



# **TRIDENT**

## **RESOURCES PLC**

### **2019 Annual Report**

For the period ended 30 April 2019

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## **Company Information**

### **Directors**

James Kelly	Non-Executive Chairman (appointed 25 April 2018)
Sam Quinn	Non-Executive Director (appointed 25 April 2018)
Carmichael Olowoyo	Non-Executive Director (appointed 9 July 2018)

### **Company Secretary**

Sam Quinn, Silvertree Partners LLP

### **Registered address**

2 Stone Buildings  
Lincoln's Inn  
London  
England  
WC2A 3TH

### **Independent auditors**

PKF Littlejohn LLP  
Statutory Auditor  
1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

### **Company solicitors (UK)**

Edwin Coe LLP  
2 Stone Buildings  
Lincoln's Inn  
London  
WC2A 3TH

### **Joint brokers and advisors**

Tamesis Partners LLP  
125 Old Broad Street  
London EC2N 1AR

Azure Capital Limited  
Level 34 Exchange Tower  
2 Esplanade  
Perth  
Western Australia 6000

Ashanti Capital Pty Ltd  
Level 2  
44A Kings Park Road West  
Perth  
Western Australia 6005

### **Registrars**

Neville Registrars  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD

## **Chairman's Statement**

I have great pleasure in presenting our maiden Annual Report as a public company. Trident Resources plc ("Trident" or the "Company") was incorporated on 25 April 2018. Following an initial private funding round of £0.1 million, on 1 October 2018 the Company raised £4.0 million before expenses in an initial public offering on the Main Market of the London Stock Exchange (the "IPO").

We formed Trident in order to undertake the acquisition of a controlling interest in a company or business (an "Acquisition"), most likely in the mining sector, reflecting the experience of the Company's board of directors and advisers. Any Acquisition is expected to constitute a reverse takeover transaction and consideration for the Acquisition may be in part or in whole in the form of share-based consideration or funded from the Company's existing cash resources or the raising of additional funds. Following completion of an Acquisition, the objective of the Company will be to add value to the acquired business or asset through the deployment of capital with a view to generating value for its shareholders.

The current climate for mining companies seeking to raise capital remains challenging. Whilst capital is available, it remains limited and investors are extremely discerning prioritising advanced stage assets of quality and scale.

In the context of this challenging capital raising environment, I believe that Trident represents an extremely attractive proposition to prospective Acquisition counterparties considering listing on the London Stock Exchange and I remain confident that we will be able to execute an Acquisition that creates value for our shareholders.

The strong support that we received during our IPO has resulted in a shareholder register which includes a number of leading institutional natural resource investors, and high net worth individuals. Our low operating cost model means we retain a strong balance sheet with just under £3.7 million of cash, a clean capital structure and an experienced board of directors and adviser team.

Since our IPO, the Company has seen a steady flow of potential Acquisition opportunities and has actively reviewed over 30 projects covering all stages of development from exploration through to producing assets. We have reviewed projects in a range of commodities including gold, nickel, copper, zinc, iron ore, lithium and potash across multiple jurisdictions throughout Africa, Europe, Asia Pacific and the Americas. As a result of the depth and breadth of experience and the skills of the Board of Directors and our advisers, we have primarily conducted our reviews using in-house resources, thereby limiting costs to Trident. The review process typically starts with a first pass desktop review by the Board and its advisers and, where warranted, progresses to management presentations, detailed technical review and site visits in conjunction with term sheet discussions. Whilst the Board has a desire to complete an acquisition in a timely manner and take advantage of current market dynamics, we will not compromise in our approach of securing attractive commercial terms and completing the appropriate detailed and systematic technical, legal and financial due diligence. We are, however, cognisant that we must marry our own rigorous investment criteria with a transaction that will command support from across the broader investment market.

We believe that this approach provides the best opportunity to identify and, where possible, mitigate any risks, whilst delivering the overarching strategy of executing a transaction that creates value for our shareholders.

I look forward to reporting our progress to you over the coming months.



**James Kelly**  
**Non-Executive Chairman**

7 August 2019

## **Strategic Report**

The Directors present the Strategic Report of the Company for the period ended 30 April 2019.

### **Review of business in the period and company strategy**

The Company was incorporated and registered in England and Wales on 25 April 2018 and on 1 October 2018 was admitted to the Standard Listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange, having raised £4 million (before expenses) from the issue of 20 million ordinary shares at a placing price of 20p.

The Company was formed to undertake an acquisition of a controlling interest in a company or business (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 enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

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 Company's directors and advisers, the Company expects to focus on acquiring an asset or business in the mining sector.

