Registered number: 05356303

Goldcrest Resources plc

Annual report and financial statements
For the year ended 30 June 2016

Contents

Company information

Directors	Niall Tomlinson – Executive director Paul Haywood – Executive director Ryan Long – Non-executive director
Secretary and registered office	Stephen F Ronaldson Ronaldsons LLP 55 Gower Street London WC1E 6HQ
Website	www.goldcrestresourcesplc.com
Independent Auditor	PKF Littlejohn Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD
Corporate adviser	Cairn Financial Advisers LLP 61 Cheapside London, EC2V 6AX
Bankers	Allied Irish Bank (GB) 10 Berkeley Square Mayfair London W1J 6AA
Registrars	Share Registrars Limited Suite E, First Floor 9 Lion and Lamb Yard Farnham Surrey, GU9 7LL
Registered number	5356303

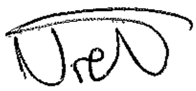
DIRECTORS' STATEMENT

In what remains a very difficult time for explorers the Group has continued to evolve through the pivotal acquisition of Taoudeni Resources Ltd and the addition of the flagship Asheba project in Ghana. The project was historically explored by major miner Gold Fields and we have inherited a top quality exploration data set that includes 20,000m of drilling by the former operators and in house non-JORC compliant resources of 176,000 oz gold. The project was also the site of considerable historic production in the 1920s during which time ore was mined to depths of up to 200m via 2 vertical shafts and extensive underground development. Historic mining targeted narrow quartz veins and achieved an average head grade in excess of 25g/t Au.

The Group is in the process of acquiring a set of exploration applications in the Islamic Republic of Mauritania. The project was an exploration concept developed by major copper miner Antofagasta and is considered a prospective for Central African style sedimentary copper. We look forward to developing this exciting project and are proud to be front runners in what is truly frontier exploration.

Corporately - we give thanks to Gavin Burnell, Callum Baxter and Frederick Bell who have retired from the Board during the period to pursue new business interests. They have assisted in managing the Group though a very difficult time for exploration companies. We would also like to welcome new directors Ryan Long and Paul Haywood.

We look forward to reporting continued progress.



Niall Tomlinson
Director
30 November 2016

STRATEGIC REPORT

The Directors present their strategic report for the year ended 30 June 2016.

Principal activities and future developments

The principal activity of the Group in the year under review has been to continue to evaluate opportunities for gold exploration in Ghana.

The review of business and future developments are given in the Directors' Statement.

Principal risks and uncertainties

The management of the business and the execution of the Board's strategy are subject to a number of risks:

- Exploration is speculative in nature.
- The economic viability of a project is affected by world commodity prices.
- Commodity prices are subject to international economic trends, currency fluctuations and consumption patterns.
- The Group's activities are undertaken in developing countries rather than the United Kingdom.

Impact of the EU referendum

The implications of the decision to leave the EU cannot be known with any certainty although the entity will continue to monitor the situation closely and act accordingly where future developments occur and market conditions alter. We believe impact to Company will be limited to fluctuations in foreign exchange rates.

Key performance indicators

Given the straightforward nature of the Group's activities, the Group's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The results for the period and the financial position of the Group are shown in the following financial statements.

The Group has incurred a pre-tax loss of £110,774 (2015: Loss of £115,300).

The Group has net assets of £148,517 (2015: net liabilities of £40,298).

The Directors cannot recommend the payment of a dividend.

By order of the Board

Niall Tomlinson
Director
30 November 2016

GROUP DIRECTORS' REPORT

The Directors present their report, together with the audited financial statements for the year ended 30 June 2016.

The Company is a public listed entity which is listed on the ISDX Growth Market, incorporated and domiciled in England and Wales.

Directors

The Directors who served during the period were as follows:

Callum Baxter – resigned 8th June 2016

Frederick Bell – resigned 26th February 2016

Gavin Burnell – resigned 13th April 2016

Ryan Long – appointed 19th January 2016

Niall Tomlinson – appointed 19th January 2016

Paul Haywood – appointed 9th June 2016

Share capital

During the year, the following shares were issued as part of the consideration for the acquisition of Taoudeni Resources Ltd:

- Issued 18 January 2016: 599,177,916 ordinary shares of £0.005 per share.

Charitable and political donations

During the period there were no charitable or political contributions.

GROUP DIRECTORS' REPORT, continued

Significant shareholdings

On 30 June 2016 the following were registered as being interested in 3% or more of the Company's ordinary share capital:

	30 June 2016		30 June 2015	
	Ordinary shares of £0.0005 each	**Percentage of issued share capital**	Ordinary shares of £0.0005 each	Percentage of issued share capital
SVS (Nominees) Limited	**552,719,931**	**26.38%**	585,228,883	39.12%
Pershing Nominees Limited	**204,314,000**	**9.75%**	204,714,000	23.86%
R Bruce Rowan	**145,000,000**	**6.92%**	145,000,000	9.69%
Plutus Strategies Ltd **	**147,363,650**	**7.03%**	-	-
Sunrise Resources plc	**116,618,627**	**5.57%**	-	-
Centrebind Agency Ltd	**110,026,200**	**5.25%**	-	-
Hot Rocks Investments plc	**193,496,625**	**9.24%**	-	-
Starvest plc	**59,400,000**	**2.84%**	59,400,000	3.97%
Fitel Nominees Limited	**50,000,000**	**2.39%**	50,000,000	3.34%
Banyan Global LLC	**50,000,000**	**2.39%**	50,000,000	3.34%
Caroline Lesley Naylor	**47,500,000**	**2.27%**	47,500,000	3.18%

** Niall Tomlinson and Paul Haywood, directors of the Company, are interested in 73,681,825 shares each of the company held by Plutus Strategies Ltd.

