

# Regulatory Story



[Spinnaker Opportunities PLC](#) - SOP - Annual Financial Report  
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Spinnaker Opportunities PLC  
30 April 2019

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## **Spinnaker Opportunities plc**

("Spinnaker" or the "Company")

### **Annual Report & Financial Statements for the Year Ended 31 December 2018**

Spinnaker Opportunities plc (LON: SOP), the Standard Listed cash shell focused on delivering a material acquisition in the cannabis processing industry, is pleased to announce its Full Year Results for the year ended 31 December 2018.

#### **Period Highlights**

- Raised £170,000 by way of a placing and subscription
- Cash of approximately £1.04 million as at 31 December 2018
- Investment focus of the Company widened to include opportunities in the cannabis processing industry

#### **Post-Period Highlights**

- The Company requested suspension of its listing following the signing of a non-binding Heads of Terms to acquire the entire issued share capital of Kanabo Research Limited ("Kanabo")
- The acquisition of Kanabo would result in Spinnaker shareholders having a minority interest in the enlarged group and would constitute a Reverse Take Over ("RTO")

#### **Spinnaker Chairman, Andy Morrison, said:**

*"We are pleased to be able to update the market on the progress made over 2018 and beyond. Most significantly, Spinnaker widened its investment focus to include opportunities within the cannabis processing industry. We were very pleased to discover Kanabo and we are now focused on delivering the acquisition and the readmission of the enlarged company to trading on the London Stock Exchange."*

*"We believe Kanabo is favourably positioned to take advantage of the burgeoning medical cannabis market within Europe, with its medical-grade vaporiser, research licences and patents and equity interests in cultivation and production facilities."*

*"I would like to take this opportunity to thank Jonathan and Richard for their contributions to the Company during their time with us and to thank our current board colleagues, retained advisers and professional advisers for their dedication and support which we will continue to need as we move ahead with our exciting plans. Whilst there can be no assurance that the proposed acquisition of Kanabo can be concluded, we are hopeful that it will work out. In any event, the Directors remain motivated and committed to securing a suitable transaction as expediently as possible."*

For further information, please visit <http://www.spinnakeropportunities.uk/> or contact the following:

**Peterhouse Capital (Financial Adviser and Joint Broker)**

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Tim Blythe / Julia Tilley / Fergus Cowan / Jane Lenton

**Market Abuse Regulation (MAR) Disclosure**

Certain information contained in this announcement would have been deemed inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 until the release of this announcement.

**Company information**

**Directors**

Andrew Morrison

Anthony Harpur

Alan Hume (appointed 17 September 2018)

Jonathan Bradley-Hoare (resigned 6 December 2018)

Richard Liddell (resigned 15 October 2018)

**Company Secretary**

David Little

**Registered Office**

59-60 Russell Square

London

WC1B 4HP

**Registered Number**

10485105

## **Brokers**

Peterhouse Capital Limited  
15 Eldon Street  
London  
EC2M 7LD

SI Capital Limited  
46 Bridge Street  
Godalming  
GU7 1HL

## **Independent Auditor**

PKF Littlejohn LLP  
Statutory Auditor  
1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

## **Solicitors**

Bishop & Sewell  
50-60 Russell Square  
London  
WC1B 4HP

## **Principal Bankers**

Metro Bank  
One Southampton Row  
London  
WC1 5HA

## **Registrars**

Neville Registrars  
Neville House  
18 Laurel Lane  
Halesowen  
B63 3DA

## **Chairman's Statement**

I am pleased to present the audited financial statements to shareholders for the year ended 31 December 2018.

Following the period under review, on 27 February 2019, the Company announced that it had signed a non-binding Heads of Terms to acquire the entire issued share capital of Kanabo Research Limited ("Kanabo"), for new shares in the Company. Kanabo is a multi-national medicinal cannabis oil company, with a growing portfolio of activities in Israel, United Kingdom and Germany which include:

- Developing, validating and patenting of formulas of medicinal cannabis as well as over-the-counter products. The company holds three licenses for cannabis research, two patents on its formulations, and has already conducted selected pre-clinical trials.
- Exclusive distribution rights in Africa, Asia, the Middle East and Europe for a pharmaceutical-grade vaporizer, which Kanabo has further developed to include metered dosage. This innovation has enabled it to become the first medically approved vaporizer in the world.
- A supply chain including equity interests in multiple international cultivation and production facilities, acquired in exchange for Kanabo's operational expertise and management. This will help to ensure both steady biomass offtake and high-quality production of finished products.

The Kanabo management team has over 30 years' combined experience in bio-pharmaceutical research and development, clinical research, marketing, cannabis extraction and medical devices.

The acquisition of Kanabo, if completed, will result in Spinnaker shareholders having a minority interest in the enlarged group and will constitute a Reverse Take Over ("RTO") under the London Stock Exchange Listing Rules. Therefore, the Company requested an immediate suspension of its listing which took effect from opening of trading on 27 February 2019.

If the acquisition proceeds, as we hope, then these financial statements along with those of Kanabo will appear alongside full information and disclosures concerning the proposed transaction in a prospectus for re-admission of the enlarged group to the Standard List segment of the London Stock Exchange. All being well, shareholders will then have the opportunity to review the information and to vote on the proposed transaction at a general meeting to be convened for the purpose.

The Company was formed to undertake an acquisition of a target company or business in the industrial or energy sectors. Since its original admission in May 2017, the Company's approach has been to conserve as much as possible of its initial capital pending completion of an acquisition. The operating costs of running the business prior to an acquisition are being kept to the minimum required commensurate with full compliance and good governance. To minimise cash costs, the Directors have agreed that no fees will be payable to them for their ordinary duties prior to an acquisition.

The opportunity review and initial due diligence operations of the Company are undertaken by a team comprising the Directors and retained advisers. Retained advisers provide the benefit of their experience on issues such as target quality, potential capital expenditure requirements, commodity market dynamics and business development to assist the Directors in formulating an investment decision. The role of the retained adviser is to advise the Board on a discretionary, part-time consultancy basis as the Board assesses potential acquisitions. In common with the Directors, retained advisers do not receive any fees for their ordinary duties prior to the completion of an acquisition transaction.

The financial highlights of the year began on 3 January 2018 with the successful completion of a placing and subscription to raise gross proceeds of £170,000. The placing and subscription were undertaken with clients of the Company's joint brokers SI Capital and took the form of the issue of 3,400,000 units at a price of 5 pence per unit. Each unit consisted of one ordinary share plus one half warrant exercisable at a price of 7.5 pence per share. The placing and subscription were conducted at a 48 per cent premium to the closing price of the Company's shares of 3.375p on 18 December 2017, demonstrating investor confidence in the Company's planned strategy and helping to underpin the Company's share price throughout the financial year.

In the first six months of 2018, two potential target businesses in the oil and gas sector were high graded for more detailed due diligence. Although they were both in OECD jurisdictions and benefitted at the time from an increasing oil commodity price environment, they did not in the end meet our due diligence criteria and had to be dropped. In the opinion of the Directors, the fundable work programme in the first opportunity presented too binary a risk profile, and in the second opportunity the expected licence extension required for the project did not materialise.

By the middle of 2018 a total of four energy-related businesses had been discarded during due diligence. Against this back-drop and following a period of intensive discussions with key stakeholders, regulators and other interested parties, the Board of Directors resolved to enlarge the investment focus of the Company to include, in addition to the energy and industrial sectors, an analysis of investment opportunities in the cannabis processing industry. The Directors felt confident that there were numerous attractive, near term investment opportunities within both private and public businesses that undertake legal cannabis processing in jurisdictions that were internationally recognised as having well-developed and reputable laws and regulations to govern the emerging industry.

In connection with the change of strategic focus, Alan Hume stepped up from his previous advisory role to join the board on 17 September 2018 and then took on responsibility for preparation of the Company's accounts following the later resignation of Jonathan Bradley-Hoare on 6 December 2018. In recognition of their expertise in the emerging cannabis-related market segment, Peterhouse Capital Ltd were appointed as strategic consultant to the Company on 18 September 2018 and then as Financial Adviser and Joint Broker from 15 October 2018. We then welcomed Zahid Latif as a retained adviser on 6 December 2018, adding to the Company's expertise in the evaluation of opportunities in the industry. Richard Liddell resigned as a director on 15 October 2018.

On 12 December 2018, PKF Littlejohn LLP were appointed as the Company's auditors.

I would like to take this opportunity to thank Jonathan and Richard for their contributions to the Company during their time with us and to thank our current board colleagues, retained advisers and professional advisers for their dedication and support which we will continue to need as we move ahead with our exciting plans. Whilst there can be no assurance that the proposed acquisition of Kanabo can be concluded, we are hopeful that it will work out. In any event, the Directors remain motivated and committed to securing a suitable transaction as expediently as possible.

