

Lombard Capital PLC
Annual Report and Financial Statements
for the year ended 31 March 2016

Table of Contents

Reports

01	Chairman's Statement
02	Strategic Report
03	Directors' Report
05	Independent Auditor's Report

Financial Statements

06	Income Statement and Statement of Comprehensive Income
07	Statement of Financial Position
08	Statement of Cashflows
09	Statement of Changes in Equity
10	Notes to the Financial Statements

Company Information

Directors: David William Grierson
Nigel Brent Fitzpatrick (Non-Executive)

Registered office: Steve Monico Limited
19 Goldington Road
Bedford
MK40 3JY

Company number: 06050613

Secretary: Steve Monico Limited

ISDX Corporate Adviser: Alfred Henry Corporate Finance Ltd
5-7 Cranwood Street
London
EC1V 9EE

Registrars: Share Registers Limited
The Courtyard
17 West Street
Farnham
Surrey
GU9 7DR

Independent Auditor: Jefferys Henry LLP
5-7 Cranwood Street
London
EC1V 9EE

Chairman's Statement

for the year ended 31 March 2016

Dear Shareholders

I was appointed to the Board of the Company on 15th January 2016, just two and a half months before the financial year end.

I do not propose to dwell on the time before my appointment other than to say that I have instigated a programme of selling non-core assets when the opportunity arises.

I am tasked with revitalising the Company and I have engaged in raising additional finance to support future developments within the financial services sector. To date £45,000 has been raised through the issue of Convertible Unsecured Loan Notes. The holders of the Loan Notes have made written applications to convert all of their Loan Notes into Ordinary Shares and their requests are being processed. Warrant holders have given undertakings to exercise their Warrants to the extent that there will be £75,000 raised by the issue of Ordinary Shares during September 2016. The Board have agreed the sale of an investment asset that will raise a further £23,310 and have discussed the approval of the sale of a second investment asset and await a formal offer.

The Company is currently considering the issuance of a reinsurance based bond to provide bondholders with stable income and limited risk to capital. The Company expects to make an announcement in the near future.

I look forward to the future with enthusiasm and thank all my colleagues and our professionals for their support and advice.

I also thank you all as shareholders for your continuing support.



David Grierson

Chairman
Lombard Capital PLC

Strategic Report

for the year ended 31 March 2016

The Directors present their strategic report for the year ended 31 March 2016.

Business review

During the year under review there has been a number of changes of directors. The current directors have only been working together since 15th January 2016 and have immediately re-focused the Company on developing a reinsurance based investment product. At the same time the directors have reviewed the investment assets and have resolved to dispose of non-core investments when the opportunity arises.

Future developments

The Company is currently developing a reinsurance based investment product to provide investors with stable income, without risk to capital. The Company expects to make an announcement in the near future.

Results and dividends

For the year ended 31 March 2016, the Company's loss after taxation from continuing operations was £167,282 (2015: £80,133 loss) and the loss per share was 8.3p (2015: 4.2p). The Directors do not recommend the payment of a dividend (2015: NIL).

Key performance indicators

The key performance indicators are set out below:

Company Statistics	2016	2015	Change %
Net asset value	£97,812	£278,326	-65%
Net asset value per share	4.3p	14.5p	-70%
Closing share price	10.0p	3.75p	+167%
Market Capitalisation	£226,815	£72,000	+215%

Key business risks

The main business risk that the Company faces is that the investments are all illiquid and therefore the Company may not have sufficient cash resources to carry out its business plan and also cover the overhead expenses required to maintain its status as a quoted company.

Going concern

During the period the Company made a loss of £167,282 and at the year-end had net current liabilities of £37,998. The cash balance at the year end was £2,668 and no revenue has been generated since the year end, so at the time of signing of these accounts there are insufficient funds for the next 12 months and beyond.

