COMPANY REGISTRATION NUMBER 04228788

ALL STAR MINERALS PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

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Company registration number	04228788
The board of directors	Mr T Nugent - Chairman Mr J L Featherstone Mr D Bourne
Registered office	C/O Ensors Accountants LLP Cardinal House 46 St Nicholas Street Ipswich Suffolk IP1 1TT
Independent auditors	Price Bailey LLP Price Bailey Chartered Accountants 6 High Street Ely Cambridgeshire CB7 4JU
Bankers	RBS Cambridge Branch 82-88 Hills Road Cambridge CB2 1LG
Solicitors	Birketts LLP Kingfisher House 1 Gilders Way Norwich Norfolk NR1 3UB

REVIEW OF THE BUSINESS – Chairman's Statement

The past twelve months have been a period in which the Company has witnessed continued positive momentum by reviewing potential transactions and working towards finding a suitable transaction.

The board of All Star has continued to review options as to how best advance the Company forward. Going forward, discussions will continue to be held regarding transactions and it is hoped that a suitable transaction will be identified in due course.

As a Company with a listing on the NEX Exchange Growth Market, our access to capital is predominantly through UK investors, whether that be private client brokers or sophisticated and high net worth individuals. This funding route has continued to be a very tough environment for raising capital during the past twelve months.

The Company's principal asset since relinquishing and selling its Australian assets is its shareholding in investee company, NQ Minerals Plc. Throughout 2018, All Star continued holding 5,519,545 shares in the Company, which equated to 1.64% ownership of the Company at year end.

The shareholding was valued at £579,553 at 31 December 2018. The board of All Star looks forward to the performance of its investment over the course of 2019.

FINANCIALS

The financial results for the 12 month period to 31 December 2018 shows a loss after taxation of £110,369 (2017: loss of £175,026). The increase in value of NQ Minerals' shares and lower general corporate overheads meant that the Company recorded a smaller loss for the period versus 2017.

The basic loss per share from continuing operations was 0.01p (2017: loss per share of 0.02p).

The Directors do not recommend the payment of a dividend.

PRINCIPAL RISKS AND UNCERTAINTIES FACING THE COMPANY

The principal risks faced by the Company are as follows:

- The ability to raise sufficient funds to continue to execute the Company's strategy; and

- The performance of the investment in NQ Minerals plc which is an overseas mining and exploration company.

OUTLOOK

I believe that All Star could be enhanced through a number of different means. If that was to occur, it would completely change the current corporate structure of the Company and benefit shareholders.

However, in the interim the Company's working capital position still requires careful management.

I would like to take this opportunity to thank my fellow board members, shareholders and our advisers for their continued support and patience over the past twelve months. In what overall has been another pleasing period, the Company has continued with its transition and is shaping for the future.

Tomas Nugent
Executive Chairman

30 May 2019

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

RESULTS AND DIVIDENDS
The Company's loss for the year, after taxation, amounted to £110,369 (2017: loss of £175,026). The Directors do not recommend the payment of any dividend.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS
The principal activity of the Company is to pursue an investment strategy which includes financial services, engineering and support services, renewable energy, construction and technology as well as exploration for minerals and investment in exploration companies.

CREDITOR PAYMENT POLICY AND PRACTICE
It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Company and its suppliers, provided that all trading terms and conditions have been complied with.

At 31 December 2018, the Company had an average of 231 days purchases outstanding in trade creditors (2017: 126 days).

DIRECTORS
The Directors set out below have held office during the whole of the period from 1 January 2018 to the date of this report, unless otherwise stated.

Mr J L Featherstone
Mr T Nugent
Mr D Bourne

FINANCIAL INSTRUMENTS
Details of the Company's financial risk management objectives and policies, including the use of financial instruments, are included in note 2 to the financial statements.

PROVISION OF INFORMATION TO AUDITORS
We, the Directors of the Company who held office at the date of approval of these financial statements as set out above each confirm, so far as we are aware, that:

- there is no relevant audit information of which the Company's auditors are unaware; and

- we have taken all the steps that we ought to have taken as Directors in order to make ourselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITORS

Price Bailey LLP have signified their willingness to continue in office and a resolution to re-appoint them as auditor will be proposed at the Annual General Meeting.

