

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities**

This Document comprises a prospectus relating to Spinnaker Opportunities Plc (the “Company”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. Applications will be made to the FCA for all of the ordinary shares in the Company (the “Ordinary Shares”) to be admitted to the Official List of the UK Listing Authority (the “Official List”) (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the “Listing Rules”) and to the London Stock Exchange plc (the “London Stock Exchange”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (together, “Admission”).

It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8:00am on 5 May 2017. Dealings in Ordinary Shares before Admission will be on a “when issued” basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

**THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 16 OF THIS DOCUMENT.**

The Directors, whose names appear on page 34, and the Company accept responsibility for the information contained in this Document. To the best knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect the import of such information.

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**Spinnaker Opportunities Plc**  
*(Registered in England and Wales No 10485105)*

**Placing and Subscription of 24,000,000 Ordinary Shares at 5 pence per Ordinary Share, with one Warrant for every Ordinary Share**

**Admission of 26,000,120  
Ordinary Shares  
to the Official List (by way of Standard Listing under Chapter 14 of the Listing Rules) and to  
trading on the London Stock Exchange’s main market for listed securities**

**Financial Adviser and Broker**

**SP ANGEL CORPORATE FINANCE LLP**



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SP Angel, which is authorised and regulated in the UK by the FCA, is the Company’s Financial Adviser and Broker. SP Angel is acting exclusively for the Company and no one else and will not regard any other person (whether or not a recipient of this Document) as a client and will not be responsible to anyone other than the Company for providing the

protections afforded to clients of SP Angel or for providing advice in relation to the matters referred to in this Document.

SP Angel is not making any representation, express or implied, as to the contents of this Document, for which the Company and the Directors are solely responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by SP Angel for the accuracy of any information or opinions contained in this document or for any omission of information, for which the Company and the Directors are solely responsible. The information contained in this Document has been prepared solely for the purpose of the Placing, Subscription and Admission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

The Ordinary Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares may not be taken up, offered sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption form, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under US Investment Company Act pursuant to the exemption provided by Section 3(c)(7) thereof, and investors will not be entitled to the benefits of that Act.

The distribution of this Document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possessions this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

*None of the Ordinary Shares have been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.*

**Application will be made for the Ordinary Shares, to be issued and unissued pursuant to the Placing and Subscription, to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with a Premium Listing which are subject to additional obligations under Listing Rules.**

**It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis as far as is practicable or appropriate in the circumstances of the Company nor to impose sanctions in respect of any failure by the Company to so comply.**

## CONTENTS

SUMMARY	4
RISK FACTORS	16
CONSEQUENCES OF A STANDARD LISTING	26
IMPORTANT INFORMATION	28
EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND STATISTICS	33
DIRECTORS AND ADVISORS	34
PART I INFORMATION ON THE COMPANY, INVESTMENT OPPORTUNITY AND STRATEGY	35
PART II THE INVESTMENT	43
PART III FINANCIAL INFORMATION ON THE COMPANY	46
(A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY	
(B) HISTORICAL FINANCIAL INFORMATION ON THE COMPANY	
(C) ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS	
(D) UNAUDITED PRO FORMA STATEMENT OF NET ASSETS	
(E) CAPITALISATION AND INDEBTEDNESS	
PART IV TAXATION	64
PART V TERMS AND CONDITIONS OF THE WARRANTS	67
PART VI GENERAL INFORMATION	69
PART VII DEFINITIONS	81

## SUMMARY

*Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A-E (A.1-E.7).*

*This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in numbering sequence of Elements.*

*Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “non applicable”.*

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## SECTION A – INTRODUCTION AND WARNINGS

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### A.1 Warning to Investors

This summary should be read as an introduction to this Document.

Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor.

Where a claim relating to the information contained in this Document is brought before a court the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Document before legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.

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### A.2 Consent for Intermediaries

Not applicable; this is not a public offer of securities and consent will not be given by the Company for the use of this Document for subsequent resale or final placement of securities by financial intermediaries.

## SECTION B – ISSUER

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### B.1 Legal and Commercial Name

The legal and commercial name of the issuer is Spinnaker Opportunities Plc.

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### B.2 Domicile/Legal form/Legislation/Country of Incorporation

The Company was incorporated as a public limited company with limited liability under the laws of England and Wales on 17 November 2016 with registered number 10485105 under the Companies Act 2006. It is domiciled and its principal place of business is in the United Kingdom and will become subject to the City Code.

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### **B.3 Current Operations/Principal Activities and Markets**

#### **Introduction**

The Company has been formed for the purpose of acquiring a target company or business or asset(s) with operations in the energy or industrial sectors. The Company does not have any specific acquisition under consideration at present and does not expect to engage in substantive negotiations with any target company or business until after Admission.

In the highly likely event that, on completion of an Acquisition, the Acquisition is treated as a Reverse Takeover, an application will be required for the Company's shares to be re-admitted to the Official List and trading on the Main Market of the London Stock Exchange or admission to another stock exchange.

The Company's determinations in identifying a prospective target company or acquisition in the energy or industrial sectors will not be limited to a specific geographical region, stage of development from exploration through to production or to a particular commodity.

The Board may consider acquisitions that do not conform with the above criteria.

Whereas size on its own is not a selection criterion, the Board will focus its efforts on businesses valued between £5m and £30m.

It is likely that the initial target will be a business domiciled in Europe or another OECD market but the business and/or its assets may be in another part of the world.

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#### B.4a Significant Trends

Not applicable; the Company has not yet commenced business. There are no known trends affecting the Company and the industries in which it operates.

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#### B.5 Group Structure

Not applicable; the Company is not part of a group of companies.

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#### B.6 Major Shareholders

The following persons, directly or indirectly, have an interest in the issuer's capital or voting rights which is notifiable under the laws of England and Wales.

Name	No. of existing Ordinary Shares	Percentage of Existing Ordinary Shares	Number of Ordinary Shares on Admission	Percentage of Enlarged Share Capital
Andy Morrison	1,200,080	60.0%	4,600,080	7.7%
Anthony Harpur	400,000	20.0%	1,400,000	5.4%
Richard Liddell	400,000	20.0%	1,200,000	4.6%
Michael Doherty (Note)	0	0.0%	2,000,000	7.7%

*Note: in the names of Michael Doherty and Jean Doherty.*

All of the Ordinary Shares rank *pari passu* in all aspects.

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#### B.7 Selected Historical Key Financial Information

The Company was incorporated as a public limited company on 17 November 2016 and the following statement of financial position at 31 March 2017 is set out below.

#### Statement of Financial Position – as at 31 March 2017

	Note	2017 £
<b>Current assets</b>		
Cash at bank and in hand		35,003
		<u>35,003</u>
<b>Current liabilities</b>		
Trade and other payables	7	12,500
		<u>12,500</u>
<b>Net current assets</b>		<b>22,503</b>
		<u>22,503</u>
<b>Net assets</b>		<b>22,503</b>
		<u>22,503</u>
<b>Equity</b>		
Share capital		50,003
Share premium		-
Retained profits		<u>(27,500)</u>
<b>Equity attributable to the owners of the parent</b>		<b>22,503</b>
		<u>22,503</u>
<b>Net Assets per Share</b>		£0.011

Certain significant changes to the Company's financial condition and operating results occurred as follows:

(a) Prior to 31 March 2017, the following occurred:

- On incorporation of the Company, 3 Ordinary Shares of £1 each were issued to Andrew Morrison, Jonathan Bradley Hoare and David Little as subscribers at par. On 14 March 2017, the Company subdivided each Ordinary Share of £1 into 40 Ordinary Shares of 2.5 pence each.
- On 14 March 2017 the Company issued an aggregate of 2,000,000 Founder Shares to Andrew Morrison, Anthony Harpur and Richard Liddell to capitalise the Company and to pay for certain pre-admission costs of the Company.
- The Company committed to pay fees to the Company's advisers in relation to Admission of £117,500.

(b) Following 31 March 2017, the following occurred:

- On 9 May 2017, pursuant to the Placing and Subscription, 24,000,000 Ordinary Shares were allotted, conditional on Admission, at 5 pence per share to Placees and Subscribers, and the Company committed to pay further fees to the Company's advisers in relation to Admission of £117,500.
- At Admission, the following Warrants, Broker Warrants and Options will be in issue. No application is being made for admission of the Warrants, Broker Warrants or Share Options to the Official List. A summary of the main terms and conditions of the Warrants and Broker Warrants is set out in Part V of this document.

<b>Warrant/Option Type</b>	<b>Number of Warrants/Options</b>	<b>Percentage of Enlarged Capital</b>	<b>Exercise Price</b>	<b>Exercise Period</b>
Warrants	24,000,000	92.3%	7.5 pence	Three years from Admission
Share Options	2,600,000	10.0%	5 pence	Three years from Admission
Broker Warrants	790,500	3.0%		Three years from Admission

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#### **B.8 Selected Key Pro Forma Financial Information**

The selected key unaudited pro forma financial information has been prepared for illustrative purposes only, and because of its nature, addresses a hypothetical situation and therefore does not represent the Company's actual financial position or results.

If Admission had taken place on 31 March 2017, the net assets of the Company would have been higher by £1,082,500 (£1.2m of proceeds from the issue of 24,000,000 Ordinary Shares less costs of £117,500).

#### **B.9 Profit Forecast or Estimate**

Not applicable; no profit forecast or estimate is made.

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**B.10 Qualified Audit Report**

Not applicable; there are no qualifications in the accountant's report on the historical financial information.

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**B.11 Working Capital Explanation**

Not applicable; working capital is sufficient.

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is, for at least the next twelve months from the date of this Document, sufficient for its present requirements.

**SECTION C – SECURITIES**

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**C.1 Description of the Type and the Class of the Securities being Offered**

The securities subject to Admission are ordinary shares of 2.5 pence each which will be registered with ISIN number GB00BYQCS703 and SEDOL number BYQCS70.

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**C.2 Currency of the Securities Issue**

The Ordinary Shares are denominated in pounds sterling.

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**C.3 Issued Share Capital**

The issued share capital of the Company on Admission will consist of 26,000,120 Ordinary Shares.

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**C.4 Rights Attached to the Securities**

Each Ordinary Share ranks *pari passu* for voting rights, dividends and return of capital on winding up.

Every Shareholder present in person, by proxy or by a duly authorised corporate representative at a general meeting of the Company shall have one vote on a show of hands and, on a poll, every Shareholder present in person, by proxy or by a duly authorised corporate representative shall have one vote for every Ordinary Share of which he is the holder.

The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The Directors can call a general meeting at any time. All members who are entitled to receive notice under the Articles must be given notice.

Subject to the Companies Act, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but no dividend shall be declared in excess of the amount recommended by the Board.

On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Act and the Insolvency Act 1986 (as amended), divide amongst the Shareholders in specie the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall determine.

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LR 2.2.4 (1) **C.5 Restrictions on Transferability**

Not applicable; all of the Ordinary Shares are freely transferable.

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**C.6 Application for Admission to Trading on a Regulated Market**

Application will be made for the Ordinary Shares (issued and to be issued) to be admitted to the Official List of the UKLA by means of a Standard Listing and to trading on the Main Market of the London Stock Exchange. It is expected that Admission will become effective and that unconditional dealings will commence on the London Stock Exchange at 8:00am on 17 May 2017.

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**C.7 Dividend Policy**

The Company's present aim is to retain any earnings for future use within its business operations. Thus the Company does not expect to pay dividends in the foreseeable future.

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**C.22 Information about the underlying shares**

The underlying shares are Ordinary Shares.

The currency of the securities in issue is UK Sterling.

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 17 May 2017. Subject to the Act and the terms of the Articles, any Shareholder may transfer all or any of his certificated Ordinary Shares by an instrument of transfer in any usual form or in any other form which the Directors may approve.

**SECTION D – RISKS**

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**D.1 Key Information on the Key Risks that are Specific to the Issuer or its Industry**

**Business Strategy Risks**

*No operating history*

The Company was incorporated on 17 November 2016 and has no operating or management history and no revenues.

*The Company may not be able to find a suitable Acquisition. Completed Acquisitions might not be able produce positive returns for Shareholders*

The Company's business strategy is to identify, evaluate and complete suitable Acquisition opportunities in the energy and industrial sectors. No guarantee can be made by the Directors that such an Acquisition will be made.

