

# Companies House

## Red Leopard Holdings Plc

Financial statements

For the year ended 31 December 2018



**Company No. 05289187**

## Company information

Directors	J J May T Hayward S J Adam S Wharmby (resigned 31 August 2018) T Hoyer
Secretary	Nicola Baldwin City & Westminster Corporate Finance LLP 50 Jermyn Street London SW1Y 6LX
Company registration number	05289187
Registered office	50 Jermyn Street London SW1Y 6LX
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG
Bankers	Barclays Bank Plc Pall Mall 2 Leicester LE87 2BB
Solicitors	Clyde & Co 138 Houndsditch London EC3A 7AR
Broker	Peterhouse Corporate Finance Limited New Liverpool House 15 Eldon Street London EC2M 7LD
Website	<a href="http://www.redleopardholdings.com">www.redleopardholdings.com</a>

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## Chairman's statement

I am pleased to present the financial statements for the year to 31 December 2018 for Red Leopard Holdings Plc and its wholly owned subsidiaries (together the "Group") and an update on its current position.

As previously announced on 18 August 2017, the Company entered into an assignment agreement (the "Agreement") with Capital Resources Inc. ("Capital") and Sloane Energy Group Limited ("Sloane"), which was at the time in the process of acquiring a coal mining project near La Loma, in the Department of Cesar, Republic of Colombia, known as La Luna (the "Project"). The Agreement contemplated that, subject to the satisfaction of certain conditions, Red Leopard would acquire the Project in consideration for the issuance of new ordinary shares with a minimum value of \$180 million in the Company (the "Proposed Acquisition"). As the Proposed Acquisition would have constituted a reverse takeover pursuant to AIM Rule 14, trading in the Company's shares was suspended pending the publication of the required AIM Admission Document and shareholder approval of the Proposed Acquisition.

During the period, the Company reported that whilst significant progress had been made in advancing the transaction, including substantial work on the legal and financial due diligence and obtaining a Competent Person's Report on the Project, conclusion of the Proposed Acquisition was not completed by 19 February 2018 principally due to the complex nature of a project of its size and trading in the Company's shares was cancelled by AIM.

Having spent over £600k specifically in relation to the transaction during the period, the Directors continued to work to complete the Proposed Acquisition but given the protracted nature of these negotiations, the Company has continued to pursue other possibilities.



J J May  
Chairman  
8 August 2019

# Strategic Report

## PRINCIPAL ACTIVITY

The principal activity of the Group is focused on concluding an acquisition.

## BUSINESS REVIEW

### *Financial overview and performance*

Loss for the Group before tax for the year was £104,360 (2017: £1,115,465). Net liabilities for the Group as at 31 December 2018 were £372,088 (2017: £267,728). During the period the Group pursued its strategy of securing an acquisition.

### *Strategy*

The Company's strategy is to complete a reverse takeover transaction in the natural resources sector.

### *Investing Policy*

The Company's investment strategy is to focus on North and South America, where the Directors believe that a number of opportunities exist to acquire interests in suitable projects, although other regions may be considered. Investments may be made in exploration, development and/or producing assets. The Company still retains its mining claims in Coeur d'Alene, Idaho.

The Directors may consider it appropriate to purchase companies or interests in the assets themselves which may result in an equity interest in any proposed investment ranging from a minority position to 100 per cent ownership. Proposed investments may be made in either quoted or unquoted companies and structured as a direct acquisition, joint venture or as a direct interest in a project.

The Company intends to be involved as an active investor and operator. Accordingly, where necessary, the Company may seek participation in the management or with the board of directors of an entity in which the Company invests or in the event that it is acquired then in the on-going enlarged entity.

New investments will be held for the medium to longer term, although shorter term disposal of any investments cannot be ruled out should such an opportunity present itself.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of opportunities or in just one investment. Where the Company builds a portfolio of related assets it is possible that there may be cross-holdings between such assets.

## Strategic Report (continued)

### *Investing Policy (continued)*

The Company's primary objective is that of securing for the Shareholders the best possible value consistent with achieving, over time, both capital growth and income for Shareholders through developing profitability on a sustainable basis.

The Directors may undertake the initial project assessments themselves with additional independent technical advice as required.

The Directors may offer new Ordinary Shares by way of consideration as well as cash subject to its availability to the Company. The Company may in appropriate circumstances, issue debt securities or otherwise borrow money to complete an investment. The Directors do not intend to acquire any cross-holdings in other corporate entities that have an interest in the Ordinary Shares.

### ***Principal risks and uncertainties***

The management of the business and the nature of the Group's strategy are subject to a number of risks. The directors have set out below the principal risks facing the business.

#### *Going concern*

The assessment of the going concern risk has been detailed in the Directors' Report.

#### *Transactional Risk*

During the period, the Company reported that whilst significant progress in advancing the transaction had been made, including substantial work on the legal and financial due diligence and obtaining the necessary Competent Persons Report on the Project, conclusion of the Proposed Acquisition was taking longer than originally envisaged and was not completed by 19 February 2018 (the date on which trading in the Company's shares would be cancelled by AIM) principally due to the complex nature of a project of this size. In accordance with AIM Rule 41, cancellation of the admission of the Company's ordinary shares on AIM became effective on 19 February 2018.

#### *Market risk*

The success of the business is reliant on capitalising on opportunities within the natural resources sector. In response to these risks, the directors aim to keep abreast of changes to the market conditions and adjust accordingly by curtailing discretionary spending and by seeking alternative opportunities.

## Strategic Report (continued)

### ***Financial Risk Management Objectives and Policies***

#### *Liquidity risk*

The Group manages its cash and borrowing requirements to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient resources to meet the operating needs of the business. Cash flow risk is managed by ensuring that sufficient funds are available to meet obligations to creditors by monitoring closely purchase commitments and activity levels, ensuring that these can be reduced or curtailed in the short term if required whilst further funds are secured. Historically, the directors have put loans into the Company to ensure liquidity at critical times.

