

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities

This Document comprises a Document relating to Mila Resources Plc (the “**Company**”) prepared in accordance to the Prospectus Rules.

This Document has been filed with, and approved by, the Financial Conduct Authority (FCA) and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. Applications have been made to the FCA for all of the ordinary shares in the Company whether issued or to be issued pursuant to the Placing (the “**Ordinary Shares**”) to be admitted to the Official list of the UK Listing Authority (the “**Official List**”) (by way of a Standard Listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the “**Listing Rules**”) and the London Stock Exchange plc (the “**London Stock Exchange**”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (together, “**Admission**”)

It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8:00am on 7 October 2016. Dealings in Ordinary Shares before Admission will be on a “when issued” basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 17 OF THIS DOCUMENT.

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

Mila Resources Plc
(Registered in England and Wales No 09620350)
Placing of 21,000,000 Ordinary Shares of £0.001 each at £0.05 per Ordinary Share and
Admission of 23,200,000
Ordinary Shares of £0.001 each
To the Official List (by way of Standard Listing under Chapter 14 of the Listing Rules)
and to
trading on the London Stock Exchange’s main market for listed securities.

The Placing comprises a placing by the Company of **21,000,000** New Ordinary Shares.

Overseas Investors

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

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares may not be taken up, offered sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption form, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under US Investment Company Act pursuant to the exemption provided by Section 3(c)(7) thereof, and investors will not be entitled to the benefits of that Act.

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

None of the Ordinary Shares have been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

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

It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis as far as is practicable or appropriate in the circumstances of the Company nor to impose sanctions in respect of any failure by the Company to so comply.

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SUMMARY

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

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

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “non applicable”.

SECTION A – INTRODUCTION AND WARNINGS

A.1 Warning to Investors

This summary should be read as an introduction to this Document.

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

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

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

A.2 Consent for Intermediaries

Not applicable; this is not a public offer of securities and consent will not be given by the Company for the use of this Document for subsequent resale or final placement of securities by financial intermediaries.

SECTION B – ISSUER

B.1 Legal and Commercial Name

The legal and commercial name of the issuer is Mila Resources Plc

B.2 Domicile/Legal form/Legislation/Country of Incorporation

The Company was incorporated as a private limited company with limited liability under the laws of England and Wales on **3 June 2015** with registered number **09620350** and re-registered as a public company limited by shares under the Companies Act 2006 on 23 October 2015. It is domiciled and its principal place of business is in the United Kingdom and is subject to the City Code.

B.3 Current Operations/Principal Activities and Markets

Introduction

The Company has been formed for the purpose of acquiring a target company or business or asset(s) that has operations in the natural resources exploration, development and production sector. The Company does not have any specific acquisition under consideration at present and does not expect to engage in substantive negotiations with any target company or business until after Admission.

In the event that, on completion of an Acquisition, the Acquisition is treated as a Reverse-Takeover, an application for the enlarged group would likely be required to have its shares re-admitted to the Official List and trading on the Main Market of the London Stock Exchange or to the AIM market of the London Stock Exchange.

The Company's determinations in identifying a prospective target company or acquisition in the natural resources exploration, development and production sector will not be limited to a specific geographical region or commodity.

Failure to Make an Acquisition

Should an Acquisition not be announced by the second anniversary of Admission then the Board will consult with shareholders as to the future direction of the Company which may include de-listing the Company's shares.

Business Strategy and Execution

The Company has developed three principal tenets that define its current views on the business strategy and its execution namely to:

- Identify and acquire pre-feasibility stage mining exploration opportunities, which require small additional investment to bring to development stage;
- Engage with specialist private equity groups to source additional potential projects already identified for development investment; and
- To generate income from the sale of pre-development projects to private equity and other financial or trade investors.

However, it is possible that the Board may consider acquisitions that do not conform with the above framework.

It is likely that initial targets will be situated in South America and/or North America and/or Africa but may be in another part of the world.

B.4a Significant Trends

Not applicable, the Company has not yet commenced business. There are no known trends affecting the Company and the industries in which it operates.

B.5 Group Structure

Not applicable; The Company is not part of a group of companies.

B.6 Major Shareholders

The following persons, directly or indirectly, have an interest in the issuer's capital or voting rights which is notifiable under the laws of England and Wales.

Name	No. of existing Ordinary Shares	Percentage of Existing Ordinary Shares	Number of Ordinary Shares on Admission	Percentage of Share Capital on Admission
Himal Shah	-	-	1,148,504	5.0%
Mark Mcveigh	-	-	1,000,000	4.3%
Nicholas Price	-	-	800,000	3.4%
Jerry Keen	-	-	800,000	3.4%
Mark Stephenson	600,000	27.3%	600,000	2.6%
Anthony Eastman	200,000	9.1%	200,000	0.9%
George Donne	200,000	9.1%	200,000	0.9%

All of the Ordinary Shares rank *pari passu* in all aspects.

B.7 Selected Historical Key Financial Information

The Company was incorporated as a limited company on 3 June 2015 and re-registered as a public company on 23 October 2015 and the following financial statements as at 30 June 2016 are presented below.

Statement of comprehensive income – for the period ended 30 June 2016

	2016
	£
Revenue	-
Administrative expenses	<u>(26,153)</u>
Loss before taxation	(26,153)
Income tax expense	<u>-</u>
Loss for the year	(26,153)
Other comprehensive income	<u>-</u>
Total comprehensive loss for the year	<u><u>(26,153)</u></u>

Statement of Financial Position – as at 30 June 2016

	2016
	£
Current assets	
Cash at bank and in hand	62,368
	<u>62,368</u>
Current liabilities	
Trade and other payables	7,921
	<u>7,921</u>
Net current assets	54,447
	<u>54,447</u>
Net assets	<u><u>54,447</u></u>
Equity	
Share capital	2,200
Share premium	78,400
Retained profits	<u>(26,153)</u>
Equity attributable to the owners of the parent	<u><u>54,447</u></u>
Net Assets per Share	£0.025

Statement of cash flow – for the period ended 30 June 2016

	2016
	£
Cash flows from operating activities	
Loss for the period	(26,153)
Increase in trade and other payables	<u>7,921</u>
Net cash flow from operating activities	<u>(18,232)</u>
Cash flows from financing activities	
Proceeds on issue of shares	<u>80,600</u>
Net cash flow from financing activities	<u>80,600</u>
Net increase in cash and cash equivalents	62,368
Cash and cash equivalents at beginning of the period	-
Cash and cash equivalents at end of the period	<u><u>62,368</u></u>

Statement of changes in equity – for the period ended 30 June 2016

	Share capital	Share Premium	Retained profits	Total
	£	£	£	£
On incorporation	-	-	-	-
Shares issued during the period	2,200	78,400	-	80,600
Total comprehensive income for the period	-	-	(26,153)	(26,153)
Balance at 30 June 2016	<u>2,200</u>	<u>78,400</u>	<u>(26,153)</u>	<u>54,447</u>

On 3 June 2015 the Company issued an aggregate of 600,000 Founder Shares of £0.001 each to Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman. On 16 October 2015 the Company issued 1,600,000 Seed Shares of £0.001 at an issue price of £0.05. On the 28 September 2016, pursuant to the Placing, 21,000,000 Ordinary Shares of £0.001 were issued, conditional on Admission, at the price of £0.05 per share to Placees.

In addition to the Founder Shares issued on 3 June 2015 and the Seed Shares issued on 16 October 2015, the following Warrants were issued:

Warrant Type	Number of Warrants	Percentage of Enlarged Capital	Exercise Price	Exercise Period
Series 1 Warrants	4,400,000	11.3%	£0.05	Until 31 December 2020
Series 2 Warrants	350,000	0.9%	£0.05	Until 31 December 2020
Broker and Placing Warrants	11,075,000	28.4%	£0.10	Until 31 December 2020

Subsequent to the balance sheet date the following significant changes to the Company's financial condition and operating results have occurred: the Company has committed to paying the fees to the Company's advisors in relation to the Admission £65,000 and the annual fees payable pursuant to the Directors' Service Agreements.

B.8 Selected Key Pro Forma Financial Information

The selected key unaudited pro forma financial information has been prepared for illustrative purposes only, and because of its nature, addresses a hypothetical situation and, therefore does not represent the Company's actual financial position or results. If Admission had taken place on 30 June 2016, the net assets of the Company would have been higher by £985,000 (£1,050,000 of proceeds from the issue of 21,000,000 Ordinary shares less admission fees payable of £65,000).

B.9 Profit Forecast or Estimate

Not applicable; no profit forecast or estimate made.

B.10 Qualified Audit Report

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

B.11 Working Capital Explanation

Not applicable, working capital is sufficient.

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is, for at least the next twelve months from the date of this Document, sufficient for its present requirements.

SECTION C – SECURITIES

C.1 Description of the Type and the Class of the Securities Being Offered

The securities subject to the Admission are ordinary shares of £0.001 each which will be registered with ISIN number GB00BD4FCK53 and SEDOL number BD4FCK5.

C.2 Currency of the Securities Issue

The Ordinary Shares are denominated in pounds sterling.

C.3 Issued Share Capital

The issued share capital of the Company on Admission will consist of 600,000 Founder Shares, issued at an average price of £0.001 per Ordinary Share, and the 1,600,000 Seed Shares, issued at an average price of £0.05 and the 21,000,000 Ordinary Shares that have been issued, conditional upon Admission, pursuant to the Placing, at the price of £0.05 per Ordinary Share to Places.

C.4 Rights Attached to the Securities

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

Every Shareholder present in person, by proxy or by a duly authorised corporate representative at a general meeting of the Company shall have one vote on a show of hands and, on a poll, every Shareholder present in person, by proxy or by a duly authorised corporate representative shall have one vote for every Ordinary Share of which he is the holder.

The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The Directors can call a general meeting at any time. All members who are entitled to receive notice under the Articles must be given notice.

Subject to the Companies Act, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but not dividend shall be declared in excess of the amount recommended by the Board.

On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Act and the Insolvency Act 1986 (as amended), divide amongst the Shareholders in specie the whole or any part of the assets of the

Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall determine.

C.5 Restrictions on Transferability

Not applicable – all Ordinary Shares are freely transferable.

C.6 Application for Admission to Trading on a Regulated Market

Application has been made for the Ordinary Shares (issued and to be issued) to be admitted to the Official List of the UKLA by means of a Standard Listing and to the trading of the Main Market of the London Stock Exchange. It is expected that the Admission will become effective and that unconditional dealings will commence on the London Stock Exchange at 8:00am on 7 October 2016.

C.7 Dividend Policy

The Company's present aim is to retain any earnings for future use within its business operations. Thus the Company does not expect to pay dividends in the foreseeable future.

SECTION D – RISKS

D.1 Key Information on the Key Risks that are Specific to the Issuer or its Industry

Business Strategy

No Operating History

The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business or asset(s) for an Acquisition.

Acquiring Less than Controlling Interests

The Company may acquire either less than whole voting control of, or less than a controlling equity interest in, a target, which may limit the Company's operational strategies and reduce its ability to enhance Shareholder value.

Inability to Fund Operations Post-Acquisition

The Company may be unable to fund the operations post acquisition of the target business if it does not obtain additional funding.

The Company's Relationship with the Directors and Conflicts of Interest

The Company is dependent on the Directors to identify potential acquisition opportunities and to execute an Acquisition.

The Directors are not obliged to commit their whole time to the Company's business; they will allocate a portion of their time to other businesses which may lead to the potential for conflicts of interest in their determination as to how much time to assign to the Company's affairs.

Suitable Acquisition Opportunities may not be Identified or Completed

The Company's business strategy is dependent on the ability of the Directors to identify sufficient suitable acquisition opportunities. If the Directors do not identify a suitable acquisition target, the Company may not be able to fulfil its objectives. Furthermore, if the Directors do not identify a suitable target, the Company may not acquire it at a suitable price or at all. In addition, if an Acquisition is aborted the Company may be left with substantial transaction costs.

Risks Inherent in an Acquisition

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any further assistance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such an opportunity were available, in a target business.

Reliance on External Advisors

The Directors expect to rely on external advisors to help identify and assess potential Acquisitions and there is a risk that suitable advisors cannot be placed under contract or that such advisors that are contracted fail to perform as required.

Failure to Obtain Additional Financing to Complete an Acquisition or Fund a Target's Operations

There is no guarantee that the Company will be able to obtain any additional financing needed to either complete an Acquisition or to implement its plans post Acquisition or, if available, to obtain such financing on terms attractive to the Company. In that event, the Company may be compelled to restructure or abandon the Acquisition or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment. The failure to secure additional financing on acceptable terms could have a material adverse effect on the continued development or growth of the Company and the acquired business.

Reliance on Income from the Acquired Activities

Following an Acquisition, the Company may be dependent on the income generated by the acquired business or from the subsequent divestment of the acquired business to meet the Company's expenses. If the acquired business is unable to provide the sufficient amounts to the Company, the Company may be unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

Restrictions in Offering Ordinary Shares as a Consideration for an Acquisition or Requirements to Provide Alternative Consideration.

In certain jurisdictions, there may be legal, regulatory or practical restrictions on the Company using its Ordinary Shares as a consideration for an Acquisition or which may mean that the Company is required to provide alternative forms of consideration. Such restrictions may limit the Company's acquisition opportunities or make a certain acquisition more costly, which may have an adverse effect on the results of operations of the Company.

Inaccurate Estimates of a Target's Reserves or Resources

The Company may estimate a potential target's resources and reserves. These are subject to a number of assumptions, including the price of commodities, production costs and recovery

rates. Fluctuations in the variables underlying the estimates may result in material changes to its resources and reserve estimates which may have a materially adverse impact on the financial condition and prospects of a Company following acquisition.

D.2 Key Information on the Key Risks that are Specific to the Securities

The Ordinary Shares

A Standard Listing affords less regulatory protection than a premium listing

A Standard Listing will afford investors a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules which may have an adverse effect on the valuation of the Ordinary Shares.

The UK Listing Authority could suspend the listing of the Ordinary Shares in connection to an Acquisition

It is the Company's duty under the Listing Rules to contact the UKLA as early as possible if a Reverse Takeover has been agreed or is in contemplation, to discuss whether a suspension of listing is appropriate. The UKLA may decide to exercise its power to suspend a company's listing where the company undertakes a transaction which, because of the comparative size of the company and any target, would be a Reverse Takeover under the Listing Rules. Given the size and nature of the Company it is likely that *any* Acquisition will be deemed to constitute a Reverse Takeover by reason of the application of the definition of Reverse Takeover under Chapter 5 of the Listing Rules. The UKLA will generally decide to exercise its power to suspend a company's listing where there has been a leak of information relating to a prospective Reverse Takeover. The UKLA may only restore the listing of the Ordinary Shares if it considers that the smooth operation of the market is no longer jeopardised or if the suspension is no longer required to protect investors. Therefore, there is a risk that the Company's listing will not be restored. A suspension of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation.

