

## **Xplorer Plc**

### **Interim Results for the period ended 30 September 2013**

#### **Chairman's Statement**

I am pleased to present Xplorer Plc's interim figures following a four month period of strong progress since we listed last July.

On 30<sup>th</sup> September I explained in our AGM statement that we, in collaboration with Sprint Capital, had driven a process leading to a refinement of our shortlist of investment candidates which would be acquired by Xplorer under Sprint's guidance and financial support.

We have remained in daily communication with Sprint's investment team and together with them, I am delighted to report that we have reached the final stages of due diligence and negotiation with our preferred two candidates.

Both represent substantial opportunities for our shareholders in terms of current scale and future prospects and we look forward to announcing further news shortly.

**John Davies**  
**Non-Executive Chairman**

**30<sup>th</sup> November 2013**

#### **Enquiries:**

#### **Xplorer Plc**

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## STATEMENT OF COMPREHENSIVE INCOME

for the period ended 30 September 2013

		<b>Period ended 30 September 2013 (unaudited) £</b>	<b>Period ended 30 September 2012 (unaudited) £</b>	<b>Period ended 31 March 2013 (audited) £</b>
<b>Continuing operations</b>	Note			
Revenue		-	-	-
Administrative expenses		(384,938)	(814)	(90,483)
<b>Operating loss</b>		<b>(384,938)</b>	<b>(814)</b>	<b>(90,483)</b>
<b>Loss before taxation</b>		<b>(384,938)</b>	<b>(814)</b>	<b>(90,483)</b>
<b>Taxation</b>	2	-	-	-
<b>Loss for the period</b>		<b>(384,938)</b>	<b>(814)</b>	<b>(90,483)</b>
Other comprehensive loss for the period		-	-	-
<b>Total comprehensive loss for the period attributable to the equity owners</b>		<b>(384,938)</b>	<b>(814)</b>	<b>(90,483)</b>
<b>Earnings/(loss) per share</b>				
<b>Basic and diluted (£ per share)</b>	3	<b>(0.05)</b>	-	<b>(0.07)</b>

## STATEMENT OF FINANCIAL POSITION

as at 30 September 2013

		<b>30 September 2013 (unaudited)</b>	<b>31 March 2013 (audited)</b>
	Note	£	£
<b>Assets</b>			
<i>Fixed Assets</i>			
Fixtures & Fittings		604	-
<i>Current assets</i>			
Trade and other receivables		116,233	210,030
Cash and cash equivalents		464,204	100
<b>Total assets</b>		<b>581,041</b>	<b>210,130</b>
<b>Equity and liabilities</b>			
<i>Capital and reserves</i>			
Called up share capital	4	82,502	75,002
Share premium	4	879,292	-
Retained earnings	4	(475,421)	(90,483)
<b>Total equity</b>		<b>486,373</b>	<b>(15,481)</b>
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables		94,668	52,598
Convertible loan notes		-	100,000
Cash and cash equivalents		-	73,013
<b>Total liabilities</b>		<b>94,668</b>	<b>225,611</b>
<b>Total equity and liabilities</b>		<b>581,041</b>	<b>210,130</b>

## STATEMENT OF CHANGES IN EQUITY

for the period ended 30 September 2013

	<b>Called up share capital £</b>	<b>Share Premium £</b>	<b>Retained earnings £</b>	<b>Total £</b>
<b>On incorporation</b>	2	-	-	2
<b>Comprehensive income for the period</b>	-	-	-	-
Loss	-	-	(90,483)	(90,483)
<b>Total comprehensive income for the period</b>	-	-	(90,483)	(90,483)
<b>Contributions by and distributions to owners</b>				
Issue of share capital	75,000	-	-	75,000
<b>Total contributions by and distributions to owners</b>	75,000	-	-	75,000
<b>31 March 2013</b>	75,002	-	(90,483)	(15,481)
<b>Comprehensive income for the period</b>				
Loss	-		(384,938)	(384,938)
<b>Total comprehensive income for the period</b>	-		(384,938)	(384,938)
<b>Contributions by and distributions to owners</b>				
Issue of share capital	7,500	1,092,500	-	1,100,000
Share issue costs	-	(213,208)	-	(213,208)
<b>Total contributions by and distributions to owners</b>	7,500	879,292	-	886,792
<b>30 September 2013</b>	82,502	879,292	(475,421)	486,373