The Chairman's statement has explained the current fundraising activities, therefore, the directors have formed the opinion that with the eradication of debt and the inflow of funds from the conversion of warrants and the sale of investment assets that the Company will secure adequate funds for the working capital requirements of for the Company in the foreseeable future. Further, this will ensure that adequate arrangements will be in place to enable the settlement of their financial commitments as and when they fall due.

For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements. Whilst there are inherent uncertainties in relation to future events, and therefore no certainty over the outcome of the matters described, the Directors consider that, based on financial projections and dependent on the success of their efforts to complete these activities, the Company will be a going concern for the next 12 months.

For and on behalf of the Board

D.W. Grierson
30 August 2016

Directors' Report

for the year ended 31 March 2016

The Directors present their report together with the audited financial statements for the year ended 31 March 2016.

Principal activity

The principal activity of the Company has been solely as an investor in pre IPO companies and companies quoted on AIM and the ISDX Growth Market. Additionally, the Company is currently developing a reinsurance based product to provide stable income for investors without risk to capital.

Financial risk management objectives and policies

Details of the financial risk management objectives and policies are provided in note 13 to the financial statements.

Post balance sheet events

Details of post balance sheet events are provided in note 17 to the financial statements.

Directors

The Directors of the Company during the year and subsequently are set out below:

Charlotte Argyle	(resigned 2 November 2015)
Russell Darvill	(resigned 2 November 2015)
Graham Jones	(appointed 2 November 2015, resigned 15 January 2016)
Mark Jackson	(appointed 2 November 2015, resigned 15 January 2016)
Nigel Brent Fitzpatrick	(appointed 2 November 2015)
David William Grierson	(appointed 15 January 2016)

Substantial shareholders

The only interests in excess of 3% of the issued share capital of the Company which have been notified to the Company as at 1 August 2016 were as follows:

	Shareholding	%
Platform Securities Nominees Limited	667,500	29.43
Sunvest Corporation Limited	445,000	20.06
Harewood Nominees Limited	383,500	16.91
Religare Capital Markets (Europe) Limited	214,000	9.44
JIM Nominees Limited	93,500	4.12
The Bank of New York (Nominees) Limited	70,000	3.09

D W Grierson, a director of the Company, holds 653,500 of the 667,500 shares held under Platform Securities Nominees Limited.

Directors remuneration

Details of directors' remuneration is set out in note 4 to the financial statements.

Directors' Report continued

for the year ended 31 March 2016

Directors' responsibilities statement

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

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

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

The Directors confirm that that they have complied with the above requirements in preparing the Financial Statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 and 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.

Insofar as each of the Directors is aware:

- there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditors

The auditors Jefferys Henry LLP were appointed in August 2016 and a resolution that they be reappointed will be proposed at the Annual General Meeting.

On behalf of the Board



D.W. Grierson
30 August 2016

Independent Auditor's Report

for the year ended 31 March 2016

We have audited the financial statements of Lombard Capital Plc for the year ended 31 March 2016 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position and Statement of Cashflows, the Statement of Changes in Equity, and the Related Notes. 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.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Chairman's Statement and Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

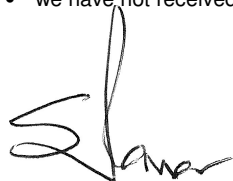
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the Company, 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.



Sanjay Parmar
Senior Statutory Auditor

For and behalf of
Jefferys Henry LLP (Statutory Auditors)
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

30 August 2016

Income Statement

for the year ended 31 March 2016

		2016	2015
		£	£
	Notes		
Continuing operations:			
Investment income		34	211
Operating expenses		(119,928)	(80,344)
Impairment of investments	7	(47,388)	-
Operating loss and loss before taxation	3	(167,282)	(80,133)
Taxation expense	5	-	-
Loss for the year, attributable to owners of the Company		(167,282)	(80,133)
Loss per share attributable to owners of the Company during the year		Pence	pence
Basic and diluted			
Total and continuing operations	6	(8.3)	(4.2)

Statement of Changes in Comprehensive Income

for the year ended 31 March 2016

		2016	2015
		£	£
Loss for the financial year		(167,282)	(80,133)
Other comprehensive income:			
Market value adjustment to investments	7	(97,500)	85,000
Impairment of investments – reclassification to income statement	7	45,698	-
Total comprehensive income for the year		(219,084)	4,867

The notes on pages 10 to 18 form part of the financial statements.