The Directors are responsible for carrying out the Company's objectives and implementing its business strategy. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board. In assessing the potential Acquisition, the Board will pay particular attention to opportunities meeting the following criteria:

- Assets in the advanced exploration, pre-production or production stage which have sufficient information available to enable the Company to undertake a financial assessment of the likely economic viability of the asset;
- Assets across a broad range of commodities with a specific focus on the precious and base metals sectors along with 'battery industry' related minerals;
- Opportunities where there is strong potential for value creation through exploration, production expansion or operational optimisation, or through the deployment of capital;
- Assets in jurisdictions appropriate for institutional investment in the London market; and
- Assets with existing high-quality management teams, or where the recruitment of high-quality individuals can lead to value creation.

While these criteria will be the primary focus, 'exceptional' opportunities that are identified outside of these criteria will also be considered.

### **Events after the reporting period**

There were no significant events of the Company subsequent to year end.

### **Advisers**

The Company has engaged the following advisers to assist with the identification, assessment and execution of potential acquisition opportunities.

#### *Tamesis Partners*

Tamesis Partners was founded in June 2016 as a specialist equity capital markets and advisory house with a focus on the mining sector. Collectively, the Tamesis Partners team have decades of shared experience in mining finance from market leading firms, including GMP Securities, Barclays Capital, Cazenove, J.P. Morgan, Ambrian Partners and Dundee Securities.

#### *Azure Capital*

Azure Capital is a leading Australian corporate advisory firm with offices in Perth and Brisbane. Established in 2004, Azure Capital provides a range of advisory services, including M&A, capital markets, debt financing, and growth capital for earlier-stage clients. Azure Capital is ranked in the top 10 Australian mining & metals advisers in terms of deal volume.

#### *Ashanti Capital*

Ashanti Capital is an institutional stockbroking and advisory firm with offices in Perth and Hong Kong. Ashanti services the institutional and wholesale investment markets, both in Australia and across Asia. Its strength lies in their extensive distribution networks in these markets.

### **Key performance indicators**

At this stage in its development, the Company is focusing on the evaluation of various opportunities in the mining sector and as disclosed in the Chairman's statement, the Company has discontinued its interest in Lime. As and when the Company executes its first substantial acquisition, financial, operational, health, safety, and environmental KPIs will become more relevant and reported upon as appropriate. As a result, the Directors are of the opinion that, other than the maintenance of cash and cash equivalents, analysis using KPI's is not appropriate for an understanding of the business at this time.

**2018**

Cash and cash equivalents

£3,697,724

### **Principal risks and uncertainties**

The Directors consider the key risk for the Company to be the maintenance of its reserves of cash and cash equivalents whilst it targets an acquisition.

The principal risks and uncertainties currently faced by the Company are set out further in the Risk Management Report.

### **Gender analysis**

A split of our directors, senior managers and employees by gender at the end of the financial year is as follows:

Male – 3

Female – 0

Whilst the Company has no female members on the Board, they recognise the need to operate a gender diverse business, and they will revisit this area following an acquisition to consider its appropriateness. The Board will also ensure any future employment takes into account the necessary diversity requirements and compliance with all employment law. The Board has experience and sufficient training/qualifications in dealing with such issues to ensure they would meet all requirements. More detail will be disclosed in the future annual reports once the Company complete an acquisition.

### **Corporate social responsibility**

This will become more relevant once the Company makes an acquisition.

The Company aims to conduct our business with honesty, integrity and openness, respecting human rights and the interests of shareholders and employees. The Company aims to provide timely, regular and reliable information on the business to all its shareholders and conduct its operations to the highest standards.

The Company strives to create a safe and healthy working environment for the wellbeing of its staff and to create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company.

The Company aims to establish a diverse and dynamic workforce with team players who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Company and their own potential.

### **Corporate environmental responsibility**

This will become more relevant once the Company makes an acquisition. The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environment matters.

The Company's policy is to minimize the risk of any adverse effect on the environment associated with its activities with a thoughtful consideration of such key areas as energy use, pollution, transport, renewable resources, health and wellbeing. The Company also aims to ensure that its suppliers and advisers meet with their legislative and regulatory requirements and that codes of best practice are met and exceeded.



**James Kelly**  
**Non-Executive Chairman**  
7 August 2019

## **Board of Directors**

### **James Kelly, Non-Executive Chairman**

James Kelly has worked in the mining and natural resource industry for almost 20 years, with extensive experience in corporate finance, strategy and capital allocation. Mr Kelly was a senior member of the Xstrata plc group business development team and following the merger with Glencore plc, was part of the team which founded Greenstone Resources LP, a mining private equity fund focused on post-exploration development assets.

Mr Kelly served as an Executive Director of ASX listed Cradle Resources Limited from May 2016 to July 2017 having been appointed a Non-Executive Director in February 2016. Mr Kelly is a Fellow of the Institute of Chartered Accountants of England and Wales and holds a BA (Hons) from University College London.

