CIC CAPITAL LTD.

Annual Report

Annual Report and Accounts

For the 12-month period ended 31 December 2017.

CORPORATE DIRECTORY

Company Secretary	Appleby Corporate Services (Seychelles) Limited 2nd Floor, Eden Plaza Eden Island PO Box 1352 Mahe, Seychelles
Registered office of the Company	2nd Floor, Eden Plaza Eden Island PO Box 1352 Mahe, Seychelles
German Legal Adviser to the Company	Lindlbauer Rechtsanwälte PartmbB Heimeranstr. 35 80339 München Deutschland
Luxembourg Legal Adviser to the Company	Vandenbulke SA 35, Avenue Monterey L-2163 Luxembourg
English Legal Adviser to the Company	Pitmans LLP 107 Cheapside London EC2V 6DN, UK
Seychelles Legal Adviser to the Company	Appleby Suite no. 202 2nd Floor, Eden Plaza Eden Island P O Box 1352 Mahe, Seychelles
Hong Kong Legal Adviser to the Company	Francis & Co. in association with Addleshaw Goddard (Hong Kong) LLP 802-804 Citibank Tower 3 Garden Road Central, Hong Kong
Chinese Legal Adviser to the Company	Beijing Zenwen Law Firm 418, Tower 1 China World Towers No.1 Jianguomenwai Dajie Beijing, PRC
Auditors	Sawin & Edwards 52 Kingsway Place Sans Walk London ECIR OLU

Company History

The Company, with its business address at Suite 202, 2nd Floor Eden Plaza, Eden Island PO Box 1352 Mahe, Seychelles, registered in the Republic of Seychelles on 13 December 2013 under the International Business Companies Act 1994 and the regulations made thereunder as a tax-exempt international business company limited by shares, with the name CIC Capital Ltd. and with registered number 137439.

Since incorporation the Company has focused on a regulated listing on a European Exchange and has conducted limited advisory services.

Business Activities and Services

The Company was established to provide corporate, financial, technical, strategic, advisory and consulting services to client organizations, including advice on listing client entities on equity markets. The Company generally receives a cash fee and equity as consideration for its services.

The primary objective of the Company is to achieve high capital appreciation by gaining securities in highly prospective low risk companies by providing advisory services, merger and acquisition advice (M&A) in return for the Company's advisory services and expertise.

The Company finances the services it provides to clients including the costs of professional advisors used in the process in part or whole. The Company underwrites the provision of its advisory services, both direct and indirect cost, protecting the client from loss should the objectives of the assignment not be met. In effect the Company guarantees its advisory services by funding the process.

In cases where there is a risk that the client (i) may terminate the engagement or (ii) be unable to meet milestones in a timely way, an initial prepayment in cash is required before any advisory services are provided. The Company seeks both cash and equity shares in the client companies, holds exclusive rights to appoint advisors and to control the public listing process. No funds are paid direct to the client companies.

The Company has a pipeline of prospective clients that assures operational results post listing.

Equity in client companies earned through advisory services are retained, sold or issued as a dividend in specie to the Company's shareholders. Client organizations are assisted in meeting free float and register diversity obligations by the Company through its own shareholder base also by way of a dividend in specie to our shareholders.

The Company uses fees received and financing sources to meet working capital needs. The earnings of the Company are determined by the number of Client Companies the Group is able to provide advisory and consulting services to, as well as the growth in value of the securities received in exchange for services provided.

The Company believes it offers a unique proposition to clients given the risk profile of the Company's client organizations, the ability of the Company to underwrite costs for advisory work provided to clients and the ability of the Company to flex the cash versus equity fee components. We have not identified a direct competitor but are well aware that competition may materialize in the future, possibly delivering suitable acquisition targets.

Chairman's Statement

It is with pleasure that I present my Chairman's Statement to highlight our progress in the past fiscal year.

The principal focus for this year has been to identify the most suitable regulated market in which to operate to navigate through the process listing in that market. The Company is highly knowledgeable in UK , Asian and North American markets. However, given various factors the Company has elected to seek entry into a regulated market in mainland Europe. We believe that this will address the uncertainties of Brexit, challenges arising from unpredictable USA policies of recent times and increasing the market expertise available to clients by conducting our own listing in a new key market.

New regulations and process introduced in the EU have provided some challenges. Principally in summer 2017 that Deutsche Bourse introduced a new trading system ("T7") to Xetra where central counterparty eligible securities/equities ("CCP") can only be traded. Since our company is registered in the Seychelles it would not be declared CCP eligible making our shares ineligible for trading. It was resolved to re-domicile the Company to Luxembourg and at the end of November in 2017 the Company shareholders voted to formally approve the re-domiciliation process. Further consultations with regulators have seen significant progress to achieving our listing objective.

During the year we continued also to provide advisory services to selective clients including CIC Capital Fund Limited and earned revenue of £850,000 coupled with the very low operational costs during this period of repositioning, has provided a strong result for the year.

I would like to take this opportunity to also thank the shareholders for their continued support as we execute on the Company's strategy.

Terrence A. Larkan
Non-Executive Deputy Chairman
CIC Capital Limited
26 June 2018

Financial Review

The purpose of this review is to provide a further analysis of the Group's consolidated results for the 12-month period 31 December 2017 and the main factors that affected this financial performance. The Financial Review should be read in conjunction with the financial statements and associated notes.

	YE 31 Dec 2017	YE 31 Dec 2016
Gross Revenue	850,000	80,161
Profit/(Loss) before Tax	932,534	(721,667)
Earning per Share	0.001	(0.001)

The Company has not been focused on client engagements as it has focused on establishing its business model and the public listing of the Company in a regulated European exchange other than to demonstrate the Company ability to generate income.

The Directors have reviewed the Group's budgets for 2018, as well as longer-term financial cash flow projections and have considered a range of different scenarios together with their associated risks and uncertainties, and the impact of these scenarios on the Group's cash balances. Additionally, the Directors have assessed the likelihood of future funding requirements. Based on these activities, the Directors are satisfied that the Group maintains a healthy financial position from the date of the signing of these financial statements, enabling us to take a flexible approach to servicing existing and new potential clients.

As at 15 May 2018, the Group had a net position of cash and receivables of £1,475,707 in available loan convertible funds and 35,840,000 CIC Gold common shares, which may be divested to add to general additional working capital.