Approved by the board on
and signed on its behalf by

Tomas Nugent
Chairman

30 May 2019

The Directors are responsible for preparing the Strategic Report, the Directors' Report and financial statements in accordance with applicable law and regulations.

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

International Accounting Standard 1 requires that financial statements present fairly for each financial period the Company's financial position, financial performance and cash flows. This requires faithful representation of the effect of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out on the International Accounting Standards Board's 'Framework for the Preparation and Presentation of Financial Statements'. In virtually all situations, a fair presentation will be achieved by complying with all applicable IFRSs. In preparing these financial statements, the Directors are also required to:

- select suitable accounting policies and then apply them consistently;

- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;

- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;

- state that the Company has complied with IFRSs, subject to any material departures disclosed and explained in the financial statements; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Opinion

We have audited the financial statements of All Star Minerals plc (the 'company') for the year ended 31 December 2018 which comprise the Income Statement, Statement of Other Comprehensive Income, Statement of Changes in Equity, Statement of Financial Position, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

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

Basis for opinion

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

Material uncertainty relating to going concern

We draw attention to note 2 in the financial statements, which indicates that the Company will need to raise additional funds to continue to meet ongoing operational costs for the next 12 months. Whilst the directors expect to meet funding requirements based upon the current economic environment there exists a material uncertainty which may cast significant doubt as to whether the Company will be able to raise sufficient funds and therefore continue as a going concern. Our opinion is not modified in respect of this matter.

Given the uncertainties noted above we considered going concern to be a Key Audit Matter. We have assessed the managements forecasts and underlying assumptions. In doing so we considered factors such as historical operating expenditure and the Company's ability to raise funding in the near future.

We found our results from the above and the disclosures in the financial statements in respect of the above to be appropriate.

Key audit matters

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

Valuation of investments

A significant value of the Company is derived through the listed investments. The key risks are considered to be that the value of the investments are not reflective of the open market price and that the quantity of listed shares held has been misstated.

We focused on investment valuation, existence and recognition in accordance with stated accounting policies.

Our procedures included:

We agreed the listed share price value recognised in the financial statements to a third party value. We agreed the holding as recognised in the financial statements to the share certificates. We considered movement in the share value post year end.

Our work did not identify any items that could not be substantiated.

Our application of materiality

We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonably knowledgeable users that are taken on the basis of Financial Statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We based materiality on gross assets of the Company and concluded materiality to be £11,800. We consider that gross assets provides us with the most relevant performance measure to stakeholders of the entity given the stage of the Company's activity and growth.

We apply the concept of materiality both in the planning and performance of the audit, and in evaluating the effects of misstatements.

During the course of the audit we reassessed materiality from planning to reflect the final reported performance of the Company. There was no change made to our planning materiality.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment. We determined materiality and assessed the risk of material misstatement in the financial statements. In particular we looked at where the directors had made subjective judgements within accounting estimates. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx. This description forms part of our auditor's report.

Use of our report

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

Paul Cullen FCCA (Senior Statutory Auditor)

for and on behalf of Price Bailey LLP
Chartered Accountants & Statutory Auditors

Tennyson House
Cambridge Business Park
Cambridge
CB4 OWZ

Date: 30/5/2019

	Notes	2018 £	2017 £
Administrative expenses		**(85,719)**	(149,026)
Other operating income		**1,350**	-
Finance costs	6	**(26,000)**	(26,000)
LOSS BEFORE TAX		**(110,369)**	(175,026)
Income tax expense	8	-	-
LOSS FOR THE YEAR		**(110,369)**	(175,026)

		2018 £	2017 £
LOSS PER SHARE expressed in pence per share	**9**		
Basic		**(0.01)**	(0.02)
Diluted		**(0.01)**	(0.02)

The notes on pages 15 to 30 form part of these financial statements

ALL STAR MINERALS PLC
STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
LOSS FOR THE YEAR		**(110,369)**	(175,026)
OTHER COMPREHENSIVE INCOME			
Items that may be subsequently reclassified to profit or loss:	7		
Fair value movement: FVOCI investment		**137,989**	27,598
		137,989	27,598
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**27,620**	(147,428)

