the Acquisition has not been announced within 18 months of Admission, the Board will recommend to Shareholders either that the Company continue to pursue the Acquisition for a further 12 months from such date or that the Company be wound up (in order to return capital to Shareholders, to the extent assets are available). The Board's recommendation will then be put to a Shareholder vote (from which the Directors holding Ordinary Shares will abstain). In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles. An ordinary resolution of Shareholders is required to voluntarily wind-up the Company unless the Directors resolve to petition the High Court to wind up the Company.

## **5 Dividend policy**

The Company is primarily seeking to achieve capital growth for its Shareholders.

It is the Board's intention during the current phase of the Company's development to retain future distributable profits from the business, to the extent any are generated.

The Board does not anticipate declaring any dividends in the foreseeable future but may recommend dividends at some future date after the completion of the Acquisition and depending upon the generation of sustainable profits and the Company's financial position.

The Board can give no assurance that it will pay any dividends in the future, nor, if a dividend is paid, what the amount of such dividend will be.

The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

## **6 Corporate governance**

In order to implement its business strategy, the Company has adopted a corporate governance structure more fully outlined in "Part II — The Company, its Board and the Acquisition Structure". The key features of its structure are:

- consistent with the rules applicable to companies with a Standard Listing, unless required by law or other regulatory process, Shareholder approval is not required in order for the Company to complete the Acquisition. The Company will, however, be required to obtain the approval of the Board before it may complete the Acquisition;
- the Board intends to comply, in all material respects, with certain Main Principles of the UK Corporate Governance Code (as set out in more detail in “Part II — The Company, its Board and the Acquisition Structure”) and has adopted a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (comprising only the Directors at the date of this Document) shall comply with the share dealing code from the date of Admission; and
- following the Acquisition, the Directors may seek to transfer the Company from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. If the Company is successful in obtaining a Premium Listing, further rules will apply to the Company under the Listing Rules and Disclosure and Transparency Rules and the Company will be obliged to comply with or explain any derogation from the UK Corporate Governance Code. In addition to, or in lieu of, a Premium Listing, the Company may determine to seek a listing on another stock exchange or seek re-admission to a Standard Listing.

## **7 Conflicts of interest**

### **7.1 General**

Potential areas for conflicts of interest in relation to the Company include:

- None of the Directors are required to commit any specified amount of time to the Company’s affairs and, accordingly, they may have conflicts of interest in allocating management time among various business activities.
- In the course of their other business activities, the Directors may become aware of investment and business opportunities which may be appropriate for presentation to the Company as well as the other entities with which they are affiliated. They may have conflicts of interest in determining to which entity a particular business opportunity should be presented.
- The Directors may in the future become affiliated with entities, including other special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company, which may include entities with a focus on target companies or businesses similar to those being sought by the Company.
- The Directors may have a conflict of interest with respect to evaluating a particular acquisition opportunity if the retention or resignation of any of the Directors were included by a target company or business as a condition as a condition to any agreement with respect to the Acquisition.

Accordingly, as a result of these business affiliations, each of the Directors may have similar legal obligations to present business opportunities to multiple entities. In addition, conflicts of interest may arise when the Board evaluates a particular business opportunity, however the possibility of a potential conflict of interest will be dependent on the geographical area and sector of such business opportunity.

The Directors have, or may come to have, other fiduciary obligations, including to other companies on whose board of directors they presently sit or to other companies whose board of directors they may join in the future. To the extent that the Directors identify acquisition opportunities that may be suitable for the Company or other companies on whose board of

directors they may sit, the Company will be offered acquisition opportunities first that fall within the scope of the Undertaking detailed above. If there are acquisition opportunities that do not fall within the scope of the Undertaking, the Directors will honour any pre-existing fiduciary obligations to other companies whose board of directors they presently sit on. The Directors do not however have any pre-existing fiduciary obligations to other companies whose board of directors they presently sit on, that prevent them from offering acquisition opportunities within the scope of the Undertaking to the Company first.

The Directors may therefore refrain from presenting certain acquisition opportunities to the Company that come to their attention in the performance of their duties as directors of such other entities and which fall outside the scope of the Undertaking, unless the other companies have declined to accept such acquisition opportunities or clearly lack the resources to take advantage of such acquisition opportunities. Accordingly, the Directors may become aware of acquisition opportunities that may be appropriate for presentation to the Company as well as the other entities with which they are or may be affiliated, but will always ensure to present acquisition opportunities that fall within the scope of the Undertaking to the Company first.

## **7.2 *Other conflict of interest limitations***

To further minimise potential conflicts of interest, the Company will not acquire an entity that is an affiliate of any of the Directors.

The Directors are free to become affiliated with new special purpose acquisition companies or entities engaged in similar business activities prior to its identifying and acquiring a target company or business. Each of the Directors has agreed that if such person or entity becomes involved prior to the completion of the Acquisition with any new special purpose acquisition companies with similar acquisition criteria as the Company's, any potential opportunities that fit such criteria would first be presented to the Company.

## PART II

### THE COMPANY, ITS BOARD AND THE ACQUISITION STRUCTURE

#### 1 The Company

The Company was incorporated on 18 September 2017 in accordance with the laws of England and Wales with an indefinite life and with company number 10966847 under the name Cora Gold Limited. The Company changed its name to Blencowe Resources Limited on 26 September 2017. On 13 July 2018 the Company was re-registered as a public limited company to become Blencowe Resources plc.

On incorporation Mr Kieren Mildwaters was the sole Director. He resigned on 13 November 2017 and on the same date Sam Quinn and Cameron Pearce were appointed as Directors. Alex Passmore was appointed as a Director on 18 May 2018. Further information on the Directors is set out below.

On Admission, the Company will be authorised to issue one class of shares (the Ordinary Shares). It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing and to trading on the London Stock Exchange's Main Market for listed securities. The Company's Ordinary Shares, consisting of the Pre-IPO Subscriber Shares currently in issue, the Placing Shares and the Services Shares, are freely transferable and tradable and there are no restrictions on transfer.

#### 2 The Directors

The Directors believe the Board comprise a knowledgeable and experienced group of professionals with relevant experience for sourcing, evaluating, structuring and executing the business strategy of the Company in order to complete the Acquisition. The Board will have full responsibility for its activities. The Directors are of the opinion that their respective track records demonstrate their ability to source, structure and complete acquisitions, return value to Investors and introduce and complete operational improvements to companies. The Directors will bring their extensive experience, skills and expertise to bear, initially in sourcing, evaluating, structuring and executing the Acquisition.

The details of the Directors are listed below.

##### 2.1 ***Cameron William Leslie Pearce (Non-Executive Chairman), aged 47 (date of birth 13 February 1972)***

Cameron Pearce has extensive professional experience in both the Australian and United Kingdom finance industries. In recent times he has provided corporate, strategic, financial and advisory assistance to private and public companies in both Australia and the United Kingdom. Mr Pearce is a member of the Australian Institute of Chartered Accountants and has been in commerce over twenty years holding senior financial and management positions in both publicly listed and private enterprises in Australia, Europe, Asia, Africa and Central America.

Mr Pearce has considerable corporate and international expertise and over the past decade has focussed on mining and exploration activities.

##### 2.2 ***Sam Delevan Quinn (Non-Executive Director), aged 41 (date of birth 18 June 1977)***

Sam Quinn is a corporate lawyer with over a decade's worth of experience in the natural resources sector, in both legal counsel and executive management positions. Mr Quinn is currently the Director of Corporate Finance and Legal Counsel for the Dragon Group, a London-based natural resources venture capital firm and a Non-Executive Director of AIM quoted Red Rock Resources Plc, and the company secretary of NEX Exchange Growth Market quoted Tectonic Gold plc (formerly Stratmin Global Resources Plc). Mr Quinn has gained significant experience in the administration, operation, financing and promotion of natural resource companies.

Prior to working in the natural resources sector, Mr Quinn worked as a corporate lawyer for Jackson McDonald Barristers & Solicitors in Perth, Western Australia and for Nabarro LLP in London.

### **2.3 *Alexander Ross Passmore (Non-Executive Director), aged 40 (date of birth 20 October 1978)***

Alex Passmore is an experienced corporate executive with strong financial and technical background. Mr Passmore managed the arrangement of debt for many well-known resources companies and has a wealth of experience in project evaluation. He also managed the WA natural resources business of CBA which comprised a substantial portfolio of loan, hedge, trade finance and working capital products to ASX-listed and multi-national resource companies. Prior to this, Mr Passmore held senior roles at Patersons Securities and was director of corporate finance and head of research. Mr Passmore holds a BSc (Hons) in Geology from the University of Western Australia and a graduate diploma of Applied Finance and Investments from the Institute of Securities Australia.

### **2.4 *Directors' Commitment***

Details of each Directors relevant interest in the Company is contained in paragraph 7 of "Part VII — Additional Information".

## **3 Independence of the Board**

None of the Directors are considered to be "*independent*" (using the definition set out in the UK Corporate Governance Code). It is intended that additional Directors will be appointed in future and that independence will be one of the key factors taken into account at that time. As at the date of this Document no prospective Directors have been identified and no arrangements exist (formal or informal) for the appointment of any other Director.

## **4 Directors' fees**

Cameron Pearce is entitled to an annual fee of £36,000.

Sam Quinn is entitled to an annual fee of £24,000.

Alex Passmore is entitled to an annual fee of £12,000.

All fees are payable from 1 June and shall either be paid in cash prior to Admission, or accrued and paid at Admission from the Placing Proceeds. All the Directors are entitled to be reimbursed by the Company for travel, hotel and other expenses incurred by them in the course of their directors' duties relating to the Company. All the Directors are required to serve on the audit/remuneration committee, and, where possible, attend all committee meetings, general meetings, board meetings, and provide guidance and direction in the planning, developing and enhancing the future strategic direction of the Company.

Further details of the Letters of Appointment are set out in paragraph 8 of "Part VII — Additional Information".

Any fees payable to the Directors after an Acquisition will be determined as part of the negotiations for the Acquisition, and will be dependent on whether the Directors remain on the board of the Company in any event.

## **5 Strategic decisions**

### **5.1 *Members and responsibility***

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy to complete an Acquisition and conducting its overall supervision. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance framework of the Company and will have overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the making of the Acquisition. The Acquisition will be subject to Board approval.

## **5.2 Frequency of meetings**

The Board will schedule quarterly meetings and will hold additional meetings as and when required. The expectation is that this will result in more than four meetings of the Board each year.

## **5.3 Corporate governance**

As at the date of this Document, the Company complies with the corporate governance regime applicable to the Company.

In addition, the Company intends to voluntarily observe the requirements of the UK Corporate Governance Code, save as set out below. As at the date of this Document the Company is, and at the date of Admission will be, in compliance with the UK Corporate Governance Code with the exception of the following:

- Given the composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation), are considered by the Board to be inapplicable to the Company. In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent director and the Board's committees will not, at the outset, have three independent non-executive directors.
- The UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Company following the Acquisition.

Until the Acquisition is made, the Company will not have nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company), take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance. Following the Acquisition, the Board intends to put in place nomination, remuneration, audit and risk committees.

As at the date of this Document, the Board has a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (comprising only the Directors at the date of this Document) shall comply with the share dealing code from the date of Admission.

Following the Acquisition and subject to eligibility, the Directors may, in future, seek to transfer the Company from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. However, in addition to or in lieu of a Premium Listing, the Company may determine to seek a listing on another stock exchange. Following such a Premium Listing, the Company would comply with the

continuing obligations contained within the Listing Rules and the Disclosure and Transparency Rules in the same manner as any other company with a Premium Listing.

**The Company is applying for a Standard Listing of the Ordinary Shares on the Official List and a Standard Listing offers less protection to Investors than would otherwise be the case with a Premium Listing on the Official List. Further details on the consequences of a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on page 32 of this Document.**

## **6 Acquisition structure**

The Acquisition may be made by the Company or a wholly-owned subsidiary of the Company, established as a special purpose vehicle to make the Acquisition. The details of the structure of the Acquisition will be determined once a target for the Acquisition has been identified.

## **7 Other Agreements**

The Company has also entered into a number of other agreements for the provision of registrar and other services more fully described in “Part VII — Additional Information”.