Directors

Frank Lewis - (Independent Non-Executive Chairman)

Frank Lewis has over 25 years of listed and private company boardroom experience, having served as a non-executive chairman and nonexecutive director for a number of international publicly -quoted companies with interests across Europe, the Far-East, Middle East and Africa with a particular focus on distribution, manufacturing, technology and natural resources.

Mr. Lewis sits on the Board as chairman and non-executive director of Community Solar UK Limited, Herts Traffic Management Ltd and as a non-executive director of Staffordshire Holdco Ltd.

Frank Lewis qualified as a Chartered Accountant in South Africa in 1973 and became a FCA in the UK in 1995. He is a Fellow of the Institute of Chartered Accountants of England and Wales and serves as a committee member for its special interest group for non-executive directors. He is also a Former member of the AIM Advisory Council, which advises the London Stock Exchange on all matters relating to the AIM market. Frank Lewis sits on the Company's Audit Committee and Compensation Committee.

Robert Leslie Rhodes - (Executive Director/Chief Executive Officer)

Mr. Rhodes has worked within the quarrying/mining and construction industry in Australia for the past 29 years. Since January 2013 Mr. Rhodes recently General Manager of Transmin Pty Ltd, a privately owned West Australian manufacturer and international supplier of mining and materials handling equipment and currently appointed as General Manager of Australian and New Zealand Sany VDM Group, worlds leading mining equipment manufacture. Prior to his current appointment Mr. Rhodes held senior management roles with BIS Industries, and international professional services consultancy Coffey International Limited. Mr. Rhodes has worked with many of the major national and international mining and construction companies that operate in Australia. For the five-year period from 2006 2011 Mr. Rhodes was the Regional General Manager for Komatsu Australia Pty Ltd.

After graduating from Curtin University in 1979 with a Bachelor of Applied Science Degree, Mr. Rhodes spent six years working as an agriculture research scientist. In 1985 Mr. Rhodes joined Boral Quarries Ltd, which was the beginning of his career in the quarrying/mining and construction industry. Within this industry he has held roles responsible for marketing, contracts, operations, human resources, regional and general management.

Mr. Rhodes is a Fellow of the Australian Institute of Quarrying, a Fellow of the Australian Institute of Management and a member of the West Australian Mining Club.

Terrence Arthur Larkan - (Independent Non-Executive Deputy Chairman)

Mr. Larkan has extensive experience working within and consulting to the mining industry over the past 31 years. Mr. Larkan’s expertise is in finance and accounting functions as well as the operational support areas of IT, HR and supply chain augmented with extensive experience in corporate and project governance.

Mr. Larkan has worked in Africa, Europe, North and South America, Australia and South East Asia.

Mr. Larkan having worked in the compliance functions of major corporates and on IPO and M&A projects, successfully managing relationships with professional services providers on many aspects of these processes, Mr. Larkan has gained considerable experience of the regulatory and corporate governance requirements for publicly listed companies in the UK, USA, Canada and Australia.

Mr. Larkan's recent career partnership with Ernst & Young (Australia) and VP responsible for compliance, audit, security and risk management at Barrick Gold Corporation and most recently as CFO for AIM listed Bellzone Mining plc.

Mr. Larkan holds a BCompt. and an MBA, is a FCPA (Aust.), is a member of the Australian Institute of Company Directors as well as being a Fellow of both the Chartered Institute of Secretaries and Administrators, and the Governance Institute of Australia.

Li Hongguang (Kevin) - (Independent Non-Executive Director)

Mr. Li is an Attorney at Law in PRC, having graduated from the Northwestern Polytechnic University in the PRC in 1989 and from the China University of Political Science and Law in 1991. Mr. Li acted for the Ministry of Geology and Mineral Resources, China from 1991 to 1998.

In 1993, Mr. Li, in the capacity of visiting scholar, conducted comparison research on Western mining law at the Law School of Boston University, USA. in 1996.

Mr. Li was instrumental in drafting the new Mineral Law of PRC. Mr. Li was appointed as a director of Headman Consultants in August 1998 and has been providing legal consulting to many international mining companies.

Mr. Li provides guidance to the Company on mining issues and mining industry relationships within China.

Philip G. Porter - (Independent Non-Executive Director)

Mr. Porter is based in London and has over 25 years' experience as a regulated individual in the financial service sector. During this time he has established and managed regulated financial companies that have provided finance advice to both individuals and corporates. His role as executive director also required an understanding of, and adherence to, the various rules and regulations of the UK financial services industry. Since 2011, he has focused on raising equity finance for SME's through the government Enterprise Investment Scheme through Newport Capital LLP.

In addition, Mr. Porter co-founded and became non-executive director of IPO Capital Partners Ltd. IPO Capital provides companies with funding to enable them to move to list on an exchange often as part of their growth strategy. To date IPO Capital has successfully raised capital for three companies with a combined market capitalization of in excess of 100 million Euros.

Mr. Porter is a former director of Tier 1 Invest Ltd, partner of Newport Tax Management LLP, which is currently facilitating the settlement of in excess of £1 billion of historical tax structures with HMRC and former partner of Newport Capital LLP a regulated boutique corporate finance house for elective professionals.

Forward-looking Statements

Certain statements in this report are ''Forward Looking statements''. These statements are not based on historical facts, but rather on the management's expectations regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, planned exploration and development drilling activity and the results of such drilling activity, business prospects and opportunities. Such Forward Looking statements reflect management's current beliefs and assumptions and are based on information currently available to management.

Forward-looking statements involve significant known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including risks associated with vulnerability to general economic market and business conditions, competition, environmental and other regulatory changes, the results of exploration and development drilling and related activities, actions by governmental authorities, the availability of capital markets, reliance on key personnel, uninsured and underinsured losses and other factors, many of which are beyond the control of the Company. Although the forward-looking statements contained in this Document are based upon what management believes to be reasonable assumptions the Company cannot assure investors that actual results will be consistent with these forward-looking statements.

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Directors' Report

The Directors are pleased to present this year's Annual Report together with the group financial statements for the 12-month period 31 December 2017.

Principal Activity

The principal activity of the Group is that of a holding company. Together with its subsidiaries, it is involved in providing corporate advisory services.

Business Review and Future Developments

A review of the current and future development of the Group's business is given in the Chairman's Statement, Investment update and Finance Review.