The notes on pages 15 to 30 form part of these financial statements

	Issued capital £	Share premium £	Other reserves £	Accumulated losses £	Total equity £
Balance at 1 January 2018	428,433	1,773,610	748,050	(2,892,994)	57,099
Comprehensive income for the year					
Loss for the year	-	-	-	(110,369)	(110,369)
Other comprehensive income					
Items that may be subsequently reclassified to profit or loss:					
Fair value movement: FVOCI investment	-	-	137,989	-	137,989
	-	-	137,989	-	137,989
Total comprehensive income for the year	-	-	137,989	(110,369)	27,620
Balance at 31 December 2018	428,433	1,773,610	886,039	(3,003,363)	84,719

	Issued capital £	Share premium £	Other reserves £	Accumulated losses £	Total equity £
Balance at 1 January 2017	410,369	1,646,674	720,452	(2,717,968)	59,527
Total comprehensive income for the year					
Loss for the year	-	-	-	(175,026)	(175,026)
Other comprehensive income					
Items that may be subsequently reclassified to profit or loss:					
Fair value movements: FVOCI investment	-	-	27,598	-	27,598
	-	-	27,598	-	27,598
Total comprehensive income for the year	-	-	27,598	(175,026)	(147,428)
Transactions with owners, recorded directly in equity					
Issue of shares	18,064	126,936	-	-	145,000
Balance at 31 December 2017	428,433	1,773,610	748,050	(2,892,994)	57,099

The notes on pages 15 to 30 form part of these financial statements

ALL STAR MINERALS PLC
STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
ASSETS			
NON CURRENT ASSETS			
Property, plant and equipment	10	-	-
		-	-
CURRENT ASSETS			
Trade and other receivables	13	-	-
Cash and cash equivalents	15	7,935	39,086
FVOCI investment	7	579,553	441,564
		587,488	480,650
TOTAL ASSETS		587,488	480,650
EQUITY			
ISSUED CAPITAL AND RESERVES			
Issued share capital	16	428,433	428,433
Share premium	17	1,773,610	1,773,610
Other Reserves (per SOCIE)	17	886,039	748,050
Accumulated losses		(3,003,363)	(2,892,994)
TOTAL EQUITY		84,719	57,099
CURRENT LIABILITIES			
Borrowings	19	179,210	153,210
Trade and other payables	18	323,559	270,341
		502,769	423,551
TOTAL EQUITY AND LIABILITIES		587,488	480,650

Approved by the Board on May 2019
And signed on its behalf by

Tomas Nugent
Chairman

Company registration number: 04228788

The notes on pages 15 to 30 form part of these financial statements

	2018 £	2017 £
CASH FLOWS FROM OPERATING ACTIVITIES		
Total loss	**(110,369)**	(175,026)
ADJUSTMENTS TO RECONCILE TO LOSS FROM OPERATIONS		
Interest expense	**26,000**	26,000
ADJUSTMENTS TO RECONCILE LOSS FROM OPERATIONS	**26,000**	26,000
LOSS FROM OPERATIONS	**(84,369)**	(149,026)
CASH FLOWS BEFORE CHANGES IN WORKING CAPITAL	**(84,369)**	(149,026)
INCREASE IN WORKING CAPITAL		
Decrease in trade and other receivables	**-**	2,811
Increase in trade and other payables	**53,218**	40,016
INCREASE IN WORKING CAPITAL	**98,451**	42,827
CASH FLOW USED IN OPERATING ACTIVITIES	**(31,151)**	(106,199)
NET CASH FLOWS FROM FINANCING ACTIVITIES		
Gross proceeds from issue of equity share capital	**-**	124,500
NET CASH FLOWS FROM FINANCING ACTIVITIES	**-**	124,500
	(31,151)	18,301
Cash and cash equivalents brought forward	**39,086**	20,785
CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER	**7,935**	39,086

The notes on pages 15 to 30 form part of these financial statements

1. AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH IFRS

The Company's financial statements for the year were authorised for issue and the statement of financial position signed on the board's behalf by Mr T Nugent. All Star Minerals Plc is a public company limited by shares incorporated and domiciled in England & Wales, part of the United Kingdom. The nature of the Company's operations and its principal activities are set out in the Directors' Report. The Company's registered office is disclosed on page 1.