Financial instruments

The main financial risks arising from the Group's activities are liquidity risk and currency risk. These are monitored by the Board and were not considered to be significant at the reporting date.

The Company relies upon working capital injected via the issue of shares to support its exploration and administrative activities together with short term borrowings. Budgets are regularly prepared and fund raising initiatives undertaken as and when required. Risk is inherent in the nature of the business and is managed to the best of the Board's ability.

Funds are primarily maintained in sterling to minimise foreign exchange risk which is inherent in the Group's activities and accepted as such.

Remuneration

Fees were paid to the directors as detailed at Note 8 to the financial statements.

Corporate governance

It is the opinion of the Board that compliance with the recommendations of the Combined Code on corporate governance at this stage in its development would be unduly onerous bearing in mind the size of the business and limited cash resources. However, the Board has established such procedures as are appropriate for the size of the business and will keep the matter under review. In this context, the Board has established two committees of the Board:

- Remuneration Committee comprising Niall Tomlinson as chairman and Paul Haywood which meets twice a year;
- Audit Committee comprising Niall Tomlinson and Paul Haywood.

Control procedures

The Board has approved financial budgets and cash forecasts; in addition, it has implemented procedures to ensure compliance with accounting standards and effective reporting.

Going concern

Notwithstanding the loss incurred during the year under review and the deficit of Shareholders' equity at the reporting date, the Directors are of the opinion that preparation of the Group's and Company's financial statements on a going concern basis is appropriate. It remains the belief of the Board that a future is possible although uncertainty does exist with regard to the availability of future funding.

Provision of information to the auditor

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditor

The auditors Fryza Bannister Financials Limited resigned on 6 July 2016 and the directors appointed PKF Littlejohn LLP to fill the vacancy. PKF Littlejohn LLP will be proposed for reappointment in accordance with the Companies Act 2006.

This report was approved by the Board on 30 November 2016 and signed on its behalf.

Niall Tomlinson
Director

Goldcrest Resources plc
STATEMENT OF DIRECTORS' RESPONSIBILITIES

Directors' responsibilities for the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Under the law directors have prepared the financial statements in accordance with the International Financial Reporting Standards ("IFRS"), as adopted by the European Union. Accordingly, these statements reflect the assumptions made by the Board about the standards, interpretations and the policies now applicable.

Company law in the United Kingdom requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 Group and 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 Group and 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GOLDCREST RESOURCES PLC

Independent Auditor's report to the members of Goldcrest Resources plc

We have audited the financial statements of Goldcrest Resources plc for the year ended 30 June 2016 which comprise , the Group and Company Statements of Comprehensive Income the Group and Company's Statement of Financial Position, the Group and Company Statement of Cash Flows, the Group and Company 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 and, as regards the Company's financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 Statement of Directors' Responsibilities, 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 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 Groups and Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual 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 Groups and of the Parent Company's affairs as at 30 June 2016 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006;; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GOLDCREST RESOURCES PLC, continued

EMPHASIS OF MATTER – GOING CONCERN

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 3.5 to the financial statements concerning the company's ability to continue as a going concern. The Group and Company incurred a net loss of £110,774 during the year ended 31 June 2016. These conditions, along with the other matters explained in note 3.5 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt on the Group's and Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

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:

Under the Companies Act 2006 we are required 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.

Mark Ling (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

1 Westferry Circus
Canary Wharf
London E14 4HD

30 November 2016

Goldcrest Resources plc
Group and Company Statements of comprehensive income
for the year ended 30 June 2016

	Notes	Group	Company	
		Year ended 2016	Year ended 2016 £	Year ended 2015 £
Exploration costs		(18,937)	(18,937)	(25,913)
Administrative expenses	6	(77,287)	(77,287)	(72,103)
Finance costs	5	(14,550)	(14,550)	(17,284)
Loss before taxation		(110,774)	(110,774)	(115,300)
Taxation	7	-	-	-
Loss for the year		(110,774)	(110,774)	(115,300)
Total comprehensive expense for the year		(110,774)	(110,774)	(115,300)
Earnings per share				
Basic	9	(0.009)	(0.009)	(0.009)

All amounts relate to continuing operations and are wholly attributable to equity holders of the Group and the Company.

The accompanying notes on pages 15 to 31 form part of these financial statements.