The Group's approach to liquidity risk is to ensure that sufficient liquidity is available to meet foreseeable requirements, by having adequate reserves, banking and borrowing facilities and by investing funds securely and profitably. The board further manages its exposure to liquidity risk by ensuring that cash flow forecasts and budgets are produced annually and monitored on a regular basis.

#### *Credit risk*

The Group's principal financial assets are bank balances, cash and trade and other receivables.

The Group's credit risk is primarily attributable to receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The amounts presented in the statement of financial position are net of these allowances for doubtful receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Credit risk refers to the risk that a third party will default on its contractual obligations resulting in financial loss to the Group. The Group manages the exposure to this risk by carrying out credit verification procedures on all clients and monitoring receivable balances on an ongoing basis.

### **KEY PERFORMANCE INDICATORS (KPIs)**

The directors have monitored historically the progress of the overall strategy by reference to certain financial and non-financial key performance indicators, principally the successful completion of fundraising and pursuit of acquisition opportunities. The directors are not satisfied with the performance of the business against these KPIs for the financial year under report. In light of disclosures made elsewhere in these financial statements, new KPI's for the current period will be agreed and implemented.

This report was approved by the board on 8 August 2019 and signed on its behalf.

  
**J J May**  
Chairman

## Report of the directors

The Directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2018.

### RESULTS FOR THE YEAR

The Group has made a loss of £104,360 (2017: £1,115,465).

### DIVIDENDS

The Directors are unable to recommend the payment of a dividend (2017: Nil).

### DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, the Directors' 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 as adopted by the European Union (IFRSs). 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 and profit or loss of the company and group 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 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 confirm that:

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

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.



## Report of the directors (continued)

### GOING CONCERN

As at 31 December 2018 the group had cash balances of £31,931. To secure an acquisition or satisfy its investing policy the Group will require further funds to complete it. The Directors have prepared a cash flow forecast for the coming 12 months which demonstrates that the ability for the Company to actively pursue its investing policy is contingent upon raising of further funds in the range of £250k to £500k. The success of a future fundraise has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the Company on a going concern basis.

### DIRECTORS

The directors who served during the year and their beneficial interests in the company's issued share capital as at 31 December 2018, were:

	<b>Ordinary Shares</b>	
	<b>2018</b>	<b>2017</b>
J J May	<b>77,141,238</b>	77,141,238
T Hayward	<b>15,000,000</b>	-
S J Adam	<b>57,947,222</b>	57,947,222
T Hoyer	<b>15,000,000</b>	-
S Wharmby (resigned 31 August 2018)	-	-

### DIRECTORS' INDEMNITY

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company.

### INDICATION OF FUTURE DEVELOPMENTS

The details of the future developments of the group are given in the Strategic Report.

### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The details of financial risk management are given in the Strategic Report.

### GROUP'S POLICY FOR PAYMENT OF CREDITORS

It is the Group's policy to agree to the terms of transactions, including payment terms, with suppliers and that payment is made accordingly. At 31 December 2018 the average creditor payment period was 28 days (2017: 8 days) for both the group and company.


## Report of the directors (continued)

### AUDITOR

In accordance with Section 516 of the Companies Act 2006, Grant Thornton UK LLP served their notice of resignation as auditors of Red Leopard Holdings Plc and have been replaced by Bright Grahame Murray.

Bright Grahame Murray has expressed a willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the next Annual General Meeting of the company.

This report was approved by the board on 8 August 2019 and signed on its behalf.



**J J May**  
Chairman

# Independent auditor's report to the members of Red Leopard Holdings Plc

## Opinion

We have audited the financial statements of Red Leopard Holdings Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated statement of cash flows, the company 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 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2018 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 group and the parent 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, 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.

## Material uncertainty related to going concern

We draw attention to note 2 in the financial statements, which indicates that to secure the proposed acquisition or satisfy its investing policy the group and parent company will require further funds to complete it. The Directors have prepared a cash flow forecast for the coming 12 months which demonstrates that the ability for the group and parent company to actively pursue its investing policy is contingent upon raising of further funds in the range of £250k to £500k.

As stated in note 2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt over the group and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Independent auditor's report to the members of Red Leopard Holdings Plc (cont)

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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, 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 group and the parent 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements 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.

## Independent auditor's report to the members of Red Leopard Holdings Plc (cont)

### **Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities statement set out on page 8, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

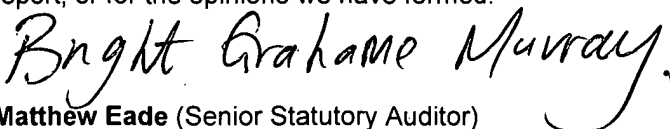
### **Auditor's responsibilities for the audit of the financial statements**

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.

### **Who we are reporting to**

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.



**Matthew Eade** (Senior Statutory Auditor)  
for and on behalf of Bright Grahame Murray  
Chartered Accountants  
Statutory Auditor  
Emperor's Gate  
114a Cromwell Road  
Kensington  
London  
SW7 4AG