The principal activity of the Company is to pursue an investment strategy which includes financial services, engineering and support services, renewable energy, construction and technology as well as exploration for minerals and investment in exploration companies.

These financial statements are presented in UK Sterling which is the functional currency of the primary economic environment in which the Company operates. Foreign currencies are accounted for in accordance with the policies set out in note 2. Monetary amounts presented in the financial statements are rounded to the nearest £.

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006. The principal accounting policies adopted by the Company are set out in note 2.

New Standards and Interpretations adopted with no effect on the financial statements

The following new and revised standards and interpretations have been adopted in these financial statements. Their adoption has not had any significant impact on the amounts reported in these financial statements but may affect the accounting for future transactions or arrangements:

IFRS 9 Financial Instruments

The Company's financial assets principally consist of its investment in the shares of NQ minerals plc. The impact of the adoption of IFRS 9 is explained in note 2.

IFRS 15 Revenue from Contracts with Customers
IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue from customers. It supersedes a number of standards and interpretations including IAS 18, IAS 11 as well as IFRC 13, IFRC 15, IFRIC 18 and SIC 31.

The Company does not currently have any revenue generating activities and the impact of IFRS 15 has been limited accordingly.

Other interpretations, revisions and amendments to IFRS issued by the IASB, which are relevant to and effective for the Company's financial statements for the annual period beginning 1 January 2018 and which management do not consider to have a material impact upon the Group are as follows:

- IFRIC 22 Foreign Currency Transactions and Advance Consideration
- Clarifications to IFRS 15 'Revenue from Contracts with Customers'
- Amendments to IFRS 2: Classification and measurement of share of share based payment transactions
- Amendments to IAS 40: Transfers of Investment Property
- Annual Improvements to IFRS Standards 2014–2016 Cycle – Amendments to IFRS 1 and IAS 28
- Amendments to IFRS 4: Applying IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts'

1. AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH IFRS (continued)

Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective and have not been adopted early by the Company.

The Directors anticipate that all of the pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Certain standards and interpretations that have been issued but are not expected to have a material impact on the Company's financial statements include:

IFRS 16 Leases (effective from 1 January 2019)

The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17 'Leases' and related interpretations and is effective for periods beginning on or after 1 January 2019, with earlier adoption permitted if IFRS 15 'Revenue from Contracts with Customers' has also been applied (subject to EU endorsement). The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17 'Leases' and related interpretations.

The Company does not currently have any operating lease arrangements so the impact of IFRS 16 is limited accordingly.

Certain standards, interpretations and amendments have been issued but Management do not consider that they have a material impact on the Company's consolidated financial statements. These are:

IFRS 17 Insurance Contracts (effective from 1 January 2021 - yet to be endorsed by the EU)
IFRIC 23 Uncertainty over Income Tax Treatments (effective from 1 January 2019)
Annual Improvements to IFRS Standards 2015-2017 Cycle – Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23 (effective from 1 January 2019 – yet to be endorsed by the EU)
Amendments to IAS 28: Long-term Interests in Associates and Joint Ventures (effective from 1 January 2019 – yet to be endorsed by the EU)
Amendments to IFRS 9: Prepayment Features with Negative Compensation (effective retrospectively from 1 January 2019)
Amendments to IAS 19: Plan Amendment, Curtailment or Settlement (effective from 1 January 2019 – yet to be endorsed by the EU)
Amendments to References to the Conceptual Framework in IFRS Standards (effective from 1 January 2020 – yet to be endorsed by the EU)
Amendments to IFRS 3: Definition of a Business (effective from 1 January 2020 – yet to be endorsed by the EU)
Amendments to IAS 1 and IAS 8: Definition of Material (effective from 1 January 2020 – yet to be endorsed by the EU)

2. ACCOUNTING POLICIES

Going concern

The Company incurred a loss in the year of £110,369 (2017: Loss of £175,026). To continue to fund its operations the Company borrowed £20,000 from a related party. The Company continues to hold its investment in NQ Minerals plc which gives the Company access to a source of liquid funds as required. In the absence of other funding sources the Company would need to sell part of its investment in NQ Minerals plc in order to meet its obligations as they fall due.

