Company Registration No. 09540926

NQ MINERALS PLC

DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2015

NQ MINERALS PLC

COMPANY INFORMATION

Directors	Mr W D Doyle Mr B. Stockbridge Mr F B Smart
Company Secretary	International Registrars Limited 5-7 Cranwood Street London EC1V 9EE
Company number	09540926
Registered office	Finsgate 5-7 Cranwood Street London EC1V 9EE
Auditors	Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE
Solicitors	Gowlings (UK) LLP 15th Floor 125 Old Broad Street London EC2N 1AR
Overseas Counsel	McCullough Robertson Level 11 Central Plaza Two 66 Eagle Street Brisbane QLD 4000 Australia
Competent Person	Map to Mine PTY Limited Robert James Morrison 22 Bell Street South Townsville Queensland Australia
Registrars	SLC Registrars 42-50 Hersham Road Walton- on- Thames Surrey KT12 1RZ

NQ MINERALS PLC

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NQ MINERALS PLC

NON EXECUTIVE-CHAIRMAN'S STATEMENT
FOR THE PERIOD ENDED 31 DECEMBER 2015

I am delighted to present the maiden results for NQ Minerals plc as a listed company for the period ended 31 December 2015. During the period the Group successfully listed on ISDX raising £1m and then conducted additional placings of £1 million and £0.1 million, which demonstrated confidence in the Group's growth strategy.

The drilling program commenced and the Board executed its stated strategy on time and under budget. The Board were encouraged by the unexpected commercial grade gold values reported in stockpile samples at White's Hope and the potential for 3 km of gold mineralisation strike length at Carrington. These are highly encouraging and are to be drilled in further programs. The drilling also identified further targets and the Ukalunda Project has been expanded with application for an adjacent EPM which covers known gold and other mineralisation.

Projects

NQ is focused on two exploration projects known as Ukalunda and Square Post, in North Queensland, Australia. These projects are both located in prospective mining districts that form part of the well-known Charters Towers Gold Province, where more than 20 million ounces of gold has been mined.

Ukalunda

The Ukalunda tenement lies midway between the Lake Dalrymple/Burdekin Dam and the historic Wirralie gold mine, which produced 1.1 million ounces of gold. The Ukalunda project area contains multiple shows of mineralisation that are the same as other mineralisation shows discovered in mining districts around the world that host major ore bodies. This suggests that a major ore body may be present in this district. Historical wide-ranging exploration has been carried out at the Ukalunda permit area, which discovered some areas of rich mineralisation of gold, silver and a number of associated base metals.

Square Post

The Square Post tenement lies close to the Flinders Highway, 10 kilometres north north east of Mingela and 50 kilometres south of Townsville. The area is considered to be underexplored due to its rugged terrain. The permit consists of 47 sub-blocks covering an area of around 168km2. Map to Mine have reported that the Square Post tenement is in good standing.

Outlook

The period to 31 December 2015 has been a successful period for NQ Minerals. Having listed on ISDX and conducted additional placings, we have laid strong foundations for future growth and I believe the outlook is exciting. The costs of the IPO including professional and legal fees amounted to £207,000 and the direct costs of the fundraisings amounted to £769,000 reflecting the difficult market conditions for small cap fundraisings in general and in the mining sector in particular. However, there seems to be a renewed interest in the sector which will benefit the Group as it progresses with its activities and the costs of the fundraisings have not had an adverse effect on the working capital position of the Group.

Our short-term strategy is aimed at increasing value by targeted exploration and the easiest way to add value is by drilling. The Directors consider that NQ Minerals has a distinct advantage arising from the previous exploration work that has been carried out on the tenements. This has a resulted in a valuable database that will allow the team to target spending to achieve the most efficient exploration and improve the chances of success. The drilling results announced after the period end resulted in additional targets bring identified, an increase in the size of the Ukalunda permit area and in surprise discoveries of gold in the stockpile samples taken. We are awaiting further assay results.

The Directors consider that the remainder of 2016 is likely to see a healthy news flow from both the Ukalunda and Square Post projects as exploration proceeds and any positive results should allow value to be added.

NON EXECUTIVE-CHAIRMAN'S STATEMENT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

During 2016 we expect approval of the Mining Lease to be obtained which will enable us to process the stockpiles and generate cash flow. The Board is also considering a number of other interesting gold assets that may be available to the Group on favourable terms.

I am optimistic about the Group's growth potential and we look to the future with significant confidence.

Mr B Stockbridge
Chairman
1 June 2016

NQ MINERALS PLC

STRATEGIC REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2015

The Directors present their Strategic Report of NQ Minerals Plc ("the Company") and subsidiaries (together "the Group") for the period ended 31 December 2015.

Review of the business

NQ Minerals Plc was incorporated on 14 April 2015 in England and Wales as a limited company under the Companies Act 2016 and re-registered as a public limited company on 10 July 2015. The Company merged with its 100% Australian subsidiary, NQ Minerals Pty Limited, on 25 May 2015.

NQ Minerals Limited acquired its 100% interest in NQ Minerals Pty Limited by way of a share for share exchange as disclosed in note 2 to the financial statements.

The Company was admitted to trading on the ISDX Growth Market in July 2015 following the successful acquisition of NQ Minerals Pty Limited. NQ Minerals Pty Limited was incorporated on 5 September 2013 and had successfully acquired Circle Resources Pty Limited on 24 September 2013.

On 25 May 2015, NQ Minerals Plc acquired the entire share capital of NQ Minerals Pty Limited and its subsidiary by way of share for share exchange. As a result, the former shareholders of NQ Minerals Pty Ltd obtained control of NQ Minerals Plc.