Statement of Financial Position

as at 31 March 2016

	Notes	2016 £	2015 £
Non-current assets			
Available for sale investments	7	135,810	235,000
Current assets			
Trade and other receivables	8	7,800	220
Cash and cash equivalents	9	2,668	57,036
Total current assets		10,468	57,256
Total assets		146,278	292,256
Equity			
Share capital	11	192,165	191,815
Share premium		767,514	755,614
Share option reserve		26,320	-
Investment revaluation reserve		100,184	151,986
Retained earnings		(988,371)	(821,089)
Equity attributable to owners of the Company and total equity		97,812	278,326
Current liabilities			
Trade and other payables	10	48,466	13,930
Total equity and liabilities		146,278	292,256

These financial statements were approved by the Board, authorised for issue and signed on their behalf on 30 August 2016 by:



D.W. Grierson

Company registration number: 06050613 (England & Wales)

The notes on pages 10 to 18 form part of the financial statements.

Statement of Cashflows

for the year ended 31 March 2016

Notes	2016 £	2015 £
Operating activities		
(Loss)/Profit before tax	(167,282)	(80,133)
Impairment of investments – reclassification from reserves	45,698	-
Impairment of investments – recognised in the year	1,690	-
Investment income	(34)	(211)
Share based payment	26,320	-
(Increase)/decrease in trade and other receivables	(7,580)	(220)
(Decrease)/increase in trade and other payables	34,536	(15,032)
Net cash flow from operating activities	(66,652)	(95,596)
Investing activities		
Investment income	34	211
Net cash flow from investing activities	34	211
Financing activities		
Proceeds from issue of shares	12,250	-
Net cash flow from financing activities	12,250	-
Net (decrease)/increase in cash and cash equivalents	(54,368)	(95,385)
Cash and cash equivalents at start of year	57,036	152,421
Cash and cash equivalents at the end of the year/period	2,668	57,036
Cash and cash equivalents comprise:		
Cash and cash in bank	2,668	57,036
Cash and cash equivalents at end of year/period	2,668	57,036

The notes on pages 10 to 18 form part of the financial statements.

Statement of Changes in Equity

for the year ended 31 March 2016

	Share Capital £	Share Premium £	Share Option Reserve £	Investment Revaluation Reserve £	Retained Earnings £	Total Equity £
Balance at 1 April 2014	191,815	755,614	-	66,986	(740,956)	273,459
Loss for the year	-	-	-	-	(80,133)	(80,133)
Market value adjustment to investments	-	-	-	85,000	-	-
Total comprehensive income	-	-	-	85,000	(80,133)	4,867
Balance at 31 March 2015	191,815	755,614	-	151,986	(821,089)	278,326
Balance at 1 April 2015	191,815	755,614	-	151,986	(821,089)	278,326
Loss for the year	-	-	-	-	(167,282)	(167,282)
Issue of shares	350	11,900	26,320	-	-	12,250
Share based payment	-	-	-	-	-	26,320
Impairment of investments – reclassified to income statement	-	-	-	45,698	-	45,698
Market value adjustment to investments	-	-	-	(97,500)	-	(97,500)
Balance at 31 March 2016	192,165	767,514	26,320	100,184	(988,371)	97,812

Share capital is the amount subscribed for shares at nominal value.

Share premium is the amount subscribed for share capital in excess of nominal value.

Share option reserve relates to share-based payment charges recognised.

Investment revaluation reserves represents the temporary movement in fair value of available-for-sale investments.

Retained earnings represents accumulated profit or loss to date.

The notes on pages 10 to 18 form part of the financial statements.