## PART III

### THE PLACING

#### 1 Description of the Placing

Under the Placing, 8,500,000 New Ordinary Shares are being made available to Investors at the Placing Price of 4p per New Ordinary Share, which is expected to raise gross proceeds of £340,000, subject to commissions and other estimated fees and expenses of approximately £80,017. For each two Ordinary Shares issued to Placees, the Placee will be issued a Warrant to subscribe for one Ordinary Share exercisable at 6p per Ordinary Share at any time from the date of Admission for four years. In addition, conditional on Admission, the Company will issue the Services Shares.

The Broker has received Placing Letters from Investors to subscribe for (and will be allotted) 8,500,000 Ordinary Shares in aggregate at the Placing Price. The irrevocable commitments of the proposed Investors under the Placing Letters is subject only to Admission by 18 April 2019 (or such later date as the Broker may notify Investors), but in any event not later than 3 May 2019 and may not be withdrawn other than on a failure of the Company to achieve Admission by the prescribed long-stop date.

The Net Proceeds to the Company amount to approximately £259,983, after deduction of fees and expenses payable by the Company which are related to the Placing, the Pre-IPO Subscriptions and Admission. The Placing is conditional on, inter alia, Admission. If Admission does not proceed, the Placing will not proceed and any monies will be refunded to the applicants.

If Admission does not proceed, the Placing will not proceed and any monies received by the Broker will be refunded to the relevant applicants.

The Placing is being made by means of an offering of the New Ordinary Shares primarily to certain institutional and other investors in the United Kingdom and elsewhere in the EEA. In accordance with Listing Rule 14.2.2R, at Admission, at least 25 per cent. of the Ordinary Shares of this listed class will be in public hands (as defined in the Listing Rules).

The Company, in consultation with the Broker, expressly reserves the right to determine, at any time prior to Admission, not to proceed with the Placing.

The Company intends to apply the Net Proceeds in accordance with paragraph 6 of this “Part III — Placing” and in pursuit of the objective set out in paragraph 3 of “Part I — The Company’s Strategy”.

Certain restrictions that apply to the distribution of this Document and the New Ordinary Shares being issued under the Placing in certain jurisdictions are described in the section headed “Part VIII — Notices to Investors”. Certain selling and transfer restrictions are also contained in “Part VIII — Notices to Investors”.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange on 18 April 2019. No application has been or is currently intended to be made for the Ordinary Shares to be admitted to listing or dealt with on any other stock exchange. When admitted to trading, the Ordinary Shares will be registered with ISIN number GB00BFCMVS34 and SEDOL number BFCMVS3.

Where applicable, definitive share certificates in respect of the New Ordinary Shares to be issued pursuant to the Placing and the Services Shares are expected to be despatched, by post at the risk of the recipients, to the relevant holders, not later than 8 May 2019. The Ordinary Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

## **2 Terms and Conditions of the Placing**

Each Investor who subscribes for the New Ordinary Shares under the Placing will be bound by these terms and conditions:

### **2.1 Agreement to acquire the New Ordinary Shares**

Conditional on: (i) the Placing Letters becoming unconditional and not being terminated in accordance with its terms; and (ii) Admission becoming effective by 8.00 a.m. on or prior to 18 April 2019 (or such later time and/or date as Brandon Hill and the Company may agree, but no later than 8.00 a.m. on 3 May 2019), an Investor who has applied for New Ordinary Shares agrees to acquire those New Ordinary Shares (such number of New Ordinary Shares not to exceed the number applied for by such Investor) at the Placing Price. To the fullest extent permitted by law, each Investor acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights an Investor may have. Each such Investor is deemed to acknowledge receipt and understanding of this Document and in particular the risk and investment warnings contained in this Document.

### **2.2 Payment for the New Ordinary Shares**

Each Investor must pay the Placing Price for the New Ordinary Shares issued to the Investor in the manner directed by the Company.

If any Investor fails to pay as so directed by the Broker pursuant to the Placing Letter, the relevant Investor's subscription will be cancelled.

If Admission does not occur, subscription monies will be returned without interest at the risk of the applicant.

### **2.3 Representations, warranties and acknowledgements**

Each Investor and, in the case of paragraph 2.3(l) below, any person subscribing for or applying to subscribe for New Ordinary Shares, or agreeing to subscribe for New Ordinary Shares on behalf of an Investor will be deemed to represent and warrant to the Company that, inter alia:

- (a) it is subscribing for the New Ordinary Shares on its own account, it does not have any contract, understanding or arrangement with any person to sell, pledge, transfer, or grant a participation therein to such person or any third person with respect to any New Ordinary Shares (save in certain circumstances where it is a private client stockbroker or fund manager);
- (b) it is relying solely on the Placing Letter and the placing proof of this Document and not on any other information or representation concerning the Company or the Placing. The Investor agrees that none of the Company or the Registrar nor any of their respective officers or directors will have any liability for any other information or representation. The Investor irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;
- (c) the content of this Document is exclusively the responsibility of the Company and the Directors and neither the Registrar nor any person acting on their behalf nor any of their respective affiliates is responsible for or shall have any liability for any information, representation or statement contained in this Document or any information published by or on behalf of the Company, and none of the Registrar nor any person acting on its behalf nor any of their respective affiliates will be liable for any decision by an Investor to participate in the Placing based on any information, representation or statement contained in this Document or otherwise;
- (d) it has not relied on any information given or representations, warranties or statements made by the Company, the Directors, the Broker, the Registrar or any

other person in connection with the Placing other than information contained in the placing proof of this Document and/or any supplementary prospectus or regulatory announcement issued by or on behalf of the Company on or after the date hereof and prior to Admission. The Investor irrevocably and unconditionally waives any rights it may have in respect of any other information or representation;

- (e) any exercise by the Broker or the Company of any right to terminate the Placing Letter or extend the time or waive the requirement of the satisfaction of all or any conditions of the Placing Letters (or any other right it has under the Placing Letters) shall be within the Broker's absolute discretion, and the Broker shall have no liability to it whatsoever in relation to any decision to exercise or not to exercise such right(s);
- (f) if the Investor is in the United Kingdom, it is: (i) a person having professional experience in matters relating to investments who falls within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotions Order**"); or (ii) a high net worth body corporate, unincorporated association or partnership or trustee of a high value trust as described in Article 49(2) of the Financial Promotions Order, or is otherwise a person to whom an invitation or inducement to engage in investment activity may be communicated without contravening section 21 of FSMA;
- (g) it is not a person who falls within the special charge to stamp duty reserve tax nor does it attract any stamp duty (including, without limitation, under sections 67, 70, 93 or 96 of the Finance Act 1986), and it is liable for all and any stamp duty payable arising in respect of the delivery and settlement of its New Ordinary Shares;
- (h) it has complied with its obligations in connection with money laundering and terrorist financing under the Proceeds of Crime Act 2002, the Terrorism Act 2000, the Money Laundering Regulations 2003, the Money Laundering Regulations 2007 (if applicable), the money laundering provisions of the Criminal Justice Act 1993 and the Anti Terrorism Crime and Security Act 2001, or applicable legislation in any other jurisdiction (the "**Regulations**") and, if it is making payment on behalf of a third party, it has obtained and recorded satisfactory evidence to verify the identity of the third party as required by the Regulations;
- (i) it is not a national, citizen or resident of the US, Australia, Canada, Japan or the Republic of Ireland, the Republic of South Africa or any other jurisdiction in which the Placing is or would be unlawful and: (i) it is entitled to receive the Placing Letter and to subscribe for the New Ordinary Shares under the laws of all relevant jurisdictions which apply to it; (ii) it has fully observed such laws and obtained all governmental and other consents which may be required under such laws and complied with all necessary formalities; (iii) it has paid all issue, transfer or other taxes due in connection with its acceptance in any jurisdiction; and (iv) it has not taken any action or omitted to take any action which will or may result in any of the Company, the Broker, the Registrar or any of their respective directors, officers, agents, employees or advisers acting in breach of the legal and regulatory requirements of any jurisdiction in connection with the Placing or, if applicable, its acceptance of or participation in the Placing;
- (j) it is not a person of the kind described in articles 5.1 or 5.2 of Council Regulation (EU) No 833/2014 of 31 July 2014 concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine (as amended by Council Regulation (EU) No 960/2014 of 8 September 2014, published in the Official Journal of the EU on 12 September 2014);
- (k) it agrees to become a member of the Company and to be bound by the terms of the Articles in force at Admission;
- (l) if a company, it is a valid and subsisting company and has all the necessary corporate capacity and authority to execute its obligations in connection with its subscription pursuant to the terms of the Placing Letter;

- (m) it will not undertake any transaction relating to the New Ordinary Shares which would constitute a 'Notifiable Transaction under the Market Abuse Regulations, unless and until Admission becomes effective;
- (n) it will, if applicable, notify the Company of its interest in the Ordinary Shares in accordance with Articles and Chapter 5 of the Disclosure and Transparency Rules;
- (o) it has not offered or sold, and will not offer or sell, any New Ordinary Shares to persons in the United Kingdom in circumstances which would result in the New Ordinary Shares being offered to the public in the United Kingdom within the meaning of section 85(1) of FSMA; and
- (p) no person connected with it has been offered a bribe or other inappropriate payment or incentive in relation to the Placing or Admission.

The Company will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings.

## **2.4 Acknowledgement**

Each Investor and, in the case of paragraph 2.3(l) above, any person subscribing for or applying to subscribe for New Ordinary Shares, or agreeing to subscribe for New Ordinary Shares on behalf of an Investor will be deemed to acknowledge to the Company that the Investor has been warned that an investment in the Ordinary Shares is only suitable for acquisition by a person who:

- (a) has a significantly substantial asset base such that would enable the person to sustain any loss that might be incurred as a result of acquiring the Ordinary Shares; and
- (b) is sufficiently financially sophisticated to be reasonably expected to know the risks involved in acquiring the Ordinary Shares.

The Company will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings.

## **2.5 Supply and disclosure of information**

If any of the Registrar or the Company or any of their agents request any information about an Investor's agreement to purchase New Ordinary Shares under the Placing, such Investor must promptly disclose it to them.

## **2.6 Miscellaneous**

The rights and remedies of each of the Registrar and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.

On application, if an Investor is a discretionary fund manager, that Investor may be asked to disclose in writing or orally the jurisdictions in which its funds are managed or owned.

All documents will be sent at the Investor's risk. They may be sent by post to such Investor at an address notified to the Company.

Each Investor agrees to be bound by the Articles (as amended from time to time) once the New Ordinary Shares, which the Investor has agreed to acquire pursuant to the Placing, have been issued to the Investor.

The contract to purchase New Ordinary Shares under the Placing, the appointments and authorities mentioned herein and the representations, warranties and undertakings set

out herein will be governed by, and construed in accordance with, English law. For the exclusive benefit of the Company and the Registrar, each Investor irrevocably submits to the exclusive jurisdiction of the English courts in respect of these matters. This does not prevent an action being taken against an Investor in any other jurisdiction.

In the case of a joint agreement to purchase New Ordinary Shares under the Placing, references to an "Investor" in these terms and conditions are to each of the Investors who are a party to that joint agreement and their liability is joint and several.

The Company expressly reserves the right to modify the Placing (including, without limitation, its timetable and settlement) at any time before closing.

### **3 Allocation**

Allocations under the Placing have been determined by the Company and the Broker after indications of interest from prospective Investors have been received. A number of factors have been considered in deciding the basis of allocation under the Placing, including the level and nature of the demand for the New Ordinary Shares and the objective of establishing an Investor profile consistent with the long-term objective of the Company. The Company and the Broker have notified Investors of their allocations.

All New Ordinary Shares issued pursuant to the Placing will be issued, payable in full, at the Placing Price.

The Ordinary Shares issued pursuant to the Placing will be issued in registered form, and are capable of being held in certificated and uncertificated form. The currency of the securities issue is Pounds Sterling. It is expected that the Ordinary Shares will be issued pursuant to the Placing on 18 April 2019.

### **4 Dealing arrangements**

Application has been made to the UK Listing Authority for all the Ordinary Shares to be listed on the Official List and application has been made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities.

