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 prospectus relating to Path Investments plc (the "**Company**") prepared in accordance to the Prospectus Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This document has been filed with the 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 (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 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 to the London Stock Exchange plc (the "**London Stock Exchange**") for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (together, "**Admission**").

It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8:00am on 30 March 2017. 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 35 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.

---

path
INVESTMENTS

Path Investments plc

(Incorporated in England and Wales with registered No 04006413)

Placing of 140,000,000 Ordinary Shares of £0.001 each at £0.01 per Ordinary Share and Admission of 162,014,596 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

---

Shard Capital Partners LLP ("Shard") which is authorised and regulated by the Financial Conduct Authority in the conduct of investment business is acting exclusively for Path and for no-one else in connection with the Placing and Admission and will not be responsible for anyone other than Path for providing advice in relation to the contents of this Document or any other matter referred to in it.

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.

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in 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, nor to impose sanctions in respect of any failure by the Company to so comply.

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.

CONTENTS

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 Path Investments plc.
B.2	**Domicile/Legal form/Legislation/Country of Incorporation** The Company was incorporated and registered in England and Wales on 2 June 2000 under the Companies Act 1985 as a public company limited by shares with the name Hallco 459 plc and with registered number 04006413. On 28 November 2000, the Company changed its name to The Niche Group PLC. On 20 February 2016, the Company changed its name to Path Investments plc. 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 objective of the Company is to acquire oil & gas production, or near production, assets which possess a lower risk profile than exploration or development assets. Whilst there are 30 Non Disclosure Agreements ("NDA's") in place with various energy industry participants, the Company has not traded in the last 12 months, and does not have any specific Acquisition under consideration or commitments to proceed at the date of this Document. It will not 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 Directors are looking to create a diversified portfolio of assets which will be mindful of the maturity of asset developments, life of income stream and the potential for growth. However, the Company does not intend to be limited to a specific geographical region or geological basin and whilst proposed investments may likely involve non-operated assets they may range from a minority position to majority ownership. **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 Ordinary Shares. **Business Strategy** Due to the current financial distress in the oil & gas sector, the Directors believe there are significant number of acquisition opportunities available for today's investors. Initial targets are assets amongst the 500+ quoted SME energy companies on AIM, ASX and TSX Venture Exchanges. Investment is likely to be into the physical underlying asset or project. The identification of investments will be around the acquisition of quality assets which are, in the opinon of the Directors, underperforming, undeveloped and/or undervalued. The Company will apply strict financial hurdles which will include minimum cash pay back periods, a focus on Internal Rates of Return ("IRR") and a requirement to be economic at today's prices. The Company believes it may be possible to build a portfolio of income-producing assets which can deliver investors a premium yield as well as offering development potential. However, it is possible that the Board may consider acquisitions that do not conform with the above framework.
B.4	**Significant Trends** The Company has not completed any investments in the last five years. However, Path notes the sharp decline in oil and gas prices over the last 3 years, which has created a window of opportunity to acquire oil & gas production or near production assets from financially distressed exploration led businesses.
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.

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

	Pre Admission		*Immediately following Admission*	
Shareholder	*Number of Ordinary Shares held*	*Percentage of existing share capital (per cent.)*	*Number of Ordinary Shares held*	*Percentage of Enlarged Share Capital (per cent.)*
Vidacos Nominees Limited	2,506,802	11.39	2,506,802	1.55%
JIM Nominees Limited	2,253,631	10.24	2,253,631	1.39%
Platform Securities Nominees	1,362,181	6.19	1,362,181	0.84%
Dartington Portfolio Nominees	1,139,991	5.18	1,139,991	0.70%
Lynchwood Nominees Limited	1,105,068	5.02	1,105,068	0.68%
HSBC Global Custody Nominee (UK)	947,910	4.31	947,910	0.59%
W B Nominees Limited	846,973	3.85	846,973	0.52%
Chase Nominees Limited	800,581	3.64	800,581	0.49%
Pershing Nominees Limited	775,460	3.52	775,460	0.48%

B.7	**Selected Historical Key Financial Information**

The Company was incorporated and registered in England and Wales on 2 June 2000 under the Companies Act 1985 as a public company limited by shares with the name Hallco 459 plc and with registered number 04006413. On 28 November 2000, the Company changed its name to The Niche Group PLC. On 20 February 2016, the Company changed its name to Path Investments plc and the following financial statements are presented below.

Statement of Comprehensive Income

	Audited Year ended 31 December 2013 £'000	*Audited Year ended 31 December 2014 £'000*	*Audited Year ended 31 December 2015 £'000*	*Unaudited 9 month period to 30 September 2015 £'000*	*Unaudited 9 month period to 30 September 2016 £'000*
Share based payments	(216)	—	(32)	(32)	—
Other administrative expenses	(371)	(676)	(815)	(585)	(718)
Total administrative expenses	(587)	(676)	(847)	(617)	(718)
Operating loss	(587)	(676)	(847)	(617)	(718)
Finance income	—	1	—	—	—
Amounts written off investments	—	—	(8,021)	(6,971)	—
Loss before income tax	(587)	(675)	(8,868)	(7,588)	(718)
Income tax expense	—	—	—	—	—
Loss for the year	(587)	(675)	(8,868)	(7,588)	(718)
Loss per share (expressed in pence per share)					
Basic and diluted loss per share	(3.32)	(3.28)	(42.46)	(36.51)	(3.26)

Statement of Financial Position

	Audited As at 31 December 2013 £'000	Audited As at 31 December 2014 £'000	Audited As at 31 December 2015 £'000	Unaudited As at 30 September 2016 £'000
Non-current assets				
Property, plant and equipment	—	3	2	2
Investments – available for sale	8,019	8,019	—	—
	8,019	8,022	2	2
Current assets				
Trade and other receivables	10	10	6	141
Cash and cash equivalents	914	408	103	11
	924	418	109	152
Current liabilities				
Trade and other payables	(404)	(560)	(728)	(1,261)
Net current assets/(liabilities)	520	(142)	(619)	(1,109)
Net Assets/(liabilities)	8,539	7,880	(617)	(1,107)
Shareholders' equity				
Called up share capital	8,229	8,241	8,578	8,806
Share premium account	24,129	24,133	24,135	24,135
Share based payments reserve	756	756	716	716
Retained earnings	(24,575)	(25,250)	(34,046)	(34,764)
Total equity	8,539	7,880	(617)	(1,107)

Statement of Cash Flow

	Audited Year ended 31 December 2013 £'000	*Audited Year ended 31 December 2014 £'000*	*Audited Year ended 31 December 2015 £'000*	*Unaudited 9 month period ended 30 September 2015 £'000*	*Unaudited 9 month period ended 30 September 2016 £'000*
Cash flows from operating activities					
Cash utilised from operations	(209)	(520)	(642)	(502)	(320)
Net cash utilised from operating activities	(209)	(520)	(642)	(502)	(320)
Cash flows from investing activities					
Available for sale financial assets acquired	(18)	—	(2)	—	—
Proceeds from sale of available for sale assets	10	—	—	—	—
Purchase of property, plant and equipment	—	(4)	—	—	—
Interest received	—	2	—	—	—
Net cash used in investing activities	(8)	(2)	(2)	—	—
Cash flows from financing activities					
Net proceeds from issue of ordinary shares	1,090	16	339	331	228
Net cash inflow from financing activities	1,090	16	339	331	228
Increase/(decrease) in cash and cash equivalents	873	(506)	(305)	(171)	(92)
Cash and cash equivalents at beginning of period	41	914	408	408	103
Cash and cash equivalents at end of period	914	408	103	237	11

Statement of Changes in Equity

	Share capital £'000	Share premium £'000	Share based payments reserve £'000	Retained earnings £'000	Total £'000
At 1 January 2013	6,916	24,129	540	(23,988)	7,597
Issue of share capital	1,313	—	—	—	1,313
Share based payments	—	—	216	—	216
Loss for the period	—	—	—	(587)	(587)
As at 31 December 2013	8,229	24,129	756	(24,575)	8,539
Issue of share capital	12	4	—	—	16
Loss for the period	—	—	—	(675)	(675)
As at 31 December 2014	8,241	24,133	756	(25,250)	7,880
Issue of share capital	337	2	—	—	339
Loss for the period	—	—	—	(8,868)	(8,868)
Lapsed share options	—	—	(40)	40	—
Issue of warrants	—	—	32	—	32
Exercise of warrants	—	—	(32)	32	—
As at 31 December 2015	8,578	24,135	716	(34,046)	(617)

	Unaudited Share capital £'000	Unaudited Share premium £'000	Unaudited Share based payments reserve £'000	Unaudited Retained earnings £'000	Unaudited Total £'000
At 1 January 2015	8,241	24,133	756	(25,250)	7,880
Issue of share capital	331	—	—	—	331
Loss for the period	—	—	—	(7,588)	(7,588)
Lapsed share options	—	—	(40)	40	—
Issue of warrants	—	—	32	—	32
Exercise of warrants	—	—	(32)	32	—
As at 30 September 2015	8,572	24,133	716	(32,766)	655
At 1 January 2016	8,578	24,135	716	(34,046)	(617)
Issue of share capital	228	—	—	—	228
Loss for the period	—	—	—	(718)	(718)
At 30 September 2016	8,806	24,135	716	(34,764)	(1,107)

During the period covered by the Historic Financial Information the following significant changes occurred:

- Net proceeds from private placings were £1,090,000 in the year ending 31 December 2013, £16,000 in the year ending 31 December 2014 and £339,000 in the year ending 31 December 2015.
- In the year ended 31 December 2015 full impairment of £8 million was made against the Legacy Assets.
- On 2 February 2016 shareholders passed a resolution to reduce the share premium account by setting it off against the losses brought forward.
- In the 9 month period to 30 September 2016 net proceeds from warrant exercises were £228,000.

Subsequent to 30 September 2016 the following significant changes occurred:

- At a General Meeting on 10 October 2016 the Company undertook a capital reconstruction which subdivided each ordinary 40p nominal value share into one Ordinary Share of 0.1p and one Deferred Share of 39.9p. The Deferred Shares confer the holders the rights to receive dividends paid, made or declared solely from the sale of the Legacy Assets.
- On 31 December 2016 the Directors subscribed for convertible loan notes amounting to £65,500.

No other significant changes to the financial condition and results of operations of the Company have occurred since 30 September 2016.

B.8 Selected Key Pro Forma Financial Information

The Unaudited Pro Forma Statement of Net Assets of the Company has been prepared by the Directors to illustrate the possible impact of the Admission and the Placing on the Net Assets of the Company as at 30 September 2016, as if they had occurred on that date.

It is the sole responsibility of the Directors to prepare the Unaudited Pro Forma Statement of Net Assets. The Unaudited Pro Forma Statement of Net Assets has been prepared for illustrative purposes only and, because of its nature, does not give a true picture of the financial position of the Company.

	Net Assets of the Company as at 30 September 2016 Note 1 £'000	*Adjustment Note 2 £'000*	*Placing and Admission Note 3 £'000*	*Unaudited Pro Forma Net Assets of the Company £'000*
Non-current assets				
Property, plant and equipment	2	—	—	2
	2	—	—	2
Current assets				
Trade and other receivables	141	—	—	141
Cash and cash equivalents	11	—	1,154	1,165
	152	—	1,154	1,306
Current liabilities				
Trade and other payables	(1,261)	1,001	—	(260)
Net current liabilities	(1,109)	1,001	1,154	1,046
Net Assets	(1,107)	1,001	1,154	1,048

Notes to the Unaudited Pro Forma Statement of Net Assets

1. The Net Assets of the Company as at 30 September 2016 have been extracted from the unaudited historical financial information set out in Part V Section C of this Document.
2. Adjustment to the Pro Forma Statement of Net Assets to reflect waiver of Directors' accrued salaries together with associated employer national insurance costs to date, conditional on Standard Listing.
3. Adjustments have been made to the Pro Forma Statement of Net Assets to reflect the receipt of the proceeds of the Placing of £1.4 million less expenses of £245,500.

	4. Save as set out above, no adjustment has been made to reflect the trading performance of the Company since 30 September 2016 or any other transactions.
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** The Company is of the opinion, that taking into account existing cash, bank and other facilities available to the Company and the net proceeds of the Placing receivable by the Company, the working capital available to the Company will be sufficient for its present requirements, that is for at least 12 months from the date of this Document.

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 GB00BYQD5059 and SEDOL number BYQD505.
C.2	**Currency of the Securities Issue** The Ordinary Shares are denominated in pounds sterling.
C.3	**Issued Share Capital** The issued and fully paid share capital of the Company on Admission will consist of 22,014,596 Ordinary Shares, 22,014,596 Deferred Shares and the 140,000,000 Ordinary Shares that have been allotted, conditional upon Admission, pursuant to the Placing, at the price of 1 pence per Ordinary Share to Placees.
C.4	**Rights Attached to the Securities** Each Ordinary Share ranks *pari passu* for voting rights, dividends and return of capital on winding up. The Ordinary Shares shall confer upon the holders the right to receive dividends and other distributions and participate in the income or profits of the Company, provided that the Ordinary Shares shall not confer upon the holders the right to receive any dividend paid, made or declared of the net proceeds of the sale of assets held by the Company at 10 October 2016 and included on the Company's Balance Sheet as "Investments – Available for sale" as at the date of the General Meeting (the Legacy Assets). The Deferred Shares shall confer upon the holders the following rights and shall be subject to the following restrictions. (i) *Return of Capital* On the return of assets on a winding up of the Company, after the holders of the Ordinary Shares have received the aggregate amount paid up thereon plus £10,000,000 for each such share held by them, there shall be distributed amongst the holders of the

Deferred Shares an amount equal to the nominal value of the Deferred Shares and thereafter any surplus shall be distributed amongst the holders of the Ordinary Shares *pro rata* to the number of Ordinary Shares held by each of them respectively. Save in relation to the proceeds of sale of any Legacy Assets, the holders of the Deferred Shares shall have no interest or right to participate in the assets of the Company.

(ii) *Dividends*

The Deferred Shares shall not confer upon the holders the right to receive any dividends or other distribution or to participate in the income or profits of the Company, save that the Deferred Shares shall confer upon the holders the right to receive, *pro rata* the number of Deferred Shares held as a proportion of the total number of Deferred Shares in issue, any dividend declared, made or paid of the proceeds of the sale of any Legacy Assets.

(iii) *Transfers*

Subject to the provisions of the Act, the Company may acquire all or any of the Deferred Shares in issue at any time for no consideration. Pending such acquisition, each holder of the Deferred Shares shall be deemed to have irrevocably authorised the Company, at any time:

(a) to appoint any person to execute (on behalf of the holder of the Deferred Shares) a transfer thereof and/or an agreement to transfer the same to the Company or to such person or persons as the Company may determine as custodian thereof or to give instructions to transfer any Deferred Shares held in uncertificated form to such person as the Directors may determine in their absolute discretion, in each case without obtaining the sanction of the holder(s) of them and without any payment being made in respect of that transfer;

(b) pending such transfer, to retain such holder's certificate (if any) for the Deferred Shares; and

(c) other than as specified in Article 3.4, the Deferred Shares shall not be capable of transfer at any time other than with the prior consent of each of the Directors, nor shall the holders of them be entitled to mortgage, pledge, charge or otherwise encumber them or create or dispose of or agree to create or dispose of any interest (within the meaning of section 820 of the Act) whatsoever in any.

(iv) *Voting*

The Deferred Shares shall not confer on the holders thereof any entitlement to receive notice of or to attend or speak at or vote at any general meeting of the Company.

(v) *Further Participation*

The Deferred Shares shall carry no right to participate in the profits or assets of the Company.

(vi) *Variation of Rights*

Subject to the Act, the rights attaching to the Deferred Shares shall not be deemed to be varied or abrogated by the creation and/or allotment and/or issue of any further shares, the passing of any resolution of the Company reducing its share capital or cancelling the Deferred Shares and none of the rights or restrictions attached to the Deferred Shares shall be or deemed to be varied or abrogated in any way by the passing or coming into effect of any special resolution of the Company to reduce its share

	capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid up or to cancel such Deferred Shares). Every Ordinary 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 or she 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 no dividend shall be declared in excess of the amount recommended by the Board. On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Act and the Insolvency Act 1986 (as amended), divide amongst the Shareholders *in specie* the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall determine.
C.5	**Restrictions on Transferability** All Ordinary Shares are freely transferable. The Deferred Shares shall not be capable of transfer at any time other than with the prior consent of each of the Directors.
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 UK Listing Authority ("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 30 March 2017.
C.7	**Dividend Policy** The Company intends to pay dividends on the Ordinary Shares following an Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

SECTION D – RISKS	
D.1	**Key Information on the Key Risks that are Specific to the Issuer or its Industry**
	RISKS RELATING TO THE COMPANY AND ITS BUSINESS The Company will be dependent on the efforts and expertise of the Directors and the Advisory Committee, together with the performance and retention of key personnel and management.

Should a Reverse Takeover be announced by the Company or knowledge of the same leak into the market then trading in 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 for a prolonged period it may adversely affect the value of the shares.

The costs to the Company of complying with the continuing obligations under the Listing Rules, Prospectus Rules, the Disclosure Guidance and Transparency Rules and the Market Abuse Regulation 2014 will be financially significant due to the Company's relatively small size on Admission.

Any costs associated with potential investments that do not proceed to completion will affect the Company's performance.

The Company may not be able to dispose of its investments in a timely fashion and at satisfactory prices and may be subject to liability following disposal of assets.

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

It is likely that, in many cases, the Company will acquire an interest in an underlying asset which does not confer upon it the ability to control the underlying asset.

Future growth and prospects for the Company will depend on its management's ability to manage the business of the Company and to continue to expand and improve operational, financial and management information and quality control systems in relation to its investments on a timely basis, whilst at the same time maintaining effective cost controls.

INDUSTRY RELATED RISKS

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

Activities in the oil and gas sectors can be dangerous and may be subject to interruption.

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

The Company will need to rely on third parties to operate its assets and will not have direct control over production from its assets.

Inability to acquire or renew necessary drilling or mining rights and concessions, licenses, permits and other authorisations and/or such concessions, rights, licenses, permits and other authorisations may be suspended, terminated or revoked prior to their expiration.

The Company may be required to contribute to unexpected costs in the underlying assets in which it invests.

FINANCIAL RISKS

Estimates in financial statements are based on assumptions which may prove to be inaccurate.

The Company cannot guarantee that it will achieve revenue growth and profitability.

Investments in overseas assets will expose the Company to exchange rate fluctuations.

The Company may be exposed to the credit risk of third parties such as joint venture partners.

D.3	**Key Information on the Key Risks that are Specific to the Securities** **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. The Company may be unable or unwilling to transition to a Premium Listing or other appropriate listing venue in the future. Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable. The Company's investments or future acquisitions, expansion, activity and/or business development will require additional capital, whether from equity or debt sources. There can be no guarantee that the necessary funds will be available on a timely basis, on favourable terms, or at all, or that such funds if raised, would be sufficient. The issue of the Placing Shares will dilute the interest of Shareholders, and will represent 86.4 per cent. of the Enlarged Share Capital of the Company. The exercise of all the outstanding options and warrants would result in the issue of further Ordinary Shares which would represent 29.39 per cent. of the Fully Diluted Share Capital. If only the options with an exercise below the Placing Price are exercised they would represent 16.71 per cent. of the, as then, enlarged number of Ordinary Shares.

SECTION E – OFFER	
E.1	**Total Net Proceeds/Expenses** The Company has conditionally raised gross proceeds of £1.4 million through the Placing and Admission and the estimated net proceeds of which are approximately £1,154,500.
E.2a	**Reasons for the Offer and Use of Proceeds** The objective of the Company is to acquire oil and gas production or near production assets. The Directors continue to monitor the severe difficulties that some companies operating in exploration and production in the oil and gas sector are currently facing in the market and believe that the sharp decline in the oil price over the last 3 years to around $50 a barrel (brent) today, alongside the erosion of investor confidence, has created a window of opportunity for well capitalised oil and gas investors to acquire interests in assets owned by financially distressed oil and gas businesses. 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 acquiring assets in the Oil & Gas production or near production space. £20,000 of the funds raised through the Placing will be used for the repayment of part of Convertible Loan Stock 2016. The balance of the Convertible Loan Stock 2016 will be converted into new Ordinary Shares at the Placing Price after Admission, in accordance with the terms of the instrument. The Company's intention is to utilise as much of its initial capital on due diligence for potential Acquisitions as possible. 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.

E.3	**Terms and Conditions of the Offer** Pursuant to the Placing, Ordinary Shares will be offered to certain institutional investors outside the United States at 1 pence per share, conditional upon Admission occurring and becoming effective by 8:00 a.m. London time on or prior to 30 March 2017 (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 Directors has 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 Directors to transfer their Ordinary Shares are subject to certain usual and customary exceptions and exceptions for: transfers for estate planning purposes; death; pursuant to a court order; transfers to family trusts; transfers to personal pensions; the acceptance of, or provision of, an irrevocable undertaking to accept, a general offer made to all Shareholders.
E.6	**Dilution** Shareholdings immediately prior to Admission will be diluted by 86.4 per cent. as a result of the new Ordinary Shares issued pursuant to the Placing. Furthermore, as at the date of Admission, the number of share options, warrants and convertible loan stock that the Company has issued or will issue to subscribe for Ordinary Shares is as follows:

Number of share options	*Number of warrants*	*Number of Ordinary Shares to be issued pursuant to conversion of the balance of the Convertible Loan Stock 2016*	*Percentage of Fully Diluted Share Capital*	*Exercise or Conversion Price (£)*	*Exercise Period*
600,000	—	—	0.23	2.800	15/02/12 to 02/05/21
32,500,000	—	—	12.71	0.001	10 Years from Admission
28,375,000	—	—	11.09	0.010	10 Years from Admission
12,312,500	—	—	4.81	0.020	10 Years from Admission
—	1,400,000	—	0.55	0.010	2 Years from Admission
—	—	18,600,000	7.27	0.010	—
Fully Diluted (%)			**36.66**		

In the event that all share options and warrants were exercised, excluding the 600,000 options with an exercise price of £2.80, this would raise an additional £587,500 for the Company.