.....  
**Andrew Morrison**  
**Chairman**

29 April 2019

## **Board of Directors and Senior Management**

### **Andrew Morrison - Non-Executive Chairman**

An outcome-focused Director, General Manager and Chief Executive of growth businesses with successful experience in both major multi-national corporations and smaller public companies. A background in strategic business development combined with technical literacy and an entrepreneurial mind-set and a record of commercial delivery across energy and process industries. Andrew will be responsible for commercial matters and the overall management of Spinnaker Opportunities ('SOPIC'), and in particular in the sourcing and negotiation of a pipeline of RTO opportunities for the business to action.

### **Anthony Harpur - Non-Executive Director**

A senior oil executive in the oil trading units of BP and Shell and ex-CEO of a oil and chemicals trading company based in the Middle East. Anthony is now retired and is a volunteer expedition and walks leader. He welcomes the opportunity to use his knowledge and experience to help SOPIC seek an acquisition of a material business opportunity. In addition to his overall duties, Anthony will contribute to the origination, screening and due diligence on the RTO acquisition inventory.

### **Alan Hume - Non-Executive Director**

Alan is a dynamic and highly developed CFO with significant experience in the oil and gas exploration and production sector as well as the broader energy market. Alan has also held senior finance, commercial and operational roles in the oilfield services, engineering, construction and energy production sectors.

Alan's career has seen him hold many domestic, as well as international, financial responsibilities. He has experience in bringing companies to market as well as leading acquisition and disposal activities. His expertise encompasses blue chip American organisations, AIM listed companies, a TSX-V listed company and start-up ventures.

Alan is a Fellow of the Chartered Institute of Management Accountants.

## Directors' Report

The Directors present their report with the audited financial statements of the Company for the year ended 31 December 2018. The comparatives comprise the period from incorporation on 17 November 2016 to 31 December 2017. A commentary on the business for the year is included in the Chairman's Statement on page 3. A review of the business is also included in the Strategic Report on pages 11 to 14.

The Company's Ordinary Shares were admitted to listing on the London Stock Exchange, on the Official List pursuant to Chapters 14 of the Listing Rules, which sets out the requirements for Standard Listings.

## Directors

The Directors of the Company during the year and their beneficial interest in the Ordinary shares of the Company at 31 December 2018 were as follows:

Director	Position	Appointed	Resigned	Ordinary shares	Options	Warrants
Andrew Morrison*	Non-Executive Chairman	17/11/2016	-	4,600,080	1,250,000	3,400,000
Anthony Harpur	Non-Executive Director	21/02/2017	-	1,400,000	350,000	1,000,000
Jonathan Bradley-Hoare	Non-Executive Director	17/11/2016	06/12/2018	-	-	-
Richard Liddell	Non- Executive Director	21/02/2017	15/10/2018	-	350,000	800,000
Alan Hume	Non-Executive Director	17/09/2018	17/12/2018	400,000	-	400,000

\* The shares and warrants held by Andrew Morrison are held by HSBC Global Custody Nominee (UK) Ltd on behalf of his Self-Invested Personal Pension (SIPP) and Individual Savings Account (ISA).

## Qualifying Third Party Indemnity Provision

At the date of this report, the Company has a third-party indemnity policy in place for all three Directors.

## Substantial shareholders

As at 31 December 2018, the total number of issued Ordinary Shares with voting rights in the Company was 29,400,120. Details of the Company's capital structure and voting rights are set out in note 9 to the financial statements.

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of approval of this report.

Party Name	Number of Ordinary Shares	% of Share Capital
Share Nominees Ltd	5,934,262	20.2%
HSBC Global Custody Nominee (UK) Ltd	4,600,080	15.6%
JIM Nominees Ltd	2,551,088	8.7%
Hargreaves Lansdowne (Nominees) Ltd	1,906,708	6.5%
Thomas Grant & Co Nominees Ltd	1,495,940	5.1%
Fiske Nominees Ltd	1,230,000	4.2%
Lynchwood Nominees Ltd	1,166,867	4.0%
Interactive Investor Services Nominees Ltd	1,146,439	3.9%
Anthony Harpur	1,400,000	4.8%
HSDL Nominees Ltd	1,029,476	3.5%
Mr Gerwyn Williams	1,000,000	3.4%
Barclays Direct Investing Nominees Ltd	990,034	3.4%

## Financial instruments

Details of the use of the Company's financial risk management objectives and policies as well as exposure to financial risk are contained in the Accounting policies and note 15 of the financial statements.

## Greenhouse Gas (GHG) Emissions

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the year under review, it has not been practical to measure its carbon footprint.

In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

## Dividends

The Directors do not propose a dividend in respect of the year ended 31 December 2018 (31 December 2017: nil).

## Future developments and events subsequent to the year end

Further details of the Company's future developments and events subsequent to the year-end are set out in the Strategic Report on pages 11 to 14.

### **Corporate Governance**

The Governance report forms part of the Director's Report and is disclosed on pages 15 to 21.

### **Going Concern**

The Company's business activities, together with facts likely to affect its future operations and financial and liquidity positions are set out in the Chairman's Statement and also note 2 of the financial statements. In addition, note 15 to the financial statements disclose the Company's financial risk management policy.

The Directors having made due and careful enquiry, are of the opinion that the Company has adequate working capital to execute its operations over the next 12 months. The Directors therefore have made an informed judgement, at the time of approving the financial statements, that there is reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have adopted the going concern basis of accounting in the preparation of the annual financial statements.

### **Principal Activities**

The Company's principal activity is to seek an acquisition in the energy and industrial sectors, with focus since September 2018 on the cannabis processing industry.

### **Auditors**

The Board appointed PKF Littlejohn LLP as auditors of the Company on 12 December 2018. They have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

### **Statement of Directors' responsibilities**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by 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 Company and of the profit or loss of the Company for that year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies with a Standard Listing.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and accounting estimates that are reasonable and prudent;
- State whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and the Remuneration Committee Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible to make a statement that they consider that the annual report and accounts, taken as a whole, is fair, balanced, and understandable and provides the information necessary for the shareholders to assess the Company's position and performance, business model and strategy.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

### **Statement of Directors' responsibilities pursuant to Disclosure and Transparency Rule**

Each of the Directors, whose names and functions are listed on page 7 confirm that, to the best of their knowledge and belief:

- the financial statements prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Annual Report and financial statements, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

### **Disclosure of Information to Auditors**

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 a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This directors' report was approved by the Board of Directors on 29 April 2019 and is signed on its behalf by:

.....  
**Andrew Morrison**  
**Chairman**

### **Strategic Report**

The Directors present the Strategic Report of Spinnaker Opportunities Plc for the year ended 31 December 2018.

### **Review of Business in the Period**

### **Operational Review**

The Company's principal activity is set out in the Directors' Report on page 9.

On 3 January 2018, the Company raised gross proceeds of £170,000 with the issue of 3,400,000 units at a price of 5 pence per unit. Each unit consisted of one ordinary share plus one half warrant exercisable at a price of 7.5 pence per share.

In 2018 the Company evaluated a number of energy-related businesses but found them unsuitable during due diligence. After a period of intensive and careful discussions and consideration, the Board of Directors resolved to enlarge the investment focus of the Company to include, in addition to the energy and industrial sectors, an analysis of investment opportunities in the cannabis processing industry. See also the Chairman's statement on pages 3 - 5.

## **Business Strategy**

The Company is focused on delivering a material acquisition in the cannabis processing industry and a number of opportunities have been evaluated and developed.

## **Event since the year end**

On 27 February 2019, the Company requested suspension of its listing following the signing of a non-binding Heads of Terms to acquire the entire issued share capital of Kanabo Research Limited.

## **Financial review**

### **Results for the 2018 period**

The Company incurred a loss for the year to 31 December 2018 of £159,000 (Period ended 31 December 2017 - loss of £190,000).

The loss for the year occurred as a result of on-going administrative expenses required to operate the Company and costs in relation to identifying a suitable acquisition transaction.

### **Cash flow**

Net cash outflow for 2018 was £41,000 (31 December 2017 - £1,082,000 inflow).

### **Closing cash**

As at 31 December 2018, the Company held £1,041,000 of cash (31 December 2017 - £1,082,000).

### **Key Performance Indicators**

There are no key performance indicators for this period as the Company did not commence its investment activity.