This is a business combination under common control and has been accounted for as a group reorganisation. The comparative results reflect that of NQ Minerals Pty Limited from 5 September 2013 to 31 December 2014 following the acquisition of Circle Resources Pty Limited. The current results are for the year ended 31 December 2015 and include the group reorganisation of NQ Minerals Plc on 25 May 2015. There were no transactions within NQ Minerals Plc before the acquisition of NQ Minerals Pty Limited.

The trading results for the period ended 31 December 2015, and the Group's financial position at the end of the period are shown in the audited financial statements. The profit and loss account for the period shows a loss before tax of £517,000.

Principal risk and uncertainties

The Directors continue to assess the risks facing the Company and the Group and they believe these are as follows:

Principal risk and uncertainty	**Mitigation**
Exploration and Mining risk – The business of exploration for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.	Expertise in exploration and mining along with previous exploration data help improve the chances of success.
Licensing and title risk – Government approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or government offices.	The Group through previous managerial knowledge in the industry, seeks to meet all known and future obligations and expectations regarding Government approvals, licenses and permits.

STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

Financial risk and management of capital

There are no major balances and financial risks to which the company is exposed given that the company has not commenced to trade and the controls in place to minimise those risks, are disclosed in Note 4. The only asset of the business is its investment in a wholly owned subsidiary NQ Minerals Pty Limited which has been acquired by way of a share for share exchange. There are no other financial instruments currently employed by the company.

A description of how the company manages its capital and financial risk is disclosed in Note 4.

The Directors consider and review these risks on a strategic and day-to-day basis in order to minimise any potential exposure.

Key performance indicators

The Directors currently consider the following as key performance indicators:

	2015	**2014**	**% Change**
Net loss	£517,000	£136,000	280%
Cash and cash equivalents	£617,000	£35,000	1,663%

The Group has not yet commenced extracting its mineral reserves and has been in the exploration and evaluation phase during the period. Net losses increased compared to 2014 due to the stock market listing and increased exploration and evaluation expenditure funded by the share issue. The Group has a healthy cash balance as at the year end.

The Group intends to establish non-financial key performance indicators in due course once it has matured sufficiently and has commenced extraction operations.

Post balance sheet events and future developments

There were no post balance sheet events.

Details about future developments are provided in the Chairman's Statements on page 1.

On behalf of the board

Mr B Stockbridge
Director
1 June 2016

NQ MINERALS PLC

DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2015

The Directors present their report and the audited financial statements for the Group and Company for the period ended 31 December 2015.

Principal activity
The company was incorporated on 14 April 2015 and was set up as a holding company for NQ Minerals Pty Limited ("NQ"), a company registered and operating in Australia. NQ is an Australian-based exploration and mining company, focusing on projects where past exploration work has established the presence of mineral occurrences. The Company's management team has decades of experience in the exploration and production of gold, silver and a variety of base metals.

During the period the Company was re-registered as a public limited company and its shares have been admitted for trading on the ISDX Growth Market.

Results and dividends
The results for the year are set out on page 9. There were no dividends proposed or paid in the period.

Directors

The following Directors have held office since 14 April 2015:

Mr W D Doyle	(Appointed 14 April 2015)
Mr B. Stockbridge	(Appointed 14 April 2015)
Mr K J Doyle	(Appointed 14 April 2015, resigned 14 April 2015)
Mr F B Smart	(Appointed 21 July 2015)

Financial instruments
The Group has not entered into any financial instruments to hedge against interest rate or exchange rate risk.

Statement of Directors' responsibilities
The Directors are responsible for preparing the Directors' Report and the Group and Company financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the European Union;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 Company. They are also responsible for safeguarding the assets of the Group and Company hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors
Each person who is a Director at the date of approval of this Annual Report confirms that:

- So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each Director has taken all the steps that he ought to have taken as 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.

Auditors
Jeffreys Henry LLP were appointed auditors to the Company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Strategic report
In accordance with section 414C(11) of the Companies Act 2006 the Group chooses to report the review of the business, the future outlook and the risks and uncertainties faced by the Group in the Strategic Report on page 3.

On behalf of the board

Mr B Stockbridge
Director
1 June 2016

NQ MINERALS PLC

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NQ MINERALS PLC

We have audited the financial statements of NQ Minerals Plc for the period ended 31 December 2015, which comprise the consolidated statement of comprehensive income, consolidated statement of financial position, Company statement of financial position, consolidated statement of cash flows, Company statement of cash flows, consolidated statement of equity, Company statement of 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 Parent Company 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 auditors 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 auditors
As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the Directors are responsible for the preparation of the Group financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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 Group'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 Statement, Strategic report 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF NQ MINERALS PLC

Opinion on financial statements
In our opinion the Group financial statements:

- give a true and fair view of the state of the Group's and Parent Company's affairs as at 31 December 2015 and of the Group's loss and group's and parent company's cash flows for the period then ended.
- The Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- The financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with provision of the Companies Act 2006;
- the financial statements 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 period for which the Group financial statements are prepared is consistent with the Group 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 Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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.

Other matters
During the period a group reorganisation took place and as a result the comparatives disclosed are that of NQ Minerals Pty Limited. As such the prior year financial statements were not subject to audit.

Sanjay Parmar
Senior Statutory Auditor

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

Date: 1 June 2016

NQ MINERALS PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2015

	Note	Year ended 31 December 2015 £'000s	16 months to 31 December 2014 £'000s
Continuing operations			
Revenue		-	-
Gross profit		-	-
Administrative expenses	**6**	(316)	(136)
ISDX admission costs	**6**	(207)	
Operating loss		(523)	(136)
Finance income	**7**	6	-
Loss on ordinary activities before taxation		(517)	(136)
Taxation	**9**	-	-
Loss for the period		(517)	(136)
Foreign exchange losses		(1)	7
Total comprehensive loss for the period attributable to the owners of the Parent		(518)	(129)
Loss per share (pence)	**11**	0.40	0.11

The notes on pages 16 to 38 form part of these financial statements.