It is expected that Admission will take place and unconditional dealings in the Ordinary Shares will commence on the London Stock Exchange at 8.00 a.m. on 18 April 2019. This date and time may change.

It is intended that settlement of Ordinary Shares allocated to Investors will take place by means of crediting relevant CREST stock accounts on Admission. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned. When admitted to trading, the Ordinary Shares will be registered with ISIN number GB00BFCMVS34 and SEDOL number BFCMVS3.

### **5 CREST**

CREST is the system for paperless settlement of trades in listed securities operated by Euroclear. CREST allows securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer.

The Articles permit the holding of Ordinary Shares in uncertificated form under the CREST System.

Application has been made for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST System if any Shareholder (as applicable) so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. An Investor applying for Ordinary Shares in the Placing may elect to receive Ordinary Shares in uncertificated form if the Investor is a system member (as defined in the CREST Regulations) in relation to CREST.

## 6 Use of Proceeds

The estimated Net Proceeds, after deducting fees and expenses in connection with the Placing, the Pre-IPO Subscriptions and Admission are approximately £259,983. The gross proceeds of the Placing will be £340,000. The Net Proceeds and the funds raised in the Pre-IPO Subscription will be used to pay the expenses of the Placing and Admission and further the Company's objectives of completing the Acquisition.

The Company's primary intention is to use the Net Proceeds to enable it to evaluate potential acquisition targets and to pay professional fees (i.e. due diligence, legal fees, accountancy fees) in relation to the Acquisition, which may include additional complementary acquisitions following the Acquisition. The Company intends to keep professional adviser fees low and conduct its own commercial due diligence before incurring professional adviser fees on any potential Acquisition. Mr Pearce is a member of the Australian Institute of Chartered Accountants and Mr Quinn is a non-practicing corporate lawyer. The Directors will look to utilise their skill sets to keep costs down before incurring such fees and costs. Following the Acquisition, the Company intends to seek re-admission of the Company's securities to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

Operating costs will be maintained at the minimum level consistent with the Company's status as a publicly quoted company. The Company does not intend to acquire premises of its own or engage any employees other than the Directors, before making the Acquisition. The Directors will seek to conserve the Company's resources.

The Directors believe that the benefits of the Standard Listing are as follows:

- the Company will have, following the Placing, sufficient funds to implement its business strategy to complete an Acquisition;
- provide working capital for the Company's initial operations in line with its business strategy as set out in this Document; and
- raise the profile of the Company.

## PART IV

### SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES AND ACCOUNTING POLICIES

#### 1 Share capital

The Company was incorporated on 18 September 2017 under the Companies Act 2006.

Details of the current issued Ordinary Shares of the Company are set out in paragraph 3 of “Part VII — Additional Information”. The currency of the securities issue is Pounds Sterling. As at Admission, there will be 21,666,664 issued Ordinary Shares of 0.5 pence each.

All of the issued Ordinary Shares will be in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the share register. Temporary documents of title will not be issued. The ISIN number of the Ordinary Shares is GB00BFCMVS34. The SEDOL number of the Ordinary Shares is BFCMVS3.

#### 2 Financial position

The Company has not yet commenced operations

The financial information in respect of the Company upon which Crowe has provided the accountant’s report in Section A of “Part V – Financial Information on the Company” as at 30 September 2018 is set out in Section B of “Part V – Financial Information on the Company”.

If the Placing and Admission had taken place on 30 September 2018 (being the date as at which the financial information contained in “Part V – Financial Information on the Company” is presented):

- the net assets of the Company should have been increased by £340,000 from the Placing arising from the issue of 8,500,000 Ordinary Shares on the date of Admission;
- the Company’s share capital would have decreased as a result of fees and expenses incurred in connection with the Placing and Admission; and
- the liabilities of the Company would have increased due to, inter alia, the Registrar Agreement becoming effective, thereby obliging the Company to pay the fees under such agreements as and when they fall due and the Directors’ Letters of Appointment becoming effective, thereby committing the Company to pay fees under such Letters of Appointment as and when they fall due.

#### 3 Liquidity and capital resources

##### 3.1 Sources of cash and liquidity

The Company’s initial source of cash will be proceeds from Ordinary Shares issued to date and the Net Proceeds of the Placing and Pre-IPO Subscriptions. It will use such cash to fund: (i) the expenses of the Placing, the Pre-IPO Subscriptions and Admission; (ii) on-going costs and expenses (primarily the UKLA eligibility and vetting fees totalling £20,285 London Stock Exchange listing fee of £10,000, Registrar’s base fees of an initial handling fee of £2.50 per Shareholder and an annual register maintenance fee on open accounts of £1.60 per shareholder per annum (with a minimum charge of £550.00 per quarter), plus VAT, auditor’s fees of £20,000 plus VAT per year and London Stock Exchange fees of £7,056 for the year ended 31 March 2020); and (iii) the costs and expenses to be incurred in connection with seeking to identify and effect the Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Company intends to use share consideration (in whole or part) in relation to the Acquisition. The Company may raise additional capital from

time to time. Such capital may be raised through share issues (such as rights issues, open offers or private placings) or borrowings.

The Company may also make the Acquisition or fund part of the Acquisition through share-for-share exchanges. Any such exchanges will be subject to the restrictions on the issue of Ordinary Shares set out in paragraph 4.2 of “Part VII — Additional Information”.

Although the Company envisages that any capital raised will be from new equity, the Company may also choose to finance all or a portion of the Acquisition with debt financing. Any debt financing used by the Company is expected to take the form of bank financing, although no financing arrangements will be in place at Admission. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Any associated debt financing (if any) for the Acquisition will be assessed with reference to the projected cash flow of the target company or business and may be incurred at the Company level or by any subsidiary of the Company. Any costs associated with the debt financing will be paid with the proceeds of such financing.

If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company’s ability to make distributions to Shareholders.

As substantially all of the cash raised (including cash from any subsequent share offers) is expected to be used for working capital, following the Acquisition, the Company’s future liquidity will depend in the medium to longer term primarily on: (i) the profitability of the company or business it acquires; (ii) the Company’s management of available cash; (iii) cash distributions on sale of existing assets; (iv) the use of borrowings, if any, to fund short-term liquidity needs; and (v) dividends or distributions from subsidiary companies.

### **3.2 Cash uses**

The Company’s principal use of cash (including the Net Proceeds) will be to fund the Acquisition and, potentially (depending on the cost to the Company of the Acquisition) to finance the target after the completion of the Acquisition. The Company’s current intention is to retain earnings for use in its business operations and it does not anticipate declaring any dividends in the foreseeable future. In addition to using cash to make the Acquisition, the Company will incur day-to-day expenses that will need to be funded. Initially, the Company expects these expenses will be funded through the Net Proceeds (and income earned on such funds). Such expenses include:

- all costs relating to the Placing, including fees and expenses incurred in connection with the Placing such as those incurred in the establishment of the Company, Placing and Admission fees, fees and expenses payable to the Broker, legal, accounting, registration, printing, advertising and distribution costs and any other applicable expenses;
- transaction costs and expenses — the Company will bear all due diligence costs, legal, underwriting, investment banking, broking, merger and acquisition, tax advice, public relations and printing costs and, where an acquisition is not consummated, all such costs and expenses incurred, including any abort fees due;
- all costs relating to raising capital or in connection with debt financings in connection with, or in anticipation of, the Acquisition, including fees and expenses incurred by the Company for its financial, tax, accounting, technical and other advisers, as the case may be;

- Directors' fees; and
- operational and administrative costs and expenses which will include (but will not be limited to): (i) the fees and expenses of the Registrar; and (ii) regulatory, custody, audit and licence fees, trademark fees, insurance and other similar costs.

The Board intends to be prudent so as to preserve Company funds as far as possible and will keep costs within the Company's cash reserves at all times, for example, the Board is unlikely to commence detailed due diligence without first having agreed capped fees with its advisers in order that total transaction fees are ascertainable.

It is intended that the company or business acquired pursuant to the Acquisition, which is expected to be an operating company or business, will pay all of its own expenses associated with operating such company or business as well as any funding costs associated with any debt raised in conjunction with the Acquisition.

### **3.3 *Deposit of Net Proceeds Pending Acquisition***

Prior to the completion of the Acquisition, the Net Proceeds will be held in the bank account of the Company held with Barclays Bank plc, Douglas, Isle of Man. The Net Proceeds will not be placed in any trust or escrow account. The Company will principally seek to preserve capital and therefore the yield on such deposits or instruments is likely to be low.

### **3.4 *Indebtedness***

As at the date of this Document, the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.

#### **(a) *Interest rate risks***

The Company may incur indebtedness to finance and leverage the Acquisition and to fund its liquidity needs. Such indebtedness may expose the Company to risks associated with movements in prevailing interest rates. Changes in the level of interest rates can affect, among other things: (i) the cost and availability of debt financing and hence the Company's ability to achieve attractive rates of return on its assets; (ii) the Company's ability to make an Acquisition when competing with other potential buyers who may be able to bid for an asset at a higher price due to a lower overall cost of capital; (iii) the debt financing capability of the companies and businesses in which the Company is invested; and (iv) the rate of return on the Company's uninvested cash balances. This exposure may be reduced by introducing a combination of a fixed and floating interest rates or through the use of hedging transactions (such as derivative transactions, including swaps or caps). Interest rate hedging transactions will only be undertaken for the purpose of efficient portfolio management, and will not be carried out for speculative purposes. See subparagraph 3.4(b) "Hedging arrangements and risk management" below.

#### **(b) *Hedging arrangements and risk management***

The Company may use forward contracts, options, swaps, caps, collars and floors or other strategies or forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates, as previously described. It is expected that the extent of risk management activities by the Company will vary based on the level of exposure and consideration of risk across the business.

The success of any hedging or other derivative transaction generally will depend on the Company's ability to correctly predict market changes. As a result, while the

Company may enter into such a transaction to reduce exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Company may not seek, or be successful in establishing, an exact correlation between the instruments used in a hedging or other derivative transactions and the position being hedged and could create new risks of loss. In addition, it may not be possible to fully or perfectly limit the Company's exposure against all changes in the values of its assets, because the values of its assets are likely to fluctuate as a result of a number of factors, some of which will be beyond the Company's control.

### **3.5 Capitalisation and indebtedness illustration**

The table below setting out the Company's capitalisation and indebtedness position has been included for illustrative purposes only.

#### **CAPITALISATION**

The following table shows the Company's indebtedness and capitalisation as at 30 September 2018.

	<i><b>Audited</b></i>
	<i><b>30 September</b></i>
	<i><b>2018</b></i>
	<i><b>(£'000)</b></i>
<b><i>Current Debt</i></b>	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	(16)
<b><i>Non-Current Debt</i></b>	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-
<b><i>Shareholders' Equity</i></b>	
Share Capital	361
Reserves	(99)
<b>Total</b>	<b>262</b>

Since 30 September 2018, there have been no other changes to the Company's capitalisation.

## INDEBTEDNESS

The table below sets out the net indebtedness of the Company as at 30 September 2018.

	<b>Audited as at 30 September 2018 (£'000)</b>
A. Cash	278
B. Cash equivalent	-
C. Trading securities	-
D. <b>Liquidity (A) + (B) + (C)</b>	<b>278</b>
E. Current financial receivable	-
F. Current bank debt	-
G. Current portion of non-current debt	-
H. Other current financial debt	16
I. <b>Current Financial Debt (F) + (G) + (H)</b>	<b>16</b>
J. <b>Net Current Financial Indebtedness (I) - (E) - (D)</b>	<b>(262)</b>
K. Non-current Bank loans	-
L. Bonds issued	-
M. Other non-current loans	-
N. <b>Non-current Financial Indebtedness (K) + (L) + (M)</b>	<b>-</b>
O. <b>Net Financial Indebtedness (J) + (N)</b>	<b>(262)</b>

Since 30 September 2018, there have been no other changes to the Company's capitalisation.

### 3.6 **Accounting policies and financial reporting**

The Company's financial year end was 30 September 2018, and the first set of audited annual financial statements are for the period from 18 September 2017 to 30 September 2018. The Company will produce and publish half-yearly financial statements as required by the Disclosure and Transparency Rules. The Company will present its financial statements in accordance with IFRS.