Goldcrest Resources plc
Group and Company Statements of financial position
as at 30 June 2016

	Notes	Group	Company	
		2016	2016	2015
		£	£	£
Non- current assets				
Investment	10	-	328,896	-
Intangible assets	10	328,896	-	
Current assets				
Trade and other receivables	12	2,331	2,331	7,534
Cash and cash equivalents	11	11,738	11,738	178,620
Total current assets		14,069	14,069	186,154
Total assets		342,965	342,965	186,154
Equity and liabilities				
Capital and reserves attributable to Equity holders of the Company				
Called-up share capital	13	1,047,582	1,047,582	747,993
Share premium	14	1,627,610	1,627,610	1,627,610
Retained deficit	14	(2,526,675)	(2,568,675)	(2,415,901)
Total equity		148,517	148,517	(40,298)
Liabilities				
Current liabilities				
Trade and other payables	16	121,698	121,698	153,702
Borrowings	17	72,750	72,750	72,750
Provisions for other liabilities and charges	18	-	-	-
Total current liabilities		194,448	194,448	226,452
Total equity and liabilities		342,965	342,965	186,154

The financial statements were approved by the Board of Directors and authorised for issue on 30 November 2016 and signed on its behalf by:

Niall Tomlinson
Director

Paul Haywood
Director

The accompanying notes form an integral part of these financial statements.

Goldcrest Resources plc
Group Statement of changes in equity
for the year ended 30 June 2016

		Attributable to Equity Holders			
		Called up Share Capital	**Share premium**	**Retained deficit**	**Total equity**
		£	**£**	**£**	**£**
As at 30 June 2015		**747,993**	**1,627,610**	**(2,415,901)**	**(40,298)**
Loss and total comprehensive income for the year		-	-	(110,774)	(110,774)
Transactions with owners					
Issue of shares	13	299,589	-	-	299,589
Total transactions with owners and recognised directly as equity		299,589	-	(110,774)	188,815
As at 30 June 2016		**1,047,582**	**1,627,610**	**(2,526,675)**	**148,517**

See note 14 for a description of each reserve included above.

The accompanying notes form an integral part of these financial statements.

Goldcrest Resources plc
Company Statement of changes in equity
for the year ended 30 June 2016

		Attributable to Equity Holders			
		Called up Share Capital	**Share premium**	**Retained deficit**	**Total equity**
		£	**£**	**£**	**£**
As at 1 July 2014	**Note**	**429,037**	**1,626,068**	**(2,300,601)**	**(245,496)**
Loss and total comprehensive income for the year		-	-	(115,300)	(115,300)
Transactions with owners					
Issue of shares		318,956	34,142	-	353,098
Expense of issue		-	(32,600)	-	(32,600)
Total transactions with owners, recognised directly in equity		318,956	1,542	-	320,498
As at 30 June 2015		**747,993**	**1,627,610**	**(2,415,901)**	**(40,298)**
Loss and total comprehensive income for the year		-	-	(110,774)	(110,774)
Transactions with owners					
Issue of shares	13	299,589	-	-	299,589
Total transactions with owners, recognised directly in equity		299,589	-	(110,774)	188,815
As at 30 June 2016		**1,047,582**	**1,627,610**	**(2,526,675)**	**148,517**

See note 14 for a description of each reserve included above.

The accompanying notes form an integral part of these financial statements.

Group and Company Statements of cash flows for the year ended 30 June 2016

	Notes	Group Year ended 2016 £	Company Year ended 2016 £	Company Year ended 2015 £
Cash flows from operating activities				
Loss before taxation		(110,774)	(110,774)	(115,300)
Adjustment for:				
Finance costs		14,550	14,550	17,284
		(96,224)	(96,224)	(98,016)
Decrease in trade and other receivables		5,203	5,203	276
(Decrease)/Increase in trade and other payables		(32,004)	(32,004)	1,778
Decrease in provisions		-	-	(7,219)
		(26,801)	(26,801)	(5,165)
Net Cash outflow from operating activities		(123,025)	(123,025)	(103,181)
Cash flows from investing activities				
Acquisition of subsidiary, net of cash acquired	24	(29,307)	(29,307)	-
Net Cash outflow from investing activities		(29,307)	(29,307)	-
Cash flows from financing activities				
Proceeds from issue of shares		-	-	350,000
Expenses of share issue		-	-	(35,000)
Interest paid		(14,550)	(14,550)	(16,784)
Proceeds from borrowings		-	-	15,000
Repayment of borrowings		-	-	(31,750)
Net cash (outflows)/inflows from financing activities		(14,550)	(14,550)	281,466
Net increase/(decrease) in cash and cash equivalents		(166,882)	(166,882)	178,285
Cash and cash equivalents at the beginning of year		178,620	178,620	335
Cash and cash equivalents at end of year	11	11,738	11,738	178,620

Non-cash transactions

On 18 January 2016, 599,177,916 ordinary shares of £0.0005 were issued as part of the acquisition cost of the subsidiary Taoudeni Resources Limited. On 25 May 2016 Taoudeni Resources Limited Company was put into liquidation.

The accompanying notes on pages 15 - 31 form an integral part of these financial statements.

Notes to financial statements
for the year ended 30 June 2016

1. General information

The principal activity of the Goldcrest Resources Plc ("the Company") and its subsidiaries ("the Group") is to engage in mineral exploration. This may be done through local subsidiaries or in partnership with other public and private companies. The Groups's focus, as described in the Director's Statement, is on gold projects in Ghana. As Africa's second largest gold-producer, Ghana has an experienced mining industry and established mining code that facilitate mineral exploration in the country.