NQ MINERALS PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Notes	As at 31 December 2015 £'000s	As at 31 December 2014 £'000s
Assets			
Non-current assets			
Deferred exploration and evaluation expenditure	**12**	337	118
Property, plant and equipment	**13**	-	28
		337	146
Current assets			
Trade and other receivables	**15**	128	7
Cash and cash equivalents	**16**	617	35
		745	42
Total assets		**1,082**	**188**
Equity and liabilities			
Equity attributable to owners of the Parent			
Ordinary shares	**17**	144	154
Share premium	**18**	1,308	-
Group reorganisation reserve	**18**	(6,983)	-
Translation reserve	**18**	6	7
Merger relief reserve	**18**	7,171	-
Accumulated losses	**18**	(653)	(136)
Total equity		993	25
Liabilities			
Current liabilities			
Trade and other payables	**19**	89	163
Total liabilities		89	163
Total equity and liabilities		**1,082**	**188**

The notes on pages 16 to 38 form part of these financial statements.
Approved by the Board and authorised for issue on 1 June 2016.

Brian Stockbridge
Director

Company Registration No. 09540926

NQ MINERALS PLC

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Notes	As at 31 December 2015 £'000s
Assets		
Non-current assets		
Investments	**14**	7,292
Other receivables	**15**	1,051
		8,343
Current assets		
Trade and other receivables	**15**	18
Cash and cash equivalents	**16**	43
		61
Total assets		**8,404**
Equity and liabilities		
Equity attributable to owners of the Parent		
Ordinary shares	**17**	144
Share premium	**18**	1,308
Merger Relief Reserve	**18**	7,171
Retained earnings	**18**	(276)
Total equity		8,347
Liabilities		
Current liabilities		
Trade and other payables	**19**	57
Total liabilities		57
Total equity and liabilities		**8,404**

The notes on pages 16 to 38 form part of these financial statements.

Approved by the Board and authorised for issue on 1 June 2016.

Brian Stockbridge
Director

Company Registration No. 09540926

NQ MINERALS PLC

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2015

	Notes	Year ended 31 December 2015 £'000s	16 months to 31 December 2014 £'000s
Cash flows from operating activities	**20**	(518)	(40)
Cash flows from investing activities			
Payment for exploration expenditure		(248)	(43)
Proceeds from disposal of tangible assets		17	-
Purchases of plant and equipment		-	(40)
Net cash flows from investing activities		(231)	(83)
Cash flows from financing activities			
Increase / (decrease) in borrowings		-	108
Proceeds on issue of shares		1,331	50
Net cash flows from financing activities		1,331	158
Net increase in cash and cash equivalents		582	35
Cash and cash equivalents at the brought forward		35	-
Cash and cash equivalents carried forward		617	35

The notes on pages 16 to 38 form part of these financial statements.

NQ MINERALS PLC

COMPANY STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2015

	Notes	Period ended 31 December 2015 £'000s
Net cash generated from operating activities	**20**	(1,288)
Cash flows from investing activities		
Purchases of tangible assets		-
Acquisition of subsidiaries		-
Net cash flows from investing activities		
Cash flows from financing activities		
Proceeds on issue of shares		1,331
Net cash flows from financing activities		1,331
Net increase in cash and cash equivalents		43
Cash and cash equivalents at the brought forward		-
Cash and cash equivalents carried forward		43

1. Non-cash transactions

During the period, the company issued 121,546,000 Ordinary shares with a fair value of £7,292,760 to acquire a subsidiary in a non-cash transaction. Refer to Note 14 for further details.

The notes on pages 16 to 38 form part of these financial statements.

NQ MINERALS PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2015

	Notes	Share capital	Share premium	Merger relief reserve	Group organisation reserve	Translation reserve	Accumulated deficit	Total equity
		£'000s	£'000s	£'000s	£'000s	£'000s	£'000s	£'000s
As at 5 September 2013		-	-	-	-	-	-	-
Shares issued in the period		154	-	-	-	-	-	154
Loss for the period		-	-	-	-	-	(136)	(136)
Translation of foreign operations		-	-	-	-	7	-	7
As at 31 December 2014		**154**	**-**	**-**	**-**	**7**	**(136)**	**25**
Shares issued in the year		155	-	-	-	-	-	155
Group reorganisation on 25 May 2015		(188)	-	7,171	(6,983)	-	-	-
Shares issued in the year		23	2,077	-	-	-	-	2,100
Share issue costs		-	(769)	-	-	-	-	(769)
Loss for the year		-	-	-	-	-	(517)	(517)
Translation of foreign operations		-	-	-	-	(1)	-	(1)
As at 31 December 2015		**144**	**1,308**	**7,171**	**(6,983)**	**6**	**(653)**	**993**

Share capital is the amount subscribed for shares at nominal value and share premium is the excess subscribed above nominal value. Included within share premium are share issue costs which relate to commissions and other directly attributable costs.

Group reorganisation and merger relief reserves arise from the 100% acquisition of NQ Minerals Pty Limited ("NQ") on 25 May 2015 whereby the excess of the fair value of the issued ordinary share capital issued over the nominal value of these shares was transferred to this reserve in accordance with section 612 of the Companies Act 2006.

Translation reserve arises from the translation of transactions and balances relating to the Australian subsidiary into pounds sterling.

Accumulated deficit represents the cumulative losses of the Group attributable to equity shareholders.

The notes on pages 16 to 38 form part of these financial statements.