Notes to the Financial Statements

for the year ended 31 March 2016

1 General information

Lombard Capital Plc is a limited company incorporated and domiciled in the United Kingdom. The registered office is 19 Goldington Road, Bedford, MK40 3JY.

2 Principal accounting policies

The principal Accounting Policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS), and IFRIC interpretations as adopted in the European Union and as applied in accordance with the provisions of the Companies Act 2006, and under the historical cost convention.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumption and estimates are significant to the Financial Statements, are disclosed later in these accounting policies.

The financial statements are presented in sterling (£).

Going concern

During the period the Company made a loss of £167,282. The cash balance at the year end was £2,668 and no revenue has been generated since the year end, so at the time of signing of these accounts there are insufficient funds for the next 12 months and beyond.

The Chairman's statement has explained the current fundraising activities, therefore, the directors have formed the opinion that with the eradication of debt and the inflow of funds from the conversion of warrants and the sale of investment assets that the Company will secure adequate funds for the working capital requirements of for the Company in the foreseeable future. Further, this will ensure that adequate arrangements will be in place to enable the settlement of their financial commitments as and when they fall due.

For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements. Whilst there are inherent uncertainties in relation to future events, and therefore no certainty over the outcome of the matters described, the Directors consider that, based on financial projections and dependent on the success of their efforts to complete these activities, the Company will be a going concern for the next 12 months.

Changes in accounting policy

At the date of authorisation of these financial statements the following standards and interpretations were in issue but not yet effective and therefore have not been applied in these financial statements:

IFRS 5	Non current assets held for sale and discontinued operations
IFRS 7	Financial instruments
IFRS 9	Financial instruments
IFRS 10 (amended)	Consolidated Financial Statements
IFRS 11 (amended)	Joint Arrangements
IFRS 12 (amended)	Disclosure of Interests in Other Entities
IFRS 14	Regulatory deferral accounts
IFRS 15	Revenue from Contracts with Customers
IAS 1 (amended)	Presentation of Items of Other Comprehensive Income
IAS 16 & 41 (amended)	Property, Plant and Equipment
IAS 19	Employee benefits
IAS 27 (amended)	Separate Financial Statements
IAS 28 (amended)	Investments in Associates and Joint Ventures
IAS16 & 38 (amended)	Intangible assets
IAS 34	Interim financial reporting

In addition, there are certain requirements of Improvements to IFRSs which are not yet effective.

The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Company.

Notes to the Financial Statements

for the year ended 31 March 2016

Key estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The only estimates and assumptions that may cause material adjustment to the carrying value of assets and liabilities relate to the valuation of unquoted investments. These are valued in accordance with the techniques set out in the accounting policy for 'Available for sale investments' on page 11.

Taxation

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

Current tax is the tax currently payable based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interest in joint ventures, except where the group 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.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that the temporary difference will not reverse in the foreseeable future.

Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date. Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the profit or loss income statement, except where they relate to items that are recognised in other comprehensive income in which case the related deferred tax is also charged or credited directly to equity.

Segmental reporting

A segment is a distinguishable component of the Company's activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available.

As the chief operating decision maker reviews financial information for and makes decisions about the Company's investment activities as a whole, the directors have identified a single operating segment, that of investing in or acquiring assets, business or companies in the soft commodities sector.

Financial assets

The Company's financial assets comprise investments held for trading, associated undertakings, cash and cash equivalents and loans and receivables.

Available for sale Investments

Investments are initially measured at fair value plus incidental acquisition costs. Subsequently they are measured at fair value in accordance with IAS 39. In respect of quoted investments, this is either the bid price at the period end date of the last traded price or the last traded price, depending on the convention of the exchange on which the investment is quoted, with no deduction for any estimated future selling cost. Unquoted investments are valued by the directors using primary valuation techniques such as recent transactions, last price and net asset value.