## Consolidated statement of comprehensive income

		2018 £	2018 £	2017 £	2017 £
	Note	Continuing Operations	Total	Continuing Operations	Total
<b>OTHER OPERATING INCOME</b>					
Cost of sales		(4,116)	(4,116)	(3,875)	(3,875)
Gross (loss)		(4,116)	(4,116)	(3,875)	(3,875)
Administrative expenses					
Recurring administrative costs		(100,497)	(100,497)	(1,108,300)	(1,108,300)
				(1,108,300)	(1,108,300)
<b>OPERATING LOSS</b>	3	(104,613)	(104,613)	(1,112,175)	(1,112,175)
Finance income	6	253	253	40	40
Finance cost	7	-	-	(3,330)	(3,330)
<b>LOSS FROM CONTINUING ACTIVITIES BEFORE TAXATION</b>		(104,360)	(104,360)	(1,115,465)	(1,115,465)
Tax expense	8	-	-	-	-
<b>LOSS FOR THE YEAR ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT</b>		(104,360)	(104,360)	(1,115,465)	(1,115,465)
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT</b>		(104,360)	(104,360)	(1,115,465)	(1,115,465)
Loss per share - basic	9	(0.01)p	(0.01)p	(0.09)p	(0.09)p
Loss per share – diluted	9	(0.01)p	(0.01)p	(0.09)p	(0.09)p

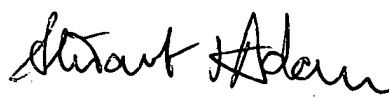
**The accompanying accounting policies and notes form part of these financial statements.**

## Consolidated statement of financial position

	Note	2018 £	2017 £
<b>NON CURRENT ASSETS</b>			
Intangible assets	11	-	-
<b>CURRENT ASSETS</b>			
Trade and other receivables	12	10,080	20,384
Cash and cash equivalents		31,931	153,686
<b>TOTAL CURRENT ASSETS</b>		<b>42,011</b>	<b>174,070</b>
<b>TOTAL ASSETS</b>		<b>42,011</b>	<b>174,070</b>
<b>EQUITY</b>			
Share capital	15	2,804,625	2,804,625
Share premium account		4,157,194	4,157,194
Retained earnings		(7,333,907)	(7,229,547)
<b>TOTAL EQUITY</b>		<b>(372,088)</b>	<b>(267,728)</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	414,099	441,798
<b>TOTAL CURRENT LIABILITIES</b>		<b>414,099</b>	<b>441,798</b>
<b>TOTAL LIABILITIES</b>		<b>414,099</b>	<b>441,798</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>42,011</b>	<b>174,070</b>

These financial statements were approved by the directors on 8 August 2019 and are signed on their behalf by:

  
J J May  
Director

  
S J Adam  
Director

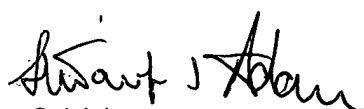
## Company statement of financial position

	Note	2018 £	2017 £
<b>NON-CURRENT ASSETS</b>			
Investments	11	<u>4,100</u>	<u>4,100</u>
<b>TOTAL NON-CURRENT ASSETS</b>		<b>4,100</b>	<b>4,100</b>
<b>CURRENT ASSETS</b>			
Trade and other receivables	12	<u>10,080</u>	<u>19,322</u>
Cash and cash equivalents		<u>31,931</u>	<u>153,686</u>
<b>TOTAL CURRENT ASSETS</b>		<b>42,011</b>	<b>173,008</b>
<b>TOTAL ASSETS</b>		<b><u>46,111</u></b>	<b><u>177,108</u></b>
<b>EQUITY</b>			
Share capital	15	<u>2,804,625</u>	<u>2,804,625</u>
Share premium account		<u>4,157,194</u>	<u>4,157,194</u>
Retained earnings		<u>(7,336,469)</u>	<u>(7,232,109)</u>
<b>TOTAL EQUITY</b>		<b><u>(374,650)</u></b>	<b><u>(270,290)</u></b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	<u>420,761</u>	<u>447,398</u>
<b>TOTAL CURRENT LIABILITIES</b>		<b><u>420,761</u></b>	<b><u>447,398</u></b>
<b>TOTAL LIABILITIES</b>		<b><u>420,761</u></b>	<b><u>447,398</u></b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>46,111</u></b>	<b><u>177,108</u></b>

The loss of the parent company for the year ended 31 December 2018 was £104,360 (2017: £1,115,465).

These financial statements were approved by the directors on 8 August 2019 and are signed on their behalf by:

  
J J May  
Director

  
S J Adam  
Director

Registered number: 05289187



## Consolidated statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total equity
	£	£	£	£
At 1 January 2018	2,804,625	4,157,194	(7,229,547)	(267,728)
Loss for the year	-	-	(104,360)	(104,360)
<b>Total comprehensive income</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,333,907)</b>	<b>(372,088)</b>
<b>Transactions with owners:</b>				
Issue of share capital	-	-	-	-
<b>Total transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2018</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,333,907)</b>	<b>(372,088)</b>

	Share capital	Share premium account	Retained earnings	Total equity
	£	£	£	£
At 1 January 2017	1,862,125	3,999,694	(6,114,082)	(252,263)
Loss for the year	-	-	(1,115,465)	(1,115,465)
<b>Total comprehensive income</b>	<b>1,862,125</b>	<b>3,999,694</b>	<b>(7,229,547)</b>	<b>(1,367,728)</b>
<b>Transactions with owners:</b>				
Issue of share capital	942,500	157,500	-	1,100,000
<b>Total transactions with owners</b>	<b>942,500</b>	<b>157,500</b>	<b>-</b>	<b>1,100,000</b>
<b>At 31 December 2017</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,229,547)</b>	<b>(267,728)</b>

The accompanying accounting policies and notes form part of these financial statements.

## Company statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total equity
	£	£	£	£
At 1 January 2018	2,804,625	4,157,194	(7,232,109)	(270,290)
Loss for the year	-	-	(104,360)	(104,360)
<b>Total comprehensive income</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,336,469)</b>	<b>(374,650)</b>
Transactions with owners:				
Issue of share capital	-	-	-	-
<b>Total transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2018</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,336,469)</b>	<b>(374,650)</b>

	Share capital	Share premium account	Retained earnings	Total equity
	£	£	£	£
At 1 January 2017	1,862,125	3,999,694	(6,116,644)	(254,825)
Loss for the year	-	-	(1,115,465)	(1,115,465)
<b>Total comprehensive income</b>	<b>1,862,125</b>	<b>3,999,694</b>	<b>(7,232,109)</b>	<b>(1,370,290)</b>
Transactions with owners:				
Issue of share capital	942,500	157,500	-	1,100,000
<b>Total transactions with owners</b>	<b>942,500</b>	<b>157,500</b>	<b>-</b>	<b>1,100,000</b>
<b>At 31 December 2017</b>	<b>2,804,625</b>	<b>4,157,194</b>	<b>(7,232,109)</b>	<b>(270,290)</b>

The accompanying accounting policies and notes form part of these financial statements.