NQ MINERALS PLC

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2015

	Notes	Share capital £'000s	Share premium £'000s	Merger relief reserve £'000s	Accum-ulated deficit £'000s	Total equity £'000s
As at 14 April 2015		**-**	**-**	**-**	**-**	**-**
Shares issued during the period to acquire NQ Minerals Pty Limited		121	-	7,171	-	7,292
Shares issued in the period		23	2,077	-	-	2,100
Share issue costs		-	(769)	-	-	(769)
Loss for the period		-	-	-	(276)	(276)
As at 31 December 2015		**144**	**1,308**	**7,171**	**(276)**	**8,347**

Share capital is the amount subscribed for shares at nominal value and share premium is the excess subscribed above nominal value. Included within share premium are share issue costs which relate to commissions and other directly attributable costs.

Accumulated deficit represents the cumulative losses of the Company attributable to equity shareholders.

Merger relief reserves arises from the 100% acquisition of NQ Minerals Pty Limited ("NQ") on 25 May 2015 whereby the excess of the fair value of the issued ordinary share capital issued over the nominal value of these shares is transferred to this reserve in accordance with section 612 of the Companies Act 2006.

The notes on pages 16 to 38 form part of these financial statements.

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2015

1 General information

NQ Minerals Plc ("Company") is a public limited company incorporated in England and Wales with company number 09540926 and quoted on the ISDX Growth Market. Details of the registered office, the officers and advisers to the Company are presented on the Company information page.

2 Summary of significant 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 period presented unless otherwise stated.

2.1 Basis of preparation

This financial statements have been prepared using the historical cost convention, on a going concern basis and in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, using accounting policies which are consistent with those set out in the financial statements of NQ Minerals Pty Limited for the period ended 31 December 2015.

Preparation of financial statements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

Standards and interpretations effective in the current period

There are no IFRS or IFRIC interpretations that are effective for the first time in this financial period that would be expected to have a material impact on the Company and the Group.

New standards and interpretations

As of the date of approval of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

2.1 Basis of preparation (continued)

New standards and interpretations (Continued)

Reference	**Title**	**Summary**	**Application date of standard (Periods commencing on or after)**
IFRS 14	Regulatory deferral accounts	Aims to enhance the comparability of financial reporting by entities subject to rate-regulations	1 January 2016
IFRS 15	Revenue from contracts with customers	Specifies how and when to recognise revenue from contracts as well as requiring more information and relevant disclosures.	1 January 2017
Amendments to IFRS 11	Joint arrangements	On acquisitions of interest in joint operations	1 January 2016
Amendments to IAS 16 and IAS 41	IAS 16: Property plant and equipment and IAS 41: Agriculture	On Bearer plants	1 January 2016
Amendments to IAS 16 and IAS 38	Intangible Assets	Clarification of acceptable methods of depreciation and amortisation	1 January 2016
Amendments to IAS 27	Separate financial statements	Equity method in separate financial statements	1 January 2016
Amendments to IFRS 10 and IAS 28	IFRS 10:Consolidated financial and IAS 28: Investments in Associates	Investment entities: Applying the consolidation exception	1 January 2016
Amendments to IFRS 10 and IAS 28	IFRS 10:Consolidated financial and IAS 28: Investments in Associates	Sale or contribution of assets between an investor and its associate or joint venture	1 January 2016
Amendments to IAS 1	Presentation of Financial statements	Disclosure initiative	1 January 2016
Improvements to IFRS 5	Non current assets held for sale and discontinued operations	Methods of disposal	1 January 2016
Improvements to IFRS 7	Financial instruments	Disclosures on servicing contracts and interim financial statements	1 January 2016
Improvements to IAS 19	Employee benefits	Determining the discount rates for post-employment obligations	1 January 2016
Improvements to IAS 34	Interim financial reporting	Information disclosed elsewhere in the interim financial report	1 January 2016
IFRS 9	Financial instruments	Requirements on the classification and measurement of financial assets and liabilities and includes an expected credit losses model which replaces the current incurred loss impairment model. Also includes the hedging amendment that was issued in 2013	1 January 2018

The Directors anticipate that the adoption of these standards and the interpretation of these periods will have no material impact on the financial statements of the Group.

2.1 Basis of preparation (continued)

Going concern

The financial statements have been prepared on the assumption that the Group is a going concern. When assessing the foreseeable future, the Directors have looked at the budget for the next 12 months from the date of this report, the cash at bank available as at the date of approval of this report and are satisfied that the Group should be able to cover its activities and meet its short-term liabilities and long term financing.

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

2.2 Consolidation

(a) Subsidiaries

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

2.2 Consolidation (continued)

(b) Changes in ownership interest in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is re- measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(d) Group reorganisation accounting

The Company acquired its 100% interest in NQ Minerals Pty Limited ("NQ") on 25 May 2015 by way of a share for share exchange. This is a business combination involving entities under common control and the consolidated financial statements are issued in the name of the Group but they are a continuance of those of NQ. Therefore the assets and liabilities of NQ have been recognised and measured in these consolidated financial statements at their pre combination carrying values. The retained earnings and other equity balances recognised in these consolidated financial statements are the retained earnings and other equity balances of the Company and NQ. The equity structure appearing in these consolidated financial statements (the number and the type of equity instruments issued) reflect the equity structure of the Company including equity instruments issued by the Company to effect the consolidation. The difference between consideration given and net assets of NQ at the date of acquisition is included in a group reorganisation reserve.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2.4 Financial assets and liabilities

The Group classifies it financial assets at fair value through profit and loss or as loans and receivables and classifies its financial liabilities as other financial liabilities. Management determines the classification of its investments at initial recognition. A financial asset or financial liability is measured initially at fair value. At inception transaction costs that are directly attributable to its acquisition or issue, for an item not at fair value through profit or loss, is added to the fair value of the financial asset and deducted from the fair value of the financial liability.

(a) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. Loans are recognised when the funds are advanced to customers. Loans and receivables are carried at amortised cost using the effective interest method (see below).