Where the Company's Listing is cancelled in connection with an Acquisition, the Company will need to reapply for a listing of its Ordinary Shares

The Listing Rules provide that the UKLA will generally cancel the listing of a company's equity securities when it completes a Reverse Takeover. If this were to happen, the Company would expect to seek the admission to listing of the Company's equity securities at the time of any such Reverse Takeover. The process for admission following a Reverse Takeover would require the publication of a Document and satisfaction of the UKLA's eligibility criteria. There is no guarantee that such an admission application would be successful. A cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation.

If an Acquisition is wholly or partly financed with additional equity, existing Shareholders may be diluted

The pre-emption rights contained in the Articles have been disapplied for Shareholders in respect of the issuance of Ordinary Shares for non-cash consideration, to enable acquisitions. If the Company does offer its Ordinary Shares as consideration in making an Acquisition, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares

at the time, the issuance of such Ordinary Shares could materially reduce percentage ownership of the holders of Ordinary Shares and also dilute the value of their holding.

SECTION E – OFFER

E.1 Total Net Proceeds/Expenses

The Company has conditionally raised gross proceeds of £1,050,000 through the Placing and the estimated net proceeds of which are approximately £985,000.

The total expenses incurred or payable by the Company in connection with Admission and incorporation (and initial capitalisation) of the Company are approximately £65,000 (inclusive of VAT).

E.2a Reasons for the Offer and Use of Proceeds

The Company has been formed to attempt an Acquisition or Acquisitions of, a target company (or companies), businesses or asset(s) in the natural resources exploration, development and production sector. In the expectation of making an Acquisition the Company has not defined a target value. The Company expects that any funds not used in making its first Acquisition will be used for future Acquisitions, and/or internal or external growth and expansion and working capital in the Company and/or in relation to the acquired company or business or asset(s).

Following completion of an Acquisition, the objective of the Company is expected to be to develop the acquired business and implement a divestment strategy with a view to generating value for its Shareholders.

Prior to completing an Acquisition, the Net Proceeds, being the net proceeds of £985,000 raised by the Placing, together with the funds raised through the issue of the Founder and Seed Shares will be held in an interest bearing account and will be used for general business purposes, including paying the expenses of Admission and the Company's ongoing costs and expenses, including Directors' fees, due diligence costs and other costs of sourcing, reviewing and pursuing Acquisitions.

The Company's principal goal is to use the Net Proceeds to fund an initial Acquisition and to improve the acquired business, which may include additional complementary Acquisitions following the first Acquisition. It is anticipated that the first Acquisition will be made mainly using cash either solely or in conjunction with Ordinary Shares, should the Board consider it appropriate, and permission for any Acquisition shall not be sought from Shareholders unless required by any applicable regulation or law unless the Board deem it reasonable to do so in any particular circumstance. The Board considers that the Net Proceeds should be sufficient to cover both the expenses and any other costs associated with the first Acquisition. Following the first acquisition, the Company may seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange or admission to AIM on the London Stock Exchange or another appropriate stock exchange.

The Company expects to spend whatever is necessary of the Net Proceeds to fund efforts to identify diligence and otherwise pursue a target company, business or asset(s).

E.3 Terms and Conditions of the Offer

The Founders Shares were issued and allotted to Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman at a price of £0.001 per Ordinary Share and are currently held by the Founders as set out in Part V. In addition, the Company has issued 1,600,000 Seed Shares at a price of £0.05. Pursuant to the Placing, Ordinary Shares will be offered to certain institutional investors outside the United States at £0.05 per share, conditional upon Admission occurring and becoming effective by 8:00a.m. London time on or prior to xxxx] (or such later date as the Company may agree). The rights attaching to the Ordinary Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

E.4 Material Interests

Not applicable. There are no interests known to the Company, material to Admission.

E.5 Selling Shareholders/Lock-up Arrangements

Not applicable; no person or entity is offering to sell the relevant securities.

Each of the Founder Shareholders have agreed that they shall not, without the prior written consent of the Board, offer, sell, contract to sell, pledge or otherwise dispose of any Ordinary Shares which they hold directly or indirectly in the Company for a period of six months commencing on the date of Admission.

The restrictions on the ability of the Founder Shareholders to transfer their Ordinary Shares are subject to certain usual and customary exceptions and exceptions for: transfers for estate planning purposes; death; transfers to Directors and Founder Shareholders' ISA Accounts; transfers to family trusts; transfers to personal pensions; transfers to any direct or indirect subsidiary of the Company, a target company or shareholders of a target company in connection with an Acquisition.

E.6 Dilution

Shareholdings immediately prior to Admission will be diluted by 90.5 per cent as a result of the New Ordinary Shares issued pursuant to the Placing.

Furthermore, as at the date of this document, the number of Warrants that the Company has issued to subscribe for Ordinary Shares is as follows:

	Number of warrants	Percentage of Enlarged Share Capital	Exercise Price	Exercise Period
Series 1 Warrants	4,440,000	11.3%	£0.05	Until 31 December 2020
Series 2 Warrants	350,000	0.9%	£0.05	Until 31 December 2020
Broker and Placing Warrants	11,075,000	28.4%	£0.10	Until 31 December 2020
Total	15,825,000	40.6%		

Should Warrant Holders choose not to execute their Warrants, then they would likely face dilution in that their percentage ownership of the Company would fall if other Warrant Holders choose to exercise their Warrants.

If an Acquisition is wholly or partly financed with additional Ordinary Shares, existing Shareholders may be diluted.

E.7 Expenses Charged to Investors

Not applicable; no expenses will be charged to investors.

RISK FACTORS

Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, risks relating to the Company's relationship with the Directors and potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary shares. The risks referred to below are the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial conditions and results of operating. Prospective investors should review this Document carefully and in its entirety and consult with their professional advisors before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares, the target rate of return, and/or the level of dividends (if any) received from the Ordinary Shares could decline significantly. Furthermore, investors could lose all or part of their investment.

Prospective investors should be aware that an investment in the Company's shares carries a high degree of risk. Prospective investors should review this Document thoroughly in its entirety and consult with financial advisors prior to making any application for the Company's shares. The Directors have set out below risks which they believe are material to the Company; however, there may be additional risks not known to the Directors and so not discussed in the Document that could have adverse effects on the Company's business. Should any of the risks referred in this Document occur then the Company's business, operations and financial position could deteriorate significantly leading to a sharp fall in the Company's share price and as a result investors could lose some or all of their investment.

No Share Price Trading History

On Admission, there is no certainty that the Share Price will be valued on the same basis as the Placing Price and so it is possible that the price of the Ordinary Shares may fall on that date or on later dates.

Small Company and Financial Risk

At the Placing Price of £0.05 per share, the Company will receive Net Proceeds of £985,000 and have an estimated market capitalisation of £1,160,000 and so will be one of the smallest companies listed on the London Stock Exchange. Following the Placing, the Company will have limited cash resources of £985,000 and will only have a small outcome from bank deposits estimated to be £2,000 per annum. If the Company makes an Acquisition and undertakes a requisite exploration programme, then it is possible that the Company's cash balances may become severely depleted by the cost of the exploration work. There can be no certainty that the Company can replenish its cash resources in the event that such an Acquisition is made and consequent work is undertaken and if this proves to be the case then the price of the Company's shares may fall.

Risks of Reverse Takeover

Should a Reverse Takeover be announced by the Company or knowledge of the same leak into the market then the Company's Ordinary Shares may be suspended. During a period of suspension shareholders may be unable to realise the value from their shares. Should the shares remain suspended of a prolonged period may be adversely affect the value of the shares.

It is the Directors' duty under the Listing Rules to contact the UKLA as early as possible if a Reverse Takeover has been agreed or is in contemplation, to discuss whether a suspension of the listing is appropriate. The UKLA retains a general power to suspend a company's securities where it considers it necessary to protect its investors. The UKLA may decide to exercise such power

where the company undertakes a transaction which, because of the comparative size of the company and any target would be a Reverse Takeover under Listing Rules. Given the size and nature of the Company it is likely that *any* Acquisition will be deemed to constitute a Reverse Takeover by reason of the application of the definition of Reverse Takeover under Chapter 5 of the Listing Rules. The Listing Rules provide generally when a Reverse Takeover is announced or leaked, there will be insufficient information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately, so suspension of trading in the listed company's securities will often be appropriate. Any such suspension would be likely to continue until sufficient financial information on the transaction is made public and the period during which the Ordinary Shares would be suspended may therefore be significant. Depending on the nature of the Acquisition and the stage at which it is leaked or announced it may take a substantial period in time to compile the relevant information, particularly where a target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide. A suspension of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation. If the Company's listing has been suspended from trading for more than six months, the listing will be cancelled.

Generally, the Directors would expect the Company's listing to be cancelled on completion of a Reverse Takeover and should the Company's shares not be re-admitted for trading then the liquidity and price of the Company's shares could be adversely affected.

If the UKLA decided to cancel the Company's listing, the Company would expect to seek re-admission to listing at the time of completion of any such Reverse Takeover. The process for admission following a Reverse Takeover would require publication of a prospectus and it would be necessary for the Company to meet the eligibility requirements set by the UKLA in order to be admitted. However, there is a risk that such eligibility criteria might not be met and therefore there is no certainty that such re-admission would be granted. A cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect a Shareholder's ability to realise some or all of his or her investment and/or the price at which such Shareholder can effect such realisation.

Compliance Cost Risks

The costs to the Company of complying with the continuing obligations under the Listing Rules, Prospectus Rules and Disclosure and Transparency Rules will be financially significant due to the Company's relatively small size on Admission. Although the Company expects to make an Acquisition in the first year after Admission, should an Acquisition not be complete within two years after Admission then these costs might prove financially onerous. If no Acquisition is achieved two years post Admission, then the Directors will recommend either that Shareholders invest further capital in the Company to pursue an Acquisition or the Company be wound up by Special Resolution allowing the return of the Company's distributable assets to Shareholders. The Board's recommendation would be put to Shareholders vote.

The Company's listing might be cancelled if the Company fails to comply with its continuing obligations under the Listing Rules.

Business Strategy Risks

The Company was incorporated on 3 June 2015 and has no operating or management history and no revenues. Since the Company has yet to commence operations, prospective investors are reliant on the abilities of its Directors to identify and evaluate suitable acquisition targets on behalf of the Company.

As of the date of this Prospectus, the Company has not identified any targets or Acquisitions and will only attempt to do so from the date of Admission. The Company will not be able to generate revenues until after an Acquisition is made.

The Company may not be able to find a suitable Acquisition. Attained Acquisitions might not be able to produce positive returns for Shareholders

The Company's business strategy is to identify, evaluate and complete suitable Acquisition opportunities in the natural resource sector. No guarantee can be made by the Directors that such an Acquisition will be made. Should a suitable Acquisition be identified and evaluated no guarantee can be made that Company will complete the Acquisition. Furthermore, no assurance can be given that once an Acquisition is made that Acquisition will produce positive returns for Shareholders. Should the Company, for whatever reason, fail to attain a targeted Acquisition then the Company may well be with substantial unrecoverable transaction costs.

Overall, the Company's returns could be significantly lower should there be a delay in identifying a suitable Acquisition candidate.

The Directors can give no assurance as to the time it will take to complete any Acquisition, if at all, and no Acquisition will be planned and executed until after Admission. Following Admission suitable Acquisition opportunities may not be immediately available. Whilst interest rates remain historically low rate, returns from the Company's bank deposits will be correspondingly poor. Thus it is to be expected that operating expenses will exceed interest returns by a substantial margin. As a result of the Company may be in a weaker position to make Acquisitions as cash balances fall over time.

The Company's business strategy depends on the operating strategies of its Directors

Although the Directors believe that they can propose and implement effective strategies to improve the operating efficiencies of acquisition targets, no guarantees can be made that any of the proposed strategies will succeed. Furthermore, external factors such as a weaker economy and/or failing commodity prices might adversely affect the Company's ability to implement effective change on an Acquisition's operations. As a result, the Company might be unable to achieve attractive returns for Shareholders.

Risks inherent in an Acquisition

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such opportunity were available, in a target business.

Shareholder Approval may not be sought for Acquisitions or other transactions

Unless required to do so by any applicable regulation or law the Board will not in the normal course seek Shareholder Approval for an Acquisition or transaction unless the Board deem it reasonable in any particular circumstance to do so.

Reliance on external advisors

The Directors may expect to rely on external advisors to help identify and assess potential Acquisitions and there is a risk that suitable advisors cannot be placed under contract or that such advisors that are contracted fail to perform as required.

Failure to obtain additional financing to complete an Acquisition or fund a target's operations

There is no guarantee that the Company will be able to obtain any additional financing needed to implement its exploration plans post Acquisition or, if available, to obtain such financing on terms attractive to the Company. In that event, the Company may be compelled either to restructure or abandon the Acquisition or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment. The failure to secure additional financing on acceptable terms could have a material adverse effect on the continued development and growth of the Company and the acquired business.

Reliance on income from acquired activities

Following an Acquisition, the Company may be dependent on the income generated by the acquired business to meet the Company's expenses. If the acquired business is unable to provide sufficient income, the Company may not be able to pay its expenses or make distributions and dividends on the Ordinary Shares.

Restrictions in offering Ordinary Shares as consideration for an Acquisition or requirements to provide alternative consideration

In certain jurisdictions, there may be legal, regulatory or practical restrictions on the Company using its Ordinary Shares as consideration for an Acquisition or which may mean that the Company is required to provide alternative forms of consideration. Such restrictions may limit the Company's acquisition opportunities or make a certain acquisition more costly, which may have an adverse effect on the results of operations of the Company.

Competition for Acquisitions

Although the Directors believe that the current economic environment has created potential opportunities for the Company, there may be competition from others seeking the same or similar opportunities. Competitors might include other natural resources exploration and development companies, existing shareholder groups and investment funds. Although the Company, through its Directors and potentially supported by the Advisory Committee, have excellent contacts in the mining industry no assurance can be given the Company will be successful against such opposition.