The Directors have considered the cash flow requirements of the Company for a period in excess of 12 months from the date of signing these financial statements. Based on the resources now available to the Company and anticipated expenditure over the next 12 months the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts.

Foreign currency exchange

The principal place of business of the Company is the United Kingdom with sterling being the functional currency.

Transactions in currencies other than the functional currency of the Company are recorded at the rates of exchange prevailing on the dates of the transactions. At each statement of financial position date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the statement of financial position date.

Gains and losses arising on retranslation are included in net profit or loss for the period, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are recognised directly in equity.

2. ACCOUNTING POLICIES (continued)

Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for revenues and expenses during the period and the amounts reported for assets and liabilities at the balance sheet date. However, the nature of estimation means that the actual outcomes could differ from those estimates.

The Company has significantly streamlined its activities removing many areas of estimation uncertainty. Within the next financial year Management consider that there are no sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income tax

Income tax expense represents the sum of the tax currently payable and deferred income tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it furthers excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Property, plant and equipment

Items of property, plant and equipment are stated at cost of acquisition or production cost less accumulated depreciation and impairment losses.

Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following bases:

Plant and equipment	- 20%

Deferred tax

Deferred tax is provided in full, using the statement of financial position liability method, on temporary differences arising between the tax bases of assets and liabilities and the carrying amounts in the financial statements.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than as a business combination) or other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, and interest in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is charged or credited to the Income Statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

2. ACCOUNTING POLICIES (continued)

Deferred tax (continued)

Deferred tax is determined using the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxed levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Compound financial instruments

Compound financial instruments issued by the Company comprise the convertible loan notes which can be converted at the expiry of the notes' term at the option of the holder into a fixed number of ordinary shares.

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Subsequent to initial recognition, the liability component is measured at amortised cost using the effective interest method. The equity component is not subsequently re-measured.

Financial risk management objectives and policies

The objective of the Company's capital management is to ensure that it maintains strong credit ratings and capital ratios. This will ensure that the business is correctly supported and shareholder value is maximised.

The Company manages its capital structure through adjustments that are dependent on economic conditions. In order to maintain or adjust the capital structure, the Company may choose to change or amend dividend payments to shareholders or issue new share capital to shareholders. There were no changes to the objectives, policies or processes during either the year ended 31 December 2018 or the year ended 31 December 2017.

Financial assets

All investments are initially recorded at fair value being the fair value of the consideration given and including acquisition charges associated with the investment.

After initial recognition, investments are classified as either at fair value through profit or loss or fair value the other comprehensive income (FVOCI). Gains and losses on financial assets classified at fair value through profit or loss are recognised in the Income Statement until the investment is sold, collected or otherwise disposed of. Gains or losses on FVOCI investments are recognised as a separate component of equity until the investment is sold, collected or otherwise disposed of, or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in income.

2. ACCOUNTING POLICIES (continued)

Financial assets (continued)

For investments that are actively traded in organised financial markets, fair value is determined by reference to Stock Exchange quoted market mid prices at the close of business on the Statement of Financial Position date. For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows of the underlying net asset base of the investment.

All regular way purchases of financial assets are recognised on the trade date i.e. the date that the Company commits to purchase the asset. All regular way sales of financial assets are recognised on the settlement date i.e. the date the asset is delivered to the counter party. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Trade and other receivables

Trade and other receivables are recognised by the Company and carried at original invoice amount less an allowance for any uncollectible or impaired amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being bad.

Other receivables are recognised at fair value.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits. Short term deposits are defined as deposits with an initial maturity of three months or less.

Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the Statement of Cash Flows.

Trade and other payables

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

Share based payments

The Company issues equity-settled share based payments to certain employees including Directors.