The Company is a public limited Company which is listed on ISDX Growth Market and is incorporated and domiciled in the UK. The address of its registered office is 55 Gower Street, London WC1E 6HQ.

During the year, the Company acquired Tauodeni Resources Limited whise assets were sold to Goldcrest Resources Plc. Taoudeni Resources was liquidated on 25 May 2016.

2. Application of new and amended standards and interpretations

The Group has not adopted any standards early in either the current or previous periods.

New and amended standards adopted by the Group

All new standards and amendments to the standards and interpretations effective for annual periods on or after 1 July 2015 are not material to the Group and Company and therefore not applied in preparing the financial statements.

New and amended standards issued but not yet effective for the financial year beginning 1 July 2015 and not early adopted

Standard		Effective Date
IAS 1 (Amendments)	Presentation of Financial Statements: Disclosure Initiative	1 January 2016
IAS 7 (Amendments)	Disclosure Initiative	*1 January 2017
IAS 12 (Amendments)	Recognition of Deferred Tax	*1 January 2017
IAS 16 (Amendments)	Clarification of Acceptable Methods of Depreciation	1 January 2016
IAS 27 (Amendments)	Separate Financial Statements	1 January 2016
IAS 38 (Amendments)	Clarification of Acceptable Methods of Amortisation	1 January 2016
IFRS 9	Financial Instruments	*1 January 2018
IFRS 11 (Amendments)	Joint Arrangements: Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
IFRS 14	Regulatory Deferral Accounts	*1 January 2016
IFRS 15	Revenue from Contracts with Customers	*1 January 2018
IFRS 16	Leases	*1 January 2019
Annual Improvements	2012 – 2014 Cycle	1 January 2016

*Subject to EU endorsement

The directors do not anticipate that the adoption of these standards and interpretations in future periods will have a material impact on the financial position or performance of the Group or the Company.

Notes to financial statements
for the year ended 30 June 2016, continued

3. Principal accounting policies

3.1 Introduction

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied throughout the period presented in these financial statements unless otherwise stated.

3.2 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations as endorsed by the European Union ("IFRS") and the requirements of the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis, except for the measurement to fair value of assets and financial instruments as described in the accounting policies below, and on a going concern basis.

Fair value is the price that would be received for an asset or paid to transfer a liability between knowledgeable willing parties in an arm's length transaction.

Fair value measurements are categorised by level 1, 2 and 3 based on the degree to which the inputs to the fair value measurements are observable.

3.3 Basis of Consolidation

The Group Financial Statements consolidate the Financial Statements of Goldcrest Resources Plc and the Financial Statements of all of its subsidiary undertakings made up to 30 June 2016.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Where an entity does not have returns, the Group's power over the investee is assessed as to whether control is held. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

As at year ended 30 June 2015, the financial statements include the Company only, as Company did not own or control any subsidiary undertakings at that date.

3.4 Significant accounting judgements, estimates and assumptions

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year are discussed below.

Notes to financial statements
for the year ended 30 June 2016, continued

3.4 Significant accounting judgements, estimates and assumptions (continued)

Fair value of exploration assets acquired

On 25 May 2016, the Group acquired 100% of the share capital of Taoudeni Resources Limited and 100% share capital of Taudeni Sarl for £328,896. Taudeni Sarl is registered in Isle of Man and currently does not hold any exploration licenses. Ensign Resources Limited is registered in the Isle of Man and, via its 100% owned subsidiary Antubia Resources Limited, Goldcrest Plc holds 24.28 sq. km of gold exploration licences in Ghana. On acquisition the Group was required to assess the fair value of the exploration assets acquired. This has been considered as an intangible asset in the financial statements of the Group and an Investment in the financial statements of the Company as per Note 10.

The fair value of the exploration assets of £328,966 was estimated by applying a number of valuation metrics which include; geological upside potential, mineralogy, market benchmarks and the application of local market factors. In the Directors' opinion, the value of the consideration paid to effect the acquisition related primarily to the value of the exploration licences and upside potential representing a price agreed between willing and knowledgeable parties on an arm's length basis. Therefore, the fair value of the consideration transferred, after consideration of tax implications and the removal of the fair value of other identifiable assets acquired, has been used as a basis for valuing the exploration assets acquired.

3.5 Going concern

Following the Company's unsuccessful attempt in the previous financial period to gain admission to the AIM Market of the London Stock Exchange, the Company was left with significant debts to various advisers for services rendered.

The Company has negotiated with key suppliers to defer payment until such time as the Company gains admission to AIM or there is a general distribution to creditors. These measures have been sufficient to meet the short term funding requirement of the Company. Despite these measures, the Company has insufficient funds for the foreseeable future; additional funds will be required to safeguard the Company's position.

The Board are looking at various strategies to secure the future of the Company and believe it to be appropriate to prepare these financial statements on a going concern basis.

3.6 Foreign currencies

a) Functional and Presentation Currency

Items included in the financial statements of the Group and Company are measured using the currency of the primary economic environment in which the entity operates ("functional currency").

The financial statements are presented in Pounds Sterling (£), which is the Group's and Company's functional and presentation currency.

b) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other (losses)/gains – net'.