Weak global economic conditions may have a negative impact on the Company's operations

Although many economists expect increased activity in the global economy in gross domestic product terms over the next two years, considerable uncertainties remain, particularly in the outlook for demand for metals. Should commodity prices continue to decline, the Directors would expect a greater number of potential Acquisition opportunities to become available but more difficult operating conditions once an Acquisition is made. Changes in the global supply and demand may have a negative effect on the Company's operations, cash flow, financial position and share price.

Due diligence efforts made by the Company while making an Acquisition may not identify with all the relevant impairments and liabilities of a target which could have a substantial adverse effect on the financial position of the Company and its operations

The Directors intend to adopt relevant due diligence prior to any Acquisition. The primary objective of the due diligence is to identify any quantifiable issues which might affect the decision to proceed with an Acquisition. Provided the Acquisition completes, the secondary objective is to utilise this information in the Company's business planning and operations of the acquired business or asset.

During the due diligence process the Company will also make subjective conclusions on the viability of the business and rely on information provided by the relevant acquisition target and third party investigations. No assurance can be given that the information provided during the due diligence process will be adequate or accurate. If the due diligence investigation fails to correctly identify the negative issues with the target and the acquisition completes then the Company may incur substantial impairments or losses.

Acquisitions of Controlling Interests may not be Possible

The Company's intention is to acquire controlling interests in target business however it may be that opportunities to acquire controlling interests may not be possible either initially or at all. The Company does not intend to acquire portfolios of non-controlling interests, but may invest where participation in targets may result in enhancing shareholder value and where the participation of the Company in such targets is active rather than passive. Where non-controlling interests are secured this may limit the Company's operational strategies and reduce its ability to enhance Shareholder value albeit the terms of such participation will be negotiated in such a manner as to entrench the Company's participative interest.

Risks Relating to the Company's Relationship with the Directors and the Founders and Conflicts of Interest.

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

None of the Directors are required to commit their full time or any specified amount of time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. Whilst the Company has three Executive Directors it does not intend to have any other executive officers or employees working full time prior to the completion of an Acquisition. The Directors engaged in other business endeavours are not obligated to devote any specific number of hours to the Company's affairs which could have a negative impact on the Company's ability to consummate an Acquisition.

The Directors are currently affiliated and may in the future become affiliated with, or otherwise have financial interests in, entities engaged in business activities similar to those intended to be conducted by the Company and may have conflicts of interest in allocating their time and business opportunities.

Each of the Directors has, is currently, or may in the future become affiliated with or have financial interests in entities, including certain special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company.

In addition, the Directors may become aware of business opportunities that may be appropriate for presentation to the Company. In such instances, they may decide to present these business opportunities to other entities which they are or may be affiliated with, in addition to or instead of presenting them to the Company. Due to these existing or future affiliations, the Directors may have fiduciary obligations to present practical acquisition opportunities to those entities prior to presenting them to the Company which could cause additional conflicts of interest.

The Company cannot assure Shareholders that any of the Company's Directors will not become involved in one or more other business that would present procedures described above may require or allow the Directors and certain of their affiliates to present certain Acquisition opportunities to other companies before they may present them to the Company and may make it more difficult for the Company to identify a suitable target business to complete an Acquisition.

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

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

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

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

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

Investors are directed to the information relating to the Directors in Part V which is presented for illustrative purposes only and investors are cautioned that historical results of proper investments made by, or business associated with, the Directors and their affiliates may not be indicative of the future performance of an investment in the Company or the returns the Company will or is likely to, generate going forward.

Risks Relating to the Natural Resources Sector

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

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

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

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

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

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

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

The natural resources sector is subject to fluctuations in commodity prices which has the potential to adversely affect the Company's operations, financial condition and prospects following an Acquisition

After an Acquisition, the Company will seek to develop the target into a business which may become a market participant as a buyer or seller of any one or more commodities. The revenues and earnings of that business will rely on commodities' prices which it produces, which may determine the value of that business at the time of intended divestment by the Company. The Company will be unable to control the prices for commodities. Moreover, following an Acquisition, the range of commodities which the acquired activities will produce may not be sufficiently broad and the acquired activities may be concentrated in additional commodities within the resources sector. Consequently, the Company may not be able to offset price changes in one commodity with counter-cyclical changes in another commodity within the Company's range of commodities to mitigate the effect of the price changes.

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

- Weather conditions and natural disasters;
- Regional economic conditions;
- Global economic conditions;
- Governmental regulations including reparations, nationalisations, taxes and export restrictions;
- Political, economic and military disruptions in producing regions;
- Availability of pricing of novel technologies;
- Availability of transportation and processing equipment;
- Proximity to, capacity and cost of transportation;
- Geopolitical uncertainty; and
- Global and regional supply and demand and expectations concerning future supply and demand.

It is not possible to forecast accurately future commodities price movements and prices may not remain at current levels.

Moreover, the economics of production within some regions or the production of certain assets within some regions may change due to lower commodities prices, which could in turn result in a decrease in the Company's reserves. The aforementioned factors may result in the Company not being able to forecast accurately the exact timing of any improvements or recoveries in the global, regional or national macroeconomic environments or in commodity prices. The aforementioned factors can make the Company's operational strategies for exploration and development planning more difficult to institute successfully. For example the prevailing prices of certain commodities may fall to levels that are below the average marginal cost of production for the industry, which the Company will not be able to predict accurately. If the Company's estimates of future price levels result in the target incurring fixed additional costs and the Company fails to change predicted production levels in response to then-current price levels, the Company's results of operations and financial condition could be adversely affected.

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

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

Additionally, after an Acquisition, the Company may be exposed to ongoing currency risk. While the Company's financial statements are stated in British Pounds sterling, and certain ongoing management costs will be denominated in British Pounds sterling, the price of its products (and thus its revenues) will be determined by world commodities markets which are typically expressed in US dollars, and depending on the location of an acquired target, the Company may have operating expenses denominated in another currency. Consequently, changes in the exchange rates of these currencies may negatively affect the Company's cash flows, operating results or financial condition to a material extent.

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

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

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

The natural resources sector involves extractive enterprises. These endeavours often make the sector a hazardous industry. The industry is highly regulated by health, safety and environmental laws. The Company's operations following an Acquisition may be subject to these kinds of governmental regulations in any region in which it operates. Operation are subject to general and

specific regulations and restrictions governing exploration and production, mining and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and remediation requirements), workplace health and safety, social impacts and other laws.

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

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

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

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

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

The Company may estimate or hire third party experts to estimate a target's resources and reserves. These estimations are subject to a number of assumptions, including the price of commodities, production costs and recovery rates. Variations in the market realities underlying the Company's or third party expert's estimates and assumptions may result in material changes to its reserve estimates. Such changes may have a materially adverse impact on the financial condition and prospects of the Company after Acquisition.

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

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

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

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

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

Independent contractors may delay operations

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

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

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

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

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

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

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

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

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

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

The public is increasingly concerned about the perceived negative effects of globalisation. Consequently, businesses often face increasing public scrutiny of their operations. Potential targets may have operations in or near communities that may perceive the operation as disadvantageous to their environmental, economic or social circumstances. Negative community reaction to such operations could have a materially adverse impact on the cost, profitability, ability to finance or even the viability of an operation. Such events could also lead to disputes with national or local governments or with local communities and give rise to material reputational damage. Moreover, an Acquisition may operate in regions where ownership of rights with respect to land and resources is uncertain and where disputes in relation to ownership or other community matters may arise. The inherent unpredictability in these disputes may cause disruption to projects or operations. Natural resources operations can also have an impact on local communities, including the need, from time to time, to relocate communities or infrastructure networks such as railways and utility services. Failure to manage relationships with local communities, government and non-government organisations may adversely affect the Company's reputation.

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

Exploration, development and production activities are capital intensive and inherently uncertain in their outcome. Exploration delays may result in higher costs and thereby lower cash flow generation as a result of lower achieved valuations for a target divestment. In the event that such cash flows are reduced in the future, the Company may be forced to scale back or delay discretionary capital expenditure resulting in delays to, or the postponement of, the Company's planned exploration activities which could have a material adverse effect on its business, results of operations, financial condition or prospects.

Risks Relating to Taxation

Taxation of returns from assets located outside of the UK may reduce any net return to investors

To the extent that the assets, company or business which the Company acquires is or are established outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by investors from an investment in the Company.

Changes in tax law may reduce any net returns for investors

The tax treatment of holders of Ordinary Shares are issued by the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws and practices in the UK or any other relevant jurisdiction. Any change may reduce any net return derived by investors from an investment in the Company.

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

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

Risks Relating to the Ordinary Shares

The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing.

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

Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on Page 31 of this Document.

The Company may be unable or unwilling to transition to a Premium Listing in the future

The Company is currently not eligible for a Premium Listing under Chapter 6 of the Listing Rules. There is no guarantee that the Company will ever meet this eligibility criterion or that a transition to a Premium Listing will be achieved. If the Company does not achieve a Premium Listing, the Company will not be obligated to comply with the higher standards of a corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards acceptable to a company with a Standard Listing. This would include a period of time after the Acquisition where the Company could be operating a substantial business but would not need to comply with such higher standards. In addition, an inability to achieve a Premium Listing will prohibit the Company from gaining a FTSE indexation and may have an adverse effect on the valuation of the Ordinary Shares. Further details regarding the differences in the protections afforded by the Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on Page 31 of this Document.

The pre-emption rights in the Articles of the Company have been disapplied to facilitate an Acquisition and related transactions and the Company may be required to raise cash through issuing substantial additional equity to complete an Acquisition, which may dilute the percentage ownership of a Shareholder and the value of its Ordinary Shares

Although the Company will receive the Net Proceeds from the Placing, the Directors believe that further equity capital raisings may be required by the Company in order to complete an Acquisition, which may be substantial. The pre-emption rights contained in the Articles have been disapplied for Shareholders in respect of the issuance of Ordinary Shares for non-cash consideration, to facilitate the Acquisition. If the Company does offer its Ordinary Shares as consideration in making an Acquisition, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares at the time, the issuance of such Ordinary Shares could materially reduce the percentage ownership represented by the holders of Ordinary Shares in the Company and also dilute the value of Ordinary Shares held by such Shareholders at the time. If a target has a large shareholder, the Company’s issue of new Ordinary Shares may result in such shareholder subsequently holding a large stake in the Company, which may, in turn, enable it to exert significant influence in the Company. The pre-emption rights contained in the Articles have also been disapplied in relation to the issue of new Ordinary Shares for cash pursuant to the Placing and subsequently in connection with (a) the allotment of Ordinary Shares for cash or otherwise up to an aggregate nominal amount of 10 per cent. of the nominal value of the issued Ordinary Shares (as at the close of the first Business Day following Admission), (b) the allotment of equity securities for the purposes of, or in connection with, the restructuring or refinancing of any debt or other financial obligation of or relating to (including any debt or financial obligations owed or guaranteed by, or secured against the assets of) the Company or any other company, business or asset directly or indirectly held by the Company or in which the Company has a direct or indirect interest, (c) allotments of new Ordinary Shares where such Ordinary Shares have been offered to holders of existing Ordinary Shares subject to various prescribed exclusions. See paragraph 2 of “Part V General Information” for further details. The disapplication of pre-emption rights could cause a Shareholder’s percentage ownership in the Company to be reduced and the issuance of new Ordinary Shares or, as the case may be, other equity securities could also dilute the value of Ordinary Shares held by such Shareholder. See also the risk factor entitled “Restrictions in offering new Ordinary Shares as consideration for an Acquisition or requirements to provide alternative consideration” on page 20 of this Document in respect of the risks associated with non-cash offers by the Company.

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

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

Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends prior to an Acquisition.

The Company intends to pay dividends on the Ordinary Shares in such amounts (if any) as the Board determines appropriate and subject to its obligations under the Companies Act. Payments of such dividends will be dependent on the availability of distributable reserves. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

The ability of Overseas Shareholders to bring actions or enforce judgments against the Company or the Directors may be limited.

The ability of an Overseas Shareholder to bring an action against the Company may be limited under law. The Company is a public limited company incorporated in England and Wales. The rights of holders of Ordinary Shares which are set out in the Articles and are governed by English law. These rights may differ from the rights of Shareholders in non-UK corporations. An Overseas Shareholder may not be able to enforce a judgment against some or all of the Directors and executive officers. It may not be possible for an Overseas Shareholder to effect service of process upon the Directors and executive officers within the Overseas Shareholder's country of residence or to enforce against the Directors and executive officers judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK against the Directors or executive officers who are residents of the UK or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors or executive officers in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in England or other countries.

CONSEQUENCES OF A STANDARD LISTING

Application has been made for the Ordinary Shares to be admitted to the standard listing segment of the Official List. A Standard Listing affords Shareholders and investors in the Company a lower level of regulatory protection than that afforded to investors in companies whose securities are admitted to the premium segment of the Official List, which are subject to additional obligations under the Listing Rules.

Chapter 14 of the Listing Rules sets out the requirements for Standard Listings and does not require the Company to comply with, *inter alia*, the provisions of Chapters 6 to 13 of the Listing Rules. The Company will comply with Listing Principles 1 and 2 set out in Chapter 7 of the Listing Rules, as required by the UK Listing Authority, and intends to comply with the Premium Listing Principles as set out in Chapter 7 of the Listing Rules notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. The Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the UK Listing Authority.

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

Such non-applicable Listing Rules include, in particular:

- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. In particular, the Company is not required to appoint a sponsor in relation to the publication of this document or Admission;
- Chapter 9 of the Listing Rules relating to further issues of shares, issuing shares at a discount in excess of 10 per cent. of market value, notifications and contents of financial information;
- Chapter 10 of the Listing Rules relating to significant transactions which requires Shareholder consent for certain acquisitions;
- Chapter 11 of the Listing Rules regarding related party transactions;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

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

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

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

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

In due course, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or to AIM, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure and Transparency Rules) in the same manner as any other company with a Premium Listing.

It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so as to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding the compliance in this Document are themselves misleading, false or descriptive.

IMPORTANT INFORMATION

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

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

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as whole by the Investor. In particular, investors must read the section headed Section D (Risks) of the Summary together with the risks set out under the section "Risk Factors" set out on page 17 of this Document.

This Document is being furnished by the Company in connection with an offering exempt from registration under the Securities Act solely to enable prospective investors to consider the purchase of Ordinary Shares. Any production or distribution of this Document, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering investment in the Ordinary Shares hereby is prohibited.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or any invitation or the solicitation of an offer or invitation to subscribe for or buy, Ordinary Shares by any person in any jurisdiction:

- (i) in which such offer or invitation is not authorised;
- (ii) in which the person making such offer or invitation is not qualified to do so; or
- (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation.