### **Sam Quinn, Non-Executive Director**

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, a Non-Executive Director of AIM quoted Red Rock Resources Plc, and the Director and company secretary of NEX quoted Tectonic Gold 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.

### **Carmichael Olowoyo, Non-Executive Director**

Carmichael Olowoyo works as an institutional adviser on the sales desk at Ashanti Capital, which is Joint Broker and a 2.73% Shareholder in the Company, following Admission. Mr Olowoyo has recently been active in corporate advisory for a number of natural resource and renewable energy clients. Mr Olowoyo has cross border experience and has spent time in various private company roles from CEO to senior management.

With a track record of raising capital, Mr Olowoyo spent over 10 years in equity capital markets for a UK based boutique advisory group and Macquarie Bank Ltd in Australia. His time at Macquarie was focused on equity capital markets delivery for natural resource clients.



## Directors' Report

The Directors present their annual report together with the financial statements and Auditor's Report for the period ended 30 April 2019.

### Principal activity

The Company was formed to undertake an acquisition of a controlling interest in a company or business in the mining sector.

### Results and dividends

The results of the Group for the period ended 30 April 2019 are set out in the Statement of Comprehensive Income. The Directors do not recommend the payment of a dividend for the period.

### Directors and Directors' interests

The Directors who served during the period to date are as follows:

James Kelly  
Sam Quinn  
Carmichael Olowoyo

The direct and beneficial shareholdings of the Board in the Company as at 30 April 2019 were as follows:

	Number of ordinary shares		Total	% of issued Share capital
	Direct	Beneficial		
J Kelly	140,000	-	140,000	0.64%
S Quinn	-	-	-	-
C Olowoyo*	-	75,000	75,000	0.34%

\*Registered in the name of Bridgeco Partners Pty Ltd, a company wholly owned by Carmichael Olowoyo.

### Substantial shareholders

As at 30 April 2019, the total number of issued Ordinary Shares with voting rights in the Company was 22,000,000. The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of this report.

Shareholder	Number of ordinary shares	% of issued share capital
LIM Asia Special Situations Master Fund Ltd	3,500,000	15.91%
Tribeca Global Natural Resources Fund Ltd	2,800,000	12.73%
Ashanti Capital, Ashanti Investment Trust & Rob Hamilton	1,827,145	8.31%
Ilwella Pty Ltd	1,250,000	5.68%

### **Corporate governance**

The Company has set out its full Corporate Governance Statement.

### **Greenhouse gas disclosures**

The Company is not trading, with no head office or employees other than its directors, and therefore has minimal carbon emissions. It is not practical to obtain emissions data and as such none is disclosed. This disclosure will become more relevant once the Company makes an acquisition.

### **Risk management**

The Group is exposed to a variety of financial risks and the impact on the Company's financial instruments are summarised in the Risk Management Report.

### **Directors' insurance**

The Company has implemented Directors and Officers Liability Indemnity Insurance.

### **Going concern**

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Further details are given in Note 2 to the financial statements. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

### **Disclosure of information to Auditors**

The directors confirm that:

- So far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- The directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

### **Auditor**

A resolution proposing the re-appointment of PKF Littlejohn LLP as auditor is contained in the Notice of Annual General Meeting and will be put to shareholders at the Annual General Meeting.

This Directors' Report has been approved by the Board and signed on its behalf by:



**James Kelly**  
**Non-Executive Chairman**

7 August 2019

## Directors' Remuneration Report

Until an Acquisition is made the Company will not have a separate remuneration committee. The Board will instead periodically review the quantum of Directors' fees, taking into account the interests of shareholders and the performance of the Company and the Directors. Following the completion of an Acquisition, the Board intends to put in place a remuneration committee.

The items included in this report are unaudited unless otherwise stated.

The Directors who held office at 30 April 2019 are summarised as follows:

<b>Name of Director</b>	<b>Position</b>
J Kelly	Non-Executive Chairman
S Quinn	Non-Executive Director
C Olowoyo	Non-Executive Director

### Directors' Letters of appointment

Letter of Appointment – James Kelly

Pursuant to a letter of appointment dated 17 July 2018 between the Company and James Kelly, Mr Kelly is engaged as a Non-Executive Chairman with fees of £18,000 per annum in relation to a time commitment of 2 days per month. Additional consultancy fees may be payable to James Kelly for the provision of services in connection with the evaluation of and execution of acquisition opportunities outside of his agreed time commitment at a rate of up to £1,000 per day, depending on the nature and extent of his involvement. Such additional consultancy fees may be payable to James Kelly or an associated company for the provision of his services.