3.6 Foreign currencies (continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets measure at fair value, such as equities classified as available for sale, are included in other comprehensive income.

3.7 Exploration and development expenditure

Exploration and development costs comprise expenditure on prospects at an exploratory stage. These costs include the cost of acquisition (including exploration licences), exploration, determination of recoverable reserves, economic feasibility studies and all technical and administrative overheads directly associated with those projects. These costs incurred by the Company are written off to profit or loss as 'exploration costs'.

3.8 Taxation

Current taxation

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowed and is calculated using tax rates that have been enacted by the reporting date.

Corporation tax is charged or credited to the income statement, except when the tax relates to items credited or charged directly to equity, in which case the tax is also dealt with in equity.

Deferred taxation

Deferred tax is recognised on temporary 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. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from 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.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantially enacted by the reporting date and are expected to apply when deferred tax liabilities/(assets) are settled/(recovered). Deferred tax balances are not discounted.

3.9 Investments

Investments in Group undertakings are stated at cost, which is the fair value of the consideration paid, less any impairment provision.

3.10 Share based payments

The fair value of options and warrants granted to directors and others in respect of services provided is recognised as an expense in the statement of comprehensive income with a corresponding increase in equity reserves – 'the share option reserve'.

On exercise or cancellation of share options and warrants, the proportion of the share based payment reserve relevant to those options and warrants is transferred to the retained earnings reserve. On exercise, equity is also increased by the amount of the proceeds received.

The fair value is measured at grant date charged in the accounting period during which the option and warrants becomes unconditional.

The fair value of options and warrants is calculated using the Black-Scholes model taking into account the terms and conditions upon which the options and warrants were granted. Vesting conditions are non-market and there are no market vesting conditions. These vesting conditions are included in the assumptions about the number of options and warrants that are expected to vest. At the end of each reporting period, the Company revises its estimate of the number of options and warrants that are expected to vest. The exercise price is fixed at the date of grant and no compensation is due at the date of grant.

Where equity instruments are granted to persons other than employees, the statement of comprehensive income is charged with the fair value of goods and services received.

3.11 Provisions for liabilities and charges

The Group has recognised provisions for liabilities of uncertain timing or amount. The provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted if material at a pre-tax rate reflecting current market assessments of the time, value for money and risk specific to the liability. Note 18 provides detail on the movement in the provisions.

3.12 Finance costs

Borrowing costs carried at amortised cost using the effective interest method.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.13 Intangible Fixed assets

Exploration and evaluation assets
The Group recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral resources. Expenditure included in the initial measurement of exploration and evaluation assets and which are classified as intangible assets, relate to the acquisition of rights to explore, topographical, geological, geochemical and geophysical studies, exploratory drilling, trenching, sampling and activities to evaluate the technical feasibility and commercial viability of extracting a mineral resource. Capitalisation of pre-production expenditure ceases when the mining property is capable of commercial production.

Exploration and evaluation assets are assessed for impairment annually or when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The assessment is carried out by allocating exploration and evaluation assets to cash generating units, which are based on specific projects or geographical areas.

Whenever the exploration for and evaluation of mineral resources in cash generating units does not lead to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities of that unit, the associated expenditures are written off to the Income Statement.

Notes to financial statements
for the year ended 30 June 2016, continued

3.14 Financial instruments

Financial assets and financial liabilities are recognised where the Group and the Company has become party to the contractual provisions of the instrument.

Financial assets

Trade and other receivables

After initial recognition these assets are measured at amortised cost using the effective interest method less any provision for impairment.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and short term deposits with an original maturity of three months or less.

Financial liabilities and equity

Trade and other payables

Trade and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group or Company prior to the end of the financial period that are unpaid and arise when the Group or Company becomes obliged to make future payments in respect of the purchase of these goods and services.

Borrowings

Borrowings are recorded initially at fair value, plus directly attributable transaction costs. Such instruments are subsequently carried at their amortised cost and finance charges, including premium payable on settlement or redemption, are recognised in the profit or loss over the term of the instrument using the effective rate of interest.

Equity instruments

Equity instruments issued by the Company are recorded at fair value at initial recognition net of transaction costs.

Notes to financial statements
for the year ended 30 June 2016, continued

4. Segmental Reporting

IFRS 8 requires segmental information for the Group on the basis of information reported to the chief operating decision-maker for decision-making purposes. The Group considers this role as being performed by the Board of Directors. The Board identifies two reported segments, that of mineral exploration and that of its corporate function, including unallocated costs.