## Consolidated statement of cash flows

	Note	2018 £	2017 £
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>	17	<b>(122,008)</b>	<b>(948,341)</b>
<b>INVESTING ACTIVITIES</b>			
Interest received		253	40
Interest paid		-	(3,330)
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		<b>253</b>	<b>(3,290)</b>
<b>FINANCING ACTIVITIES</b>			
Issue of share capital	15	-	1,100,000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>-</b>	<b>1,100,000</b>
<b>NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(121,755)</b>	<b>148,369</b>
Cash and cash equivalents brought forward		153,686	5,317
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	20	<b>31,931</b>	<b>153,686</b>

**The accompanying accounting policies and notes form part of these financial statements.**

## Company statement of cash flows

	Note	2018 £	2017 £
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>	17	<b>(122,008)</b>	<b>(948,341)</b>
<b>INVESTING ACTIVITIES</b>			
Interest received		253	40
Interest paid on loans		-	(3,330)
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		<b>253</b>	<b>(3,290)</b>
<b>FINANCING ACTIVITIES</b>			
Issue of share capital	15	-	1,100,000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>-</b>	<b>1,100,000</b>
<b>NET (DECREASE) /INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(121,755)</b>	<b>148,369</b>
Cash and cash equivalents brought forward		153,686	5,317
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	20	<b>31,931</b>	<b>153,686</b>

**The accompanying accounting policies and notes form part of these financial statements.**

# Notes to the financial statements

## **1. ACCOUNTING POLICIES**

### **a. General Information**

Red Leopard Holdings plc ("the Company") is a public liability company incorporated and domiciled in England. The address of the registered office is 50 Jermyn Street, London, SW1Y 6LX. These financial statements are prepared in Pounds Sterling, because that is the currency of the primary economic environment in which the Company operates. The review of the business is contained within the Strategic Report on page 5

### **b. Basis of preparation of financial statements**

The financial statements have been prepared in accordance with EU-endorsed International Financial Reporting Standards ('IFRSs'), IFRIC interpretations and the parts of the Companies Act 2006 applicable to companies reporting under IFRSs.

The financial statements have been prepared under the historical cost convention.

As at 31 December 2018 the group had cash balances of £31,931. To secure an acquisition or satisfy its investing policy the Group will require further funds to complete it. The Directors have prepared a cash flow forecast for the coming 12 months which demonstrates that the ability for the Company to actively pursue its investing policy is contingent upon raising of further funds in the range of £250k to £500k. The success of a future fundraise has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the Company on a going concern basis.

### **c. Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the parent company (its subsidiaries) made up to 31 December each year. Control is achieved where the company has the power to govern the financial statements and operating policies of an investee entity so as to obtain benefits from its activities.

The accounting policies of all subsidiaries are uniform with the parent company. The results of all subsidiaries are included in the consolidated financial statements.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

### **d. Segment reporting**

In identifying its operating segments management generally follows the Group's service lines, which represent the main products and services provided by the Group.

Management consider that all activities undertaken by the Group are from one operating segment. The on-going sole activity of the Group, being the pursuit of acquisition opportunities have been allocated to one continuing operating segment.

The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements.

## Notes to the financial statements

### 1. ACCOUNTING POLICIES (continued)

#### e. Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on a taxable loss for the year. Taxable profit/(loss) differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet 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 the 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 (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and recognised to the extent that it is probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on rates that are substantively enacted at the balance sheet date.

#### f. Investments

##### *Subsidiary Undertakings*

Investments in subsidiaries are valued at cost less provision for impairment.

#### g. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets.

The equity investment is measured at fair value with gains and losses recognised in other comprehensive income and reported within the available for sale financial asset reserve within equity, except for impairment losses, which are recognised in profit or loss. An assessment for impairment is undertaken at least at each balance sheet date. Reversals of impairment losses are not recognised in profit or loss and any subsequent increase in fair value is recognised in other comprehensive income.

When the asset is disposed of or determined to be impaired, the cumulative gain or loss recognised in other comprehensive income is reclassified from the equity reserve to profit or loss.

# Notes to the financial statements

## 1. ACCOUNTING POLICIES (continued)

### **h. Intangible assets – exploration and evaluation**

Exploration and evaluation expenditure comprises costs that are directly attributable to:

- acquisition and maintenance of mining claims
- researching and analysing existing exploration data
- conducting geological studies, exploratory drilling and sampling
- examining and testing extraction and treatment methods and/or
- compiling pre-feasibility studies

Exploration expenditure relates to the initial search for deposits with economic potential, evaluation expenditure arises from a detailed assessment of deposits or other projects that have been identified as having economic potential. Exploration expenditure is not capitalised, except where it relates to the acquisition of rights to carry out exploration where there is a high degree of confidence that the project will be commercially viable. Exploration and evaluation expenditure is categorised as intangible assets except where it relates to items of plant and machinery used in the evaluation process.

The carrying values of capitalised evaluation expenditure are reviewed for impairment annually, or when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, in accordance with IFRS 6 "Exploration for and Evaluation of Mineral Resources". For mines which have not yet been developed which have arisen through acquisition, there may only be inferred resources to form a basis for that review. The review is based upon the best information available to management, including the reports of independent expert evaluators. For the purposes of impairment review, exploration and evaluation assets are assessed against the criteria of IFRS 6 regarding assets which are not yet cash generating, which include the continuing right to exploration, the likelihood of commercial viability and the planned substantive expenditure on exploration and evaluation.