James' appointment is for an initial term of 12 months. The appointment can be terminated by either party on three months written notice. If there is a change of control, Mr Kelly will be entitled to 200% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Kelly chooses to terminate his appointment within 12 months following a Change of Control.

Letter of Appointment – Carmichael Olowoyo

Pursuant to a letter of appointment dated 17 July 2018 between the Company and Carmichael Olowoyo, Mr Olowoyo is engaged as a Non-Executive Director with fees of £12,000 per annum, for an initial term of 12 months. The appointment can be terminated by either party on three months written notice.

Letter of Appointment – Sam Quinn

Pursuant to a letter of appointment dated 17 July 2018 between the Company and Sam Quinn, Mr Quinn is engaged as a Non-Executive Director with fees of £12,000 per annum, for an initial term of 12 months. The appointment can be terminated by either party on three months written notice.

### Terms of appointment

The services of the Directors are provided under the terms of letters of appointments, as follows:

<b>Director</b>	<b>Year of appointment</b>	<b>Number of years completed</b>	<b>Date of current engagement letter</b>
J Kelly	2018	1	18 July 2018

S Quinn	2018	1	18 July 2018
C Olowoyo	2018	1	17 July 2018

### Consideration of shareholder views

The Board considers shareholder feedback received. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

### Policy for salary reviews

The Company may from time to time seek to review salary levels of Directors, taking into account performance, time spent in the role and market data for the relevant role. It is not intended that there will be any salary review prior to completion of an Acquisition.

### Policy for new appointments

It is not intended that there will be any new appointments to the Board until an Acquisition is completed. Following completion of an Acquisition, it is intended that a full review of the Board will take place.

### Directors' emoluments and compensation (audited)

Remuneration paid to the Directors' during the period ended 30 April 2019 was as follows:

Director	Directors fees	Consulting fees	Total remuneration
J Kelly	10,500	14,500	25,000
S Quinn	7,000	-	7,000
C Olowoyo	7,000	-	7,000
	£24,500	£14,500	£39,000

### Directors' Remuneration Policy

Pursuant to the Directors' letter of appointment, described above, each of Mr Quinn and Mr Olowoyo are entitled to receive Director's fees of £12,000 per annum and Mr Kelly is entitled to receive Director's fees of £18,000 per annum (payable monthly in arrears) from the date of Admission. If there is a Change of Control, Mr Kelly will be entitled to 200% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Kelly chooses to terminate his appointment within 12 months following a change of control. The date of Admission was 1 October 2018. There is currently no bonus or long-term incentive plan in operation for the Directors. It is not intended that any changes will be made to Directors' remuneration prior to completion of an Acquisition.

Based on the foregoing, the future remuneration policy of the Company can be summarised as follows:

How the element supports our strategic objectives	Operation of the element	Maximum potential payout and payment at threshold	Performance measures used, weighting and time period applicable
<b>Base Pay</b>			
Recognises the role and the responsibility for the delivery of strategy and results	Paid in 12 monthly instalments	Contractual sum	None
<b>Pensions</b>			

None	n/a	n/a	n/a
<b>Short term incentives</b>			
None	n/a	n/a	n/a

This policy will be put before the members for approval at the forthcoming Annual General Meeting unless a transaction is entered into between the accounts signing date and the Annual General Meeting, in which case a revised remuneration policy may be put forward to reflect the position of the Company having regard to such transaction.

At the forthcoming first Annual General Meeting of the Company, a remuneration policy will be proposed for the approval of shareholders to attract, retain and motivate Directors and senior management of a high calibre with a view to encouraging commitment to the development of the Company and for long term enhancement of shareholder value. It is intended that this policy will continue for the next two financial years.

A Remuneration Committee is expected to be appointed upon completion of an Acquisition by the Company to consider an appropriate level of Directors' remuneration.

Although there is no formal Director shareholding policy in place, the Board believe that share ownership by Directors strengthens the link between their personal interests and those of shareholders.

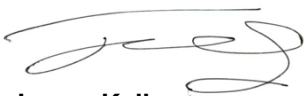
No views were expressed by shareholders during the period on the remuneration policy of the Company.

**Other matters**

The Company does not currently have any annual or long-term incentive schemes in place for any of the Directors.

The Company does not have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

This Directors' Remuneration Report has been approved by the Board and signed on its behalf by:



**James Kelly**  
**Non-Executive Chairman**  
7 August 2019

## **Risk Management Report**

The Company has undertaken an evaluation of the risks it is exposed to which are summarised as follows:

### **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 dependent on 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.

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 acquire either less than whole voting control of, or less than a controlling equity interest in, a target, which may limit its operational strategies.

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.

The Company may issue ordinary shares and may use cash as consideration for the Acquisition. There is no guarantee that consideration shares will be an attractive offer for the shareholders of any company or business which the Company identifies as a suitable acquisition opportunity.