The distribution of this Document and the offering of Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this Document are required by the Company and the Directors to inform themselves about and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company or the Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required.

Neither the Company nor the Directors accept any responsibility for any violation of any of these restrictions by any other person.

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

The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. Prospective investors are also notified that the Company may be classified as a passive foreign investment company for the United States federal income tax purposes. If the Company is so classified, the Company may, but is not obligated to, provide to US holders of Ordinary Shares the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Ordinary Shares for any year in which the Company is a passive foreign investment company.

Available Information

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

Data Protection

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

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

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

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

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

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

Investment Considerations

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

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

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

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

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of the Company, which investors should review.

Forward-looking Statements

This Document includes statements that are, or may be deemed to be, “forward-looking statement”. In some cases, these forward looking statements can be identified by the use of forward looking terminology including statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, among other things: (i) the Company’s objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performances. The Company’s actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company’s actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

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

Prospective investors should carefully review the “Risk Factors” section of this Document for a discussion of additional factors that could cause the Company’s actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 7 of Part V of this Document (General Information).

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

Third Party Data

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

Currency Presentation

Unless otherwise indicated, all references in this Document to “British Pounds sterling” are to the lawful currency of the UK.

No Incorporation of Website

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

Definitions

A list of defined terms used in this Document is set out in on do not form part of this Document.

Governing Law

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

1. EXPECTED TIMETABLE OF PRINCIPAL EVENTS & STATISTICS

Publication of this Document 28 September 2016

Admission and commencement of dealings in Ordinary Shares 8.00am on 7 October 2016

These dates and times are indicative only, subject to change and may be brought forward as well as moved back, in which case new dates and times will be announced. All references to time in this document are to London time unless otherwise stated.

Number of Ordinary Shares in Issue at the Date of this Document 2,200,000

Number of Placing Shares 21,000,000

Market Capitalisation at the Placing Price £1,160,000

Number of Warrants Outstanding at Admission 15,825,000

Fully Diluted Share Capital (Assuming All Outstanding Warrants are Converted to Ordinary Shares) 39,025,000

Delivery of Ordinary Shares into CREST 8.00am on 7 October 2016

Ordinary Share certificates dispatched by 12 October 2016

2. STATISTICS

SEDOL BD4FCK5

ISIN Number GB00BD4FCK53

DIRECTORS AND ADVISORS

Directors	Mark Stephenson Anthony Neville Chisholm Eastman George William Gareth Donne	<i>Executive Director</i> <i>Finance Director</i> <i>Executive Director</i>
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The business address for each of the Directors is:

Lockstrood Farm, Ditchling Common, Burgess Hill RH15 0SJ

Founders	George William Gareth Donne, Mark Stephenson and Anthony Neville Chisholm Eastman
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Brokers	Shard Capital Partners LLP 23 rd Floor 20 Fenchurch St. London EC3M 3BY
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Secretary	Anthony Neville Chisholm Eastman
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Auditors and Reporting Accountants	Saffery Champness 71 Queen Victoria Street London EC4V 4BE
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Solicitors	Smithfield Partners Limited Temple Chambers 3-7 Temple Avenue London EC4Y 0HP
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Bankers	HSBC 50 Church Road Burgess Hill RH15 9AE
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Registrars	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
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Registered Office	Lockstrood Farm, Ditchling Common, Burgess Hill RH15 0SJ
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Company Website	www.milaresources.com
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PART I

INFORMATION ON THE COMPANY, INVESTMENT OPPORTUNITY AND STRATEGY

Introduction

The Company was incorporated on 3 June 2015 with nominal share capital of £600 divided into 600,000 Founder Shares of £0.001 which were allotted to Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman as set out in Part V of this Document.

The Company has never traded and, save as set out in this Document, has not entered into any significant transactions or financial commitments.

The Company owns no assets other than cash on bank deposit representing sums subscribed by members for shares in the Company.

The Company is being established as a new exploration company to exploit the opportunities that arise from the current difficult mining funding market. In such a market, only a small amount of capital is expected to be raised and so the Company will initially target smaller projects which have the characteristics to appeal to secondary (for instance private equity) financiers if developed to pre-feasibility stage.

With no projects identified, the Company's executive management is weighted to satisfy its corporate financing, accounting and administrative function until a project is identified and acquired. With an Acquisition, management may be augmented with the requisite specialist technical management and the Advisory Committee members have been chosen to help facilitate that transformation, as well as to advise on target assessment. On the identification of a potential Acquisition, the Directors may consult with the Advisory Committee, which will act as a collective body to advise the Directors, specifically in matters where the Board does not have the benefit of significant technical experience.

To avoid any requirement for raising additional working capital to bring an exploration project into production, the Company will initially look to capture the value created through investment in the exploration of a target project and its subsequent partial or complete divestment. As it grows both its financial and human resources capabilities, where cash flows allow, it will then be free to enact a more orthodox project development cycle (of identification, exploration and development) without the requirement to sell or partially sell assets.

In the event that the Company fails to make an Acquisition by the second anniversary of Admission the Board will consult with its shareholders as to the future direction of the Company which may include de-listing the Company's shares.

Business Strategy and Execution

Background

The global financial crisis and the perceived end of the commodity super-cycle have seen metals prices and mining company valuations fall dramatically. As prices of both commodities and equities have weakened, so mining has lost its place as one of the most attractive investment sectors.

While recent years has seen a flight of capital away from public companies, it has also witnessed the growth of a number of counter-cyclical private equity firms, created specifically to invest in mining. Since 2011, several billion dollars of investment capital has been raised by a number of mining private equity ("PE") funds to exploit opportunities arising as major miners look to divest non-core or underperforming assets (source: Bloomberg Intelligence report on Understanding the South American Mining Market, February 2015). However, to date, much of this finance remains uninvested as the PE funds have struggled to identify assets within their investment criteria of size, risk and return.

With the growth of these mining superfunds, capital for exploration projects has become increasingly scarce as investors look to move away from projects with technical risk. In 2013, proceeds from public market secondary equity issuances fell by nearly 10 per cent. and nearly 60 per cent. of those offerings raised less than USD 1 million, as existing operations struggle to meet working capital requirements, according to a study by Ernst and Young on 'Mergers, Acquisitions and Capital Raising in Mining Metals-2014 trends, 2015 outlook'. With several years between discovery and first production, the starvation of the mining exploration

sector could have grave consequences for the industry as a whole, as an inability to develop new resources leads to a squeeze on the supply side.

The Opportunity

The Board believes that, while commodity prices remain low, junior mining companies and exploration projects will struggle to raise vital equity capital to survive and mature. However, an environment has also been created where well-targeted investment facilitated through good exploration work can create significant value and, therefore, a platform for growth. Where valuations are low, distressed quality assets can be acquired or earned-in to through the provision of technical programmes to meet the criteria of PE funds, such as resource audits up to international standards or pre-feasibility studies. In order, therefore, to meet the challenge of establishing a new mining exploration and development company in such difficult economic conditions, the Company intends to tailor its investment strategy initially to target assets which fall into the funding gap between explorer and PE investor. These projects have significant innate value, which can be unlocked with, in some instances, minimal capital. As the value of early Acquisitions is crystallised, it will allow the Company to maintain and manage projects through the development cycle in a more orthodox fashion by the organic growth of both human and financial resources, rather than raising additional capital in adverse markets. By targeting this specific funding gap between explorer and PE investor, the Board believes that there are a large number of projects whose innate value can be unlocked with minimal capital required. In addition, direct engagement with PE funds could present a number of acquisition opportunities.

By leveraging off the collective experience of its Directors and the Advisory Committee, the Company will be able to focus its capital on funding quality projects through the exploration cycle with a target of the minimum standards to achieve PE investment sanction. Such a strategy will also meet the key challenge of effecting an asset sale once the Company has completed its investment. The Board's collective expertise in natural resource project and company management, asset evaluation and operations in Emerging Markets will significantly de-risk the technical challenges of potential targets. Its experience in financing negotiation will also reduce secondary financing risk, by liaising directly with specific PE funds both to assist in the identification of high-quality exploration assets and to create a potential investment exit.

The Company's strategy will be to earn into majority, operational equity positions in exploration projects, avoiding large buy-in costs and so preserving capital for operational programmes. Although the Company will seek to retain flexibility on commodity and jurisdiction of an Acquisition, its basic investment criteria will be:

- *Exploration profile:* Regardless of their stage of exploitation, potential target projects must have a clearly identified path to development within 24 months of investment. Prospectivity must be defined by a basic resource estimate from an independent engineering firm, although this does not necessarily need to confirm to international standards. Mining and processing technology required must be conventional;
- *Commodity:* The Company will focus on commodities with strong potential to rise in the event of a global recovery and where good price optionality exists, such as precious and base metals. There is also interest in special situation opportunities, such as industrial minerals, where local demand can create price insulation and market expansion potential;
- *Jurisdiction:* With its experience in Emerging Markets, especially Africa, Latin America and the Former Soviet Union, the Board will look to exploit the higher-value opportunities available in these regions. Both George Donne and Anthony Eastman have managed companies with assets in various Emerging Markets such as South Africa, Trinidad, Russia and Chile, but the Company will not look to limit its search by geography; and
- *Financing:* In order to avoid future dilution through secondary equity capital raisings, the Company's strategy is to deploy funds into projects where investment will develop prove assets to a sale event. Wherever possible, retention of a carried or royalty interest will be negotiated. By recycling capital from asset acquisition and subsequent divestment, the Company can generate sufficient internal cash flow to participate in downstream development and so diversify exploration risk.

In the current depressed commodity environment, the Board believes that the challenges to good project selection are not in identification of technical potential, but in good project and corporate financing management. Our initial focus on exploration will create opportunities to generate internal cash flow by exploiting depressed asset valuations, which can then be utilised to invest in an Acquisition with less technical risk as metals price recover.

Once the Company has identified a target, the Board will call upon qualified executives from the Advisory Committee (see below) to give specific project advice. Together, the members of the Advisory Committee bring additional expertise in fields particular to the Company's aims, offering knowledge of acquisitions, divestments, geology and mine management and engineering. The Company's Advisory Committee members, additionally, each brings an ensemble of valued industry contacts. Following completion of an Acquisition, the Company expects then to be able to establish a local subsidiary office in the target country and expand its head office, including appointing appropriate local and in-country administrative and technical staff and appoint a number of Non-Executive Directors to the Board to ensure good corporate governance.

Use of Proceeds

The Company's intention is to utilise as much of its initial capital on technical work as possible. Any project assessed as an acquisition target is expected to be exploration in nature and so requiring further technical development to reach feasibility stage. This work could include new drilling, geophysical and metallurgical analysis or reprocessing of existing work to international standards. Whether any new programmes will also require independent verification (e.g. a prefeasibility study) will likely depend on the technical competency of a future investor or buyer. Typically, the majority of an expected exploration budget is spent on field works (e.g. drilling, geophysics) which are often charged by the day and include additional consumable costs (fuel, food, accommodation) and so costs can be measured against the size of a potential work programme. Analytical and sampling works can often be negotiated on a turn-key basis where total expenses can be agreed in advance. Targets will be selected on the basis that no more than 75 per cent. of the Company's available capital will be required to bring an acquired target to international resource audit or pre-feasibility standard and that acquisition costs will be less than five per cent. of its available capital. The Board believes that, in the current environment, such a size of investment would allow for numerous acquisition opportunities.

The Company could also consider issuing shares as consideration for part or all of an Acquisition in order to preserve working capital, provided that such an event would not be unduly dilutive to its existing shareholders. By utilising its experience in cross-border acquisitions and retaining local advisors wherever possible, the Board does not expect costs associated with an Acquisition to be significant. Since the Company shall initially retain no full-time employees, with the Board willing to receive nominal salaries at least until completion of an initial Acquisition and since the Advisory Committee are willing to accept their respective positions without remuneration, it is expected that general and administrative expenses will be limited to around 20 per cent. of the Net Proceeds.

Subject to the extent of time taken to undertake the requisite exploration work and to negotiate any subsequent divestment, the Board believe that the full or partial value of any initial Acquisition(s) could be crystallised within two years from completion of such Acquisition(s).

The Board

George Donne

George began his career in JP Morgan's Metals and Mining corporate finance team in London and Johannesburg. He has worked on several of the most significant mining transactions, including advising Billiton Plc on their USD 38 billion merger with BHP Ltd, to create the world's largest diversified mining company, and the restructuring of Xstrata plc and its listing on the London Stock Exchange. Having left investment banking, he becoming Executive Director of Victoria Oil & Gas Plc, an AIM-quoted E&P company with assets in West Africa and the Former Soviet Union (FSU). Whilst at Victoria, he managed the acquisitions of a number of exploration projects, which were successfully brought into production, and the raising of over USD 150 million in equity and convertible debt. Since leaving Victoria in 2010, George has founded a number of new businesses and is currently a partner of AMV Partners LLP, a specialist mining and

energy business development consultancy and a director of Heimdall Energy Solutions Limited, a South America-focused renewable energy developer.

Anthony Eastman

Anthony is a Chartered Accountant (Australian qualified) with a number of years' experience in financial management and corporate advisory services, primarily in the natural resources sector, along with extensive experience in the public company environment, having been a director and company secretary of a number of ASX and AIM junior mining and oil & gas focused companies. He has previously worked with Ernst & Young and CalEnergy Gas Ltd, a subsidiary of the Berkshire Hathaway Group of Companies in both Australia and the United Kingdom

Mark Stephenson

Mark has over 30 years' experience of working for stockbrokers in the City of London including the Panmure Gordon, West LB, Blue Oar Securities and NCL Investments – a Smith & Williamson group company. With the development of the AIM market, Mark has utilised his experience in equity, debt and convertibles to develop innovative financing solutions, for small and mid-size companies. In the last three years he has built a liquidity platform in conjunction with several hedge funds, private client brokers and a syndicate of high net worth investors, which has successfully funded smaller companies during this difficult period.

Proposed Advisory Committee

The following persons comprise the Advisory Committee. These persons are not Directors of the Company nor have any rights granted to them to become such in future. The role of the Advisory Committee is to advise the Board on a discretionary, part-time consultancy basis as the Board assesses potential development projects.

On presentation of a potential acquisition target, the Advisory Committee may be requested to provide the benefit of its experience on issues such as target quality, potential exploration requirements, commodity market dynamics and business development in order to assist the Directors in formulating an investment decision. Once a potential Acquisition has been identified, the Board will call a meeting with the Advisory Committee to present certain technical and commercial information with which the Advisory Committee may form a recommendation as to whether, in its judgement, to continue with the acquisition process. If the Directors decide to proceed, they may request that certain additional services be provided to the Advisory Committee in order to complete an Acquisition.