### **Position of Company's Business**

#### *During the year*

On 3 January 2018, the Company issued 3,400,000 ordinary shares of £0.025 each and 1,700,000 warrants exercisable at £0.075 each at a placing price of £0.05 per placing unit of one share and one half warrant. The shares rank pari passu in all respects of the existing ordinary shares.

#### *At the year end*

At the year end the Company's Statement of Financial Position shows net assets totaling £1,037,000 (31 December 2017 - £1,028,000). The Company has few liabilities and is considered to have a strong cash position at the reporting date.

#### *Environmental matters*

The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environmental matters.

*Employee information*

At present, there are no female Directors in the Company. The Company has a Chairman, and two Non-Executive Directors. There are also two Board advisers.

*Social/Community/Human rights matters*

The Company ensures that employment practices take into account the necessary diversity requirements and compliance with all employment laws. The Board has experience in dealing with such issues and sufficient training and qualifications to ensure they meet all requirements.

*Anti-corruption and anti-bribery policy*

The government of the United Kingdom has issued guidelines setting out appropriate procedures for companies to follow to ensure that they are compliant with the UK Bribery Act 2010. The Company has conducted a review into its operational procedures to consider the impact of the Bribery Act 2010 and the Board has adopted an anti-corruption and anti-bribery policy.

**Principal Risks and Uncertainties**

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors consider the following risk factors are of particular relevance to the Company's activities although it should be noted that this list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

<b>Risks/Uncertainties to the Company</b>		
<b>Issue</b>	<b>Risk/Uncertainty</b>	<b>Mitigation</b>
<b>Unproven business model</b>	The Company has not yet commenced trading and must complete an acquisition in a timely manner. The Company is currently focussed on an acquisition target in the cannabis processing industry which could be subjected to greater regulatory scrutiny, leading to delays in completion of an acquisition. The Company is acting as a pioneer in the industry sector.	The management team has experience in advising, investing in and/or managing a number of companies across a variety of sectors. External advisers with specific related knowledge and experience have been brought in following the Company's decision to focus on the cannabis processing industry.

<p><b>The Company may face significant competition in its chosen industry</b></p>	<p>There may be significant competition faced by the Company. The Company is currently focussed on the cannabis processing industry which received considerable publicity in the past year. Such competition may come from fellow investors looking to buy into similar targets or, following an acquisition, an excess in suppliers when the time comes to market the product. A number of these competitors may possess greater technical, financial and other resources than the Company.</p>	<p>The growth prospects in the cannabis industry are widely regarded as very strong, which may help to reduce the effect of competition. By consulting with knowledgeable experts in the industry, carrying out thorough due diligence on potential targets and extensive market research, the Company may reduce this risk.</p>
<p><b>The Company relies on the experience and talent of its management and advisors</b></p>	<p>The successful management and operations of the Company are reliant upon the contributions of directors and advisors. In addition, the Company's future success depends in part on its ability to continue to recruit, motivate and retain highly experienced and qualified directors and consultants.</p>	<p>The Company offers incentives to Directors through participation in share offerings, which makes them linked to the long term success of the business.</p>
<p><b>The Company may be subject to changes in regulation affecting its target industry</b></p>	<p>The cannabis processing industry in which the Company is focussed on is controversial and is highly regulated. Against a backdrop of overall liberalisation, the industry will likely continue to be the subject of regulatory oversight. Compliance with various laws and regulations may impose compliance costs and restrictions on the Company, with fines and/or sanctions for non-compliance.</p>	<p>The Company monitors legislative and regulatory changes and alters its business practices where appropriate. In the event that the Company becomes subject to specific regulation regarding its activities either before or after an acquisition, the Company will put in place such procedures as are necessary to ensure it complies with such regulation.</p>
<p><b>Raising funding</b></p>	<p>Following completion of an acquisition, the Company must have sufficient cash to fund the operations of the enlarged business which may be significant given that it must carry out ongoing research and is in the drug sector. It may not be easy to obtain additional funds in an industry that could be viewed as high risk.</p>	<p>It is anticipated that a reverse acquisition will take place and that funds will be raised for the enlarged business in conjunction with this. The Company monitors its cash requirements carefully and the net proceeds from the share issues in the prior period and January 2018 has been conserved as much as possible pending completion of an acquisition. Whilst the cannabis processing industry could be considered risky, the returns are considered attractive.</p>

## Composition of the Board

A full analysis of the Board, its function, composition and policies, is included in the Governance Report.

## Capital structure

The Company's capital consists of ordinary shares which rank pari passu in all respects which are traded on the Standard segment of the Main Market of the London Stock Exchange. There are no restrictions on the transfer of securities in the Company or restrictions on voting rights and none of the Company's shares are

owned or controlled by employee share schemes. There are no arrangements in place between shareholders that are known to the Company that may restrict voting rights, restrict the transfer of securities, result in the appointment or replacement of Directors amend the Company's Articles of Association or restrict the powers of the Company's Directors, including in relation to the issuing or buying back by the Company of its shares or any significant agreements to which the Company is a party that take effect after or terminate upon, a change of control of the Company following a takeover bid or arrangements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that may occur because of a takeover bid.

Approved by the Board on 29 April 2019

.....  
**Andrew Morrison**  
**Chairman**

## **Governance Report**

### **Introduction**

The Company recognises the importance of, and is committed to, high standards of Corporate Governance. Whilst the Company is not formally required to comply with the UK Corporate Governance Code, the Company has voluntarily applied the requirements of the UK Code of Corporate Governance published in April 2016 (the Code). The following sections explain how the Company has applied the Code:

### **Compliance with the UK Code of Corporate Governance**

The UK Corporate Governance Code, as published by the Financial Reporting Council, is the corporate governance regime for England and Wales. The Company has stated that, to the extent practicable for a company of its size and nature, it follows the UK Corporate Governance Code. The Directors are aware that there are currently certain provisions of the UK Corporate Governance Code that the Company is not in compliance with, given the size and early stage nature of the Company, these include:

- Provision C.3.1 of the Code requires that a majority of the members of the Audit Committee must be independent. From the beginning of the year through to 15 October 2018, the Audit Committee comprised two Non-Executive Directors. Since the 15 October 2018, the Audit Committee consists of one independent Non-Executive Director. The Directors consider the present composition to be adequate given the size of the Company and volume of transactions.
- Provision C.3.1 of the Code requires that at least one member of the Audit Committee must have competence in accounting or auditing, or both. The Committee consisted of one Non-Executive Director at the year end, who does not directly have experience in accounting or auditing. However, his experience of finance gained in the industry is considered sufficient given the present size and stage of development of the Company. See also page 18.
- The Audit Committee and Remuneration Committee are made up of one Non-Executive Director. This is outside the principles of C.3.1 and D.2.1 of the Corporate Governance Code, which requires that smaller companies should establish these committees with at least two Non-Executive Directors. The Directors consider the present structure and arrangements to be adequate given the size and stage of development of the Company.

- Provision B.1.2 of the Code requires that a smaller company should have at least two Independent Non-Executive Directors. The Board currently consists of three Non-Executive Directors. All the Non-Executive Directors are interested in ordinary shares in the Company and cannot therefore be considered fully independent under the Code. However, the Non-Executive Directors are considered to be independent in character and judgement.
- As a consequence of the above, where provisions of the Code require the appointment of independent directors, for example as chairman or as senior independent director, the Company is not in full compliance with the Code - this applies in relation to various provisions of the Code including A.3.1, A.4.1, A.4.2, B.1.1, B.1.2). However, the Directors consider the present structure and arrangements to be adequate given the size and stage of development of the Company.
- The roles of Chairman and Chief Executive are undertaken by the same individual. This is outside the principles of A.2.1. of the Corporate Governance Code applicable to smaller companies, which requires that these roles should not be exercised by the same individual. However, the Directors consider the present structure and arrangements to be adequate given the size and stage of development of the Company.
- There is currently no formal induction for directors joining the Board. This is outside the principles of B.4.1. of the Corporate Governance Code, which requires that the Chairman should ensure that new Directors receive a full, formal and tailored induction on joining the Board. As set out in page 19, an informal induction is considered sufficient given the size and limited complexity of the Company.
- The Nomination Committee is made up of two Non-Executive Directors. This is outside the principles of B.2.1. of the Corporate Governance Code, which requires that a majority of members should be independent Non-Executive Directors; see point on independence above. The Directors consider the present structure and arrangements to be adequate given the size and stage of development of the Company.

The UK Corporate Governance Code can be found at [www.frc.org.uk](http://www.frc.org.uk).

Set out below are Spinnaker Opportunities' corporate governance practices for the year ended 31 December 2018. After the Company has completed an acquisition, these corporate governance practices will be considered and reviewed to ensure they remain appropriate.