(b) Other financial liabilities
Other financial liabilities are non-derivative financial liabilities with fixed or determinable payments. Other financial liabilities are recognised when cash is received from the depositors. Other financial liabilities are carried at amortised cost using the effective interest method. The fair value of other liabilities repayable on demand is assumed to be the amount payable on demand at the Statement of Financial Position date.

Derecognition
Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all of the risks and rewards of ownership. In transactions in which the Group neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and it retains control over the asset, the Group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. There have not been any instances where assets have only been partly derecognised. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Amortised cost measurement
The amortised cost of a financial asset or financial liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal payments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and maturity amount, minus any reduction for impairment.

Fair value measurement
Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. The fair value of assets and liabilities in active markets are based on current bid and offer prices respectively. If the market is not active the Group establishes fair value by using appropriate valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same for which market observable prices exist, net present value and discounted cash flow analysis.

2.5 Revenue

Mineral sales revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for the group's share of mineral supplied in the period. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the group. Revenue is recognised when the mineral produced is despatched and received by the customers.

2.6 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

2.7 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.8 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one period or less. If not, they are presented as non-current liabilities.

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

2.9 Income tax expense

Current income tax which is payable on taxable profits is recognised as an expense in the period in which the profits arise.

2.10 Deferred tax

Deferred tax assets and liabilities are recognised when the carrying amount of an asset or liability in the consolidated statement of the financial position differs from its tax base, except for the differences arising on:

- initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit: and
- investments in subsidiaries and jointly controlled entities where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the near future

The amount of the asset or liability is determined using rates that have been enacted or substantially enacted by the reporting date and are expected to apply when the deferred tax liabilities / (assets) are settled / (recovered).

2.11 Investments in subsidiaries

Investments are held as non-current assets at cost less any provision for impairment. Where the recoverable amount of the investment is less than the carrying amount, impairment is recognised.

2.12 Leases

Leases in which a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where substantially all the risks and rewards of ownership have been transferred to the Group are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

2.13 Intangible Assets

Mineral assets: exploration and evaluation

The group has continued to apply the ‘successful efforts’ method of accounting for Exploration and Evaluation (“E&E”) costs, having regard to the requirements of IFRS 6 ‘Exploration for the Evaluation of Mineral Resources’.

The successful efforts method means that only the costs which relate directly to the discovery and development of specific mineral reserves are capitalised. Such costs may include costs of license acquisition, technical services and studies, seismic acquisition; exploration drilling and testing but do not include costs incurred prior to having obtained the legal rights to explore the area. Under successful efforts accounting, exploration expenditure which is general in nature is charged directly to the income statement and that which relates to unsuccessful exploration operations, though initially capitalised pending determination, is subsequently written off. Only costs which relate directly to the discovery and development of specific commercial mineral reserves will remain capitalised and to be depreciated over the lives of these reserves. The success or failure of each exploration effort will be judged on a field-by-field basis as each potentially mineral-bearing structure is identified and tested. Exploration and evaluation costs are capitalised within intangible assets. Costs incurred prior to obtaining legal rights to explore are expensed immediately to the income statement.

All lease and licence acquisition costs, geological and geophysical costs and other direct costs of exploration, evaluation and development are capitalised as intangible or property, plant and equipment according to their nature. Intangible assets comprise costs relating to the exploration and evaluation of properties which the Directors consider to be unevaluated until reserves are appraised as commercial, at which time they are transferred to tangible assets as ‘Developed mineral assets’ following an impairment review and depreciated accordingly. Where properties are appraised to have no commercial value, the associated costs are treated as an impairment loss in the period in which the determination is made.

Costs are amortised on a field by field unit of production method based on commercial proven and probable reserves.

The calculation of the ‘unit of production’ amortisation takes account of the estimated future development costs and is based on the current period and un-escalated price levels. Changes in reserves and cost estimates are recognised prospectively.

E&E costs are not amortised prior to the conclusion of appraisal activities.

2.14 Property, plant and equipment

Mineral assets: development and production

Development and production ("D&P") assets are accumulated on a field by field basis and represent the cost of developing the commercial reserves discovered and bringing them into production, together with the E&E expenditures incurred in finding commercial reserves transferred from intangible E&E assets as outlined above. The carrying values of producing assets are depreciated using the unit of production method based on entitlement to provide by reference to the ratio of production in the period to the related commercial reserves, taking into account any estimated future development expenditures necessary to bring additional non producing reserves into production.

An impairment test is performed for D&P assets whenever events and circumstances arise that indicate that the carrying value of development or production phase assets may exceed its recoverable amount. The aggregate carrying value is compared against the expected recoverable amount of each well, generally by reference to the present value of the future net cash flows expected to be derived from production of commercial reserves.

Decommissioning

Site restoration provisions are made in respect of the estimated future costs of closure and restoration, and for environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the accounting period when the related environmental disturbance occurs. The provision is discounted where material and the unwinding of the discount is included in finance costs. Over time, the discounted provision is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. At the time of establishing the provision, a corresponding asset is capitalised where it gives rise to a future benefit and depreciated over future production from the field to which it relates. The provision is reviewed on an annual basis for changes in cost estimates, discount rates or life of operations. Any change in restoration costs or assumptions will be recognised as additions or charges to the corresponding asset and provision when they occur. For permanently closed sites, changes to estimated costs are recognised immediately in the income.

Non-mineral assets

Non-mineral assets are stated at cost of acquisition less accumulated depreciation and impairment losses. Depreciation is provided on a straight-line basis at rates calculated to write off the cost less the estimated residual value of each asset over its expected useful economic life. The residual value is the estimated amount that would currently be obtained from disposal of the asset if the asset were already of the age and in the condition expected at the end of its useful life.