### **i. Operating leases**

Rent applicable to operating leases where substantially all of the benefits and risks of ownership are not transferred to the lessee are charged to the income statement on a straight line basis over the term of the lease.

### **j. Financial assets and liabilities**

Financial assets and liabilities are recognised on the group's balance sheet when the group becomes a party to the contractual provisions of the instrument.

#### **(i) Trade and other receivables**

Trade and other receivables are measured at initial recognition at fair value plus transaction costs, and are subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognised in the income statement.

Provision against trade and other receivables is made when there is objective evidence that the group will not be able to collect all amounts due to it in accordance with the original terms of those receivables. The amount of the write-down is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows.

## Notes to the financial statements

### **1. ACCOUNTING POLICIES (continued)**

#### **(ii) Cash and cash equivalents**

Cash and cash equivalents comprises cash on hand and demand deposits, and other short term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### **(iii) Financial liabilities and equity**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. A financial liability is any liability which gives rise to a contractual obligation to deliver cash or another financial asset to another entity.

#### **(iv) Bank borrowings**

Interest-bearing bank loans and overdrafts are initially recorded at fair value, net of direct issue costs and subsequently at amortised cost using the effective interest rate method. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest rate method.

#### **(v) Convertible loan notes containing embedded derivatives**

The Group may issue convertible loan notes which carry an option for the issuer to convert the liability into a variable number of equity shares.

Contracts which result in the entity delivering a variable number of its own equity instruments are classed as financial liabilities.

The conversion option is an embedded derivative and is carried at fair value through profit and loss. The convertible loan is also classified as a financial liability. It is recorded initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

When shares are issued in consideration for extinguishment of debt any difference between the face value of the loan notes and the fair value of shares issued is recognised in profit and loss.

#### **(vi) Convertible loan notes accounted for as compound instruments**

The Group may issue convertible loan notes which carry an option for the issuer to convert the liability into a fixed number of equity shares.

Contracts which result in the entity delivering a fixed number of its own equity instruments are classed as compound instruments, containing both a financial liability and an equity instrument.

Equity instruments are instruments that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Therefore, when the initial carrying amount of the compound financial instrument is allocated to its equity and liability components, the equity component is assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component.

No gain or loss arises from initially recognising the components of the instrument separately.

#### **(vii) Trade and other payables**

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.



## Notes to the financial statements

### 1. ACCOUNTING POLICIES (continued)

#### (viii) Equity instruments

Equity instruments issued by the group or company are recorded at the proceeds received, net of direct issue costs.

##### *Share warrants*

The Company has issued share warrants which have been accounted for as equity instruments as the substance of the contractual arrangement is such that the warrants evidence a residual interest in the assets of the Company after deducting all liabilities.

#### (ix) Held for trading financial assets

Assets held in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined with reference to active market transactions.

### k. Equity and reserves

#### (i) Share capital

Share capital represents the nominal value of shares that have been issued.

#### (ii) Share premium

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, to the extent there is a premium on that issue, net of any related income tax benefits.

#### (iii) Equity-settled share based payment

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example, profitability and sales growth targets).

All equity-settled share-based payments are ultimately recognised as an expense in profit and loss with a corresponding credit to equity reserve.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are revised subsequently if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognised in prior periods if share options that have vested are not exercised.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate share premium.

# Notes to the financial statements

## **1. ACCOUNTING POLICIES (continued)**

### **l. Exceptional items**

The group identified and reports material, non-recurring costs and income as exceptional items separately from underlying operating expenses and income. Exceptional items may include impairment charges and acquisition costs.

### **m. Key estimates and judgements**

The directors have identified the following as key judgements in the preparation of the group accounts:

- assessment of the exploration and evaluation intangible asset for impairment (Note 11)
- assessment of the acquisition of Red Leopard Mining Inc as falling outside of the definition of a business combination as set out in IFRS 3 (Note 11)
- deferred tax asset (Note 8)
- assessment of going concern (Note 2)

To secure an acquisition or satisfy its investing policy the Group will require further funds to complete it. The Directors have prepared a cash flow forecast for the coming 12 months which demonstrates that the ability for the Company to actively pursue its investing policy is contingent upon raising of further funds in the range of £250k to £500k. The success of a future fundraise has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the Company on a going concern basis.

The group has a potential deferred tax asset of £635,739 in respect of losses. This asset has not been recognised at 31 December 2018 due to the history of trading losses in the group and the uncertainty around the source of the Group's future trade.

The directors have identified the following as a key source of estimation in the preparation of the Group accounts:

Share-based payment expenses are calculated by reference to the estimated fair values of share options as at their date of grant. These fair values have been estimated using a Black-Scholes option valuation model. The inputs to the model are disclosed in Note 16.

## Notes to the financial statements

### 1. ACCOUNTING POLICIES (continued)

#### n. Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group

The following standards, amendments and interpretations to existing standards, relevant to the financial statements of the Group, have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2019 or later periods, but the Group has not adopted them early:

#### *IFRS 16, 'Leases' (effective 1 January 2019).*

IFRS 16 will replace IAS 17 and three related interpretations. It completes the IASB's long-running project to overhaul lease accounting. Leases will be recorded on the statement of financial position in the form of a right-of-use asset and a lease liability. IFRS 16 is effective for reporting periods beginning on or after 1 January 2019 (awaiting EU endorsement). Management consider that IFRS 16 will have no material impact upon these consolidated financial statements.