*Overall, the Company's returns could be significantly lower should there be a delay in identifying a suitable Acquisition*

The Directors can give no assurance as to the time it will take to complete any Acquisition, if at all, and no Acquisition will be planned and executed until after Admission. Following Admission suitable Acquisition opportunities may not be immediately available.

*Shareholder Approval may not be sought for Acquisitions or other transactions*

Unless required to do so by any applicable regulation or law the Board will not in the normal course seek Shareholder Approval for an Acquisition or transaction unless the Board deem it reasonable in any particular circumstance to do so.

*Reliance on external advisers*

The Directors may expect to rely on external advisers to help identify and assess potential Acquisitions and there is a risk that suitable advisers cannot be placed under contract or that such advisers that are contracted fail to perform as required.

*Failure to obtain additional financing to complete an Acquisition*

There is no guarantee that the Company will be able to obtain any additional financing needed to implement its business funding plans following an Acquisition or, if available, to obtain such financing on terms attractive to the Company.

*Due diligence efforts made by the Company while making an Acquisition may not identify all the relevant liabilities of a target which could have a substantial adverse effect on the financial position of the Company and its operations*

The Directors intend to adopt relevant due diligence prior to any Acquisition. The primary objective of the due diligence is to identify any quantifiable issues which might affect the decision to proceed with an Acquisition but it may not do so.

*Global supply and demand changes due to a potential economic downturn may adversely affect the business, cash flows, results of operations and financial conditions of the Company, following an Acquisition.*

Global supply and demand affects commodity prices. Widespread trading activities by market participants seeking either to secure access to commodities or to hedge against commercial risks affects commodity prices as well which may impact the Company.

*Currency exchange rate fluctuations may negatively affect the Company*

The Placing and Subscription will raise proceeds denominated in British Pounds sterling. However, the markets for many commodities are often listed in US dollars.

*The Company's cash flows and results of operations may be adversely affected by inflation and other cost increases*

The Company will be unable to control the market prices of any commodities produced in its operations following an Acquisition.

*Safety, health and environmental exposures and related regulations may expose the Company to increased litigation, compliance costs, and interruptions to operations, unforeseen environmental remediation expenses and loss of reputation.*

The energy and industrial sectors involve extractive and manufacturing enterprises. These endeavours often make the sectors potentially hazardous. The sectors are typically highly regulated by health, safety and environmental laws.

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### **D.3 Key Information on the Key Risks that are Specific to the Securities**

#### *No Share Price Trading History*

On Admission, there is no certainty that the Ordinary Shares will be valued at the Issue Price and so it is possible that the price of the Ordinary Shares may fall on that date or on later dates.

#### *Small Company and Financial Risk*

The Company will receive Net Proceeds of £1.07m and have an estimated market capitalisation of £1.3m and so will be one of the smallest companies listed on the London Stock Exchange. Following the Placing and Subscription, the Company will have limited cash resources of £1.1m and will only have a small income from bank deposits estimated to be £3,000 per annum.

#### *Risk of Suspension*

Should a Reverse Takeover be announced by the Company or knowledge of the same leak into the market then the Company's Ordinary Shares may be suspended. During a period of suspension shareholders may be unable to realise the value from their shares. Should the shares remain suspended of a prolonged period may adversely affect the value of the shares.

*The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing.*

Application will be made for Ordinary Shares to be admitted to the Standard Listing segment of the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with Premium Listing, which is subject to additional obligations under the Listing Rules.

*The pre-emption rights in the Articles of the Company have been disapplied to permit the Company to issue equity securities up to a nominal amount of £5,000,000 in order to facilitate an Acquisition and related transactions and the Company may be required to raise cash through issuing substantial additional equity to complete an Acquisition, which may dilute the percentage ownership of a Shareholder and the value of its Ordinary Shares*

Although the Company will receive the Net Proceeds from the Placing and Subscription, the Directors believe that further equity capital raisings may be required by the

Company in order to complete an Acquisition, which may be substantial. The pre-emption rights contained in the Articles have been disapplied for Shareholders in respect of the issuance of Ordinary Shares for non-cash consideration and for the issue of equity securities up to a nominal amount of £5,000,000, to facilitate an Acquisition and would dilute the value of the Ordinary Shares held by existing Shareholders, Potential Placees and Subscribers.

*Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable.*

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing and Subscription may contribute to infrequent trading in the Ordinary Shares on the London Stock Exchange and volatility in the price of the Ordinary Shares.

## **SECTION E – OFFER**

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### **E.1 Total Net Proceeds/Expenses**

The Company has conditionally raised gross proceeds of £1.2m through the issue of the Founder Shares, the Placing and Subscription Shares, the estimated net proceeds of which are approximately £1.07m.

The total expenses incurred or payable by the Company in connection with Admission are approximately £130,000 (inclusive of VAT).

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### **E.2a Reasons for the Placing and Subscription and Use of Proceeds**

The Company has been formed to attempt an acquisition of a target company (or companies), businesses or asset(s) in the energy and/or industrial sectors. The Company has not defined a target value, but the Board will focus its efforts on businesses with a value in the range of £5m to £30m. Following completion of an Acquisition, the objective of the Company is to develop the acquired business with a view to generating value for the Company's shareholders.

Prior to completing an Acquisition, the Net Proceeds of the Placing and Subscription will be held in an interest bearing account and will be used for general business purposes, including paying the expenses of Admission and the Company's ongoing costs and expenses, including due diligence costs and other costs of sourcing, reviewing and pursuing Acquisitions.

The Directors have agreed that in order to preserve the Company's capital, no fees will be payable to them for their ordinary duties prior to completing an Acquisition. Directors will be permitted to claim reimbursement from the Company for reasonable expenses incurred in connection with the business and the Board may use its discretion to make a payment to a Director in the event that s/he performs duties that are extraordinary, for example if significant time is spent in the completion of due diligence thereby saving professional fees that might otherwise be incurred.

The Company intends to use the Net Proceeds to finance due diligence on potential acquisitions and for general working capital. It is intended that the initial Acquisition

will be paid for using new Ordinary Shares either solely or in conjunction with cash, should the Board consider it appropriate. Permission for any Acquisition shall not be sought from Shareholders unless required by any applicable regulation or law unless the Board deem it reasonable to do so in any particular circumstance.

The Board considers that the Net Proceeds should be sufficient to cover both the expenses and any other costs associated with an Acquisition. Consideration for an Acquisition is likely to be funded through the issue of shares to raise cash and directly to the vendors of a target business.

In the highly likely event that, on completion of an Acquisition, the Acquisition is treated as a Reverse Takeover the Company will be required to seek re-admission of the Company's shares to listing on the Official List and trading on the London Stock Exchange, or to another appropriate stock exchange.

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### **E.3 Terms and Conditions of the Placing and Subscription**

The Founder Shares were issued and allotted to Mr Andrew Morrison, Anthony Harpur and Richard Liddell at a price of 2.5 pence per Ordinary Share and are currently held by the Founders as set out in Part VI. Pursuant to the Placing and Subscription, Ordinary Shares will be offered to investors at 5 pence per share, conditional upon Admission occurring and becoming effective by 8:00a.m. London time on or prior to 17 May 2017 (or such later date as the Company and SP Angel may agree but by no later than 7 June 2017). The rights attaching to the Ordinary Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

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### **E.4 Material Interests**

Not applicable; there are no interests, including conflicting interests, known to the Company, material to Admission.

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### **E.5 Selling Shareholders/Lock-up Arrangements**

Not applicable; no person or entity is offering to sell the relevant securities.

Each of the Founders has agreed that he shall not, without the prior written consent of the Company and SP Angel, offer, sell, contract to sell, pledge or otherwise dispose of any Ordinary Shares which they hold directly or indirectly in the Company for a period of six months commencing on the date of Admission.

The restrictions on the ability of the Founder Shareholders to transfer their Ordinary Shares are subject to certain usual and customary exceptions and exceptions for: transfers for estate planning purposes; death; transfers to Directors and Founder Shareholders' ISA Accounts; transfers to family trusts; or otherwise with the consent of the Company and SP Angel.

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### **E.6 Dilution**

Shareholdings immediately prior to Admission will be diluted by 1,200 per cent as a result of the New Ordinary Shares issued pursuant to the Placing and Subscription.

Furthermore, the number of Warrants, Broker Warrants and Options in issue at Admission will be as follows:

<b>Warrant/Option Type</b>	<b>Number of Warrants</b>	<b>Percentage of Enlarged Capital</b>	<b>Exercise Price</b>	<b>Exercise Period</b>
Warrants	24,000,000	92.3%	7.5 pence	Three years from Admission
Broker Warrants	790,500	3.0%	5 pence	Three years from Admission
Options	2,600,000	10.0%	5 pence	Three years from Admission
<b>Total</b>				

Should Warrant Holders choose not to execute their Warrants, then they would likely face dilution in that their percentage ownership of the Company would fall if other Warrant Holders choose to exercise their Warrants.

A summary of the main terms and conditions of the Warrants and Broker Warrants is set out in Part V of this document. The Warrants and Broker Warrants will not be admitted to trading on the Official List but shall be freely transferable.

Each Warrant will entitle a Warrant Holder to subscribe for one Ordinary Share of 2.5 pence each at a Subscription Price of 7.5 pence each per Warrant Share. Each Broker Warrant will entitle a Broker Warrant Holder to subscribe for one Ordinary Share of 2.5 pence each at a Subscription Price of 5 pence each per Broker Warrant Share.

Warrant Holders and Broker Warrant Holders must exercise any Subscription Rights within a 3 year period from Admission.

Warrants and Broker Warrants may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Board.

Should Option Holders choose not to exercise their Options, then they would likely face dilution in that their percentage ownership of the Company would fall if other Option Holders choose to exercise their Options.

If an Acquisition is wholly or partly financed with additional Ordinary Shares, existing Shareholders may be diluted.

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## **E.7 Expenses Charged to Investors**

Not applicable; no expenses will be charged to investors.

## RISK FACTORS

*Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, risks relating to the energy and industry sectors, risks relating to the Company's relationship with the Directors and potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.*

*The risks referred to below are the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial conditions and results of operating.*

*Prospective investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares, the target rate of return, and/or the level of dividends (if any) received from the Ordinary Shares could decline significantly. Furthermore, Investors could lose all or part of their investment.*

### **Business Strategy Risks**

*No operating history*

The Company was incorporated on 17 November 2016 and has no operating or management history and no revenues. Since the Company has yet to commence operations, prospective investors are reliant on the abilities of its Directors to identify and evaluate suitable acquisition targets on behalf of the Company.

As of the date of this Prospectus, the Company has not identified any targets or Acquisitions and will only attempt to do so from the date of Admission. The Company will not be able to generate significant revenues until after an Acquisition is made.

*The Company may not be able to find a suitable Acquisition. Completed Acquisitions might not be able produce positive returns for Shareholders*

The Company's business strategy is to identify, evaluate and complete suitable Acquisition opportunities in the energy and industrial sectors. No guarantee can be made by the Directors that such an Acquisition will be made. Should a suitable Acquisition be identified and evaluated no guarantee can be made that Company will complete the Acquisition. Furthermore, no assurance can be given that once an Acquisition is made that Acquisition will produce positive returns for Shareholders. Should the Company, for whatever reason, fail to attain a targeted Acquisition then the Company may well be left with substantial unrecoverable transaction costs.

*Overall, the Company's returns could be significantly lower should there be a delay in identifying a suitable Acquisition*

The Directors can give no assurance as to the time it will take to complete any Acquisition, if at all, and no Acquisition will be planned and executed until after Admission. Following Admission suitable Acquisition opportunities may not be immediately available. Whilst interest rates remain historically low rate, returns from the Company's bank deposits will be correspondingly poor. Thus it is to be expected that operating expenses will exceed interest returns by a substantial margin. As a result of the Company may be in a weaker position to make Acquisitions as cash balances fall over time.



### *Risks inherent in an Acquisition*

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such opportunity were available, in a target business.

### *Shareholder Approval may not be sought for Acquisitions or other transactions*

Unless required to do so by any applicable regulation or law the Board will not in the normal course seek Shareholder Approval for an Acquisition or transaction unless the Board deem it reasonable in any particular circumstance to do so.