2.15 Foreign currencies

i) Functional and presentation currency

Items included in the financial statements of the group are measured using the currency of the primary economic environment in which the entity operates (the functional currency), which are mainly in Pounds Sterling (£) and Australian Dollars (AUD). The financial statements are presented in Pounds Sterling (£), which is the group's presentation currency.

ii) Transactions and balances

Foreign currency transactions are translated into the presentational currency using exchange rates prevailing at the dates of the transactions. 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.

iii) Group companies

The results and financial position of all group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(c) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Exchange rates used

The following exchange rates were used in translating the results of NQ Minerals Pty Limited:

Period	**Average Rate GBP : AUD**	**Closing Rate GBP : AUD**
Year ended 31 Dec 2015	1 : 2.0306	1 : 2.0344
16 months to 31 Dec 2014	1 : 1.8045	1 : 1.9046

3 Critical accounting estimates and judgments

The preparation of the financial statements requires management to make estimates and assumptions concerning the future that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

(a) Impairment of investments in subsidiaries

The Directors have reviewed the carrying amount of investments and have not identified any indicators of impairment, particularly as the acquisition was close to the period end. An impairment review has not been carried out as the Directors believe the recoverable amount exceeds the carrying amount of the investments.

(b) Commercial reserves estimates

Mineral reserve estimates: estimation of recoverable reserves include assumptions regarding commodity prices, exchange rates, discount rates, production and transportation costs all of which impact future cash flows. It also requires the interpretation of complex geological and geophysical models in order to make an assessment of the size, shape, depth and quality of reservoirs and their anticipated recoveries. The economic, geological and technical factors used to estimate reserves may change from period to period. Changes in estimated reserves can impact developed and undeveloped property carrying values including that of capitalised exploration and evaluation expenditure, asset retirement costs and the recognition of income tax assets, due to changes in expected future cash flows. Reserve estimates are also integral to the amount of depletion and depreciation charged to income.

4 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk and price risk), and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

4.1 Financial risk factors

The Group's activities may expose it to a variety of financial risks: foreign exchange risk, and credit risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Credit risk
The Group has no exposure to credit risk, which is the risk that the counterparty will be unable to pay amounts in full when due.

(b) Cash flow and Interest rate risk
The Group does not have any borrowings. The company does not manage any cash flow interest rate risk.

(c) Liquidity risk
There is no liquidity risk applicable as the company does not have any short term assets which it needs to realise in order to meet liabilities.

4 Financial risk management (Continued)

4.1 Financial risk factors (Continued)

(d) Capital risk
The Group takes great care to protect its capital investments. Significant due diligence is undertaken prior to making any investment. The investment is closely monitored.

(e) Market risk
The Group has not commenced trading and its investment is in a wholly owned subsidiary operating overseas which has been fully paid for by the issue of shares. A general economic downturn at a global level, or in one of the world's leading economies, could impact on the company. In addition, terrorism and other hostilities, as well as disturbances in worldwide financial markets, could have a negative effect on the company. Regulatory requirements, taxes, tariffs and other trade barriers, price or exchange controls or other governmental policies could also limit the company's operations. These risks are also applicable to most companies and the risk that company will be more affected than the majority of companies is assessed as small.

(f) Currency risk
The Group is exposed to movement in foreign currency exchange rates arising from normal trading transactions that are denominated in currencies other than the respective functional currencies of the Group entities.

(g) Price risk
The Group is not currently exposed to price risk.

4.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure appropriate for its growth plans. In order to maintain or adjust the capital structure the Group may issue new shares or alter debt levels.

5 Segment information

In the opinion of the Directors the group has one class of business, being the exploration for, and development and production of minerals and other related activities.

All non-current assets of the Group are based in Australia.

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

6 Operating loss: Other income and expenses by nature

	Notes	2015 £'000s	2014 £'000s
Operating loss is stated after charging:			
Administrative expenses			
Cancellation of commercial debt		-	(24)
Employment and related costs		75	-
Exploration write-off	**12**	5	91
Legal and professional		14	21
Audit fees		12	-
Tax and accountancy		27	14
Consultancy fees		67	
Depreciation		2	11
Loss on disposal of fixed assets		9	
Other expenses		105	23
		316	136
Exceptional expenses			
ISDX admission costs		207	-
		523	136

Fees paid to group auditor:	2015 £'000s	2014 £'000s
For the audit of the Group	12	-
For non-audit services	5	-
	17	-

During the year the Group paid ISDX admission costs of £24,000 and ongoing corporate finance costs of £5,800 to Alfred Henry Corporate Finance Limited, an associate of Jeffreys Henry LLP.

7 Finance income

	2015 £'000s	2014 £'000s
Interest receivable	6	-
Total finance income	6	-

8 Employee benefit expense

Employees and Directors	**2015 £'000s**	**2014 £'000s**
Directors' remuneration	75	-
	75	-

The average monthly number of employees (including Directors) during the period was:

	2015 number	**2014 Number**
Directors	3	3

9 Taxation

	2015 £'000s	**2014 £'000s**
Current tax expense	-	-
Deferred tax credit	-	-
Aggregate tax charged to the income statement	**-**	**-**
Factors affecting the tax charge for the period		
Loss on ordinary activities before taxation	(517)	(136)
Loss on ordinary activities before taxation multiplied by the prevailing rate of Australia corporation tax of 30%	(155)	(41)
Effects of:		
Tax losses carried forward	155	41
Current tax charge / (credit) for the period	**-**	**-**

The Group and Company have estimated unutilised losses of £446,000 (2014: £136,000) and £69,000 (2014: £nil) respectively.

The tax losses have resulted in potential deferred tax assets for the Group and Company of approximately £127,000 (2014: £41,000) and £14,000 (2014: £nil) respectively, calculated using the prevailing rate of Australia corporation tax of 30% for the Group and the prevailing rate of UK corporation tax of 20% for the Company. These have not been recognised as it is uncertain whether future taxable profits will be sufficient to utilise the losses.