	Should share option and warrant holders, who are existing Shareholders, choose not to execute their entitlements, then they would likely face dilution in that their percentage ownership of the Company would fall if other share option or warrant holders choose to exercise their entitlements. 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.

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.

RISKS RELATING TO THE COMPANY AND ITS BUSINESS

The Company will be dependent on the efforts and expertise of the Directors and the Advisory Committee, together with the performance and retention of key personnel and management.

The success of the Company will be dependent on the services of key management and operating personnel.

The Directors are not obliged to commit their whole time to the Company's business; they may 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.

The Directors believe that the Company's future success and performance will depend largely on its ability to retain the services of the Advisory Committee, its Directors and other senior management and attract additional highly skilled and qualified personnel, and to expand, train and manage its employee base. There can be no guarantee that the Advisory Committee, its Directors and other senior management or other suitably skilled and qualified individuals will be retained or identified and employed. If the Company fails to retain or recruit the necessary personnel, or if the Company loses the services of any of the Advisory Committee, its Directors and other senior management, its business and performance could be materially adversely affected.

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 for a prolonged period it may 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 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 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 of 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, Disclosure Guidance and Transparency Rules and the Market Abuse Regulation 2014 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.

The Company is likely to hold assets in numerous jurisdictions and will be required to comply with local laws and regulations

The Company is likely to acquire assets in numerous jurisdictions over the medium term. Successful management of these assets will likely be determined by the Company identifying and adhering to the regulatory requirements in those jurisdictions. There can be no guarantee that the Company will always be able to identify such requirements or ensure that the necessary licenses and/or approvals have been obtained. If the appropriate licenses and/or approvals have not been obtained or the terms and conditions of a licence and/or approval or any local laws and/or regulations have been violated, the Company could incur a fine (the amount will be dependent on the nature of the violation), the companies, joint venture partners and/or third parties that are connected to the Company and the underlying asset could be subject to a financial liability, required to change their business practices or forced to suspend or terminate operations in the relevant territory. Alternatively, the companies, joint venture partners and/or third parties that are connected to the Company and the underlying asset could be required to obtain new or different licenses or regulatory approvals. Such eventualities could result in costs or other consequences that could materially adversely affect the financial performance and/or prospects of the Company.

Furthermore, though the Company will seek to invest in politically stable and fiscally attractive countries, the Company may invest in assets in regions with varying degrees of commercial, legal and political stability or regions which were stable and fiscally attractive at the time the investment was made but may cease to be. 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 any of the Company's assets which may result in the nullification or renegotiation of its investment arrangements.

The Company's performance will depend on general oil and gas market conditions

The Company's revenues, profitability and future growth are substantially dependent on prevailing prices of oil and natural gas and its ability to either realise or seek a return from its investments. Prices for oil and natural gas are subject to large fluctuations in response to a number of factors including relatively minor changes in the supply of, and demand for, oil and natural gas, in addition to other factors beyond the control of the Company. Whilst the Company believes it takes a conservative approach to making investment decisions, a further fall in oil and gas prices could affect the Company's profitability and ability to pay dividends and may have a negative impact on the Company's ability to identify and acquire assets that generate acceptable returns.

Any costs associated with potential investments that do not proceed to completion will affect the Company's performance

The Company expects to incur certain third party costs associated with any investment opportunity. Whilst the Company will always seek to minimise any such costs, it can give no assurances as to the ongoing level of these costs or that negotiations to acquire any such assets will be successful; the greater the number of these deals which do not reach completion, the greater the impact of such costs on the Company's performance, financial condition and business prospects.

The Company may face significant competition for investment opportunities

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

The Company may incur losses in excess of insurance proceeds, if any, or from uninsurable events

The assets in which the Company has invested may suffer physical damage, including from natural disasters such as earthquakes, drought and floods, all of which are outside of the Company's control and may result in losses which may not be fully compensated for by insurance, or at all. Also, there are certain types of losses, generally of a catastrophic nature, that may be uninsurable or are not economically insurable. Should any uninsured loss or loss in excess of insured amounts be incurred, the Company may lose capital invested in that investment as well as future revenue therefrom. In addition, depending on the local laws and regulations, the Company may be liable to contribute and repair the damage caused by uninsured risks. Any material uninsured losses may have a materially adverse effect on the Company's performance, financial condition and business prospects.

The Company may not be able to dispose of its investments in a timely fashion and at satisfactory prices and may be subject to liability following disposal of assets

To the extent that market conditions are not favourable or deteriorate, the Company may not be able to realise its investments at satisfactory prices. This could result in lower returns (if any) to Shareholders. Furthermore, the Company may be exposed to future liabilities and/or obligations with respect to the disposal of investments. The Company may be required to set aside money for warranty claims or contingent liabilities or may be required to pay damages (including but not limited to litigation costs) to the extent that any representations or warranties that it has given to a joint venture partner, purchaser or other third party connected with the underlying asset prove to be inaccurate. In certain circumstances, it is possible that any incorrect representations or warranties could give rise to a right to unwind the investment arrangements in addition to the payment of damages. Further, the Company may become involved in disputes or litigation in connection with such disposed investments. In certain jurisdictions, certain obligations and liabilities associated with the ownership of such investments can also continue to exist notwithstanding any disposal, such as environmental liabilities. Any such claims, litigation or obligations, and any steps which the Company is required to take to meet the cost could have an adverse effect on the Company's performance, financial condition and business prospects.

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

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential investment prior to entering into any legally binding agreement in connection therewith to acquire any assets. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular investment opportunity or the consideration payable for that investment. The Company also intends to use information revealed during the due diligence process to formulate its business and operational planning for, and its valuation of, any target investment. Whilst conducting due diligence on a potential investment, the Company will rely on publicly available information, if any, and information provided by the relevant counterparties to the extent such party is willing or able to provide such information and, in some circumstances, third party investigations (such as legal and technical reports on the underlying assets).

There can be no assurance that the due diligence undertaken with respect to a potential investment opportunity will reveal all relevant facts that may be necessary to evaluate such opportunity including the determination of the price the Company pays for an investment. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgements regarding the results of operations, financial condition and prospects of a potential investment opportunity. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in an underlying asset, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an investment, the Company may subsequently incur substantial impairment charges or other losses. Following completion of an investment, the Company may be exposed to significant, previously undisclosed liabilities of the underlying asset that were not identified during due diligence, including an inability to obtain any necessary regulatory and governmental licenses and clearances or environmental, structural or operational defects which require remediation. This may undermine any attempt to restructure its interest in the asset and have a material adverse effect on the Company's financial condition and results of operations.

It is likely that, in many cases, the Company will acquire an interest in an underlying asset which does not confer upon it the ability to control the underlying asset

Although the Company may complete some investments that result in it acquiring the whole voting control of a target company, business or asset, other investment opportunities are likely to result in the Company acquiring an interest which prevents it from controlling the underlying assets without the co-operation of other stakeholders. Accordingly, the Company's decision-making authority may be limited. Such investments may also involve the risk that such other stakeholders may become insolvent or unable or unwilling to fund additional investments in the underlying asset. Such other stakeholders may also have interests which are inconsistent or conflict with the Company's interests, or they may obstruct the Company's strategy or propose an alternative strategy. This may also occur when stakeholders dispose of their interest and new investors seek to implement an alternative strategy to exploit the asset. In addition, disputes among the Company and any such other stakeholders could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the revenues generated by that interest and, therefore, the financial condition of the Company.

The Company may not successfully manage its growth

Expansion of the business of the Company may place additional demands on the Company's management, administrative and technological resources and marketing capabilities, and may require additional capital expenditures. If the Company is unable to manage any such expansion effectively, then this may adversely impact the business, development, financial condition, results of operations, prospects, profits, cash flow and reputation of the Company.

The Company will rely on the retention of, and formation of, business relationships

The Company will rely significantly on maintaining good relationships with other entities. There can be no assurance that the Company's existing relationships will continue or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance which causes the early termination or non-renewal of any of these key business relationships could adversely impact upon the Company, its assets, business, development, financial condition, operating results or prospects.

Internal controls

Future growth and prospects for the Company will depend on its management's ability to manage the business of the Company and to continue to expand and improve operational, financial and management information and quality control systems in relation to its investments on a timely basis, whilst at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the Company's increasing investment portfolio could have a material adverse effect on the Company's business, financial condition and results of operations.

INDUSTRY RELATED RISKS

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

Global supply and demand affects commodity prices. Widespread trading activities by market participants seeking either to secure access to commodities or to hedge against commercial risks may also affect market prices. 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 which may reduce the value of the Company's investments.

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 completion of an investment.

Activities in the oil and gas sectors can be dangerous and may be subject to interruption

The assets in which the Company will make investments are subject to the significant hazards and risks inherent in the oil and gas sector and countries in which the underlying assets are located. These hazards and risks include:

- explosions and fires;
- blowouts and other operational disruptions;
- disruption to production operations;
- spills, release of gas or soil contamination from site operations and storage;
- natural disasters;
- ruptures and spills from crude and product carriers or storage tanks;
- equipment break-downs and other mechanical or system failures;
- improper installation or operation of equipment;
- transportation accidents or disruption of deliveries of crude oil, fuel, equipment and other supplies;
- disruption of electricity, water and other utility services;
- acts of political unrest, war or terrorism;
- labour disputes; and
- community opposition activities.

The discovery of environmentally hazardous conditions and/or substances in the Company's assets may result in unforeseen remedial work

The Company's assets are subject to the environmental risks inherent in the oil and gas industry. Significant liability could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of assets purchased by the Company, acts of sabotage by third parties or non-compliance with environmental laws or regulations by the Company or any co-owner or third party connected with the underlying asset. The discovery of previously undetected environmentally hazardous conditions in the assets in which the Company has invested could result in unforeseen remedial work or future liabilities even after the disposal of such asset. Furthermore, the presence of environmentally hazardous substances may adversely affect the Company's ability to dispose of investments at a level that would support the Company's investment strategy which would, in turn, have a material adverse effect on the Company's performance, financial condition and business prospects.

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

The natural resources sector involves extractive enterprises. These endeavours often make the sector a hazardous industry. The industry is highly regulated by health, safety and environmental laws. The assets in which the Company invests may be subject to these kinds of governmental regulations in any region in which such assets are located. The operations of these assets are subject to general and specific regulations and restrictions governing drilling and production, mining and processing, land tenure and use, environmental requirements (including site specific environmental licenses, permits and remediation requirements), workplace health and safety, social impacts and other laws. Ensuring the assets in which the Company invests comply with all local health, safety and environmental laws may be costly and it may be that operations are temporarily suspended if remedial action must be taken in respect of those assets. This work may require further funding by the Company and suspension of operations will likely reduce revenues to the Company.

The Company will need to rely on third parties to operate its assets and will not have direct control over production from its assets

The Company will be relying on external contractors and third parties to operate production connected with the assets in which it invests. As a result, the Company is dependent on those third parties and external contractors performing satisfactorily and fulfilling their obligations. Any such failure by an external contractor may lead to delays or curtailment of the production, transportation, refining or delivery of oil and gas and related products. In addition, the costs of third party operators may increase, leading to higher production and transportation expenses attributable to an asset. Any such failure in performance or increase in costs could have an adverse effect on the asset's results of operations and, therefore, revenues to the Company.

Furthermore, some of the services required for the operation of any assets in which the Company invests are currently only available on commercially reasonable terms from a limited number of providers. These operations and developments may be interrupted or otherwise adversely affected by failure to supply, or delays in the supply of, services. If it becomes necessary to change a provider of such services, there is no guarantee that this would not result in an asset being subject to additional costs, interruptions to supply continuity or other adverse effects on its business. There is also no guarantee that adequate replacement services will be found on a timely basis or at all. Any failure in performance by third party service providers, external contractors or consultants, increase in costs or inability to find adequate replacement services on a timely basis, if at all, could have a material adverse effect on the productivity of an asset in which the Company has invested and, therefore, the Company's business prospects, financial condition and results of operations.

Inability to acquire or renew necessary drilling or mining rights and concessions, licenses, permits and other authorisations and/or such concessions, rights, licenses, permits and other authorisations may be suspended, terminated or revoked prior to their expiration

The assets in which the Company invests will likely be operating under existing drilling or mining rights and concessions, licenses, 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 the asset's results of operations, cash flows and financial condition. In addition, any existing drilling or mining rights and concessions, licenses, permits and other authorisations of the acquired businesses may be suspended, terminated or revoked if it fails to comply with the relevant requirements. Each of these could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

The Company may be required to contribute to unexpected costs in the underlying assets in which it invests

The assets in which the Company invests may suffer unexpected physical damage or the condition and lifespan of any equipment or machinery may deteriorate at a faster rate than expected. Furthermore, the infrastructure supporting the operations of the underlying asset may be subject to unexpected damage and there may be insufficient contingency funds. The Company may, therefore, be liable to contribute to unexpected maintenance, operating and/or other costs of the underlying assets in which the Company has invested which may have a materially adverse effect on the Company's performance, financial condition and business prospects.

FINANCIAL RISKS

Estimates in financial statements are based on assumptions which may prove to be inaccurate

Preparation of consolidated financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgement to determine the amount to be recorded on its financial statements in connection with these estimates. The Company's accounting policies require management to make certain estimates and assumptions as to future events and circumstances. However, the actual amounts could differ from those based on estimates and assumptions. In addition, the carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. If any of these estimates and assumptions is inaccurate, the Company could be required to write down the value of certain assets.

The Company cannot guarantee that it will achieve revenue growth and profitability

The Company cannot guarantee that it will be able to achieve or sustain revenue growth and achieve or sustain profitability in the future. If the Company is unable to achieve or sustain profitability, the business could be severely harmed. The Company's operating results may fluctuate as a result of a number of factors, many of which are beyond its control. These factors include, amongst others, the growth rate of markets into which the energy and resources deriving from assets in which the Company has invested can be sold, market acceptance of and demand for energy and resources and those of its customers and unanticipated delays, problems in the introduction of its services or products. If the Company does not realise sufficient revenue levels to sustain profitability, it may require additional working capital and financing in the medium term, which may not be available on attractive terms, or at all.

Investments in overseas assets will expose the Company to exchange rate fluctuations

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

The Company may be exposed to the credit risk of third parties such as joint venture partners

In the normal course of its business, the Company will enter into contractual arrangements with third parties that subject the Company to the risk that such parties may default on their obligations. Hence, the Company may be exposed to third party credit risk through its contractual arrangements with its current or future joint venture partners, suppliers or other third parties. In the event such entities fail to meet their contractual obligations to the Company, such failures could have a material adverse effect on the Company and its future cash flow from operations.

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 the 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 a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares. Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled "Consequences of a Standard Listing" on Page 28 of this Document.

The Company may be unable or unwilling to transition to a Premium Listing or other appropriate listing venue in the future

The Company is currently not eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not currently intend to seek to transfer to either a Premium Listing or other listing venue. 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 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 an investment or acquisition where the Company could be operating a substantial business but would not need to comply with such higher standards.

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.

The Company will be required to raise further finance to fund new investments

The Company's investments or future acquisitions, expansion, activity and/or business development will require additional capital, whether from equity or debt sources. There can be no guarantee that the necessary funds will be available on a timely basis, on favourable terms, or at all, or that such funds if raised, would be sufficient. Whilst the Directors have no current plans for raising additional capital immediately after Admission and are of the opinion, having regard to the proposed net proceeds of the Placing, that the working capital available to the Company will be sufficient for its present requirements, that is the period of twelve months from the date of this Document, it is possible that the Company will need to raise extra capital in the future to develop fully the Company's strategy. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms favourable to the Company or to the Shareholders. If additional funds are raised through the issuance of new equity other than on a *pro rata* basis to existing holders, the existing shareholders' holdings of Ordinary Shares may be diluted as the percentage ownership of existing Shareholders may be reduced and the new securities may carry rights, privileges and preferences superior to the Ordinary Shares.

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.

The Directors may seek debt finance to fund all or part of any future investment. There can be no assurance that the Company will be able to raise those debt funds, whether on acceptable terms or at all. If debt financing is obtained, the Company's ability to raise further finance and its ability to operate its business may be subject to restrictions. A number of factors (including changes in interest rates, conditions in the banking market and general economic conditions which are beyond the Company's control) may make it difficult for the Company to obtain new financing on attractive terms or even at all. If the Company's borrowings become more expensive, then the Company's profits will be adversely affected.

If the Company is not able to obtain additional capital on acceptable terms, or at all, it may be forced to curtail or abandon planned investment opportunities, expansion, activity and/or business development and any of the above could have a material adverse effect on the Company.

Dilution and possible issue of shares

The issue of the Placing Shares and/or the exercise of options or warrants and the conversion of part of the Convertible Loan Stock 2016 will dilute the interest of Shareholders. The issue of the Placing Shares will represent 86.4 per cent. of the Enlarged Share Capital of the Company.

The Directors have been authorised to allot equity securities other than on a pre-emptive basis up to an aggregate nominal amount of £10,000,000.

At the date of this Document, conditional upon Admission, there are options outstanding over 73,787,500 Ordinary Shares, warrants outstanding over 1,400,000 Ordinary Shares and the £93,000 balance of the Convertible Loan Stock 2016 to be converted after Admission. If all these options, warrants and the convertible loan stock were to be exercised they would represent 36.66 per cent. of the Fully Diluted Share Capital. If only the 32,500,000 options with an exercise below the Placing Price are exercised after Admission they would represent 16.71 per cent. of the, as then, enlarged number of Ordinary Shares. Upon exercise, these options would generate proceeds of £32,500 and at the Placing Price, the Ordinary Shares issued would be valued at £325,000.

Changes in taxation law may have adverse consequences on the tax position of the Company

This document has been prepared in accordance with current taxation laws and practice in the UK. UK taxation legislation and interpretation is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors. Any change in the Company's tax position or status or in tax legislation or proposed legislation, or in the interpretation of tax legislation or proposed legislation by tax authorities or courts, or tax rates, could adversely affect the Company's ability to pay dividends, dividend growth or the market value of the Ordinary Shares and thus may alter the net return to investors. The UK government has been known to introduce retrospective tax legislation and this cannot be ruled out in the future.

The Company's ability to pay dividends will depend upon its ability to generate sufficient earnings and certain legal and regulatory restrictions

The dividend policy of the Company and declaration, payment and amount of any future dividends are dependent upon the Company's financial condition, cash requirement, future prospects, profits available for distribution and other factors deemed to be relevant at the time and on the continued health of the markets in which it operates in addition to any restrictions set out in the applicable law or generally accepted accounting principles from time to time. There can be no guarantee that the Company will pay dividends in the foreseeable future.

In addition, the Company intends to reduce its share capital in accordance with existing shareholder approvals to create the distributable reserves necessary to declare dividends. Although the Company intends to do this when appropriate, there is no guarantee that this will be successfully executed.

If the Company is wound up, distributions to Shareholders will be subordinated to the claims of Creditors

On a winding-up of the Company, holders of the Ordinary Shares will be entitled to be paid a distribution out of the assets of the Company available to its members only after the claims of all Creditors of the Company have been met and any funds arising from the sale of the Legacy Assets have been distributed to the holders of Deferred Shares.

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 Guidance 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 Guidance 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 Guidance 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 Guidance 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 14 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 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) thereunder, 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 it 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:

(a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;

(b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and

(c) 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". 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:

(a) the Company's ability to identify suitable acquisition opportunities or the Company's success in completing an Acquisition;

(b) the Company's ability to ascertain the merits or risks of the operations of target company or business;

(c) the Company's ability to deploy the Net Proceeds on a timely basis;

(d) the availability and cost of equity or debt capital for future transactions;

(e) 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

(f) 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 Guidance 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 on page 108 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.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	24 March 2017
Admission and commencement of dealings in Ordinary Shares	8.00 a.m. on 30 March 2017
Delivery of Ordinary Shares into CREST	8.00 a.m. on 30 March 2017
Ordinary Share certificates dispatched by	6 April 2017

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.