### *Small Company and Financial Risk*

The Company will receive Net Proceeds of £1.07m and have a market capitalisation at the Issue Price of £1.3m and so will be a very small company, compared with other companies listed on the London Stock Exchange. Following the Placing and Subscription, the Company will have cash resources of £1.1m and income from bank deposits estimated to be £3,000 per annum.

If the Company attempts to make an Acquisition and undertakes a due diligence programme, then it is possible that the Company's cash balances may become severely depleted by the cost of the due diligence work. There can be no certainty that the Company can replenish its cash resources in the event that due diligence work is undertaken but the Acquisition does not proceed and if this proves to be the case then the price of the Company's shares may fall.

The Company intends to maintain a minimum cash balance of at least £250,000. The Directors have estimated the Company's fixed overheads to be £100,000 per annum, and so this equates to two years' running costs. In the event that the Company's cash balances were severely depleted, the Directors would consider raising additional finance or, if this were not possible, seek to return the remaining cash to Shareholders. The Company will though be able to finance any due diligence and Acquisition costs or any other costs the Company may incur for at least a period of 12 months from Admission.

### *Reliance on external advisers*

The Directors may expect to rely on external advisers to help identify and assess potential Acquisitions and there is a risk that suitable advisers cannot be placed under contract or that such advisers that are contracted fail to perform as required.

### *Failure to obtain additional financing to complete an Acquisition*

There is no guarantee that the Company will be able to obtain any additional financing needed to implement its business funding plans post Acquisition or, if available, to obtain such financing on terms attractive to the Company. In that event, the Company may be compelled either to restructure or abandon the Acquisition or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment. The failure to secure additional financing on acceptable terms could have a material adverse effect on the continued development and growth of the Company and the acquired business.

### *Restrictions in offering Ordinary Shares as consideration for an Acquisition or requirements to provide alternative consideration*

In certain jurisdictions, there may be legal, regulatory or practical restrictions on the Company using its Ordinary Shares as consideration for an Acquisition or which may mean that the Company is required to provide alternative forms of consideration. Such restrictions may limit

the Company's acquisition opportunities or make a certain acquisition more costly, which may have an adverse effect on the results of operations of the Company.

#### *Competition for Acquisitions*

Although the Directors believe that the current economic environment has created potential opportunities for the Company, there may be competition from others seeking the same or similar opportunities. Competitors might include other energy and industrial companies, existing shareholder groups and investment funds. Although the Company, through its Directors and potentially supported by the Retained Advisers, have excellent contacts in the energy and industrial sectors no assurance can be given the Company will be successful against such opposition.

*Due diligence efforts made by the Company while making an Acquisition may not identify with all the relevant liabilities of a target which could have a substantial adverse effect on the financial position of the Company and its operations*

The Directors intend to adopt relevant due diligence prior to any Acquisition. The primary objective of the due diligence is to identify any quantifiable issues which might affect the decision to proceed with an Acquisition.

During the due diligence process the Company will also make subjective conclusions on the viability of the business and rely on information provided by the relevant acquisition target and third party investigations. No assurance can be given that the information provided during the due diligence process will be adequate or accurate. If the due diligence investigation fails to correctly identify the negative issues with the target and the acquisition completes then the Company may incur substantial impairments or losses.

#### **Risks Relating to the Energy and Industrial Sectors**

*Global supply and demand changes due to a potential economic downturn may adversely affect the business, cash flows, results of operations and financial conditions of the Company, following an Acquisition.*

Global supply and demand affects commodity prices. Widespread trading activities by market participants seeking either to secure access to commodities or to hedge against commercial risks affects commodity prices as well. Changes in commodity prices could give rise to commodity price risk for the Company as a supplier of and/or user of commodities as raw material. Commodity prices are subject to substantial fluctuations and cannot be accurately predicted.

In the event of a substantial global economic downturn, and if that downturn depresses the economy for the medium to long term, the Company's ability to grow or sustain revenues in the future years may be adversely affected, and with respect to certain long term price levels for a given commodity, operations may not remain economically feasible.

Disadvantageous economic conditions may limit the Company's ability to predict revenues and costs which may affect the Company's capability to conduct planned projects anticipated following the Acquisition.

*Currency exchange rate fluctuations may negatively affect the Company*

The Placing and Subscription will raise proceeds denominated in British Pounds sterling. However, the markets for many commodities and other raw materials are often listed in US dollars. The Company does not intend to hedge the Net Proceeds against risks associated with disadvantageous movements in the currency exchange rates. Therefore, currency exchange rate fluctuations may negatively affect the Company.

*The Company's cash flows and results of operations may be adversely affected by inflation and other cost increases*

The Company will be unable to control the market prices of any commodities used or produced in its operations following an Acquisition. The Company may be unable to pass increased production costs to customers. Therefore, significant inflation or other production cost increases in the countries in which the Company may operate could increase operational costs without a corresponding increase in the sales revenues the Company may generate. Moreover, an interruption in the reduction of input costs relative to decreasing sales revenues will have a similar negative impact on the Company's operations. Any such elevated costs or postponements in cost reductions may negatively affect the Company's profitability, cash flows and results of operations.

*Safety, health and environmental exposures and related regulations may expose the Company to increased litigation, compliance costs, and interruptions to operations, unforeseen environmental remediation expenses and loss of reputation.*

The energy and industrial sectors involve extractive and/or manufacturing enterprises. These endeavours often make the sectors potentially hazardous. The sectors are typically highly regulated by health, safety and environmental laws. The Company's operations following an Acquisition may be subject to these kinds of governmental regulations in any region in which it operates. Operations are subject to general and specific regulations and restrictions governing exploration and production, manufacturing and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and remediation requirements), workplace health and safety, social impacts and other laws.

The Company's operations may create environmental risks including dust, noise or leakage of polluting substances from its operations. Failing to adequately manage environmental risks or to provide safe working environments could cause harm to the Company's employees or the environment surrounding the operations site. Facilities are subject to closure by governmental authorities and the Company may be subject to fines and penalties, liability to employees and third parties for injury, statutory liability for environmental remediation and other financial consequences, which may be significant. The Company may also suffer impairment of reputation, industrial action or difficulty in recruiting and retaining skilled employees. Subsequent changes in regulations, laws or community expectations that govern the Company's operations could result in increased compliance and remediation costs. Any of the foregoing developments could have a materially adverse effect on the Company's results of operations, cash flows or financial condition.

*Current and pending legislation and regulation concerning greenhouse gas emissions may negatively affect the Company's operations*

Energy and industrial sector participants are subject to current and planned legislation concerning the emission of carbon dioxide, methane, nitrous oxide and other "greenhouse gasses".

Non-compliance with current greenhouse gas laws or any future legislation could negatively affect the Company's profitability following an Acquisition if an acquired business has material greenhouse gas intensive assets. Future legislative actions intended to diminish the use of certain commodities could also have an impact on the Company following an Acquisition. These factors could have a materially adverse effect on the Company's business, results of operations, financial condition or prospects.

*The Company's assessment and estimation of the amount of reserves recoverable through an Acquisition in the energy or extractive industry sectors may be more than actually recovered.*

In the event of an Acquisition in an extractive industry, the Company may estimate or hire third party experts to estimate a target's resources and reserves. These estimations are subject to a number of assumptions, including the price of commodities, production costs and recovery rates. Variations in the market underlying the Company's or third party expert's estimates and assumptions may result in material changes to its reserve estimates. Such changes may have a materially adverse impact on the financial condition and prospects of the Company after an Acquisition.

*The Company's inability to discover new reserves, enhance existing reserves or adequately develop new projects through an Acquisition in an extractive industry could adversely affect the Company's business following an Acquisition.*

Exploration and development work is capital intensive, speculative and often unproductive, but may be necessary for the Company's business following an Acquisition in an extractive industry. For instance, factors such as adverse weather conditions, natural disasters, equipment or services shortages, procurement delays or difficulties arising from the environmental and other conditions in the areas where the resources are located or through which production is transported may increase costs and make it uneconomical to develop potential reserves. Failure to discover new reserves, to maintain existing mineral rights, to enhance existing reserves or to extract resources from such reserves in sufficient amounts and in a timely manner could materially and adversely affect the Company's results of operations, cash flows, financial condition and prospects. In addition, the Company may not be able to recover the funds used in any exploration programme to identify new opportunities.

Increasingly stringent requirements relating to regulatory, environmental and social approvals can result in significant delays in construction of additional facilities and may adversely affect new projects, the expansion of existing operation and, consequently, the Company's results of operations, cash flows and financial condition, and such effects could be material.

*The Company may be unable to acquire or renew necessary rights and concessions, licences, permits and other administrations and/or such concessions, rights, licences and permits and other authorisations may be suspended, terminated or revoked prior to their expiration*

The acquired business may conduct its operations under existing rights and concessions, licences, permits and other authorisations. Any delay in obtaining or renewing a licence, permit or other authorisation may result in a delay in investment and may have a materially adverse effect on an Acquisition's results of operations, cash flows and financial condition. In addition, any existing rights and concessions, licences, permits and other authorisations of the acquired business may be suspended, terminated or revoked if it fails to comply with the relevant requirements. If, following an Acquisition, the acquired business or any of its subsidiaries fails to fulfil the specific terms of any of its rights, concessions, licences, permits and other authorisations or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the right, concession, licence, permit or other authorisation, any of which could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

*Independent contractors may delay operations*

Independent contractors perform various operational tasks. At certain times, demand for independent contractors may exceed supply resulting in increased costs or lack of availability of key contractors. Interruptions in operations or higher costs can also occur as a result of disputes with contractors or shortage of contractors. Moreover, because the Company following an Acquisition will not have the same control over independent contractors as it does over employees, and there is a risk that such contractors will not operate in accordance with the Company's safety standards or other policies. Any of the foregoing conditions may have a materially adverse effect on the Company's operating results and cash flows following an Acquisition.

*Natural disasters may affect operations and have a material impact on the productivity of the operations and may not be covered by insurance*

Natural disasters, including earthquakes, drought, floods, fire, tropical storms and the physical effects of climate change, all of which are outside the Company's control, may adversely affect the Company's operations. Operating difficulties could affect the costs and feasibility of its operations for indeterminate periods. Damage to or breakdown of a physical asset, including as a result of fire, explosion or natural catastrophe, can result in a loss of assets and financial losses. Insurance may provide protection from some, but not all, of the costs that may arise from unforeseen events. Although the Company intends to maintain adequate insurance, the Company's insurance may not cover every possible risk connected with its operations. Adequate insurance at a reasonable cost is not always available. The Company's insurance may not cover its liability or the consequences of any business disruptions such as equipment failure or labour dispute. The occurrence of a significant adverse event not fully covered by insurance could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

*The Company may be unable to access necessary infrastructure services, including transportation and utilities, which may adversely affect the Company's operations*

Inadequate supply of the critical infrastructure elements for required activity could result in reduced production or sales volumes, which could have a negative effect on the Company's financial performance. Supply interruptions of essential utility services, like electricity and water, may suspend the Company's production for the duration of the disruption and, when unexpected, may cause loss of life or damage to its equipment or facilities, which may in turn affect its capacity to restart operations on a timely basis. Adequate transportation services, such as timely pipeline and port access and rail services are critical to distributing products and disruptions to such services may affect the Company's operations. The Company may be dependent on third party providers of utility and transportation services. As such, third party provision of services, maintenance of networks and expansion and contingency plans will be outside of the Company's control.

*Shortages and disruptions in lead times to deliver certain key inputs may adversely affect the Company's operations*

The Company's inability to acquire strategic consumables, raw materials, manufacturing and processing equipment in a timely manner could have an adverse impact on any results of operation and financial condition. Periods of high demand for supplies can arise when availability of supplies is limited. This can cause costs to increase above normal inflation rates. Interruption to supplies or increase in costs could adversely affect the operating results and cash flows of the Company following an Acquisition.

### **Risks Relating to the Company's Relationship with the Directors and the Founders and Conflicts of Interest**

*The Directors may allocate their time to other business which may lead to potential conflicts of interest in their determination as to how much time to devote to the Company's affairs, which could have a negative impact on the Company's ability to complete an Acquisition.*

None of the Directors are required to commit their full time or any specified amount of time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. However, no Director or anyone with administrative, management or senior management roles in the Company has a conflict of interest between any duties they have to the Company and their private interests other than potential conflicts of interest regarding Directors' availability to allocate their time due to directorships held with other companies.