Investments are recognised as available-for-sale financial assets. Gains and losses on measurement are recognised in other comprehensive income except for impairment losses and foreign exchange gains and losses on monetary items denominated in a foreign currency, which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired the cumulative gain or loss previously recognised in other comprehensive income is reclassified to profit or loss.

Notes to the Financial Statements

for the year ended 31 March 2016

The Company assesses at each period end date whether there is any objective evidence that a financial assets or group of financial assets classified as available-for-sale has been impaired. An impairment loss is recognised if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset. A significant or prolonged decline in the fair value of a security below its cost shall be considered in determining whether the asset is impaired.

When a decline in the fair value of a financial asset held as available-for-sale has been previously recognised in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss is removed from other comprehensive income and recognised in profit or loss. The loss is measured as the difference between the cost of the financial asset and its current fair value less any previous impairment.

Cash and cash equivalents

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

Equity

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

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

The investment revaluation reserve represents the difference between the purchase costs of the available-for-sale investments less any impairment charge and the market value of those investments at the accounting date.

Retained earnings include all current and prior period results as disclosed in the statement of comprehensive income.

Financial liabilities

Financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance cost in the income statement using the effective interest rate method.

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

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

3 Loss from operations

Loss from operations is stated after charging:

	2016	2015
	£	£
Auditors' remuneration for auditing of accounts	8,100	7,000
Auditors' remuneration for non-audit services	-	-

Notes to the Financial Statements

for the year ended 31 March 2016

4 Directors remuneration

The Company had no employees in the year, or previous year. During the year under review there have been three executive directors with only one serving at any one point.

	2016 No.	2015 No.
Administration	1	1

	2016 £	2015 £
<i>Director's remuneration – fees:</i>		
Charlotte Argyle	4,500	6,825
Russell Darvill	4,500	16,500
N Brent Fitzpatrick	500	-
Mark Jackson	4,800	-
Graham Jones	2,640	-
Grahame Rose	-	2,375
Jason Teichman	-	14,276
	16,940	39,976

The highest paid director was not granted nor did he exercise any share options during the year. He also did not receive any shares in respect of qualifying services under a long term incentive scheme.

5 Taxation

	2016 £	2015 £
UK corporation tax	-	-
Deferred tax	-	-
Tax charge	-	-

	2016 £	2015 £
<i>Tax reconciliation</i>		
(Loss)/Profit before tax	(167,282)	(80,313)
Tax at 20% (2015: 20%) on loss before tax	(33,456)	(16,027)
Effects of:		
Add back disallowable expenses	14,742	
Unrelieved losses carried forward	18,714	16,027
Total tax (credit)/expense	-	-

The unutilised tax losses of the Company available for set off against future taxable profits are estimated to be £700,000 (2015: £606,000). The Company has not recognised a deferred tax asset in respect of these losses as there is insufficient evidence of future taxable profits.

Notes to the Financial Statements

for the year ended 31 March 2016

6 Earnings per share

The basic and diluted earnings per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2016 £	2015 £
<i>Earnings</i>		
Loss for the purposes of basic and fully diluted loss per share	(167,282)	(80,133)
<i>Number of shares</i>		
Weighted average number of shares for calculating basic and fully diluted earnings per share	2,026,210	1,918,150
	2016 Pence	2015 pence
<i>Earnings per share</i>		
Basic and fully diluted loss per share	(8.3)	(4.2)

During the year the company granted 700,000 share options, full details are disclosed in note 14.

After the year end the company issued up to £100,000 warrants, full details are disclosed in note 17.

7 Available for sale investments

	2016 £	2015 £
Investments at cost less impairment brought forward	83,014	83,014
Cost of impairment – reclassified from reserves	(45,698)	-
Cost of impairment – recognised in the year	(1,690)	-
Investments at cost less impairment at year end	35,626	83,014
Market value adjustment	100,184	151,986
Market value of investments at year end	135,810	235,000
<i>Categorised as:</i>		
Level 1	-	22,500
Level 2	-	-
Level 3	135,810	212,500
	135,810	235,000

The table above sets out the fair value measurements using the IFRS7 fair value hierarchy. Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 - valued using quoted prices in active markets for identical assets.