ADMISSION STATISTICS

Number of Ordinary Shares in Issue at the Date of this Document	22,014,596
Number of Placing Shares	140,000,000
Placing Price	1 pence
Market Capitalisation at the Placing Price	£1.62 million
Number of share options outstanding at Admission	73,787,500
Number of warrants outstanding at Admission	1,400,000
Fully Diluted Share Capital (assuming all outstanding share options and warrants are exercised and the balance of the Convertible Loan Stock 2016 is converted to Ordinary Shares)	255,802,096

DEALING CODES

TIDM	PATH
SEDOL	BYQD505
ISIN Number	GB00BYQD5059

DIRECTORS AND ADVISORS

Directors	Brent Fitzpatrick *Non-Executive Chairman* Christopher Theis *Chief Executive Officer* Andrew Yeo *Chief Operating Officer* Rakesh Patel *Chief Financial Officer* Donal Boylan *Non-Executive Director* Tommaso Corrado *Non-Executive Director* The business address for each of the Directors is: Aston House, Cornwall Avenue, London N3 1LF
Company Secretary	Rakesh Patel
Registered Office	Aston House Cornwall Avenue London N3 1LF Tel: 020 8731 3000
Website	www.pathinvestmentsplc.com
Broker and Financial Advisor	Shard Capital Partners LLP 23rd Floor 20 Fenchurch Street London EC3M 3BY
Auditors and Reporting Accountants	HW Fisher & Company Acre House 11-15 William Road London NW1 3ER
Solicitors to the Company	Bond Dickinson LLP 4 More London Riverside London SE1 2AU
Solicitors to the Broker and Financial Advisor	Marriott Harrison LLP 11 Staple Inn London WC1V 7QH
Bankers	Royal Bank of Scotland Plc 28 Cavendish Square London W1M 0DB
Registrar	Capita Asset Services Ltd The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
Financial PR	IFC Advisory Ltd 73 Watling Street London EC4M 9BJ

PART I

THE COMPANY'S STRATEGY

Introduction

The Company was incorporated in June 2000 as Hallco 459 plc and changed its name to The Niche Group PLC in November of that year. The shares were first admitted to trading on AIM in August 2004. In 2010, the Company underwent a transition from a small Company investing in pre-ipo opportunities to one with a sizeable interest in a company operating in the natural resources sector (gas) in Turkey. The Company made a series of convertible loans (in aggregate amounting to approximately £18.6 million) to Oman Resources Limited, an investment vehicle which invested the proceeds of those loans into certain Turkish Assets. Oman Resources Limited failed to repay the loans after demands for repayment were made by the Company. The Company's admission to AIM was subsequently cancelled on 12 September 2012 under AIM Rule 41 as a result of its shares being suspended from AIM for six months pending a reverse takeover which was not completed.

Since that time, the Company has changed its management team and has developed a new strategy and business plan: seeking investment opportunities in production and near production assets in the oil and gas market. The Directors believe that in order for this strategy to be successfully implemented, it is necessary for the Company's shares to be admitted to the Official List and trading on the main market of the London Stock Exchange. The Company changed its name to Path Investments plc on 20 February 2016 to reflect these new developments and objectives.

In October 2016, the Company subdivided its existing ordinary share capital of 40 pence each into new Ordinary shares of 0.1 pence and Deferred shares of 39.9 pence. Each Ordinary share ranks *pari passu* for voting rights, dividends and return of capital on winding up. The Deferred shares, which are transferable only with the prior consent of each of the Directors, confer upon the holders the rights to receive dividends paid, made or declared solely from the net proceeds of the sale of assets held by the Company and included on the Company's balance sheet as "Investments – Available for Sale" as at 10 October 2016 (the Legacy Assets). The Legacy Assets in Turkey comprise of a 5 per cent. interest in each of ARAR and Alpay Enerji AS. These assets remain available for sale, are fully provided for in the Company's balance sheet and there is no ongoing cash requirement on the Company. In the event of a disposal, any expenses attributed to the sale process will be deducted from the amount which might otherwise have been paid to the Deferred shareholders.

Company objective

The objective of the Company is to acquire oil and gas production or near production assets. It is designed to be a low risk oil and gas play which can offer investors a premium yield as well as offering development potential.

The Directors continue to monitor the severe difficulties that some companies involved in exploration and production are currently facing and believe that the sharp decline in the oil price over the last 3 years to around $50 a barrel (brent) today, alongside the erosion of investor confidence, has created a window of opportunity for well capitalised oil and gas investors to acquire interests in assets owned by financially distressed oil and gas businesses.

The Directors are looking to create a diversified portfolio of assets that is mindful of the maturity of asset developments, life of income stream and the potential for growth.

The Acquisitions to be made by the Company may be in conjunction with either listed or unlisted companies, made by direct acquisition or through farm-in, may be in companies, partnerships, or joint ventures set up expressly for the purpose of holding assets in the oil and gas sector or direct interests in oil and gas projects. Wherever possible, the Company will look to make direct investments in assets as it provides a greater degree of control over risk management, investment decisions and cashflows.

The Company does not intend to be limited to a specific geography or geological basin and whilst proposed investments will likely involve non-operated assets, they may still range from a minority position to majority ownership.

The Company does not intend to invest or trade in physical commodities except where such physical commodities form part of a producing asset.

The Company has not traded in the last 12 months, and does not have any specific acquisition under consideration or commitments to proceed at present. It does not expect to engage in substantive negotiations with any target company or business until after Admission.

With no specific acquisition under consideration, the Company's executive management is weighted to satisfy its initial execution, corporate finance, accounting and administrative functions until a project is identified and acquired. With an Acquisition, management may be augmented by the addition of requisite skills such as geology and legal expertise. The Advisory Committee members have been chosen to help facilitate that transformation, as well as to advise on target assessment.

The Directors intend, as far as possible, given the size of the Company, to comply with the UK Corporate Governance Code, but in any case will follow the Quoted Companies Alliance ("QCA"), Corporate Governance Code for small and mid-size quoted companies. The Company already has three non-executive directors, two of which are considered by the Company to be independent, and audit and remuneration committees in place. The Company is subject to the City Code on Takeover and Mergers.

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 another exchange.

Should the Company fail to make an Acquisition by the second anniversary of Admission the Board will consult with its shareholders as to the future direction and activities of the Company which may include de-listing the Company's shares.

Business Strategy

Background

The previous sustained period during which oil was priced at $100 a barrel or more had seen companies raise their appetite for risk; not just in exploration activity but also by investing in high cost appraisal and development programmes. The fall in commodity prices has led to pressure on project commitments and cash flow shortages which has left many proven and producing projects starved of capital. This is particularly acute at the smaller end of the quoted sector where exploration exposure is much higher.

It is possible for investors to acquire interests in assets which are both economic today as well as having development potential for the future. In addition to the fall in the cost of assets, new entrant advantages as an investor include the ongoing reductions in project costs along with, in many cases, significant sunk costs, infrastructure and technical understanding. In certain cases there is also the ability to access the cost or tax pools. Revenue generation from some of these assets can be either imminent or immediate.

The Company does not intend to be an operator of the assets in which it invests, but will seek to provide active management alongside the capital it provides to ensure that the assets are utilised as effectively and economically as possible.

The Opportunity

The Company focus will be on identifying quality assets which are, in the opinion of the Directors, underperforming, undeveloped and/or undervalued, and where the Directors believe that their expertise and experience, in conjunction with that of the investee management, can be deployed to facilitate growth or unlock inherent value.

The Company initially intends to target assets amongst the 500+ quoted small and medium sized energy companies on AIM, ASX and TSX Venture Exchanges.

The Company will apply strict financial hurdles which will include minimum cash pay back periods, a focus on Internal Rates of Return ("IRR") and a requirement to be economic at today's prices.

The Company believes the window available to deploy capital is between 24 to 36 months from Admission, and whilst the Company does not have any specific acquisition under consideration, it has been active in seeking out the necessary information sources to identify future opportunities. These range from internal sources such as desk research, existing shareholders, direct approach, institutional investors and country search; and external sources which include private equity, intermediaries, debt providers, regulatory news and industry referral. As a result of this work, the Company currently has 30 Non-Disclosure Agreements ("NDA's") in place with various energy industry participants.

Execution

It is intended that the Executive Directors will conduct the initial appraisals of potential projects and, where they believe a potential opportunity merits detailed project work, it will be passed to the Advisory Committee who will ensure that an appropriately qualified person is available to assist with the detailed technical due diligence. Once due diligence on a proposed investment has been completed, the Board will be required to approve the proposed investment with a view to completing the investment from one of, or a combination of, existing cash resources, new equity financing or debt financing. The asset transaction management process will be managed by the Executive Directors with their work overseen by the Board.

Where appropriate, the Company will 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.

Reasons for the Offer and Use of Proceeds

The funds raised through the Placing will be used to pay the expenses of the Placing and Admission, £20,000 for the repayment of part of the Convertible Loan Stock 2016 and further the Company's objective of identifying Acquisitions. The balance of the Convertible Loan Stock 2016 will be converted into new Ordinary Shares at the Placing Price after Admission. Thereafter, the intention is for the listing to provide access to funding to support the Company's Acquisition programme.

In making any Acquisition the Company will focus on acquiring assets in the Oil and Gas production or near production space.

The Company's intention is to utilise as much of its initial capital on due diligence for potential Acquisitions as possible.

The Company may 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.

Tax

Shareholders should take their own tax advice as to the consequences of acquiring and owning Ordinary Shares as well as receiving dividends and other distributions from the Company. In particular, Shareholders should be aware that ownership of Ordinary Shares can be treated in different ways in different jurisdictions.

PART II

THE COMPANY, THE BOARD AND THE CAPITAL STRUCTURE

The Company

The Company was incorporated on 2 June 2000 as a public company with limited liability under the Companies Act.

The Company's issued share capital will, on Admission, consist of Ordinary Shares and Deferred Shares. It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities.

The Board

1. Directors and the Board

1.1 The Board

The Board is chaired by the Non-Executive Chairman, Brent Fitzpatrick, with management led by the Chief Executive Officer, Christopher Theis. At Admission, the Board will comprise three Non-Executive Directors (including the Chairman) and three Executive Directors. Brent Fitzpatrick and Tommaso Corrado are considered by the Company to be independent Non-Executive Directors.

1.2 Details of the Directors

Short biographies of the Directors and details of their roles, including the principal activities of the Directors outside of the Group are set out below.

Nigel Brent Fitzpatrick MBE, Non-Executive Chairman, aged 67

Brent has over 20 years' experience as a corporate finance consultant. He was previously Chairman of Global Marine Energy and is currently Chairman of Risk Alliance Group, Vela Technologies and Aboyne-Clyde Rubber Estates of Ceylon Limited. Brent is a non-executive director of Acorn Growth plc. He is a member of the Audit Committee Institute. In 2012, Brent was awarded an MBE for services to education.

Christopher Theis, Chief Executive Officer, aged 57

Christopher is an experienced investment banker and entrepreneur. He has led number one-rated City teams, including Smith New Court and Hoare Govett in the origination, structuring, flotation and placement of secondary market transactions of numerous successful companies. Christopher has also founded a number of successful quoted and private businesses. Christopher holds an MBA from Cass Business School.

Andrew Yeo, Chief Operating Officer, aged 54

Andrew was a founder member of Evolution Securities where he was a board member and executive director. He previously worked for UBS and Hoare Govett, where he first worked alongside Christopher. Over the last ten years, Andrew has gained significant expertise in the oil and gas sectors having had a variety of roles including oil and gas private equity and operational and financial experience in exploration and production activities as CFO of Wessex Exploration PLC.

Rakesh Patel, Chief Financial Officer, aged 53

Rakesh qualified as a Chartered Certified Accountant in 1991 whilst at Gerald Edelman, Chartered Accountants. In 1992 he formed the firm's corporate finance division and was involved in acquisitions, disposals, mergers, private placings and stock market flotations. In 2003, he joined Adler Shine LLP, Chartered Accountants, where he is currently a senior Partner. Rakesh has served on the board of directors of a number of public companies and has worked on more than 40 public company transactions.

Donal Joseph Boylan, Non-Executive Director, aged 53

Donal began his career with GE as a Power Generation field engineer before moving into aviation finance with Aer Lingus, GPA, GE Capital and Royal Bank of Scotland. He was most recently CEO of global aircraft lessors, CBD Leasing and Hong Kong Aviation Capital and board member of several of shareholders', HNA Group and Bohai Leasing, international investments. He has developed an extensive network of Middle East and mainland China investment relationships.

Tommaso Maria Corrado, Non-Executive Director, aged 49

Tommaso is an experienced energy investor and entrepreneur with board-level experience including BG Group (Italian subsidiary) and Swerve Energy (senior partner). Tommaso has held a number of roles which have involved him in the investment and divestment processes of corporations and investors. These included the selection, appraisal, evaluation and assurance of international energy assets and contracts across the value chain and asset development cycles.

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 part-time consultancy basis as the Board assesses potential development projects.

The Executive Board members will conduct initial appraisals of potential projects and, where they believe a potential opportunity merits detailed project work, it will be passed to the Advisory Committee who will ensure that an appropriately qualified person is available to assist with the detailed due diligence. Once due diligence on a proposed investment has been completed, the Board will be required to approve the proposed investment with a view to completing the investment from one of, or a combination of, existing cash resources, new equity financing or debt financing.

The Directors believe that, given the time required to fully maximise the value of early stage development assets, it is expected that most investments will be held for the medium to long term, although short term disposal of assets cannot be ruled out in exceptional circumstances.

The Company does not currently intend to take on any external debt. However, the Company may, in the future, use gearing if it believes it will enhance shareholder returns over the longer term. If, in the future, the Company does decide to take on debt, it would seek to maintain a conservative level of gearing and would intend to limit the Company's borrowings to a maximum of 50 per cent. of the Company's net asset value at the time of investment.

The Advisory Committee shall be available to the Board for up to three 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 Board.

Tom Mackay

Tom is an experienced Petroleum Engineer who began his career with Shell and subsequently moved to Clyde Petroleum where he was a manager at Existing Ventures until it was acquired by Gulf Canada in 1997. Since then he has been an active petroleum consultant on acquisition and new venture projects with a wide range of clients, including Petrofac and Enquest. He served as CEO of a private exploration and production company, Oil Quest and held senior management positions at Stratic

Energy, and is currently a non-executive director of Aminex PLC. He is also a Partner in Gemini Oil & Gas Advisors LLP. He holds a BSc (Hons) in Geology from Durham University.

Jon Ford

Jon is an experienced Petroleum Geoscientist who joined BP as a Geophysicist initially in Europe, which included operations in the Netherlands, Italy and the North Sea. He later worked for Clyde Petroleum, Paladin Resources, Merlin Energy and Stratic Energy before setting up as a consultant. He has been involved in international petroleum exploration, development and production as a seismic interpreter, asset evaluator and subsurface manager. He holds a BSc (Hons) in Geology and Geophysics from Durham University.

Corporate Governance

As previously stated, the Directors intend, as far as possible, given the size of the Company, to comply with the UK Corporate Governance Code, but in any case, where appropriate, will follow the Quoted Companies Alliance ("QCA"), Corporate Governance Code for small and mid-size quoted companies. The Directors have carefully considered the QCA guidelines which endorse the "comply or explain" approach and which represent the minimum best practice for smaller quoted companies.

- The Board of six directors is split equally between 3 executive directors – leadership, operations and finance – and 3 relevant non-executive directors, two of whom are considered by the Company to be independent. This includes the non-executive chairman who has a small equity interest in the Company but is not a participant in the share option programme. The roles of Chairman and Chief Executive are separate.
- As part of the Admission process, the Company has developed and put in place high level financial controls, a budgeting and forecasting system and a management reporting framework. Strategic direction and Acquisition activity is overseen by the Board. The Advisory Committee, which operates at arms-length to the Board, has an important part to play in the acquisition process.
- Audit and Remuneration committees have been constituted. Due to the current size of the Company, there is no requirement for a separate nominations committee. This role is fulfilled by the Board as a whole.
- Review of the Board, committees and individual director performances, KPI's and induction/succession plans will be introduced once the Company has reached operational status.
- The Board has a wealth of experience in the quoted arena and fully understands the importance of shareholder communication along with the need to maintain an open dialogue with investors.
- The Board is committed to running a responsible business and wish to take a proactive approach to the management of Corporate Social Responsibility (CSR).

Market Abuse Regulation 2014

The Company will be subject to the provisions of the Market Abuse Regulation 2014 and the Market Abuse Regulation Instrument 2016 ("**MAR**"). The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the MAR by the Directors and persons discharging managerial responsibilities. The FCA is the competent authority for MAR and has powers to intervene as competent authority and will be responsible for the investigation and enforcement of breaches of MAR.

Audit committee

The Board has established an audit committee with formally delegated duties and responsibilities. The audit committee shall, with effect from Admission, be chaired by Tommaso Corrado and its other members are Brent Fitzpatrick and Donal Boylan. The audit committee will meet at least twice per annum and will be responsible for ensuring that the financial performance of the Company is properly reported on and monitored, including reviews of the annual and interim accounts, results announcements, internal control systems and procedures and accounting policies.

Remuneration committee

The remuneration committee is chaired by Brent Fitzpatrick and its other members shall, with effect from Admission, be Tommaso Corrado and Donal Boylan. It is anticipated that the committee will meet not less than twice per annum. The remuneration committee has responsibility for recommending, within agreed terms of reference, the Company's policy on the remuneration of senior executives and specific remuneration packages for Executive Directors, including pension rights and compensation payments. The Board as a whole is responsible for approving recommendations made by the remuneration committee. The remuneration of Non-Executive Directors is a matter for the Board. No Director may be involved in discussions relating to their own remuneration.

Details of the Share Capital

As at 24 March 2017, the Company had an issued share capital of £8.806 million and a share premium of £24.135 million, comprising 22,014,596 fully paid Ordinary Shares of £0.001 each and 22,014,596 fully paid Deferred Shares of £0.399 each.

Immediately following Admission, the Directors will have invested a total of £488,169 and will retain their shareholdings (amounting to a total of 3,577,464 Ordinary Shares or 2.2 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 Options to subscribe for Ordinary Shares at any time up to 10 years from Admission. Details of the Options are set out in Part VI of this Document.

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 30 March 2017 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, pursuant to a court order, transfers to family trusts, transfers to personal pensions, the acceptance of, or provision of, an irrevocable undertaking to accept, a general offer made to all Shareholders.

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.

Dividend Policy

The Company intends to pay dividends on the Ordinary Shares following an Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

PART III

THE PLACING

1. Introduction

Under the Placing 140,000,000 new Ordinary Shares have been conditionally subscribed for by prospective investors at the Placing Price of £0.01 per Ordinary Share, conditionally raising gross proceeds of £1.4 million subject to commission and other estimated fees and expenses of £245,500.

The Net Proceeds to the Company amount to approximately £1,154,500 after deduction of such fees and expenses. If Admission does not occur, 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. 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 30 March 2017.

2. Admission, Dealings and CREST

The Placing is conditional on Admission occurring on or before 30 March 2017 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 30 March 2017. 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 30 March 2017. 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 6 April 2017. 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 Placing Shares have been conditionally allotted at the Placing Price which has been determined by the Directors. Allocations have been determined by the Directors after indications of interest from prospective investors were received by Shard. 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. The Placing is conditional, amongst other matters, on Admission (which is the final condition to the Placing). The Board have ensured that a minimum of 19,566,517 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 30 March 2017 (or such later date as the Company and Shard 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 or her 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 30 March 2017 (or such later date as the Company and Shard 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 the net asset value of the Company (post Placing) of approximately 0.35 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. CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by 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 Uncertificated Securities Regulations 2001) in relation to CREST.

6. 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. 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 30 of this Document.

7. Transferability

The Company's Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer.

The Deferred Shares are not capable of transfer at any time other than with the prior consent of each of the Directors.

PART IV

TAXATION

United Kingdom Taxation

The following statements are intended only as a general guide to United Kingdom tax legislation and to the current practice of HMRC and do not constitute tax advice. They may not apply to certain categories of shareholder, such as dealers in securities. Levels and bases of taxation are subject to change. Any person who is in any doubt as to his or her tax position or who is resident for tax purposes outside the United Kingdom is strongly recommended to consult his or her professional advisers immediately.

Stamp Duty and Stamp Duty Reserve Tax

Save in relation to non-EU depository receipt arrangements or clearance services, where special rules apply, no charge to stamp duty or stamp duty reserve tax ("**SDRT**") should arise on the issue of new Ordinary Shares pursuant to the Placing or on their registration in the names of applicants. A subsequent transfer on the sale of Ordinary Shares held in certificated form will ordinarily be subject to stamp duty on the instrument of transfer, generally at the rate of 0.5 per cent. of the amount or value of the consideration. Paperless transfers of shares within CREST will be liable to SDRT rather than stamp duty (generally at a rate of 0.5 per cent.) and SDRT on the relevant transactions settled in CREST or reported through CREST for regulatory purposes will generally be settled by CREST. Special rules apply to market intermediaries, dealers and certain other persons and professional advice should be sought if these rules apply.

Dividends

The United Kingdom taxation implications relevant to the receipt of dividends on the new Ordinary Shares are as follows:

There is no United Kingdom withholding tax on dividends. Individual holders of new Ordinary Shares will be taxable on the total of the dividend, which will be regarded as the top slice of the individual's income.

For individuals, the first £5,000 of dividend income (£2,000 from 6 April 2018) in a tax year is exempt from income tax. Income tax rates on dividend income in excess of £5,000 (£2,000 from 6 April 2018) are 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers and 38.1 per cent. for additional rate taxpayers.

A holder of new Ordinary Shares which is a company resident for tax purposes in the United Kingdom will have to pay corporation tax in respect of any dividends it receives from another company resident for tax purposes in the United Kingdom, 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 UK resident company shareholder, although it is expected that the dividends paid would normally be exempt.