The Advisory Committee shall be available to the Board for up to four days a month, unless otherwise agreed, for instance, in the event of active negotiation which may require additional time. While the Advisory Committee may be asked for its recommendations, all decisions will be made solely by the Directors.

Neil Herbert

Neil is an experienced mining investor with over 25 years' experience in finance and over 18 years in the management of mining and exploration companies. Neil entered the resource sector on joining Chilean copper miner Antofagasta PLC as Group Financial Controller, having previously been employed by PwC in Europe. He was Co-Chairman and Managing Director of Polo Resources Ltd, a highly successful resource investment company and prior to joining Polo, he was Finance Director of African uranium explorer UraMin Inc., until its acquisition in 2007 for USD 2.5 billion. Neil has managed companies through project acquisitions, disposals, mine development, stock market listings and fund raisings and has considerable experience as both an executive and a nonexecutive director.

Stuart Murray

Stuart has over 25 years of experience in mining operations and public company management, specifically in the precious metals industry. After joining Impala Platinum's Nickel Copper Refinery in 1984, Stuart was responsible for the commissioning of the new BarPlats base metals refinery at the Crocodile River mine for Rand Mines. He served as an executive director and the Chief Executive Officer of Aquarius Platinum Limited from the time that he was appointed in 2001 until his retirement in 2012. Stuart is currently Non-Executive Chairman of AIM quoted Sylvania Platinum.

Andrew Crozier

Andrew has over 40 years of professional experience in all phases of mining and industrial project development in North America, Latin America, Asia, Africa and countries of the FSU. Andrew has held senior management positions in Kennecott Copper, Fluor, Davy, Jacobs Engineers, Hatch Engineers and Mincorp USA, where he was president and CEO. He has worked on some of the largest mining projects in the world experience includes Kennecott Copper, Escondida, (the world's largest copper mine) and Yanacocha, (the largest gold mine in South America).

Following completion of an initial Acquisition, the Company may elect to invite the Advisory Committee member(s) to join the Board as Non-Executive Directors, where appropriate.

Corporate Governance

The Directors intend, so far as possible given the Company's size and the construction of the Board, to comply with the UK Corporate Governance Code.

At this time, however, the Board comprises three members and, following completion of an initial Acquisition, the Directors intend to establish an audit committee and a remuneration committee comprising a majority of non-executive directors.

Details of the Share Capital

As can be seen from the balance sheet of the Company as at 30 June 2016, the Company had, at that date, an issued share capital of £2,200 and a share premium of £78,400, comprising 2,200,000 fully paid Ordinary Shares of £0.001 each, issued at an average of £0.037 per Ordinary Share.

The funds available to the Company on Admission will be used initially to allow the Directors to carry out technical work, such as geology, in-fill drilling and engineering, following an Acquisition, as well as associated due diligence on potential acquisition targets, including any cash element of any consideration agreed to be paid in respect of an Acquisition, and professional costs associated with Admission.

Following Admission, the Directors will have invested a total of £20,600 and will retain their shareholdings (amounting to a total of 1,000,000 Ordinary Shares or 4.3 per cent of the issued share capital on Admission of the Company) for a minimum period of six months from the date of Admission, subject to the Listing Rules. As an incentive to the Directors to achieve the Company's strategy, they have been issued with Series 1 Warrants to subscribe for Ordinary Shares at £0.05 per share at any time up to 31 December 2020. Details of the Series 1 Warrant Instruments are set out in Part V of this Document.

Placings for new Ordinary Shares have, to date, raised £1,050,000 before expenses. Expenses of the Admission, which are payable by the Company, are estimated in total at £65,000 inclusive of VAT. The Net Proceeds of the issue of new Ordinary Shares are therefore estimated at £985,000.

This Document and the other documents the Company is required to make available for inspection will be displayed on the Company's website (www.milaresources.com).

Admission to Trading on the Official List

The Directors have applied for the Ordinary Shares to be admitted to the Official List of the UKLA by way of a Standard Listing and to trading on the Main Market of the London Stock Exchange. Dealings in the Ordinary Shares are expected to commence on 7 October 2016 and copies of this Document will be available to the public, free of charge, from the Company's registered office for a period of 14 days from the commencement of dealings.

Each of the Directors has agreed not to dispose of any interest in Ordinary Shares held by him on the date of Admission within a period of six months from Admission, save in the event of transfers for estate planning purposes, death, transfers to Directors' ISA Accounts, transfers to family trusts, transfers to personal pensions, transfers to any direct or indirect subsidiary of the Company, a target company or shareholders of a target company in connection with an Acquisition.

CREST

The Company's Articles of Association will permit the holding of the Company's Ordinary Shares in uncertificated form in accordance with the Uncertificated Securities Regulations 2001.

Initial Dividend Policy

The objective of the Directors is the achievement of substantial capital growth. For the foreseeable future, it is unlikely that the Directors will declare a dividend.

Part II

THE INVESTMENT

1. Description of the Investment

Under the Placing 21,000,000 New Ordinary Shares have been conditionally subscribed for by prospective investors at the Placing Price of £0.05 per Ordinary Share, conditionally raising gross proceeds of £1,050,000 subject to commission and other estimated fees and expenses of £65,000.

The Net Proceeds to the Company amount to approximately £985,000 after deduction of such fees and expenses. If Admission does not proceed, the Placing will not proceed and all monies will be refunded to the applicants.

The Placing Shares have been made available to sophisticated and institutional investors in the UK (and elsewhere). In accordance with the Listing Rules, at admission at least 25 per cent. of the Ordinary Shares of the total class will be in public hands (as defined in the Listing Rules).

Completion will be announced via a regulatory news service on Admission which is expected to take place at 8:00am on 7 October 2016.

2. Admission, Dealings and CREST

The Placing is conditional solely on Admission pursuant to the Placing Letters, subject to Admission occurring on or before 7 October 2016 or such later date as may be agreed by the Directors and the Company.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 7 October 2016. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Ordinary Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned.

The expected date for electronic settlement of such dealings will be 7 October 2016. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a "when issued basis". If the Placing does not become unconditional in all respects, any such dealings will be of no effect and any such dealings will be at the risk of the parties concerned.

Where applicable, definitive share certificates in respect of the Ordinary Shares to be issued pursuant to the Placing are expected to be dispatched, by post at the risk of the recipients, to the relevant holders not later than 12 October 2016. The Ordinary Shares are in registered form and can also be held in uncertificated form. Prior to the dispatch of definitive share certificates in respect of any Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

3. Placing and Pricing

All Ordinary Shares have been issued pursuant to the Placing Price which has been determined by the Directors. Allocations have been determined by agreement between the Directors and the Company after indications of interest from prospective investors were received. A number of factors were considered when deciding the basis of allocations under the Placing, including the level and nature of the demand for the Ordinary Shares, investor profile and the firm through which they are made. The Company and Directors have ensured that the Company will have sufficient shares in public hands, as defined in the Listing Rules. All Placings are conditional only on Admission. The Board have ensured that a minimum of 21,051,496 Ordinary Shares have been allocated to investors whose individual and unconnected Shareholdings will each equate to less than 5 per cent. of the issued share capital on Admission, and who do not fall within any of the other excluded categories of investors in Listing Rule 14.2.2 (4).

Conditional upon Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 7 October 2016 (or such later date as the Company and Placees may agree) each of the Placees agrees to become a member of the *Company* and agrees to subscribe for those Ordinary Shares set out in his Placing Letter. To the fullest extent permitted by law, investors will not be entitled to rescind their agreement at any time. In the event that Admission does not becoming effective by 8.00 a.m. London time on or prior to 7 October 2016 (or such later date as the Company and Placees may agree) Placees will receive a full refund of monies subscribed.

The rights attaching to the Placing shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

The Placing Shares are priced at a premium to net asset value (post Placing) of approximately £0.026 pence per share. The premium to net asset value places an intangible value on the strategy proposed by the Board and the human capital contained in the Board, as well as reflecting the costs incurred in achieving the Placing and Admission.

4. Payment

Each Placee has placed the Placing Price for the Placing Shares in the Receiving Agent's bank account as set out in such Placee's Placing Letter. Liability (if any) for stamp duty and stamp duty reserve tax is as described in paragraph 3 of Part IV of this Document. If Admission does not occur, Placing monies will be returned to each Placee without interest by the Company.

5. Use of Proceeds

The proceeds of the Founders and Seed Subscriptions together with the funds raised through the Placing will be used to pay the expenses of the Placing and Admission and further the Company's objective of making one or more Acquisitions. As stated above, in making any Acquisition the Company will focus on the acquisition of companies, businesses, assets and/or projects in the natural resources exploration, development and production sector.

The Company's intention is to use the Net Proceeds to fund the technical work, such as geology, in-fill drilling and engineering, following an Acquisition, as well as associated due diligence and other transaction costs in respect of whatever is necessary in relation any Acquisitions.

6. CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company has applied for Ordinary Shares to be admitted to CREST with effect from Admission it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Share following Admission may take place within the CREST system if any investor so wishes. CREST is a voluntary system and investors who wish to receive and retain certificates for their securities will be able to do so. Placees may elect to receive Ordinary Shares in uncertificated form if such Investor is a system member (as defined in the Regulations) in relation to CREST.

7. Selling Restrictions

The Ordinary Shares will not be registered under the Securities Act or the security laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within into or in the United States.

The Placing is being made by means of offering placing of new Ordinary Shares to certain institutional investors in the UK and elsewhere outside the United States in accordance with Regulations. The Company has not been and will not be registered under the US Investment Company Act, and investors will not be entitled to the benefits of that Act.

Certain restrictions that apply to the distribution of this document and the Ordinary Shares being issued pursuant to the Placing in certain jurisdictions are described in the section headed (Important Information on page 33 of this Document.

8. Transferability

The Company's Ordinary Shares, currently consisting of both the Founder Shares and Seed Shares and the Placing Shares, are freely transferable and tradable and there are no restrictions on transfer.

Part III

FINANCIAL INFORMATION ON THE COMPANY

PART III (A)

ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF MILA RESOURCES PLC

Saffery Champness

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Mila Resources Plc
Lockstrood Farm
Ditching Common
Wivelsfield
RH15 0SJ

Dear Sirs

Accountant's report on Mila Resources plc (the "Company")

Introduction

We report on the financial information set out in Part III (B) of the prospectus dated 28 September 2016 2016 which comprises the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes 1 to 10 for the period ended 30 June 2016. This financial information has been prepared for inclusion in the prospectus dated 28 September 2016 of the Company on the basis of the accounting policies set out in note 2. This report is required by item 20.1 of Annex I of Commission Regulation (EC) 809/2004 and is given for the purpose of complying with that item and for no other purpose.

Responsibility

The Directors of the Company are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of,

or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I of the Prospectus Directive Regulation, consenting to its inclusion in the prospectus.

Basis of opinion

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

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the financial information set out in Part III (B) gives, for the purposes of the prospectus dated 28 September 2016, a true and fair view of the state of affairs of the Company as at the date stated and of its profits and losses, cash flows and changes in equity for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

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

Yours faithfully

Saffery Champness

PART III (B)

FINANCIAL INFORMATION ON THE COMPANY

Statement of comprehensive income – for the period ended 30 June 2016

	Notes	£
Revenue		-
Administrative expenses		<u>(26,153)</u>
Loss before taxation	4	(26,153)
Income tax expense	6	<u>-</u>
Loss for the year		(26,153)
Other comprehensive income		<u>-</u>
Total comprehensive loss for the year		<u>(26,153)</u>

Statement of financial position – as at 30 June 2016

	Note	£
Current assets		
Cash at bank and in hand		62,368
		<u>62,368</u>
Current liabilities		
Trade and other payables	7	7,921
		<u>7,921</u>
Net current assets		54,447
		<u>54,447</u>
Net assets		54,447
		<u>54,447</u>
Equity		
Share capital	8	2,200
Share premium	8	78,400
Retained loss		<u>(26,153)</u>
Equity attributable to the owners of the parent		54,447
		<u>54,447</u>
Net Assets per Share		£0.024

Statement of cash flows – for the period ended 30 June 2016

	2016 £
Cash flows from operating activities	
Loss for the period	(26,153)
Increase in trade and other payables	7,921
Net cash flow from operating activities	(18,232)
Cash flows from financing activities	
Proceeds on issue of shares	80,600
Net cash flow from financing activities	80,600
Net increase in cash and cash equivalents	62,368
Cash and cash equivalents at beginning of the period	-
Cash and cash equivalents at end of the period	62,368

Statement of changes in equity

	Share capital £	Share Premium £	Retained profits £	Total £
On incorporation	-	-	-	-
Shares issued during the period	2,200	78,400	-	80,600
Total comprehensive income for the period	-	-	(26,153)	(26,153)
Balance at 30 June 2016	2,200	78,400	(26,153)	54,447

Notes to the Financial Statements

1 General information

Mila Resources Plc (the “Company”) looks to identify potential companies, businesses or asset(s) that have operations in the natural resources exploration, development and production sector. The Company is domiciled in the United Kingdom and incorporated and registered in England and Wales. The Company’s registered office is Lockstrood Farm, Ditchling Common, Burgess Hill, West Sussex RH15 0SJ.

2 Accounting policies

The principal accounting policies applied in preparation of these consolidated financial statements are set out below. These policies have been consistently applied unless otherwise stated.

Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union and in accordance with the IFRS Interpretations Committee (“IFRIC”) interpretations.

Going concern

The Company is required to assess whether it has sufficient resources to continue its operations and to meet its commitments for the foreseeable future. The directors have prepared the financial information on a going concern basis, as in their opinion the Company is able to meet its obligations as they fall due. This opinion is based on detailed forecasting for the following 12 months based on current and expected market conditions together with current performance levels. Should the going concern assumption no longer remain valid the carrying value of the Company’s assets will need to be assessed for impairment and the balance sheet will need to be prepared on a break-up basis.

Foreign currencies

The financial information is presented in Sterling which is the Company’s functional and presentational currency.

Transactions in currencies other than the functional currency are recognised at the rates of exchange on the dates of the transactions. At each balance sheet date, monetary assets and liabilities are retranslated at the rates prevailing at the balance sheet date with differences recognised in the Statement of comprehensive income in the period in which they arise.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company’s activity. Revenue is shown net of value added tax, returns, rebates and discounts. The Company recognises revenue when the amount of the revenue can be reliably measured and when it is probable that economic benefits will flow to the entity.