#### *Annual Improvement to IFRS's 2015-2017 (effective 1 January 2019)*

The annual improvement to IFRS's makes amendments to the following standards: IFRS3, IAS12 and IAS23. This is effective for reporting periods beginning on or after 1 January 2019. Management consider that these changes will have no material impact upon these consolidated financial statements.

### 2. GOING CONCERN

As at 31 December 2018 the group and parent company had a cash balance of £31,931. To secure an acquisition or satisfy its investing policy the group and parent company will require further funds to complete it. The Directors have prepared a cash flow forecast for the coming 12 months which demonstrates that the ability for the group and parent company to actively pursue its investing policy is contingent upon raising of further funds in the range of £250k to £500k. The success of a future fundraise has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the group and parent company on a going concern basis.

### 3. OPERATING LOSS

Operating loss is stated after charging:

	2018	2017
	£	£
Fees payable to the company's auditor :		
- for the audit of the financial statements	9,650	17,500
Provision against VAT receivable	-	130,664

## Notes to the financial statements

### 4. STAFF COSTS

Staff costs, being amounts payable to key management personnel, were as follows:

	2018 £	2017 £
Wages and salaries	-	190,625
	<u>-</u>	<u>190,625</u>

The average monthly number of employees during the year, including directors was as follows:

	No.	No.
Directors	<u>5</u>	<u>6</u>

### 5. DIRECTORS' REMUNERATION

Directors' emoluments were as follows:

Director	2018 Salary and total emoluments £	2017 Salary and total emoluments £
J J May	-	50,000
T Hayward	-	50,000
S J Adam	-	50,000
S Wharmby *	-	20,833
T Hoyer	-	14,584
Total	<u>-</u>	<u>131,458</u>

\* Simon Wharmby resigned on 31 August 2018.

The directors agreed not pay or accrue fees during the period or to settle any accrued outstanding amount until the Company completes an acquisition of any asset, company or companies.

No retirement benefits were accruing to directors at 31 December 2018 (2017: £nil). The directors received £nil (2017: £nil) in respect of share based payments.

### 6. FINANCE INCOME

	2018 £	2017 £
Bank interest	253	40
	<u>253</u>	<u>40</u>

### 7. FINANCE COST

	2018 £	2017 £
Total interest expense for financial liabilities	-	3,330
	<u>-</u>	<u>3,330</u>

## Notes to the financial statements

### 8. TAX EXPENSE

#### Recognised in the statement of comprehensive income

	2018 £	2017 £
Loss on ordinary activities before tax	<u>(104,360)</u>	<u>(1,115,465)</u>
Loss on ordinary activities multiplied by the relevant standard rate of corporation tax in the UK of 19% (2017: 19.25%)	(19,828)	(214,727)
<b>Effects of:</b>		
Expenditure not allowable for tax	-	121,827
Increase in tax losses	<u>19,828</u>	<u>92,900</u>
<b>Current charge for the year</b>	<u>-</u>	<u>-</u>

#### Factors that may affect future tax charges

The UK main rate of corporation tax fell from 20% to 19% with effect from 1 April 2017 and will then fall to 17% from 1 April 2020. These rates were substantively enacted at the balance sheet date and will effect current tax in future years. The group has tax losses in respect of excess management expenses carried forward of £3,739,643 (2017: £3,635,283) that are available for offset against future taxable profits.

If the group pays tax at a rate of 17% on profits in future periods, the current tax losses represent a potential deferred tax asset of £635,739 (2017: £617,998). This asset has not been recognised at 31 December 2018 due to the history of trading losses in the group. These remain un-provided as it is not anticipated that the Group will make qualifying profits against which these may be offset in the foreseeable future but they are available indefinitely for offset against future taxable income.

### 9. (LOSS)/EARNINGS PER SHARE

Basic earnings per ordinary share for the year is based on the loss of £104,360 (2017: £1,115,465) and a weighted average of 1,528,779,061 (2017: 1,216,080,431) ordinary shares.

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potential dilutive ordinary shares. Items included in the calculation are options and warrants for ordinary shares.

The effect of conversion of all potential dilutive ordinary shares would have an anti-dilutive effect on earnings per share and therefore they have not been incorporated in the diluted earnings per share calculation. Potential ordinary shares are only treated as dilutive when their conversion to ordinary shares would decrease profit per share or increase loss per share.

## Notes to the financial statements

### 10. SEGMENT REPORTING

Following the Group's change in strategy to be an investing company, management currently considers that the group has one operating segment as described in accounting policy 1(c). Segment information can be analysed as follows for the reporting periods under review.

	Investment strategy 2018 Continuing operations £	Total 2018 £	Investment strategy 2017 Continuing operations £	Total 2017 £
Segment operating loss	(104,360)	(104,360)	(1,115,465)	(1,115,465)
Segment assets	42,011	42,011	174,070	174,070

### 11. INTANGIBLE ASSETS

	Mining Exploration and development claims £	Mining Total £
<b>Cost:</b>		
At 1 January 2018 and 31 December 2018	-	-
Impairment charge	-	-
<b>At 31 December 2018</b>	-	-
<b>Net book value:</b>		
At 31 December 2018	-	-
At 31 December 2017	-	-

On 24 September 2013, the Company acquired the entire issued share capital of Red Leopard Mining Inc ("RLM") for £600,000, satisfied by the issue of 33,333,333 new ordinary shares at a price of 1.8p per share. The Directors considered that the acquisition of RLM did not constitute the acquisition of a business as defined in IFRS 3, and as the fair value of the intangible assets acquired could not readily be determined by reference to the value of the mining claims in the evaluation phase, the fair value was determined by reference to the fair value of equity instruments issued as consideration. The fair value price of £600,000, initially calculated with reference to the anticipated market value of the share price at the time of the drafting of the acquisition agreement, was adjusted for movements in the share price and the calculation of the fair value of the consideration was adjusted to reflect the actual open market price of the shares on AIM at the date of acquisition of 1.3p. The overall impact resulted in a restatement to the valuation of £166,667. There was no Income Statement impact of this adjustment.