Equity-settled Share based payments are measured at fair value at the date of grant.

Fair value is measured using an appropriate options pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The fair value determined at the grant date of the equity-settled Share based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the Company's estimate of the shares that will eventually vest.

2. ACCOUNTING POLICIES (continued)

Share based payments (continued)

Where the terms of an equity-settled transaction are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in value of the transaction as a result of the modification, as measured at the date of the modification.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the transaction is recognised immediately. However, if a new transaction is substituted for the cancelled transaction, and designated as a replacement transaction on the date that it is granted, the cancelled and new transactions are treated as if they were a modification of the original transaction, as described in the previous paragraph.

Adoption of IFRS 9

Financial assets

On 1 January 2018, the Company adopted IFRS 9. Under IFRS 9, the Company's investment in NQ Minerals plc, which had previously been classified as available for sale under IAS 39, was classified fair value through other comprehensive income. The accounting on adoption of IFRS 9 remains consistent with the previous accounting under IAS 39 and, accordingly, no adjustment has been made to the comparatives on transition.

Financial liabilities

Other than trade and other payables the Company has in issue convertible loan notes. These are compound financial instruments and the accounting under IAS 39 and IFRS 9 is consistent. Accordingly, no adjustment has arisen in relation to the convertible loan notes on transition to IFRS 9.

3. LOSS

Loss is stated after charging the following:

	2018 £	2017 £
Auditor's remuneration – audit of financial statements	**8,400**	8,400

	2018 £	2017 £
Included in administrative expenses:		
Gain on foreign exchange movements	**1,071**	-

4. EMPLOYEE NUMBERS

The average monthly number of employees during the year was made up as follows:

	2018 Number	2017 Number
Directors	**1**	1
Non-executive directors	**2**	2
	3	3

5. KEY MANAGEMENT REMUNERATION (COMPENSATION) AND EMPLOYEE EXPENSES

	2018 £	2017 £
Consultancy fees	**50,000**	108,400

	2018 Number	2017 Number
During the year the following number of directors exercised Share options	-	-

Key management only comprises statutory directors which includes all the directors.

6. FINANCE COSTS

	2018 £	2017 £
Interest expense: Debentures and other secured borrowings	**26,000**	26,000

7. FVOCI Investment

	2018 £	2017 £
At 1 January	441,564	413,966
Fair value movement recognised in OCI	137,989	27,598
At 31 December	579,553	441,564

The Company holds a 1.64% interest in the shares of NQ Minerals plc and designated its interest as a FVOCI financial asset upon acquisition on the basis that the Company does not engage in trading activities. NQ Minerals plc is listed on NEX Exchange and its value determined by the market price (Level 1 input). If the market price of the shares in NQ Minerals plc had been 10% lower at 31 December 2018, both other comprehensive income and equity would have been £5,800 lower.

8. INCOME TAX

Components of income tax expense

	2018 £	2017 £
Current income tax expense		
Current income tax charge	-	-

No liability to UK corporation tax arises on the ordinary activities for the year ended 31 December 2018, nor for the year ended 31 December 2017.

Reconciliation of income tax charge to accounting loss

	2018 £	2017 £
Tax at the domestic income tax rate of 19.00% (2017: 19.25%)	**(20,970)**	(33,963)
Loss not subject to tax	-	-
Expenses not allowed	-	-
Unrecognised tax losses	**20,970**	33,963
	-	-

Factors which may affect future tax charge

The Company has estimated UK tax losses of £2,408,113 (2017: £2,296,167) to carry forward against future trading profits. A deferred tax asset has not been recognised in respect of these losses due to uncertainty over the timing of when these assets will be utilised.

The main rate of UK corporation tax is 19%. By 2020 it is proposed that the rate will fall to 17%. However, there is no effect on deferred tax as the Company has not recognised any deferred tax asset or liability.

9. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing net result for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the period. No adjustments were made to the net result for the year when calculating basic earnings per share in either year. The weighted average number of shares outstanding for 2018 was 1,130,474,743 (2017: 1,061,759,149).