Results and Dividends

Profit/(Loss) on ordinary activities of the Group after taxation amounted to:

- Year Ending 31 December 2016 (£721,667)
- Year Ending 31 December 2017 932,534

Key Performance Indicators

Given the nature of the business the Directors are of the opinion that analysis-using KPIs is not appropriate for an understanding of the development, performance or position of the business at this time.

Events after the end of the reporting period

At the date these financial statements were approved, the Directors were not aware of any significant events after the end of the reporting period, other than those set out in the notes to the financial statements.

Directors

The names of the Directors of the Company are set out below:

Name	Age	Position	Appointment
Frank Lewis	71	Independent Non-Executive Chairman	2015
Robert Leslie Rhodes	58	Executive Director/Chief Executive Officer	2015
Terrence Andrew Larkan	55	Independent Non-Executive	2015
Li Hongguang (Kevin)	49	Independent Non-Executive Director	2014
Philip Gerald Porter	50	Independent Non-Executive Director	2015
Stuart J. Bromley*		Executive Director/Chief Executive Officer	2013

*Stuart J. Bromley founder of the Company resigned on 4 January 2016.

Directors' Remuneration Report

The Company remunerates the Directors at a level commensurate with the size of the Company and the experience of its Directors. The Remuneration Committee has reviewed the Directors' remuneration and believes it upholds the objectives of the Company with regard to this issue.

Details of the Directors' emoluments and payments made for professional services rendered are set out in Note 6 to the financial statements.

Corporate Governance

A statement on Corporate Governance is set out on page 14.

Directors' Interests

The total beneficial interests of the serving Directors in the common shares and options of the Company were as follows:

Director	31 December 2017		31 December 2016		31 December 2015	
	Shares	Options	Shares	Options	Shares	Options
Frank Lewis	6,000,000	-	6,000,000	-	-	-
Robert Rhodes*	4,339,027	-	4,339,027	-		-
Li Hongguang*	4,169,027	-	4,169,027	-		-
Philip Porter	-	-	-	-	-	-
Terrence Larkan	-	-	-	-	-	-
Stuart J. Bromley*	169,812,408		169,812,408			

* Directors who earned shares by way of dividend in *Specie* by CIC Capital Fund Ltd. Stuart J. Bromley resigned January 7, 2016.

Significant Share Holdings

As at 31 December 2017 the Directors were aware that the following persons were, or are likely to be, interested, directly or indirectly, in 3 per cent. or more of the issued share capital of the Company as at that date:

Name	Number of Common shares held as at the date of this document	Percentage of Common shares as at the date of this document
Stuart J. Bromley	169,812,408	33.3%
Beaufort Nominees Limited	141,759,875	27.8%
Peel Hunt Holdings Limited	38,766,211	7.6%
Dell Balfour	34,345,061	6.7%
Forest Nominees Limited (Canaccord)	27,598,537	5.4%
Total	**412,282,092**	**80.8%**

Listing

On 15 May 2017, the Company applied to the German Listing Authority (BAFIN) for a listing on the on the regulated market segment of the Frankfurt Stock Exchange.

Re-domicile from Seychelles Co. to a Luxembourg Co.

The Company requires its administration and its share settlement to be in a European jurisdiction to enable settlement and trading of its securities on a European Exchange in any public listing process. Overseas Corporations will not be accepted in Europe for collective safe custody directly to trade the shares on Xetra trading platform (non UK). On the 28 November 2017, the shareholders byway of a special shareholders meeting in Luxembourg authorized the Directors to re-domicile the Company as they see fit. The Company expects to complete the above in the 3rd quarter of the current financial year.

Environmental Responsibility

The Company is aware of the potential impact that activities conducted by it and some of its client companies may have on the environment. The Company ensures that it, and its subsidiaries at a minimum comply with the local regulatory requirements and the revised Equator Principles with regard to the environment.

Employment Policies

The Group is committed to promoting policies, which ensure that high calibre employees and consultants are attracted, retained and motivated to ensure the ongoing success for the business. Employees and those who seek to work within the Group are treated equally regardless of sex, marital status, creed, color, and race or ethnic origin.

Health and Safety

The Group aims to achieve and maintain a high standard of workplace safety. In order to achieve this objective, the Group provides ongoing training and support to employees and set demanding standards for workplace safety.

Payment to Suppliers

The Group's policy is to agree terms and conditions with suppliers in advance; payment is then made in accordance with the agreement provided the supplier has met the terms and conditions. Suppliers are typically paid within 90 days of issue of invoice.

Political Contributions and Charitable Donations

During the year the Group did not make any political contributions or charitable donations.

Annual General Meeting ("AGM")

This report and financial statements will be presented to shareholders for their approval at the AGM. The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Statement of Disclosure of Information to Auditors

As at the date of this report the serving Directors confirm that:

- So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- They have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

A resolution to appoint Sawin & Edwards and to authorize the Directors to fix their remuneration will be proposed at the next Annual General Meeting.

Going Concern

The Directors note the losses that the Group and Company have made for the 12-month period ended 31 December 2015, 31 December 2016 were largely the costs of public listing cost for the Company and the cost associated with the successful listing of CIC Gold Group Limited on the main market of the London Stock Exchange. The Company demonstrated in year ending 31 December 2017 significant revenue. The Directors have prepared cash flow forecasts, which take account of the current cost and operational structure of the Group.

The cost structure of the Group comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Group to operate within its available funding. These forecasts demonstrate that the Group and Company have sufficient cash funds available to allow it to continue in business for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

Statement of Directors' Responsibilities

The Directors prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that year. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group. They are also responsible for the safe guarding of the assets of the group hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Electronic Communication

The maintenance and integrity of the Company's website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Legislation in the Seychelles governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

The Directors confirm to the best of their knowledge:

- the Group and Company financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulations and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Group; and
- the Annual Report includes a fair review of the development and performance of the business and the financial position of the Group and the parent company, together with a description or the principal risks and uncertainties that they face.