## **Leadership**

The Company is headed by an effective Board which is collectively responsible for the long-term success of the Company.

*The role of the Board* - The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company. The Board has a formal schedule of matters reserved which is provided later in this report.

*Board Meetings* - The core activities of the Board are carried out in scheduled meetings of the Board. These meetings are timed to link to key events in the Company's corporate calendar and regular reviews of the business are conducted. Additional meetings and conference calls are arranged to consider matters which require decisions outside the scheduled meetings. During the year, the Board met on 16 occasions. Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to discuss any

issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations. Where Directors have concerns which cannot be resolved about the running of the company, or a proposed action, they will ensure that their concerns are recorded in the Board minutes.

*Matters reserved specifically for Board* - The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of:

- The Company's overall strategy;
- Financial statements and dividend policy;
- Management structure including succession planning, appointments and remuneration; material acquisitions and disposals, material contracts, major capital expenditure projects and budgets;
- Capital structure, debt and equity financing and other matters;
- Risk management and internal controls;
- The Company's corporate governance and compliance arrangements; and
- Corporate policies.

Certain other matters are delegated to the Board Committees, namely the Audit, Nomination and Remuneration Committees.

*Summary of the Board's work in the year* - During the year, the Board considered all relevant matters within its remit, but focused in particular on the establishment of the Company and the identification of suitable investment opportunities for the Company to pursue, the associated due diligence work as required and the decisions thereon.

Attendance at meetings:

<b>Member</b>	<b>Position</b>	<b>Meetings attended</b>
Andrew Morrison	Non-Executive Chairman	16 of 16
Anthony Harpur	Non-Executive Director	16 of 16
Jonathan Bradley-Hoare	Non-Executive Director	10 of 16
Richard Liddell	Non-Executive Director	13 of 13
Alan Hume	Non-Executive Director	3 of 3

The Board is pleased with the high level of attendance and participation of Directors at Board and committee meetings. Attendance at Committee meetings is detailed in the respective Committee reports.

The Chairman, Andrew Morrison, proposes and seeks agreement to the Board Agenda and ensures adequate time for discussion.

Directors appointed by the Board are subject to election by shareholders at the Annual General Meeting of the Company following their appointment and thereafter are subject to re-election in accordance with the Company's articles of association.

The terms and conditions of appointment of Non-Executive Directors will be made available upon written request.

## **Remuneration Committee**

The Company has established a Remuneration Committee, the sole member being Anthony Harpur, a Non-Executive Director, to assist the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the policy on remuneration.

The report of the Remuneration Committee is included in this Annual Report. Formal terms of reference for the Remuneration Committee have been documented and are made available for review at the AGM.

### **Audit Committee**

The Company has established an Audit Committee with delegated duties and responsibilities. Due to the size and nature of the Company and Board there is currently only one member of the Audit Committee being Anthony Harpur, a non-Executive Director. Anthony is an experienced senior business leader who has officiated on many committees during his business life. He has held budget and P&L responsibilities and fully understands the requirements of independent audit. The Audit Committee is responsible, amongst other things, for making recommendations to the Board on the appointment of auditors and the audit fee, monitoring and reviewing the integrity of the Company's financial statements and any formal announcements on the Company's financial performance as well as reports from the Company's auditor on those financial statements. In addition, the Audit Committee will review the Company's internal financial control and risk management systems to assist the Board in fulfilling its responsibilities relating to the effectiveness of those systems, including an evaluation of the capabilities of such systems in light of the expected requirements for any specific acquisition target.

The Audit Committee meets at least twice a year and more frequently if required.

Terms of reference of the Audit Committee will be made available upon written request.

The Audit Committee report is included on page 26.

### **Nominations Committee**

The Company has established a Nominations Committee, the members of which are Andrew Morrison and Anthony Harpur. The committee meets as required to fulfil its duties of reviewing the Board structure and composition and identifying and nominating candidates to fill Board vacancies as they arise.

Terms of reference of the Nominations Committee will be made available upon written request.

The Nominations Committee report is included on page 28.

*Other governance matters* - All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board committee has access to the advice of the Company Secretary.

*The Company Secretary* - The Company Secretary is David Little who is responsible for the Board complying with UK procedures.

### **Effectiveness**

For the period under review the Board comprised of a Chairman and 2 Non-Executive Directors. Biographical details of the Board members are set out on page 7 of this report.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively.

*Independence* - The non-executive Directors bring a broad range of business and commercial experience to the Company. The Board considers all the non-executive Directors to be independent in character and judgement; this has been explored in more detail on page 15.

*Appointments* - the Board is responsible for reviewing the structure, size and composition of the Board and making recommendations to the Board with regards to any required changes.

*Commitments* - All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

*Induction* - All new Directors received an informal induction as soon as practical on joining the Board. No formal induction process exists for new Directors, given the size of the Company, but the Chairman ensures that each individual is given a tailored introduction to the Company and fully understands the requirements of the role.

*Conflict of interest* - A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

*Board performance and evaluation* - The Chairman normally carries out an annual formal appraisal of the performance of the other Directors which takes into account the objectives set in the previous year and the individual's performance in the fulfilment of these objectives.

Although the Board consisted of three male Directors, the Board supports diversity in the Boardroom and the Financial Reporting Council's aims to encourage such diversity. Aside from the Directors, there are no employees in the Company. The following table sets out a breakdown by gender at 31 December 2018:

	Male	Female
Directors	3	-

The Board will pursue an equal opportunity policy and seek to employ those persons most suitable to delivering value for the Company.

### **Accountability-**

The Board is committed to providing shareholders with a clear assessment of the Company's position and prospects. This is achieved through this report and as required other periodic financial and trading statements. The Board has made appropriate arrangements for the application of risk management and internal control principles. The Board has delegated to the Audit Committee oversight of the relationship with the Company's auditors as outlined in the Audit Committee report on pages 26-27.

*Going concern* - The preparation of the financial statements requires an assessment on the validity of the going concern assumption.

In making their assessment of going concern, the Directors have reviewed forecasts for a period of at least 12 months from the date of approval of these financial statements. The Directors recognise the small cost base of the Company and their ability to conserve cash. As a result the Directors consider that the Company has sufficient funds for the required timeframe and as such they consider it appropriate to adopt the going concern basis in the preparation of the financial statements.

*Internal controls* - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliance and risk management. The Company had necessary procedures in place for the year under review and up to

the date of approval of the Annual Report and financial statements. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments.

The Directors are responsible for taking such steps as are reasonably available to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

At the present, due to the size of the Company, there is no internal audit function. The requirement for internal audit will be considered following the completion of a transaction.

## **Shareholder relations**

*Communication and dialogue* - Open and transparent communication with shareholders is given high priority and there is regular dialogue with institutional investors, as well as general presentations made at the time of the release of the annual and interim results. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly to individual shareholders and also publishes them on the Company's website. Regular updates to record news in relation to the Company and the status of its exploration and development programmes are included on the Company's website. Shareholders and other interested parties can subscribe to receive these news updates by email by registering online on the website free of charge.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance. Meetings are also held with the corporate governance representatives of institutional investors when requested.

*Annual General Meeting* - At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

This Governance Report was approved by the Board and signed on its behalf by:

.....  
Andrew Morrison  
**Non-Executive Chairman**  
29 April 2019

## **Remuneration Committee Report**

The Remuneration Committee presents its report for the year ended 31 December 2018.

### **Membership of the Remuneration Committee**

The Remuneration Committee is currently comprised of one Non- Executive Director, Anthony Harpur.

During the year ended 31 December 2018, one formal meeting of the Remuneration Committee was held.

Subject to what appears below, no other third parties have provided advice that materially assisted the Remuneration Committee during the year.

The items included in this report are unaudited unless otherwise stated.

## Remuneration Committee's main responsibilities

- The Remuneration Committee considers the remuneration policy, employment terms and remuneration of the Board and advisors;
- The Remuneration Committee's role is advisory in nature and it makes recommendations to the Board on the overall remuneration packages;
- The Remuneration Committee, when considering the remuneration packages of the Company's Board, will review the policies of comparable companies in the industry.

## Report Approval

A resolution to approve this report will be proposed at the AGM of the Company. The vote will have advisory status, will be in respect of the remuneration policy and overall remuneration packages and will not be specific to individual levels of remuneration.

## Remuneration policy

In accordance with the commitments made in the Company's IPO prospectus, the Company does not remunerate any of its Directors or Retained Advisers for their ordinary duties prior to an acquisition and currently has no employees. At this stage of the Company's growth there is therefore no remuneration policy in place. If the Company decides to remunerate the Directors or hires any employees then a policy will be put in place.