There are no assets or liabilities in RLM other than the mining claims, which are recognised as separately identifiable intangible assets in respect of exploration and development rights. The

Company paid £4,109 (2017: £3,875) in respect of the annual rental fees per claim to keep the claims in good standing for the following year.

## Notes to the financial statements

The Directors assess the asset at each reporting date for indications of impairment. As disclosed in Note 24, following the Subscription of 250,000,000 ordinary shares on 28 February 2017, the Board made the decision to cease funding the exploration of the mining claims. In accordance with the requirements of IFRS 6, as substantive expenditure on further exploration for and evaluation of mineral resources in the specific area was not budgeted for nor planned at the year end, the asset has been impaired in full.

As the sole activity of Red Leopard Mining Inc is the holding of the silver and zinc mining claims, the investment of £437,433 has also been impaired in full.

### Company investment in subsidiaries - Shares in Group undertakings

	Company	
	2018	2017
	£	£
<b>Non-current</b>		
At 1 January	4,100	4,100
Impairment	-	-
At 31 December	4,100	4,100

Subsidiaries are listed in Note 23.

### 12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2018	2017	2018	2017
	£	£	£	£
<b>Current</b>				
Other receivables	10,080	20,384	10,080	19,322
	<u>10,080</u>	<u>20,384</u>	<u>10,080</u>	<u>19,322</u>

### 13. TRADE AND OTHER PAYABLES

	Group		Company	
	2018	2017	2018	2017
		£	£	£
<b>Current</b>				
Trade payables	95,121	91,196	95,121	91,196
Loans (Note 14)	80,000	80,000	80,000	80,000
Amounts owed to group undertakings	-	-	5,501	5,501
Accruals	238,978	270,602	240,139	270,701
	<u>414,099</u>	<u>441,798</u>	<u>420,761</u>	<u>447,398</u>

The carrying values are considered to be a reasonable approximation to fair value.

## Notes to the financial statements

### 14. BORROWINGS

	<b>Group</b>		<b>Company</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Current</b>				
Short term loans	<b>80,000</b>	80,000	<b>80,000</b>	80,000

The Company has short term loans outstanding amounting to £80,000 repayable on demand. The holders have agreed not to call upon any loan notes until sufficient new funds are received that allow the business to finance itself going forward and waived the right to the receipt of the 6% interest above base rate as provided for under the loan agreement. These loans do not carry any conversion options.

### 15. SHARE CAPITAL

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
<b>Authorised, Allotted, called up and fully paid</b>		
<b>Ordinary shares</b>		
Beginning of the year	<b>1,528,778</b>	<b>586,278</b>
New Shares issued	-	<b>942,500</b>
As at 31 December (1,528,779,061 ordinary shares of 0.1 pence (2017: 1,528,779,061 ordinary shares of 0.1p each))	<b>1,528,778</b>	<b>1,528,778</b>
<b>Deferred shares</b>		
At the beginning of the period	<b>1,275,847</b>	<b>1,275,847</b>
As at 31 December (1,275,846,391 deferred shares of 0.1 pence (2017: 1,275,846,391 deferred shares of 0.1 pence))	<b>1,275,847</b>	<b>1,275,847</b>
	<b>2,804,625</b>	<b>2,804,625</b>

During the year to 31 December 2017 on 28<sup>th</sup> February 2017, 250,000,000 new Ordinary Shares were issued through a subscription at a price of 0.1p each ("Subscription"). Under the Subscription, a total of 375,000,000 warrants were granted representing 1.5 warrants for every 1 Ordinary Share subscribed for (the "Warrants"). Each Warrant entitles the holder to subscribe for a further Ordinary Share at a price of 0.1p per share, valid for 3 years from the date of issue. A further 75,000,000 warrants were issued on the same terms in relation to the appointment of a new NOMAD and Broker.

On 16 June 2017, 100,000,000 new Ordinary Shares were issued through a subscription at a price of 0.3p each.

As at 31 December 2017, of warrants issued in 2015, 95,000,000 were outstanding. These warrants all expired on 18 August 2018.

As at 31 December 2018, of the warrants issued in 2017, the number of warrants outstanding amounted to 25,000,000 (2017: 25,000,000). These warrants expire on 26 February 2020.



## Notes to the financial statements

### 16. SHARE-BASED PAYMENTS

A reconciliation of option movements during the year is shown below:

	Year ended 31 December 2018		Year ended 31 December 2017	
	No. of share options	Weighted average exercise price	No. of share options	Weighted average exercise price
Outstanding at the beginning of year	42,495,406	0.4	-	-
Issued during the year	-	-	42,495,406	0.4
Expired during the year	-	-	-	-
Exercisable at the end of the year	42,495,406	0.4	42,495,406	0.4

During 2017, the Company issued 22,495,406 options under the Company's 2013 Unapproved Share Option Scheme ("the Options"). The Options vest as follows: (a) 50% shall vest when the Company's share price reaches 0.4 pence per share or above for a continuous period of 30 trading days; and (b) 50% shall vest when the Company's share price reaches 0.6 pence or above for the same period. The Options have an exercise price of 0.1 pence per share and are exercisable for a period of 2 years from the relevant vesting date. Key inputs into the valuation of options include exercise price, expected life and volatility.

A further 20,000,000 options were issued under the Company's 2017 Unapproved Share Option Scheme (the "2017 Options") with an exercise price of 0.5 pence per share for the first 10,000,000 and 1.0 pence for the remaining 10,000,000. Under the 2017 Options, the options vest as follows: (a) 50% shall vest when the Company's share price reaches 0.5 pence per share or above for a continuous period of 30 trading days; and (b) 50% shall vest when the Company's share price reaches 1.0 pence or above for the same period. The Options are exercisable for 2 years from the relevant vesting date.