The Company may face significant competition for acquisition opportunities from other strategic buyers, corporate entities, sovereign wealth funds, other special purpose acquisition companies and public and private investment funds.

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 may 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 Mining Sector**

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 in the mining sector 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, nationalisation, expropriation or confiscation of assets, changes of legislation relating to foreign ownership, increase in costs and the availability of equipment or services.

There is no assurance that exploration will lead to commercial discoveries, or if there is a commercial discovery, that any reserves discovered will be realisable.

The exploration for and production of mining 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.

### **Liquidity Risk**

Any Acquisition by the Company will be considered a reverse takeover and would lead to the UKLA suspending the listing of the Company's Ordinary Shares on the London Stock Exchange and subsequent cancellation of

the listing. Following the Acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to another stock exchange.

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 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 affect such realisation. In the event of such suspension, the value of the Investors' shareholdings may be materially reduced.

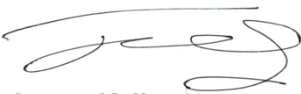
It may be necessary for the Company to apply for readmission of the Company's Ordinary Shares following completion of the reverse takeover. A cancellation of the listing of the Company's Ordinary Shares by the FCA may prevent the Company from raising equity finance on the public market, or carrying out a further acquisition using share consideration, restricting its business activities and resulting in incurring unnecessary costs.

Investors may lose the value of their entire investment or part of it, as the case may be.

### **Financing Risk**

The Board are actively seeking an acquisition and acknowledge that financing could depend upon the Company's ability to obtain financing primarily through a further raising of new equity capital. The Company's ability to raise further funds maybe be affected by the success of its acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Company may be required to reduce the scope of its intended acquisition. Further, Shareholders' holdings of Ordinary Shares may be materially diluted if debt financing is not available.

This Risk Management Report has been approved by the Board and signed on its behalf by:



**James Kelly**  
**Non-Executive Chairman**  
7 August 2019

## **Corporate Governance Statement**

As a Company listed on the standard segment of the Official UK Listing Authority, the Company is not required to comply with the provisions of the UK Corporate Governance Code.

However, the Company is committed to maintaining appropriate standards of corporate governance and observes the requirements of the UK Corporate Governance Code, where it is deemed applicable to the Company given its size and stage of development.

Until an 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.

The UK Corporate Governance Code recommends the submission of all Directors for re-election at annual intervals. None of the Directors will be required to be submitted for re-election until the first AGM following a transaction. The Board also do not consider an internal audit function to be necessary for the Company at this time due to the limited number of transactions.

Following the Acquisition, the Board intends to put in place nomination, remuneration, audit and risk committees and the Company may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, 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). 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 the Model Code and to comply 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.

The Company has adopted a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (which comprises the Directors) comply with the share dealing code from the date of Admission.

The Directors are responsible for internal control in the Company and reviewing effectiveness. Due to the size of the Company, all key decisions are made by the Board. The Directors have reviewed the effectiveness of the Company's systems during the period under review and consider that there have been no material losses, contingencies or uncertainties due to weaknesses in the controls.

### **Carbon emissions**

The Company currently has no trade, no employees other than the Directors and have no office. Therefore the Company has minimal carbon emissions and it is not practical to obtain emissions data at this stage.

### **Board of directors**

The Company has a Board it believes is well suited for the purposes of implementing its business strategy, combining skill sets for the assessment of investment and acquisition opportunities in the mining sector, developing mining assets, optimising returns from mining assets and effecting value adding corporate transactions.

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy 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 values 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. Prior to completing an Acquisition, the Company will not have any full-time employees.

The Board aims to hold meetings on a quarterly basis and is regularly in contact to discuss prospective acquisition opportunities.



The Articles of the Company contain express provisions relating to conflicts of interest in line with the Companies Act.

**Shareholder communications**

The Company uses its corporate website ([www.tridentresources.co.uk](http://www.tridentresources.co.uk)) to ensure that the latest announcements, press releases and published financial information are available to all shareholders and other interested parties.

The AGM is used to communicate with both institutional shareholders and private investors and all shareholders are encouraged to participate. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the Annual Report and Accounts. Notice of the AGM is sent to shareholders at least 21 days before the meeting and the results are announced to the London Stock Exchange and are published on the Company's website.

## **Directors' Responsibility Statement**

The Directors are responsible for preparing the Directors' Report, the Risk Management Report, and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

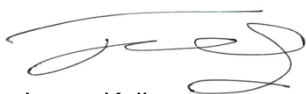
The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Directors' responsibility statement pursuant to disclosure and Transparency Rule**

Each of the Directors, whose names and functions as listed within the Board of Directors confirm that, to the best of their knowledge:

- the financial statements are prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Annual Report and statement of accounts, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

Approved by the Board on 7 August 2019



James Kelly  
Non-Executive Chairman

## **Independent auditor's report to the members of Trident Resources plc**

### **Opinion**

We have audited the financial statements of Trident Resources plc (the 'company') for the period ended 30 April 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Our application of materiality**

Materiality for the company financial statements as a whole was set at £11,000, with performance materiality set at £7,700.