Shareholders resident for tax purposes outside the UK may be subject to foreign taxation on dividends received on their new Ordinary Shares or in respect of other transactions relating to the shares under the tax law of their country of residence. Such shareholders will not be subject to any further UK tax on their dividends where they have no other sources of income from the UK and do not have a UK representative or, in the case of trustees, there are no UK resident beneficiaries of the trust. Non-UK resident shareholders should consult their own tax advisers as soon as possible concerning their tax liability on dividends received or other taxation consequences arising from their ownership of the new Ordinary Shares.

Disposal of shares acquired under the Placing

A Shareholder who is an individual resident or ordinarily resident for tax purposes in the UK who sells or otherwise disposes of his Ordinary Shares may, depending on the circumstances, incur a liability to UK tax on any capital gain realised at a rate of 10 per cent. for basic rate taxpayers and 20 per cent. for higher rate and additional rate taxpayers.

Corporate shareholders within the charge to UK corporation tax may be liable to corporation tax on any chargeable gains realised on the disposal of Ordinary Shares but will generally be entitled to indexation allowance in respect of these Ordinary Shares up until the date of disposal.

A Shareholder who is not resident or ordinarily resident for tax purposes in the UK will not normally be liable for UK tax on capital gains realised on the disposal of his Ordinary Shares unless at the time of the disposal such Shareholder carries on a trade (which for this purpose includes a profession or vocation) in the UK through a permanent establishment and such Ordinary Shares are to have been used, held or acquired for the purposes of such UK permanent establishment. A shareholder who is an individual and who has, on or after 17 March 1998, ceased to be resident and ordinarily resident for tax purposes in the UK for a period of less than five years of assessment and who disposes of Ordinary Shares during that period may be or become liable to UK taxation of chargeable gains (subject to any available exemption or relief).

These comments are intended only as a general guide to the current tax position in the United Kingdom as at the date of this document. The comments assume that Ordinary Shares are held as an investment and not as an asset of a financial trade and that any dividends paid are not foreign income dividends. If you are in any doubt as to your tax position, or are subject to tax in a jurisdiction other than the United Kingdom, you should consult your professional adviser.

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 (£2,000 from 6 April 2018).

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 though 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 is £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 though 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

FINANCIAL INFORMATION ON THE COMPANY

SECTION A – ACCOUNTANTS REPORT ON THE HISTORICAL FINANCIAL INFORMATION

The Directors
Path Investments plc
Aston House
Cornwall Avenue
London N3 1LF

24 March 2017

Dear Sirs

Path Investments plc

We report on the financial information set out in Section B Part V for the years ended 31 December 2013, 2014 and 2015 (the "historical financial information"). This historical financial information has been prepared for inclusion in the Prospectus issued by the Company and dated 24 March 2017 (the "Prospectus") on the basis of the accounting policies set out in note 2. This report is required by paragraph 20.1 of Annex I to Commission Regulation (EC) No 809/2004 and is given for the purpose of complying with that requirement and for no other purpose.

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 to Commission Regulation (EC) 809/2004, consenting to its inclusion in the Prospectus.

Responsibilities

The Directors of Path Investments plc are responsible for preparing the historical financial information in accordance with International Financial Reporting Standards as adopted by the European Union. It is our responsibility to form an opinion as to whether the historical financial information gives a true and fair view, for the purposes of the Prospectus and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the historical financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the historical financial information and whether the accounting policies are appropriate to the entity's circumstances, 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 historical 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 historical financial information gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of Path Investments plc as at the dates stated and of its losses, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in note 2 to the historical financial information and has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Prospectus Rule 5.5.3R, 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 Commission Regulation (EC) 809/2004.

Yours faithfully

H W Fisher & Company

SECTION B – HISTORICAL FINANCIAL INFORMATION

Statement of Comprehensive Income

	Notes	*Year ended 31 December 2013 £'000*	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Share based payments		(216)	—	(32)
Other administrative expenses		(371)	(676)	(815)
Total administrative expenses		(587)	(676)	(847)
Operating loss		(587)	(676)	(847)
Finance income	8	—	1	—
Amounts written off investments		—	—	(8,021)
Loss before income tax		(587)	(675)	(8,868)
Income tax expense	9	—	—	—
Loss for the year		(587)	(675)	(8,868)
Loss per share (expressed in pence per share)				
Basic and diluted loss per share	10	(3.32)	(3.28)	(42.46)

There were no material elements of other comprehensive income for any of the financial periods above other than those included in the income statements and therefore no comprehensive income has been presented.

Statement of Financial Position

	Notes	*As at 31 December 2013 £'000*	*As at 31 December 2014 £'000*	*As at 31 December 2015 £'000*
Non-current assets				
Property, plant and equipment	11	—	3	2
Investments – available for sale	12	8,019	8,019	—
		8,019	8,022	2
Current assets				
Trade and other receivables	13	10	10	6
Cash and cash equivalents	16b	914	408	103
		924	418	109
Current liabilities				
Trade and other payables	14	(404)	(560)	(728)
Net current assets/(liabilities)		520	(142)	(619)
Net Assets/(liabilities)		8,539	7,880	(617)
Shareholders' equity				
Called up share capital	15	8,229	8,241	8,578
Share premium account		24,129	24,133	24,135
Share based payments reserve		756	756	716
Retained earnings		(24,575)	(25,250)	(34,046)
Total equity		8,539	7,880	(617)

Statement of changes in equity

	Share capital £'000	*Share premium £'000*	*Share based payments reserve £'000*	*Retained earnings £'000*	*Total £'000*
At 1 January 2013	6,916	24,129	540	(23,988)	7,597
Issue of share capital	1,313	—	—	—	1,313
Share based payments	—	—	216	—	216
Loss for the period	—	—	—	(587)	(587)
As at 31 December 2013	8,229	24,129	756	(24,575)	8,539
Issue of share capital	12	4	—	—	16
Loss for the period	—	—	—	(675)	(675)
As at 31 December 2014	8,241	24,133	756	(25,250)	7,880
Issue of share capital	337	2	—	—	339
Loss for the period	—	—	—	(8,868)	(8,868)
Lapsed share options	—	—	(40)	40	—
Issue of warrants	—	—	32	—	32
Exercise of warrants	—	—	(32)	32	—
As at 31 December 2015	8,578	24,135	716	(34,046)	(617)

Statement of cash flows

	Notes	*Year ended 31 December 2013 £'000*	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Cash flows from operating activities	16(a)			
Cash utilised from operations		(209)	(520)	(642)
Net cash utilised from operating activities		(209)	(520)	(642)
Cash flows from investing activities				
Available for sale financial assets acquired		(18)	—	(2)
Proceeds from sale of available for sale assets		10	—	—
Purchase of property, plant and equipment		—	(4)	—
Interest received		—	2	—
Net cash used in investing activities		(8)	(2)	(2)
Cash flows from financing activities				
Net proceeds from issue of ordinary shares		1,090	16	339
Net cash inflow from financing activities		1,090	16	339
Increase/(decrease) in cash and cash equivalents		873	(506)	(305)
Cash and cash equivalents at beginning of period		41	914	408
Cash and cash equivalents at end of period	16(b)	914	408	103

NOTES TO THE FINANCIAL INFORMATION

1. Introduction

The Company was incorporated as Hallco 459 plc in England and Wales on 2 June 2000. The Company changed its name to The Niche Group PLC on 28 November 2000 and then to Path Investments plc on 20 February 2016.

The financial information presented herein does not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006.

The registered number of Path Investments plc is 04006413. The financial information presented is for the years ended 31 December 2013, 31 December 2014 and 31 December 2015.

2. Accounting policies

The following principal accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial information.

Basis of preparation

Path Investments plc is a public limited company incorporated in the United Kingdom. The address of the registered office is Aston House, Cornwall Avenue, London, N3 1LF. The principal activity of the Company is the investment in oil and gas development and production companies.

The financial information has been prepared under the historical cost convention as varied by the use of fair value where appropriate in accordance with International Financial Reporting Standards adopted by the European Union ("IFRSs") and the International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued by the International Accounting Standards Board ("IASB") that are effective or issued and adopted early as at the time of preparing this historical financial information. The historical financial information is presented in UK Sterling and all values are rounded to the nearest pound except where indicated otherwise.

Going concern

The Directors have prepared the historical financial information on a going concern basis. The Directors consider the use of the going concern assumption to be appropriate. At the latest reported date of 31 December 2015 the Company had cash and cash equivalents of £103,000. Since that time the Company has raised additional funds of £227,750 through the issue of new Ordinary Shares. The Company is also seeking to raise further funds by a placing of Ordinary Shares at the time of its admission to the Standard List and has received commitments from investors conditional on Admission. It is for this reason the Directors continue to adopt the going concern basis of accounting in preparing the historical financial information.

However, if for any reason the Company is not admitted to the Standard List the Company would not be a going concern and would in all likelihood need to come to an arrangement with its creditors.

Financial instruments

The Company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial instruments are recognised on the balance sheet at fair value when the Company becomes a party to the contractual provisions of the instrument.

Financial assets

Loans and receivables

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 end of the reporting period. These are classified as non-current assets. Loans receivable are carried at amortised cost. The Directors assess at the end of each reporting period whether there is objective evidence that a financial asset is impaired. Any impairment shall be recognised in the Statement of Comprehensive Income.

Investments – available for sale

Investments are recognised and derecognised on a trade date where a purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned and are initially measured at cost, including transaction costs.

Unlisted investments are recorded at cost less impairment. Unlisted investments are instruments that do not have a quoted market price in an active market and their fair value cannot be measured reliably. The range of reasonable fair value estimates is significantly wide and the probabilities of the various estimates cannot be reasonably assessed as they relate to the underlying gas reserves in blocks which are currently being explored by a third party company.

Impairment

The Company assesses at each reporting date whether there is objective evidence that assets, financial assets or a group of financial assets are impaired. Assets are considered impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that the loss event has an impact on the estimated future cash flows of the asset that can be reliably measured.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as interest bearing loans and borrowings in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the Income Statement. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to equity.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank and other short-term deposits. They are stated at carrying value which is deemed to be fair value.

Property, plant and equipment

Property, plant and equipment are stated at cost on acquisition less accumulated depreciation and accumulated impairment losses.

Depreciation is provided on all property, plant and equipment categories at rates calculated to write off the cost, less estimated residual value on a straight line basis over their expected useful economic life. The depreciation rates are as follows:

	Basis of depreciation
Office equipment	3 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Standards issued but not yet effective

The IASB and IFRIC have issued the following standards and interpretations which are in issue but not in force at 31 December 2015:

		Effective date (periods beginning on or after)
IFRS 5	Non-current assets held for sale and discontinued operations – Amendments resulting from September 2014 annual improvements to IFRSs	1 January 2016
IFRS 7	Financial instruments disclosure – Amendments resulting from September 2014 annual improvements to IFRSs	1 January 2016
IFRS 9	Financial instruments – incorporating requirements for classification and measurement, impairment, general hedge accounting and de-recognition	1 January 2018
IFRS 10	Consolidated financial statements – Amendments regarding the application of consolidation exception	1 January 2016
IFRS 11	Joint Arrangements – Amendments regarding the accounting for acquisitions of an interest in a joint operation	1 January 2016
IFRS 12	Disclosure of interests in other entities – Amendments regarding the application of consolidation exception	1 January 2016
IFRS 15	Revenue from contracts with customers – Amendments to defer the effective date to 1 January 2018, clarifications to IFRS 15	1 January 2018
IFRS 16	Leases	1 January 2019
IAS 1	Presentation of Financial Statements – Amendments resulting from the disclosure initiative	1 January 2016
IAS 7	Statement of cash flows – Amendments as a result of the disclosure initiative	1 January 2017
IAS 12	Income Taxes – Amendments regarding the recognition of deferred tax assets for unrealised losses	1 January 2017
IAS 16	Property, plant and equipment – clarification of acceptable methods of depreciation and amortisation and amendments bringing bearer plants into the scope of IAS 16	1 January 2016
IAS 19	Employee benefits – Amendment resulting from September 2014 Annual Improvements to IFRSs	1 January 2016
IAS 27	Separate financial statements – Amendments reinstating the equity method as an accounting option for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements	1 January 2016
IAS 28	Investments in associates and joint ventures – Amendments regarding the application of the consolidation exception	1 January 2016
IAS 34	Interim Financial Reporting – Amendments resulting from September 2014 Annual Improvements to IFRSs	1 January 2016
IAS 38	Intangible assets – Amendments regarding the clarification of acceptable methods of depreciation and amortisation	1 January 2016

The Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements other than in terms of presentation.

Share-based payments

The Company operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees or suppliers as consideration for equity instruments (options) of the Company. The fair value of the employee or supplier services received in exchange for the grant of options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement of employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised, using the liability method, in respect of temporary differences between the carrying amount of the Company's assets and liabilities and their tax base.

Deferred tax liabilities are offset against deferred tax assets. Any remaining deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits, within the same jurisdiction, in the foreseeable future against which the deductible temporary difference can be utilised.

Deferred tax is determined using tax rates that are expected to apply in the periods in which the asset is realised or liability settled, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Current and deferred tax are recognised in the income statement, except when the tax relates to items charged or credited directly in equity, in which case the tax is also recognised in equity.

3. Sources of estimation uncertainty

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

Significant items subject to such estimates and assumptions include, but are not limited to:

Financial assets

The main area of estimation uncertainty in 2013 and 2014 was in respect of the "Investments – available for sale" which historically related to the Company's investment in ARAR and Alpay Enerji AS and its ability to either realise or seek a return from these investments. These investments were valued with reference to the cost, the CPR on the underlying assets and the Directors' assessment of the Company's ability to realise any value in the underlying assets. In 2015, the investment was fully provided against as set out in Note 12 and therefore is no longer an area of estimation uncertainty.

Share based payments

The share-based payment charge is calculated using the Black-Scholes model which requires the estimation of share price volatility, expected life and the bid price discount.

4. Segmental disclosure

a) Primary segment – business

The Company has only one business segment, which is investing in companies, either by way of equity or convertible loans primarily in the natural resources sector.

b) Secondary segment – geographical

The Company's loss for the period was derived wholly from activities undertaken in the United Kingdom.

The Company's assets are allocated based on where the assets are located, as follows:

	31 December 2013 £'000	*31 December 2014 £'000*	*31 December 2015 £'000*
United Kingdom	924	421	111
Turkey	8,019	8,019	—
Gross assets	8,943	8,440	111
United Kingdom	(404)	(560)	(728)
Turkey	—	—	—
Gross liabilities	(404)	(560)	(728)
United Kingdom	520	(139)	(617)
Turkey	8,019	8,019	—
Net Assets	8,539	7,880	(617)

5. Expenses by nature

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Staff costs	481	425	513
Other expenses	106	251	334
	587	676	847

6. Auditor remuneration

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Fees payable to the company's auditor:			
For the audit of the statutory financial statements	9	21	24
For other services	—	12	—
	9	33	24

7. Employees and directors

The average number of employees during the period, including directors, was:

	Year ended 31 December 2013 Number	*Year ended 31 December 2014 Number*	*Year ended 31 December 2015 Number*
Administration	4	4	4

Staff costs for all employees, including directors, consist of:

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Wages and salaries (including benefits in kind)	271	402	397
Social security costs	26	23	48
Pension costs	—	—	36
Share based payment expense	216	—	32
	481	425	513

Included in Wages and Salaries above is an increase in accrued salaries of £155,457 (2014: £113,178; 2013: £262,000). Following the year end, salaries continued to accrue but were waived in full, conditional on Admission, in December 2016. The Directors continue to work without payment of their remuneration at the date of this document (as detailed in note 21).

Directors' emoluments can be analysed as follows:

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Aggregate Emoluments	271	402	397
Pension costs	—	—	36
Share based payments	216	—	—
	487	402	433

Highest paid Director

The highest paid Director's remuneration was as follows:

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Aggregate Emoluments	181	208	180
Pension contributions	—	—	36
	181	208	216

8. Finance income

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Interest receivable from financial assets	—	1	—

9. Income tax expense

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Current tax charge	—	—	—
Loss on ordinary activities before taxation	(587)	(675)	(8,868)
Loss on ordinary activities before taxation multiplied by average effective rate of corporation tax of 20.25% (2014: 21.5%; 2013: 23.25%)	(136)	(145)	(1,796)
Effects of:			
Non deductible expenses	67	17	1,654
Capital allowances in excess of depreciation	—	(1)	—
Short term timing differences	77	51	22
Other adjustments	(18)	—	—
Movement in tax losses	10	78	120
Current tax charge	—	—	—

A deferred tax asset of £4,118,000 (2014: £4,457,000; 2013: £4,385,000) has not been recognised due to the uncertainty regarding the availability of future profits against which the losses of the Company could be offset.

10. Loss per share

The calculation of the basic and diluted loss per share is based on the loss on ordinary activities after taxation of £8,868,000 (2014: £675,000; 2013: £587,000) and on the weighted average number of ordinary shares of 20,884,862 (2014: 20,583,530; 2013: 17,686,962) in issue during the period. The basic and diluted loss per share is 42.46p (2014: 3.28p; 2013: 3.32p). As the Company is loss making, there was no dilutive effect from the share options outstanding during the year.

In order to calculate the diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares according to IAS 33. Dilutive potential ordinary shares include share options granted to Directors and consultants where the exercise price (adjusted according to IAS 33) is less than the average market price of the Company's ordinary shares during the period.

The number of shares included in the comparative figures for 2014 and 2013 have been updated to give effect to the restructuring of share capital which took place during the year (see note 15).

11. Property, plant and equipment

	Office Equipment £'000	*Total £'000*
Cost		
At 1 January 2013	—	—
Additions	—	—
As 31 December 2013	—	—
Additions	4	4
As 31 December 2014	4	4
Additions	—	—
As 31 December 2015	4	4
Depreciation		
At 1 January 2013	—	—
Charge for the period	—	—
As 31 December 2013	—	—
Charge for the period	1	1
As 31 December 2014	1	1
Charge for the period	1	1
As 31 December 2015	2	2
Net book value		
As at 31 December 2013	—	—
As at 31 December 2014	3	3
As at 31 December 2015	2	2

12. Investments – available for sale

	Listed investments £'000	*Unlisted investments £'000*	*Total £'000*
At 1 January 2013	13	8,002	8,015
Additions	—	17	17
Net losses transferred to equity	(13)	—	(13)
At 31 December 2013	—	8,019	8,019
Additions	—	—	—
At 31 December 2014	—	8,019	8,019
Additions	—	2	2
Impairment	—	(8,021)	(8,021)
At 31 December 2015	—	—	—
Less – non current portion	—	—	—
Current Portion	—	—	—

Unlisted investments are recorded at cost less impairment. Unlisted investments are instruments that do not have a quoted market price in an active market and their fair value cannot be measured reliably. The range of reasonable fair value estimates is significantly wide and the probabilities of the various estimates cannot be reasonably assessed as they relate to the underlying gas reserves in blocks which are currently being explored by a third party company.

The unlisted investments as at 31 December 2015, 31 December 2014 and 31 December 2013 comprised of a 5 per cent. interest each in ARAR and Alpay Enerji AS at an aggregate cost of £8 million.

The principal risks and uncertainties associated with the above assets are as follows:

- that Alpay Enerji AS and ARAR are unsuccessful in developing and producing oil and gas reserves;
- that the Company will be unable to realise the carrying value of its investments in Alpay Enerji AS and ARAR;
- that the majority shareholder in Alpay Enerji AS and ARAR is unable to meet the ongoing financial obligations of the licences or the costs of drilling to exploit the full potential of the licences; and
- No ready buyer of the investment.

As at 31 December 2013 and 31 December 2014 the Directors considered that the fair value of the investments was at least equal to the cost and therefore no impairment of the investments was recognised. In making this assessment the Directors considered the valuation placed on the underlying assets at the time of acquisition and that no material changes had occurred which would in their opinion result in an impairment.

Post 31 December 2015 Server Fatih Alpay, the majority owner of Alpay Enerji AS and ARAR, made an initial offer to the Company of £1,050,000 for its 5 per cent. interest in both companies payable in instalments. However, since the offer was received, progress towards a legal sale and purchase agreement has been slow, and as the payment is by instalment over a period of time, and the Directors now consider the likelihood of finding an alternative buyer to be low, the Directors have decided to impair the asset to £nil.

13. Trade and other receivables

	As at 31 December 2013 £'000	*As at 31 December 2014 £'000*	*As at 31 December 2015 £'000*
Prepayments	10	10	6
	10	10	6

14. Trade and other payables

	As at 31 December 2013 £'000	*As at 31 December 2014 £'000*	*As at 31 December 2015 £'000*
Trade payables	8	45	48
Social security costs and other taxes	—	9	6
Accruals	396	506	674
	404	560	728

15. Share capital

	As at 31 December 2013 £'000	As at 31 December 2014 £'000	As at 31 December 2015 £'000
Ordinary shares of 40p each:			
Authorised			
45,000,000 Ordinary shares of 40p each	18,000	18,000	18,000
Allotted and issued			
21,445,221 ordinary shares (2014: 20,603,137; 2013: 20,571,263)	8,229	8,241	8,578

On 19 July 2013, the Company issued 7,500,000 ordinary shares of 1p each at par.

On 30 July 2013, the Company issued 1,500,000 ordinary shares of 1p each at par.

On 20 November 2013, the Company issued 100,000,000 ordinary shares of 1p each at par.

On 20 December 2013 £220,000 Convertible Loan Notes were converted into 22,000,000 ordinary shares of the Company at 1p per share.

On the same date the Company issued 300,000 ordinary shares of 1p each to J P Jenkins Limited in settlement of their invoice.