## PART V

### FINANCIAL INFORMATION ON THE COMPANY

#### (A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY



The Directors  
Blencowe Resources plc  
25 Bilton Road  
Rugby  
CV22 7AG

10 April 2019

Dear Sirs,

#### **Introduction**

We report on the audited historical financial information of Blencowe Resources plc (the "Company") for the period from incorporation on 18 September 2017 to 30 September 2018 (the "Company Financial Information"). The Company Financial Information has been prepared for inclusion in Part 5(B) "*Historical Financial Information of the Company*" of the Company's prospectus dated 11 April 2019 (the "Document"), on the basis of the accounting policies set out in note 2 to the Company Financial Information. This report is required by Annex 1 item 20.1 of Commission Regulation (EC) No. 809/2004 (the "Prospectus Directive Regulation") and is given for the purpose of complying with that requirement and for no other purpose.

#### **Responsibilities**

The directors of the Company (the "Directors") are responsible for preparing the Company Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Company Financial Information and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Document.

#### **Basis of Opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Company Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the Company Financial Information and whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance

that the Company Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

### **Opinion**

In our opinion, the Company Financial Information gives, for the purposes of the Document, a true and fair view of the state of affairs of the Company as at 30 September 2018 and of its results, cash flows and changes in equity for the period then ended in accordance with IFRS.

### **Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Annex I item 1.2 of the Prospectus Directive Regulation.

Yours faithfully,

**Crowe U.K. LLP**  
*Chartered Accountants*

**(B) HISTORICAL FINANCIAL INFORMATION OF THE COMPANY**

**STATEMENT OF FINANCIAL POSITION**

The audited statement of financial position of the Company as at 30 September 2018 is stated below:

	<b>As at 30 September 2018 £'000</b>
<b>Current assets</b>	
Cash and cash equivalents	278
Trade and other receivables	-
<b>Total current assets</b>	<u>278</u>
<b>Current liabilities</b>	
Trade and other payables	16
<b>Total current liabilities</b>	<u>16</u>
<b>Net assets</b>	<u>262</u>
<b>Equity</b>	
Share capital	361
Retained earnings	(99)
<b>Total equity</b>	<u>262</u>

## STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company from the date of incorporation on 18 September 2017 to 30 September 2018 is stated below:

	<b>Period ended 30 September 2018 £'000</b>
Administrative fees and other expenses	(99)
<b>Operating loss</b>	<b>(99)</b>
Finance costs	-
<b>Loss before tax</b>	<b>(99)</b>
Income tax	-
<b>Loss for the period and total comprehensive loss for the period</b>	<b>(99)</b>
<b>Basic and diluted loss per share (pence)</b>	<b>(0.78)</b>

## STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity of the Company from the date of incorporation on 18 September 2017 to 30 September 2018 is set out below:

	Share capital	Retained earnings	Total equity
	£'000	£'000	£'000
<b>Balance as at 18 September 2017 on incorporation</b>	<b>1</b>		<b>1</b>
<b>Total comprehensive loss during 2018</b>			
Loss for the period	-	(99,276)	(99,276)
<b>Total comprehensive loss</b>	<b>-</b>	<b>(99,276)</b>	<b>(99,276)</b>
<b>Contributions from equity holders</b>			
New shares issued	399,999	-	399,999
Share issue costs	(38,138)	-	(38,138)
<b>Total contributions from equity holders</b>	<b>361,861</b>		<b>361,861</b>
<b>Balance as at 30 September 2018</b>	<b>361,862</b>	<b>(99,276)</b>	<b>262,586</b>

## STATEMENT OF CASH FLOWS

The audited cash flow statement of the Company from the date of incorporation on 18 September 2017 to 30 September 2018 is set out below:

	<b>Period ended 30 September 2018 £'000</b>
<b>Operating activities</b>	
Loss after tax	(99)
<i>Changes in working capital</i>	
Increase in trade and other payables	16
Net cash flows from operating activities	(83)
<b>Financing activities</b>	
Shares issued (net of issue costs)	362
Net cash flows from financing activities	362
<b>Increase in cash and short-term deposits</b>	<b>278</b>
Cash and short-term deposits as at 18 September 2017	-
<b>Cash and short-term deposits at 30 September 2018</b>	<b>278</b>

## NOTES TO THE COMPANY FINANCIAL INFORMATION

### 1. General Information

The Company is a public limited company incorporated and registered in England and Wales on 18 September 2017 (as Cora Gold Limited, the name was changed to Blencowe Resources Limited on the 26 September 2017 and to Blencowe Resources plc on 13 July 2018) with registered company number 10966847 and its registered office situated in England and Wales with its registered office at 25 Bilton Road, Rugby, CV22 7AG.

The Company did not trade during the period under review.

### 2. Accounting Policies

#### ***Basis of preparation***

The principal accounting policies applied in the preparation of the Company Financial Information are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

The Company Financial Information has been prepared in accordance with IFRS. The Company Financial Information has been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense.

The Company Financial Information is presented in £ and rounded to the nearest thousand, unless otherwise stated.

#### ***Standards and interpretations issued but not yet applied***

At the date of authorisation of the Company Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and IFRIC, which are effective for annual accounting periods ending on or after the stated effective date but have not yet been applied, of which IFRS 16 Leases is the only such standard. In their view, this standard would not have a material impact on the financial reporting of the Company.

New standards that came into effect during the period but have no impact at present are presented below:

- IFRS 9 Financial instruments, and;
- IFRS 15 Revenue from Contract with Customers.

#### ***Going concern***

The Company's business activities, together with the factors likely to affect its future development, performance and positions are set out in Part 1, sections 2 and 3.

The Company is an investment company, and currently has no income stream until a suitable acquisition is identified, it is therefore dependent on its cash reserves to fund ongoing costs.

The Directors have reviewed the Company's ongoing activities including its future intentions in respect of acquisitions and having regard to the Company's existing working capital position and its ability to potentially raise finance, if required, the Directors are of the opinion that the Group has adequate resources to enable it to continue in existence for a period of at least 12 months from the date of these Financial Statements.

### ***Comparative figures***

No comparative figures have been presented as the Company Financial Information covers the period from incorporation on 18 September 2017.

### ***Cash and cash equivalents***

The Directors consider any cash on short-term deposits and other short-term investments to be cash equivalents.

### ***Future changes in accounting policies***

At the date of authorisation of these Financial Statements, the Directors have reviewed the Standards in issue by the International Accounting Standards Board ("IASB") and IFRIC, which are effective for annual accounting periods ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial reporting of the Company.

The Directors do not expect that the adoption of these standards will have a material impact on the Financial Statements of the company except that IFRS 9 will impact both the measurement and disclosures of financial instruments.

## **3. Significant accounting policies**

### ***Foreign currency***

Transactions in foreign currencies are translated to the functional currency at the exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Exchange differences arising on translation are recognised in profit or loss.

### ***Earnings per share***

The Company presents basic and diluted earnings per share ("EPS") data for its Ordinary Shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of Ordinary Shares outstanding during the period. Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive potential Ordinary Shares.

### ***Income tax***

Income tax expense comprises current tax and deferred tax.

#### ***Current income tax***

Current tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. Being resident in the Isle of Man, a 0% rate of corporate income tax applies to the Company.

#### ***Deferred income tax***

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply to the period when the related asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the Statement of Financial Position.

### **Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at bank balances only. For the purpose of the statement of cash flows, cash and cash equivalents consist of bank balances only.

#### **4. Critical accounting estimates and judgements**

In preparing the Company Financial Statements, the Directors have to make judgments on how to apply the Company's accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments that have been made in arriving at the amounts recognised in the Company Financial Statements.

#### **5. Administrative fee and other expenses**

	<b>13 months ended 30 September 2018 £'000</b>
Directors' remuneration	42
Professional fees	24
Audit fees	-
Administration fees	9
Travelling expenses	20
Miscellaneous fees	4
<b>Total</b>	<b>99</b>

#### **6. Loss per share**

The calculation of the basic and diluted loss per share is based on the following data:

	<b>13 Months ended 30 September 2018 £'000</b>
<b>Earnings</b>	
Loss from continuing operations for the period attributable to the equity holders of the Company	(99)
<b>Number of shares</b>	
Weighted average number of Ordinary Shares for the purpose of basic and diluted earnings per share	12,720,000
<b>Basic and diluted loss per share (pence)</b>	<b>(0.78)</b>

#### **7. Share Capital**

	<b>Number of Ordinary Shares issued and fully paid</b>	<b>Share premium £'000</b>	<b>Share issued costs £'000</b>	<b>Total share capital £'000</b>
On incorporation	-	-	-	-
Issue of shares	21,666,664	400	(38)	362
<b>At 30 September 2018</b>	<b>21,666,664</b>	<b>400</b>	<b>(38)</b>	<b>362</b>

The Company was incorporated on 18 September 2017. On incorporation, one Ordinary Share was issued at the par value of £1.

On 13 November 2017, the Company changed the share structure from one Ordinary Share of nominal value £1 to 200 Ordinary Shares of nominal value £0.005 and issued a further 9,999,800 Ordinary Shares at £0.005 each, to take the total number of Ordinary Shares to 10,000,000 with a nominal value of £50,000.

On 28 February 2018, 5 March 2018, 16 May 2018 and 25 July 2018, a further £7,500, £5,000, £15,000 and £10,000 was received respectively, resulting in paid up share capital of £50,000.

Between 9 April 2018 and 30 July 2018, a further 11,666,664 Ordinary Shares were issued at an issue price of £0.03 per Ordinary Share, resulting in an increase to share capital and share premium of £350,000. Of the £350,000 issued share capital and share premium, all £350,000 was received in cash.

## **8. Nature of the Company Financial Information**

The Company Financial Information presented above does not constitute statutory accounts for the period under review.

## **PART VI**

### **TAXATION**

#### **1 Taxation in the United Kingdom**

**1.1** The following information is based on UK tax law and HMRC practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

#### **2 Tax treatment of UK investors**

**2.1** The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- (a) who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent., of any of the classes of shares in the Company; or
- (b) who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- (c) who are in any doubt as to their taxation position.

**2.2** Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

**2.3** Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

#### **3 Dividends**

**3.1** Where the Company pays dividends, no UK withholding taxes are deducted at source. Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

**3.2** UK resident individual Shareholders who are domiciled in the UK, and who hold their Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

**3.3** Dividend income received by UK tax resident individuals will have a £2,000 annum dividend tax allowance. A Dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent for higher rate taxpayers , and 38.1 per cent. for additional rate taxpayers.

**3.4** Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

#### **4 Disposals of Ordinary Shares**

- 4.1 Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.
- 4.2 The rate of capital gains tax on disposal of Ordinary shares by basic rate taxpayers is 10 per cent., and for upper rate and additional is 20 per cent.
- 4.3 For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.
- 4.4 Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19 per cent. falling to 17 per cent. after 1 April 2020.

#### **5 Further information for Shareholders subject to UK income tax and capital gains tax**

(a) ***“Transactions in securities”***

- 5.2 The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HM Revenue and Customs to raise tax assessments so as to cancel *“tax advantages”* derived from certain prescribed *“transactions in securities”*.

#### **6 Stamp Duty and Stamp Duty Reserve Tax**

- 6.1 No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of Ordinary Shares pursuant to the placing.
- 6.2 Most investors will purchase existing Ordinary Shares using the CREST paperless clearance system and these acquisitions will be subject to stamp duty reserve tax at 0.5%. Where Ordinary Shares are acquired using paper (i.e. non-electronic settlement) stamp duty will become payable at 0.5% if the purchase consideration exceeds £1,000.
- 6.3 The above comments are intended as a guide to the general stamp duty and stamp duty reserve tax positions and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

- 7 **THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.**

## PART VII

### ADDITIONAL INFORMATION

#### 1 Responsibility

The Directors, whose names appear on page 39, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

#### 2 The Company

- 2.1** The Company was incorporated with limited liability under the laws of England and Wales under the Companies Act on 18 September 2017 with number 10966847 under the name Cora Gold Limited. The Company changed its name to Blencowe Resources Limited on 26 September 2017. On 13 July 2018 the Company was re-registered as a public limited company to become Blencowe Resources plc.
- 2.2** With effect from Admission, the Company will be subject to the Listing Rules and the Disclosure and Transparency Rules (and the resulting jurisdiction of the UK Listing Authority), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.
- 2.3** The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Companies Act.
- 2.4** The Company's registered office is at 25 Bilton Road, Rugby, Warwickshire CV22 7AG. The Company's telephone number is +44 01624 681250.
- 2.5** On 13 July 2018, as part of the re-registration, the Company adopted the Articles in substitution for and to the exclusion of the Company's then existing articles of association. The Company operates in conformity with its Articles and the laws of England and Wales.
- 2.6** As at 10 April 2019, the latest practicable date prior to publication of this Document, the Company did not have any subsidiaries nor did it own any shares in any company.