Whilst the Company has four Directors it does not intend to have any executive officers or employees working full time prior to the completion of an Acquisition. The Directors engaged in other business endeavours are not obligated to devote any specific number of hours to the Company's affairs which could have a negative impact on the Company's ability to consummate an Acquisition.

*The Directors are currently affiliated and may in the future become affiliated with, or otherwise have financial interests in, entities engaged in business activities similar to those intended to be conducted by the Company and may have conflicts of interest in allocating their time and business opportunities.*

Each of the Directors has, is currently, or may in the future become affiliated with or have financial interests in entities, including certain special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company.

In addition, the Directors may become aware of business opportunities that may be appropriate for presentation to the Company. In some instances, they may decide or be required to present these business opportunities to other entities which they are or may be affiliated with, in addition to or instead of presenting them to the Company.

### **Risks Relating to Taxation**

*Taxation of returns from assets located outside the UK may reduce any net return to investors*

To the extent that the assets, company or business which the Company acquires is or are established outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by investors from an investment in the Company.

*Changes in tax law may reduce any net returns for investors*

The tax treatment of holders of Ordinary Shares are issued by the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws and practices in the UK or any other relevant jurisdiction. Any change may reduce any net return derived by investors from an investment in the Company.

*There can be no assurance that the Company will be able to make returns for investors in a tax-efficient manner*

It is intended that the Company will structure the Group, including any company or assets acquired in any Acquisition to maximise returns for investors in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not borne out in practice, taxes may be imposed with respect to any of the Company's assets or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for investors (or investors in certain jurisdictions). The level of return for investors may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium-term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for investors.

### **Risks Relating to the Ordinary Shares**

*No Share Price Trading History*

On Admission, there is no certainty that the Ordinary Shares will be valued at the Issue Price and it is possible that the price of the Ordinary Shares may fall on that date or on later dates.

#### *Risk of Suspension*

*Should a Reverse Takeover be announced by the Company or knowledge of the same leak into the market then the Company's Ordinary Shares may be suspended. During a period of suspension shareholders may be unable to realise the value from their shares. Should the shares remain suspended of a prolonged period may be adversely affect the value of the shares.*

It is the Directors' duty under the Listing Rules to contact the UKLA as early as possible if a Reverse Takeover has been agreed or is in contemplation, to discuss whether a suspension of the listing is appropriate. The UKLA retains a general power to suspend a company's securities where it considers it necessary to protect its investors. The UKLA may decide to exercise such power where the company undertakes a transaction which, because of the comparative size of the company and any target would be a Reverse Takeover under Listing Rules.

Given the size and nature of the Company it is likely that *any* Acquisition will be deemed to constitute a Reverse Takeover by reason of the application of the definition of Reverse Takeover under Chapter 5 of the Listing Rules. The Listing Rules provide generally when a Reverse Takeover is announced or leaked, there will be insufficient information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately, so suspension of trading in the listed company's securities will often be appropriate.

Any such suspension would be likely to continue until sufficient financial information on the transaction is made public and the period during which the Ordinary Shares would be suspended may therefore be significant. Depending on the nature of the Acquisition and the stage at which it is leaked or announced it may take a substantial period in time to compile the relevant information, particularly where a target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide. A suspension of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect an investor's ability to realise some or all of his or her investment and/or the price at which such investor can effect such realisation. If the Company's listing has been suspended from trading for more than six months, the listing may be cancelled.

Generally, the Directors would expect the Company's listing to be cancelled on completion of a Reverse Takeover and should the Company's shares not be re-admitted for trading then the liquidity and price of the Company's shares could be adversely affected.

If the UKLA decided to cancel the Company's listing, the Company would expect to seek re-admission to listing at the time of completion of any such Reverse Takeover. The process for admission following a Reverse Takeover would require publication of a prospectus and it would be necessary for the Company to meet the eligibility requirements set by the UKLA in order to be admitted. However, there is a risk that such eligibility criteria might not be met and therefore there is no certainty that such re-admission would be granted. A cancellation of the listing of the Company's Ordinary Shares would materially reduce liquidity in such shares which may affect a Shareholder's ability to realise some or all of his or her investment and/or the price at which such Shareholder can effect such realisation.

*The proposed Standard Listing of the Ordinary Shares will afford investors a lower level of regulatory protection than a Premium Listing*

Application will be made for the Ordinary Shares to be admitted to the Standard Listing segment of the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing

will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares. Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on page 26 of this Document.

*The Company may be unable or unwilling to transition to a Premium Listing in the future*

The Company is currently not eligible for a Premium Listing under Chapter 6 of the Listing Rules. There is no guarantee that the Company will ever meet this eligibility criterion or that a transition to a Premium Listing will be achieved. If the Company does not achieve a Premium Listing, the Company will not be obligated to comply with the higher standards of a corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards acceptable to a company with a Standard Listing. This would include a period of time after the Acquisition where the Company could be operating a substantial business but would not need to comply with such higher standards. In addition, an inability to achieve a Premium Listing will prohibit the Company from gaining a FTSE indexation and may have an adverse effect on the valuation of the Ordinary Shares. Further details regarding the differences in the protections afforded by the Premium Listing as against a Standard Listing are set out in the section entitled “Consequences of a Standard Listing” on page 26 of this Document.

*The pre-emption rights in the Articles of the Company have been disapplied to facilitate an Acquisition and related transactions and the Company may be required to raise cash through issuing substantial additional equity to complete an Acquisition, which may dilute the percentage ownership of a Shareholder and the value of its Ordinary Shares*

Although the Company will receive the Net Proceeds from the Placing and Subscription, the Directors believe that further equity capital raisings will be required by the Company in order to complete an Acquisition, which may be substantial. The pre-emption rights contained in the Articles have been disapplied in respect of the issuance of Ordinary Shares for non-cash consideration and for the issue of up to 100,000,000 shares, to facilitate the Acquisition and would dilute the value of the Ordinary Shares held by existing Shareholders, Placees and Subscribers. In addition any exercise of the Warrants and Broker Warrants will further dilute the value of the Ordinary Shares held by existing Shareholders, Placees and Subscribers.

If the Company does offer its Ordinary Shares as consideration in making an Acquisition, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares at the time, the issuance of such Ordinary Shares could materially reduce the percentage ownership represented by the holders of Ordinary Shares in the Company and also dilute the value of Ordinary Shares held by such Shareholders at the time.

If a target has a large shareholder, the Company’s issue of new Ordinary Shares may result in such shareholder subsequently holding a large stake in the Company, which may, in turn, enable it to exert significant influence in the Company.



*Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable.*

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing and Subscription may contribute to infrequent trading in the Ordinary Shares on the London Stock Exchange and volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price of the Ordinary Shares may fall below the Issue Price.

*Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends prior to an Acquisition.*

The Company intends to pay dividends on the Ordinary Shares in such amounts (if any) as the Board determines appropriate and subject to its obligations under the Companies Act. Payments of such dividends will be dependent on the availability of distributable reserves. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

*The ability of Overseas Shareholders to bring actions or enforce judgments against the Company or the Directors may be limited.*

The ability of an Overseas Shareholder to bring an action against the Company may be limited under law. The Company is a public limited company incorporated in England and Wales. The rights of holders of Ordinary Shares which are set out in the Articles and are governed by English law. These rights may differ from the rights of Shareholders in non-UK corporations. An Overseas Shareholder may not be able to enforce a judgment against some or all of the Directors and executive officers. It may not be possible for an Overseas Shareholder to effect service of process upon the Directors and executive officers within the Overseas Shareholder's country of residence or to enforce against the Directors and executive officers judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK against the Directors or executive officers who are residents of the UK or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors or executive officers in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in England or other countries.

## CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to the standard segment of the Official List. A Standard Listing affords Shareholders and investors in the Company a lower level of regulatory protection than that afforded to investors in companies whose securities are admitted to the premium segment of the Official List, which are subject to additional obligations under the Listing Rules.

Chapter 14 of the Listing Rules sets out the requirements for Standard Listings and does not require the Company to comply with, *inter alia*, the provisions of Chapters 6 and 8 to 13 of the Listing Rules. The Company will comply with Listing Principles 1 and 2 set out in Chapter 7 of the Listing Rules, as required by the UK Listing Authority, and intends to comply with the Premium Listing Principles as set out in Chapter 7 of the Listing Rules notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. The Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the UK Listing Authority.

### 1. Listing Rules which are not applicable to a Standard Listing

Such non-applicable Listing Rules include, in particular:

- Chapter 6 of the Listing Rules regarding the additional requirements for a premium listing (commercial company).
- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. In particular, the Company is not required to appoint a sponsor in relation to the publication of this document or Admission;
- Chapter 9 of the Listing Rules relating to further issues of shares, issuing shares at a discount in excess of 10 per cent. of market value, notifications and contents of financial information;
- Chapter 10 of the Listing Rules relating to significant transactions which requires Shareholder consent for certain acquisitions;
- Chapter 11 of the Listing Rules regarding related party transactions;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not currently intend to seek to transfer to either a Premium Listing or other listing venue. Should the Company determine to seek a transfer to a Premium Listing there is no guarantee that it would be able to fulfil the relevant eligibility criteria.

## 2. Listing Rules with which the Company must comply under a Standard Listing

There are, however, a number of continuing obligations set out in Chapter 14 of the Listing Rules that will be applicable to the Company. These include requirements as to:

- the forwarding of circulars and other documentation to the UKLA for publication through the document viewing facility and related notification to a regulatory information service;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the UKLA in relation to compliance with the Listing Rules and the Disclosure Guidance and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- the making of regulatory information service notifications in relation to a range of debt and equity capital issues; and
- at least 25 per cent. of the Ordinary Shares being held by the public.

In addition, as a company whose securities are admitted to trading on a regulated market, the Company will be required to comply with the Disclosure Guidance and Transparency Rules and the Market Abuse Regulations.

In due course, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or to AIM, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time.

If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure Guidance and Transparency Rules) in the same manner as any other company with a Premium Listing.

**It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so as to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding the compliance in this Document are themselves misleading, false or descriptive.**

## IMPORTANT INFORMATION

In deciding whether or not to invest in Ordinary Shares prospective investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under the FSMA, the Prospectus Rules, Listing Rules and Disclosure Guidance and Transparency Rules, neither the delivery of this Document nor any Placing or Subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective investors must not treat the contents of this Document or any subsequent communications from the Company, the Directors or any of their respective affiliates, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as whole by the Investor. In particular, Investors must read the section headed Section D (Risks) of the Summary together with the risks set out under the section "Risk Factors" set out on page 16 of this Document.

This Document is being furnished by the Company in connection with an offering exempt from registration under the Securities Act solely to enable prospective investors to consider the purchase of Ordinary Shares. Any production or distribution of this Document, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering investment in the Ordinary Shares hereby is prohibited.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or any invitation or the solicitation of an offer or invitation to subscribe for or buy, Ordinary Shares by any person in any jurisdiction:

- (i) in which such offer or invitation is not authorised;
- (ii) in which the person making such offer or invitation is not qualified to do so; or
- (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation.

The distribution of this Document and the offering of Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this Document are required by the Company and the Directors to inform themselves about and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company or the Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required nor has any such action been taken with respect to the possession or distribution of this Document other than in any jurisdiction where action for that purpose is required.

Neither the Company nor the Directors accept any responsibility for any violation of any of these restrictions by any other person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant security laws of any state or other jurisdiction in the United States or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the

Ordinary Shares and Warrants may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada or Japan or to any national resident or citizen of Australia, Canada or Japan.

**The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.**

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. Prospective investors are also notified that the Company may be classified as a passive foreign investment company for the United States federal income tax purposes. If the Company is so classified, the Company may, but is not obligated to, provide to US holders of Ordinary Shares the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Ordinary Shares for any year in which the Company is a passive foreign investment company.

### **Available Information**

The Company is not subject to the reporting requirements of section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). For so long as any Ordinary Shares are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) there under, provide, upon written request, to Shareholders and any owner of a beneficial interest in Ordinary Shares or any prospective purchaser designated by such holder or owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

### **Data Protection**

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (for any third party, functionary or agent appointed by the Company) to:

(a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and

(b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data will use reasonable endeavors to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect to such personal data.

In providing such personal data, investors will be deemed to have agreed to the process of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates to the disclosure and use of such data in accordance with these provisions.