By order of Board:

RRhodes

Robert L. Rhodes
Executive Director

26 June 2018

The Board is committed to maintaining high standards of corporate governance. The Company in the future will listed on the Frankfurt Stock Exchange and a future dual listing on the London Stock Exchange, the Company follows both the German and the UK Corporate Governance Code (formerly the Combined Code), which sets out the principles of Good Governance, and the Code of Best Practice for listed companies. Whilst the Company is not required to comply with either of the governance codes, the Company's corporate governance procedures take due regard of the principles of Good Governance set out in the German and the UK Corporate Governance Code in relation to the size and the stage of development of the Company.

Board of Directors

The Board of Directors currently comprises one (1) Executive Directors and four (4) Non-Executive Directors, one of whom is the Chairman. The Directors are of the opinion that the Board currently comprises a suitable balance and that the recommendations of the UK Code have been implemented to an appropriate level. The Board maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of major shareholders about the Company.

Board Meetings

The Board meets regularly throughout the year. For the year ending 31 December 2016 the full Board met formally one time in relation to normal operational matters and several additional occasions informally. The Board is responsible for formulating, reviewing and approving the Company's strategy, financial activities and operating performance. Day to day management is devolved to the Executive Directors who are charged with consulting the Board on all significant financial and operational matters.

All Directors have access to the advice of the Company's solicitors and other professional advisers as necessary and information is supplied to the Directors on a timely basis to enable them to discharge their duties effectively. All Directors have access to independent professional advice, at the Company's expense, as and when required.

Board Committees

The Board has established the following committees, each of which has its own terms of reference:

Audit Committee

The Audit Committee considers the Group's financial reporting (including accounting policies) and internal financial controls. The Audit Committee comprises Mr. Lewis (Chairman), Mr. Porter and Mr. Li Hongguang (Kevin) and they are responsible for ensuring that the financial performance of the Group is properly monitored and reported on. The Audit committee held meeting on 28 September 2017 to consider these Financial Statements. All members of the committee attended Mr. Lewis (Chairman), Mr. Porter and Mr. Li Hongguang (Kevin) to consider these Audited Financial Statements.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board in respect of Directors' and senior executives' remuneration. It comprises Mr. Lewis (Chairman), Mr. Porter and Mr. Li Hongguang (Kevin). Non-Executive Directors' remuneration and conditions are considered and agreed by the Board. Financial packages for Executive Directors are established by reference to those prevailing in the employment market for executives of equivalent status both in terms of level of responsibility of the position and their achievements and of recognized job qualifications and skills. The Committee will also have regard to the terms which may be required to attract an equivalent experienced executive to join the Board from another company.

Internal Controls

The Directors acknowledge their responsibility for the Group's systems of internal controls and for reviewing their effectiveness. These internal controls are designed to safeguard the assets of the Company and to ensure the reliability of financial information for both internal use and external publication. The Directors are aware that no system can provide absolute assurance against material misstatement or loss. However, in the interest of the further development of the Company, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

Risk Management

The Board considers risk assessment to be important in achieving its strategic objectives. There is a process of evaluation of performance targets through regular reviews by senior management to budgets and forecasts.

Risks and Uncertainties

The principal risks facing the Company are set out below. Risk assessment and evaluation is an essential part of the Group's planning and an important aspect of the Group's internal control system.

General and Economic Risks

- contractions in the world's major economies or increases in the rate of inflation resulting from international conditions;
- movements in the equity and share markets in the United Kingdom and throughout the world;
- weakness in global equity and share markets in particular, in the United Kingdom, and adverse changes in market sentiment towards the natural resource industry;
- currency exchange rate fluctuations;
- exposure to interest rate fluctuations; and
- adverse changes in factors affecting the success of exploration and development operations, such as increases in expenses, changes in government policy and further regulation of the industry, unforeseen major failure, breakdowns or repairs required to key items of plant and equipment resulting in significant delays, notwithstanding regular programmes of repair, maintenance and upkeep; variations in grades and unforeseen adverse geological factors or prolonged weather conditions.

Funding Risk

The Group or the companies in which it has invested may not be able to raise, either by debt or further equity, sufficient funds to enable completion of planned exploration, investment and/or development projects.

Commodity Risk

Commodities are subject to high levels of volatility in price and demand. The price of commodities depends on a wide range of factors, most of which are outside the control of the Company. Mining, processing and transportation costs also depend on many factors, including commodity prices, capital and operating costs in relation to any operational site.

Market Risk

The ability of the Group (and the companies it invests in) to continue to secure sufficient and profitable sales contracts to support its operations is a key business risk.

Insurance

The Group does not maintain insurance in respect of its Directors and Officers against liabilities in relation to the Company.

Treasury Policy

The Group finances its operations through equity and holds its cash as a liquid resource to fund the obligations of the Group and take advantage of opportunities as they arise. Decisions regarding the management of these assets are approved by the Board.

Securities Trading

The Board has adopted a EU Market Abuse Regulation that applies to Directors, senior management and any employee who may be in possession of 'inside information'. All such persons are prohibited from trading in the Company's securities if they are in possession of 'inside information'. Subject to this condition and trading prohibitions applying to certain period, trading can occur provided the relevant individual has received the appropriate prescribed clearance.

Relations with Shareholders

The Board is committed to providing effective communication with the shareholders of the Company. Significant developments are disseminated through stock exchange announcements and regular updates of the Company website. The Board views the AGM as a forum for communication between the Company and its shareholders and encourages their participation in its agenda.

Independent Auditor's Report

We have audited the consolidated accounts of CIC Capital Limited for the 12-month period 31 December 2017 set out on pages 18 to 36. These consolidated accounts, have been prepared for the reasons set out in the basis of preparation statement in the consolidated accounts and on the basis of the financial reporting framework of International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU"). This report is also required by Annex 1 item 20.1 of Commission Regulation (EC) No. 809/2004 (the "Prospectus Directive Regulation") and is also given for that purpose.

The report has been released to the Company on the basis that our report shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

Our report was designed to meet the agreed requirements of the Company determined by the Company's needs at the time. Our report should not therefore be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company for any purpose or in any context. Any party other than the Company who obtains access to our report or a copy and chooses to rely on our report (or any part of it) will do so at its own risk. To the fullest extent permitted by law, Sawin & Edwards will accept no responsibility or liability in respect of our report to any other party.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' responsibilities statement the Directors are responsible for the preparation of the consolidated accounts, which are intended by them to give a true and fair view. Our responsibility is to audit, and express an opinion on, the consolidated accounts in accordance with the terms of our engagement letter dated August 2016 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 non-statutory accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts 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 consolidated accounts.