The segmental results are as follows:

	Group			Company		
	Mineral exploration	Corporate and other	Total	Mineral exploration	Corporate and other	Total
	£	£	£	£	£	£
Year ended 30 June 2016						
Exploration costs	(18,937)	-	(18,937)	(18,937)	-	(18,937)
Administrative costs	-	(77,287)	(77,287)	-	(77,287)	(77,287)
Finance costs	-	(14,550)	(14,550)	-	(14,550)	(14,550)
Loss from operating activities	(18,937)	(91,837)	(110,774)	(18,937)	(91,837)	(110,774)
Year ended 30 June 2015						
Exploration costs				(25,913)	-	(25,913)
Administrative expenses					(72,103)	(72,103)
Finance costs					(17,284)	(17,284)
Loss from operating activities				(25,913)	(89,387)	(115,300)

Notes to financial statements
for the year ended 30 June 2016, continued

4. Segmental Reporting, continued

Segmental assets	**Group**	**Company**	
	30 June 2016	**30 June 2016**	**30 June 2015**
	£	**£**	**£**
Mineral exploration	328,896	328,896	-
Corporate and other	14,069	14,069	186,514
	342,965	342,965	186,154

Segmental liabilities	**30 June 2016**	**30 June 2016**	**30 June 2015**
	£	**£**	**£**
Mineral exploration	-	-	-
Corporate and other	236,448	236,448	226,452
	236,448	236,448	226,452

In terms of geographical area, the mineral exploration activities were undertaken in Ghana and the corporate and other activities were undertaken in the United Kingdom.

5. Finance Costs

	Group	**Company**	
	Year ended	**Year ended**	Year ended
	30 June 2016	**30 June 2016**	30 June 2015
	£	**£**	**£**
Interest expense	**14,550**	**14,550**	17,284

6. Administrative expenses

		Group	**Company**	
		Year ended	**Year ended**	
		30 June 2016	**30 June 2016**	30 June 2015
		£	**£**	**£**
Operating loss is stated after charging:				
Employee benefit expense –	note 8	**41,516**	**41,516**	44,629
Auditors' remuneration – audit services-				
-Group		**11,000**	**11,000**	-
-Company		-	-	6,500
Fees to auditor for other services		**3,100**	**3,100**	660
ISDX fee		**7,800**	**7,800**	7,800
Corporate adviser fees		**12,000**	**12,000**	12,000
Other regulatory fees		**3,137**	**3,137**	3,242
Travel and subsistence		**401**	**401**	20
Legal and professional fees		**(29,793)**	**(29,793)**	400
Other expenses		**28,126**	**28,126**	(1,333)
VAT adjustment		-	-	(1,815)
		77,287	**77,287**	72,103

Notes to financial statements
for the year ended 30 June 2016, continued

7. Income taxes relating to continuing activities

Based on the results for the period, there is no charge to UK or foreign tax. This is reconciled to the accounting loss as follows:

	Year ended 30 June 2016 £	Year ended 30 June 2015 £
Loss on ordinary activities	**(110,774)**	(115,300)
Loss before taxation at the average UK standard rate of 20% (2015: 20%)	**(22,154)**	(23,060)
Effect of:		
Tax losses for which no deferred income tax asset was recognised	22,154	23,060
Current tax	-	-

The Company has corporation tax losses available to carry forward against future profits of approximately £937,000 (2015: £784,000). A deferred tax asset has not been recognised in the financial statements as recovery cannot be foreseen with reasonable probability.

8. Employee benefit expense – including directors

The Group and Company had no employees during the year other than the directors, each of whom provided professional services as required on a part time basis.

The salary and fee costs during the current and previous financials year were as follows:

	Year ended 30 June 2016 £	Year ended 30 June 2015 £
Directors fees		
Frederick Bell	16,000	24,000
Callum Baxter	-	5,000
Gavin Burnell	-	5,000
Shaun Dowling	-	5,000
John Watkins	-	5,000
Niall Tomlinson	24,236	-
	40,236	44,000
Social security costs	1,280	629
	41,516	44,629

As at year ended 30 June 2016 and as at year ended 30 June 2015 the fees to Frederick Bell had been paid.

The average number of employees, including directors, during the year was 3 (2015: 5).

Notes to financial statements
for the year ended 30 June 2016, continued

9. Earnings per share

	Year ended 30 June 2016 £	Year ended 30 June 2015 £
Loss per share –basic	**(0.006)**	(0.009)

The basic loss per share is derived by dividing the loss for the period attributable to ordinary shareholders by the weighted average number of shares in issue.

	Year ended 30 June 2016 £	Year ended 30 June 2015 £
Loss for the year (used in calculation of total basic loss per share)	**(110,774)**	(115,300)
Weighted average number of Ordinary shares of £0.0005 in issue	**1,766,108,630**	1,199,309,943

In view of the loss for the year, diluted share earnings per share has not been calculated; the options and warrants have no dilutive effect.

As detailed in note 15, there are warrants outstanding at the year end which have the potential to dilute basic earnings per share in the future and reduce the basic loss per share.

10. Investments and Intangible fixed asset

The amounts recognised in the Statement of Financial Position are as follows:

	Group	**Company**	
	Year ended 30 June 2016	**Year ended 30 June 2016**	Year ended 30 June 2015
Addition in the year	**328,896**	**328,896**	-
At 30 June 2016	**328,896**	**328,896**	-

Group and Company

11. Cash and cash equivalents

	30 June 2016 £	30 June 2015 **£**
Cash in hand and at bank	**11,738**	178,620

Notes to financial statements
for the year ended 30 June 2016, continued

	Group	Company	
12. Trade and other receivables	**30 June 2016**	**30 June 2016**	30 June 2015
	£	**£**	£
Prepayments	**2,331**	**2,331**	7,534

13. Share capital

Called up, allotted, issued and fully paid	**Number**	**Nominal £**
As at 30 June 2015	1,495,987,439	747,993
Issued 18 January 2016 at 0.05p per share	599,177,916	299,589
As at 30 June 2016	**2,095,165,355**	**1,047,582**

Ordinary shares entitle holders to vote and receive dividends and on liquidation, to be paid a share of any surplus.