### **Investment Considerations**

In making an investment decision, prospective investors must rely on their own examination, analysis an enquiry of the Company, this Document and the terms of the Admission, including the merits and risks involved. The contents of this Document are not to be constructed as advice relating to legal, financial, taxation, investment and decisions or any other matter. Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objectives will be achieved.

It should be remembered that the price of the Ordinary Shares and any income from such Ordinary Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of the Company, which Investors should review.

### **Forward-looking Statements**

This Document includes statements that are, or may be deemed to be, "forward-looking statement". In some cases, these forward looking statements can be identified by the use of forward looking terminology including statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, among other things: (i) the Company's objective, acquisition and financing strategies, results of operations, financial condition, capital

resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an Acquisition. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performances. The Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable acquisition opportunities or the Company's success in completing an Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of target company or business;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 7 of Part VI of this Document (General Information).

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

### **Third Party Data**

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### **Currency Presentation**

Unless otherwise indicated, all references in this Document to "British Pounds sterling" are to the lawful currency of the UK.

### **No Incorporation of Website**

The contents of any website of the Company or any other person do not form part of this Document.

### **Definitions**

A list of defined terms used in this Document is set out in “Definitions” beginning at page 80 on do not form part of this Document.

**Governing Law**

Unless otherwise stated, statements made in this Document are based on the law and practice currently in force in England and Wales and subject to changes in relation to thereto.



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	12 May 2017
Admission and commencement of dealings in Ordinary Shares	10.00am on 17 May 2017
Delivery of Ordinary Shares into CREST	8.00am on 17 May 2017
Ordinary Share certificates dispatched by	22 May 2017

*These dates and times are indicative only, subject to change and may be brought forward as well as moved back, in which case new dates and times will be announced. All references to time in this document are to London time unless otherwise stated.*

LR 2.2.9  
(1)

### STATISTICS

Number of Ordinary Shares in Issue at the Date of this Document	
2,000,120	
Number of Placing Shares	13,285,000
Number of Subscription Shares	10,715,000
Total number of Ordinary Shares in issue at Admission	26,000,120
Issue Price	5p
LR 2.2.7 (1)	Market Capitalisation at the Issue Price £1.3m
Estimated costs	£130,000
Estimated net proceeds of the Placing and Subscription	£1.07m
Number of Warrants at Admission	24,000,000
Number of Broker Warrants at Admission	709,500
Number of Options at Admission	2,600,000
Fully Diluted Share Capital	53,390,620

### DEALING CODES

Ticker	SOP
SEDOL	BYQCS70
ISIN Number	GB00BYQCS703



## DIRECTORS AND ADVISORS

<b>Directors</b>	Andrew John Gowdy Morrison	<i>Chairman</i>
	Jonathan Bradley Hoare FCA	<i>Finance Director</i>
	Anthony James Harpur	<i>Director</i>
	Richard Thomas Liddell	<i>Director</i>

The business address for each of the Directors is:

30 Percy Street, London W1T 2DB

<b>Founders</b>	Andrew John Gowdy Morrison, Jonathan Bradley Hoare, Anthony James Harpur and Richard Thomas Liddell
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<b>Financial Adviser and Broker</b>	SP Angel Corporate Finance LLP Prince Frederick House 4th Floor 35-39 Maddox Street London W1S 2PP
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<b>Secretary</b>	David Anthony Little LLB 59-60 Russell Square London WC1B 4HP
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<b>Auditors and Reporting Accountants</b>	Adler Shine LLP Aston House Cornwall Avenue London N3 1LF
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<b>Solicitors</b>	Bishop & Sewell LLP 59-60 Russell Square London WC1B 4HP
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<b>Bankers</b>	Metro Bank Plc 227 Tottenham Court Road London W1T 7QF
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<b>Registrars</b>	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
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<b>Registered Office</b>	30 Percy Street, London W1T 2DB
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<b>Company Website</b>	<a href="http://www.spinnakeropportunities.uk">www.spinnakeropportunities.uk</a>
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## **PART I**

### **INFORMATION ON THE COMPANY, INVESTMENT OPPORTUNITY AND STRATEGY**

#### **Introduction**

The Company was incorporated on 17 November 2016 with nominal share capital of £3 divided into 3 Founder Shares of £1 which were allotted to Andrew Morrison, Jonathan Bradley Hoare and David Little as set out in Part VI of this Document.

The Founders subscribed for £50,000 of Founder Shares at 2.5p in order to capitalise the Company and to pay for certain pre-admission costs.

On 9 May 2017, a further 24,000,000 Ordinary Shares were allotted pursuant to the Placing and Subscription conditional on Admission, at a price of 5 pence per Ordinary Share, raising £1.2m before expenses. The Placing and Subscription have not been underwritten and are subject to at least £800,000 being raised pursuant to the Placing and Subscription. The Company has received irrevocable commitments to subscribe for all of the New Ordinary Shares being issued pursuant to the Placing and Subscription.

Pursuant to the Subscription, the Founders are investing a further aggregate amount of £260,000 at the Issue Price and on the same terms as the Placees and Subscribers.

The Company has never traded and, other than in respect of the initial subscriptions referred to above, the Placing and Subscription, the proposed application for Admission and fees of £130,000 which it has committed to pay its advisers in connection with Admission, has not entered into any significant transactions or financial commitments.

The Company owns no assets other than cash on bank deposit representing sums subscribed by members for shares in the Company.

With no projects identified, the Company's expertise is weighted to satisfy its corporate finance, accounting and administrative requirements until a project is identified and acquired. On an Acquisition, management will be appointed to the enlarged group with the requisite specialist technical management expertise. During the period prior to making an Acquisition, the Company may from time to time appoint additional advisers chosen to provide technical expertise to advise on target assessment and due diligence.

In the event that the Company fails to make an Acquisition by the second anniversary of Admission the Board will consult with its shareholders as to the future direction of the Company which may include proposing de-listing the Company's shares.

#### **Business Strategy and Execution**

##### **Background**

The Company has been formed to undertake an Acquisition of a target company or business in the industrial or energy sector. The Company does not have any specific acquisitions under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. Consideration for an Acquisition is likely to be funded through the issue of shares to raise cash and directly to the vendors of a target business.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to the Acquisition.

The Acquisition will be subject to Board approval. The determination of the Company's post-Acquisition strategy and whether any of the Directors will remain with the combined company and on what terms, will be made at or prior to the time of the Acquisition.

## **Potential Acquisitions**

The Board believes that the Company will be attractive to a number of potential targets in the energy or industrial sectors as it will be a clean cash shell. With the experience of its Board members and advisory team it is able to offer the possibility of a faster and more certain listing process compared to a target undertaking its own efforts.

The main competition for the Company is likely to arise from potential targets undertaking their own admission process.

The Board however believes that there are several situations that will give rise to opportunities to the Company, including:

- *Overseas managed business* - good businesses led and managed overseas may not have the expertise, relevant connections or prior experience to be able to conduct their own admission process on a cost-effective basis or at all. The injection of established UK director experience could materially assist in achieving a UK listing;
- *Family managed business* - good businesses led and managed by owners who wish to create liquidity for expansion and/or progressive withdrawal from the business may offer good opportunities. These businesses may require fresh capital to invest and meet increasing technology challenges and/or to expand into new product or geographic markets. Owners may lack experience of capital markets and/or may wish to have support to reduce distraction from other business priorities;
- *Corporate Spin-out or Management Buy-out* - good businesses within major corporates can become orphaned or non-core as a by-product of larger transactions or simply as a result of changes of focus by the parent company. The parent company may not wish to have the workload or publicity associated with an independent flotation of a non-core business;
- *Company or project needing urgent seed capital* - a project that has identified substantive assets and has a strong and committed management team who need to move quickly to secure the assets and create a corporate entity around them. The capital raised by the Company could form a material contribution to the creation of value through its acquisition of the project. This could be a faster and more certain outcome for the target than undertaking its own efforts.

## **Strategy**

The Company's strategy will be to acquire an established business or project in the energy or industrial sectors, avoiding large up-front costs and so preserving capital for operational programmes. The Company's determinations in identifying a prospective target company or acquisition in the energy or industrial sectors will not be limited to a specific geographical region, stage of development from exploration through to production or to a particular commodity. It is likely that the initial target will be a business domiciled in Europe or another OECD market but the business and/or its assets may be in another part of the world. Although the Company will seek to retain flexibility on commodity and jurisdiction of an Acquisition, its basic investment criteria will be:

- *Profit Pool Potential*: Regardless of their stage of development, potential target businesses or projects must be operating in an industry with a satisfactory profit potential. The Board will use its judgment to assess the potential for high and sustainable margins in relation to costs, for growth, for the opportunity to establish a leadership position and the overall competitive intensity. The Company will seek to avoid businesses where even good competitors earn less than the cost of capital;
- *Value Advantage*: In order to help secure a strong return on its own investment, the Company will focus on opportunities where it can offer a clear value advantage to a potential target business or project. The main sources of value advantage are expected to be the relevant experience and networks of the Directors and the ability to act quickly to complete a transaction and to deploy capital;
- *Leadership and Management*: Regardless of their stage of development, potential target businesses or projects must have a competent management team to participate fully in raising any investment funds required at re-admission and to lead the business following Acquisition. The Directors are prepared to offer such assistance as may be required to the enlarged company following Acquisition but do not seek long-term employment for themselves; and
- *Likely Market Appetite*: In consultation with the Company's stockbrokers and financial advisers, the Board will use its judgment to high-grade businesses and projects that are likely to benefit from favourable market appetite at the time of Acquisition.

Whereas size on its own is not a criterion, the Board will focus its efforts on businesses valued between £5m and £30m.

### **Assessment of potential targets**

The Company has already started to build an inventory of opportunities in the energy and industrial sectors from which it hopes to source potential targets. Once the Company has identified a potential target, the Board will undertake a preliminary review of the opportunity using its own resources.

Where necessary for field of knowledge or other reasons, specific advice may be sought using external expertise.

The Company has to-date reviewed over 30 opportunities of which 16 are live and 7 have been through a more formal screening process. Three quarters of the live opportunities are in the energy sector and one quarter in the industrial sector, and are geographically located in the UK, the EU, the USA and Africa.

The Company does not intend to engage in substantive negotiations with any target company or business until after Admission.

If, after Admission, one or more potential targets are deemed of sufficient interest, the Board will then enter discussions pursuant to agreeing the terms of a possible transaction. Prior to entering into an Acquisition, the Board will conduct due diligence of its own and also in connection with the preparation of documentation for the readmission of the Company in connection with a required Reverse Takeover.

The Company aims to minimise the cash cost of assessing potential opportunities prior to a formal due diligence process.

### **Failure to make an Acquisition**

If an Acquisition has not been announced by the second anniversary of Admission, the Board will consult with its Shareholders as to the future direction of the Company. This may include proposing de-listing the Company's shares and/or putting a resolution to Shareholders at a general meeting as to the on-going direction and activities of the Company. In the event that the Company is wound up, any capital available

for distribution will be returned to Shareholders in accordance with the Articles. It should be noted that a special resolution of Shareholders, requiring not less than 75 per cent. of the votes cast in favour, is required to voluntarily wind-up the Company.

### **Use of Proceeds**

The Company intends to prioritise the proceeds of the Placing and Subscription as follows:

- To pay the costs of Admission;
- To pay for the cost of due diligence associated with potential Acquisitions; and
- To pay the costs of re-admission on an Acquisition;

The Company's intention is to conserve as much as possible of its initial capital pending completion of its first Acquisition.

The operating costs of running the business prior to its first Acquisition will be kept to the minimum required commensurate with full compliance and good governance. Much of the work required for Admission has been in-sourced in order to minimise cash costs and the Directors have also agreed that no fees will be payable to them for their ordinary duties prior to an Acquisition.

Some external fees may be incurred in the process of due diligence and the Board may agree an exceptional payment to a Director under circumstances in which this saves cash that would otherwise be paid to external advisers. In the course of negotiations with a potential target, the Company may agree to fund all or part of the cash costs associated with the preparation of materials for and legal and other costs associated with a Reverse Takeover.

Under certain circumstances, where the Board considers it to be advantageous to its shareholders, the Company may agree to advance some of its initial capital to a potential target prior to the completion of an Acquisition. Such an advance may itself be considered to be a Reverse Take-Over and the costs and consequences of making any such advance will be weighed by the Board in arriving at their determination.