## STATEMENT OF CASH FLOWS

for the period ended 30 September 2013

	Period ended 30 September 2013 (unaudited) £	Period ended 31 March 2013 (audited) £
	Note	
<b>Cash flow from operating activities</b>		
Operating loss	(383,796)	(88,437)
Interest paid	(556)	(1,101)
Finance costs paid	(586)	(945)
Depreciation of tangible fixed assets	86	-
<b>Changes in working capital</b>		
Decrease/(Increase) in Trade and other receivables	93,797	(210,030)
Increase in Trade and other payables	42,070	52,598
<b>Net cash used in operating activities</b>	<b>(248,985)</b>	<b>(247,915)</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(690)	-
<b>Net cash used in investing activities</b>	<b>(690)</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Share issue	1,100,000	75,002
Share issue costs	(213,208)	-
Convertible loan notes	(100,000)	100,000
<b>Net cash generated from financing activities</b>	<b>786,792</b>	<b>175,002</b>
<b>Increase/(Decrease) in cash and cash equivalents</b>	<b>537,117</b>	<b>(72,913)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>(72,913)</b>	<b>-</b>
<b>Cash and cash equivalents at end of period</b>	<b>464,204</b>	<b>(72,913)</b>

# Notes to the interim financial information

## 1. Accounting Policies

### a) Basis of Preparation

These interim financial statements are for the six months ended 30 September 2013 and have been prepared in accordance with International Accounting Standard 34 “Interim Financial Statements”. The accounting policies applied are consistent with International Financial Reporting Standards (IFRS) adopted for use by the European Union. The accounting policies and methods of computation used in the interim financial statements are consistent with those used in the Company’s Annual Report for 2013 and are expected to be applied for the year ended 31 March 2014.

### b) Significant accounting judgements, estimates and assumptions

Management have considered the significant accounting judgements, estimates and assumptions used within the non-statutory financial statements and do not consider there to be any which would materially affect the financial statements.

### c) Financial Instruments

Financial assets and liabilities are recognised in the Company’s statement of financial position when the Company becomes a party to the contractual provisions of the instrument. The Company currently does not use derivative financial instruments to manage or hedge financial exposures or liabilities.

### d) Segmental Reporting

For the purpose of IFRS8 the chief operating decision maker (“CODM”) takes the form of the Directors. The Directors are of the opinion that the business comprises of a single economic activity, being the acquisition of businesses or assets in the natural resources sector and currently this activity is undertaken solely in the United Kingdom. All of the income and non-current assets are derived from the United Kingdom. No single customer accounts for more than 10% of income. At meetings of the Directors, income, expenditure, cash flows, assets and liabilities are reviewed on a whole Company basis. Based on the above considerations there is considered to be one reportable segment only namely the acquisition of businesses or asset in the Natural Resources Sector.

Therefore the financial information of the single segment are the same as that set out in the company statement of comprehensive income, company statement of financial position, the company statement of changes to equity and the company statement of cashflows.

## 2. Income tax

### Analysis of charge in the period

	Period ended 30 September 2013	Period ended 30 September 2012	Period ended 31 March 2013
	£	£	£
Current tax:			
UK corporation tax on loss for the period	-	-	-
Deferred tax	-	-	-
Tax on loss on ordinary activities	-	-	-

	Period ended 30 September 2013	Period ended 30 September 2012	Period ended 31 March 2013
	£	£	£
Loss on ordinary activities before tax	(384,938)	(814)	(90,483)

### Analysis of charge in the period

	£	£	£
Loss on ordinary activities multiplied by small companies rate of corporation tax in the UK of 20%	(76,988)	(163)	(18,097)
Effects of:			
Loss carried forward	76,988	163	18,097
Current tax charge for the period as above	-	-	-

The Company has tax losses arising in the UK of approximately £475,000 that are available, under current legislation, to be carried forward against future profits.