On 23 April 2014 the Company issued 300,000 ordinary shares of 1p each at par.

On 12 September 2014 the Company issued 600,000 ordinary shares of 1p each at par.

On 22 September 2014 the Company issued 375,000 ordinary shares of 1p each at 2p per share.

On 6 January 2015 the Company issued 300,000 ordinary shares of 1p each at par.

On 3 June 2015 the Company issued 300,000 ordinary shares of 1p each at par.

On 1 September 2015 the Company issued 2,500,000 ordinary shares of 1p each at par.

On 2 September 2015 the Company issued 30,250,000 ordinary shares of 1p each at par.

On 2 December 2015 the Company issued 333,333 ordinary shares of 1p each at 1.5p per share.

On 18 December 2015 the Company consolidated its 857,808,863 shares of £0.01 each into 21,445,221 shares of £0.40 each. All voting, dividend and capital distribution rights remained unchanged.

On 10 October 2016, the Company passed an ordinary resolution to subdivide the existing 22,014,596 Ordinary Shares of 40 pence each into 22,014,596 new Ordinary Shares of 0.1 pence and 22,014,596 Deferred Shares of 39.9 pence. The above subdivision also applies to outstanding share options and warrants in October 2016.

16. Notes to the cash flow statement

a. Reconciliation of loss before tax to cash utilised from operations:

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Loss before tax	(587)	(675)	(8,868)
Depreciation charges	—	1	1
Share based payments	216	—	32
Decrease/(increase) in trade and other receivables	88	(1)	4
Increase in trade and other payables	71	156	168
Loss on sale of available for sale asset	3	—	—
Finance income received	—	(1)	—
Impairment of available for sale investments	—	—	8,021
Cash utilised from operations	(209)	(520)	(642)

b. Cash and cash equivalents

The amounts disclosed in the cash flow statement in respect of cash and cash equivalents are in respect of these balance sheet amounts:

	As at 31 December 2013 £'000	*As at 31 December 2014 £'000*	*As at 31 December 2015 £'000*
Cash and cash equivalents	914	408	103
	914	408	103

The fair value of cash and cash equivalents at 31 December 2015 was £103,000 (2014: £408,000; 2013: £914,000).

17. Financial instruments

The Company's financial instruments comprise cash and cash equivalents and various other items, such as available for sale investments and financial assets, trade receivables and payables, which arise directly from its operations. It is, and has been throughout the period under review, the Company's policy to ensure that there is no trading in financial instruments. The main purpose of these financial instruments is to finance the Company's operations.

Categories of Financial Instruments:

	Year ended 31 December 2013 £'000	*Year ended 31 December 2014 £'000*	*Year ended 31 December 2015 £'000*
Financial Assets			
Investments available for sale	8,019	8,019	—
Cash and cash equivalents	914	408	103
Trade and other receivables	10	10	6
	8,943	8,437	109
Financial Liabilities			
Trade and other payables	(404)	(560)	(728)
	8,539	7,877	(619)

Financial Assets and Liabilities

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

Financial Risk Factors

The Company's activities expose it to mainly liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Liquidity Risk

The Company has to date financed its operations from cash reserves funded from share issues. Management's objectives are now to manage liquid assets in the short term through closely monitoring costs and raising funds through the issue of shares.

The Company has no borrowing facilities that require repayment and therefore has no interest rate risk exposure.

Fair Values of Financial Assets and Liabilities

The Directors consider that the fair value of the Company's financial assets and liabilities are not considered to be materially different from their book values.

18. Share Options and warrants

Share Options

The following table shows the number of options in existence for the year ended 31 December 2013:

Date of grant	*Number of ordinary shares under option at 1 January 2013*	*Granted during year*	*Exercised during year*	*Lapsed during year*	*Number of ordinary shares under option at 31 December 2013*	*Exercise price*	*Exercise period*
18/06/2010	50,000	—	—	—	50,000	£2.00	18/06/2010 – 04/05/2015
18/06/2010	72,099	—	—	—	72,099	£2.00	18/06/2010 – 17/06/2015
03/05/2011	750,000	—	—	—	750,000	£2.80	15/02/2012 – 02/05/2021
03/05/2011	150,000	—	—	—	150,000	£2.80	04/05/2011 – 02/05/2021
23/05/2013	—	1,375,000	—	—	1,375,000	£0.40	24/05/2013 – 23/05/2020
Total	**1,022,099**	**1,375,000**	**—**	**—**	**2,397,099**		

The following table shows the number of options in existence for the year ended 31 December 2014:

Date of grant	*Number of ordinary shares under option at 1 January 2014*	*Granted during year*	*Exercised during year*	*Lapsed during year*	*Number of ordinary shares under option at 31 December 2014*	*Exercise price*	*Exercise period*
18/06/2010	50,000	—	—	—	50,000	£2.00	18/06/2010 – 04/05/2015
18/06/2010	72,099	—	—	—	72,099	£2.00	18/06/2010 – 17/06/2015
03/05/2011	750,000	—	—	—	750,000	£2.80	15/02/2012 – 02/05/2021
03/05/2011	150,000	—	—	—	150,000	£2.80	04/05/2011 – 02/05/2021
23/05/2013	1,375,000	—	—	—	1,375,000	£0.40	24/05/2013 – 23/05/2020
Total	**2,397,099**	**—**	**—**	**—**	**2,397,099**		

The following table shows the number of options in existence for the year ended 31 December 2015:

Date of grant	*Number of ordinary shares under option at 1 January 2015*	*Granted during year*	*Exercised during year*	*Lapsed during year*	*Number of ordinary shares under option at 31 December 2015*	*Exercise price*	*Exercise period*
18/06/2010	50,000	—	—	(50,000)	—	£2.00	18/06/2010 – 04/05/2015
18/06/2010	72,099	—	—	(72,099)	—	£2.00	18/06/2010 – 17/06/2015
03/05/2011	750,000	—	—	—	750,000	£2.80	15/02/2012 – 02/05/2021
03/05/2011	150,000	—	—	—	150,000	£2.80	04/05/2011 – 02/05/2021
23/05/2013	1,375,000	—	—	—	1,375,000	£0.40	24/05/2013 – 23/05/2020
Total	**2,397,099**	**—**	**—**	**(122,099)**	**2,275,000**		

In January 2017, 1,675,000 options were waived by the option holders as follows:

Date of grant	*Number of ordinary shares under option at 31 December 2015*	*Waived*	*Outstanding options*	*Exercise price*	*Exercise period*
03/05/2011	750,000	(150,000)	600,000	£2.80	15/02/2012 – 02/05/2021
03/05/2011	150,000	(150,000)	—		
23/05/2013	1,375,000	(1,375,000)	—		
Total	**2,275,000**	**(1,675,000)**	**600,000**		

Warrants

The following table shows the number of warrants in existence for the year ended 31 December 2013:

Date of grant	*Number of ordinary shares under warrants at 1 January 2013*	*Granted during year*	*Exercised during year*	*Number of ordinary shares under warrants at 31 December 2013*	*Exercise price*	*Exercise period*
21/11/2013	—	2,725,000	—	2,725,000	£0.40	21/11/2013 – 20/11/2016
Total	**—**	**2,725,000**	**—**	**2,725,000**		

The following table shows the number of warrants in existence for the year ended 31 December 2014:

Date of grant	*Number of ordinary shares under warrants at 1 January 2014*	*Granted during year*	*Exercised during year*	*Number of ordinary shares under warrants at 31 December 2014*	*Exercise price*	*Exercise period*
21/11/2013	2,725,000	—	—	2,725,000	£0.40	21/11/2013 – 20/11/2016
Total	**2,725,000**	**—**	**—**	**2,725,000**		

The following table shows the number of warrants in existence for the year ended 31 December 2015:

Date of grant	*Number of ordinary shares under warrants at 1 January 2015*	*Granted during year*	*Exercised during year*	*Number of ordinary shares under warrants at 31 December 2015*	*Exercise price*	*Exercise period*
21/11/2013	2,725,000	—	(537,500)	2,187,500	£0.40	21/11/2013 – 20/11/2016
24/06/2015	—	218,750	(218,750)	—	£0.40	21/11/2013 – 20/11/2016
Total	**2,725,000**	**218,750**	**(746,250)**	**2,187,500**		

The number of options and warrants included in the above tables have been updated to give effect to the restructuring of share capital which took place during the year (see note 15).

The fair value of equity settled share options granted is estimated at the date of grant using a Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

	Options	*Options*	*Options*	*Warrants*
Date of grant	18 June 2010	03 May 2011	23 May 2013	24 June 2015
Expected volatility	42%	54%	54%	94.9%
Expected life	3.5 years	3.5 years	3.5 years	1 year
Risk-free interest rate	4.15%	1.72%	0.55%	0.82%
Expected dividend yield	—	—	—	—
Possibility of ceasing employment before vesting	—	—	—	—
Fair value per option	0.0083p	0.014p	0.004p	14.7p

The expense recognised by the Company for share based payments during the year ended 31 December 2015 was £32,000 (2014: £nil, 2013: £216,000).

The average volatility is used in determining the share based payment expense to be recognised in the period. This was calculated by reference to the standard deviation of the share price over the preceding 12-month period.

Movement in the number of options and warrants outstanding and their related weighted average exercise price are as follows:

	Number of Options & Warrants	*Weighted average exercise price per share (pence)*
At 1 January 2013	1,022,099	£2.80
Granted	4,100,000	£0.40
Exercised	—	—
Expired	—	—
At 31 December 2013	5,122,099	£0.88
Granted	—	—
Exercised	—	—
Expired	—	—
At 31 December 2014	5,122,099	£0.88
Granted	218,750	£0.40
Exercised	(756,250)	£0.40
Expired	(122,099)	£2.00
At 31 December 2015	4,462,500	£0.88

In April 2016, 12,500 warrants were exercised. On 20 November 2016, the remaining 2,300,000 warrants expired. In January 2017, a total of 1,675,000 options were waived by the option holders with a weighted average price of £0.83. At the date of this document, 600,000 options remain outstanding at an exercise price of £2.80 per option and valid until 2 May 2021.

19. Related Party Transactions

Adler Shine LLP, a firm in which R Patel is a partner, invoiced the Company £Nil for the provision of bookkeeping and accountancy fees during 2015 (2014: £4,200; 2013: £600), £720 (2014: £nil, 2013: £nil) for the provision of company secretarial services, £420 for the provision of payroll services (2014: £420; 2013: £nil), £257 (2014: £nil; 2013: £nil) for the provision of telephone services and £60,000 in respect of R Patel's Director's fees (2014: £60,000; 2013: £60,000). At the period end an amount of £3,600 (2014: £3,600; 2013: £93,600) was included in accruals in respect of bookkeeping, accountancy and Directors fees. The above transactions were on a commercial arm's length basis.

During the year ended 31 December 2015, the director Christopher Theis, charged the Company £19,490 (2014: £60,200; 2013: £nil) and £28,157 (2014: £2,500; 2013: £nil) for commissions and consultancy services respectively.

The following shares were issued at par, for cash, to directors:

Director	*Year ended 31 December 2013 Shares issued*	*Year ended 31 December 2014 Shares issued*	*Year ended 31 December 2015 Shares issued*
D Boylan	143,750	—	62,500
C Theis	135,000	—	135,000
R Patel	37,500	—	—
A Yeo	—	—	218,750
N Fitzpatrick	—	—	12,500

The following share options were held by the directors during the year ended 31 December 2013:

Director	*Date of grant*	*Held at 1 January 2013*	*Granted during 2013*	*Lapsed during the year to 31 December 2013*	*Held at 31 December 2013*	*Exercise price*
D Boylan	23/05/2013	—	250,000	—	250,000	£0.40
D Boylan	03/05/2011	150,000		—	150,000	£2.80
C Theis	23/05/2013	—	875,000	—	875,000	£0.40
R Patel	23/05/2013	—	250,000	—	250,000	£0.40
R Patel	03/05/2011	150,000	—	—	150,000	£2.80
R Patel	05/05/2010	25,000	—	—	25,000	£2.00
Total		**325,000**	**1,375,000**	**—**	**1,700,000**	

The following share options were held by the directors during the year ended 31 December 2014:

Director	*Date of grant*	*Held at 1 January 2014*	*Granted during 2014*	*Lapsed during the year to 31 December 2014*	*Held at 31 December 2014*	*Exercise price*
D Boylan	23/05/2013	250,000	—	—	250,000	£0.40
D Boylan	03/05/2011	150,000	—	—	150,000	£2.80
C Theis	23/05/2013	875,000	—	—	875,000	£0.40
R Patel	23/05/2013	250,000	—	—	250,000	£0.40
R Patel	03/05/2011	150,000	—	—	150,000	£2.80
R Patel	05/05/2010	25,000	—	—	25,000	£2.00
Total		**1,700,000**	**—**	**—**	**1,700,000**	

The following share options were held by the directors during the year ended 31 December 2015:

Director	*Date of grant*	*Held at 1 January 2015*	*Lapsed during the year to 31 December 2015*	*Held at 31 December 2015*	*Exercise price*
D Boylan	23/05/2013	250,000	—	250,000	£0.40
D Boylan	03/05/2011	150,000	—	150,000	£2.80
C Theis	23/05/2013	875,000	—	875,000	£0.40
R Patel	23/05/2013	250,000	—	250,000	£0.40
R Patel	03/05/2011	150,000	—	150,000	£2.80
R Patel	05/05/2010	25,000	(25,000)	—	£2.00
Total		**1,700,000**	**(25,000)**	**1,675,000**	

In January 2017, all outstanding options were waived by the directors.

The following warrants were held by the directors during the year ended 31 December 2013:

Director	*Date of grant*	*Held at 1 January 2013 (or date of appointment if later)*	*Granted during 2013*	*Exercised during the year to 31 December 2013*	*Held at 31 December 2013*	*Exercise price*
D Boylan	21/11/2013	—	62,500	—	62,500	£0.40
C Theis	21/11/2013	—	135,000	—	135,000	£0.40
N Fitzpatrick	21/11/2013	—	12,500	—	12,500	£0.40
Total		**—**	**210,000**	**—**	**210,000**	

The following warrants were held by the directors during the year ended 31 December 2014:

Director	*Date of grant*	*Held at 1 January 2014 (or date of appointment if later)*	*Granted during 2014*	*Exercised during the year to 31 December 2014*	*Held at 31 December 2014*	*Exercise price*
D Boylan	21/11/2013	62,500	—	—	62,500	£0.40
C Theis	21/11/2013	135,000	—	—	135,000	£0.40
N Fitzpatrick	21/11/2013	12,500	—	—	12,500	£0.40
Total		**210,000**	**—**	**—**	**210,000**	

The following warrants were held by the directors during the year ended 31 December 2015:

Director	*Date of grant*	*Held at 1 January 2015 (or date of appointment if later)*	*Exercised during the year to 31 December 2015*	*Held at 31 December 2015*	*Exercise price*
D Boylan	21/11/2013	62,500	(62,500)	—	£0.40
C Theis	21/11/2013	135,000	(135,000)	—	£0.40
N Fitzpatrick	21/11/2013	12,500	—	12,500	£0.40
Total		**210,000**	**(197,500)**	**12,500**	

The warrants held by N Fitzpatrick were exercised in April 2016.

The number of shares in respect of the options and warrants included in the above tables for both the current and previous year have been updated to give effect to the restructuring of share capital which took place during the year (see note 15).

20. Ultimate Controlling Party

The Company considers that there is no ultimate controlling party.

21. Subsequent events

At a meeting of shareholders held on 2 February 2016 a resolution was passed to:

(1) Change the name of the Company from The Niche Group PLC to Path Investments plc. The change of name came into effect on 20 February 2016.

(2) Reduce the share premium account by setting it off against the losses brought forward, subject to court approval, application of which is being made by the Company.

Share Capital

The following shares have been issued after the reporting date:

Date	*Shares issued*	*Issue price*
23 March 2016	62,500	£0.40
4 April 2016	56,875	£0.40
4 April 2016	12,500 (on exercise of warrants)	£0.40 (warrant exercise price)
10 May 2016	400,000	£0.40
20 May 2016	37,500	£0.40

The following shares have been issued to Directors after the reporting date:

Director	*Date*	*Shares issued*	*Issue price*
C Theis	4 April 2016	25,000	£0.40
A Yeo	4 April 2016	31,875	£0.40
D Boylan	10 May 2016	125,000	£0.40
R Patel	20 May 2016	12,500	£0.40
N Fitzpatrick (on exercise of warrants)	4 April 2016	12,500	£0.40

On 10 October 2016 the Company passed an ordinary resolution to subdivide the existing 22,014,596 ordinary shares of 40 pence each into 22,014,596 new Ordinary Shares of 0.1 pence each and 22,014,596 deferred shares of 39.9 pence each. The above subdivision also applies to outstanding share options and warrants in October 2016.

The Ordinary Shares shall confer upon the holders the right to receive dividends and other distributions and participate in the income or profits of the Company, provided that the Ordinary shares shall not confer upon the holders the rights to receive dividends paid, made or declared of the proceeds of the sale of assets held by the Company at 10 October 2016 and included on the Company's Balance Sheet as "Investments – Available for Sale" as at the date of the General Meeting (the "Legacy Assets").

The Deferred Shares shall confer upon the holders the following rights and shall be subject to the following restrictions, not withstanding any other provisions in these Articles:

Return of Capital

On return of assets on a winding up of the Company after the holders of Ordinary Shares have received the aggregate amount paid up thereon plus £10,000,000 for each such share held by them, there shall be a distribution to the holders of deferred shares an amount equal to the nominal value of shares held and thereafter any surplus held will be distributed to holders of ordinary shares.

Dividends

Holders of Deferred Shares have no rights to dividends or other distributions or to participate in the income and profits of the Company. Deferred shareholders have a right to receive any dividends declared, made or paid out of the proceeds of the sale of Legacy Assets.

Transfers

The Company may acquire all or any of the deferred shares in issue at any time for no consideration.

Share options and warrants

In April 2016, 12,500 warrants were exercised.

The following warrants have been issued after the reporting date:

Date	*Warrants issued*	*Exercise price*	*Exercise period*
10 May 2016	125,000	£0.40	10/05/2016 – 20/11/2016

All outstanding warrants amounting to 2,300,000 (prior to the subdivision of shares detailed above) lapsed, unexercised, on 20 November 2016.

The Company has issued, conditional upon Admission, warrants to Shard Capital Partners LLP over 1,400,000 Ordinary Shares.

Waiver of Directors' Accrued Salaries in lieu of new Share Options

As at 31 December 2015, Directors' contracted accrued salaries amounted to £640,000. In order to enlist support from potential investors for the Company's listing on the Standard List, conditional on Admission, the Directors agreed in the Management Incentive Plan to waive these salaries in lieu of the following option awards: 32,500,000 options at 0.1p per Ordinary Share, 28,375,000 options at 1p per Ordinary Share and 12,312,500 options at 2p per Ordinary Share

The Directors also agreed to waive historic options over a total of 1,675,000 Ordinary Shares as follows:

Date of grant	*Number of ordinary shares under option at 31 December 2015*	*Waived*	*Outstanding options*	*Exercise price*	*Exercise period*
03/05/2011	750,000	(150,000)	600,000	£2.80	15/02/2012 – 02/05/2021
03/05/2011	150,000	(150,000)	—		
23/05/2013	1,375,000	(1,375,000)	—		
Total	**2,275,000**	**(1,675,000)**	**600,000**		

Convertible Unsecured Loan Stock 2016

The Company has raised £103,000 from the Directors under the Convertible Unsecured Loan Stock 2016 instrument issued.

At the option of the loan stockholder, on an Admission of the Company to AIM or other recognised investment exchange, the loan will either be convertible into shares at the price at which the placing associated with the listing occurs or will be repayable out of the placing proceeds together with 100 per cent. interest to compensate for the risk associated with the loan.

If a listing does not occur on or before 31 March 2017, then the Stockholder may convert the Stock into fully paid Ordinary Shares at the nominal value of an ordinary share at any time up to 30 June 2017, or seek repayment of the Stock together with 100 per cent. interest at 30 June 2017.

The following amounts were raised from the Directors:

Director	*Amount (£)*
D Boylan	20,000
C Theis	57,000
R Patel	3,000
A Yeo	10,000
N Fitzpatrick	10,000
T Corrado	3,000
Total	**103,000**

Placing

On 22 March 2017 140,000,000 new Ordinary Shares were placed with prospective investors at the Placing Price of £0.01 per Ordinary Share, conditional only upon Admission.

SECTION C – UNAUDITED INTERIM FINANCIAL STATEMENTS

Statement of Comprehensive Income

	Notes	*Unaudited 9 month period to 30 September 2016 £'000*	*Unaudited 9 month period to 30 September 2015 £'000*
Share based payments		—	(32)
Other administrative expenses		(718)	(585)
Total administrative expenses		(718)	(617)
Operating loss		(718)	(617)
Finance income		—	—
Amounts written off investments		—	(6,971)
Loss before income tax		(718)	(7,588)
Income tax expense		—	—
Loss for the year		(718)	(7,588)

There were no material elements of other comprehensive income for any of the financial periods above other than those included in the income statements and therefore no comprehensive income has been presented.