9. EARNINGS PER SHARE (continued)

Diluted earnings per share amounts are calculated by dividing the net result attributable to ordinary equity holders after adjustments for instruments that dilute basic earnings per share by the weighted average of ordinary shares outstanding during the period (adjusted for the effects of dilutive instruments). For both the years ended 31 December 2018 and 31 December 2017, as the Company was loss making the effect of any share options is anti-dilutive such that the diluted EPS figure is equivalent to the basic EPS figure.

10. PROPERTY, PLANT AND EQUIPMENT

	Plant and equipment £
Cost	
At 1 January 2018	2,527
Disposal	(2,527)
At 31 December 2018	-
Accumulated depreciation	
At 1 January 2018	(2,527)
Disposal	2,527
At 31 December 2018	-
Net book value at 1 January 2018	-
Net book value at 31 December 2018	-

11. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial assets and liabilities are summarised in note 12. The main types of risk are market risk, credit risk and liquidity risk.

The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

Interest rate risk

The Company's borrowings have fixed interest rates limiting the exposure to cash flow interest rate risk. The Company's exposure to fair value interest rate risk is similarly limited as a result of the short duration of borrowings.

Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. Following the re-structuring of the Company's activities, its exposure to credit risk is minimal. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets at the reporting date (note 12).

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Company does not have any receivables at 31 December 2018.

Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations.

The Company has given responsibility of liquidity risk management to the board who have formulated liquidity management tools to service this requirement.

Management of liquidity risk is achieved by monitoring budgets and forecasts and actual cash flows.

The Company's main non-derivative financial liability is in respect of convertible loan notes shown in note 19. Trade payables are all due within 6 months.

As disclosed in the accounting policies (note 2) management expect to meet funding requirements through the raising of additional funds.

11. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holding in financial instruments. Following the restructuring of the Company's activities, the Company now owns a 1.64% interest in NQ Minerals plc which is listed on NEX. The investment is being accounted for as a FVOCI financial asset such that changes in the market value of the shares will directly impact upon the Company's net assets. During the year, the market value of the investment in NQ Minerals plc's shares increased resulting in a gain of £137,989 being recognised in equity.

Commodity price risk

Following the restructuring of the Company's operations, there is minimal exposure to commodity price risk other than through its investment in NQ Minerals plc which is a mining and exploration business.

Foreign currency risk

The principal foreign currency risk arises from the investment in NQ Minerals plc whose activities are conducted in Australia. This represents an indirect foreign currency risk. However, the Company's investment in NQ Minerals plc is denominated in GBP and, as such, there is no direct foreign currency risk.

The Company does not enter into forward exchange contracts to mitigate the exposure to foreign currency risk.

Capital management

The Company's capital consists of both deferred and ordinary shares. The Board's policy is to preserve a strong capital base in order to maintain investor, creditor and market confidence and to safeguard the future development of the business, whilst balancing these objectives with the efficient use of capital.

12. FINANCIAL ASSETS AND LIABILITIES

A description of each category of financial assets and financial liabilities and the related accounting policies are disclosed in note 2. The carrying amount of financial assets and financial liabilities are as follows:

	Loans and receivables at amortised cost		FVOCI financial assets at market value	
	2018	2017	**2018**	2017
	£	£	**£**	£
Financial assets				
Cash and cash equivalents	**7,935**	39,086	-	-
Trade and other receivables	**-**	-	-	-
FVOCI investment	**-**	-	579,553	441,564

	Other financial liabilities at amortised cost	
	2018	2017
	£	£
Financial liabilities		
Trade and other payables	**(323,559)**	(274,341)
Borrowings	**(179,210)**	(153,210)

13. TRADE AND OTHER RECEIVABLES

	2018	2017
	£	£
Current		
Other receivables	**-**	-
	-	-

The carrying value of the Company's short-term receivables approximates to their fair values.

14. RELATED PARTY TRANSACTIONS

Trading activities

Purchases and services provided

	2018	2017
	£	£
Compredi & Co Limited	**50,000**	108,400
	50,000	108,400

Compredi & Co Limited is a company under the control of Mr T Nugent.