To the extent that the initial capital remains unused at the time of Acquisition, the Company intends to use such surplus capital to contribute to any cash consideration paid to the vendors of a target business and/or for general working capital of the enlarged business. Consideration for an Acquisition is likely to be funded through the issue of shares to raise cash and directly to the vendors of a target business.

### **The Board**

#### **Andrew John Gowdy Morrison – Chairman (date of birth 28 October 1960)**

Mr Morrison has a background in strategic business development, which combined with technical literacy and an entrepreneurial mind-set has led to a record of commercial delivery across energy and other industries. For the first 17 years of his career, Mr Morrison worked for Shell in a variety of positions of increasing seniority in oil products trading, shipping, marketing and business development. His work in marketing and business development was principally in the industrial sectors of lubricants and speciality chemicals and included new market entries in South America and China. In 1999, Mr Morrison joined BG Group Plc as a New Ventures Director where he led the creation of a corporate venture to exploit BG's UK land estate to create an infrastructure business targeting the mobile telecoms sector. After a period as head of corporate strategy at BG he continued his career in corporate venturing, first as an independent business development adviser and then as Group Director of New Business Development for the industrial gases group BOC Group Plc until its acquisition in 2007. During his time in corporate venturing, Mr Morrison was also involved in projects with major firms operating in aggregates, agricultural industry and water technology as well as in the energy sector.

Since 2007, Mr Morrison has devoted his time to managing and developing junior public companies. The first of these was Xtract Energy Plc, at the time a quoted venture capital vehicle operating in the energy sector with interests including upstream oil and gas. Subsequent to Xtract Energy Plc, Mr Morrison has also held chief executive positions with Silvermere Energy Plc and Zeta Petroleum Plc, an ASX quoted firm with operations in Romania. He has also advised Highlands Natural Resources Plc and Zenith Energy Ltd, both of which are listed on the Standard List.

He has a BSc (1<sup>st</sup> Class) in Chemical Engineering and Fuel Technology from the University of Sheffield, a Diploma in Company Direction from the Institute of Directors, and has published several articles in the fields of innovation, venturing and strategic business development.

#### **Jonathan Bradley Hoare FCA – Finance Director (date of birth 23 May 1962)**

Mr Bradley Hoare is a chartered accountant with over twenty years' experience in financial management and corporate advisory services.

After qualifying with Littlejohn Frazer (now PKF Littlejohn) he spent 12 years in the financial sector with TSB Bank Plc (Finance Manager), Standard Chartered Plc (Financial Controller UK and Europe and International Division), Mellon Bank (Financial Controller) and Prudential Banking Plc and Prudential Banking Plc (Financial Controller). He now focuses on working with growing business in the small cap to mid-corporate sector and has worked with a large number of companies on AIM and other stock markets.

Mr Bradley Hoare owns his own accounting practice, Welbeck Associates Limited and is also a director of Alpha Universal Management Plc and Holly Court Management Company (South Norwood) Limited. Over the last 20 years he has formed over 100 companies on behalf of Welbeck Associates many of which he served as a director on formation.

He has an MA in accountancy from Dundee University and is also a member of the Corporate Treasury Association AMCT.

#### **Anthony James Harpur – Director (date of birth 8 March 1955)**

Mr Harpur joined Shell in 1978 on their graduate scheme.

After three years in its Retail Division he became an oil products trader. Shell then sent Mr Harpur on a full time Arabic language course with the FCO in 1984-5 and after that he was appointed General Manager of Shell Jordan, focusing on sales of lubricants and greases. In 1987 he moved to Dubai as Supply and Trading Manager for the Middle East. He remained in that post for five years until he returned to London to be a Crude Oil Trader in the Middle East section. In 1994 Mr Harpur was posted to Japan as Crude Oil Liaison manager for Shell Japan and in 1997 he returned to London to head up the Middle East crude oil acquisitions section.

After 23 years with Shell, Mr Harpur joined BP in 2000 to take over its Middle East crude oil desk and in 2003 he moved back to Dubai to be BP's Vice-president for Integrated Supply and Trading for the Middle East and India.

In 2006 the Oman Government and Vitol set up a new joint-venture energy trading company named Oman Trading International ("OTI") and Vitol recruited Mr Harpur to be the first CEO of the company. After two years the annual turnover of OTI had grown to over USD 25 billion. Mr Harpur handed over his role to his former deputy but remained on the Board of OTI. In his remaining years in Dubai Mr Harpur combined his responsibilities for OTI with a business development role for Vitol which included board membership of other Vitol joint ventures, and the management of a number of projects in the Middle East, India and Pakistan. Mr Harpur retired from Vitol and OTI in 2011 and he moved back to London. Since then he has held a part time consultancy role with Argus, the price reporting agency. Mr Harpur has an MA in Jurisprudence from Exeter College, Oxford.



## **Richard Thomas Liddell - Director (date of birth 14 November 1947)**

Mr Liddell has a background in upstream oil and gas resource evaluation, development and production and electrical power project development. He has achieved successful project delivery of a number of major UK domestic and international energy projects and has experience as a senior executive of complex multi-national corporations having carried board-level positions in which appraisal, commercialisation and development of energy assets and operational and financial performance of large business units were key responsibilities.

Mr Liddell stated his career as an electrical engineer with the engineering consultancy Preece Cardew and Rider and provided specialist engineering input to a number of overseas power projects including an assignment to New Zealand to oversee the construction and commissioning of a large scale electrical power generating project.

In 1979, he went into the upstream oil and gas exploration and production sector, joining Phillips Petroleum Company to provide specialist technical and project engineering expertise to Phillips' Europe and Africa natural resources development projects. Over a period of 18 years with Phillips, his career broadened into the management and leadership of large scale oil and gas development projects from appraisal/conceptualisation, commercialisation, field development to production, including a number of North Sea oil and gas projects and as Vice President Asia, responsible for the successful development of an oil development offshore China. During this period, Mr Liddell also held positions as Manager of Phillips' UK Production Operations business, and in the USA head office as Head of Worldwide Drilling and Production.

Subsequently, he joined BG Exploration and Production as a company director and with specific responsibility for natural gas field development projects overseeing the execution of major projects in Egypt, Kazakhstan, Trinidad, Tunisia and UK. In 2000, he joined Premier Oil Plc to join the main board as COO, which included responsibility for performance of its producing business units/assets in Myanmar, Indonesia, Pakistan, Albania and UK and functional responsibility for petroleum engineering, drilling and production.

Mr Liddell is also an experienced public company chairman and director; in 2005 he joined the board of Falkland Oil and Gas Limited (AIM listed) as non-executive director and a year later became chairman, a position he held until 2015. He currently serves as Senior Non-Executive Director of Sound Energy Plc (AIM listed) and is Managing Director of Clara Petroleum Ltd., a private oil and gas exploration and production company which he founded in 2008.

He has a BSc in Electrical Engineering from Rutherford College of Advanced Technology, Newcastle Upon Tyne.

### **Retained Advisers**

The following persons have agreed to act as Retained Advisers to the Company. These persons are not Directors of the Company nor have any rights granted to them to become such in future. The role of the Retained Adviser is to advise the Board on a discretionary, part-time consultancy basis as the Board assesses potential Acquisitions. No fees will be payable to the Retained Advisers other than a potential bonus as referred to in the section headed "Bonus Arrangements" below.

On presentation of a potential acquisition target, the Retained Advisers may be requested to provide the benefit of their experience on issues such as target quality, potential capital expenditure requirements, commodity market dynamics and business development in order to assist the Directors in formulating an investment decision. While the Retained Advisers may be asked for their recommendations, all decisions will be made solely by the Directors.

### **David Bott**

David is Chairman of Oxford Biomaterials and a Non-Executive Director of Oxford Advanced Surfaces Group. He originally qualified with a degree in Polymer Science and pursued an early career amongst major

industrial firms including BP, Courtaulds and ICI rising to the role of Director of Group Technology at ICI. He was a founder and then Director of Innovation Programmes at the UK Government's Technology Strategy Board from 2007-2013.

### **Michael Doherty**

Michael is Chairman of Impact Oil and Gas Ltd, an exploration company with a focus on Africa. He is a qualified geophysicist and a proven oil finder with over 35 years' industry experience in senior technical, commercial and management roles. He started his career in the seismic industry and was a co-founder of Merlin Geophysical Company limited in 1979. In 1981 he became CEO of Merlin and organised the merger of Merlin and Seismic Profilers to form an integrated acquisition and processing company called Merlin Profilers. This integrated company was acquired by Schlumberger in 1986.

Since then Michael has been CEO of a number of E&P companies with global operations. He joined the publicly-listed Ardmore Petroleum as CEO and arranged the merger of Ardmore and Tuskar Resources PLC. He served as CEO of Tuskar for a number of years before leaving to become Chief Executive of Trans-Dominion Energy Corporation – a TSX listed company. Michael established Impact Oil & Gas Limited in 2009. He has an MA in Physics from Trinity College Dublin and is a Fellow of the Geological Society.

### **Corporate Governance**

The Directors intend, so far as possible given the Company's size and the construction of the Board, to comply with the UK Corporate Governance Code.

The Directors have established an audit committee comprising Anthony Harpur and Richard Liddell and to be chaired by Richard Liddell.

Given the Company's size and stage of development, the Company has not established a Remuneration Committee or Nominations Committee.

### **Option Scheme**

As an incentive to the Directors and the Retained Advisers to achieve the Company's strategy, they have been issued with Options to subscribe for an aggregate of 2,600,000 Ordinary Shares (being 10 per cent. of the Company's issued share capital at Admission) at 5 pence per share during the period of three years from Admission. Pursuant to the Option Scheme, the Company may grant Options over up to 10 per cent of the Company's issued share capital from time to time.

Details of the Option Scheme are set out in Part VI of this Document.

### **Bonus Arrangements**

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 would be contingent on completion of the Acquisition and related Reverse Takeover and would be disclosed to the vendors of the acquired business and would also appear in the documentation associated with Re-admission to trading. Any sums paid as a bonus will not be material in the context of an Acquisition and would 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.

### **Admission to Trading on the Official List**

The Directors have applied for the Ordinary Shares to be admitted to the Official List of the UKLA by way of a Standard Listing and to trading on the Main Market of the London Stock Exchange. Dealings in the Ordinary Shares are expected to commence on 17 May 2017, and copies of this Document will be available to the public, free of charge, from the Company's registered office for a period of 14 days from the commencement of dealings.

### **CREST**

The Company's Articles of Association will permit the holding of the Ordinary Shares in uncertificated form in accordance with the Uncertificated Securities Regulations 2001.

### **Dividend Policy**

The objective of the Directors is the achievement of substantial capital growth. For the foreseeable future, it is unlikely that the Directors will declare a dividend.

## **Part II**

### **THE INVESTMENT**

#### **1. Description of the Investment**

Under the Placing and Subscription 24,000,000 New Ordinary Shares have been conditionally applied for by prospective Placees and Subscribers at the Issue Price of 5 pence per Ordinary Share, conditionally raising gross proceeds of £1.2m subject to commission and other estimated fees and expenses of £130,000.

The Net Proceeds to the Company amount to approximately £1.07m after deduction of such fees and expenses. If Admission does not proceed, the Placing and Subscription will not proceed and all monies will be refunded to the applicants.

The Placing Shares and Subscription Shares have been made available to sophisticated and institutional investors in the UK (and elsewhere). In accordance with the Listing Rules, at admission at least 25 per cent. of the Ordinary Shares of the total class will be in public hands (as defined in the Listing Rules).

Completion will be announced via a regulatory news service on Admission which is expected to take place at 8:00am on 17 May 2015.

#### **2. Admission, Dealings and CREST**

The Placing and Subscription are conditional solely on Admission and subject to Admission occurring on or before 17 May 2017 or such later date as may be agreed by the Company and SP Angel but by no later than 7 June 2017.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 17 May 2017. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Ordinary Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned.

The expected date for electronic settlement of such dealings will be 17 May 2017. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a "when issued basis". If the Placing and Subscription do not become unconditional in all respects, any such dealings will be of no effect and any such dealings will be at the risk of the parties concerned.