Statement of Financial Position

	Notes	*Unaudited As at 30 September 2016 £'000*	*Unaudited As at 30 September 2015 £'000*
Non-current assets			
Property, plant and equipment		2	2
Investments – available for sale	2	—	1,050
		2	1,052
Current assets			
Trade and other receivables		141	25
Cash and cash equivalents		11	237
		152	262
Current liabilities			
Trade and other payables	3	(1,261)	(659)
Net current assets/(liabilities)		(1,109)	(397)
Net Assets/(liabilities)		(1,107)	655
Shareholders' equity			
Called up share capital	4	8,806	8,572
Share premium account		24,135	24,133
Share based payments reserve		716	716
Retained earnings		(34,764)	(32,766)
Total equity		(1,107)	655

Statement of changes in equity

	Unaudited Share capital £'000	*Unaudited Share premium £'000*	*Unaudited Share based payments reserve £'000*	*Unaudited Retained earnings £'000*	*Unaudited Total £'000*
At 1 January 2015	8,241	24,133	756	(25,250)	7,880
Issue of share capital	331	—	—	—	331
Loss for the period	—	—	—	(7,588)	(7,588)
Lapsed share options	—	—	(40)	40	—
Issue of warrants	—	—	32	—	32
Exercise of warrants	—	—	(32)	32	—
As at 30 September 2015	8,572	24,133	716	(32,766)	655
At 1 January 2016	8,578	24,135	716	(34,046)	(617)
Issue of share capital	228	—	—	—	228
Loss for the period	—	—	—	(718)	(718)
At 30 September 2016	8,806	24,135	716	(34,764)	(1,107)

Statement of cash flows

	Notes	*Unaudited 9 month period ended 30 September 2016 £'000*	*Unaudited 9 month period ended 30 September 2015 £'000*
Cash flows from operating activities			
Cash utilised from operations		(320)	(502)
Net cash utilised from operating activities		(320)	(502)
Cash flows from financing activities			
Net proceeds from issue of ordinary shares		228	331
Net cash inflow from financing activities		228	331
Decrease in cash and cash equivalents		(92)	(171)
Cash and cash equivalents at beginning of period		103	408
Cash and cash equivalents at end of period		11	237

Notes to the financial information

1. Expenses by nature

	Unaudited 9 month period to 30 September 2016 £'000	*Unaudited 9 month period to 30 September 2015 £'000*
Staff costs	472	374
Other expenses	246	211
	718	585

Included in Staff Costs above is an increase in accrued salaries of £325,169 (2015: £141,500).

In order to enlist support from investors for the Company's listing on the Standard List, conditional on Admission, the Directors considered it appropriate to waive all accrued salaries to 30 September 2016 amounting to £917,119.

The Directors continue to work without payment of their remuneration at the date of these accounts.

2. Investments – available for sale

	Unaudited Listed investments £'000	*Unaudited Unlisted investments £'000*	*Unaudited Total £'000*
At 1 January 2015	—	8,020	8,020
Additions	—	1	1
Impairment	—	(6,971)	(6,971)
At 30 September 2015	—	1,050	1,050
Less – non current portion	—	(1,050)	(1,050)
Current Portion	—	—	—
At 1 January 2016	—	—	—
Additions	—	—	—
At 30 September 2016	—	—	—
Less – non current portion	—	—	—
Current Portion	—	—	—

Unlisted investments are recorded at cost less impairment. Unlisted investments are instruments that do not have a quoted market price in an active market and their fair value cannot be measured reliably. The range of reasonable fair value estimates is significantly wide and the probabilities of the various estimates cannot be reasonably assessed as they relate to the underlying gas reserves in blocks which are currently being explored by a third party company.

The unlisted investments as at 30 September 2015 comprised of a 5 per cent. interest each in ARAR and Alpay Enerji AS at an aggregate cost of £8 million.

The principal risks and uncertainties associated with the above assets are as follows:

- that Alpay Enerji AS and ARAR are unsuccessful in developing and producing oil and gas reserves;

- that the Company will be unable to realise the carrying value of its investments in Alpay Enerji AS and ARAR;
- that the majority shareholder in Alpay Enerji AS and ARAR is unable to meet the ongoing financial obligations of the licences or the costs of drilling to exploit the full potential of the licences; and
- No ready buyer of the investment.

As at 30 September 2015 and 31 December 2015 the Directors considered that the fair value of the investments was at least equal to the cost and therefore no impairment of the investments was recognised. In making this assessment the Directors considered the valuation placed on the underlying assets at the time of acquisition and that no material changes had occurred which would in their opinion result in an impairment

Post 31 December 2015, Server Fatih Alpay, the majority owner of ARAR and Alpay Enerji AS, made an initial offer to the Company of £1,050,000 for its 5 per cent. interest in both companies payable in instalments. However, since the offer was received, progress towards a legal sale and purchase agreement has been slow, and as the payment is by instalment over a period of time, and their Directors considered the likelihood of finding an alternative buyer to be low, the Directors have decided to impair the asset to £nil as at 31 December 2015.

3. Trade and other payables

	Unaudited As at 30 September 2016 £'000	*Unaudited As at 30 September 2015 £'000*
Trade payables	110	9
Social security costs and other taxes	—	6
Accruals	1,151	644
	1,261	659

Included in accruals at 30 September 2016 are accrued salaries of £917,119 (2015:£571,012) which will be waived, conditional on Admission.

4. Share capital

	Unaudited As at 30 September 2016 £'000	Unaudited As at 30 September 2015 £'000
Ordinary shares of 40p each:		
Authorised		
45,000,000 Ordinary shares of 40p each	18,000	18,000

	2016		2015	
	No.	*£'000*	*No.*	*£'000*
Allotted and issued				
At 1 January	21,445,221	8,578	824,125,530	8,240
Share issues:				
On 6 January 2015 the Company issued ordinary shares of 1p each at par.	—	—	300,000	3
On 3 June 2015 the Company issued ordinary shares of 1p each at par.	—	—	300,000	3
On 1 September 2015 the Company issued ordinary shares of 1p each at par.	—	—	2,500,000	25
On 2 September 2015 the Company issued ordinary shares of 1p each at par.	—	—	30,250,000	301
On 23 March 2016 the Company issued 62,500 ordinary shares of 40p each at par.	62,500	25	—	—
On 4 April 2016 the Company issued 56,875 ordinary shares of 40p each at par and a further 12,500 ordinary shares of 40p each at par, on exercise of warrants	69,375	28	—	—
On 10 May 2016 the Company issued 400,000 ordinary shares of 40p each at at par.	400,000	160	—	—
On 20 June 2016 the Company issued 25,000 ordinary shares of 40p each at par.	25,000	10	—	—
On 2 June 2016 the Company issued 12,500 ordinary of 40p each shares at par.	12,500	5	—	—
At 30 September	**22,014,596**	**8,806**	**857,475,530**	**8,572**

On 18 December 2015 the Company consolidated its 857,808,863 shares of £0.01 each into 21,445,221 shares of £0.40 each. All voting, dividend and capital distribution rights remained unchanged.

5. Subsequent events

Resolutions passed at General Meeting

On 10 October 2016, the Company passed an ordinary resolution to subdivide the existing 22,014,596 Ordinary Shares of 40 pence each in 22,014,596 new Ordinary Shares of 0.1 pence and 22,014,596 Deferred Shares of 39.9 pence. The above subdivision also applies to outstanding share options and warrants in October 2016.

The Ordinary shares shall confer upon the holders the right to receive dividends and other distributions and participate in the income or profits of the Company, provided that the Ordinary shares shall not confer upon the holders the rights to receive dividends paid, made or declared of the proceeds of the sale of assets held by the Company at 10 October 2016 and included on the Company's Balance Sheet as "Investments – Available for Sale" as at the date of the General Meeting. (the Legacy Assets).

The Deferred Shares shall confer upon the holders the following rights and shall be subject to the following restrictions, not withstanding any other provisions in these Articles:

Return of Capital

On return of assets on a winding up of the Company after the holders of Ordinary Shares have received the aggregate amount paid up thereon plus £10,000,000 for each such share held by them, there shall be a distribution to the holders of Deferred Shares an amount equal to the nominal value of shares held and thereafter any surplus held will be distributed to holders of Ordinary Shares.

Dividends

Deferred Shareholders have no rights to Dividends or other distributions or to participate in the income and profits of the Company. Deferred shareholders have a right to receive any dividends declared, made or paid of the proceeds of the sale of Legacy Assets.

Transfers

The Company may acquire all or any of the Deferred Shares in issue at any time for no consideration.

Waiver of Directors' Accrued Salaries in lieu of new Share Options

As at 30 September 2016, Directors' contracted accrued salaries amounted to £917,119. In order to enlist support from potential investors for the Company's listing on the Standard List, conditional on Admission, the Directors agreed in the Management Incentive Plan to waive all accrued salaries to 30 September 2016 in lieu of the following option awards: 32,500,000 options at 0.1p per Ordinary Share, 28,375,000 options at 1p per Ordinary Share and 12,312,500 options at 2p per Ordinary Share. The option awards, the majority of which are either at or out of the money, are considered by the Board to be proportionate with regard to the value and size of the Enlarged Share Capital. The fully diluted number of shares, if all the currently outstanding options were to be exercised would increase by 21.3 per cent. Since 30 September 2016, the Directors have continued to work without payment of their remuneration.

Issue of Convertible Unsecured Loan Stock 2016

The Company has raised £103,000 from the Directors under the Convertible Unsecured Loan Stock 2016 instrument.

At the option of the loan stockholder, on an Admission of the Company to AIM or other recognised investment exchange, the loan will either be convertible into shares at the price at which the placing associated with the listing occurs or will be repayable out of the placing proceeds together with 100 per cent. interest to compensate for the risk associated with the loan.

If a listing does not occur on or before 31 March 2017, then the Stockholder may convert the Stock into fully paid Ordinary Shares at the nominal value of an ordinary share at any time up to 30 June 2017, or seek repayment of the Stock together with 100 per cent. interest at 30 June 2017.

The following amounts were raised from the Directors:

Director	*Amount (£)*
D Boylan	20,000
C Theis	57,000
R Patel	3,500
A Yeo	10,000
N Fitzpatrick	10,000
T Corrado	3,000
Total	**103,000**

SECTION D – ACCOUNTANTS REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE COMPANY

Acre House
11-15 William Road
London
NW1 3ER

T +44 (0)20 7388 7000
F +44 (0)20 7380 4900
www.hwfisher.co.uk

Path Investments plc
Aston House
Cornwall Avenue
London
N3 1LF

24 March 2017

Dear Sirs,

Path Investments plc (the "Company"): proposed admission of ordinary shares to trading on the London Stock Exchange's main market for listed securities

Introduction

We report on the unaudited pro forma statement of Net Assets (the "Pro Forma Statement of Net Assets") as set out in Section E of this Part V of the Prospectus dated 24 March 2017, which has been prepared on the basis described, for illustrative purposes only, to provide information about how the impact of the Placing and Admission might have affected the financial information as at 30 September 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 Statement of Net Assets 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 Statement of Net Assets 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 Statement of Net Assets, 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 Statement of Net Assets 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 Statement of Net Assets 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 Statement of Net Assets 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,

HW Fisher & Company

SECTION E – UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE COMPANY

The Unaudited Pro Forma Statement of Net Assets of the Company has been prepared by the Directors to illustrate the possible impact of the Admission and the Placing on the Net Assets of the Company as at 30 September 2016, as if they had occurred on that date.

It is the sole responsibility of the Directors to prepare the Unaudited Pro Forma Statement of Net Assets. The Unaudited Pro Forma Statement of Net Assets has been prepared for illustrative purposes only and, because of its nature, does not give a true picture of the financial position of the Company.

	Net Assets of the Company as at 30 September 2016 Note 1 £'000	*Adjustment Note 2 £'000*	*Placing and Admission Note 3 £'000*	*Pro Forma Net Assets of the Company £'000*
Non-current assets				
Property, plant and equipment	2	—	—	2
	2	—	—	2
Current assets				
Trade and other receivables	141	—	—	141
Cash and cash equivalents	11	—	1,154	1,165
	152	—	1,154	1,306
Current liabilities				
Trade and other payables	(1,261)	1,001	—	(260)
Net current liabilities	(1,109)	1,001	1,154	1,046
Net Assets	(1,107)	1,001	1,154	1,048

Notes to the Unaudited Pro Forma Statement of Net Assets

1. The Net Assets of the Company as at 30 September 2016 have been extracted from the unaudited historical financial information set out in Part V, Section C of this Admission Document.
2. Adjustment to the Pro Forma Statement of Net Assets to reflect waiver of directors' accrued salaries together with associated employer national insurance costs to date, conditional on Standard listing.
3. Adjustments have been made to the Pro Forma Statement of Net Assets to reflect the receipt of the proceeds of the Placing of £1,400,000 less expenses of £245,500.
4. Save as set out above, no adjustment has been made to reflect the trading performance of the Company since 30 September 2016 or any other transactions.

PART VI

ADDITIONAL INFORMATION

1. Responsibility

The Directors of the Company whose names are set out on page 35 of this Document, and the Company accept responsibility both individually and collectively for the information contained in this Document. To the best of the knowledge and belief 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 does not omit anything likely to affect the import of such information.

2. The Company

2.1 The Company was incorporated and registered in England and Wales (where it remains domiciled) on 2 June 2000 under the Companies Act 1985 as a public company limited by shares with the name Hallco 459 plc and with registered number 04006413. On 28 November 2000, the Company changed its name to "The Niche Group PLC". On 20 February 2016, the Company changed its name to "Path Investments plc".

2.2 The Company is a public limited company and, accordingly, the liability of its members is limited. The principal legislation under which the Company operates is the Act and regulations made thereunder.

2.3 The Company's registered office is at Aston House, Cornwall Avenue, London N3 1LF and its telephone number is +44 (0)20 8371 3000.

2.4 The accounting reference date of the Company is 31 December.

2.5 On 9 March 2004, the Company was granted a certificate under section 117 of the Companies Act 1985 entitling it to commence business.

2.6 The Company has given notice to the Registrar of Companies of its intention to carry on business as an investment company pursuant to section 833 of the Act.

2.7 As at the date of this document the Company has no subsidiary undertakings.

3. Share capital of the Company

3.1 At the date of incorporation, the authorised share capital ("ASC") of the Company was £50,000 divided into 50,000 ordinary shares of £1 each, of which two shares were issued (both of which were fully paid up) to the subscribers to the Company's memorandum of association.

3.2 The following is a summary of the changes in the issued Ordinary Share capital of the Company since 1 January 2013:

Date of issue	*Number of Ordinary Shares issued*	*Par value (£)*
30 July 2013	9,000,000	0.01
21 November 2013	100,000,000	0.01
20 December 2013	22,300,000	0.01
23 April 2014	300,000	0.01
12 September 2014	600,000	0.01
22 September 2014	375,000	0.01
6 January 2015	300,000	0.01
2 June 2015	300,000	0.01
1 September 2015	2,500,000	0.01
2 September 2015	30,250,000	0.01
2 December 2015	333,333	0.01
18 December 2015 (consolidation)	—	0.40
23 March 2016	62,500	0.40
4 April 2016	25,000	0.40
4 April 2016	31,875	0.40
4 April 2016	12,500	0.40
10 May 2016	125,000	0.40
10 May 2016	150,000	0.40
10 May 2016	125,000	0.40
20 May 2016	25,000	0.40
20 May 2016	12,500	0.40
10 October 2016 (subdivision)	—	0.001

3.3 On 18 December 2015 the directors of the Company were generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("**Act**") until the next annual general meeting, to exercise all the powers of the Company to allot Ordinary Shares and to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to an aggregate nominal amount of £10,000,000.

3.4 The provisions of section 561 of the Act (to the extent not disapplied pursuant to section 570 of the Act) confer on the Shareholders certain rights or pre-emption in respect of the allotment of equity securities (as defined in section 560(1) of the Act) which are, or are to be, paid up in cash and apply to future issues of equity share capital. These provisions have been disapplied pursuant to a special resolution passed at a general meeting on 2 February 2016 in respect of equity securities up to an aggregate nominal value of £10,000,000.

3.5 Pursuant to a special resolution passed on 2 February 2016, the Company has authority, subject to confirmation of the court, to cancel the share premium account (which, on the basis of the 31 December 2015 audited accounts, is an amount equal to £24,134,750) and to credit to a reserve the amount by which the share premium account is cancelled.

3.6 The new Ordinary Shares in issue following Admission will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after Admission on the ordinary share capital.

3.7 The Company has granted options over Ordinary Shares as follows:

Number of Ordinary Shares subject to option	*Exercise price (per option share)*	*Expiry date*
600,000	£2.80	2 May 2021

3.8 As at the date of this Document:

3.8.1 options over a total of 600,000 Ordinary Shares, amounting to not more than 0.23 per cent of the Fully Diluted Share Capital have been granted to persons other than the Directors and remain unexercised, as detailed in paragraph 3.7 above;

3.8.2 options over a total of 73,187,500 Ordinary Shares, amounting to not more than 28.61 per cent of the Fully Diluted Share Capital have been granted to the Directors conditional on Admission, as detailed in paragraph 8.4 below; and

3.8.3 warrants in respect of 1,400,000 Ordinary Shares have been issued to Shard Capital Partners LLP conditional on Admission, amounting to not more than 0.55 per cent. of the Fully Diluted Share Capital. The warrants are exercisable at the Placing Price at any time within two years from Admission.

3.9 £93,000 of the Convertible Loan Stock 2016, will be converted into new Ordinary Shares at the Placing Price, amounting to 7.27 per cent. of the Fully Diluted Share Capital as follows:

Director	*Nominal amount of Convertible Loan Stock 2016 (£) to be converted into Ordinary Shares following Admission*
Donal Boylan	20,000
Christopher Theis	47,000
Rakesh Patel	3,500
Andy Yeo	10,000
Brent Fitzpatrick	10,000
Tommaso Corrado	3,000

3.10 Save as disclosed in paragraphs 3.7 to 3.9 and paragraph 8.4 of this Part VI of this document:

(a) no unissued share or loan capital of the Company is under option or is the subject of an agreement, conditional or unconditional, to be put under option;

(b) no share or loan capital of the Company is in issue and no such issue is proposed;

(c) there are no shares in the capital of the Company currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived; and

(d) there are no outstanding convertible securities issued by the Company.

3.11 All Ordinary Shares represent capital in the Company and no Ordinary Shares are held by or on behalf of the Company.

3.12 None of the Ordinary Shares has been sold or made available to the public in conjunction with the application for Admission.

3.13 Save as disclosed in this document, no commission, discounts, brokerages or other specific terms have been granted by the Company in connection with the issue or sale of any of its share or loan capital.

3.14 The Company's articles of association permit the Company to issue shares in uncertificated form. Application will be made for the Placing Shares to be admitted to CREST on Admission. The Ordinary Shares are in registered form and may be held in either certificated form or uncertificated form through CREST.

3.15 The International Security Identification Number for the Ordinary Shares is GB00BYQD5059.

3.16 The Placing Price of 1 pence per Ordinary Share represents a premium of 0.9 pence over the nominal value of 0.1 pence per Ordinary Share and is payable in full on Admission under the terms of the Placing.

3.17 The issued and fully paid share capital for the Company, as at the date of this document and as it is expected to be immediately following Admission, is as follows:

	Pre Admission		*Immediately following Admission*	
Ordinary Shares:	*Number of shares*	*Aggregate Nominal value*	*Number of shares*	*Aggregate Nominal value*
Issued and fully paid	22,014,596	£22,015	162,014,596	£162,015
Deferred and fully paid	22,014,596	£8,783,824	22,014,596	£8,783,824

4. Summary of Memorandum and Articles of Association

The Memorandum of Association of the Company provides that the Company's principal object is to carry on business as a general commercial company.

The Articles of Association of the Company contain, amongst other things (and subject to the relevant provisions of general English law and of the London Stock Exchange's Admission and Disclosure Standards and the FCA handbook, as appropriate) provisions to the following effect:

4.1 *Meetings of Members*

Subject to the requirement to convene and hold annual general meetings in accordance with the requirements of the Act, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the Act.

An annual general meeting shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to each of the directors and the auditors for the time being of the Company. The notice shall specify the time and place of the meeting and the general nature of such business. The accidental omission to give notice of a meeting, or to send a form of proxy with a notice where required by the Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by any person, shall not invalidate the proceedings of that meeting.

The appointment of a proxy shall be executed or authenticated in such manner as the Directors may have determined by or on behalf of the appointer.

A corporation or corporation sole which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares.

4.2 *Voting Rights*

At general meetings of the Company, on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not being himself a member entitled to vote, shall have one vote and on a poll every member present in person or by proxy shall have one vote for every Ordinary share held by him. On a poll votes may be given either personally or by proxy.

4.3 *Alteration of Capital*

The Company may from time to time by ordinary resolution:

(a) increase its capital as the resolution shall prescribe;

(b) consolidate and divide all or any of its shares into shares of larger amount;

(c) sub-divide all or any of its shares into shares of smaller amount and attach varying rights to the shares resulting from such sub-division; and

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

The Company may by special resolution reduce its share capital, any capital redemption reserve fund and any share premium account subject to the provisions of the Act.

4.4 *Variation of Rights*

All or any of the special rights for the time being attached to any class of shares for the time being issued may be varied or abrogated with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise). At every such separate general meeting the necessary quorum shall be not less than two persons holding or representing by proxy issued shares of the class or, at any adjourned meeting of such holders, one holder of shares of the relevant class who is present in person or by proxy, whatever the amount of his holding, shall be deemed to constitute a quorum.