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by the company are explained in the accounting policy note, 'available for sale investments'.

Level 3 financial assets

	2016 £	2015 £
Reconciliation of Level 3 fair value measurement of financial assets		
Brought forward	212,500	112,500
Market value adjustment	(75,000)	100,000
Impairment in the year	(1,690)	-
Carried forward	135,810	212,500

Notes to the Financial Statements

for the year ended 31 March 2016

7 Available for sale investments continued

Level 3 valuation techniques used by the Company are explained on page 11.

The year end fair value balance consists of £23,310 relating to shares held in Elevate Platform Limited which are held at net cost less impairment. The remaining £112,500 relates to shares held in Prego International Limited which have been placed on the JP Jenkins matched-bargain platform and the valuation is based on the indicative price, which is based on buy and sell limits from brokers.

8 Trade and other receivables

	2016	2015
	£	£
Prepayments	7,800	220
	7,800	220

The fair value of trade and other receivables is considered by the directors not to be materially different to the carrying amounts.

9 Cash and cash equivalent

	2016	2015
	£	£
Cash at banks	2,668	57,036
	2,668	57,036

10 Trade and other payables

	2016	2015
	£	£
Trade payables	30,466	486
Accrued charges	18,000	13,444
	48,466	13,930

The fair value of trade and other payables is considered by the directors not to be materially different to the carrying amounts.

11 Share capital

	2016	2015
	£	£
<i>Authorised capital</i>		
500,000,000 ordinary shares of 0.1p each	500,000	500,000
2,000,000 redeemable shares of 1p each	20,000	20,000
	520,000	520,000
<i>Issued and fully paid</i>		
2,268,150 new ordinary shares of 0.1p	2,268	1,918
1,918,150 deferred shares of 9.9p	189,897	189,897
	192,165	191,815

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

On 17 December 2014 the shareholders approved a share reorganisation, effectively a 1 for 100 share consolidation, by which all the issued shares were consolidated on the basis of one consolidated share of 10p for every issued 100 shares. The consolidated shares were then sub-divided into one new ordinary share of 0.1p and one deferred share of 9.9p. The restricted rights attaching to the deferred shares are such that the deferred share have no economic value.

On 10 December 2015 350,000 0.1p new ordinary shares were allotted for a price of 3.5p each.

Notes to the Financial Statements

for the year ended 31 March 2016

12 Investment revaluation reserve

	2016	2015
	£	£
Balance brought forward	151,986	66,986
Market value adjustment in year	(97,500)	85,000
Impairment – reclassified to income statement	45,698	-
Balance carried forward	100,184	151,986

13 Risk management objectives and policies

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

Capital risk management

The Company's objectives when managing capital are:

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

The Company actively and regularly reviews and manages the capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration the future capital requirements of the Company and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes. There have been no changes in this since the previous reporting date.

Credit risk

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

The Company's maximum exposure to credit risk is £2,668 (2015: £57,036) comprising cash and cash equivalents.

Liquidity risk

Liquidity risk is managed by means of ensuring sufficient cash and cash equivalents are held to meet the Company's payment obligations arising from administrative expenses. The cash and cash equivalents are invested such that the maximum available interest rate is achieved with minimal risk.

Financial assets comprise, cash of £2,668 and are available in demand. Financial liabilities comprise trade payables of £34,667 which are all payable within 3 months.

Market price risk

The Company's exposure to market price risk mainly arises from potential movements in the fair value of its investments. The Company manages this price risk within its long-term investment strategy to manage a diversified exposure to the market. If each of the Company's equity investments were to experience a rise or fall of 10% in their fair value, this would result in the Company's net asset value increasing or decreasing by £13,581 (2015: 23,500).