Materiality has been calculated as 5% of the benchmark of administrative expenses, which we have determined, in our professional judgement, to be one of the principal benchmarks within the financial statements relevant to members of the Company in assessing financial performance. As the company has yet to acquire a controlling interest in a company or business, the key focus of the company is to restrict expenditure in order to use these resources to carry out a future acquisition.

We report to the directors' all misstatements we identified through our audit with a value in excess of £550, in addition to other audit misstatements below that threshold that we believe warrant reporting on qualitative grounds.

### **An overview of the scope of our audit**

Our audit scope consists of an audit in accordance with ISAs (UK) of the financial statements of Trident Resources plc.

As part of designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements. We also addressed the risk of management override of internal controls, including evaluation whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Other matters which we are required to address**

We were appointed by the board on 11 January 2019 to audit the financial statements for the period ended 30 April 2019. Our total uninterrupted period of engagement is 1 year.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussions with the directors. We considered the extent of compliance with those laws and regulations as part of our audit procedures on the related financial statement items. We communicated identified laws and regulations throughout our audit team and remained alert to any indications of non-compliance throughout the audit. As with any audit, there remained a higher risk of non-detection of irregularities, as these may have involved collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

Our audit opinion is consistent with the additional report to those charged with governance.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Zahir Khaki (Senior Statutory Auditor)**  
**For and on behalf of PKF Littlejohn LLP**  
**Statutory Auditor**

1 Westferry Circus  
Canary Wharf  
London E14 4HD

7 August 2019

## Statement of Comprehensive Income

for the period ended 30 April 2019

	Notes	Period to 30 April 2019 £
<b>Continuing operations</b>		
Administrative expenses	4	(119,621)
Listing expenses		(110,240)
<hr/>		
Loss before taxation	4	(229,861)
<hr/>		
Taxation	7	-
<hr/>		
Loss for the year		(229,861)
<hr/>		
Total Comprehensive loss for the year		(229,861)
<hr/>		
Earnings per share:		
Basic and diluted earnings per share (pence)	8	(1.74p)

There are no items of other comprehensive income.

The notes on pages 27 to 34 are an integral part of these financial statements.

## Statement of Financial Position

As at 30 April 2019

	Notes	2019 £
<b>Current assets</b>		
Trade and other receivables	10	7,822
Cash and cash equivalents	11	3,697,724
<b>Current and Total Assets</b>		<b>3,705,546</b>
<b>Current Liabilities</b>		
Trade and other payables	12	(35,401)
<b>Net Assets</b>		<b>3,670,145</b>
<b>Equity</b>		
Share Capital	13	250,000
Share Premium	13	3,650,006
Retained Earnings	14	(229,861)
<b>Total Equity</b>		<b>3,670,145</b>

The notes on pages 27 to 34 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board on 7 August 2019.

  
James Kelly  
Director

Trident Resources plc Registered No. 11328666



## Statement of Changes in Equity

For the period ended 30 April 2019

	Share capital	Share Premium	Retained Earnings	Total
	£	£	£	£
On incorporation	1	-	-	1
Total Comprehensive income	-	-	(229,861)	(229,861)
<b>Transactions with owners:</b>				
Issue of share capital	219,999	3,880,000	-	4,099,999
Share capitalisation	30,000	(30,000)	-	-
Share issue expenses	-	(199,994)	-	(199,994)
Balance at 30 April 2019	250,000	3,650,006	(229,861)	3,670,145

The notes on pages 27 to 34 are an integral part of these financial statements.

## Statement of Cash Flows

for the period ended 30 April 2019

	Notes	Period to 30 April 2019 £
<b>Cash flows from Operating Activities</b>		
Loss for the year before tax		(229,861)
Increase in receivables		(7,822)
Increase in payables		35,401
<b>Net cash outflow from operating activities</b>		<b>(202,282)</b>
<b>Cash flows from financing activities</b>		
Issue of shares (net of share issue expenses)		3,900,006
<b>Net cash inflow from financing activities</b>		<b>3,900,006</b>
Net increase in cash and cash equivalents during the period		3,697,724
Cash at the beginning of period		-
<b>Cash and cash equivalents at the end of the period</b>	<b>11</b>	<b>3,697,724</b>

The notes on pages 27 to 34 are an integral part of these financial statements.