In addition we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited consolidated accounts 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 non-statutory accounts

In our opinion the non-statutory accounts:

- give a true and fair view of the state of the Group's affairs for the 12-month period 31 December 2017 and of its loss for the year then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the EU.

Sawin & Edwards

Sawin & Edwards Chartered Accountants
52 Kingsway Place, Sans Walk
London EC1R 0LU

26 June 2018

Statement of Comprehensive Income

The audited consolidated statements of comprehensive income of the Group for the 12-month period 31 December 2017 are set out below:

	Note	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Revenue			
Income from rendering of services		850,000	80,161
Administrative expenses		82,534	(801,829)
Operating Profit/(loss)	**4**	**932,534**	**(721,667)**
Income tax expense	**7**	-	-
Profit/(Loss) after taxation		**932,534**	**(721,667)**
Profit/(Loss) for the period		932,534	(721,667)
Total comprehensive Profit/(Loss) attributable to owners of the parent		**932,534**	**(721,667)**
Profit/(Loss) per share (excluding share of net associates)			
Basic and diluted	**8**	0.0010	(0.0010)
Profit/(Loss) per share (including share of net associates)			
Basic and diluted	**8**	0.0010	(0.0010)

Statement of Changes in Equity

The audited consolidated statements of changes in equity of the Group for the 12-month period 31 December 2017 are set out below:

	Share Capital £	Convertible Loans classified as Equity £	Accumulated profit/(deficit) £	Foreign Exchange Reserve £	Warrant Reserve £	Total £
As at 31 December 2015	**30,544**	**1,991,315**	**(2,326,312)**	**-**	**-**	**(304,453)**
Comprehensive income						
Loss for the period	-	-	(721,667)	-	-	(721,667)
Issued warrants	-	-	-	-	-	-
Foreign exchange translation	-	-	-	-	-	-
Total comprehensive loss for the period	**-**	**-**	(721,667)	**-**	**-**	**-721,667**
Transaction with owners						
Issue of Common Shares	-	-	-	-	-	-
Convertible loans classified as equity	-	482,977	-	-	-	482,977
Total transaction with owners	-	482,977	-	-	-	**482,977**
As at 31 December 2016	**30,544**	**2,474,293**	**(3,047,980)**	**-**	**-**	**(543,143)**
Comprehensive income						
Profit/(Loss) for the period	-	-	932,534	-	-	932,534
Issued warrants	-	-	-	-	-	-
Foreign exchange translation	-	-	-	-	-	-
Total comprehensive loss for the period	**-**	**-**	932,534	**-**	**-**	**932,534**
Transaction with owners						
Issue of Common Shares	414,811	-	-	-	-	414,811
Convertible loans classified as equity	-	(850,000)	-	-	-	(850,000)
Total transaction with owners	414,811	(850,000)	-	-	-	**435,189**
As at 31 December 2017	**445,355**	**1,624,293**	**(2,115,446)**	**-**	**-**	**(45,798)**

Share capital comprises the Common shares issued by the Company.
Convertible Loans classified as equity, are dealt with in note 13.
Retained earnings represent the aggregate retained earnings of the Group.

Statement of Financial Position

The audited consolidated statements of financial position of the Group for the 12-month period 31 December 2017 are set out below:

	Note	YE 31 Dec 2017 £	YE 31 Dec 2016 £
ASSETS			
Non-current assets			
Investments	**10**	34,258	34,258
Total non-current assets		**34,258**	**34,258**
Current assets			
Trade and other receivables	**11**	**30,544**	**30,544**
Cash and cash equivalents		**-**	**-**
Total current assets		**30,544**	**30,544**
Total assets		**64,802**	**64,802**
EQUITY & LIABILITIES			
Current liabilities			
Trade and other payables	**14**	110,600	607,945
Due to related parties		-	-
Total current liabilities		**110,600**	**607,945**
Capital and reserves			
Share capital	**12**	445,355	30,544
Convertible Loans classified as equity	**13**	1,624,293	2,474,293
Accumulated deficit		(2,115,446)	(3,047,980)
Total equity attributable to equity holders		**(45,798)**	**(543,143)**
Total equity and liabilities		**64,802**	**64,802**

For and Behalf of the Board
26 June 2018

Statement of Cash Flows

The audited consolidated statements of cash flows of the Group for the 12-month period 31 December 2017 are set out below:

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Cash flow from operating activities		
Profit/(Loss) for the period before taxation	932,534	(721,667)
Adjustments for:		
Share of net associates	-	-
Operating cash flows before movements working capital	**932,534**	**(721,667)**
Decrease/Increase in trade and other payables	(497,345)	193,618
Decrease/Increase in trade and other receivables	-	-
Net cash used in operating activities	**435,189**	**(528,049)**
Cash flow from investing activities		
Fixed assets	-	
Investments	-	
Net cash used in investing activities	**-**	**-**
Cash flow from financing activities		
Issuance of Common Shares	414,811	-
Increase in due to related parties	-	-
Issuance of convertible loans	(850,000)	482,977
Net cash generated from financing activities	**(435,189)**	**482,977**
Net increase in cash and cash equivalents	**-**	**(45,072)**
Cash and cash equivalent at beginning of period	-	45,072
Cash and cash equivalent at end of period	**-**	**-**

1 General Information

The Company was incorporated on 13 December 2013 in the Seychelles under the International Business Companies Act 1994, and the regulations made thereunder, as an exempted company limited by shares with the registered number 137439.

The Company seeks to acquire equity interests in the mining and energy infrastructure sectors, in the hope to achieve high capital appreciation on the sale of such equity interests when its clients come to market. In return, the Company provides advisory and consulting services, including advice on listings.

The Company's registered office is located at Suite 202, 2nd Floor, Eden Plaza, Eden Island, PO Box 1352, Mahe, Seychelles.

2 Summary of Significant Accounting Policies

(a) Authorisation of financial statements

The Group financial statements of CIC Capital Limited for the 12-month period 31 December 2017 were authorised for issue by the Board on 26 June 2018 and the balance sheet signed on the Board's behalf by Mr. Robert L. Rhodes.

(b) Statement of compliance with IFRS

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The Company's and Subsidiaries' financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB).