Financial assets by category

The IAS 39 categories of financial assets included in the balance sheet and the headings in which they are included are as follows:

	2016	2015
	£	£
Financial assets:		
Available for sale investments	135,810	235,000
Cash and cash equivalents	2,668	57,036
	138,478	292,036

Notes to the Financial Statements

for the year ended 31 March 2016

13 Risk management objectives and policies continued

Financial liabilities by category

The IAS 39 categories of financial liability included in the balance sheet and the headings in which they are included are as follows:

	2016	2015
	£	£
Financial liabilities at amortised cost:		
Trade and other payables	34,667	486
	34,667	486

14 Share-based payments

On 1 December 2015 the Company announced that it granted options for a total of 700,000 ordinary shares of 0.1 pence each ("Ordinary Shares") representing approximately 31 per cent of the Company's issued ordinary share capital at the time of the grant, at an exercise price of 4.5 pence per share. The options were granted equally (350,000 each with a total exercise price of £13,160 per Director) to Directors, N B Fitzpatrick and G Jones, and vest immediately on grant. They are not subject to any performance conditions and will lapse 7 years from the date of grant.

The model takes into account volatility rates of 97.76%, which have been derived from historical information. A weighted average risk-free interest rate of 1.0% has been applied. The share price was 4.6 pence and the exercise prices of the options were 4.5 pence.

The amount of remuneration expense in respect of the share options granted amounts to £26,320 (period ended 31 March 2015: £nil).

On 16 December 2015, the options held by N B Fitzpatrick and G Jones were reassigned to Merico Financial Inc. and D W Grierson respectively. D W Grierson is a director of the company. These options have not been exercised and remain outstanding at the reporting date.

The inputs to the option pricing model are as follows:

	Options granted 1 December 2015
Share price at grant date (pence)	4.6
Exercise price (pence)	4.5
Expected life (years)	7
Annualised volatility (%)	97.76
Risk-free interest rate (%)	1.0
Fair value determined (pence)	3.8
Number of options granted	700,000

Notes to the Financial Statements

for the year ended 31 March 2016

15 Contingent liabilities

There were no contingent liabilities as at 31 March 2016 (2015: NIL)

16 Capital commitments

There were no capital commitments authorised by the directors or contracted for at 31 March 2015 or 31 March 2016.

17 Post balance sheet events

Convertible unsecured loan notes 2018

On 3 May 2016 it was agreed that up to £100,000 of 7.5 per cent Convertible Unsecured Loan Notes 2018 would be issued. A convertible loan note instrument would be issued.

Warrants would be issued to those that subscribe for these loan notes carrying the right to subscribe for new Ordinary Shares of £0.001 each. These warrants entitle holders of £100 convertible notes to subscribe for 1,000 new ordinary shares. Each warrant has a right to buy the same amount of ordinary shares at a price of 10 pence.

The following warrants were issued:

Date of issue	Held by	No of warrants	Reason for issue
21 May 2016	Sir M J Marshall	250,000	Issue of convertible loan notes of £25,000
21 May 2016	Investa Securities Ltd	100,000	Issue of convertible loan notes of £10,000
30 June 2016	Sir M J Marshall	100,000	Issue of convertible loan notes of £10,000
30 June 2016	D W Grierson (director)	100,000	For director services
30 June 2016	N B Fitzpatrick (non-executive director)	100,000	For director services
30 June 2016	Steve Monico Ltd (company secretary)	100,000	For secretarial services
30 June 2016	C A Potts	100,000	For introductions, services and advice
30 June 2016	Ernesto Sciarillo	50,000	For introductions, services and advice
30 June 2016	Ernesto Sciarillo	50,000	For introductions, services and advice

The following warrants remain unissued:

Date agreed	Held by	No of warrants	Reason for issue
30 June 2016	Merico Financial Inc	100,000	For introductions, services and advice
30 June 2016	P Gravitt	100,000	For introductions, services and advice

18 Related party transactions

The remuneration paid to the directors is set out in Note 4 to the financial statements.

19 Controlling party

As at 31 March 2016 and at the reporting date, the Company had no controlling party.