#### 3 Share Capital

- 3.1** The issued Ordinary Shares of the Company at the date of this Document and following the Placing (assuming full subscription) is and will be as follows:

<b>Issued and fully paid prior to the Placing, issue of the Services Shares and Admission</b>	<b>Issued and fully paid following the Placing, issue of the Services Shares and Admission</b>
<b>Number of Ordinary Shares</b>	<b>Number of Ordinary Shares</b>
21,666,664	31,666,664

- 3.2** On incorporation of the Company, one fully paid subscriber ordinary share of £1 was issued to Mr. Kieren Mildwaters.
- 3.3** The following is a summary of the changes in the issued Ordinary Shares of the Company since its incorporation:
- (a) on 13 November 2017 each ordinary share of £1 was subdivided to 200 Ordinary Shares of 0.5 pence each;

- (b) on 13 November 2017 9,999,800 Ordinary Shares were issued with 0.0125 pence being paid up on each Ordinary Share; and by 25 July 2018 the balance on such shares was paid up;
  - (c) between 9 April 2018 and 30 July 2018, a total of 11,666,664 Ordinary Shares were issued at an issue price of 3 pence per Ordinary Share, fully paid up; and
  - (d) on 27 June 2018 the Directors were granted the authority to up to 11,666,800 Ordinary Shares prior to Admission and 100,000,000 Ordinary Shares at Admission otherwise than on a pre-emptive basis.
- 3.4** The Company has granted certain Warrants, more details of which are contained in paragraphs 13.3, 13.4 and 13.5 below. In addition, for each two Ordinary Shares issued to Placees, the Placee will be issued a Warrant to subscribe for one Ordinary Share exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.
- 3.5** Save as disclosed in paragraph 3 of this Part VII:
- (a) no issued Ordinary Shares of the Company are under option or have been agreed conditionally or unconditionally to be put under option;
  - (b) no Ordinary Share or loan capital of the Company has been issued or is now proposed to be issued, fully or partly paid, either for cash or for a consideration other than cash;
  - (c) no commission, discount, brokerage or any other special term has been granted by the Company or is now proposed in connection with the issue or sale of any part of the Ordinary Share or loan capital of the Company;
  - (d) no persons have preferential subscription rights in respect of any Ordinary Share or loan capital of the Company or any subsidiary; and
  - (e) no amount or benefit has been paid or is to be paid or given to any promoter of the Company.
- 3.6** The Ordinary Shares will be listed on the Official List and will be traded on the Main Market of the London Stock Exchange. The Ordinary Shares are not listed or traded on, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading on, any other stock exchange or securities market.
- 3.7** The Company intends to grant options to subscribe for new Ordinary Shares from time to time to incentivise directors, employees and consultants at the discretion of the Directors and subject to the approval of the remuneration committee or, if such committee has not been established at the time, the Board. Options granted to subscribe for new Ordinary Shares in this manner will not exceed 10 per cent. of the Company's issued Ordinary Shares from time to time without the prior approval of the Shareholders.
- 3.8** The Company also intends to adopt an incentive plan under which it may award new Ordinary Shares to directors, employees and consultants pursuant to a standard share incentive scheme approved by the remuneration committee or, if such committee has not been established at the time, the Board. It is intended that any individual awards under the scheme will be subject to vesting and performance conditions. New Ordinary Shares under this plan will not exceed 10 per cent. of the Company's issued Ordinary Shares from time to time without the prior approval of the Shareholders.
- 3.9** Save as disclosed in this Document, as at the date of this Document, the Company will have no short, medium or long term indebtedness.

## **4 Summary of the Articles**

The Company is incorporated in England and Wales as a company under the provisions of the Companies Act and therefore is subject to English law. Certain provisions of the Companies Act are summarised below. The following is not intended to provide a comprehensive review of the applicable law, or of all provisions which differ from equivalent provisions in jurisdictions, with which interested parties may be more familiar. This summary is based upon the law and the interpretation of the law applicable as at the date of this Document and is subject to change.

### **4.1 Memorandum of Association**

The provisions contained in the Company's Memorandum of Association determining its objects state that the Company's main activity is that of a general commercial company.

### **4.2 Shares**

Subject to any limitation or provisions to the contrary contained in the memorandum or articles of association of a company, the issuance of shares and other securities in a company are under the control of its directors. Under the Articles all unissued shares in the Company shall be at the disposal of the Board who, subject to being authorised to do so by the Company by an ordinary resolution, may allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of them or rights to subscribe for or convert any security into shares to such persons, at such times and generally on such terms and conditions as the Board may decide.

### **4.3 Articles of Association**

The Articles of Association of the Company, contain, inter alia, the following provisions relating to the rights attaching to Ordinary Shares

- (a) There are no rights of pre-emption in respect of transfers of issued Ordinary Shares. However, in certain circumstances, the Company's Shareholders may have statutory pre-emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to place new shares for allotment of existing Shareholders on a pro-rata basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares are offered to the Company's Shareholders.
- (b) In order to transfer Ordinary Shares, the instrument of transfer of any such shares must be in any usual form or in such other form as may be approved by the Directors and must be executed by or on behalf of the transferor and, if the shares are not fully paid, by or on behalf of the transferee. The Articles of Association contain no restrictions on the free transferability of fully paid shares, provided that the transfer is in respect of only one class of share and is accompanied by the share certificate and any other evidence of title required by the Directors and that the provisions in the Articles of Association relating to the deposit of instruments for transfer have been complied with.
- (c) Each Ordinary Share confers the rights to receive notice of and attend all meetings of shareholders. Each holder of Ordinary Shares present at a general meeting in person or by proxy has one vote, and, on a poll, one vote for each Ordinary Share of which he is the holder.
- (d) On a winding up a liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the holders of the Company's shares (in specie or in kind) the whole or any part of the assets of the Company, and may, with the like sanction, determine how such diversion is to be carried out.

- (e) The Ordinary Shares confer upon their holders the right to participate in any profits which the Company may from time to time determine to distribute in respect of any financial period.
- (f) Subject to the provisions of the Act and if the profits of the Company justify such payments, the Directors may declare and pay interim dividends on shares of any class of such amounts as and when they think fit. All dividends are apportioned and paid pro-rata according to the amounts paid on the shares. No dividend or other monies payable on or in respect of a share will bear interest as against the Company. The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply them towards the satisfaction of the debts, liability or engagements in respect of a lien. A dividend may be retained if a shareholder has failed to comply with the statutory disclosure requirements of the Act. Any dividend unclaimed for twelve years will be forfeited and revert to the Company;
- (g) Subject to the provisions of the Act, the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares be authorised by an ordinary resolution of the Company in a General Meeting before the Company enters into such a contract;
- (h) All or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated with the consent in writing of the holders of three quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class. At every such separate general meeting the quorum is two persons holding or representing by proxy one-third in nominal value of the issued shares of that class; and
- (i) The Company may make arrangements for any class of its shares to be issued in uncertificated form and in accordance with and subject as provided in The Uncertificated Securities Regulations 2001 and transfer of title of those shares shall be effected by means of relevant system in the manner provided for and subject as provided for in the Uncertificated Securities Regulations 2001. Shares held in certificated form and those held in uncertificated form may be changed to certificated form.

Shares are defined in the Articles as “shares in the Company”. The rights attaching to the shares, as set out in the Memorandum and the Articles, and other key provisions, are set out as follows.

#### 4.3.1 *Rights of Shareholders*

The Articles provide that each Ordinary Share confers upon the Shareholder:

- (a) the right to one vote on a show of hands and on a poll to one vote for every share of which he is the holder at a meeting of the Shareholders.
- (b) the right to receive dividends according to the amounts paid up (otherwise than in advance of calls) on the shares on which the dividend is paid by the Company; and
- (c) the right in the distribution of the surplus assets of the Company on its liquidation to a share in proportion to the amount to which, at the commencement of the winding, the shares held by him are paid up.

#### 4.3.2 *Variation of rights*

Subject to the provisions of the Companies Act, if at any time the share capital of the Company is divided into shares of different classes any of the rights for the time being attached to any share or class of shares in the Company may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three quarters of the issued shares of the

class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class duly convened and held as provided in the Articles. The foregoing provisions of this paragraph shall apply also to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the separate rights of which are to be varied.

#### 4.3.3 *Transfers of shares*

Each member may transfer all or any of his shares in the case of certificated shares by instrument of transfer in writing in any usual form or in any form approved by the Board or in the case of uncertificated shares without a written instrument in accordance with the Uncertificated Regulations. Any written instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

The directors may also, in their absolute discretion, refuse to register any transfer of a certificated share unless the following conditions are satisfied:

- (a) it is in respect of only one class of shares;
- (b) it is in favour of a single transferee or not more than four joint transferees;
- (c) it is duly stamped (if so required); and
- (d) it is delivered for registration to the registered office of the Company or such other place as the directors may decide, accompanied by the certificate for the shares to which it relates (except in the case of a person to whom the Company is not required by sections 769, 776, 777 or 778 of the Companies Act to issue a certificate, or in the case of a renunciation) and such other evidence as the directors may reasonably require to prove the title of the transferor or person renouncing and the due execution by him of the transfer or renunciation or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so,

provided that if the directors refuse to register the transfer, the instrument of transfer must be returned to the transferee as soon as practicable and in any event within 2 months, with the notice of refusal and reasons for refusal unless they suspect that the proposed transfer may be fraudulent. The Board will not exercise such discretion if it would conflict with the Listing Rules.

#### 4.3.4 *Purchase and Redemption of shares*

Shares may be purchased, redeemed or otherwise acquired for any consideration provided that such redemption or acquisition does not contravene the requirements of the Companies Act.

#### 4.3.5 *Payment of dividends*

Subject to the provisions of the Companies Act and the Articles, the Company may, by ordinary resolution declare that dividends out of the Company's profits may be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board.

The Board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appear to the directors that the profits available for distribution justify the payment. If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

All dividends, interest or other sum payable and unclaimed after having been declared and become payable may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of twelve years after having become due for payment shall (if the Board so resolves) be forfeited and shall revert to the Company.

Unless otherwise provided by the rights attached to the share no dividend or other moneys payable by the Company or in respect of a share shall bear interest as against the Company.

#### *4.3.6 Return of capital*

Under the Articles, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different lands; and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine.

#### *4.3.7 Borrowing powers*

The business and affairs of the Company may be managed by, or under the direction or supervision of the Board. The Board has all the powers necessary for managing and for directing and supervising, the business and affairs of the Company. Subject to the Articles and to the provisions of the Companies Act, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, and all or any part of its property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

#### *4.3.8 Directors*

- (a) Unless and until otherwise determined by the Company by ordinary resolution the number of Directors (other than any alternate Directors) shall be not less than two and there shall be no more than 15 Directors.
- (b) At every annual general meeting at least one third of the Directors who are subject to retirement by rotation, provided that if there is only one Director who is subject to retirement by rotation, he shall retire.
- (c) Without prejudice to the power of the Company to appoint any person to be a Director pursuant to the Articles the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not exceed any maximum number fixed in accordance with the Articles. Any Director so appointed shall hold office only until the annual general meeting of the Company next following such appointment and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- (d) The Company may by resolution remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director and, without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Company, may (subject to the Articles) by resolution appoint another person who is willing to act to be a Director in his place.
- (e) No shareholding qualification is required by a director.
- (f) The directors may by resolution of directors appoint officers of the Company at such times as may be considered necessary or expedient.