14. RELATED PARTY TRANSACTIONS (continued)

Payable to related parties

	2018	2017
	£	£
Unpaid directors' fees	**238,303**	217,504
Director's loan	**20,000**	-
	258,303	217,504

The director's loan in unsecured, bears no interest and is repayable on demand.

RELATED PARTY TRANSACTIONS

Key management compensation

	2018	2017
	£	£
Consultancy fees	**50,000**	108,400
	50,000	108,400

15. CASH AND CASH EQUIVALENTS

	2018	2017
	£	£
Cash at bank	**7,935**	39,086
	7,935	39,086

16. SHARE CAPITAL

	2018		2017	
	No.	**£**	No.	£
Ordinary shares at 1 January	**1,130,474,743**	**113,048**	949,831,888	94,984
New shares issues	**-**	**-**	180,642,855	18,064
Ordinary shares carried forward	**1,130,474,743**	**113,048**	1,130,474,743	113,048
Deferred shares	**350,428,320**	**315,385**	350,428,320	315,385
	1,480,903,063	**428,433**	1,480,903,063	428,433

The Company is authorised to issue a further 400,000,000 0.01 pence ordinary shares.

The issued ordinary shares are fully paid.

The deferred shares do not have any rights to income or voting rights and are entitled to receive their nominal value back on a winding up only after the ordinary shareholders have received £100,000 per share. There is no authorisation in place to issue further deferred shares. The deferred shares are fully paid.

All issued share capital is classified as equity.

17. RESERVES

	Other reserve	Capital redemption reserve £	Share scheme reserve £	Total £
At 1 January 2017	-	572,786	147,666	720,452
Fair value movement: FVOCI financial asset	27,598	-	-	27,598
At 31 December 2017	27,598	572,786	147,666	748,050
Fair value movement: FVOCI financial asset	137,989	-	-	137,989
At 31 December 2018	165,587	572,786	147,666	886,039

The share scheme reserve includes the increase in equity resulting from accounting for the expense of issuing share options. The capital redemption reserves exists to maintain the Company's capital when shares are cancelled or repurchased. The other reserve includes the fair value movement on the FVOCI investment.

18. TRADE AND OTHER PAYABLES

	2018 £	2017 £
Trade and other payables	**45,456**	44,437
Accruals	**19,800**	8,400
Payable to related parties	**258,303**	217,504
	323,559	270,341

The carrying value of the Company's short-term payables approximates to their fair values.

19. BORROWINGS

	2018 £	2017 £
Convertible loan notes	**179,210**	153,210
	179,210	153,210

During the year interest of £26,000 (2017: £26,000) accrued on the convertible loan notes. The convertible loans noted mature in both January and May 2019 and carry a coupon of 20% p.a. The convertible loans are convertible into 130,000,000 0.01 pence ordinary shares in the Company.

The value of the liability component and the equity conversion component were determined on the issuance of the notes. The fair value of the liability component was determined using the market interest rate for an equivalent non-convertible bond.

The carrying amount of the Company's short-term borrowings approximates to their fair values.

20. SHARE BASED PAYMENTS

Equity settled

The Company has a share option programme that entitles the holders to purchase shares in the Company with the options exercisable at the price determined at the date of granting the option.

The terms and conditions of the grants are as follows; there are no vesting conditions to be met and all options are to be settled by the issue of shares.

Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the period are as follows:

	2018		2017	
	WAEP	**No.**	WAEP	No.
Opening balance	**0.10p**	**70,000,000**	0.10p	70,000,000
Lapsed	**-**	**-**	-	-
Closing balance	**0.10p**	**70,000,000**	0.10p	70,000,000

No options were exercised in either period. All of the above share options are exercisable at the year end and their weighted average exercise price is stated above.

The share options outstanding at the end of the period have a weighted average remaining contractual life of 5 years (2017 – 6years) and have the following exercise prices (EP) that expire on the following dates:

	2018		2017	
	EP	**No.**	EP	No.
31 December 2023	**0.10p**	**70,000,000**	0.10p	70,000,000

21. POST BALANCE SHEET EVENTS

There have been no post balance sheet events.