Where applicable, definitive share certificates in respect of the Ordinary Shares to be issued pursuant to the Placing and Subscription are expected to be dispatched, by post at the risk of the recipients, to the relevant holders not later than 22 May 2017. The Ordinary Shares are in registered form and can also be held in uncertificated form. Prior to the dispatch of definitive share certificates in respect of any Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

### **3. Placing, Subscription and Pricing**

All Ordinary Shares have been issued pursuant to the Issue Price which has been determined by the Directors. Allocations have been determined by agreement between the Company and SP Angel after indications of interest from prospective investors were received. A number of factors were considered when deciding the basis of allocations under the Placing, including the level and nature of the demand for the Ordinary Shares, investor profile and the firm through which they are made. The Company and SP Angel have ensured that the Company will have sufficient shares in public hands, as defined in the Listing Rules. The issue of the Placing Shares and Subscription Shares is conditional only on Admission.

Conditional upon Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 17 May 2017 (or such later date as the Company and SP Angel may agree but by no later than 7 June 2017) each of the Placees and Subscribers agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares set out in his Placing Letter or Subscription Letter. To the fullest extent permitted by law, investors will not be entitled to rescind their agreement at any time. In the event that Admission does not becoming effective by 8.00 a.m. London time on or prior to 17 May 2017 (or such later date as the Company and SP Angel may agree but by no later than 7 June 2017) Placees and Subscribers will receive a full refund of monies subscribed.

The rights attaching to the Placing Shares and Subscription Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

Each of the Directors has agreed not to dispose of any interest in Ordinary Shares held by him on the date of Admission within a period of six months from Admission, save in the event of transfers for estate planning purposes, death, transfers to Directors' ISA Accounts, transfers to family trusts, transfers to personal pensions, or otherwise with the consent of the Company and SP Angel.

#### **4. Payment**

Each Placee and Subscriber has paid the Issue Price for the Placing Shares and Subscription Shares. Liability (if any) for stamp duty and stamp duty reserve tax is as described in paragraph 3 of Part IV of this Document. If Admission does not occur, Placing and Subscription monies will be returned to each Placee or Subscriber without interest.

#### **5. CREST**

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company has applied for Ordinary Shares to be admitted to CREST with effect from Admission and it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Share following Admission may take place within the CREST system if any investor so wishes. CREST is a voluntary system and Investors who wish to receive and retain certificates for their securities will be able to do so. Placees and Subscribers may elect to receive Ordinary Shares in uncertificated form if such investor is a system member (as defined in the Regulations) in relation to CREST.

#### **6. Selling Restrictions**

The Ordinary Shares will not be registered under the Securities Act or the security laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within into or in the United States.

The Placing and Subscription are being made by means of offering New Ordinary Shares to certain investors in the UK and elsewhere outside the United States in accordance with Regulations. The Company has not been and will not be registered under the US Investment Company Act, and investors will not be entitled to the benefits of that Act.

Certain restrictions that apply to the distribution of this document and the Ordinary Shares being

issued pursuant to the Placing and Subscription in certain jurisdictions are described in the section headed Important Information on page 28 of this Document.

## **7. Transferability**

The Ordinary Shares are freely transferable and tradable and there are no restrictions on transfer.

## Part III

### FINANCIAL INFORMATION ON THE COMPANY

#### PART III (A)

#### ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY



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11 May 2017

Spinnaker Resources Plc  
30 Percy Street  
London  
W1T 2DB

SP Angel Corporate Finance LLP  
Prince Frederick House  
4<sup>th</sup> Floor  
35-39 Maddox Street  
London W1S 2PP

Dear Sirs

#### **Accountant's report on Spinnaker Opportunities Plc (the "Company")**

#### **Introduction**

We report on the financial information set out in Part III (B) of the Prospectus dated 11 May 2017 which comprises the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes 1 to 10 for the period ended 31 March 2017. This financial information has been prepared for inclusion in the



Prospectus dated 11 May 2017 of the Company on the basis of the accounting policies set out in note 2. This report is required by item 20.1 of Annex I of Commission Regulation (EC) 809/2004 and is given for the purpose of complying with that item and for no other purpose.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the Commission Regulation (EC) 809/2004, consenting to its inclusion in the Prospectus.

## **Responsibility**

The Directors of the Company are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion as to whether the historical financial information gives a true and fair view for the purposes of the Prospectus and to report our opinion to you.

## **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the historical financial information and whether the accounting policies are appropriate, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

## **Opinion**

In our opinion, the historical financial information set out in Part III (B) gives, for the purposes of the Prospectus dated 11 May 2017, a true and fair view of the state of affairs of the Company as at the date stated and of its loss, cash flows and changes in equity for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

## **Declaration**

For the purposes of Prospectus Rule 5.5.3R (2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of Annex I to the Commission Regulation (EC) 809/2004.

Yours faithfully

**PART III (B)**

**HISTORICAL FINANCIAL INFORMATION ON THE COMPANY**

**Statement of comprehensive income for the period ended 31 March 2017**

	Notes	£
<b>Revenue</b>		-
Administrative expenses		<u>27,500</u>
<b>Loss before taxation</b>	4	<b>27,500</b>
Income tax expense	6	<u>-</u>
<b>Loss for the year</b>		<b>27,500</b>
Other comprehensive income		<u>-</u>
<b>Total comprehensive loss for the year</b>		<b><u>27,500</u></b>
<b>Loss per share</b>		
Basic and diluted loss per share	10	£0.11

**Statement of financial position – as at 31 March 2017**

	Note	£
<b>Current assets</b>		
Cash at bank and in hand		<u>35,003</u>
		<b><u>35,003</u></b>

<b>Current liabilities</b>		
Trade and other payables	7	12,500
		<u>12,500</u>
<b>Net current assets</b>		<b>22,503</b>
<b>Net assets</b>		<b>22,503</b>
<b>Equity</b>		
Share capital	8	50,003
Share premium	8	-
Retained loss		<u>(27,500)</u>
<b>Equity attributable to the owners of the parent</b>		<b>£22,503</b>
<b>Net Assets per Share</b>		<b>£0.011</b>

#### Statement of cash flows

	<b>Period ended 31 March 2017</b>
	£
<b>Cash flows from operating activities</b>	
Loss for the period	(27,500)
Increase in trade and other payables	<u>12,500</u>
<b>Net cash flow from operating activities</b>	<b>(15,000)</b>
<b>Cash flows from financing activities</b>	
Proceeds on issue of shares	<u>50,003</u>
<b>Net cash flow from financing activities</b>	<b>50,003</b>
Net increase in cash and cash equivalents	35,003
Cash and cash equivalents at beginning of the period	-
<b>Cash and cash equivalents at end of the period</b>	<b>35,003</b>

## Statement of changes in equity

	Share capital £	Share Premium £	Retained profits £	Total £
On incorporation	3	-	-	3
Shares issued during the period	50,000	-	-	50,000
Total comprehensive loss for the period	(27,500)	-	-	(27,500)
<b>Balance at 31 March 2017</b>	<b>50,003</b>	<b>-</b>	<b>(27,500)</b>	<b>22,503</b>

## Notes to the Financial Statements

### General information

Spinnaker Opportunities Plc (the “Company”) looks to identify potential companies, businesses or asset(s) that have operations in the industrial or energy sector. The Company is domiciled in the United Kingdom and incorporated and registered in England and Wales. The Company’s registered office is 30 Percy Street, London W1T 2DB.

The historical financial information presented herein does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

### Accounting policies

The principal accounting policies applied in preparation of these consolidated financial statements are set out below. These policies have been consistently applied unless otherwise stated.

#### *Basis of preparation*

The financial information has been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union and in accordance with the IFRS Interpretations Committee (“IFRIC”) interpretations.

#### *Going concern*

The Company is required to assess whether it has sufficient resources to continue its operations and to meet its commitments for the foreseeable future. The directors have prepared the financial information on a going concern basis, as in their opinion the Company is able to meet its obligations as they fall due. This opinion is based on detailed forecasting for the following 12 months based on current and expected market conditions together with current performance levels. Should the going concern assumption no longer remain valid the carrying value of the Company’s assets will need to be assessed for impairment and the balance sheet will need to be prepared on a break-up basis.

#### *Revenue recognition*

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company’s activity. Revenue is shown net of value added tax, returns, rebates and discounts. The Company recognises revenue when the amount of the revenue can be reliably measured and when it is probable that economic benefits will flow to the entity.

#### *Financial assets*

The Company classifies its financial assets in the category of loans and receivables. The classification depends on the purposes for which these assets were acquired. Management takes decisions

concerning the classification of its financial assets at initial recognition and reviews such classification for appropriateness at each reporting date. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Company's loans and receivables comprise "trade and other receivables".

*Trade and other payables*

Trade and other payables are recognised and initially measured at cost, due to their short term nature. All of the Company's trade payables are non-interest bearing.

*Current and deferred income tax*

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit or loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

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

*Deferred tax assets*

Management regularly assesses the likelihood that deferred tax assets will be recovered from future taxable income. No deferred tax asset is recognised when management believes that it is more likely than not that a deferred asset will not be realised.

*Provisions*

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at an appropriate pre-tax discount rate.

*Equity*

Share capital is determined using the nominal value of shares that have been issued.

The Share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the Share premium account, net of any related income tax benefits.

The fair value of equity-settled share-based payments is credited to a Share-based payment reserve as a component of equity until related options or warrants are exercised.

*Standards issued but not yet effective*

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Company and which have not been applied in these financial statements, were in issue but were not yet effective. In some cases these standards and guidance have not been endorsed for use in the European Union.

**Standards issued not effective at 31 March 2017**

	<b>Effective for periods beginning on or after</b>
IFRS 2 (amendments) Classification and Measurement of Share-based Payment Transactions	1 January 2018*
IFRS 9 Financial Instruments	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018
IFRS 16 Leases	1 January 2019*
IAS 7 (amendments) Disclosure of changes in liabilities arising from financing activities	1 January 2017*
IAS 12 (amendments) Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017*
IAS 40 Transfers of Investment Property	1 January 2018*
IFRIC 22 Foreign Currency Transactions and Advance Consideration	1 January 2018*
Annual Improvements to IFRSs: 2014-2016 cycle	1 January 2017*

\* Not yet endorsed for use in the EU.

The directors are evaluating the impact that these standards will have on the financial statements of the Company.

## 2. Critical accounting estimates and judgements

In application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### *Critical judgements in applying the Company's accounting policies*

There are no critical judgements that the directors have made in the process of applying the Company's accounting policies and that have a significant effect on the amounts recognised in the financial statements.

### *Key sources of estimation uncertainty*

There are no key assumptions concerning the future, or other key sources of estimation uncertainty at the balance sheet date, that may have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.



**Loss before tax**

Loss before taxation is arrived at after charging:

	<b>2017</b>
	<b>£</b>
Costs associated with listing	<u>27,500</u>

**Staff costs**

	<b>2017</b>
The average monthly number of employees (including directors) employed by the Company was:	-

	<b>2017</b>
	<b>£</b>
<b>Aggregate remuneration (including directors)</b>	
Wages and salaries	-
Social security costs	<u>-</u>
	<u>-</u>

## Taxation

	2017 £
Corporation tax:	
Current year	-

The charge for the year can be reconciled to the profit in the income statement as follows:

	2017 £
Loss before taxation	(27,500)
Tax at the UK corporation tax rate of 20%	(5,500)
Other tax adjustments	5,500
	-
Tax expense for the year	-

Estimated unrelieved tax losses of £5,500 remain available to offset against future taxable profits. A potential deferred tax asset of £5,500 has not been recognised in respect of the losses as recoverability is uncertain.

## Trade and other payables

	2017 £
Trade payables	2,500
	2,500

## Share capital

	Number of shares in issue	Share capital £	Share premium £	Total £
Allotted and issued Ordinary shares of £0.25p each	2,000,120	50,003	-	50,003
<b>Balance at 31 March 2017</b>	<b>2,000,120</b>	<b>50,003</b>	<b>-</b>	<b>50,003</b>

The Company has one class of Ordinary share which carries no right to fixed income.

On incorporation, 3 ordinary shares of £1 each were allotted at par.

On 14 March 2017, each ordinary share of £1 was subdivided into 40 ordinary shares of £0.025 each.

On 14 March 2017, 2,000,000 ordinary shares of £0.025 were allotted at par.

## Related party disclosures

### Remuneration of Directors and key management personnel

The directors and key management personnel did not receive any remuneration during the period.