## Notes to the financial statements

### 1. GENERAL INFORMATION

Trident Resources Plc is a company incorporated and domiciled in the United Kingdom. The Company is a public limited company, which is listed on the London Stock Exchange. The address of the registered office is 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH.

The Company was formed to undertake an acquisition of a controlling interest in a company or business with the objective of operating the acquired business and implementing an operating strategy to generate value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the acquisition.

The financial statements which cover the period from incorporation on 25 April 2018 to 30 April 2019 are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operates.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied throughout the period, unless otherwise stated.

#### Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and IFRIC interpretations as adopted by the European Union applicable to companies reporting under IFRSs. The financial statements have also been prepared under the historical cost convention.

The financial statements are presented in pounds sterling ("£") which is also the functional currency of the Company.

#### Going Concern

The Company's assets are comprised almost entirely of cash. As at 6 August 2019, the Company had cash resources of £3,659,230 and has prepared cash forecasts to August 2020 that show that the company has sufficient cash resources for the foreseeable future; accordingly, the directors believe that as at the date of this report it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

#### Statement of compliance

The financial statements comply with IFRSs as adopted by the European Union.

- i) The company has adopted all relevant IFRSs which were in effect from incorporation when preparing these financial statements.
- ii) The following new standards and amendments to standards and interpretations have been issued but are not yet effective and not early adopted. None of these are expected to have a significant effect on the financial statements of the Company:

		Effective for periods beginning on or after
Amendments to IAS 19	Employee Benefits Plan Amendment, Curtailment or Settlement	1 January 2019
IFRS 10 Consolidated Financial Statements and IAS 28 (amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2019
IFRIC 23	Uncertainty over Income Tax Treatments	1 January 2019
IFRS 16	Leases	1 January 2019

## Notes to the financial statements

### Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors that makes strategic decisions.

The Chief decision maker believes that the company's continuing operations comprise one segment.

### Taxation

Current taxation is the taxation currently payable on taxable profit for the year.

Current tax is calculated at the tax rates (and laws) that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### Risk Management Objectives and Policies

The main risks arising from the Company's activities are capital risk management and credit risk. Further details are disclosed in Note 15.

### Financial assets

#### *Other receivables*

Due to the short term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash at hand and current and deposit balances at banks, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

#### *Financial liabilities*

Financial liabilities are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

The Company's financial liabilities comprise trade and other payables.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

Ordinary shares are classified as equity.

Deferred shares are classified as equity but have restricted rights such that they have no economic value.

Share capital account represents the nominal value of the shares issued.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained earnings include all current and prior period results as disclosed in the Statement of Comprehensive Income.

### **Earnings per share**

Basic earnings per share is calculated by dividing:

- The loss attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares;
- By the weighted average number of ordinary shares outstanding during the financial period.

### **Critical accounting judgments and estimations**

The preparation of the financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results ultimately may differ from these estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The directors do not consider there to be any areas of critical accounting judgements or estimations in these financial statements.

## **3. BUSINESS AND GEOGRAPHICAL REPORTING**

The accounting policy for identifying segments is based on internal management reporting information that is regularly reviewed by the chief operating decision maker, which is identified as the Board of Directors.

At this point, identifying and assessing investment projects is the only activity the Company is involved in and is therefore considered as the only operating/reportable segment.

Therefore the financial information of the single segment is the same as that set out in the Company statement of comprehensive income, Company statement of financial position, the Company statement of changes to equity and the Company statement of cashflows.

#### 4. EXPENSES BY NATURE

	2019 £
Employee benefit expense (note 6)	39,605
Advertising and Marketing	5,478
Stock Exchange fees	6,572
Audit and tax	18,900
Legal fees	1,200
Other professional fees	40,855
Other operating expenses	7,011
<b>Total administrative expenses</b>	<b>119,621</b>

#### 5. AUDITOR REMUNERATION

During the year the Company obtained the following services from the auditor:

	2019 £
Fees payable to the auditor for the audit of the Company	18,000
<b>Total auditor's remuneration</b>	<b>18,000</b>

#### 6. EMPLOYEE BENEFIT EXPENSE

	2019 £
Directors' and consulting fees	39,000
Social security	605
<b>Total employee benefit expense</b>	<b>39,605</b>

All the wages and salaries were paid to the directors. There were no employees in the period other than the directors. Further disclosures in respect of directors' remuneration are included within the Directors' Remuneration Report.

## 7. INCOME TAX

	2019 £
Current tax	-
	-
	2019 £
Loss on ordinary activities before taxation	(229,861)
Tax calculated at domestic rate applicable to UK standard rate for small companies of 19%	(43,674)
Effects of:	
Expenses not deductible for tax purposes	22,800
Tax losses carried forward on which no deferred tax asset is recognised	20,874
<b>Income tax credit</b>	<b>-</b>

Tax losses totalling approximately £110,000 have been carried forward for use against future taxable profits.