10 Profit and loss of Company

As permitted by Section 408 of the Companies Act 2006 the profit and loss account of the Company is not presented as part of these financial statements. The Company's loss for the financial period was £276,000.

11 Earnings per share

	2015	2014
Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period:		
Loss after tax attributable to equity holders of the Group	£517,000	£136,000
Weighted average number of ordinary shares	130,765,481	121,546,000
Basic and diluted loss per share	0.40p	0.11p

Diluted loss per share

Diluted earnings per share dilute is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Since the Group does not have any dilutive potential ordinary shares the diluted loss per share is the same as the basic loss per share.

The weighted average number of ordinary shares for the period ended 31 December 2015 reflect that of the Company, with the added assumption that the Company has held a share capital of £121,545,000 since 1 January 2015.

The weighted average number of ordinary shares for the period ended 31 December 2014 have been restated to £121,546,000 to reflect the number of shares included in the share capital of Company before the acquisition of NQ Minerals Pty Ltd.

12. Intangibles

Group

	Exploration/ evaluation costs £'000	**Total £'000**
At 5 September 2013	-	-
Additions	166	166
Acquired on business combination	49	49
Foreign exchange differences	(11)	(11)
At 31 December 2014	204	204
Additions	248	248
Foreign exchange differences	(29)	(29)
At 31 December 2015	**423**	**423**
Impairment		
At 5 September 2013	**-**	**-**
Impairment loss	91	91
Foreign exchange differences	(5)	(5)
At 31 December 2014	86	86
Impairment loss	5	5
Foreign exchange differences	(5)	(5)
At 31 December 2015	**86**	**86**
Carrying Value		
At 31 December 2014	118	118
At 31 December 2015	**337**	**337**

Included in deferred exploration expenditure are the following tenements:
-EPM 18019 "Ukalunda"
-EPM 18150 "The Blue Doe"
-EPM 18964 "Edward"
-EPM 19280 "Eagle Hawk"

The Directors have determined that it is appropriate for the balance of the deferred exploration expenditure relating to EPM19280 "Eagle Hawk" and EPM 18964 "Edward" areas of interest to be fully impaired and written off through the profit and loss in the previous year as the Group has surrendered these tenements.

The recoverability of the carrying amount of the deferred exploration and evaluation expenditure is dependent on successful development and commercial exploitation, or alternatively the sale, of the respective areas of interest. The Group has an interest in certain exploration tenements and the amounts shown above include amounts expended to date in the acquisition and/or exploration of those tenements.

In the prior year, NQ Minerals Pty Limited issued 40,000,000 shares for the purchase of three EPMs from Blue Doe Gold Pty Limited, being EPM18150 "The Blue Doe", EPM 18964 "Edward", and EPM 19280 "Eagle Hawk". The shares were issued for a total price of Au$273,000 which were based on the estimated fair market price, that the tenements would change hands in an open and unrestricted market between a willing buyer and willing seller in an "arm's length" transaction, as determined by an independent valuer.

On 24 September 2013 NQ Minerals Pty Limited acquired Circle Resources Pty Limited and on acquisition recognised an exploration and evaluation intangible of A$87,917.

13 Property, plant and equipment

Group

	Vehicles £'000s	Total £'000s
Cost		
At 5 September 2013	-	-
Additions	39	39
At 31 December 2014	39	39
Disposals	(39)	(39)
At 31 December 2015	-	-
Accumulated depreciation		
At 5 September 2013	-	-
Charge for the period	11	11
At 31 December 2014	11	11
Charge for the year	2	2
Disposals	(13)	(13)
At 31 December 2015	-	-
Carrying amount		
At 31 December 2015	-	-
At 31 December 2014	28	28

During the year the Group recognised a loss of £9,000 on disposal of vehicles.

14 Investments in subsidiary undertakings

Company	**Shares in Group undertakings £'000s**
Cost	
At the beginning of the period	-
Additions in the period	7,292
At 31 December 2015	7,292

Investments in group undertakings are recorded at cost, which is the fair value of the consideration paid.

On 25 May 2015, the company acquired 100% of the share capital of NQ Minerals Pty Limited by a share for share exchange. The fair value of the 121,546,000 ordinary shares issued as consideration had a fair value equal of £7,292,760. Details of the price and consideration are as set out below:

	£
121,546,000 ordinary shares of £0.001 at a fair value of £0.06	7,292,760

The company's investments at the reporting date in the share capital of companies include the following:

Subsidiary undertaking	**Country of Incorporation**	**Principal activity**	**Class of share**	**% Owned**
NQ Minerals Pty Limited	Australia	Assets held for exploration	Ordinary	100
Circle Resources Pty Limited*	Australia	Assets held for exploration	Ordinary	100

* held by way of the company's investment in NQ Minerals Pty Limited

15 Trade and other receivables

	Group 2015 £'000s	Group 2014 £'000s	Company 2015 £'000s
Current			
Other receivables	128	7	18
	128	7	18
Non-current			
Amounts due from Group undertakings	-	-	1,051

The carrying amount of trade and other receivables approximates to their fair value.

16 Cash and cash equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents include cash at banks and on hand and deposits with banks. Cash and cash equivalents at the end of the reporting period as shown in the Statement of Cash Flows can be reconciled to the related items in the Statement of Financial Position as follows:

	Group 2015 £'000s	Group 2014 £'000s	Company 2015 £'000s
Cash and cash equivalents	617	35	43

The carrying amount of cash and cash equivalents approximates to its fair value.

17 Share capital

Allotted, called up and fully paid	**2015 £'000s**
144,386,909 Ordinary shares of £0.001 each	144

On incorporation the Company issued 1 ordinary share of £1.