There was no vote taken during the last general meeting with regard to the Directors' remuneration policy. This is considered reasonable given that the Company was not listed in the preceding financial year and there was therefore no requirement for such a remuneration policy.

## Non-executive Directors

The Company policy is that the Non-Executive Directors are expected to attend scheduled board meetings and attend committee meetings as required. The Company does not have service contracts with any of the directors.

## Other Employees

At present there are no other employees in the Company other than the Directors, so this policy only applies to the Board.

## Terms of appointment

The services of the Directors are provided in accordance with their appointment letter. Directors are expected to devote such time as is necessary for the proper performance of their duties, but as a minimum they are expected to commit at least one day per month, which shall include attendance at all meetings of the Board and any sub-committees of the Board.

<b>Director</b>	<b>Year of appointment</b>	<b>Number of years completed</b>
Anthony Harpur	2017	2
Andrew Morrison	2016	3

Alan Hume	2018	-
Jonathan Bradley-Hoare	2016	3 (resigned)
Richard Liddell	2017	2 (resigned)

### Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors for the year ended 31 December 2018 (GBP):

Name of Director	Salary and fees	Taxable benefits	Annual bonus and long term benefits	Pension related benefits	Other	Total
	£	£	£	£	£	£
Anthony Harpur	-	-	-	-	-	-
Andrew Morrison	-	-	-	-	-	-
Jonathan Bradley-Hoare*	-	-	-	-	-	-
Richard Liddell**	-	-	-	-	-	-
Alan Hume	-	-	-	-	-	-

\* Resigned on 6 December 2018

\*\*Resigned on 15 October 2018

Set out below are the emoluments of the Directors for the year ended 31 December 2017 (GBP):

Name of Director	Salary and fees	Taxable benefits	Annual bonus and long term benefits	Pension related benefits	Other	Total
	£	£	£	£	£	£
Anthony Harpur	-	-	-	-	-	-
Andrew Morrison	-	-	-	-	-	-
Jonathan Bradley-Hoare	-	-	-	-	-	-
Richard Liddell	-	-	-	-	-	-
Alan Hume	-	-	-	-	-	-

### **Pension contributions (audited)**

The Company does not currently have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

The Company has not paid out any excess retirement benefits to any Directors or past Directors.

### **Payments to past directors (audited)**

The Company has not paid any compensation to past Directors.

### **Payments for loss of office (audited)**

No payments were made for loss of office during the year.

### **UK Remuneration percentage changes**

As the remuneration for the preceding financial year is nil for all Directors, no percentage changes for remuneration have been set out in this report.

### **UK 10-year performance graph**

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed since 2017, is not paying dividends, is currently incurring losses as it gains scale and whose focus is to seek an acquisition. In addition and as mentioned above, the remuneration of Directors is not currently linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

### **UK 10-year CEO table and UK percentage change table**

The Directors have considered the requirement for a UK 10-year CEO table. The Directors do not currently consider that including these tables would be meaningful given that the Company is not yet trading and the Directors are not yet remunerated for their services. The Directors will review the inclusion of this table for future reports.

### **Relative importance of spend on pay**

The Directors have considered the requirement to present information on the relative importance of spend on pay compared to shareholder dividends paid. Given that the Company does not currently pay dividends we have not considered it necessary to include such information.

### **UK Directors' shares (audited)**

The interests of the Directors who served during the year in the share capital of the Company at 31 December 2018 and at the date of this report has been set out in the Directors' Report on pages 7-10.

### **Other matters**

In accordance with the Company's IPO Prospectus, subject to completion of an acquisition the Board may award a bonus to one or more Directors and/or Retained Advisers in recognition of their contribution(s) to such

acquisition. Any such bonus will be contingent on completion of the acquisition, will be disclosed to the vendors of the acquired business and will also appear in the prospectus associated with re-admission of the enlarged business to trading. Any sums paid as a bonus will not be material in the context of an acquisition and will not in any event exceed 2% of the aggregate of the total consideration paid in connection with acquisition and the gross proceeds of any fundraising associated with the acquisition.

The Remuneration Committee proposed, and it was resolved by the Directors during the period that the success bonus above will be capped at an aggregate amount of £200,000 and will normally be settled in the form of shares rather than in cash.

The Company does not currently have any other annual or long-term incentive schemes in place for any of the Directors and as such there are no disclosures in this respect.

Approved on behalf of the Board of Directors by:

.....  
Anthony Harpur  
**Non-Executive Director**  
29 April 2019

## **Audit Committee Report**

The Audit Committee comprises one Non-Executive Director, Anthony Harpur. It oversees the Company's financial reporting and internal controls and provides a formal reporting link with the external auditors. The ultimate responsibility for reviewing and approving the annual report and financial statements and the half-yearly report remains with the Board.

### **Main Responsibilities**

The Audit Committee acts as a preparatory body for discharging the Board's responsibilities in a wide range of financial matters by:

- monitoring the integrity of the financial statements and formal announcements relating to the Company's financial performance;
- reviewing significant financial reporting issues, accounting policies and disclosures in financial reports, which are considered to be in accordance with the key audit matters identified by the external auditors;
- overseeing that an effective system of internal control and risk management systems are maintained;
- ensuring that an effective whistle-blowing, anti-fraud and bribery procedures are in place;
- overseeing the Board's relationship with the external auditor and, where appropriate, the selection of new external auditors;
- monitoring the statutory audit of the annual financial statements, in particular, its performance, taking into account any findings and conclusions by the competent authority;
- approving non-audit services provided by the external auditor, or any other accounting firm, ensuring the independence and objectivity of the external auditors is safeguarded when appointing them to conduct non-audit services; and
- ensuring compliance with legal requirements, accounting standards and the Listing Rules and the Disclosure and Transparency Rules.

## **Governance**

The Code requires that at least one member of the Audit Committee has recent and relevant financial experience. Anthony Harpur has over 40 years of experience working with a wide variety of companies. As a result the Board is satisfied that the Audit Committee has recent and relevant financial experience.

Members of the Audit Committee are appointed by the Board and whilst shareholders, the Company believes they are considered to be independent in both character and judgement.

The Company's external auditor is PKF Littlejohn LLP and the Audit Committee will closely monitor the level of audit and non-audit services they provide to the Company.

## **Meetings**

In the year to 31 December 2018 the Audit Committee has met on 2 occasions.

The key work undertaken by the Audit Committee is as follows:

- interview of external auditors and recommendation to the Board
- review of audit planning and update on relevant accounting developments;
- consideration and approval of the risk management framework, appropriateness of key performance indicators;
- consideration and review of full-year results;
- review of the effectiveness of the Audit Committee;
- review of internal controls; and
- consider whether an internal audit function is required and confirmed not considered necessary given the present size of the Company

The Code states that the Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment or removal of the external auditor. During the year the Audit Committee appointed PKF Littlejohn LLP as the external auditor.

## **External auditor**

The Company's external auditor is PKF Littlejohn LLP. The external auditor has unrestricted access to the Audit Committee Chairman. The Committee is satisfied that PKF Littlejohn LLP has adequate policies and safeguards in place to ensure that auditor objectivity and independence are maintained. The external auditors report to the Audit Committee annually on their independence from the Company. In accordance with professional standards, the partner responsible for the audit is changed every five years. The current auditor, PKF Littlejohn LLP was first appointed by the Company in 2018 following a tender process, and therefore the current partner is due to rotate off the engagement after completing the audit for the year ended 31 December 2022. Having assessed the performance objectivity and independence of the auditors, the Committee will be recommending the reappointment of PKF Littlejohn LLP as auditors to the Company at the 2019 Annual General Meeting

.....  
**Anthony Harpur**  
**Chairman of the Audit Committee**  
29 April 2019

## **Nomination Committee Report**

The Nomination committee is comprised of the Chairman Andrew Morrison and Non-Executive Director Anthony Harpur.

The committee considers potential candidates for appointment to the Company's Board who maintain the highest standards of corporate governance and have sufficient time to commit to the role.

### **Nomination committee evaluation**

The nomination committee evaluates the composition, skills, and diversity of the Board and its committees and identifies a requirement for a Board appointment. One new director, Alan Hume, was appointed during the year. Alan Hume was previously an adviser of the Company, therefore no external search consultancy or open advertising was used for this appointment.

### **Identify suitable candidates**

The nomination committee undertakes a review of each candidate and their experience in accordance with the Company's 'director's profile' and suitable candidates are identified.

For the appointment of a Chairman, the Nomination Committee will prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises.