14. Reserves

The following describes the nature and purpose of each reserve within owners' equity.

Reserve	**Description and purpose**
Called up share capital	Amount subscribed for share capital at nominal value.
Share premium account	Amount subscribed for share capital in excess of nominal value, less attributable costs.
Retained earnings	Cumulative net gains and losses recognised in the income statement.

15. Fundraising incentives and share based payments

In order to attract new equity investment, the Company in the prior year issued the following warrants:

- a warrant to subscribe for up to 50,000,000 shares issued to each of four subscribers to the placing of new shares on 8 April 2013 vesting on successful admission of the Company's shares to the AIM market of the London Stock Exchange and then expiring after ten years; exercisable at a price of £0.0005; the placees were: Mr Gavin Burnell, a director of the Company; Hot Rocks Investments plc, a company of which Mr Gavin Burnell is both a director and shareholder; Woodland Capital Limited, a company of which Mr Gavin Burnell is both a director and shareholder; Banyan Global LLC.
- A warrant to subscribe for 50,000,000 shares issued to Mr Frederick Bell on the same terms as those warrants noted immediately above.

Warrants issued to Mr Frederick Bell and Mr Gavin Burnell of 50,000,000 each constitute equity settled share based payments in settlement of their services to secure a listing of the Company's shares on AIM. Following an unsuccessful bid to gain AIM admission, these warrants have not vested. Consequently no fair value for services have been attributed and accounted for in the income statement. No calculation of fair value has been undertaken in connection with these warrants.

No warrants were issued in the current financial year.

Notes to financial statements
for the year ended 30 June 2016, continued

15. Fundraising incentives and share based payments, continued

	30 June 2016		30 June 2015	
	Number of warrants	**Weighted average exercise price**	Number of warrants	Weighted average exercise price
Outstanding at the beginning of the year	**250,000,000**	**0.05p**	250,000,000	0.05p
Outstanding at the end of the year	**250,000,000**	**0.05p**	250,000,000	0.05p

As at 30 June 2016, no warrants were available to exercise. All outstanding warrants have an exercise price of 0.05p.

16. Trade and other payables

	Group	**Company**	
	30 June 2016	**30 June 2016**	30 June 2015
	£	**£**	£
Current trade and other payables:			
Trade payables	**54,936**	**54,936**	59,241
Social security and other taxes	**-**	**-**	1,148
Accruals	**66,762**	**66,762**	93,313
	121,698	**121,689**	153,702

17. Borrowings

	30 June 2016	**30 June 2016**	30 June 2015
	£	**£**	£
Short term loans – unsecured	**72,750**	**72,750**	72,750

All loans are denominated in GBP (£) sterling.

Interest on these loans accrues at the rate of 20% per annum, carry no terms of repayment and are repayable on demand. The Directors consider it appropriate to classify these loans as current.

Notes to financial statements
for the year ended 30 June 2016, continued

18. Provision for liabilities and charges

	Group	Company	
	30 June 2016	**30 June 2016**	30 June 2015
	£	**£**	£
Provision for employee settlement			
Balance at 1 July	-	-	10,317
Utilised in year	-	-	(5,674)
Released in year	-	-	(4,643)
Balance at 30 June	-	-	-

The provision related to a claim by two employees of the Company's former subsidiary, Lisungwe Mineral Resources Limited, for monies owed which has now been settled.

19. Financial Instruments

19.1 Categories of financial instruments

The Company and Group has no category of financial assets which require separate disclosure.

In terms of financial liabilities, these solely comprise of those measured at amortised cost and are as follows:

	30 June 2016	30 June 2015
	£	£
Liabilities at amortised cost	**54,936**	59,241
Loans and receivables	**72,750**	72,750
	127,686	131,991

No collateral has been pledged in relation thereto.

19.2 Fair values

The fair values of the Company's and Group's financial assets and liabilities approximates the carrying values disclosed in the financial statements. This assumes an orderly transaction not undertaken on a forced basis.

19.3 Financial instruments – risk management

The Company's and Group's financial instruments comprise cash and items arising directly from its operations such as trade receivables and trade payables. The Group and Company is exposed to the following financial risks.

Credit risk
Financial assets which potentially subject the holder to concentrations of credit risk consist principally of cash balances. These balances are all held at a recognised financial institution. The maximum exposure to credit risk is £11,738 (2015: £178,620). The Company and Group does not hold any collateral as security.

Interest rate risk

The Company and Group is not exposed to any material interest rate risk. All borrowings are at a fixed rate of interest.

Notes to financial statements
for the year ended 30 June 2016, continued

19.3 Financial instruments – risk management, continued

Liquidity risk

Liquidity risk arises from the possibility that the Group and its subsidiaries might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. In addition to equity funding, additional borrowings have been secured to finance operations. The Company manages this risk by monitoring its financial resources and carefully plans its expenditure programmes.