Future changes in accounting policies

IASB (International Accounting Standards Board) and IFRIC (International Financial Reporting Interpretations Committee) have issued the following standards and interpretations with an effective date after the date of these financial statements. Their adoption is not expected to have a material effect on the financial statements.

New standards, amendments and interpretations adopted by the Company

No new and/or revised Standards and Interpretations have been required to be adopted, and/or are applicable in the current year by/to the Company, as standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2016 are not material to the Company.

New standards, amendments and interpretations not yet adopted

At the date of authorisation 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 for the year presented:

- IFRS 9 in respect of Financial Instruments which will be effective for the accounting period beginning on or after 1 January 2018.

- IFRS 15 in respect of revenue from contracts with clients which will be effective for the accounting period beginning on or after 1 January 2018.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

(c) Basis of preparation

The consolidated 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. The financial report is presented in £ Sterling and all values are in pounds (£) unless otherwise stated.

The financial statements have been prepared on a going concern basis, not withstanding the loss for the 12-month period 31 December 2017. This basis assumes that the Group will have sufficient funding to enable it to continue to operate for the foreseeable future and the Directors have taken steps to ensure that they believe that the going concern basis of preparation remains appropriate.

The Directors have prepared financial forecasts which cover a period of at least 12 months from date that these financial statements are approved. These forecasts show that the Group expects to have sufficient financial resources to continue to operate as a going concern.

The Directors anticipate that the Group will have a controlled level of operating costs for the next 12 months, principally the costs of maintaining the listing and of pursuing investment opportunities for the Group.

Therefore they are confident that existing cash balances are adequate to ensure that costs can be covered.

Consequently, the Directors have a reasonable expectation that the Group has adequate resources to continue to operate for the foreseeable future and that it remains appropriate for the financial statements to be prepared on a going concern basis.

(d) Basis of consolidation

The consolidated financial information incorporates the results of the Company and its subsidiaries (the “Group") using the purchase method. In the consolidated statement of financial position, the acquiree’s identifiable assets and liabilities are initially recognized at their fair values at the acquisition date. The results of acquired operations are included in the consolidated income statement from the date on which control is obtained. Inter-company transactions and balances between Group companies are eliminated in full.

(e) Business combination

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are taken into consideration when assessing whether the group controls another entity.

The Group also assesses existence of control where it does not have more than 50 per cent of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise in circumstances where the size of the Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies, for example the re-appointment of directors in general meeting etc.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value 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 recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value acquirer's or at the non-controlling interest's proportionate share of the recognized 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 fair value of the previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the Group is recognized 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 recognized 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.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

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

(f) Revenue recognition policy

The revenue is recognized on accrual basis together with the matching principle. They both determine the accounting period, in which revenues are recognized. According to the principle, revenues are recognized when they are realized or realizable, and are earned (usually when services are rendered), no matter when cash is received.

(g) Foreign currencies

The Company's functional currency is Pounds Sterling (£). Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

As at the reporting date the assets and liabilities of these subsidiaries are translated into the presentation currency of the Parent, which is Pounds Sterling (£), at the rate of exchange ruling at the balance sheet date and their income statements are translated at the average exchange rate for the year. The exchange differences arising on the translation are taken directly to a separate component of equity.

All other differences are taken to the income statement with the exception of differences on foreign currency borrowings, which, to the extent that they are used to finance or provide a hedge against foreign equity investments, are taken directly to reserves to the extent of the exchange difference arising on the net investment in these enterprises. Tax charges or credits that are directly and solely attributable to such exchange differences are also taken to reserves.

(h) Significant accounting judgments, estimates and assumptions

Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

(i) Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model.

(i) Finance costs/revenue

Borrowing costs are recognized as an expense when incurred.

Finance revenue is recognized as interest accrues using the effective interest method. This is a method of calculating the amortized cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(j) Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in-hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(k) Trade and other receivables

Trade receivables, which generally have 30-day terms, are recognized and carried at original invoice amount less an allowance for any uncollectible amounts.

(l) Financial instruments

The Group's financial instruments, other than its investments, comprise cash and items arising directly from its operation such as trade debtors and trade creditors.

There is no material difference between the book value and fair value of the Group's cash.

(m) Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the tax computations, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case it is also dealt with in equity.

(n) Equity contribution

This reserve is used to record the valuation of common shares issued, less any attributable costs of these issues, and other specific capital related costs.

(o) Share based payments reserve

This reserve is used to record the value of equity benefits provided to employees and Directors as part of their remuneration and provided to consultants and advisers hired by the Group from time to time as part of the consideration paid.

(p) Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

An assessment is also made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Income Statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future period to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life

(q) Trade and other payables

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

(r) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

(s) Share-based payment transactions

(i) Equity settled transactions:

The Group provides benefits to employees (including senior executives) and consultants of the Group in the form of share-based payments, whereby employees and consultants render services in exchange for common shares or rights over common shares (equity-settled transactions).

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black-Scholes model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the common shares (market conditions) if applicable.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees and consultants become fully entitled to the award (the vesting period).

The Income Statement charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(t) Earnings per share

Basic earnings per share is calculated as net profit/loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of common shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential common shares that have been recognized as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential common shares; divided by the weighted average number of common shares and dilutive potential of common shares, adjusted for any bonus element.

(u) Capital management

The Company's capital consists wholly of common shares. There are no other categories of common shares in issue and the Company does not use any other financial instruments as capital substitutes or quasi capital. The Company's board of directors as a whole manages the capital by considering the need to raise further capital to meet operating and development costs on a rolling twelve months basis so as to enable the accounts to be prepared on a going concern basis but without unnecessary dilution of existing shareholder interests.

The board always places a priority on maximizing the return to existing shareholders before raising further capital. There are no externally imposed capital requirements on the Company.

Details of the ordinary share capital are set out in note 12.

(v) Critical accounting judgments in applying the consolidated entity's accounting policies

The Gobi Mineral project shown in the accounts of an associated company has yet to reach a stage of development where a determination of the technical feasibility or commercial viability can be assessed. In these circumstances, whether there is any indication that the asset has been impaired is a matter of judgment, as is the determination of the quantum of any required impairment adjustment. The Directors have used their experience to conclude that no impairment adjustment is required in the current year.

(w) Non-current asset – investment in associate

An associate is an entity, other than a partnership, over which the Group exercises significant influence, but not control, over financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for using the equity method and are initially recognized at cost.