4.5 *Purchase of own shares*

Subject to the provisions of the Act and to the sanction by a special resolution passed at a separate class meeting of the holders of any convertible shares, the Company may purchase any of its own shares of any class (including redeemable shares) at any price.

4.6 *Transfer of Ordinary Shares*

Any member may transfer all or any of his Ordinary Shares. Save where any rules or regulations made under the Act permit otherwise, the instrument of transfer of a share shall be in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and (in the case of a share which is not fully paid) by or on behalf of the transferee. The Board may in its absolute discretion and without giving any reason decline to register any transfer of Ordinary Shares which are not fully paid or on which the Company has a lien.

4.7 *Dividends and other distributions*

There are no fixed dates on which an entitlement to dividends arises. The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends if it appears that they are justified by the financial position of the Company.

All dividends shall be apportioned and paid *pro rata* to the amounts paid or credited as paid on the Ordinary Shares during any portion or portions of the period in respect of which the dividend is paid. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and revert to the Company.

The Board may, if authorised by an ordinary resolution of the Company, direct payment of a dividend in whole or in part by the distribution of shares credited as fully paid instead of cash.

The Company may cease to send any cheque or dividend warrant through the post if such instruments have been returned undelivered or remain uncashed by a member on at least two consecutive occasions. The Company shall recommence sending cheques or dividend warrants if the member claims the dividend or cashes a dividend warrant or cheque.

In a winding up, the liquidator may, with the sanction of a special resolution and subject to the Insolvency Act 1986, divide among the members *in specie* the whole or any part of the assets of the Company and/or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the member as the liquidator determines.

4.8 *Restrictions on Ordinary Shares*

If the Board is satisfied that a member or any person appearing to be interested in shares in the Company has been duly served with a notice under Section 793 of the Act and is in default in supplying to the Company the information thereby required within a prescribed period after the service of such notice the Board may serve on such member or on any such person a notice ("**a direction notice**") in respect of the shares in relation to which the default occurred ("**default shares**") directing that a member shall not be entitled to be present or vote either personally or by proxy at any general meeting or class meeting of the Company. Where default shares represent at least 0.25 per cent. of the class of shares concerned the direction notice may in addition direct that (except in liquidation) no payment shall be made on any sums due from the Company on the default shares, whether in respect of capital or dividend or otherwise, and the Company shall not meet any liability to pay interest on any such payment when it is finally paid to the member and no transfer of any of the shares held by the member shall be registered unless it is a transfer of shares to an offeror by way or in pursuance of acceptance of a takeover offer (as defined in Section 974 of the Act); or the Board is satisfied that the transfer is made pursuant to a sale of the whole of the beneficial ownership of the shares the subject of the transfer to a party unconnected with the member and with other persons appearing to be interested in such shares; or the transfer results from a sale made through a recognised investment exchange as defined in the FSMA or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded. The prescribed period referred to above means 28 days from the date of service of the notice under Section 793 of the Act unless the default shares represent at least 0.25 per cent. of the class of shares concerned in which case it is 14 days from that date.

4.9 The Ordinary Shares and the Deferred Shares constitute different classes of shares for the purposes of the Act but, save as set out in the Articles, rank *pari passu* in all respects.

4.10 The Ordinary Shares confer upon the holders the right to receive dividends and other distributions and participate in the income or profits of the Company, provided that the Ordinary Shares do not confer upon the holders the right to receive any dividend paid, made or declared of the proceeds of the sale of assets held by the Company and included on the Company's Balance Sheet as "Investments – Available for sale" as at 10 October 2016.

4.11 The Deferred Shares confer upon the holders the following rights and shall be subject to the following restrictions, notwithstanding any other provisions in these Articles:

(i) *Return of Capital*

On the return of assets on a winding up of the Company, after the holders of the Ordinary Shares have received the aggregate amount paid up thereon plus £10,000,000 for each such share held by them, there shall be distributed amongst the holders of the Deferred Shares an amount equal to the nominal value of the Deferred Shares and thereafter any surplus shall be distributed amongst the holders of the Ordinary Shares *pro rata* to the number of Ordinary Shares held by each of them respectively. Save as set out in the Articles, the holders of the Deferred Shares shall have no interest or right to participate in the assets of the Company.

(ii) *Dividend*

The Deferred Shares do not confer upon the holders the right to receive any dividends or other distribution or to participate in the income or profits of the Company, save that the Deferred Shares confer upon the holders the right to receive, *pro rata* the number of

Deferred Shares held as a proportion of the total number of Deferred Shares in issue, any dividend declared, made or paid of the proceeds of the sale of any Legacy Assets.

(iii) *Transfers*

Subject to the provisions of the Act, the Company may acquire all or any of the Deferred Shares in issue at any time for no consideration. Pending such acquisition, each holder of the Deferred Shares shall be deemed to have irrevocably authorised the Company, at any time:

(a) to appoint any person to execute (on behalf of the holder of the Deferred Shares) a transfer thereof and/or an agreement to transfer the same to the Company or to such person or persons as the Company may determine as custodian thereof or to give instructions to transfer any Deferred Shares held in uncertificated form to such person as the Directors may determine in their absolute discretion, in each case without obtaining the sanction of the holder(s) of them and without any payment being made in respect of that transfer;

(b) pending such transfer, to retain such holder's certificate (if any) for the Deferred Shares; and

(c) other than as specified in the Articles, the Deferred Shares shall not be capable of transfer at any time other than with the prior consent of each of the Directors, nor shall the holders of them be entitled to mortgage, pledge, charge or otherwise encumber them or create or dispose of or agree to create or dispose of any interest (within the meaning of section 820 of the Act) whatsoever in any Deferred Shares.

(iv) *Voting*

The Deferred Shares do not confer on the holders thereof any entitlement to receive notice of or to attend or speak at or vote at any general meeting of the Company.

(v) *Further Participation*

Except as provided in section 4.11(ii), the Deferred Shares shall carry no right to participate in the profits or assets of the Company.

(vi) *Variation of Rights*

Subject to the Act, the rights attaching to the Deferred Shares shall not be deemed to be varied or abrogated by the creation and/or allotment and/or issue of any further shares, the passing of any resolution of the Company reducing its share capital or cancelling the Deferred Shares and none of the rights or restrictions attached to the Deferred Shares shall be or deemed to be varied or abrogated in any way by the passing or coming into effect of any special resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid up or to cancel such Deferred Shares).

4.12 *Directors*

At every annual general meeting of the Company as near as possible (but not exceeding) one third of the Directors for the time being shall retire by rotation and be eligible for re-election. The Directors to retire will be those who have been longest in office or, in the case of those who became or who are re-elected Directors on the same day, shall, unless they otherwise agree, be determined by lot.

The Board may authorise any matter which relates to a situation in which a Director has an interest which conflicts or may conflict with the interests of the Company and which would, if not authorised, result in a breach of duty under section 175 of the Act.

Any Director may propose that a conflict is authorised by the Board and the Board may effect such proposal and authorisation in the same way as any other, save that any Director with an interest in the conflict must not count in the quorum nor vote on any resolution giving authorisation and may be excluded from any meeting while the conflict is under consideration. The terms of any authorisation must be recorded in writing, and the Board may revoke or vary the authorisation at any time.

Where the Board authorises a conflict it may make certain requirements including the exclusion of any interested Director from the receipt of information, the participation in discussion and the making of decisions in relation to the conflict, or it may impose terms on any such Director which he will be obliged to comply with. In addition, the Board may provide that confidential information obtained by any interested Director through the conflict need not be disclosed to the Company or used or applied for the benefit of the Company.

Save as otherwise provided by the articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract in which he is interested, except where that interest cannot be regarded as likely to give rise to a conflict of interest or where that interest arises only from one or more of the following matters:

(a) the giving to such Director any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiary undertakings;

(b) the giving by the Company or any of its subsidiary undertakings of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings in respect of which such Director has himself given an indemnity or that he has guaranteed or secured in whole or in part;

(c) the subscription by such Director for shares, debentures or other securities of the Company or any of its subsidiaries issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof or to the public or any section thereof, or to underwrite or sub-underwrite any such shares, debentures or other securities;

(d) any contract in which such Director is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;

(e) any contract concerning any other company (not being a company in which such Director owns one per cent. or more,) in which he is interested, directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;

(f) any contract concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme that relates both to Directors and employees of the Company or of any of its subsidiaries and that does not accord to any Director as such any privilege or advantage not generally accorded to the employees to whom such scheme or fund relates;

(g) any contract concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any Directors of the Company;

(h) any contract involving the adoption of an arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director benefits in a similar manner to the employees and that does not accord to any Director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates (including, without limitation, any savings related share option scheme, or profit sharing scheme operated by the Company and approved by the Inland Revenue under the Income and Corporation Taxes Act 1988); and

(i) (save in relation to any matter concerning or directly affecting his own participation therein) any contract involving the adoption or modification of any share option or share incentive scheme of the Company.

The ordinary remuneration of the Directors who do not hold executive office for their services (excluding amounts payable under any other provision of the Articles) shall not exceed in aggregate £250,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Subject thereto, each such Director shall be paid a fee (which shall be deemed to accrue from day to day) at such rate as may from time to time be determined by the Board. The Directors shall be entitled to all such reasonable expenses as they may properly incur in attending meetings of the Board or in the discharge of their duties as Directors. Any Director who by request of the Board performs special services may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine. The Directors may pay pensions and other benefits to, *inter alia*, present and past employees and Directors and may set up and maintain schemes for the purpose.

Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two. There is no maximum number of Directors. A Director shall not be required to hold any shares of the Company by way of qualification.

4.13 *Borrowing powers*

The Directors may exercise all the powers of the Company to borrow money, to guarantee, to indemnify and to mortgage or charge its undertaking, property, assets (present and future) and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

5. Substantial Shareholders

5.1 Other than the shareholdings of Directors and connected persons which are set out in Paragraph 8 of this Part VI, the Company is aware that the following persons have at the date of this document an interest in, or will following Admission, be interested in, three per cent. or more of the issued Ordinary Share capital of the Company:

	Pre Admission		*Immediately following Admission*	
Shareholder	*Number of Ordinary Shares held*	*Percentage of existing share capital (per cent.)*	*Number of Ordinary Shares held*	*Percentage of enlarged issued share capital (per cent.)*
Vidacos Nominees Limited	2,506,802	11.39	2,506,802	1.55%
JIM Nominees Limited	2,253,631	10.24	2,253,631	1.39%
Platform Securities Nominees	1,362,181	6.19	1,362,181	0.84%
Dartington Portfolio Nominees	1,139,991	5.18	1,139,991	0.70%
Lynchwood Nominees Limited	1,105,068	5.02	1,105,068	0.68%
HSBC Global Custody Nominee (UK)	947,910	4.31	947,910	0.59%
W B Nominees Limited	846,973	3.85	846,973	0.52%
Chase Nominees Limited	800,581	3.64	800,581	0.49%
Pershing Nominees Limited	775,460	3.52	775,460	0.48%

5.2 The Company's share capital consists of Ordinary Shares with equal voting rights (subject to the Articles) and Deferred Shares, with no voting rights. No major Shareholder of the Company has any different voting rights from the other Shareholders.

5.3 Save as disclosed in this Document, there are no persons, so far as the Company is aware, who are or will be immediately following Admission holding voting rights (within the meaning of Rule 5 of the Disclosure Guidance and Transparency Rules) in three per cent. or more of the Company's issued ordinary share capital, nor, so far as the Company is aware, are there any persons who at the date of this document or immediately following Admission, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

5.4 Save as disclosed in this document, there are no arrangements known to the Company, the operation of which may at a subsequent date result in a change in control of a Company.

6. Convertible Unsecured Loan Stock 2016

The Company has raised £103,000 from the Directors under the Convertible Unsecured Loan Stock 2016 instrument. At the option of the loan stockholder, on an Admission of the Company to AIM or other recognised investment exchange, the loan will either be convertible into shares at the price as which the placing associated with the listing occurs or will be repayable out of the placing proceeds together with 100 per cent. interest to compensate for the risk associated with the loan. If a listing does not occur on or before 30 April 2017, then the Stockholder may convert the Stock into fully paid Ordinary Shares at the nominal value of an ordinary share at any time up to 30 June 2017, or seek repayment of the Stock together with 100 per cent. interest at 30 June 2017.

The following amounts were raised from Directors (or their connected persons within the meaning of sections 252-254 of the Act):

Director	*Amount (£)*
D. Boylan	20,000
C Theis[1]	57,000
R Patel[2]	3,000
A Yeo	10,000
N Fitzpatrick[3]	10,000
T Corrado	3,000
Total	**103,000**

1 £10,000 was raised from Networkguru Limited, a company wholly owned by Chris Theis' son.

2 £1,500 was raised from Adler Shine, an accountancy firm in which Rakesh Patel is a senior partner.

3 £10,000 was raised from Ocean Park Developments Limited, a company in which Brent Fitzpatrick is a 100% shareholder.

7. Directors' and Non-Executive Directors' Service Agreements/Letters of Appointment

The following service agreements, consultancy agreement and appointment letters have been entered into by the Company with the Directors:

7.1 *Christopher Theis*

On 22 March 2017 Christopher Theis entered into a service agreement with the Company with respect to his appointment as Chief Executive Officer of the Company. The service agreement, which is to take effect from Admission, is terminable on 12 months' notice given by either party in writing. In addition, the service agreement contains provisions for termination in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual salary payable is £225,000 per annum. On termination, the Company may in its discretion make a payment in lieu of notice. The service agreement contains non-compete restrictive covenants for a period of up to 12 months following termination of employment. Chris was first appointed to the Board on 13 December 2012.

7.2 *Andrew Yeo*

On 22 March 2017 Andrew Yeo entered into a service agreement with the Company with respect to his appointment as Chief Operating Officer of the Company. The service agreement, which is to take effect from Admission, is terminable on 12 months' notice given by either party in writing. In addition, the service agreement contains provisions for termination in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual salary payable is £168,750 per annum. On termination, the Company may in its discretion make a payment in lieu of notice. The service agreement contains non-compete restrictive covenants for a period of 12 months following termination of employment. Andrew was first appointed to the Board on 17 December 2015.

7.3 *Brent Fitzpatrick*

On 22 March 2017 Brent Fitzpatrick entered into a letter of appointment with the Company with respect to his appointment as Chairman and Non-Executive Director of the Company. The letter of appointment, which is to take effect from Admission, is terminable on six months' notice given by either party in writing. In addition, the letter of appointment contains provisions for termination of the appointment in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual remuneration payable is £36,000 per annum. The letter of appointment contains non-compete restrictive covenants for a period of 12 months following termination of appointment. Brent was first appointed to the Board on 17 December 2015.

7.4 *Rakesh Patel*

On 22 March 2017 Rakesh Patel entered into a consultancy agreement with Adler Shine LLP and the Company with respect to his appointment as Chief Financial Officer of the Company. The consultancy agreement, which is to take effect from Admission, is terminable on 3 months' notice given by either party in writing. In addition, the consultancy agreement contains provisions for termination of the appointment in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual salary payable is £100,000 per annum. The consultancy agreement contains non-compete restrictive covenants for a period of 12 months following termination of appointment. Rakesh was first appointed to the Board on 31 August 2006.

7.5 *Donal Boylan*

On 22 March 2017 Donal Boylan entered into a letter of appointment with the Company with respect to his appointment as Non-Executive Director of the Company. The letter of appointment, which is to take effect from Admission, is terminable on six months' notice given by either party in writing. In addition, the letter of appointment contains provisions for termination of the appointment in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual remuneration payable is £30,000 per annum. The letter of appointment contains restrictive covenants for a period of 4 months following termination of appointment. Donal was first appointed to the Board on 20 May 2010.

7.6 *Tommaso Corrado*

On 15 March 2017 Tommaso Corrado entered into a letter of appointment with the Company with respect to his appointment as Non-Executive Director of the Company. The letter of appointment is terminable on six months' notice given by either party in writing. In addition, the letter of appointment contains provisions for termination of the appointment in the event of, amongst other things, a material breach of the executive's obligations under the agreement. The basic annual remuneration payable is £30,000 per annum. The letter of appointment contains restrictive covenants for a period of 4 months following appointment. Tommaso was first appointed to the Board on 2 September 2016.

7.7 Save as disclosed in this document, there are no service agreements or agreements for the provision of services existing or proposed between the Directors and the Company, and no Director is entitled to receive any benefit upon termination of his service agreement or letter of appointment other than salary and benefits accrued on the date of such termination.

7.8 On the basis of the arrangements in force at the date of this document it is estimated that the aggregate remuneration payable (including pension contributions and benefits in kind granted to the Directors) for the year ending 31 December 2017 (being the current financial period of the Company) will be £302,680.

8. Interests of the Directors and others

8.1 The interests of each of the Directors in the share capital of the Company (all of which are beneficial unless otherwise stated), including the interests of any person connected with any Directors (within the meaning of sections 252 – 254 of the Act) and the existence of which is known to such Director or could with reasonable diligence be ascertained by him, as at 23 March 2017 (being the latest practicable date prior to the date of this document) are, and upon Admission expected to be, as follows:

Director	*Number of Ordinary Shares*	*Percentage of Ordinary Shares*	*Number of Ordinary Shares following Admission*	*Percentage of Enlarged Issued Share Capital*
Christopher Theis	395,589	1.80%	395,589	0.24%
Andrew Yeo	250,625	1.14%	2,750,625	1.70%
Brent Fitzpatrick[1]	25,000	0.11%	25,000	0.02%
Rakesh Patel[2]	75,000	0.34%	75,000	0.05%
Donal Boylan	331,250	1.50%	331,250	0.20%

1 Brent Fitzpatrick has an indirect interest in 15,000 Ordinary Shares which are registered in the name of Ocean Park Developments Limited, a company of which he is the holder of 100% of the issued share capital and a further indirect interest in 10,000 Ordinary Shares which are registered in the name of Pondermatters Limited, a company of which he is the holder of 10% of the issued share capital.

2 Rakesh Patel holds a direct interest in 37,500 Ordinary Shares which are registered in his name and an indirect interest in a further 37,500 Ordinary Shares which are registered in the name of Adler Shine LLP, an accountancy firm of which he is a senior partner.

These interests exclude interests in options over Ordinary Shares set out in paragraph 8.4 below.

£93,000 of the Convertible Loan Stock 2016 will also be converted by the Directors into 18,600,000 new Ordinary Shares at the Placing Price, as detailed in paragraph 3.9 above.

8.2 Save as disclosed in this document, none of the Directors is or has been interested in any transactions which are or were unusual in their nature or conditions or significant to the business of the Company during the current or immediately preceding financial year or which were effected during any earlier financial year and remain in any respect outstanding or unperformed.

8.3 Save as disclosed in this document, none of the Directors nor their immediate families or connected persons (within the meaning of sections 252-254 of the Act) hold or is beneficially interested, directly or indirectly, in any shares or options to subscribe for or securities convertible into shares of the Company or any of its subsidiary undertakings.

8.4 Conditional on Admission, the Directors have agreed, pursuant to the Management Incentive Plan, to waive all accrued salaries to 30 September 2016, in lieu of the grant of the following options:

Option holder	*Number of Ordinary Shares subject to option*	*Exercise Price (per option share)*	*Expiry Date*
Christopher Theis	20,000,000	£0.001	10 years from Admission
	16,000,000	£0.01	10 years from Admission
	6,500,000	£0.02	10 years from Admission
Rakesh Patel	1,000,000	£0.001	10 years from Admission
	750,000	£0.01	10 years from Admission
	375,000	£0.02	10 years from Admission
Andy Yeo	8,500,000	£0.001	10 years from Admission
	6,500,000	£0.01	10 years from Admission
	2,875,000	£0.02	10 years from Admission
Donal Boylan	3,000,000	£0.001	10 years from Admission
	5,125,000	£0.01	10 years from Admission
	2,562,500	£0.02	10 years from Admission

In Summary:

Number of Ordinary Shares subject to option	*Exercise Price (per Ordinary Share)*	*Proceeds from exercise of options*	*Value of Ordinary Shares (at Placing Price)*
32,500,000	0.1p	£32,500	£325,000
28,375,000	1p	£283,750	£283,750
12,312,500	2p	£246,250	£123,125

8.5 The Company has established an enterprise management incentive scheme, however the Board has no current intention of granting any awards under the scheme.