The Company incurred significant debts in the previous accounting period to various advisers for services rendered in connection with its unsuccessful attempt to gain admission to the AIM Market of the London Stock Exchange. To manage its liquidity risk, the Company negotiated with key suppliers to defer payment until such time as the Company gains admission to AIM or there is a general distribution to creditors.

Capital management

The Group's and Company's principal objective when managing capital is to protect returns to shareholders by ensuring that it will continue to trade in the foreseeable future.

20 Significant agreements and transactions

The following significant agreements impact in the period under review:

- Loans: As set out in Note 17, various loans were granted to the Company in the previous period by Mr Gavin Burnell, Starvest plc, Hot Rocks Investments plc and Woodland Capital Limited which, inclusive of interest accrued at the rate of 20% per annum, at 30 June 2016 amounted to £83,663 or £72,750 exclusive of accrued interest.

- The agreements for Zamsa, Fumbis and Akoko licences that were in existence at year ended 30 June 2015 have expired during the current financial year.

- The Company has agreed to settle the loans made by Gavin Burnell, Hot Rocks plc and Woodland Capital totalling £57,500 by issuing equity at a future date.

Notes to financial statements
for the year ended 30 June 2016, continued

20. Significant agreements and transactions, continued

- Key supplier deferred payment terms

  In connection with the company's unsuccessful attempt to gain admission to the AIM market of the London Stock Exchange, the company incurred significant debts to various advisers for services rendered.

  The Company has negotiated with key suppliers to defer payment until such time as the Company gains admission to AIM or there is a general distribution to creditors.

  Written and verbal agreements have been obtained with regard to deferred payment terms in relation to trade payables of £21,092 and £24,030 respectively, totalling £45,122.

  Certain key suppliers have also not invoiced for their services in relation to the initial application, deferring this until successful admission to AIM. These costs were recognised in a previous financial period and are included within accruals under the heading trade and other payables in the sum of £54,520.

21. Related party transactions

Gavin Burnell, former non-executive director and shareholder:

- Loans granted to the Company with no fixed repayment term and with interest at the rate of 20% per annum as follows:

	£
Balance at 1 July 2015	21,000
Balance at 30 June 2016	21,000
Interest paid in year	4,200
Interest accrued and unpaid	4,200

- Taoudeni Resources Limited was acquired during the period when Gavin Burnell (a former director and shareholder) was a significant shareholder in Taoudeni Resources Limited

21. Related party transactions, continued

Starvest plc, a company of which John Watkins is a director and shareholder:

- Loans granted to the Company with no fixed repayment term and with interest at the rate of 20% per annum as follows:

	£
Balance at 1 July 2015	27,500
Balance at 30 June 2016	27,500
Interest paid in year	5,500
Interest accrued and unpaid	5,500

Hot Rocks Investments plc, a company of which Gavin Burnell is a director and shareholder:

- Loans granted to the company with no fixed repayment term and with interest at 20% per annum as follows:

	£
Balance at 1 July 2015	13,750
Balance at 30 June 2016	13,750
Interest paid in year	2,750
Interest accrued and unpaid	2,750

Woodland Capital Limited, a company of which Gavin Burnell is a director and shareholder:

- Loan granted to the company with no fixed repayment term and with interest at 20% per annum.

	£
Balance at 1 July 2015	10,500
Balance at 30 June 2016	10,500
Interest paid in year	2,100
Interest accrued and unpaid	2,100

Directors fees

Directors fees of £7,000 per person are due to be settled at some future date by shares in the company to Niall Tomlinson and Paul Haywood.

22. Controlling party

The directors consider there to be no controlling party.

23. Business Combinations

On 25 May 2016, the Company acquired 100% of the share capital of Taoudeni Resources Limited which owned 100% Ensign Resources Limited, and 100% share capital of Taoudeni Sarl for £328,896. Ensign Resources Limited is registered in the Isle of Man and, via its 100% owned subsidiary Antubia Resources Limited holds 24.28 sq. km of gold exploration licences in Ghana. As a result of this acquisition the Group is expected to increase its presence in this market and commodity.

The following table summarises the consideration paid for Ensign Resources Limited and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date.

	£
Consideration at 25 May 2016	
Cash	29,307
Equity instruments (599,177,916 ordinary shares at 0.05 pence per share)	299,589
Total consideration	328,896

Recognised amounts of identifiable assets acquired and liabilities assumed	**Book value**	**FV adj.**	**Total** £
Cash and cash equivalents	-	-	-
Exploration assets (included within Intangible Assets) (Note 11)	-	328,896	328,896
Total identifiable net assets	**-**	**328,896**	**328,896**
Goodwill			-
Total consideration			**328,896**

The fair value of the 599,177,916 Ordinary Shares issued as consideration for Taoudeni Resources Limited was based on the agreed price of 0.05 pence per Ordinary Share.

The fair value of the exploration assets of £328,896 was estimated by applying a number of valuation metrics which include; geological upside potential, mineralogy, market benchmarks and the application of local market factors. In the Directors' opinion, the value of the consideration paid to effect the acquisition related primarily to the value of the exploration licences and upside potential representing a price agreed between willing and knowledgeable parties on an arm's length basis. Therefore, the fair value of the consideration transferred, after consideration of tax implications and the removal of the fair value of other identifiable assets acquired, has been used as a basis for valuing the exploration assets acquired.