Financial assets

The Company classifies its financial assets in the category of loans and receivables. The classification depends on the purposes for which these assets were acquired. Management takes decisions concerning the classification of its financial assets at initial recognition and reviews such classification for appropriateness at each reporting date. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Company’s loans and receivables comprise “trade and other receivables”.

2 Accounting policies (continued)

Trade receivables

Trade receivables, defined as loans and receivables in accordance with IAS 39 'Financial Instruments: Recognition and Measurement', are recorded initially at fair value and, where appropriate, are subsequently measured at amortised cost. A provision for impairment of trade receivables is established when there is evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the assets' carrying amount and the present value of future cash flows discounted at the effective interest rate. The movement in the provision is recognised in the statement of comprehensive income.

Trade and other payables

Trade and other payables are recognised and initially measured at cost, due to their short term nature. All of the Company's trade payables are non-interest bearing.

Current and deferred income tax

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit or loss, 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 Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial information 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 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 which affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled. Deferred tax is charged or credited in the profit or loss, except when it relates to items credited or charged in other comprehensive income directly to equity, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets

Management regularly assesses the likelihood that deferred tax assets will be recovered from future taxable income. No deferred tax asset is recognised when management believes that it is more likely than not that a deferred asset will not be realised.

2 Accounting policies (continued)

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at an appropriate pre-tax discount rate.

Equity

Share capital is determined using the nominal value of shares that have been issued.

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

The fair value of equity-settled share-based payments is credited to a Share-based payment reserve as a component of equity until related options or warrants are exercised.

Share-based payments

The Company has issued warrants to the initial investors.

Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value so determined is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Fair value is measured using a Black Scholes pricing model. The key assumptions used in the model have been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Standards issued but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Company and which have not been applied in these financial statements, were in issue but were not yet effective. In some cases these standards and guidance have not been endorsed for use in the European Union.

Standard	Effective date, annual period beginning on or after
Annual Improvements 2012-2014 cycle	1 January 2016
IFRS 11 (amendments) <i>Accounting for acquisitions of interests in joint operations</i>	1 January 2016
IFRS 14 <i>Regulatory Deferral accounts</i>	1 January 2016*
Amendments to IFRS 10, IFRS 12 and IAS 28 <i>Investment entities – Applying the Consolidation Exception</i>	1 January 2016
IAS 16 <i>Property, Plant & Equipment</i> and IAS 38 – <i>Intangible assets</i> (amendments)	1 January 2016
IAS 16 <i>Property, Plant & Equipment</i> and IAS 41 – <i>Bearer Plants</i> (amendments)	1 January 2016

2 Accounting policies (continued)

IAS 1 Disclosure Initiative	1 January 2016
IAS 27 (amendments) <i>Equity Method in Separate Financial Statements</i>	1 January 2016
Amendments to IAS 12 – <i>Recognition of Deferred Tax for Unrealised Losses</i>	1 January 2017
Amendments to IAS 7 – <i>Disclosure Initiative</i>	1 January 2017
IFRS 9 <i>Financial instruments</i>	1 January 2018
IFRS 15 <i>Revenue from contracts with Customers</i> including amendments to IFRS 15: <i>Effective date of IFRS 15.</i>	1 January 2018
Clarifications to IFRS 15 <i>Revenue from contracts with Customers</i>	1 January 2018
IFRS 16 <i>Leases</i>	1 January 2019
Amendments to IFRS 2: <i>Classification and Measurement of Share-based Payment Transactions</i>	1 January 2018

*The European commission as decided not to launch the endorsement process of this interim standard but to wait for the final standard.

The directors are evaluating the impact that these standards will have on the financial statements of the Company.

3 Critical accounting estimates and judgements

In application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

There are no critical judgements that the directors have made in the process of applying the Company's accounting policies and that have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

There are no key assumptions concerning the future, or other key sources of estimation uncertainty at the balance sheet date, that may have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4 Loss before taxation

Loss before taxation is arrived at after charging:

	2016
	£
Costs associated with listing	21,950
Audit fees	3,800
Other expenses	403
	<hr/>

5 Staff costs

	2016
The average monthly number of employees (including directors) employed by the Company was:	3

	2016
	£
Aggregate remuneration (including directors)	
Wages and salaries	-
Social security costs	-
	<hr/>
	<hr/>

6 Taxation

	2016
	£
Corporation tax:	
Current year	-

The charge for the year can be reconciled to the profit in the income statement as follows:

	2016
	£
Loss before taxation	(26,153)
Tax at the UK corporation tax rate of 20%	(5,231)
Other tax adjustments	5,231
	-
Tax expense for the year	-

7 Trade and other payables

	2016
	£
Trade payables	136
Accruals	7,800
VAT	(15)
	7,921

8 Share capital

	Number of shares in issue	Share capital £	Share premium £	Total £
Ordinary shares of £0.001 each issued at par on 3 June 2015	600,000	600	-	600
Ordinary shares of £0.001 each issued at £0.05 on 16 October 2015	1,600,000	1,600	78,400	80,000
Balance at 30 June 2016	2,200,000	2,000	78,400	80,600

The Company has one class of Ordinary share which carries no right to fixed income.

	Number of options in issue
Warrants issued: £0.05, 31 December 2020	4,400,000
Balance at 30 June 2016	4,400,000

Warrants over 4,400,000 shares were granted on 16 October 2015. The warrants vested on grant date and expire on 31 December 2020. The exercise price of the warrants is 5pence per share.

At 30 June 2016, warrants over 4,400,000 were outstanding with no warrants exercised in the period.

Using the Black Scholes method, the fair value of the warrants at grant date was measured at £nil and therefore no charge has been recognised in the income statement.

9 Related party disclosures

Remuneration of Directors and key management personnel

The directors and key management personnel did not receive any remuneration during the period.

Shareholdings in the Company

Shares and warrants held by the directors of the Company.

	Shares	Warrants (Note 8)
Mr George Donne	200,000	400,000
Mr Anthony Eastman	200,000	400,000
Mr Mark Stephenson	600,000	1,200,000
Balance at 30 June 2016	1,000,000	2,000,000

10 Control

The Directors consider there not to be an ultimate controlling party.

PART III (C)
Accountant's report on the unaudited pro forma statement of net assets

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Mila Resources plc
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Dear Sirs

Mila Resources plc (the "Company"): proposed admission of ordinary shares to trading on the London Stock Exchange main market

Introduction

We report on the unaudited pro forma financial information as set out in this Part III (D) of the prospectus dated 28 September 2016, which has been prepared on the basis described, for illustrative purposes only, to provide information about how the impact of the subscription and admission of ordinary shares might have affected the financial information as at 30 June 2016 presented on the basis of the accounting policies adopted by the Company.

This report is required by paragraph 7 of Annex II to the Prospectus Directive Regulation and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility solely of the directors of the Company to prepare the pro forma financial information as though it had been prepared in accordance with paragraph 20.2 of Annex I of the Prospectus Directive Regulation.

It is our responsibility to form an opinion, in accordance with paragraph 7 of Annex II of the Prospectus Directive Regulation, as to the proper compilation of the pro forma financial information and to report that opinion to you.

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

In providing this opinion, we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom these reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making the report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source Documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of the Company.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with reasonable assurance that the pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- (a) the pro forma information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Declaration

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

Yours faithfully,

Saffery Champness

PART III (D)

Unaudited pro forma statement of net assets

The following unaudited pro forma financial information of the Company has been prepared for illustrative purposes only, to show the impact of the subscription of the 21,000,000 ordinary shares and admission of 23,200,000 ordinary shares to the Official List (using the principal bases and assumptions set out below) on the Company's net assets as at 30 June 2016, the latest date to which unadjusted financial information has been published, on the basis that the subscription and admission referred to above had been completed on that date. This pro forma financial information has been prepared in a manner consistent with the accounting policies adopted by the Company in preparing the financial information for the period ended 30 June 2016.

The unaudited pro forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results.

	As at 30 June 2016	Adjustments		Pro forma as at 30 June 2016
Note	(i) £	£	Note	£
Current assets	62,368	1,050,000	(ii)	1,112,368
Trade and other payables	7,921	65,000	(iii)	72,921
Net current (liabilities)/assets	54,447	985,000		1,039,447
Non-current liabilities	-	-		-
Net assets	54,447	985,000		1,039,447

Notes:

- (i) This information has been extracted from the historical financial information of the Company as at 30 June 2016.
- (ii) The increase in current assets of £1,050,000 illustrates the effect of issuing 21,000,000 ordinary shares at £0.05 per share.
- (iii) The increase in trade and other payables of £65,000 illustrates the effect of the costs (inclusive of VAT) payable associated with the issue of new shares and admission of the Company's enlarged share capital to the Official List.

PART IV

TAXATION

The following statements are intended only as a general guide to current UK tax legislation and to the current practice of HMRC and may not apply to certain Shareholders in the Company, such as dealers in securities, insurance companies and collective investment schemes, or Shareholders whose opportunity to acquire shares arose from their or another's employment. They relate (except where stated otherwise) to persons who are resident and, in the case of individuals, domiciled in the UK for UK tax purposes, who are beneficial owners of New Ordinary Shares and who hold their New Ordinary Shares as an investment. Any person who is in any doubt as to his or her tax position, or who is subject to taxation in any jurisdiction other than that of the UK, should consult his or her professional advisors immediately.

1. Dividends

a. *Withholding at source*

The Company will not be required to withhold at source on account of UK tax when paying a dividend.

b. *Individual Shareholders*

From 6 April 2016 dividends paid by a UK company no longer carry a tax credit. An individual Shareholder who is resident in the UK (for UK tax purposes) and who receives a dividend from the Company and is liable to income tax only at the basic rate will be subject to tax on the dividend at the rate of 7.5 per cent. of the dividend received. An individual Shareholder who is liable to income tax at the higher rate will be liable to tax on the dividend received at the rate of 32.5 per cent. An individual Shareholder who is liable to tax at the additional rate will be liable to tax on the dividend received at the rate of 38.1 per cent. The dividend will be regarded as the top slice of the Shareholder's income. Individuals may be entitled to an annual tax-free dividend allowance of £5,000.

For Trustees the rate of income tax on dividends is 38.1 per cent. where total trust income exceeds £1,000.

Individual Shareholders who are not a resident in the UK for tax purposes should consult their own advisors concerning their tax liabilities on dividends received.

c. *Other Shareholders*

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends paid by the Company, unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the particular Shareholder, although it is expected that the dividends paid by the Company would normally be exempt. UK pension funds and charities are generally exempt from tax on dividends which they receive.

2. Chargeable Gains

For the purpose of UK tax on chargeable gains, the amounts paid by a Shareholder for New Ordinary Shares will generally constitute the base cost of his or her holding of New Ordinary Shares. If a Shareholder who is resident in the UK (for UK tax purposes) disposes of all or some of his or her New Ordinary Shares, a liability to tax on chargeable gains may arise. This will depend on the base cost which can be allocated against the proceeds, the Shareholder's circumstances and any reliefs to which they are entitled. In the case of corporate Shareholders, indexation allowance may apply to any amount paid for the New Ordinary Shares.

The current rate of capital gains tax for individuals liable to income tax at the higher or additional rate is 20 per cent. Individuals whose taxable income for the year in question is less than the upper limit of the basic rate income tax band (£32,000 for 2016/17) are subject to capital gains tax at the rate of 10 per cent., except to the extent that the aggregate of their total taxable income and chargeable gains (less allowable deductions) in that year exceeds the upper limit of the basic rate income tax band. Any such excess over the upper limit is subject to tax at the rate of 20 per cent. For trustees and personal representatives, the rate of capital gains tax is 20 per cent. Corporate Shareholders are liable to tax on capital gains at the prevailing rate of corporation tax (currently up to 20 per cent.). In certain circumstances a corporate Shareholder may qualify for the substantial shareholding exemption, which exempts certain gains from corporation tax on chargeable gains.

Shareholders who are not resident in the UK for tax purposes may not, depending on their personal circumstances, be liable to UK taxation on chargeable gains arising from the sale or other disposal of their New Ordinary Shares (unless they carry on a trade, profession or vocation in the UK through a branch or agency or, in case of a company, a permanent establishment with which their New Ordinary Shares are connected).

Individual Shareholders or holders who are temporarily non-UK resident may be liable to UK capital gains tax on chargeable gains realised during their period of non-residence on their return to the UK.

3. Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The Statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT, or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate.

In relation to stamp duty and SDRT:

- i. The allocation and issue of the New Ordinary Shares will not give rise to a liability to stamp duty or SDRT.
- ii. Any subsequent conveyance or transfer on sale of shares or will usually be subject to stamp duty on the instrument of transfer at a rate of 0.5 per cent. of the amount or value of the consideration (rounded up, if necessary, to the nearest £5). An exemption from stamp duty is available on an instrument transferring shares where the amount or value of the consideration £1,000 or less and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the transaction exceeds £1,000. A charge to SDRT at

the rate of 0.5 per cent will arise in relation to an unconditional agreement to transfer such shares. However, where within six years of the date of the agreement (or, if the agreement was conditional, the date the agreement became unconditional) an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid.

- iii. A transfer of shares effected on a paperless basis through CREST (where there is a change in the beneficial ownership of shares) will generally be subject to SDRT at the rate of 0.5 per cent of the value of the consideration given.

The above statements are intended as a general guide to the current position. Certain categories of persons are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986, as amended.

PART V

GENERAL INFORMATION

1. General Information

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

2. The Company and its Share Capital

2.1. The Company was incorporated and registered in England and Wales on 3 June 2015 as a private limited company with the name Mila Resources Limited and subsequently re-registered in England and Wales as a public limited company on 23 October 2015 under the Act with the name Mila Resources Plc with registered number 09620350. The registered office and principal place of business in the United Kingdom is Lockstrood Farm, Ditchling Common, Burgess Hill, West Sussex, RH15 0SJ. The Ordinary Shares will be issued pursuant to the Act and the liability of the Company is limited. The Company has, since the date of its incorporation, operated in conformity within its constitution. The registrars of the Company are Capita Asset Services who will be responsible for maintaining the register of members of the Company.

2.2. On 3 June 2015 the Company issued 200,000 subscriber shares of £0.001 to each Director, being Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman.

2.3. On 16 October 2015 the Company issued 1,600,000 Seed Shares at a price of £0.05.

2.4. On 28 September 2016, pursuant to Placing, 21,000,000 Placing Shares were issued conditional on Admission, at a price of £0.05 per share to Placees.