### 17. RECONCILIATION OF OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES

	2018 £	2017 £
<b>Group</b>		
Loss for the year	(104,360)	(1,115,465)
Net finance charges	253	3,290
Decrease/(increase) in receivables	10,304	(7,477)
Increase/(decrease) in payables	(28,205)	171,311
Net cash used in continuing operations	(122,008)	(948,341)
<b>Net cash outflow used in operations</b>	<b>(122,008)</b>	<b>(948,341)</b>
<b>Company</b>		
Loss for the year	(104,360)	(1,115,465)
Net finance charges	253	3,290
Decrease/(increase) in receivables	9,242	(6,415)
Increase/(decrease) in payables	(27,143)	170,249
Net cash used in continuing operations	(122,008)	(948,341)
<b>Net cash outflow used in operations</b>	<b>(122,008)</b>	<b>(948,341)</b>

## Notes to the financial statements

### 18. PARENT COMPANY RESULT

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own profit and loss account.

The loss for the year dealt with in the accounts of the company was £104,360 (2017: £1,115,465).

### 19. COMMITMENTS UNDER OPERATING LEASES

Lease payments recognised as an expense during the period amount to £nil (2017: £nil). This amount consists of minimum lease payments. No sublease payments or contingent rent payments were made or received. As at 31 December 2018 £nil (2017: £nil) future minimum lease payments were due.

### 20. FINANCIAL INSTRUMENTS

The carrying amounts presented in the statement of financial position relate to the following categories of assets and liabilities:

Group	2018 £	2017 £
<b>Financial assets</b>		
<i>Loans and receivables:</i>		
Trade and other receivables	10,080	20,383
Cash and cash equivalents	31,931	153,686
	<u>42,011</u>	<u>174,069</u>
<b>Financial liabilities</b>		
<i>Financial liabilities measured at amortised cost:</i>		
Current:		
Loans	(80,000)	(80,000)
Trade and other payables	(334,099)	(361,798)
	<u>(414,099)</u>	<u>(441,798)</u>
<b>Company</b>		
<b>Financial assets</b>		
<i>Loans and receivables:</i>		
Trade and other receivables	10,080	19,322
Cash and cash equivalents	31,931	153,686
	<u>42,011</u>	<u>173,008</u>
<b>Financial liabilities</b>		
<i>Financial liabilities measured at amortised cost:</i>		
Current:		
Loans	(80,000)	(80,000)
Trade and other payables	(340,761)	(367,398)
	<u>(420,761)</u>	<u>(447,398)</u>

## Notes to the financial statements

### 20. FINANCIAL INSTRUMENTS (continued)

The carrying values of the Group's financial assets and liabilities approximate to their fair values.

Financial assets comprise cash and cash equivalents, trade and other receivables and exclude prepayments.

The financial liabilities are all short-term liabilities and due on demand or within agreed contractual terms.

#### **Risk management**

The board is charged with managing the various risk exposures, including those which arose through holding the following financial instruments which apply to both the Group and the Company:

##### (a) Capital risk management

The Group manages its capital to ensure that all the companies within the Group will be able to continue as a going concern while maximising the return to equity holders, through optimisation of debt equity balance. The capital structure of the Group includes debt, consisting of borrowings, cash and cash equivalents and equity attributable to the equity holders of the parent. Where necessary additional loans are provided to the Group to ensure liquidity at critical times.

Capital for the reporting period under review is summarised as follows:

	2018 £	2017 £
Total equity	(372,088)	(267,728)
Borrowings	(80,000)	(80,000)
Cash and cash equivalents	31,931	153,686
Capital	(420,157)	(194,042)

##### (b) Interest rate risk

The Group is exposed to interest rate risk as it has borrowings and cash and cash equivalent balances that are subject to variable interest rates. The Group does not enter into hedging transactions for the purposes of minimising its exposure to interest rate risk, but manages its exposure by monitoring the levels of interest payable and receivable on a regular basis.

At 31 December 2018 amounts on short term deposits totalled £31,931 (2017: £153,686). Loans receivables and loan notes are contracted at a fixed rate of interest.

##### (c) Liquidity rate risk

The Group's approach to liquidity risk is to ensure that sufficient liquidity is available to meet foreseeable requirements, by having adequate reserves, banking and borrowing facilities and by investing funds securely and profitably. The board further manages its exposure to liquidity risk by ensuring that cash flow forecasts and budgets are produced annually and monitored on a regular basis. All trade payables and borrowings have a maturity date of within one year.

##### (d) Credit rate risk

Credit risk refers to the risk that a third party will default on its contractual obligations resulting in financial loss to the Group. The Group manages the exposure to this risk by carrying out credit verification procedures on all clients and monitoring receivable balances on an ongoing basis. The Company's receivable balance principally comprises amounts due from other group companies for financing purposes.

## Notes to the financial statements

### 21. RELATED PARTY TRANSACTIONS

Loan notes held by John May and connected parties total £70,000 (2017: £70,000). Fees charged to the company by CWCF, a company under common control of some of the Directors, in the period for company secretarial and other professional and legal services total £nil (2017: £44,292).

### 22. ULTIMATE CONTROLLING PARTY

As at 31 December 2018 and 31 December 2017 there is no single ultimate controlling party.

### 23. PRINCIPAL SUBSIDIARIES

Company name	Country	Registered office address	Percentage shareholding	Description and status
Harrell Hotels (Europe) Limited	England & Wales	50 Jermyn Street London SW1Y 6LX	100%	Hotel management - trading
Red Leopard Management Limited	England & Wales	50 Jermyn Street London SW1Y 6LX	100%	Property management - trading
Red Leopard Mining Inc	Idaho, United States of America	254 W Hanley Ave, Coeur d'Alene, Idaho, USA	100%	Holding of silver mining claims - dormant