### **Nomination committee recommendation**

Following interviews with a candidate conducted by the Chairman, and other members of the Board, the nomination committee makes a recommendation on a preferred candidate to the Board.

### **Due diligence**

After a candidate has been recommended to the Board by the nomination committee, the company secretary undertakes appropriate background checks on a candidate. The Board of directors meets any candidate recommended by the nomination committee and the candidate is given an opportunity to make a presentation to the Board prior to deciding on their appointment.

### **Board appointment**

The Board formally approves a candidate's appointment to the Board.

### **Approach to Diversity**

The nomination committee believes in the benefits of diversity, including the need for diversity in order to effectively represent shareholders' interests. This diversity is not restricted to gender but also includes geographic location, nationality, skills, age, educational and professional background. The Board's policy remains that selection should be based on the best person for the role.

On behalf of the nomination committee

.....

**Andrew Morrison**  
**Chairman**

29 April 2019

## **Independent Auditors' Report to the Members of Spinnaker Opportunities**

### **Opinion**

We have audited the financial statements of Spinnaker Opportunities Plc (the 'company') for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. 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.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Our application of materiality**

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. Materiality for the Statement of Financial Position was set at £50,000 based on 5% of net assets. Materiality for the Income Statement was set at £15,000 based on 10% of loss before tax.

### **An overview of the scope of our audit**

As part of designing our audit we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors and considered future events that are inherently uncertain. As in all our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

### **Key audit matters**

We have determined that there are no key audit matters to communicate in our report.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the remuneration committee report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the directors' remuneration report to be audited 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.

### **Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise

from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Other matters which we are required to address**

We were appointed by the Audit Committee on 12 December 2018 to audit the financial statements for the year ended 31 December 2018. Our total uninterrupted period of engagement is one year, covering the year ended 31 December 2018.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the parent company in conducting our audit.

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with the Directors. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statements items.

We communicated laws and regulations throughout our audit team and remained alert to any indications of non-compliance throughout the audit.

As with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

Our audit opinion is consistent with the additional report to the audit committee.

### **Use of our report**

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.

**Joseph Archer** (Senior Statutory Auditor)

For and on behalf of  
**PKF Littlejohn LLP**

Statutory Auditor

1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

29 April 2019

### **Statement of Comprehensive Income**

		Year ended 31 December 2018	Period ended 31 December 2017
	Note	£'000	£'000
<b>Continuing operations</b>			
Operating expenses	3	(161)	(191)
<b>Operating loss</b>		<b>(161)</b>	<b>(191)</b>
Interest income		2	1
<b>Loss before taxation</b>		<b>(159)</b>	<b>(190)</b>
Income tax	5	-	-
<b>Loss for the year/period</b>		<b>(159)</b>	<b>(190)</b>
Other comprehensive income for the year/period		-	-
<b>Total comprehensive income for the year/period attributable to the equity owners</b>		<b>(159)</b>	<b>(190)</b>
<b>Earnings per share from continuing operations attributable to the equity owners</b>			
Basic and diluted earnings per share (pence per share)	6	<b>(0.5p)</b>	<b>(1.3p)</b>

The notes to the financial statements form an integral part of these financial statements.

## Statement of Financial Position

		As at 31 December 2018	As at 31 December 2017
	Note	£'000	£'000
<b>Assets</b>			
<i>Current assets</i>			
Trade and other receivables	7	13	4
Cash and cash equivalents	8	1,041	1,082
<b>Total current assets</b>		<b>1,054</b>	<b>1,086</b>
<b>Total assets</b>		<b>1,054</b>	<b>1,086</b>
<b>Equity and liabilities</b>			
<i>Equity attributable to shareholders</i>			
Share capital	9	735	650
Share premium	9	592	510
Share based payments reserve	12	59	58
Retained deficit		(349)	(190)
<b>Total equity</b>		<b>1,037</b>	<b>1,028</b>
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables	10	17	58
<b>Total liabilities</b>		<b>17</b>	<b>58</b>
<b>Total equity and liabilities</b>		<b>1,054</b>	<b>1,086</b>

The notes to the financial statements form an integral part of these financial statements.

This report was approved by the board and authorised for issue on 29 April 2019 and signed on its behalf by:

.....  
**Andrew Morrison**  
 Director  
 Company Registration Number: 10485105

### Statement of Changes In Equity

	Share capital	Share premium	Share based payments reserve	Retained deficit	Total equity
	£'000	£'000	£'000	£'000	£'000
On 17 November 2016	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	(190)	(190)
Shares issued	650	600	-	-	1,250
Share issue costs	-	(90)	13	-	(77)
Share based payments	-	-	45	-	45
Total transactions with owners, recognised directly in equity	650	510	58	-	1,218
<b>Balance as at 31 December 2017</b>	<b>650</b>	<b>510</b>	<b>58</b>	<b>(190)</b>	<b>1,028</b>
Total comprehensive loss for the year	-	-	-	(159)	(159)
Shares issued	85	85	-	-	170
Share issue costs	-	(3)	1	-	(2)

Total transactions with owners, recognised directly in equity	85	82	1	-	168
<b>Balance as at 31 December 2018</b>	<b>735</b>	<b>592</b>	<b>59</b>	<b>(349)</b>	<b>1,037</b>

Share capital comprises the ordinary issued share capital of the Company.

Share premium represents consideration less nominal value of issued shares and costs directly attributable to the issue of new shares.

Share based payments represents the value of equity settled share-based payments provided to employees, including key management personnel, and third parties for services provided.

Retained deficit represents the cumulative retained losses of the Company at the reporting date.

The notes to the financial statements form an integral part of these financial statements.

## Statement of Cash Flows

	Note	Year ended	
		31 December 2018	Period ended 31 December 2017
		£'000	£'000
<b>Cash flow from operating activities</b>			
Loss before taxation		(159)	(190)
Adjustments for:			
Share-based payment		-	45
Interest received		(2)	(1)
<b>Net cash used in operating activities</b>		<b>(161)</b>	<b>(146)</b>
<b>Changes in working capital</b>			
(Increase) in trade and other receivables		(9)	(4)
(Decrease)/increase in trade and other payables		(41)	58

<b>Net cash (used) in/generated from operating activities</b>		<b>(50)</b>	<b>54</b>
<b>Cash flows from financing activities</b>			
Issue of shares		170	1,250
Share issue costs		(2)	(77)
<b>Net cash generated from financing activities</b>	<b>9</b>	<b>168</b>	<b>1,173</b>
<b>Cash flows from investing activities</b>			
Interest received		2	1
<b>Net cash generated from investing activities</b>		<b>2</b>	<b>1</b>
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(41)</b>	<b>1,082</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>1,082</b>	<b>-</b>
<b>Cash and cash equivalents at end of period</b>	<b>8</b>	<b>1,041</b>	<b>1,082</b>

The notes to the financial statements form an integral part of these financial statements.

## Statement of Financial Position

		<b>As at 31 December 2018</b>	<b>As at 31 December 2017</b>
	<b>Note</b>	<b>£'000</b>	<b>£'000</b>
<b>Assets</b>			
<i>Current assets</i>			
Trade and other receivables	7	13	4

Cash and cash equivalents	8	1,041	1,082
<b>Total current assets</b>		<b>1,054</b>	<b>1,086</b>
<b>Total assets</b>		<b>1,054</b>	<b>1,086</b>
<b>Equity and liabilities</b>			
<i>Equity attributable to shareholders</i>			
Share capital	9	735	650
Share premium	9	592	510
Share based payments reserve	12	59	58
Retained deficit		(349)	(190)
<b>Total equity</b>		<b>1,037</b>	<b>1,028</b>
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables	10	17	58
<b>Total liabilities</b>		<b>17</b>	<b>58</b>
<b>Total equity and liabilities</b>		<b>1,054</b>	<b>1,086</b>

The notes to the financial statements form an integral part of these financial statements.

This report was approved by the board and authorised for issue on 29 April 2019 and signed on its behalf by:

.....  
**Andrew Morrison**  
Director  
Company Registration Number: 10485105

## Statement of Changes In Equity

	Share capital	Share premium	Share based payments reserve	Retained deficit	Total equity
	£'000	£'000	£'000	£'000	£'000
On 17 November 2016	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	(190)	(190)
Shares issued	650	600	-	-	1,250
Share issue costs	-	(90)	13	-	(77)
Share based payments	-	-	45	-	45
Total transactions with owners, recognised directly in equity	650	510	58	-	1,218
<b>Balance as at 31 December 2017</b>	<b>650</b>	<b>510</b>	<b>58</b>	<b>(190)</b>	<b>1,028</b>
Total comprehensive loss for the year	-	-	-	(159)	(159)
Shares issued	85	85	-	-	170
Share issue costs	-	(3)	1	-	(2)
Total transactions with owners, recognised directly in equity	85	82	1	-	168
<b>Balance as at 31 December 2018</b>	<b>735</b>	<b>592</b>	<b>59</b>	<b>(349)</b>	<b>1,037</b>

Share capital comprises the ordinary issued share capital of the Company.