### 3. Loss per share

The calculation of loss per share is based on the following loss and number of shares:

	<b>Period ended 30 September 2013</b>	<b>Period ended 30 September 2012</b>	<b>Period ended 31 March 2013</b>
	£	£	£
Loss for the period from continuing operations	(384,938)	(814)	(90,483)
Weighted average shares in issue:			
Basic	7,110,756	1,253,857	1,253,857
Diluted	7,110,756	1,253,857	1,253,857
Loss per share			
Basic	(0.05)	-	(0.07)
Diluted	(0.05)	-	(0.07)

Basic loss per share is calculated by dividing the loss for the period from continuing operations of the company by the weighted average number of ordinary shares in issue during the period.

### 4. Called up share capital

<b>Ordinary Shares of £0.001</b>	<b>Number of shares</b>	<b>Amount</b>
	£	£
Balance at 31 March 2013	3,750,100	3,750
Issued in period	7,500,000	7,500
Balance at 30 September 2013	<b>11,250,100</b>	<b>11,250</b>
<b>Deferred Shares of £0.95</b>	<b>Number of shares</b>	<b>Amount</b>
	£	£
Balance at 31 March 2013	75,002	71,252
Issued in period	-	-
Balance at 30 September 2013	<b>75,002</b>	<b>71,252</b>

The Company was incorporated on 12 March 2012. On incorporation, the Company issued two Ordinary Shares of £1.00 each at par value.

On 26 November 2012, 75,000 Ordinary Shares of £1 each were issued.

On 26 November 2012 the 75,000 ordinary shares were each subdivided and reclassified into 3,750,100 ordinary shares of £0.001 each and 75,002 deferred shares of £0.95 each.

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



The deferred shares have attached to them no rights to dividends until the holders of the ordinary shares have received £100,000,000 for each ordinary share held by them. The right to partake in a capital distribution (including on a winding up) once the holders of the ordinary shares have received the sum of £1,000,000 per ordinary share. No right to attend or vote at a general meeting of the company.

At 31 March 2013 there was £56,000 of unpaid share capital owed to the Company. John Roddison owed £28,000 and Christopher McAuliffe and Jacqueline Lim owed £28,000. These amounts have since been collected.

On 27 June 2013, the company constituted 3,750,000 Warrants on the terms of an instrument under which the Company issued 1,875,000 Warrants to each of Sprint Capital and Xplorer Capital. Each Warrant entitles the Warrant Holder to subscribe for one Ordinary Share at 0.1 pence per Ordinary Share. The Warrants are exercisable at any time from the date of the Acquisition to the third anniversary of Admission. The Warrants are equal to 33.33% of the Enlarged Share Capital, or 25.00% of the total ordinary share capital assuming full exercise of the Warrants.

On 27 June 2013, the Company constituted 75,000 Allenby Warrants on the terms of an instrument under which the Company issued 75,000 Allenby Warrants to Allenby. Each Allenby Warrant entitles subscription for one Ordinary Share at 10 pence per Ordinary Share. The Allenby Warrants are exercisable at any time from the date that is six months following completion of the Acquisition to the fifth anniversary of Admission. The Allenby Warrants are equal to 0.67% of the Enlarged Share Capital, or 0.66% of the total ordinary share capital assuming full exercise of the Allenby Warrants.

On 11 July 2013, the company gained a standard listing on the London Stock Exchange.

On 11 July 2013, 6,250,000 ordinary shares were issued at £0.16 per share raising £1 million gross.

On 11 July 2013, the convertible loan notes were converted into 1,250,000 ordinary shares at £0.08 per share.

## **5. Board Approval**

These interim results were approved by the Board of Xplorer plc on 30<sup>th</sup> November 2013.