#### 4.3.9 *Meetings of Shareholders*

Subject to the Companies Act, the Company must hold an annual general meeting in each period of six months beginning with the day following its accounting reference date (in addition to any other general meeting held in that period). Any annual general meeting so convened shall be held at such a time and place as the Board may determine

The directors may call a general meeting whenever they think fit. At any meeting so convened (or any meeting requisitioned pursuant to section 303 of the Companies Act) no business shall be transacted except that proposed by the Board or stated by the requisition. If there are not sufficient members of the Board to convene a general meeting, any Director or any member of the Company may call a general meeting.

Any annual general meeting shall be convened by not less than twenty-one clear days' notice in writing. Other general meetings shall be convened by not less than fourteen clear days' notice in writing. Notwithstanding that a meeting is convened by a shorter notice than that specified in the Articles, it shall be deemed to have been properly convened if it is so agreed by all members entitled to attend and vote in the meeting.

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending the meeting do not constitute a quorum. If the Company has only one member entitled to attend and vote at the general meeting, one qualifying person present at the meeting and entitled to vote is a quorum; provided that in all cases two qualifying persons present at the meeting and entitled to vote are a quorum.

If a general meeting was requisitioned by members and the persons attending the meeting within 30 minutes of the time at which the meeting was due to start (or such longer time as the chairman of the meeting decides to wait) do not constitute a quorum, or if during the meeting a quorum ceases to be present, the meeting is dissolved. In the case of a general meeting other than one requisitioned by members, if the persons attending the meeting within 30 minutes of the time at which the meeting was due to start (or such longer time as the chairman of the meeting decides to wait) do not constitute a quorum, or if during the meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. The continuation of a general meeting adjourned for lack of quorum is to take place either: on a day that is not less than 14 days but not more than 28 days after it was adjourned and at a time and/or place specified for the purpose in the notice calling the meeting; or where no such arrangements have been specified, on a day that is not less than 14 days but not more than 28 days after it was adjourned and at such time and/or place as the chairman of the meeting decides (or, in default, the directors decide). At an adjourned meeting the quorum is one qualifying person present and entitled to vote. If a quorum is not present within five minutes from the time fixed for the start of the meeting, the adjourned meeting is dissolved.

#### 4.3.10 *Pre-emption rights of Shareholders*

Shareholders have pre-emption rights as set out in the Companies Act, subject to any additional authority given by special resolution. The pre-emption provisions shall not apply to the allotment of any shares for a consideration other than cash or in connection with an employees' share scheme, and, accordingly, the Directors may allot or otherwise dispose of any unissued shares in the capital of the Company for a consideration other than cash to such persons at such times and generally on such terms as they may think fit.

A reference in the foregoing paragraphs to the allotment of any shares includes the grant of a right to subscribe for, or to convert any securities into, shares but such reference does not include the allotment of any relevant shares pursuant to such a right.

#### 4.3.11 *Management*

Subject to the provisions of the Companies Act, the Memorandum and the Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business or not. No alteration of the Memorandum or the

Articles and no such direction given by the Company shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained in the Articles as to any specific power of the Board shall not be deemed to limit the general powers given by the Articles.

#### *4.3.12 Accounting and auditing requirements*

Under the Articles, the Directors must ensure that accounting records are kept in accordance with the Companies Act. The accounting records shall be kept at the registered office of the Company or, subject to the Companies Act, at another place decided by the directors and shall be available during business hours for the inspection of the directors and other officers. No member (other than a Director or other officer) has the right to inspect an accounting record or other document except if that right is conferred by the Companies Act or he is authorised by the directors or by an ordinary resolution of the Company.

The directors may determine that persons entitled to receive a copy of the Company's annual accounts, the directors' report, the strategic report, the directors' remuneration report, the auditors' report on those accounts and on the auditable part of the directors' remuneration report are those persons entered on the register at the close of business on a day determined by the directors; provided that, if the Company is a participating issuer, the day determined by the directors may not be more than 21 days before the day that the relevant copies are being sent.

A printed copy of the Directors' and auditors' reports accompanied by printed copies of the annual accounts (including every document required by law or regulations applicable to the Company to be comprised in them or annexed or attached to them) shall not less than twenty-one clear days before the meeting before which they are to be laid, be delivered, sent by post or sent by Electronic Communication to every member who is entitled to receive notices from the Company and holder of debentures of the Company and to the auditors and to every other person who is entitled to receive notice of general meetings.

#### *4.3.13 Winding up*

The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

Under the Articles, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different lands; and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine.

If the Company is wound up the liquidator may, set the value he deems fair on a class or classes of property; and determine on the basis of that valuation and in accordance with the then existing rights of members how the division is to be earned out between members or classes of members. The liquidator may not, however, distribute to a member without his consent an asset to which there is attached a liability or potential liability for the owner.

#### *4.3.14 Disclosure of Interests in shares*

The provisions of Chapter 5 of the Disclosure and Transparency Rules and section 793 of the Companies Act apply to the disclosure of interests in shares.

Chapter 5 details the circumstances in which a person may be obliged to notify the Company that he has an interest in voting rights in respect of shares (a "**notifiable interest**"). An obligation to notify the Company arises: (a) when a person becomes or ceases to be interested (by way of a direct or indirect holding of shares or of certain "Qualifying Financial Instruments" (as defined in the Disclosure and Transparency Rules) or other instruments creating a long position on the economic performance of the shares) in three per cent. or

more of the voting rights attaching to the shares; and (b) where such person's interests alters by a complete integer of one per cent. of the voting rights attaching to the shares.

The Companies Act permits the Company to serve a notice on any person where the Company has reasonable cause to believe such person is interested in the shares or has been interested in the shares at any time during the three years immediately preceding the date on which the notice is issued. Such notice may require the person to confirm or deny that he has or was interested in the shares and, if holds, or has during that time held, any such interest to give such further information as may be required in accordance with the Articles. Where such Shareholder fails to comply with the terms of the notice within the period specified in such notice the Shareholder will be in default (such Shareholder's shares being referred to as "**Default Shares**"). The Board may direct that voting rights and dividend rights be suspended in respect of Default Shares.

Under the Disclosure and Transparency Rules, a person must notify the Company of the percentage of its voting rights if, at any time after the date on which the Articles came into force the percentage of voting rights which he holds as shareholder or through his direct or indirect holding of financial instruments (or a combination of such holdings):

- (a) reaches, exceeds or falls below 3 per cent, 4 per cent, 5 per cent, 6 per cent, 7 per cent, 8 per cent, 9 per cent, 10 per cent and each 1 per cent threshold thereafter up to 100 per cent; or
- (b) reaches, exceeds or falls below an applicable threshold in (a) as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with the Articles.

A person shall not be required to aggregate his holdings in the circumstances prescribed in rule 5.4 of the Disclosure and Transparency Rules.

The Company must at the end of each calendar month during which an increase or decrease has occurred, notify to a Regulatory Information Service for distribution to the public the total number of voting rights and capital in respect of each class of share which it issues.

An obligation to give a notice to the Company in relation to notifying of the change in his percentage of voting rights shall be fulfilled as soon as possible and in any event before the end of the second working day after the relevant person learns the relevant threshold was reached or crossed.

In addition, under the Articles, and in accordance with the process set out under the Articles, where notice is served by the Company under section 793 of the Act (a "**section 793 notice**") on a member, or another person appearing to be interested in shares held by that member, and the member or other person has failed in relation to any shares (the "**default shares**", which expression includes any shares allotted or issued after the date of the section 793 notice in respect of those shares) to give the Company the information required within the prescribed period from the date of service of the section 793 notice, the following sanctions apply, unless the directors otherwise decide:

- (1) the member shall not be entitled in respect of the default shares to be present or to vote (either in person, by proxy or by corporate representative) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll; and
- (2) where the default shares represent at least 0.25 per cent in nominal value of the issued shares of their class (excluding any share of their class held as treasury shares):
  - (a) a dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it, and the member shall not be entitled to elect, under article 106, to receive shares instead of a dividend, and

- (b) no transfer of any certificated default shares shall be registered unless the transfer is an excepted transfer; or
- (I) the member is not himself in default in supplying the information required; and
- (II) the member proves to the satisfaction of the directors that no person in default in supplying the information required is interested in any of the shares the subject of the transfer.

## 5 Directorships and Partnerships

In addition to their directorships of the Company, the Directors are, or have been, members of the administrative, management or supervisory bodies (“**directorships**”) or partners of the following companies or partnerships, at any time in the five years prior to the date of this Document.

	<b><i>Current directorships/partnerships</i></b>	<b><i>Previous directorships/partnerships</i></b>
<b>Cameron Pearce</b>	Stallion Resources plc Polish Coal Resources Limited JLP Nominees Pty Ltd Waitaki Pty Ltd	CEB Resources plc Black Gibb Pty Ltd Pangaea Energy Limited Forum Energy Limited Kabuni Limited Mantle Diamonds Limited Glenwick plc Emmerson plc
<b>Sam Quinn</b>	Trident Resources plc Tectonic Gold plc Lionshead Consultants Limited Red Rock Resources plc Nutrimentum (UK) Limited Ceylon Phosphates (UK) Limited Parq Capital Management (UK) Limited Ceyphos Fertilisers (Private) Limited	Glenwick plc Dragon Diamond Ventures Limited Foriet Oy Marula Gold Mines (Pty) Ltd BMR Resources Bulgaria EAD BMR Resources Poland Sp Zoo Dragon Resource Ventures Limited Balkan Mineral Resources Limited Silvertree Partners LLP Direct Excellence Limited Diamond Manufacturing Corporation Maseru (Pty) Ltd Emmerson plc
<b>Alex Passmore</b>	Aspire Mining Ltd Cockatoo Iron NL Archipelago Iron Pty Ltd Pearl Gull Pty Ltd Silver Gull Iron Pty Ltd Horizon Advisors Pty Ltd Verde Trading Pty Ltd Venus Corporation Pty Ltd Neptuen Corporation Pty Ltd	Equator Resources Ltd

## 6 Directors’ Confirmations

6.1 Save as disclosed below, as at the date of this Document none of the Directors:

- (a) has any convictions in relation to fraudulent offences for at least the previous five years;
- (b) has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years; or
- (c) has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

**6.2** Save as disclosed in this Document (in relation to the Directors' roles with other companies the Directors do not currently have any potential conflicts of interest between their duties to the Company and their private interests or other duties that they may also have.

## **7 Directors' and Other interests**

**7.1** Save as disclosed in this paragraph 7.1, none of the Directors nor any member of their immediate families has or will have on or following Admission any interests (beneficial or non-beneficial) in the Ordinary Shares of the Company.

<b>Name</b>	<b>As at the date of this Document</b>		<b>Immediately following the Placing and Admission</b>	
	<b>Number of Ordinary Shares</b>	<b>Percentage of issued Ordinary Shares</b>	<b>Number of Ordinary Shares</b>	<b>Percentage Enlarged Shares in Issue</b>
Cameron Pearce	6,000,000	27.69%	6,000,000	18.95%
Sam Quinn	4,000,000	18.46%	4,000,000	12.63%
Alex Passmore	1,500,000	6.92%	1,500,000	4.74%

**7.2** Save as disclosed in paragraph 7.1 above, immediately following Admission, no Director will have any interest, whether beneficial or non-beneficial, in the share or loan capital of the Company.

**7.3** The Directors have indicated to the Company that they will not make applications in the Placing of New Ordinary Shares.