On 25 May 2015 the Company's 1 ordinary share was subdivided into 1,000 shares of £0.001 each.

On 25 May 2015 the Company issued 121,545,000 ordinary shares of £0.001 each.

The fair value of the 121,546,000 ordinary shares issued to acquire a subsidiary has been disclosed within note 14.

On 23 July 2015 the Company issued 12,500,000 ordinary shares of £0.001 each.

On 7 August 2015 the Company issued 9,090,909 ordinary shares of £0.001 each.

On 29 December 2015 the Company issued 1,250,000 ordinary shares of £0.001 each.

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

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

18 Reserves

Group

	Share capital £'000s	Share premium £'000s	Merger relief reserve £'000s	Group organisation reserve £'000s	Translation reserve £'000s	Accumulated deficit £'000s	Total equity £'000s
As at 5 September 2013	-	-	-	-	-	-	-
Shares issued in the period	154	-	-	-	-	-	154
Loss for the year	-	-	-	-	-	(136)	(136)
Translation of foreign operations	-	-	-	-	7	-	7
As at 31 December 2014	**154**	**-**	**-**	**-**	**7**	**(136)**	**25**
Shares issued in the period	155	-	-	-	-	-	155
Group reorganisation on 25 May 2015	(188)	-	7,171	(6,983)	-	-	-
Shares issued in the year	23	2,077	-	-	-	-	2,100
Share issue costs	-	(769)	-	-	-	-	(769)
Loss for the year	-	-	-	-	-	(517)	(517)
Translation of foreign operations	-	-	-	-	(1)	-	(1)
As at 31 December 2015	**144**	**1,308**	**7,171**	**(6,983)**	**6**	**(653)**	**993**

Company

	Share capital £'000s	Share premium £'000s	Merger Relief reserve £'000s	Retained earnings £'000s	Total equity £'000s
As at 14 April 2015	**-**	**-**	**-**	**-**	**-**
Shares issued during the period to acquire NQ Minerals Pty Limited	121	-	7,171	-	7,292
Shares issued in the period	23	2,077	-	-	2,100
Share issue costs	-	(769)	-	-	(769)
Loss for the period	-	-	-	(276)	(276)
As at 31 December 2015	**144**	**1,308**	**7,171**	**(276)**	**8,347**

19 Trade and other payables

	Group 2015 £'000s	Group 2014 £'000s	Company 2015 £'000s
Trade payables	11	14	9
Accruals and deferred income	33	10	8
Other payables	45	139	40
	89	163	57

Accruals principally comprise amounts outstanding for ongoing expenses. The carrying amount of other payables approximates to its fair value.

20 Cash generated / (utilised) from operations

	Group 2015 £'000s	Group 2014 £'000s	Company 2015 £'000s
Profit/(loss) before taxation	(517)	(136)	(276)
Adjustments for:			
- Loss on disposal	9		
- Depreciation and amortisation	2	11	-
- Impairment	5	91	
- Foreign exchange differences	23	-	-
- Interest income	(6)		
- Non-cash movements in reserves	155	-	-
Changes in working capital:			
- (Increase)/decrease in trade and other receivables	(121)	(7)	(1,069)
- Increase/(decrease) in trade and other payables	(74)	1	57
Interest received	6	-	-
Cash flows from operating activities	(518)	(40)	(1,288)

21 Control

The ultimate controlling party is Tarver Partners Inc which is beneficially owned by Walter Doyle.

22 Related party transactions

Group and Company

During the period to 31 December 2015 the Group paid £10,525 (2014 - £nil) for services provided by F B Smart, a Director of the Company. These were fully paid by the Company.

During the period to 31 December 2015 the Group was charged £64,105 (2014 - £nil) for services provided by Brian Stockbridge as a Director of the Company by International Financial Strategic Associates Limited ("IFSA"). Brian Stockbridge is the director and ultimate controlling party of IFSA.

During the period to 31 December 2015 the Company paid £25,200 (2014 - £nil) for services provided by Brian Stockbridge as a Director of the Company by IFSA.

During the period included within ISDX admission costs was fees charged for financial advice of £30,000 (2014 - £nil) provided by IFSA.

During the period IFSA also recharged expenditure of £49,044 of which £35,500 was included within ISDX admission costs and £13,544 was included within administrative expenses (2014 - £nil).

During the period IFSA also charge commission on the fundraisings of £100,580 which has been classified as share issue costs against share premium within equity.

As at 31 December 2015 an amount of £44,488 (2014 - £101,857) was owed to the Group by W Doyle, a Director of the Company, made up of a balance of £39,988 (2014 - £nil) in the Company due to Walter Doyle and an amount included within creditors of £84,476 (2014 - £101,857) in NQ Minerals Pty Ltd. These loans are interest-free, unsecured and repayable on demand and have not been offset on consolidation.

As at 31 December 2015 an amount of £1,051,060 (2014 - £nil) was due to the Company from NQ Minerals Pty Limited, a wholly-owned subsidiary. The loan is interest-free, unsecured and repayable on demand. The loan has been classified as long-term as the Company does not expect to recover the amount within 12 months of the year end.

23 Contingent liabilities

The Group has no contingent liabilities in respect of legal claims arising from the ordinary course of business.

NQ MINERALS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2015

24 Financial commitments

Expenditure commitments

In order to maintain current rights of tenure to exploration tenements, the Group is required to perform minimum exploration work to meet the minimum expenditure requirements specified by various governments. These commitments are subject to periodical renegotiation. They are not provided for in the financial statements and are payable as follows:

Group

	2015 £'000s	**2014 £'000s**
Within 1 year	-	16
After 1 year but not more than 5 years	49	99
	49	115

There was no capital expenditure contracted for at the end of the reporting period but not yet incurred.

25 Events after the reporting period

There were no post balance sheet events after the reporting period.