Share premium represents consideration less nominal value of issued shares and costs directly attributable to the issue of new shares.

Share based payments represents the value of equity settled share-based payments provided to employees, including key management personnel, and third parties for services provided.

Retained deficit represents the cumulative retained losses of the Company at the reporting date.

The notes to the financial statements form an integral part of these financial statements.

## Statement of Cash Flows

		<b>Year ended</b>	<b>31 December</b>	<b>Period ended</b>	<b>31 December</b>
		<b>2018</b>		<b>2017</b>	
	<b>Note</b>	<b>£'000</b>		<b>£'000</b>	
<b>Cash flow from operating activities</b>					
Loss before taxation		(159)		(190)	
Adjustments for:					
Share-based payment		-		45	
Interest received		(2)		(1)	
<b>Net cash used in operating activities</b>		<b>(161)</b>		<b>(146)</b>	
<b>Changes in working capital</b>					
(Increase) in trade and other receivables		(9)		(4)	
(Decrease)/increase in trade and other payables		(41)		58	
<b>Net cash (used) in/generated from operating activities</b>		<b>(50)</b>		<b>54</b>	
<b>Cash flows from financing activities</b>					
Issue of shares		170		1,250	
Share issue costs		(2)		(77)	
<b>Net cash generated from financing activities</b>	9	<b>168</b>		<b>1,173</b>	
<b>Cash flows from investing activities</b>					

Interest received		2	1
<b>Net cash generated from investing activities</b>		<b>2</b>	<b>1</b>
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(41)</b>	<b>1,082</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>1,082</b>	<b>-</b>
<b>Cash and cash equivalents at end of period</b>	8	<b>1,041</b>	<b>1,082</b>

The notes to the financial statements form an integral part of these financial statements.

## Notes to the Financial Statements

### 1. General Information

The Company's principal activity is to seek an acquisition in the energy and industrial sectors, with focus since September 2018 on the cannabis processing industry.

The Company is incorporated and domiciled in England and Wales as a public limited company and operates from its registered office at 59-60 Russell Square, London WC1B 4HP, and is listed on the London Stock Exchange on the standard segment.

The financial statements cover the year from 1 January 2018 to 31 December 2018. The comparative figures cover the period from incorporation, on 17 November 2016, to 31 December 2017.

### 2. Summary of Significant Accounting Policies

The principle accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

#### a) Basis of Preparation

The financial statements of Spinnaker Opportunities have been prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRS Interpretations Committee (IFRS IC) interpretations as adopted for use by the European Union, and the Companies Act 2006.

The financial statements have been prepared under the historical cost convention.

#### b) New Standards and Interpretation

i) New and amended standards adopted by the Company

<b>Standard</b>	<b>Impact on initial application</b>	<b>Effective date</b>
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2018
IFRS 2 (Amendments)	Share-based payments - classification and measurement	1 January 2018
Annual improvements	2014-2016 Cycle	1 January 2018
IFRIC Interpretations 22	Foreign currency transactions and advanced consideration	1 January 2018

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2018 have had a material impact on the Company.

ii) New standards, amendments and Interpretations in issue but not yet effective or not yet endorsed and not early adopted

The standards and interpretations that are issued, but not yet effective and (in some cases) have not yet been endorsed by the EU, up to the date of issuance of the financial statements are listed below. The Company intends to adopt these standards, if applicable, when they become effective.

<b>Standard</b>	<b>Impact on initial application</b>	<b>Effective date</b>
IFRS 16	Leases	1 January 2019
IFRIC 23	Uncertainty over income tax treatments	1 January 2019
Annual improvements	2015-2017 Cycle	1 January 2019
IFRS 3 (amendments)	Business combinations	Not yet determined

The Directors are evaluating the impact of the new and amended standards above. The Directors believe that these new and amended standards are not expected to have a material impact on the financial statements of the Company.

### **c) Going Concern**

The preparation of the financial statements requires an assessment on the validity of the going concern assumption.

The Directors have reviewed projections for a period of at least 12 months from the date of approval of the financial statements. The Company has no revenue, but cash resources were raised, at the time of its listing, to finance its activities whilst it identifies and completes suitable transaction opportunities.

In making their assessment of going concern, the Directors acknowledge that the Company has a very small cost base and can therefore confirm that they consider sufficient funds will be available to ensure the Company continues to meet its obligations they fall due for a period of at least one year from the date of approval of these financial statements. Accordingly, the Board believes it is appropriate to adopt the going concern basis in the preparation of the financial statements.

### **d) Foreign Currency Translation**

#### **i) Functional and Presentation Currency**

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

#### **ii) Transactions and Balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

### **e) Significant accounting judgements, estimates and assumptions**

The preparation of the financial statements in conformity with International Financial Reporting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

Estimates and judgements are continually evaluated, and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the financial statements for the year ended 31 December 2018.

### **f) Financial Assets**

#### **(a) Classification**

The Company classifies its financial assets in the following categories: at amortised cost (including trade receivables and other financial assets at amortised cost) fair value through other comprehensive income or fair value through profit or loss.. The classification depends on the financial asset's contractual cash flow characteristics and the business model for managing them. Management determines the classification of its financial assets at initial recognition.

## **Financial assets at amortised cost**

### **(i) Classification of financial assets at amortised cost**

The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

Financial assets at amortised cost are initially measured at fair value and subsequently measured using the effective interest rate method less impairment.

### **(ii) Impairment and risk exposure**

All of the financial assets at amortised cost are denominated in Pounds Sterling. As a result, there is no exposure to foreign currency risk. There is also no exposure to price risk.

## **g) Financial Liabilities**

### **Trade and other Payables**

Trade and other 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 year or less (or in the normal operating cycle of the business if longer. If not, they are presented as non-current liabilities.

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

## **h) Taxation**

### **Current Tax**

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date.

### **Deferred Tax**

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investment in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences

can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and

- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise income tax is recognised in the statement of comprehensive income.

#### **i) Segmental Reporting**

At this point, identifying and assessing investment projects is the only activity the Company is involved in and is therefore considered as the only operating/reportable segment.

Therefore the financial information of the single segment and is the same as that set out in the statement of comprehensive income, statement of financial position.

#### **j) Share-based payments**

The Company has applied the requirements of IFRS 2 Share-based payments.

The Company issues equity settled share based payments to the directors and to third parties for the provision of services provided for assistance in raising private equity. Equity settled share based payments are measured at fair value at the date of grant, or the date of the service provided. The fair value determined at the grant date or service date of the equity settled share based payment is recognised as an expense, or recognised against share premium where the service received relates assistance in raising equity, with a corresponding credit to the share base payment reserve. The fair value determined at the grant date of equity settled share based payment is expensed on a straight line basis over the life of the vesting period, based on the company's estimate of shares that will eventually vest. Once an option vests, no further adjustment is made to the aggregate expensed.

The fair value is measured by use of the Black Scholes model as the Directors view this as providing the most reliable measure of valuation. The expected life used in the model has been adjusted, based on management's best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations. The market price used in the model of issue price of Company shares at the last placement of shares immediately preceding the calculation date. The fair value calculated is inherently subjective and uncertain due to the assumptions made and the limitation of the calculation used.

#### **k) Financial Risk Management Objectives and Policies**

The Company does not enter into any forward exchange rate contracts.

The main financial risks arising from the Company's activities are market risk, interest rate risk, foreign exchange risk, credit risk, liquidity risk and capital risk management. Further details on the risk disclosures can be found in Note 15.

#### **l) Equity**

Equity instruments issued by the Company are recorded at the value of net proceeds after direct issue costs.

### m) Cash and Cash Equivalents

Cash and cash equivalents comprise cash held in bank. This definition is also used for the Statement of Cash Flows.

The Company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk. The Company only keeps its holdings of cash and cash equivalents with institutions which have a minimum credit rating of 'A-'.

The Company considers that it is not exposed to major concentrations of credit risk.