2.5. On 16 October 2015 the Series 1 Warrants were issued to the Founders conditional upon Admission.

2.6. On 12 September 2016 the Series 2 Warrants were issued, conditional upon Admission, to certain persons in consideration for its provision of legal consultancy services.

2.7. On 26 September 2016 Broker and Placing Warrants were issued, conditional upon Admission, to Placees pro-rated to their subscription pursuant to the Placing.

2.8. On 26 September 2016 Broker and Placing Warrants were issued, conditional upon Admission, to certain persons to their respective contribution in obtaining investors' subscription for Placing Shares and assistance with the Placing.

2.9. The following resolutions have been passed:

2.9.1 By an ordinary resolution passed by the members on 16 October 2015 it was resolved that the Directors were authorised to allot shares up to an aggregate nominal amount of £50,000 and to disapply the statutory pre-emption right under section 561 of the Companies Act 2006 in relation to the allotment.

2.9.2 By a special resolution passed by the members on 23 October 2015 it was resolved that the Company was re-registered as a public company under the Companies Act 2006 and adopted the amended Articles.

2.9.3 By an ordinary resolution passed by the members on 14 September 2016 it was resolved:

THAT the Directors were generally and unconditionally authorised to allot Relevant Securities:

- a) compromising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £50,000 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph (b) below) in connection with an offer by way of rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in nor under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b) in any other case, up to an aggregate nominal amount of £50,000 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) above),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date of the general meeting at which these resolutions were tabled, or if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

2.9.4 By a special resolution passed by the members on 14 September 2016 it was resolved:

- a) THAT, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act), either pursuant to the authority conferred by the resolution set out at (a) or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities pursuant to the Placing (as defined in the Prospectus);
 - (ii) the allotment of equity securities pursuant to the exercise of the Warrants (as defined in the Prospectus);
 - (iii) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under this paragraph (iii), by way of a rights issue only):
 - aa) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - bb) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £50,000 for such purposes as the Directors see fit.

The power granted by the resolution above will expire on the date which is 15 months after the date of the general meeting at which these resolutions were tabled or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

The resolution above revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- (c) By a special resolution passed by the members on 14 September 2016 it was resolved to adopt the Articles.

2.10 By a Resolution of the Board passed on 28 September 2016, the Company approved and allotted 21,000,000 Ordinary Shares of £0.001 each at a price of £0.05 each allotted only on Admission.

2.11 The issued share capital of the Company at the date of this Document, not including those shares conditionally issued pursuant to the Placing, is as follows: -

<i>Issued (Fully Paid)</i>	<i>Number</i>	<i>Nominal Value</i>
Ordinary Shares	2,200,000	£2,200.00

Immediately following Admission, the Company's issued share capital (assuming the Company raises its target gross proceeds) is expected to be:

<i>Issued and fully paid</i>			
<i>Nominal value</i>	<i>£23,200.00</i>	<i>Number</i>	<i>23,200,000</i>

2.12 As at the date of the document, the number of Warrants that the Company has issued to subscribe for Ordinary Shares is as follows:

	Number of warrants	Percentage of Enlarged Share Capital	Exercise Price	Exercise period
Series 1 Warrants	4,400,000	11.3%	£0.05	Until 31 December 2020
Series 2 Warrants	350,000	0.9%	£0.05	Until 31 December 2020
Broker and Placing Warrants	11,075,000	28.4%	£0.10	Until 31 December 2020
Total	15,825,000	40.6%		

2.13 Each Ordinary Share ranks parri passu for voting rights, dividends and returns on capital on winding up.

2.14 As at the date of this Document does not have outstanding any indebtedness or borrowing in the nature of indebtedness.

2.15 Application will be made for the Ordinary Shares to be listed and traded on the Official List by means of a Standard Listing. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules. It should be noted that the UK Listing Authority will not have authority to (and will not) monitor the Company's compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis as far as is practicable or appropriate in the circumstance of the Company, nor to impose sanctions in respect of any failure by the Company to so comply.

2.16 The number of Ordinary Shares in public hands (as defined by the List Rules) at the date of this document is 1,200,000, representing 54.6 per cent of the Existing Ordinary Shares.

2.17 Except as stated in this Part V

- (a) the Company does not have in issue any securities not representing share capital; and
- (b) there are no outstanding convertible securities issued by the Company.

In addition, Warrants have been granted to Founders and Directors to subscribe for such a number of Ordinary Shares as will, immediately following exercise thereof, equal up to 11.3 per cent of the Ordinary Shares of Enlarged Share Capital, details of which are set out in Paragraph 4 below.

3. Substantial shareholders

Save for the interests of the Directors, which are set out below, the Directors are aware of the following holdings of Ordinary Shares pursuant to the Placing which, following Admission, represent more than three per cent. of the nominal value of the Company's share capital:

Name	Number of Existing Ordinary Shares	% of existing Ordinary Shares	Number of Ordinary Shares on Admissions	% of Ordinary Shares on Admission
Himal Shah	-	-	1,148,504	5.0%
Mark Mcveigh	-	-	1,000,000	4.3%
Nicholas Price	-	-	800,000	3.4%
Jerry Keen	-	-	800,000	3.4%

Except for the holdings of the Directors and the holdings stated above, the Directors are not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

4. Directors' Interests

Name	Number of Existing Ordinary Shares	Number of Warrants	% of existing Ordinary Shares	Number of Ordinary Shares on Admission	% of Enlarged Share Capital
Mark Stephenson	600,000	1,200,000	27.3%	600,000	4.6%
Anthony Eastman	200,000	400,000	9.1%	200,000	1.5%
George Donne	200,000	400,000	9.1%	200,000	1.5%

Except for the holdings of the Directors and the holdings stated above, the Directors are not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

The City Code applies to the Company.

Under Rule 9 of the City Code, a person who acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired or acquired by persons acting in concert with him) carry 30 per cent. or more of the voting rights of a company, is normally required by the Panel to make a general offer to the shareholders of that company to acquire the balance of the equity share capital of the company. An offer under Rule 9 must be in cash and at the highest price paid within the preceding twelve months for any shares in the Company by the person required to make the offer or any person acting in concert with him.

Rule 9 of the City Code also provides that where any person together with persons acting in concert with him is interested in shares carrying more than 30 per cent but does not hold shares carrying more than 50 per cent of the voting rights and such person, or any person acting in concert with him, acquires any additional shares, such person is required to make a general offer to the shareholders of that company.

Accordingly each member of the Concert Party may be restricted in his or its ability to acquire further Ordinary Shares without being required to make a general offer under Rule 9 of the Code.

The attention of Shareholders is drawn to the fact that if a member or the members of the Concert Party come to hold more than 50 per cent. of the issued share capital of the Company as a result of the exercise of the Warrants described in paragraph 2 of this Part V, they may be entitled to increase their shareholding without triggering any obligation under Rule 9 of the Code to make a general offer to other Shareholders of the Company, although individual members may not increase their interest through or between a Rule 9 threshold without Panel consent.

5. Memorandum of Association

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

6. Articles of Association

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

(a) There are no rights of pre-emption in respect of transfers of issued Ordinary Shares. However, in certain circumstances, the Company's Shareholders may have statutory pre-emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to place new shares for allotment of existing Shareholders on a pro-rata basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares are offered to the Company's Shareholders.

(b) In order to transfer Ordinary Shares, the instrument of transfer of any such shares must be in any usual or common form or in such other form as may be approved by the Directors and must be executed by or on behalf of the transferor and, if the shares are not fully paid, by or on behalf of the transferee. The Articles of Association contain no restrictions on the free transferability of fully paid shares, provided that the transfer is in respect of only one class of share and is accompanied by the share certificate and any other evidence of title required by the Directors and that the provisions in the Articles of Association relating to the deposit of instruments for transfer have been complied with;

(c) Each Ordinary Share confers the rights to receive notice of and attend all meetings of shareholders. Each holder of Ordinary Shares present at a general meeting in person or by proxy has one vote, and, on a poll, one vote for each Ordinary Share of which he is the holder;

(d) On a winding up a liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the holders of the Company's shares (in specie or in kind) the whole or any part of the assets of the Company, and may, with the like sanction, determine how such diversion is to be carried out.

(e) The Ordinary Shares confer upon their holders the right to participate in any profits which the Company may from time to time determine to distribute in respect of any financial period;

(f) Subject to the provisions of the Act and if the profits of the Company justify such payments, the Directors may declare and pay interim dividends on shares of any class of such amounts as and when they think fit. All dividends are apportioned and paid pro-rata according to the amounts paid on the shares. No dividend or other monies payable on or in respect of a share will bear interest as against the Company. The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply them towards the satisfaction of the debts, liability or engagements in respect of a lien. A dividend may be retained if a shareholder has failed to comply with the statutory disclosure requirements of the Act. Any dividend unclaimed for twelve years will be forfeited and revert to the Company;

(g) Subject to the provisions of the Act, the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares be authorised by a special resolution of the Company in a General Meeting before the Company enters into such a contract;

(h) All or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of shares of that class. At every such separate general meeting the quorum is two persons holding or representing by proxy one-third in nominal value of the issued shares of that class; and

(i) The Company may make arrangements for any class of its shares to be issued in uncertificated form and in accordance with and subject as provided in The Uncertificated Securities Regulations 2001 and transfer of title of those shares shall be effected by means of relevant system in the manner provided for and subject as

provided for in Uncertificated Securities Regulations 2001. Shares held in certified form and those held in uncertificated form may be changed to certificated form.

7. Working Capital

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is, for at least the next twelve months from the date of this Document, sufficient for its present requirements.

8. Directors

8.1 The Directors currently hold the following directorships (excluding directorships of the Company) and have held the following directorships within five years prior to the publication of this Document:

George Donne

Current Directorships and Partnerships	Previous Directorships and Partnerships
Tremadog Investment Ltd (07783184)	Kwasi Energy Ltd (08403474)
AMV Partners LLP (OC384620)	Afro Llama Ltd (08365692)
Heimdall Energy Solutions Ltd (08278444)	Caldera Energy (UK Services) Ltd (08137784)
Caldera Energy Ltd (08375112)	AMV Mining LLP (OC384831)
Caldera Energy Services Ltd (08279528)	NTD Energy Ltd (07833779)*
Gaiagen Ltd (08279586)	
Gaiagen Services Ltd (08375117)	

*NB: NTD Energy Ltd is currently subject to a members' voluntary liquidation

Anthony Eastman

Current Directorships and Partnerships	Previous Directorships and Partnerships
Vaxeal Immunotherapy Ltd (10121388)	Range Resources Limited
Tournesol Consulting Limited (07821668)	Komodo Capital Pty Ltd
NP&C Corporate Services Ltd (07758806)*	Strait Oil & Gas UK Limited (05971677)
MGC Pharma (UK) Ltd (09750155)	Range Resources Trinidad Limited
	Range Resources Drilling Services Limited
	Los Bajos Limited
	Range Resources Barbados Limited
	SOCA Petroleum Limited
	West Indies Exploration Limited
	Range Resources GY Deep Limited
	Range Resources GY Shallow Limited
	Range Resources Upstream Services Limited (08958981)
	Citation Resources Limited *
	MUTE International Limited (09905462)

*NB: NP&C Corporate Services Ltd is subject to a members' voluntary liquidation along with Citation Resources Limited being subject to voluntary administration.

Mark Stephenson

Current Directorships and Partnerships	Previous Directorships and Partnerships
Lockstrood Consulting Ltd (09866330)	

- 8.2 None of the Directors has at any time within the last five years:
- 8.2.1 had any convictions in relation to fraudulent offences;
 - 8.2.2 been declared bankrupt or been the subject of any individual voluntary arrangement;
 - 8.2.3 been associated with any bankruptcy, receivership or liquidation in his or her capacity as director or senior manager other than disclosed in this prospectus;
 - 8.2.4 been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies);
 - 8.2.5 been disqualified by a court from acting as a director;
 - 8.2.6 been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company;
 - 8.2.7 been a partner or senior manager in a partnership which, while he or she was a partner or within twelve months of his or her ceasing to be a partner, was put into compulsory liquidation or administration or which entered into any partnership voluntary arrangement;
 - 8.2.8 owned any assets which have been subject to a receivership or been a partner in a partnership subject to a receivership where he or she was a partner at that time or within the twelve months preceding such event; or
 - 8.2.9 been a director or senior manager of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which entered into any company voluntary arrangement or any composition or arrangement with its creditors generally or any class of creditors, at any time during which he or she was a director or senior manager of that company or within twelve months of his or her ceasing to be a director or senior manager.

9. Directors' Terms of Employment

Each of the Executive Directors is employed by the Company and entered into Service Agreements on 1 September 2016. Each Director commenced employment on 1 September 2016 and will continue to be employed until terminated by the Company giving twelve months' prior notice or the Director giving twelve months' prior notice to save in cases of a material breach of contract including, inter alia, gross misconduct, personal bankruptcy, and where the Director is in breach of the rules and regulations of the UKLA, FCA or other relevant regulatory listing authority, when the Executive Directors can be dismissed without notice.

Each Director shall be entitled to a salary not in excess of £24,000 per annum from the date of Admission until completion of an Acquisition. At such time, a remuneration committee may be appointed to reassess an appropriate level of Directors' remuneration.

10. Advisory Committee

The Advisory Committee provides an important additional level of technical and industry support to the Board during the early life of the Company as it seeks its first Acquisition opportunity, as well as ensuring that

progress towards an initial Acquisition is maintained. Members of the Advisory Committee (the “Members”) shall provide advisory services to the Board of Directors of the Company on a part-time, collective basis at the request of the Board pursuant to their respective consultancy agreements with the Company.

In the event that the Directors identify a potential target for acquisition, they shall prepare an initial due diligence review for presentation to the Advisory Committee, a meeting with which shall be called as soon as practicable. The Advisory Committee shall be asked to review the information to formulate a recommendation for further analysis, commencement of an acquisition process or rejection. This review and any additional services requested by the Board may include reviewing technical and commercial information, researching specific markets or regions indicated as of interest to the Company, providing introductions to relevant service providers and assisting in negotiations with target vendors and potential investors.

The Advisory Committee shall be available for up to four days per month and the Members have agreed not to be remunerated for their services, however, the Company shall reimburse all reasonable expenses accrued by the Members in the performance of the advisory services.

Unless otherwise extended by mutual agreement, the Advisory Committee may provide its services to the Company until the earlier of completion by the Company of an Acquisition, termination of the services agreement by either party at a minimum of two weeks’ notice or the event that the Member(s) is invited to join the Board of Directors of the Company. The Member shall declare any conflict of interest with respect to any potential acquisition to the Board as soon as he/ she becomes aware of such conflict.