9. Additional Information on the Directors

9.1 The business address of the directors is Aston House, Cornwall Avenue, London N3 1LF.

9.2 The Directors hold and have held during the five years immediately preceding the date of this document, the following directorships (including holding office in an overseas company):

Director	*Current Directorships*	*Past Directorships*
Christopher Theis	Path Investments plc	Path Investments (Turkey) Limited Path Italia Limited Path Newco Limited Aston Enterprises Limited
Andrew Yeo	Path Investments plc Praetorian Advisors 2 Limited	Wessex Exploration Limited Wessex Hydrocarbons Limited Maghreb Exploration Limited Northpet Investments Limited Hague and London Oil plc Quoram plc
Brent Fitzpatrick	Path Investments plc Lombard Capital plc National Governors' Association Wey Education Schools Trust Vela Technologies plc	Tim (My Life Is Brilliant) Limited Double V Limited Halycon Oil and Gas Limited NIM Engineering Limited Optometrics Corporation

Director	*Current Directorships*	*Past Directorships*
Brent Fitzpatrick *(continued)*	Powerhouse Energy UK Limited Alpha Returns Group plc Acorn Growth plc J Burden & Partners Limited Forward Catering (Yorkshire) Limited Riskalliance Consulting Limited Riskalliance Finance Ltd Riskalliance Group Limited Low Wave Limited Riskalliance Management Services Limited Powerhouse Energy Group plc Pondermatters Limited Ocean Park Developments Limited Aboyne-Clyde Rubber Estates of Ceylon Limited	
Rakesh Patel	Path Investments plc Saya Enterprises Limited Shayona Restaurants Limited Shayona Limited Shayona (Pinner) Limited Adler Shine LLP	Deo Petroleum plc Dominion Pacific plc Edenville Energy plc GOA Tanzania Limited AS Team Limited Path Investments (Turkey) Limited Path Italia Limited Path Newco Limited Aston Enterprises Limited AUNTIE 32 Eastbury Avenue LLP
Tommaso Corrado	Path Investments plc Swerve Energy Ventures Limited	
Donal Boylan	Path Investments plc The Ireland Fund of China HNA Group (International) Company Perseus Peak Investments	Parkmore Capital Limited Tri-City Capital Limited Odyssey Aviation Capital Limited Red Diamond Aviation Limited Libyan Irish Development Company Vinnis Enterprises Limited HKAC Leasing (IGO No. 6) Limited HKAC Leasing (IGO No. 7) Limited HKAC Leasing (IGO No. 8) Limited HKAC Leasing (IGO No. 9) Limited HKAC Leasing (Wizz No. 1) Limited Chuzuren 39202 Limited Chuzuren 39203 Limited Chuzuren 39205 Limited HKAC Leasing E195 No. 1 Limited Q Aircraft Leasing 2475 Limited HKAC Leasing Limited HNA Irish Nominees Limited HKAC Leasing (Ireland) Limited Odyssey Aviation Limited Hong Kong Aviation Capital (Europe) Limited

Director	*Current Directorships*	*Past Directorships*
Donal Boylan *(continued)*		HKAC Leasing No. 1 Limited HKAC Leasing No. 2 Limited HKAC Leasing 6381 (Ireland) Limited HKAC Leasing E195 No. 2 Limited HKAC Leasing E195 No. 3 Limited HKAC Leasing E195 No. 4 Limited HKAC Leasing E195 No. 5 Limited HKAC Leasing MSN 1583 (Ireland) Limited HKAC Leasing A330 2015 (Ireland) Limited HKAC Leasing MSN 6610 (Ireland) Limited HKAC Holdings (Ireland) Limited HKAC Funding (Ireland) Limited HKAC Leasing 5139 (Ireland) Limited HKAC Leasing 6291 (Ireland) Limited HKAC Leasing 6602 (Ireland) Limited HKAC Leasing 39815 (Ireland) Limited HKAC Leasing 39818 (Ireland) Limited HKAC Leasing 1654 (Ireland) Limited HKAC Leasing 1671 (Ireland) Limited HKAC Leasing 6778 (Ireland) Limited HKAC Leasing JZR (Ireland) Limited Allaviation Funding (Ireland) Limited Allaviation Leasing (IGO No. 3) Limited Allaviation Leasing (IGO No. 4) Limited Allaviation Leasing (IGO No. 5) Limited HKAC Leasing 6860 (Ireland) Limited HKAC Leasing 1689 (Ireland) Limited Allco Leasing MSN 55062 Pty Limited Allco Leasing MSN 55063 Pty Limited HKAC CEA No. 1 Pty Limited HKAC CEA No. 2 Pty Limited HKAC Eva Pty Limited RIL Aviation OGK Limited RIL Aviation OGL Limited RIL Aviation VHOGG Rockhampton Pty Limited HKAC Asset Management Services (AAFL) Pty Limited HKAC Asset Management Services (AML) Pty Limited HKAC Holdings Australia Pty Limited HKAC Management Australia Lty Limited Hong Kong Aviation Capital Limited RIL Aviation G-FBEF Limited RIL Aviation G-FBEG Limited RIL Aviation G-FBEH Limited

Director	*Current Directorships*	*Past Directorships*
Donal Boylan *(continued)*		RIL Aviation G-FEI Limited RIL Aviation G-FBEJ Limited RIL Aviation MSN 396 Limited Allco Aviation (Tranche A) Limited RIL Aviation EC-KLT Limited RIL Aviation EC-KMI Limited RIL Aviation HL7754 Limited RIL Aviation MSN 452 Limited RIL Aviation MSN 491 Limited RIL Aviation MSN 509 Limited RIL Aviation MSN 525 Limited SEACO srl

9.3 Save as disclosed paragraph 9.2 above, in this document, as at the date of this document none of the Directors has:

(a) any unspent convictions in relation to indictable offences; or

(b) been bankrupt or the subject of any individual voluntary arrangement, or has had a receiver appointed to any asset of such director; or

(c) been a director of any company which, while he or she was a director or within 12 months after he or she ceased to be a director, had a receiver appointed or went into compulsory liquidation, creditors' voluntary liquidation, administration or creditor's voluntary arrangement or made any composition or arrangement with its creditors generally or with any class of its creditors; or

(d) been a partner of any partnership which, while he or she was a partner or within 12 months after he or she ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or

(e) had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or

(f) been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

9.4 No Director has or has had any interest in any transaction which is or was significant in relation to the business of the Company and which was effected during the current or immediately preceding financial period or which was effected during an earlier financial period and remains outstanding or unperformed.

10. Employees

10.1 As at the date of this document, the Company has three employees, details of which are set out at in paragraph 7 of part VI of this document.

11. Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have either been entered into by the Company within the two years immediately preceding the date of this document and which are, or may be, material, or have been entered into at any time by the Company and which contain any provision under which the Company has any obligation or entitlement which is, or may be, material to the Company as at the date of this document.

11.1 *Financial Adviser and Broker Agreement*

On 22 March 2017, the Company entered into an agreement with Shard pursuant to which Shard agreed to act as financial adviser and broker to the Company. In consideration for this service, the Company will pay Shard a financial adviser and corporate broker retaining fee of £36,000 per annum, initially paid in instalments, and after the first anniversary of Admission payable quarterly in advance. The engagement is for a minimum 12 month period and continues thereafter on a monthly basis until terminated. Either party may terminate the agreement on giving three months' prior written notice such notice to be served so as to expire at any time on or after the expiry of the minimum 12 month initial term.

11.2 *Placing Agreement*

On 22 March 2017 the Company, the Directors, and Shard entered into a Placing Agreement, pursuant to which and conditional upon, *inter alia*, Admission taking place on or before 8.00 a.m. on 30 March 2017 (or such later time or date as the Company and Shard may agree being not later than 30 April 2017), Shard has agreed to use reasonable endeavours to procure subscribers for the Placing Shares and to provide the Company with reasonable assistance in respect of Admission.

The agreement contains representations and warranties from the Company, the Directors and an indemnity from the Company in favour of Shard together with provisions which enable Shard to terminate the agreement in certain circumstances prior to Admission including in the event of a breach of any of the warranties and *force majeure*. Under the agreement the Company has agreed to pay Shard a fee of £30,000, a commission of 5 per cent. on the aggregate value at the Placing Price of the Placing Shares and warrants representing 1 per cent. of the Placing Shares.

Further, under the Placing Agreement, each of the Directors has undertaken to the Company not to dispose of any interest in Ordinary Shares for a period of 6 months following Admission. These undertakings do not apply to a disposal of Ordinary Shares relating to, amongst other things, an intervening court order, the death of a party giving the undertaking or acceptance of a takeover offer for the Company which is open to all Shareholders.

11.3 *Registrar Agreement*

On 29 July 2007, the Company entered into an agreement with the Registrar (trading as Capita Asset Services) (the **Registrar Agreement**) pursuant to which the Registrar has agreed to act as registrar and to provide share registration services to the Company. Under the terms of the Registrar Agreement, the Registrar is entitled to an annual maintenance fee. The Registrar Agreement may be terminated on six months' notice, such notice not to expire prior to the end of the third year of appointment and is also terminable on written notice in the event of, *inter alia*, breach of the agreement (which has not been remedied within 45 days' written notice of such breach) or insolvency. The Company has given certain market standard indemnities in favour of the Registrar in respect of the Registrar's potential losses in providing the services under the Registrar's Agreement. The Registrar's liability under the Registrar's Agreement is subject to a cap.

12. Litigation

12.1 The Company is not aware of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened), during the 12 months preceding the date of this document, which may have, or have had in the recent past significant effects on the Company and/or Company's financial position or profitability.

13. Related Party Transactions

Save as disclosed in this document, the Company has not entered into any related party transactions at any time during the period from incorporation to the date of this document.

14. Working Capital

The Company is of the opinion, that taking into account existing cash, bank and other facilities available to the Company and the net proceeds of the Placing receivable by the Company, the working capital available to the Company will be sufficient for its present requirements, that is for at least 12 months from the date of this Document.

15. City Code

15.1 The City Code applies to the Company. Under Rule 9 of the City Code, if:

a) a person acquires an interest in shares in the Company which, when taken together with shares already held by him or persons acting in concert with him, carry 30 per cent. or more of the voting rights in the Company; or

b) a person who, together with persons acting in concert with him, is interested in not less than 30 per cent. and not more than 50 per cent. of the voting rights in the Company acquires additional interests shares which increase the percentage of shares carrying voting rights in which that person is interested,

the acquirer and, depending on the circumstances, his concert parties, would be required (except with the consent of the Panel on Takeovers and Mergers) to make a cash offer for the outstanding shares in the Company at a price not less than the highest price paid for any interests in the Ordinary Shares by the acquirer or his concert parties during the previous 12 months.

16. Consents

16.1 Shard is a company incorporated in England and Wales with registered number OC360394 and having its registered office at 23rd Floor, 20 Fenchurch Street, London EC3M 3BY. Shard is authorised and regulated by the FCA. Shard is acting in the capacity as financial adviser and broker. Shard has given and not withdrawn its written consent to the inclusion in this document of references to its name and in the form and context in which they appear.

16.2 HW Fisher & Company Limited is a partnership established under the Partnership Act 1890 and having its business address at Acre House, 11-15 William Road, London NW1 3ER. HW Fisher & Company is a member of the Institute of Chartered Accountants in England and Wales. HW Fisher & Company has given and not withdrawn its consent to the inclusion in this document of references to its name in the form and context in which they appear.

17. General

17.1 The expenses of Admission are estimated to be £245,500 (including VAT) and are payable by the Company in connection with the Placing. Except for fees payable to professional advisers, no person received any fees, securities in the Company or other benefit to a value of £10,000 or more, whether directly or indirectly, from the Company within the 12 months preceding the date of this document or has entered into any contractual arrangement to receive from the Company, directly or indirectly, any such fees, securities or other benefit on or after Admission.

17.2 There has been no significant change in the financial or trading position of the Company which has occurred since 30 September 2016.

17.3 Save as disclosed in this document, the Company is not dependent on patents or other intellectual property rights, or particular contracts which are or may be of fundamental importance to the Company's business.

17.4 Neither the Company nor any of the Directors are aware of the existence of any public takeover offer in respect of the share capital of the Company.

17.5 Save as disclosed in this document, the Directors are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for the current financial period ending 31 December 2017.

17.6 Save as disclosed in this document, the Directors are unaware of any exceptional factors which have influenced the Company's activities.

17.7 Save as disclosed in this document, as far as the Directors are aware there are no environmental issues that may affect the issuer's utilisation of its tangible fixed assets.

17.8 Save as disclosed in this document, the Company has no principal investments for each financial year covered by the historic financial information and there are no principal investments in progress and there are no principal future investments on which the Board has made a firm commitment.

17.9 The auditors of the Company are HW Fisher & Company of Acre House, 11-15 William Road, London NW1 3ER and have been the auditors of the Company since 30 June 2006. HW Fisher & Company is a member of the Institute of Chartered Accountants in England and Wales.

17.10 Where information in this document has been sourced from third parties, the Directors confirm that such information has been accurately reproduced and, so far as the Directors, and the Company are able to ascertain from such source and other information published by that third party, no facts have been emitted which would render the reproduced information inaccurate or misleading.

17.11 Under the Company's warrant instrument dated 21 November 2013, an initial 2,725,000 warrants to subscribe for ordinary shares were issued on 21 November 2013 with an exercise period expiring on 20 November 2016. An additional 343,750 warrants were issued subsequently with an exercise period expiring on 20 November 2016. All of these warrants had either been exercised or had expired by 20 November 2016, being the end of the relevant exercise period.

17.12 The only warrants outstanding on Admission will be those issued to Shard under the terms of its engagement letter with the Company. These warrants have an exercise period expiring 2 years from the date of Admission and are exercisable at the Placing Price.

18. Capitalisation and Indebtedness

18.1 As at 31 December 2016, being the latest practicable date prior to the date of this Document, the Company's capitalisation and indebtedness were as summarised in the table below:

	£000
Total current debt	
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	1,277
Total non-current debt *(excluding current portion of long-term debt)*	
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	—
Shareholder's equity	
a) Share capital	8,806
b) Share premium	24,135
c) Share based reserve	716
c) Accumulated deficit	(33,830)
Total	1,104

Included in the current debt is £917,000 in respect of accrued salaries which will be waived, conditional on Admission.

19. Significant Change

Subsequent to 30 September 2016 the following significant changes occurred:

- On 10 October 2016 the Company undertook a capital reconstruction which subdivided each ordinary 40p nominal value share into one Ordinary Share of 0.1p and one Deferred Share of 39.9p. The Deferred Shares confer the holders the rights to receive dividends paid, made or declared solely from the sale of the Legacy Assets.
- The Directors subscribed for convertible loan notes amounting to £103,000.

No other significant changes to the financial condition and results of operations of the Company have occurred since 30 September 2016.

20. Documents available for inspection and availability of this document

20.1 Copies of the following documents for the Company will be available for inspection free of charge at the Company's registered office at Aston House, Cornwall Avenue, London N3 1LF during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of posting of this document and on the Company's website www.pathinvestmentsplc.com until the date falling one month after the date of Admission:

(i) the Articles of Association;

(ii) the audited accounts for the Company for the three years ended 31 December 2015;

(iii) the consent letters referred to paragraph 16 above;

(iv) the service agreements, consultancy agreement and letters of appointment for the Directors referred to in paragraph 7 above;

(v) the material contracts referred to in paragraph 11 above;

(vi) the accountants' report referred to in Section A of Part V of this document; and

(vii) this document.

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

PART VII

NOTICE TO INVESTORS

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

General

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

This Document has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of the FSMA and of the Prospectus Directive. No arrangement has however been made with the competent authority in any other European Economic Area State (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below. This Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for, or buy, shares in any jurisdiction in which such offer or solicitation is unlawful.

For the attention of all Investors

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

For the Attention of European Economic Area Investors

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

- to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression "an offer to the public" in relation to any offer of Ordinary Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression "Prospectus Directive" includes any relevant implementing measure in each Relevant Member State.

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

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

For the Attention of UK Investors

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

24 March 2017

PART VIII

DEFINITIONS AND GLOSSARY

Definitions

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

"Act" or **"Companies Act"**	Companies Act 2006 (as amended)
"Acquisition"	means the acquisition by the Company, or by any subsidiary thereof, of a company or a significant interest in a company or business as described in Part I – The Company's Strategy
"Admission"	admission of the Ordinary Shares to the Standard Segment of the Official List and to trading on the Main Market for listed securities of the London Stock Exchange
"Advisory Committee"	the Advisory Committee of the Company, which as of the date of this document comprises geologists Tom Mackay and Jon Ford
"AIM"	the market of that name operated by the London Stock Exchange
"Articles of Association" or **"Articles"**	the articles of association of the Company adopted on 10 October 2016, a summary of certain provisions of which is set out in paragraph 4 of Part VI of this document
"ASX"	means Australia's primary securities exchange, the Australian Securities Exchange
"Board"	the board of directors of the Company
"certificated" or **"in certificated form"**	in relation to an Ordinary Share, recorded on the Company's register of members as being held in certificated form (that is, not in CREST)
"City Code"	The City Code on Takeover and Mergers
"Company" or **"Path"**	means Path Investments plc, a company incorporated in England and Wales under the Companies Act 1985 on 2 June 2000, with number 04006413
"Convertible Loan Stock 2016"	the convertible loan stock 2016 (nominal £150,000) constituted under an instrument dated 8 March 2017
"Corporate Social Responsibility"	means a company's initiatives to assess and take responsibility for its effects on environmental and social wellbeing
"CREST"	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations

"CREST Regulations" or **"Regulations"**	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
"Deferred Shares"	means Deferred Shares of £0.399 each in the capital of the Company, having the rights and being subject to the restrictions set out in the Company's Articles
"Directors"	the directors of the Company whose names are set out on page 35 of this document or the directors of the Company from time to time as the context may require
"Disclosure Guidance and Transparency Rules"	the disclosure guidance and transparency rules made by the FCA under Part 6 of FSMA
"Document"	means the Company's Prospectus
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company immediately following Admission comprising the Existing Ordinary Shares and the Placing Shares
"Euroclear"	Euroclear UK and Ireland Limited, the operator of CREST
"Executive Directors"	the executive directors of the Company as at the date of this document, namely Christopher Theis, Andrew Yeo and Rakesh Patel
"Existing Ordinary Shares"	the 22,014,596 Ordinary Shares that are in issue at the date of this document
"FCA"	the UK Financial Conduct Authority
"FSMA"	the Financial Services and Markets Act 2000, as amended
"FTSE Indexation"	the FTSE UK Index Series which is designed to represent the performance of UK companies, providing market participants with a comprehensive and complementary set of indices that measure the performance of all capital and industry segments of the UK equity market
"Fully Diluted Share Capital"	the entire issued ordinary share capital of the Company following the exercise of all the outstanding options and warrants and the conversion of the balance of the Convertible Loan Stock 2016
"HMRC"	Her Majesty's Revenue & Customs
"IRR"	a metric used in capital budgeting measuring the profitability of potential investments
"Legacy Assets" or **"Turkish Assets"**	means those assets held by the Company at 10 October 2016 and included on the Company's Balance Sheet as "Investments – Available for Sale" on that date, being a five per cent. shareholding held by the Company in Alpay Enerji AS, and a five per cent. shareholding held by the Company in ARAR Petrol ve Gaz Aupas
"Listing Rules"	means the listing rules of the FCA made pursuant to section 73A of FSMA as amended from time to time

"London Stock Exchange"	London Stock Exchange plc
"Management Incentive Plan"	the management incentive plan adopted 22 March 2017 pursuant to which certain Directors have been issued with new share options in lieu of accrued salaries and historic share options and an Enterprise Management Incentive scheme (EMI) has been set up to reward executives for their efforts within the business and/or to retain and incentivise new employees going forward
"Net Proceeds"	means the funds received on closing of the Placing less any expenses paid or payable in connection with Admission and the Placing
"Non-Disclosure Agreement"	means a legal contract between two parties that outlines confidential material, knowledge, or information that the parties wish to share with one another for the purpose of evaluating a potential business relationship, but wish to restrict access to or by third parties
"Official List"	the Official List of the UK Listing Authority
"Ordinary Shares"	ordinary shares with a nominal value of £0.001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the Articles
"Placee"	an investor who has agreed to subscribe for Placing Shares pursuant to the Placing
"Placing"	the conditional placing by Shard Capital as agent of the Company of the Placing Shares with institutional and other investors at the Placing Price pursuant to the Placing Agreement
"Placing Agreement"	the conditional agreement dated 22 March 2017 made between the Company, the Directors and Shard relating to the Placing and which is summarised in paragraph 11.2 of Part VI of this document
"Placing Price"	1 pence per Placing Share
"Placing Shares"	the 140,000,000 Ordinary Shares to be allotted and issued by the Company 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 Directive"	EU Prospectus Directive 2010/73/EU including any relevant measure in each member state of the European Economic Area that has implemented Directive 2010/73/EU
"Prospectus Rules"	the prospectus rules made by the FCA under Part 6 of FSMA

"Quoted Company Alliance Corporate Governance Code"	is a widely recognised industry standard for those growing companies for which the UK Corporate Governance Code is not applicable
"Reverse Takeover"	a transaction defined as a reverse takeover under Listing Rule 5.6.4 (1) and (2)
"Shard"	Shard Capital Partners LLP
"Standard Listing"	means a listing on the Standard Listing Segment of the Official List under Chapter 14 of the Listing Rules
"Shareholders"	holders of Ordinary Shares
"Special Resolution"	has the meaning specified in the Articles
"Takeover Panel"	the Panel on Takeovers and Mergers
"TSX Venture Exchange"	means that stock exchange in Canada and is a public venture capital marketplace for emerging companies
"United Kingdom" or **"UK"**	the United Kingdom of Great Britain and Northern Ireland
"UK Corporate Governance Code"	means the UK Corporate Governance Code issued by the Financial Reporting Council in the UK from time to time
"UK Listing Authority" or **"UKLA"**	the FCA acting in its capacity as the competent authority for the purposes of Part 6 of FSMA
"uncertificated" or **"in uncertificated form"**	in relation to an Ordinary Share, recorded on the Company's register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
"VAT"	value added tax
"$" or **"dollars"**	US dollars, the lawful currency of the United States
"€" or **"euros"**	Euros, the lawful currency of various member states of the European Union
"£" or **"sterling"**	UK pounds sterling, the lawful currency of the United Kingdom
"Voting Rights"	all the voting rights attributable to the capital of a company which are currently exercisable at a general meeting

Printed by Michael Searle & Son Limited