The consolidated financial statement includes the Group's share of the total recognized gains and losses of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an associate.

Unrealised gains arising from transactions with associates are eliminated to the extent of the Group's interest in the entity with adjustments made to the "Investment in associates" and "Share of associates net profit / (loss)" accounts.

When an associate makes a new issue of capital, changing the Group's percentage ownership, changes in the share of retained profits are reflected in the net profit or loss and changes in the share of reserves are reflected as direct adjustments to the specific equity accounts.

3 Business segments

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of directors. The directors are of the opinion that the business of the group comprises a single activity being investments and advice within emerging markets.

The Company is the parent company of the Group. The only subsidiaries of the Company are as follows:

Name	Country of incorporation	Proportion of ownership interest	Principal activity
CIC Capital Limited	Hong Kong	100%	Advisory Services
Shenzhen Xinjinhe Capital Management Co. Ltd	China	100%	Administrative Services

The analysis of turnover, gross profit, assets and liabilities by the component used by the CODM to make decisions about operating matters is as follows:

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Revenue	850,000	80,161
Profit/(Loss) for the period	932,534	(721,667)
Carrying amount of assets	64,802	64,802
Carrying amount of liabilities	110,600	(607,945)

4 Profit/(Loss) from Operation

Net Profit/(loss) from operations is stated after charging:

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Staff Salaries	-	314,638
Director fees*	-	132,000
Auditor remuneration	15,000	15,000

*CEO does not receive director fee
Directors and CEO did not charge any fees for YE 31 December 2017

5 Employee Information

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Staff Salaries	-	314,638

The average number of salaried employees during the period was nil (2016: 9, 2015: 9).

6 Directors Emoluments

The remuneration of the directors, who are the key management personnel of the Group and Company, is set out below in aggregate per director, this was as follows:

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Directors' fees		
Frank Lewis	-	36,000
Philip Gerald Porter	-	24,000
Rob Leslie Rhodes	-	24,000
Terrence Larkan	-	24,000
Hongguang Li (Kevin)	-	24,000
	-	**132,000**

Directors and CEO did not charge any fees for YE 31 December 2017

7 Income Tax Expense

The Company is a Seychelles Corporation subject to a corporate tax rate of nil. Xinjinhe China subsidiary subject to corporation tax of 25% as at 31 December 2016 and 31 December 2017.

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Corporation Tax		
Current year expense	-	-
Current year deferred tax assets not recognized	-	-
	-	-
Corporation tax expense in income statement		
	-	-
Numerical reconciliation between income tax expense and pre tax net loss	-	-
Profit/(Loss) before tax	932,534	(721,667)
Income tax expense using domestic corporation tax rate of % (2015 & 2014: 0%):	-	-
Increase in income tax due t effects of:	-	223,881
Overseas loss China	-	(223,881)
Increase in potential tax credit	(932,534)	-
Corporation tax expense on pre-tax net result	**-**	**-**

No recognition has been made of the deferred tax rate in respect of the losses shown incurred in China as the directors are of the opinion that this may not be realizable in the foreseeable future.

8 Loss per common share

Basic loss per Common share is calculated by dividing the loss attributable to equity holders of the Group by the weighted average number of common shares in issue during the period:

	YE 31 Dec 2017	YE 31 Dec 2016
Gross Revenue	850,000	80,161
Profit/(Loss) for the year excluding share of associate results	932,534	(721,667)
Profit/(Loss) for the year including share of associate results	932,534	(721,667)
Weighted Ave. No. of shares outstanding	513,693,533	510,208,359
Loss per Share (basic & diluted)*	0.001	(0.001)
Loss per Share (basic & diluted) including share of associate results	0.001	(0.001)

*excluding share of associate results

Diluted loss per common share is calculated by adjusting the weighted average number of Common shares outstanding to assume conversion of all dilutive potential Common shares. As the Group has made a loss in the period, the potential Common shares are anti-dilutive and not included in the calculation.

9 Dividends

On 13 January 2015, the Company distributed 20,000,000 common shares in specie in CIC Gold Group Limited to all of its shareholders.

On 14 October 2015, the Company distributed 13,500,000 and 34,000,000 common shares in specie respectively, in CIC Fuels Group Limited and CIC Brancepeth Coal Limited to the shareholders of the Company.

No dividends were issued in YE 31 December 2016 and YE 31 December 2017.

10 Non-current assets: Investments in associated undertakings

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Balance brought forward	34,258	34,258
Additions share of associate	-	-
Net Result	-	-
Balance	**34,258**	**34,258**

The company holds 35,840,000 common shares (34.6% of common share holding) in CIC Gold for advisory services provided amounting to £519,680. CIC Gold became listed on the Main Market of the London Stock Exchange in June 2015. CIC Gold made a loss of £1,403,037 for the year 31 December 2015, Pursuant to IAS 28 and company accounting policy, the company used equity method to recognize the share of losses of CIC Gold, which was equivalent to £485,451. For the year ending 31 December 2016 and 2017, CIC Gold did not publish their financial statement due to an acquisition and as such the investment in CIC Gold remains at £34,258.

The Company also owns 40.60% common shares in CIC Brancepeth Coal Limited, 19.70% in CIC Fuels Group Limited, 7.50% in Sino Oil Group Limited, as at 31 December 2016 the value of shareholding was £nil as the Company does not value shares in client companies unless they are listed and publicly traded.

11 Trade and Other Receivables

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Trade & other receivables	30,544	30,544

12 Share Capital and Reserves

Authorised

Unlimited common shares without par value.

	Number of common shares	Share Capital GBP
As at 31 Dec 2014	**471,634,004**	**30,544**
Advances received for shares to be issued	-	-
Dividend in Specie CIC Fund shareholders	35,915,187	-
As at 31 Dec 2015	**507,549,191**	**30,544**
Advances received for shares to be issued	-	-
Dividend in Specie CIC Fund shareholders	2,659,168	-
As at 31 Dec 2016	**510,208,359**	**30,544**
Advances received for shares to be issued	-	-
Share issue Directors past salaries	6,913,524	414,811
As at 31 Dec 2017	**517,121,883**	**445,355**

Common shares

On 13 December 2013, the Company was incorporated and had an authorised and issued share capital of 10 common shares of par value US$5,000 each.