11. Pension Arrangements

There are currently no pensions or other similar arrangements in place with the Directors though it is intended to review this position upon the Company’s financial position supporting any arrangements which may be proposed.

12. Employees

Save as set out in this Part V, the Company has not had any employees since incorporation and does not own any premises

13. Subsidiaries

As at 28 September 2016 being the latest practicable date prior to publication of this Document the Company did not have any subsidiary undertakings.

14. Dilution of Ordinary Share Capital

The Placing and Admission will result in the Founder Shareholders holding 4.3 per cent of the Ordinary Share Capital on Admission.

15. Related Party Transactions

Between the date of incorporation and the date of this Document, the Company has entered into the following related party transactions:

On 16 October 2015, the Company constituted Series 1 Warrants on the terms of an instrument under which the Company issued a total of 2,000,000 Warrants to Series 1 Warrant Holders who are also Directors. Each Series 1 Warrant entitles each of Series 1 Warrant Holders to subscribe for one Ordinary Share at £0.05 per Ordinary Share. The Warrants are exercisable at any time from a date of Admission to 31 December 2020.

16. Capitalisation and Indebtedness

16.1 At the date of this Document, the Company:

- 16.1.1 Does not have any secured, unsecured or unguaranteed indebtedness, including direct and contingent indebtedness; other than its liabilities under the contracts described in paragraphs 7 and 10 of this Part V;
- 16.1.2 Has not granted any mortgage or charge over any of its assets; and
- 16.1.3 Does not have any contingent liabilities or guarantees.

16.2 If Admission had taken place prior to the date of the balance sheet of the Company in Part III, then the balance sheet of the Company would change as follows (on the basis that the Company had not yet invested the proceeds of the Placing):

- 16.2.1 The cash held by the Company would have been higher by the amount subscribed for pursuant to the Placing (less any fees and expenses paid by the Company on Admission), being the Net Proceeds;
- 16.2.2 The total assets of the Company would increase by the amount of the Net Proceeds on Admission; and
- 16.2.3 The called up share capital would increase by the aggregate nominal amount of Ordinary Shares issued both prior to and following Admission.

16.3 If Admission had taken place prior to the date of the financial information relating to the Company set out in Part III of this Document then any impact on the Company's earnings would have been to enhance earnings with the precise level being dependent on any return made on the Net Proceeds received by the Company.

17. Significant Change

Since 30 June 2016 (being the date as at which the financial information contained in Part III has been prepared), there has been no significant change in the financial and trading position of the Company.

18. Material Contracts

The following are the only contracts (not being contracts entered into in the ordinary cause of business) which have been entered into by the Company since its incorporation and which are (or may be) material to the Company.

1. Receiving Agent Agreement

The Company, the Directors and the Receiving Agent have entered into the Receiving Agent Agreement pursuant to which, subject to certain conditions, the Receiving Agent has facilitated the collection and administration in relation to the monies received from Placees pursuant to the Placing.

The agreement is governed by the laws of England and Wales.

2. Placing Agreement

On 26 September 2016, the Company, the Directors, and Shard Capital entered into a placing agreement pursuant to which Shard has agreed, conditionally on, amongst other things, Admission taking place not later than 8:00am on 7 October 2016 or such later date as may be agreed in writing between the Company and

Shard, but in any event not later than 8:00am on 31 October 2016, to use reasonable endeavours, as agent on behalf of the Company, to procure Placees for the Placing Shares at the Placing Price. The Placing is not underwritten. The agreement contains customary warranties and representations given by the Company and the Directors to Shard and indemnities given by the Company to Shard. Shard may terminate the Placing Agreement, if, amongst other things, certain events of force majeure occur prior to Admission or there is a breach of any of the warranties contained in the Placing Agreement which Shard considers to be material. In consideration for the provision of its services to the company in connection with Admission, the Company has agreed to pay Shard a commission of 5 per cent of the aggregate value of the Placing Shares at the Placing Price and the Broker and Placing Warrant pro rata their contribution in arranging the Placing Share.

The agreement is governed by the laws of England and Wales.

3. Lock In Deeds

On 26 September 2016, the Company entered into a lock-in deed with each of the Locked-in Persons pursuant to which they have each agreed with the Company and Shard that, save in certain limited circumstances, they shall not dispose of any interest in Ordinary Shares for a period of six months from the date of Admission.

The agreement is governed by laws of England and Wales.

4. Warrants

4.1 Series 1 Warrants

On 16 October 2015, the Company constituted 4,400,000 Series 1 Warrants on the terms of an instrument under which the Company issued Warrants to each of the Founders and Seed Shareholders. Each Warrant entitles the Series 1 Warrant Holder to subscribe for one Ordinary Share at £0.05 per Ordinary Share. The Warrants are exercisable at any time from the date of Admission until 31 December 2020. The Series 1 Warrants are equal to 11.3% of the Enlarged Share Capital.

4.2 Series 2 Warrants

On 12 September 2016, the Company constituted 350,000 Series 2 Warrants on the terms of an instrument under which the Company issued Warrants to Nicolas Leon Foster. Each Warrant entitles the Series 2 Warrant Holder to subscribe for one Ordinary Share at £0.05 per Ordinary Share. The Warrants are exercisable at any time from the date of Admission until 31 December 2020. The Series 2 Warrants are equal to 0.9% of the Enlarged Share Capital.

4.3 Broker and Placing Warrants

On 26 September 2016, the Company constituted 11,075,000 Warrants on the terms of an instrument under which the Company issued Warrants to certain persons. Each Warrant entitles the Broker and Placing Warrant Holder to subscribe for one Ordinary Share at £0.10 per Ordinary Share. The Warrants are exercisable at any time from the date of Admission until 31 December 2020. The Broker and Placing Warrants are equal to 28.4% of the Enlarged Share Capital.

5. Discretionary Consultancy Services

The Company has entered into Discretionary Consultancy Service Agreements with the members of the Advisory Committee for the provision of certain advisory services including, but not limited to: the review of technical and commercial data on potential acquisition targets; research into specific markets or regions; introductions to relevant technical service providers; and assistance in negotiations with target project vendors or potential investors. The services will be provided at the request of the Company for a maximum of four days per month unless otherwise agreed and shall be for no remuneration, other than reasonably incurred

expenses. The duration of the agreements shall be from date of Admission to the earlier of: the completion of an Acquisition; the termination by either party upon providing two weeks' notice; or upon acceptance of an invitation to the member to join the Board of Directors of the Company.

The above agreements are governed by the laws of England and Wales.

19. Other Information

19.1 There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) during at least the previous twelve months from the date of this Document which may have or have had in the recent past significant effects on the Group's financial position or profitability.

19.2 There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.

19.3 The auditor of the Group is Saffery Champness, whose registered address is at 71 Queen Victoria Street, London, EC4V 4BE. Saffery Champness was the auditor of the Group for the whole period covered by the financial information set out in Part III (Financial Information on the Company). Saffery Champness is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

19.4 No exceptional factors have influenced the Company's activities.

19.5 The expenses of the Admission are estimated at £65,000 including VAT and are payable by the Company.

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

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

20. Consents

Saffery Champness has given and not withdrawn its written consent to the inclusion in this Document of its accountant's report in Part III in the form and context in which it is included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.

21. Data protection

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

- 21.1 verifying the identity of the prospective Investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- 21.2 carrying out the business of the Company and the administering of interests in the Company;
- 21.3 meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and

21.4 disclosing personal data to other functionaries of, or advisors to, the Company to operate and/or administer the Company.

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

21.4.1 disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and

21.4.2 transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the United Kingdom.

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

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

22. Documents Available for Inspection

Copies of the following documents will be available for inspection during normal business hours on any Business Day at the offices of Smithfield Partners Limited for the period of twelve months following Admission and this Document will also be available on the Company's website www.milaresources.com.

22.1 this Document;

22.2 the Memorandum of Association of the Company;

22.3 the material contracts referred to in paragraph 18 of this Part V; and

22.4 the letters confirming the consents referred to in paragraph 20 of this Part V.

Mila Resources Plc

Dated 28 September 2016

Part VI

DEFINITIONS AND GLOSSARY

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

“Act”	The Companies Act 2006 (as amended)
“Acquisition” or “Acquisitions”	Means the acquisition by the Company or by any subsidiary thereof of one or more of the companies or businesses or assets as described in Part I of this Document (Acquisition or Acquisitions shall be construed to mean either or both a reference to a company and/or a business) whether specifically mentioned or not;
“Admission”	The admission of the Ordinary Shares to trading on the Main Market becoming effective;
“Advisory Committee”	The members of the Company’s advisory committee whose names and backgrounds are at page 43 of this Document;
“AIM”	The market of that name operated by the London Stock Exchange;
“Articles”	The articles of association of the Company;
“Board” or “Directors”	The directors of the Company;
“Change of Control”	Following the Acquisition, the acquisition of control of the Company by any person or party (or any group of persons or parties who are acting in concert);
“City Code”	The City Code on Takeovers and Mergers;

“Company” or “Mila”	Mila Resources Plc, a company incorporated in England & Wales with registration number 09620350;
“Control”	An interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control;
“Corporate Governance Code”	The code of best practice including the principles of good governance known as the “UK Corporate Governance Code” (the latest edition of which was published in September 2014) published by the Financial Reporting Council as amended from time to time;
“Directors”	Mr Anthony Eastman, Mr George Donne and Mr Mark Stephenson;
“Directors’ Service Agreements”	The service agreements for each of the Directors, details of which are set out in Part V of this Document;
“EEA”	The European Economic Area;
“Enlarged Share Capital”	The issued share capital of the Company following the Placing, assuming the exercise of all Warrants;
“Executive Directors”	Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman;
“Existing Ordinary Shares”	The 2,200,000 Ordinary Shares in issue at the date of this Document;
“FCA”	The UK Financial Conduct Authority;

“FSMA”	The Financial Services Market Act 2000;
“Founders”	Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman;
“Founder Shares”	The 600,000 Ordinary Shares which were subscribed for by Mr Mark Stephenson, Mr George Donne and Mr Anthony Eastman and which are held by them as at the date of this Document and as set out in Paragraph 2.2 of Part V of this Document;
“Group”	The Company and its subsidiaries from time to time;
“Listing Rules”	The Listing Rules made by the FCA under Part VI of the FSMA;
“Locked-in Persons”	Mr Mark Stephenson, Mr Anthony Eastman, and Mr George Donne;
“London Stock Exchange” or “LSE”	London Stock Exchange plc;
“Main Market”	the main market of the London Stock Exchange for listed securities;
“Member States”	Member states of the European Union;
“Model Code”	The model code on directors’ dealings in securities set out in the Annex to Chapter 9 of the Listing Rules;
“Net Proceeds”	The funds received in relation to the Placing, together with the funds received for the Founder Shares and Seed Shares, prior to the date hereof less any expenses paid or payable in connection

	with Admission and the incorporation of the Company;
“New Ordinary Shares”	The 21,000,000 New Ordinary Shares to be allotted and issued pursuant of the Placing;
“Official List”	The Official List of the FCA;
“Ordinary Shares”	Ordinary Shares of £0.001 each in the capital of the Company;
“Overseas Shareholder”	A Shareholder resident outside of the United Kingdom;
“Placees”	Those persons who have signed Placing Letters;
“Placing”	The placing of 21,000,000 Ordinary Shares pursuant to the Placing letters and conditional upon Admission;
“Broker and Placing Warrants”	The 11,075,000 Warrants granted to the Placees and Brokers to subscribe for Ordinary Shares at £0.10 per share as more particularly described in Part V of this Document;
“Broker and Placing Warrant Instrument”	The Warrant Instrument setting out the terms and the Broker and Placing Warrants granted to the Placees and Brokers;
“Placing Price”	£0.05 per Ordinary Share;
“Placing Shares”	The 21,000,000 new Ordinary Shares in the capital of the Company which have been issued, subject to Admission, and allotted to the Placees, pursuant to the Placing;

“Premium Listing”	A Premium Listing under Chapter 6 of the Listing Rules, pursuant to which a company is subject to the full requirements of the Listing Rules;
“Prospectus Rules”	Directive 2010/73/EU of the European Parliament and the Council;
“Receiving Agent”	the receiving agent for funds pursuant to the Placing as more particularly described in Part V of this Document;
“Regulations”	The Uncertified Securities Regulations 2001 (SI 2001 No 3755) as amended from time to time;
“Reverse Takeover”	A transaction defined as a reverse takeover under Chapter 10 of the Listing Rules;
“Seed Investors”	Certain persons who have subscribed for Seed Shares;
“Seed Shares”	The 1,600,000 Ordinary Shares which were subscribed for by the Seed Investors and which are held by them as at the date of this Document and as set out in Paragraph 2.3 of Part V of this Document;
“Series 1 Warrants”	The 4,400,000 Warrants granted to the Founders and the Seed Investors to subscribe for Ordinary Shares at £0.05 per share as more particularly described in Part V of this Document;
“Series 1 Warrant Instrument”	The Warrant Instrument setting out the terms of the Series 1 Warrants granted to the Founders and the Seed Investors;

“Series 2 Warrants”	The 350,000 Warrants granted to certain persons to subscribe for Ordinary Shares at £0.05 per share as more particularly described in Part V of this Document;
“Series 2 Warrant Instrument”	The Warrant Instrument setting out the terms of the Series 2 Warrants granted to certain person;
“Standard Listing”	A listing by the FCA of equity securities of a company which is not a premium listing and is therefore not required to comply with the provisions of Chapters 6, 7, 8, 10, 11, 12 or 13 of the Listing Rules or certain provisions of Chapter 9 of the Listing Rules;
“UK Listing Authority” or “UKLA”	The FCA in its capacity as the competent authority for listing in the UK pursuant to Part VI of FSMA;
“US”	United States of America;
“USD”	United States dollars;
“Voting Rights”	All the voting rights attributable to the capital of a company which are currently exercisable at a general meeting;
“Warrants”	The Series 1 Warrants, Series 2 Warrants and Broker and Placing Warrants, to subscribe for Ordinary Shares at the relevant subscription price as more particularly described in Part V of this Document pursuant to the appropriate Warrant Instrument;
“Warrant Holders”	Means the holders of Warrants;

“Warrant Instruments”

The Series 1 Warrant Instrument, Series 2 Warrant Instruments and Broker and Placing Warrant Instrument, to be granted to the Warrant Holders.