Reductions to the UK Corporation tax rate from 19% to 17% is effective from 1 April 2020, which was enacted on 6 September 2016 (The Finance Act 2016).

## 8. EARNINGS PER SHARE

### (a) Basic

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	2019 £
Loss from continuing operations attributable to equity holders of the company	(229,861)
Weighted average number of ordinary shares in issue	13,216,229
	<b>Pence</b>
Basic and fully diluted loss per share from continuing operations	(1.74)

## 9. DIVIDENDS

There were no dividends paid or proposed by the Company.

## 10. TRADE AND OTHER RECEIVABLES

	2019 £
Prepayments	7,822
	<b>7,822</b>

## 11. CASH AND CASH EQUIVALENTS

	2019 £
Cash at bank and on hand	3,697,724
	<b>3,697,724</b>

All of the Company's cash and cash equivalents are held in accounts which bear interest at floating rates and the Directors consider their carrying amount approximates to their fair value. Details of the credit risk associated with cash and cash equivalents is set out in note 15.

## 12. TRADE AND OTHER PAYABLES

	2019 £
Trade payables	8,901
Accrued expenses	26,500
	<b>35,401</b>

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms. The Directors consider that the carrying amount of trade payables approximates to their fair value.

## 13. SHARE CAPITAL AND SHARE PREMIUM

Ordinary shares of 1p	Number of ordinary shares of 1p	Value £	Number of deferred shares of 1p	Value £	Total £	Share premium £
At 25 April 2018	1	1			1	-
Share issues	21,999,999	219,999	-	-	219,999	3,880,000
Share issue expenses	-	-	-	-	-	(199,994)
Capitalisation issue	-	-	3,000,000	30,000	30,000	(30,000)
<b>At 30 April 2019</b>	<b>22,000,000</b>	<b>220,000</b>	<b>3,000,000</b>	<b>30,000</b>	<b>250,000</b>	<b>3,650,006</b>

The deferred shares have restricted rights such that they have no economic value

Share issues in period:

On 25 April and 18 May 2018, the Company issued 1 ordinary shares of £1 for cash each.

On 30 May 2018, the 2 ordinary shares were subdivided into 200 shares of 1p and 1,999,800 ordinary shares were issued for cash at 5p per share, raising £99,990.

On 3 September 2018, £30,000 of the share premium account was capitalised by the issue of 3,000,000 deferred shares of 1p each.

On 1 October 2018, 20,000,000 ordinary shares were issued for cash at 20p per share, raising £4,000,000 before expenses of £199,994.



#### 14. RETAINED EARNINGS

	Period ended 30 April 2019 £
<b>At the beginning of the period</b>	-
Loss for the period	(229,861)
<b>At the end of the period</b>	<b>(229,861)</b>

#### 15. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Company's risk management is coordinated by the Board of Directors and focuses on actively securing the Company's short to medium term cash flows by minimising the exposure to financial markets.

The main risk the Company is exposed to through its financial instruments is credit risk.

##### Capital risk management

The Company's objectives when managing capital are:

- to safeguard the Company's ability to continue as a going concern, so that it continues to provide returns and benefits for shareholders;
- to support the Company's growth; and
- to provide capital for the purpose of strengthening the Company's risk management capability.

The Company actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration the future capital requirements of the Company and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes. The Company is not subject to externally imposed capital requirements.

##### Credit risk

The Company's financial instruments that are subject to credit risk are cash and cash equivalents. The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable financial institutions.

The Company's maximum exposure to credit risk is £3,697,724 comprising cash and cash equivalents.

#### 16. FINANCIAL INSTRUMENTS

Categories of financial instruments:

	2019 £
<b>FINANCIAL ASSETS AT AMORTISED COST:</b>	
Cash and cash equivalents	3,697,724
<b>FINANCIAL LIABILITIES AT AMORTISED COST:</b>	
Trade and other payables	8,901

#### **17. RELATED PARTY TRANSACTIONS**

The compensation payable to Key Management personnel comprised £39,000 paid by the Company to the Directors in respect of services to the Company. Full details of the compensation for each Director are provided in the Directors' Remuneration Report.

Sam Quinn is a partner in Silvertree Partners LLP who received £24,897 during the period for the provision of administration, bookkeeping and secretarial services. At the period end, an amount of £Nil was due to Silvertree Partners LLP.

#### **18. POST PERIOD-END EVENTS**

There have been no significant post period end events.

#### **19. ULTIMATE CONTROLLING PARTY**

The Directors do not consider there to be a single ultimate controlling party.

#### **20. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS**

There were no contingent liabilities or capital commitments as at 30 April 2019.