**7.4** Save for the Directors and their connected persons (within the meaning of section 252 of the Companies Act), at the date of this Document and immediately following the Placing, so far as the Directors are aware, no person is directly or indirectly interested in more than three per cent. of the issued Ordinary Shares other than as set out below:

<b>Shareholders</b>	<b>Number of Ordinary Shares on the date of this Document</b>	<b>Percentage of issued shares</b>	<b>Number of Ordinary Shares at Admission</b>	<b>Percentage of issued Enlarged Shares in Issue</b>
Cameron Pearce	6,000,000	27.69%	6,000,000	18.95%
Sam Quinn	4,000,000	18.46%	4,000,000	12.63%
Alex Passmore	1,500,000	6.92%	1,500,000	4.74%
Jason Stanley MacDonald	833,333	3.85%	833,333	-
Azalea Family Holdings Pty Ltd	1,000,000	4.62%	1,000,000	3.16%
Michael Ralston & Sharon Ralston as Trustees for the Ralston Family Trust	2,000,000	9.23%	2,000,000	6.32%
Paul Sartori of the PSAR Family Trust	1,000,000	4.62%	1,000,000	3.16%
West End Ventures Pty Ltd ATF The West End Trust	833,333	3.85%	833,333	-
Salmon Brick Pty Ltd	1,000,000	4.62%	1,000,000	3.16%
Jameker Pty Ltd			1,250,000	3.95%
Bushwood Nominees Pty Limited			1,250,000	3.95%
Brandon Hill Capital Limited			2,625,000	8.29%

**7.5** Immediately following Admission, as a result of the Placing, the Directors expect that a number of persons will have an interest, directly or indirectly, in at least five per cent. of the voting rights attached to the Company's issued Ordinary Shares. Such persons will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure and Transparency Rules, and such interests will be notified by the Company to the public.

**7.6** As at 10 April 2019 (the latest practicable date prior to the publication of this Document), the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

**7.7** Those interested, directly or indirectly, in three per cent. or more of the issued Ordinary Shares of the Company do not now, and, following the Placing and Admission, will not, have different voting rights from other holders of Ordinary Shares.

## **8 Directors' Letters of Appointment**

### **8.1 Letter of Appointment – Cameron Pearce**

Pursuant to a letter of appointment dated 8 June 2018, between the Company and Cameron Pearce, Mr Pearce is engaged as a Non-Executive Director and Chairman of the Company with fees of £36,000 per annum. The appointment is for an initial term of 24 months and thereafter can be terminated by the Company on six months written notice or Mr Pearce on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Pearce will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Pearce chooses to terminate his appointment within 12 months following a change of control.

## **8.2 Letter of Appointment – Sam Quinn**

Pursuant to a letter of appointment dated 8 June 2018 between the Company and Sam Quinn, Mr Quinn is engaged as a Non-Executive Director with fees of £24,000 per annum. The appointment is for an initial term of 24 months and thereafter the appointment can be terminated by the Company on six months written notice or Mr Quinn on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Quinn will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Quinn chooses to terminate his appointment within 12 months following a change of control.

## **8.3 Letter of Appointment – Alex Passmore**

Pursuant to a letter of appointment dated 8 June 2018 between the Company and Alex Passmore, Mr Passmore is engaged as a Non-Executive Director with fees of £12,000 per annum. The appointment is for an initial term of 24 months and thereafter the appointment can be terminated by the Company on six months written notice or Mr Passmore on three months written notice. If there is a change of control (as defined in the letter of appointment), Mr Passmore will be entitled to 100% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Passmore chooses to terminate his appointment within 12 months following a change of control .

## **9 Working capital**

The Company is of the opinion that the working capital available to the Company is for at least the next 12 months from the date of this Document sufficient for its present requirements.

## **10 Significant change**

Save for the changes to:

- (a) the Company's obligations to pay:
  - (i) the Directors' remuneration pursuant to the terms of the Letters of Appointment in aggregate £72,000 per annum, as set out in paragraph 8 of this Part VII; and
  - (ii) the fees of £50,000 payable to Bushwood Nominees Pty Limited at Admission pursuant to the Facilitation Agreement, as set out in paragraph 13.6 of this Part VII;
  - (iii) the fees of £10,000 payable to Max Capital Pty Limited at Admission pursuant to the Facilitation Agreement, as set out in paragraph 13.7 of this Part VII; and
- (b) the expenses of the Company referred to in paragraph 17.3 of this Part VII in connection with Admission, the Placing and incorporation of the Company

(all of which have caused a significant change in the financial condition and operating results of the Company due to the Company being a newly established company which has not commenced trading); there have been no other significant changes in the financial condition and operating results of the Company during either the period ended 30 September 2018, being the date to which the Company Financial Information contained in Part V "*Financial Information on the Company*" has been prepared, or subsequent thereto up to the date of this Document.

## **11 Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) since the Company's incorporation which may have, or have had in the recent past, significant effects on the financial position or profitability of the Company.

## 12 City Code

The City Code will apply to the Company following Admission.

The City Code is issued and administered by the Takeover Panel. The Takeover Panel has been designated as the supervisory authority to carry out certain regulatory functions in relation to takeovers pursuant to the Directive on Takeover Bids (2004/25/EC) (the “**Directive**”). Following the implementation of the Directive by the Takeovers Directive (Interim Implementation) Regulations 2006, the rules in the City Code which are derived from the Directive now have a statutory basis.

The City Code applies to all takeovers and merger transactions, however effected, where inter alia, the offeree company is a public company which has its registered office in the United Kingdom, the Isle of Man or the Channel Islands, if the company has its securities admitted to trading on a regulated market in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man. The City Code will therefore apply to the Company from Admission and its Shareholders will be entitled to the protection afforded by the City Code.

Under Rule 9 of the City Code, where: (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons in which he is already interested and in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company subject to the City Code; or (ii) any person who, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30% but not more than 50% of the voting rights of such a company, if such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Takeover Panel, he, and any person acting in concert with him, must make a general offer in cash to the holders of any class of equity share capital, whether voting or non-voting, and also to the holders of any other class of transferable securities carrying voting rights to acquire the balance of the shares not held by him and his concert party.

Save where the Takeover Panel permits otherwise, an offer under Rule 9 of the City Code must be in cash and at the highest price paid within the 12 months prior to the announcement of the offer for any shares in the company by the person required to make the offer or any person acting in concert with him. Offers for different classes of equity share capital must be comparable; the Takeover Panel should be consulted in advance in such cases.

## 13 Material contracts

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company’s incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this Document.

### 13.1 Brandon Hill Engagement Letter

On 12 June 2018 the Company and Brandon Hill entered into an engagement letter pursuant to which Brandon Hill was appointed as financial adviser and Broker to the Company. The Company is required to pay Brandon Hill (i) an advisory fee of £50,000, payable at Admission, with such fee being satisfied by the issue of Ordinary Shares at the Placing Price (ii) a cash commission of 5% of the funds raised in the Placing; and (iii) the issue of Warrants over that number of Ordinary Shares that equal 5% of the number of Ordinary Shares it placed in the Placing. From Admission the Company shall pay an annual retainer fee.

### 13.2 Lock-In and Orderly Market Agreement with Directors

A Lock-In and Orderly Market Agreement was entered into on 11 April 2019 between the Company, Brandon Hill, and each Director, pursuant to which the Director has undertaken to the Company and Brandon Hill that they procure they will not sell or dispose, except in certain limited circumstances, any of their respective interests in Ordinary Shares at any time for a period of twelve (12) months from the date of Admission and each Director will be

subject to orderly market arrangements during the following twelve (12) months after the initial lock-in period.

### **13.3 Warrant Instruments**

A deed of warrant instrument dated 27 June 2018 has been created by the Company in favour of each Pre-IPO Subscriber, whereby the Company has agreed to grant to each Pre-IPO Subscriber a Warrant to subscribe for 1 Ordinary Share, for each 2 Ordinary Shares held by such Pre-IPO Subscriber as at the date of this Document. Each Warrant is exercisable at 4p per Ordinary Share at any time from the date of Admission for four years.

The Pre-IPO Subscribers hold the following Warrants at the date of this Document:

Cameron Pearce	3,000,000
Sam Quinn	2,000,000
Alex Passmore	750,000
Michael Ralston & Sharon Ralston ATF	
The Ralston Family Trust	1,000,000
Azelea Family Holdings Pty Ltd	500,000
Jason Stanley MacDonald	416,667
Paul Sartori of the PSAR Family Trust	500,000
West End Ventures Pty Ltd ATF	
The West End Trust	416,667
Salmon Brick Pty Ltd	500,000
John Lefroy Mair	250,000
Stone College Holdings Limited	250,000
Oliver Stansfield	166,667
Brian McMaster	166,667
Jonathan Evans	166,667
Neal T Griffith	166,667
Russell Jackson	166,667
RAB Special Situations (Master) Fund Ltd	150,000

### **13.4 Placee Warrant Instrument**

A deed of warrant instrument dated 23 August 2018 has been created by the Company in favour of each Placee, whereby the Company has agreed to grant to each Placee a Warrant to subscribe for 1 Ordinary Share, for each 2 Ordinary Shares held by such Placee as at the date of Admission. Each Warrant is exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.

### **13.5 Broker Warrant Instrument**

A deed of warrant dated 11 April 2019 between the Company and Brandon Hill whereby the Company has agreed as of Admission to grant to Brandon Hill warrants to subscribe for that number of Ordinary Shares that equal 5% of the number of Ordinary Shares it placed in the Placing. The Warrants are exercisable at 6p per Ordinary Share at any time from the date of Admission for four years.

### **13.6 Registrar Agreement**

A registrars agreement dated 14 August 2018 between the Company and the Registrar (“**Registrar Agreement**”), pursuant to which the Registrar agrees to its appointment as the registrar to the Company for the purpose of providing share registration duties including any duties required under the Companies Act and the London Stock Exchange. The term of the agreement is a minimum of 12 months with a minimum 6-month notice period thereafter. The fees are determined by reference to the number of Shareholders and the activities undertaken.

### **13.7 Bushwood Nominees Pty Ltd Facilitation Fee Agreement**

The Company entered into a facilitation fee agreement (a “**Facilitation Agreement**”) with Bushwood Nominees Pty Ltd (“**Bushwood**”) on 7 January 2019 pursuant to which Bushwood is to assist the Company with its Placing and Admission and identify potential acquisitions, undertake due diligence with respect to such potential acquisitions and assist with raising capital for such acquisitions. In consideration for the provision of the services, the Company is to pay a fee of £50,000 on Admission. Bushwood can elect whether the fee is paid in cash or in Ordinary Shares, and it has elected to be issued with 1,250,000 Ordinary Shares at Admission. Either party may terminate the Facilitation Agreement on giving 30-days’ notice.

### **13.8 Max Capital Pty Ltd Facilitation Fee Agreement**

The Company entered into a facilitation fee agreement (a “**Facilitation Agreement**”) with Max Capital Pty Ltd (“**Max Capital**”) on 3 January 2019 pursuant to which Max Capital is to assist the Company with its Placing and Admission and identify potential acquisitions, undertake due diligence with respect to such potential acquisitions and assist with raising capital for such acquisitions. In consideration for the provision of the services, the Company is to pay a fee of £10,000 on Admission. Max Capital can elect whether the fee is paid in cash or in Ordinary Shares, and it has elected for its nominee, Jameker Pty Ltd, to be issued with 250,000 Ordinary Shares at Admission. Either party may terminate the Facilitation Agreement on giving 30-days’ notice.

## **14 Related party transactions**

From the date of incorporation of the Company up to and including the date of this Document, the Company has not entered into any related party transactions other than the Directors’ Letters of Appointment referred to in paragraph 8 above and the Warrant instruments referred to in paragraph 13.3 above.

## **15 Accounts and annual general meetings**

The Company’s annual report and accounts will be made up to 30 September in each year. It is expected that the Company will make public its annual report and accounts within six months of each financial year end (or earlier if possible) and that copies of the annual report and accounts will be sent to Shareholders within six months of each financial year end (or earlier if possible). The Company will prepare its unaudited interim report for each six month period ending 30 March. It is expected that the Company will make public its unaudited interim reports within two months of the end of each interim period.

The Company shall hold the first annual general meeting within a period of 18 months following the date of the Acquisition. Further information on annual general meetings is contained in paragraph 4.3.9 above.

## **16 Issues of new Ordinary Shares**

The Directors are authorised to issue 100,000,000 Ordinary Shares. The pre-emption rights in the Articles have been disapplied in respect of the issue of up to 100,000,000 Ordinary Shares and, therefore, statutory pre-emption rights do not apply. However, there are certain restrictions on the issue of Ordinary Shares as set out in paragraph 4.3.10 above.

## **17 General**

**17.1** Crowe has given and has not withdrawn its consent to the inclusion in this Document of “Part IV — Share Capital, Liquidity and Capital Resources and Accounting Policies” and its accountants’ report in “Part V — Financial Information on the Company” each in the form and context in which it is included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.