### 3. Expenses by Nature

		Year ended 31 December 2018	Period ended 31 December 2017
		£'000	£'000
S	Directors' share-based payment	-	36
A	Audit fees	14	9
	Professional and consultancy fees	142	140
	Other expenses	5	6
	Operating expenses	161	191

### 4. Auditors' remuneration

	Year ended 31 December 2018	Period ended 31 December 2017
	£'000	£'000
Fees payable to the Company's current auditor for the audit of the Company's financial statements:	15	-

Year ended 31 December 2018 £'000	Period ended 31 December 2017 £'000
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Fees payable to the Company's former auditor for the audit of the Company's annual accounts:

-	9
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## 5. Income tax

### Analysis of charge in the year

	Year ended 31 December 2018 £'000	Period ended 31 December 2017 £'000
Current tax	-	-
Deferred tax	-	-
Total tax	-	-
<b>Loss on ordinary activities before tax</b>	<b>(159)</b>	<b>(190)</b>

### Analysis of charge in the year/period

Loss on ordinary activities multiplied by rate of corporation tax in the UK of 19% (2017: 19.25%)	(30)	(37)
Non-deductible expenses	-	15
Tax losses carried forward	30	22
Total tax	-	-

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The change in the applicable tax rate from the previous year is a result of change in legislation in the UK.

The company has accumulated tax losses of approximately £270,000 (2017: £110,000) that are available, under current legislation, to be carried forward indefinitely against future profits.

A deferred tax asset has not been recognised in respect of these losses due to the uncertainty of future profits. The amount of the deferred tax asset not recognised is approximately £46,000 (2017: £19,000).

## 6. Earnings per share

The calculation of the basic and diluted earnings per share is calculated by dividing the loss for the year/period from continuing operations of £159,000 (2017: £190,000) for the Company by the weighted average number of ordinary shares in issue during the year of 29,381,490 (2017: 14,806,966):

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	<b>2018</b>	2017
	<b>£</b>	£
<b>Loss for the year/period from continuing operations</b>	<b>(159,000)</b>	(190,000)
Weighted average number of shares in issue	<b>29,381,490</b>	14,806,966
Basic and diluted earnings per share	<b>(0.5p)</b>	(1.3p)

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There is no difference between the basic and diluted earnings per share as the effect would be to decrease earnings per share.

As at the end of the financial period there were 29,030,500 share warrants and options in issue, which had an anti-dilutive effect on the weighted average number of shares.

## 7. Trade and other receivables

	<b>As at 31 December 2018</b>	<b>As at 31 December 2017</b>
	<b>£'000</b>	<b>£'000</b>
Prepayments	13	4
	<hr/> <b>13</b> <hr/>	<hr/> <b>4</b> <hr/>

There are no material differences between the fair value of trade and other receivables and their carrying value at the year end.

No receivables were past due or impaired at the year end.

## 8. Cash and cash equivalents

	<b>As at 31 December 2018</b>	<b>As at 31 December 2017</b>
	<b>£'000</b>	<b>£'000</b>
Cash at bank	1,041	1,082
	<b>1,041</b>	<b>1,082</b>

The Directors consider the carrying amount of cash and cash equivalents approximates to their fair value.

## 9. Called up share capital

As at 31 December 2017 and 1 January 2018 the Company's issued and outstanding capital structure comprised 26,000,120 shares and there were no other securities in issue and outstanding.

On 3 January 2018, the Company issued 3,400,000 ordinary shares of £0.025 and 1,700,000 warrants for a consideration of £0.05 per unit and one half warrant.

As at 31 December 2018 the Company had 29,400,120 allotted and fully paid ordinary shares.

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

	<b>Number of Ordinary Shares of £0.025 each</b>	<b>Share Capital £</b>	<b>Share Premium £</b>
As at 1 January 2018	26,000,120	650,003	510,247

Share issue	3,400,000	85,000	83,305
Share issue costs	-	-	(1,700)
<b>At 31 December 2018</b>	<b>29,400,120</b>	<b>735,003</b>	<b>591,852</b>

## 10. Trade and other payables

	<b>As at 31 Decemb er 2018</b>	<b>As at 31 Decemb er 2017</b>
	<b>£'000</b>	<b>£'000</b>
Trade payables	2	23
Accruals	15	35
	<b>17</b>	<b>58</b>

## 11. Share based payments

<b>Warrants</b>	<b>Number of awards</b>	<b>Weighted average exercise price</b>
At 31 December 2017	24,790,500	-
Granted	1,800,000	£0.074
At 31 December 2018	26,590,500	£0.074
Exercisable at 31 December 2018	26,590,500	£0.075

The warrants outstanding at 31 December 2018 have a weighted average remaining contractual life of 1.3 years.

At 31 December 2018, the Company had the following warrants in issue:

	<b>Warrants</b>	<b>Broker Warrants</b>	<b>Warrants</b>	<b>Broker Warrant s</b>
Date of grant	17-May-17	17-May-17	3-Jan-18	3-Jan-18
Number granted	24,000,000	790,500	1,700,000	100,000

Contractual life	3 years	3 years	2.5 years	2.5 years
Exercise price	£0.075	£0.05	£0.075	£0.05
Estimated fair value	Nil	£0.017	Nil	£0.017

The Warrants were granted to the subscribers and placees as part of the share subscription and placing. These warrants fall outside the scope of IFRS 2 and the share price that was paid by the subscribers reflected any fair value of these warrants.

The Broker Warrants were issued to the Company's brokers and others for their services in connection with the placing.

All the warrants vested at the date of grant.

The fair value of Broker warrants issued during the period was determined using the Black-Scholes valuation model and a share based payment charge of £1,700 (2017: £13,000) has been recognised in the financial statements as a deduction from share premium.

Other significant inputs into the model are:

	<b>Broker Warrants</b>
	<b>warrants Broker Warrants</b>
Issue date share price	5p
Risk free rate	0.4%
Expected volatility	50%

The average volatility has been calculated by using the average volatility for the Company and other similar companies.

<b>Share options</b>	<b>Number</b>	<b>Weighted average exercise price</b>
At 31 December 2017	2,600,000	£0.05
Forfeited	(160,000)	£0.05
At the end of the period	2,440,000	£0.05

Exercisable at 31 December 2018	2,440,000	£0.05
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The options outstanding at 31 December 2018 have a weighted average remaining contractual life of 1.3 years.

The fair value of the options issued during the period was determined using the Black-Scholes valuation model and a share based payment charge of £Nil (2017: £45,000) has been recognised in the income statement.

## 12. Related party disclosures

Welbeck Associates Limited, an entity controlled by Jonathan Bradley-Hoare have provided accountancy and taxation services to the Company at market rates in the year totalling £8,448 (2017: £9,780). £240 (2017: Nil) is outstanding at the year end.

## 13. Directors' emoluments

No salaries or fees were paid to the directors, In either period.

The Directors are considered to be the key management personnel.

## 14. Financial instruments

The following table sets out the categories of financial instruments held by the Company as at 31 December 2018 and 31 December 2017:

	2018	2017
	£'000	£'000
<b>Financial Assets</b>		
Cash and cash equivalents	1,041	1,082
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost - Trade and other payables	2	23

### a) Market risk

The Company is not materially exposed to market risk as it has yet to commence trading. Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

**b) Interest rate risk**

The Company is not materially exposed to interest rate risk because it does not have any funds at either fixed or floating interest rates.

**c) Foreign currency risk**

The Company is not currently materially exposed to foreign currency risk.

**d) Credit risk**

The Company's maximum exposure to credit risk in relation to each class of recognised asset is the carrying amount of those assets as indicated in the balance sheet. At the reporting date, there was no significant concentration of credit risk. Receivables at the year-end were not past due, and the Directors consider there to be no significant credit risk arising from these receivables.

**e) Liquidity risk**

Cash flow working capital forecasting is performed for regular reporting to the directors. The directors monitor these reports and forecasts to ensure the Company has sufficient cash to meet its operational needs.

**f) Capital risk management**

The Company defines capital based on the total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt, in the future.

**15. Average number of people employed**

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Average number of people employed, including Directors:

	2018	2017
	Number	Number
Office and management	4	4

**16. Contingent liability**

Post year end, the Company entered into a Heads of Terms agreement for the acquisition of Kanabo Research Limited. Upon successful completion of this transaction, there will be a bonus payable to the current Directors, which has been capped at £200,000.

**17. Ultimate Controlling Party**

The Directors have determined that there is no controlling party as no individual shareholder holds a controlling interest in the Company.

**18. Post balance sheet events**

On 27 February 2019, the Company requested suspension of its listing following the signing of a non-binding Heads of Terms to acquire the entire issued share capital of Kanabo Research Limited.

## **19. Copies of the Annual Report**

Copies of the annual report are available on the Company's website at <http://www.spinnakeropportunities.uk/> and from the Company's registered office, 59-60 Russell Square, London WC1B 4HP.

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