On 28 October 2014, the Company:

- converted its share capital from par value to no par value common shares;
- increased its authorised capital to 900,000,000 Common shares of no par value; and
- converted the issued share capital of the Company, comprising 10 shares of US$5,000 each, into 471,634,004 common shares of no par value.
- On 7 November 2014, the Company further changed the denomination of its common shares from US$ to £.

Warrants

During the year ended 31 December 2017, the Company did not issue any warrants.

There are no outstanding warrant in the Company at year-end 31 December 2017.

Share purchase options

The Company does not have a stock option plan. Rather the Company will award other securities (shares), which will grant incentive shares to Directors, officers and employees at the discretion of the Company's Remuneration Committee.

During the year ended 31 December 2017, the Company did not issue any options.

There are no outstanding options in the Company at year ended 31 December 2017.

13 Convertible loan classified as equity

A Convertible Loan Agreements between the Company and CIC Fund. Under the terms of the Convertible Loan Agreement dated 14 May 2014 for £1,400,000, a deed of variation to the original loan agreement dated 1 February 2015 for an additional loan of £1,189,750. A further deed of variation to 1 February 2015 agreement to increase the loan from £1,189,750 to £1,700,000 on the 1 February 2017. The Company received interest free loans of £1,299,646 year ending 31 December 2014, £691,670 year ending 31 December 2015 and £482,977 year ending 31 December 2016. There was no loan draw down in year ending 31 December 2017. The Company paid back £850,000 from revenue generated by advisory services.

The remaining un-drawn balance of convertible loan as at the 31 December 2017 amounted to £1,475,707.

The Convertible Loans are interest free. Repayment of the Convertible Loans are to be made at the option of the Company no later than the second anniversary of the date of the deed of variation, either by the conversion of the Convertible Loans into Common shares at a price of £0.06 per Common share, each such Common share having a Convertible Loan Warrant attaching, or in cash. If the Company elects to drawn down and convert in full the Convertible Loans available under the Convertible Loan Agreement, they will therefore convert into 51,666,667 Common shares and 51,666,667 Convertible Loan Warrants.

On account of the Convertible Loans being convertible at the option of the Company, and in the absence of any interest payable on the Convertible Loans, no element of the financial instrument meets the criteria of a financial liability as defined by IAS 32 Financial instruments. As such, the equity element of the Convertible Loans recognized directly in equity under "Convertible Loans classified as equity" amounted to £1,624,293 as at 31 December 2017.

14 Trade and other payables

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Trade and other creditors	110,600	607,945

The Company has financial risk management policies in place to ensure that all payables are paid with minimal interest being claimed if any.

15 Financial instruments

All of the Group's financial assets are classified as loans and receivables. As at 31 December 2016, the Group's financial assets comprised nil of cash and cash equivalents and £34,258 of investments.

The Group's financial liabilities arise directly from its operations. The Group's financial liabilities comprise trade and other payables and amounts due to related parties. The fair value of the Group's financial liabilities is equal to the initial amount payable as they are due in less than three months.

Risk management policies and procedures

Uncertainty and risk are inherent with any business activity that includes holding/receiving an equity stake in other companies. The Group is therefore exposed to risks which could result in financial losses. The Group's principal risks relate to market risk, operational risk and regulatory and legal risk.

Accordingly, risk management and control of the balance between risk and return are critical elements influencing the Group's financial stability and profitability including, but not limited to deficiencies in the Group's operating policy and inadequacies or breaches in the Group's control procedures.

There is no certainty that the Group's policies and procedures to mitigate its exposure to market and operational risk will be completely effective. Unforeseen events and changes in the economy may lead to market disruptions and unexpected large or rapid changes in market conditions which may have a significant adverse effect on the Group's business and financial prospects and stability.

Currency risk

The Group has a policy of not hedging and therefore takes market rates in respect of foreign exchange risk. It does however review its currency exposure on a regular basis. All of the Group's active companies, including parent and subsidiaries all operate with a functional currency of UK starlings. The majority of cash balances are now held in RMB, therefore which expose to foreign exchange risk.

Credit risk

The Group's credit risk arises from cash and cash equivalents with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "A" are accepted.

Liquidity risk

Liquidity risk arises from the Directors' management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Directors' policy is to ensure that the Group will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, the Directors seek to maintain a cash balance sufficient to meet expected requirements for a period of at least 45 days.

The Directors have prepared cash flow projections on a monthly basis through to 30 June 2016. At the end of the period under review, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

16 Commitments & Contingent Liabilities

As at 31 December 2017, the Group had no material commitments and contingent liabilities other than Group's trade payables.

The loans of £3,100,000 are repayable, in cash or in shares at the option of the Company, in full no later than the second anniversary of the date of the deed of variation. Repayment of the Convertible Loans is to be satisfied by either a) conversion of the Convertible Loans into Common shares at a price of £0.06 per Common share, each such Common share having a Convertible Loan Warrant attaching or b) in cash.

17 Related party transactions

Under the terms of the Convertible Loan Agreements (£3,100,000), the Company drew down and received interest free loans of YE2014 £1,299,646, YE2015 £691,670, YE 2016 £482,977 and YE 2017 £nil from CIC Fund, a company registered in British Columbia, Canada which is a related party by virtue of common directorships of Mr. Stuart J. Bromley, who although is no longer a director of the Company, did serve as a director during the prior period under review.

During the year ending at 31 December 2017 advisory revenue amounting to £850,000 (2016: £nil) were made from a related party CIC Fund.

The Directors converted in year ending at 31 December 2017 fees owing into 6,913,524 shares excluding Frank Lewis.

18 Operating lease

The total of future minimum payments under non-cancellable leases for each period are disclosed below:

	YE 31 Dec 2017 £	YE 31 Dec 2016 £
Not later than one year	-	
Later than 1 year and not later than 5 years;	-	126,570
Later than 5 years	-	-
Total	**-**	**126,570**

19 Events after the reporting date

The Company is undergoing a regulated public listing and will focus on delivering its advisory services activities and revenue generation post listing.

The Company has obtained an extension of two years on conversion to equity in regards to its convertible loans with CIC Fund.

The Directors and Officers have elected to convert director fees to shares and warrants in 2017 and forgo any salaries also in the year ended 31 December 2018.