**17.2** The Company has not had any employees since its incorporation and does not own any premises.

**17.3** The total expenses incurred (or to be incurred) by the Company in connection with Admission, the Placing, the Pre-IPO Subscriptions and the incorporation (and initial capitalisation) of the Company are approximately £80,017. The estimated Net Proceeds, after deducting fees and expenses in connection with the Placing, the Pre-IPO Subscriptions and Admission are approximately £259,983.

## **18 Availability of this Document**

**18.1** Copies of this Document may be collected, free of charge during normal business hours, from the registered office of the Company.

**18.2** In addition, this Document will be published in electronic form and be available on the Company’s website at [www.blencoweresourcesplc.com](http://www.blencoweresourcesplc.com) subject to certain access restrictions applicable to persons located or resident outside the United Kingdom.

## **19 Documents for inspection**

Copies of the following documents may be inspected at the registered office of the Company and Brandon Hill during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of this Document until the Placing closes:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the accountants’ report by Crowe on the historical financial information of the Company for the period ended 30 September 2018 set out in “Part V — Financial Information on the Company”;
- (c) the material contracts outlined in paragraph 13 of this “Part VII — Additional Information”
- (d) the letters of consent referred to in paragraph 17 of this “Part VII — Additional Information”; and
- (e) this Document.

The date of this Document is 11 April 2019.

## PART VIII

### NOTICES TO INVESTORS

The distribution of this Document and the Placing may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### 1 General

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to subscribe for any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Document has been approved by the FCA as a prospectus for the purposes of section 85 of FSMA, and of the Prospectus Directive. No arrangement has been made with the competent authority in any other EEA State (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in any EEA state (or in any other jurisdiction). Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below.

#### 2 For the attention of European Economic Area Investors

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), an offer to the public of the Ordinary Shares may only be made once the prospectus has been passported in such Relevant Member State in accordance with the Prospectus Directive as implemented by such Relevant Member State. For the other Relevant Member States an offer to the public in that Relevant Member State of any Ordinary Shares may only be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State subject to obtaining prior consent of the Company for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any offer of Ordinary Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and any amendments, thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing

measure in each Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

During the period up to but excluding the date on which the Prospectus Directive is implemented in member states of the EEA, this Document may not be used for, or in connection with, and does not constitute, any offer of Ordinary Shares or an invitation to purchase or subscribe for any Ordinary Shares in any member state of the EEA in which such offer or invitation would be unlawful.

The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions.

### **3 For the attention of UK Investors**

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

In the United Kingdom this Document is for distribution to, and is directed only at, legal entities which are qualified investors as defined under the Prospectus Directive and are (i) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Order; or (iii) persons to whom it may otherwise be lawfully distributed under the Order, (all such persons together being “**Relevant Persons**”). In the United Kingdom, any investment or investment activity to which this Document relates is only available to and will only be engaged in with Relevant Persons. Persons who are not Relevant Persons should not act or rely on this Document or any of its contents.

## PART IX

### DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

<b>“Acquisition” or “Acquisitions”</b>	means the initial acquisition by the Company or by any subsidiary thereof (which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination) of an interest in an operating company or business as described in “Part I — The Company’s Strategy” (and, in the context of the Acquisition, references to a company without reference to a business and references to a business without reference to a company shall in both cases be construed to mean both a company or a business);
<b>“Admission”</b>	means admission of the Ordinary Shares to the standard segment of the Official List and to trading on the Main Market for listed securities of the London Stock Exchange;
<b>“Articles of Association” or “Articles”</b>	means the articles of association of the Company in force from time to time;
<b>“Broker” or “Brandon Hill”</b>	means Brandon Hill Capital Limited;
<b>“Business Day”</b>	means a day (other than a Saturday or a Sunday) on which banks are open for business in London;
<b>“certificated” or “in certificated form”</b>	means in relation to a share, warrant or other security, a share, warrant or other security, title to which is recorded in the relevant register of the share, warrant or other security concerned as being held in certificated form (that is, not in CREST);
<b>“Chairman”</b>	means Mr Pearce, or the Chairman of the Board from time to time, as the context requires, provided that such person was independent on appointment for the purposes of the UK Corporate Governance Code;
<b>“City Code”</b>	means the City Code on Takeovers and Mergers;
<b>“Companies Act”</b>	means the Companies Act 2006 of the United Kingdom, as amended;
<b>“Company” or “Issuer”</b>	means Blencowe Resources plc a company incorporated with limited liability in England and Wales under the Companies Act on 18 September 2017, with number 10966847;
<b>“Company Financial Information”</b>	means the audited financial of the Company as at 30 September 2018 and for the period then ended;

<b>“CREST” or “CREST System”</b>	means the paperless settlement system operated by Euroclear enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instruments;
<b>“CREST Regulations”</b>	means The Uncertified Securities Regulations 2001 (SI 2001 No. 3755), as amended;
<b>“Crowe”</b>	means Crowe UK LLP of St. Brides House, 10 Salisbury Square, London, EC4Y 8EH;
<b>“Directors” or “Board” or “Board of Directors”</b>	means the directors of the Company, whose names appear in “Part II — The Company, its Board and the Acquisition Structure”, or the board of directors from time to time of the Company, as the context requires, and “Director” is to be construed accordingly;
<b>“Disclosure and Transparency Rules”</b>	means the disclosure and transparency rules of the FCA made pursuant to section 73A of FSMA as amended from time to time;
<b>“Document” or “this Document”</b>	means this document comprising a prospectus relating to the Company prepared in accordance with the Prospectus Rules made under section 73A of FSMA and approved by the FCA under section 87A of FSMA;
<b>“EEA”</b>	means the European Economic Area;
<b>“EEA States”</b>	means the member states of the European Union and the European Economic Area, each an “EEA State”;
<b>“Enlarged Shares in Issue”</b>	means 31,666,664 Ordinary Shares, being the Existing Shares and the New Ordinary Shares;
<b>“EU”</b>	means the Member States of the European Union;
<b>“Euroclear”</b>	means Euroclear UK & Ireland Limited;
<b>“Exchange Act”</b>	means the US Securities Exchange Act of 1934, as amended;
<b>“Existing Shares”</b>	means 21,666,664 existing Ordinary Shares in issue prior to the Placing and issue of the Services Shares and held by the Pre-IPO Shareholders as at the date of this Document;
<b>“FCA”</b>	means the UK Financial Conduct Authority;
<b>“FSMA”</b>	means the Financial Services and Markets Act 2000 of the UK, as amended;
<b>“general meeting”</b>	means a meeting of the Shareholders of the Company;
<b>“HMRC”</b>	means HM Revenue and Customs;

<b>“IFRS”</b>	means International Financial Reporting Standards as adopted by the European Union;
<b>“Investor” or “Placee”</b>	means a person who confirms his agreement to the Company to subscribe for Ordinary Shares under the Placing;
<b>“Letters of Appointment”</b>	means the letters of appointment for each of the Directors, details of which are set out in paragraph 8 of “Part VII – Additional Information”;
<b>“Listing Principles”</b>	means the listing principles set out at Chapter 7 of the Listing Rules;
<b>“Listing Rules”</b>	means the listing rules of the FCA made pursuant to section 73A of FSMA as amended from time to time;
<b>“London Stock Exchange”</b>	means London Stock Exchange Plc;
<b>“Main Market”</b>	means the Main Market of the London Stock Exchange;
<b>“Market Abuse Regulations”</b>	Regulation (EU) No 596 (2014 of the European Parliament and of the Council on market abuse);
<b>“Memorandum of Association” or “Memorandum”</b>	means the memorandum of association of the Company in force from time to time;
<b>“Net Proceeds”</b>	means the funds received in respect of the Pre-IPO Subscriptions and the Placing (as described in paragraph 3.3 of Part VII of this Document),  less any expenses paid or payable in connection with Admission, the Placing and the incorporation (and initial capitalisation) of the Company;
<b>“New Ordinary Shares”</b>	means new Ordinary Shares issued pursuant to the Placing on the terms and subject to the conditions in this Document and the Services Shares;
<b>“Official List”</b>	means the official list maintained by the UK Listing Authority;
<b>“Ordinary Shares”</b>	means the ordinary shares of 0.5 pence each in the capital of the Company including, if the context requires, the New Ordinary Shares;
<b>“Placing”</b>	means the proposed placing of 8,500,000 New Ordinary Shares by Brandon Hill on behalf of the Company at the Placing Price and on the terms and subject to the conditions set out in this Document;
<b>“Placing Letters”</b>	the placing letters from the Company to potential Investors dated 11 April 2019 inviting irrevocable conditional

	applications for subscription for New Shares pursuant to the Placing;
<b>“Placing Price”</b>	means 4 pence per New Ordinary Share;
<b>“Pounds Sterling” or “£”</b>	means British pounds sterling, the lawful currency of the UK;
<b>“Pre-IPO Shareholders”</b>	means the Directors and certain investors (as described in paragraph 13.3 of Part VII of this Document) who together are the Shareholder as at the date of this Document;
<b>“Pre-IPO Subscriptions”</b>	means the Pre-IPO Subscriptions of 21,666,664 Ordinary Shares in aggregate by the Pre-IPO Shareholders;
<b>“Premium Listing”</b>	means a listing on the Premium Listing Segment of the Official List under Chapter 6 of the Listing Rules;
<b>“Prospectus Directive”</b>	means Directive 2003/71/EC (and any amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant member state), and includes any relevant implementing measures in each EEA State that has implemented Directive 2003/71/EC;
<b>“Prospectus Rules”</b>	means the prospectus rules of the FCA made pursuant to section 73A of FSMA, as amended from time to time;
<b>“Registrar”</b>	means Share Registrars Limited or any other registrar appointed by the Company from time to time;
<b>“Registrar Agreement”</b>	means the registrar agreement dated 14 August 2018 between the Company and the Registrar, details of which are set out in paragraph 13.6 of “Part VII — Additional Information”;
<b>“Regulatory Information Service”</b>	means a regulatory information service authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies;
<b>“Reverse Takeover”</b>	a transaction defined as reverse takeover under Listing Rule 5.6.4;
<b>“SDRT”</b>	means stamp duty reserve tax;
<b>“SEC”</b>	means the US Securities and Exchange Commission;
<b>“Securities Act”</b>	means the US Securities Act of 1933, as amended;
<b>“Services Shares”</b>	means the 1,250,000 Ordinary Shares to be issued to Bushwood Nominees Pty Ltd, pursuant to its Facilitation Agreement, and the 250,000 Ordinary Shares to be issued to Jameker Pty Ltd (as nominee for Max Capital Pty Ltd) pursuant to its Facilitation Agreement details of which are set

out in paragraphs 13.7 and 13.8 of Part VII – “Additional Information”;

<b>“Shareholders”</b>	means the holders of the Ordinary Shares and/or New Ordinary Shares, as the context requires;
<b>“Standard Listing”</b>	means a listing on the Standard Listing Segment of the Official List under Chapter 14 of the Listing Rules;
<b>“Takeover Panel”</b>	means the UK Panel on Takeovers and Mergers;
<b>“UK Corporate Governance Code”</b>	means the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time;
<b>“UK Listing Authority” or “UKLA”</b>	means the FCA in its capacity as the competent authority for listing in the UK pursuant to Part VI of FSMA;
<b>“uncertified” or “uncertified form”</b>	means, in relation to a share or other security, a share or other security, title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST;
<b>“Uncertificated Regulations”</b>	means the Uncertificated Securities Regulations 2006 (as amended or replaced from time to time);
<b>“Undertaking”</b>	shall have the meaning given in paragraph 7.1 of “Part I – The Company’s Strategy”;
<b>“United Kingdom” or “UK”.</b>	means the United Kingdom of Great Britain and Northern Ireland;
<b>“United States” or “US”</b>	has the meaning given to the term “United States” in Regulation S;
<b>“VAT”</b>	means (i) within the EU, any tax imposed by any Member State in conformity with the Directive of the Council of the European Union on the common system of value added tax (2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition; and.
<b>“Warrant”</b>	means a warrant to subscribe for Ordinary Shares.

References to a **“company”** in this Document shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.