### Shareholdings in the Company

Shares and warrants held by the directors of the Company.

	Shares
Mr Andrew John Gowdy Morrison	1,200,080
Mr Jonathan Bradley Hoare	40
Mr Anthony James Harpur	400,000
Mr Richard Thomas Liddell	400,000
<b>Balance at 31 March 2017</b>	<b>2,000,120</b>

## Control

The Directors consider there not to be an ultimate controlling party.

## 10 Earnings and assets per share

The calculation of the basic and diluted loss per share is based on the loss on ordinary activities after taxation of £27,500 and on the weighted average number of shares of 255,759 in issue during the period. There was no dilutive effect as no share options were granted in the period.

The calculation of assets per share is based on the net assets of the company of £22,503 and the number of ordinary shares in issue at 31 March 2017 of 2,000,120.

## 11 Financial instruments

The Company's financial instruments comprise cash and cash equivalents of £35,003 and trade payables of £12,500 which arise directly from its operations. It is, and has been throughout the period under review, the Company's policy to ensure that there is no trading in financial instruments. The main purpose of the financial instruments is to finance the Company's operations.

### ***Financial assets and liabilities***

Financial assets and liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument.

### ***Financial Risk Factors***

The Company's activities expose it to mainly liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

### ***Liquidity Risk***

The Company has to date financed its operations from cash reserves funded from share issues, Management's objectives are now to manage liquid assets in the short term through closely monitoring costs and raising funds through the issue of shares.

The Company has no borrowing facilities that require repayment and therefore has no interest rate risk exposure.

### ***Values of Financial Assets and Liabilities***

The Directors consider that the fair value of the Company's financial assets and liabilities are not considered to be materially different from their book values.

## **12 Post balance sheet events**

On 9 May 2017, pursuant to the Placing and Subscription, 24,000,000 Ordinary Shares were issued, conditional on Admission, at 5 pence per share and the Company committed to pay further fees to the Company's advisers in relation to Admission of £117,500.

## PART III (C)

### ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS



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11 May 2017

Spinnaker Resources Plc  
30 Percy Street  
London  
W1T 2DB

SP Angel Corporate Finance LLP  
Prince Frederick House  
4<sup>th</sup> Floor  
35-39 Maddox Street  
London W1S 2PP

Dear Sirs

#### **Spinnaker Opportunities Plc (the “Company”): proposed admission of ordinary shares to trading on the London Stock Exchange main market**

#### **Introduction**

We report on the unaudited pro forma financial information as set out in this Part III(C) of the Prospectus dated 11 May 2017, which has been prepared on the basis described, for illustrative purposes only, to provide information about how the impact of the Placing and Subscription and admission of ordinary shares might have affected the financial information as at 31 March 2017 presented on the basis of the accounting policies adopted by the Company.

This report is required by paragraph 7 of Annex II to the Prospectus Directive Regulation and is given for the purpose of complying with that requirement and for no other purpose.

#### **Responsibilities**

It is the responsibility solely of the directors of the Company to prepare the pro forma financial information as though it had been prepared in accordance with paragraph 20.2 of Annex I of the Prospectus Directive Regulation.

It is our responsibility to form an opinion, in accordance with paragraph 7 of Annex II of the Prospectus Directive Regulation, as to the proper compilation of the pro forma financial information and to report that opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I of the Prospectus Directive Regulation consenting to its inclusion in the Prospectus.

In providing this opinion, we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom these reports or opinions were addressed by us at the dates of their issue.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making the report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source Documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of the Company.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with reasonable assurance that the pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

### **Opinion**

In our opinion:

- (a) the pro forma information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

### **Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f), we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with paragraph 1.2 of Annex I of the Prospectus Directive Regulation.

Yours faithfully

Adler Shine LLP

## PART III (D)

### UNAUDITED PRO FORMA STATEMENT OF NET ASSETS

The following unaudited pro forma financial information of the Company has been prepared for illustrative purposes only, to show the impact of the Placing and Subscription of the 24,000,000 ordinary shares and admission of 26,000,120 Ordinary Shares to the Official List (using the principal bases and assumptions set out below) on the Company's net assets as at 31 March 2017, the latest date to which unadjusted financial information has been published, on the basis that the Placing and Subscription and admission referred to above had been completed on that date. This pro forma financial information has been prepared in a manner consistent with the accounting policies adopted by the Company in preparing the financial information for the period ended 31 March 2017.

The unaudited pro forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results.

	<b>As at 31 March 2017</b>	<b>Adjustments</b>		<b>Pro forma as at 3e1 March 2017</b>
<i>Note</i>	<i>(i)</i> £	£	<i>Note</i>	£
Current assets	35,003	1,200,000	<i>(ii)</i>	1,235,003
Trade and other payables	12,500	117,500	<i>(iii)</i>	130,000
Net current (liabilities)/assets	22,503	1,082,500		1,105,003
Non-current liabilities	0	0		0
<b>Net assets</b>	<b>22,503</b>	<b>1,082,500</b>		<b>1,105,003</b>

*Notes:*

- (i) This information has been extracted from the historical financial information of the Company as at 31 March 2017.
- (ii) The increase in current assets of £1.2m illustrates the effect of issuing 24,000,000 shares at 5 pence per share.
- (iii) The increase in trade and other payables of £117,500 illustrates the effect of the costs (inclusive of VAT) payable associated with the issue of new shares and admission of the Company's enlarged share capital to the Official List.
- (iv) Save as set out above, no adjustment has been made to reflect the trading performance of the Company since 31 March 2017 or any other transaction.

## PART III (E)

### CAPITALISATION AND INDEBTEDNESS

The following tables show the capitalisation and indebtedness of the Company as at 31 March 2017

#### Capitalisation and indebtedness

	<i>As at 31 March 2017 £</i>
<b>Total current debt</b>	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	12,500
	<hr/> 12,500
<b>Total non-current debt (excluding current portion of the long term debt)</b>	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	-
	<hr/> -
	 <i>As at 31 March 2017 £</i>
<b>Shareholders' equity</b>	
Share capital	50,003
Share premium	-
Retained earnings	(27,500)
	<hr/>
<b>TOTAL</b>	<b>22,503</b> <hr/>



The following table sets out the net financial indebtedness of the Company as at 31 March 2017.

*As at  
31 March  
2017  
£*

**Net indebtedness**

Cash	35,503
Cash equivalents	-
Trading securities	-
<b>Total liquidity</b>	<b>35,503</b>
<b>Current financial receivable</b>	-
Current bank debt	-
Other current financial debt	-
<b>Current financial debt</b>	-
<b>Net cash</b>	<b>35,503</b>
Non-current bank loans	-
Bonds issued	-
Other non-current financial debt	-
<b>Non-current financial indebtedness</b>	-
<b>Total cash</b>	<b><u>35,503</u></b>

**Capital Resources**

The Company's initial source of cash will be the Net Proceeds of the Placing and Subscription, which are, in aggregate, expected to be £1.07m. The Net Proceeds will be held in an interest bearing account and will be used for general business purposes, including paying the expenses of Admission and the Company's ongoing costs and expenses, including due diligence costs and other costs of sourcing, reviewing and pursuing Acquisitions.

The Directors have agreed that in order to preserve the Company's capital, no fees will be payable to them for their ordinary duties prior to completing an Acquisition. Directors will be permitted to claim reimbursement from the Company for reasonable expenses incurred in connection with the business and the Board may use its discretion to make a payment to a Director in the event that s/he performs duties that are extraordinary, for example if significant time is spent in the completion of due diligence thereby saving professional fees that might otherwise be incurred.

The Company intends to use the Net Proceeds to finance due diligence on potential acquisitions and for general working capital. It is intended that the initial Acquisition will be paid for using new Ordinary Shares either solely or in conjunction with cash, should the Board consider it appropriate.

The Board considers that the Net Proceeds should be sufficient to cover both the expenses and any other costs associated with an Acquisition. Consideration for an Acquisition is likely to be funded through the issue of shares to raise cash and directly to the vendors of a target business.

## **PART IV**

### **TAXATION**

The following statements are intended only as a general guide to current UK tax legislation and to the current practice of HMRC and may not apply to certain Shareholders in the Company, such as dealers in securities, insurance companies and collective investment schemes, or Shareholders whose opportunity to acquire shares arose from their or another's employment. They relate (except where stated otherwise) to persons who are resident and, in the case of individuals, domiciled in the UK for UK tax purposes, who are beneficial owners of New Ordinary Shares and who hold their New Ordinary Shares as an investment. Any person who is in any doubt as to his or her tax position, or who is subject to taxation in any jurisdiction other than that of the UK, should consult his or her professional advisers immediately.

#### **1. Dividends**

##### **1. *Withholding at source***

The Company will not be required to withhold at source on account of UK tax when paying a dividend.

##### **b. *Individual Shareholders***

From 6 April 2016 dividends paid by a UK company no longer carry a tax credit. An individual Shareholder who is resident in the UK (for UK tax purposes) and who receives a dividend from the Company and is liable to income tax only at the basic rate will be subject to tax on the dividend at the rate of 7.5 per cent. of the dividend received. An individual Shareholder who is liable to income tax at the higher rate will be liable to tax on the dividend received at the rate of 32.5 per cent. An individual Shareholder who is liable to tax at the additional rate will be liable to tax on the dividend received at the rate of 38.1 per cent. The dividend will be regarded as the top slice of the Shareholder's income. Individuals may be entitled to an annual tax-free "dividend allowance" of £5,000. Depending on a Shareholder's personal circumstances, and to the extent it is not used against other income, the general income tax personal allowance (£11,000 for the 2016/17 tax year) may also be available to set against any dividend income from Ordinary Shares (in addition to the new "dividend allowance").

For Trustees the rate of income tax on dividends is 38.1 per cent. where total trust income exceeds £1,000.

Individual Shareholders who are not a resident in the UK for tax purposes should consult their own advisers concerning their tax liabilities on dividends received.

a. ***Other Shareholders***

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends paid by the Company, unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the particular Shareholder, although it is expected that the dividends paid by the Company would normally be exempt. UK pension funds and charities are generally exempt from tax on dividends which they receive.

## **2. Chargeable Gains**

For the purpose of UK tax on chargeable gains, the amounts paid by a Shareholder for New Ordinary Shares will generally constitute the base cost of his or her holding of New Ordinary Shares. If a Shareholder who is resident in the UK (for UK tax purposes) disposes of all or some of his or her New Ordinary Shares, a liability to tax on chargeable gains may arise. This will depend on the base cost which can be allocated against the proceeds, the Shareholder's circumstances and any reliefs to which they are entitled. In the case of corporate Shareholders, indexation allowance may apply to any amount paid for the New Ordinary Shares.

If a Shareholder who is a UK resident individual disposes of all or some of their Ordinary Shares, a liability to tax on capital gains made from the disposal may arise. The extent of the tax liability will depend on the availability to the Shareholder of the CGT annual exemption (£11,100 for the 2016/17 tax year), to the extent this has not been used against other gains, and any other tax reliefs available such as existing capital losses. The current rate of capital gains tax for individuals liable to income tax at the higher or additional rate is 20 per cent. Individuals whose taxable income for the year in question is less than the upper limit of the basic rate income tax band (£32,000 for 2016/17) are subject to capital gains tax at the rate of 10 per cent, except to the extent that the aggregate of their total taxable income and chargeable gains (less allowable deductions) in that year exceeds the upper limit of the basic rate income tax band. Any such excess over the upper limit is subject to tax at the rate of 20 per cent.

Trustees of a UK resident trust will also be subject to CGT on any capital gains from disposals of Ordinary Shares. Any gain may be capable of mitigation by use of the annual exemption available to the

trustees (£5,550 for the 2016/17 tax year), to the extent this has not been used against other gains, and any other tax reliefs available such as existing capital losses. For trustees and personal representatives, the rate of capital gains tax is 20 per cent.

Shareholders that are UK tax resident companies and hold Ordinary Shares as an investment will be subject to corporation tax on any capital gain arising, subject to mitigation by the indexation allowance and potentially by any losses available to the company. Corporate Shareholders are liable to tax on capital gains at the prevailing rate of corporation tax (currently up to 20 per cent). In certain circumstances a corporate Shareholder may qualify for the substantial shareholding exemption, which exempts certain gains from corporation tax on chargeable gains.

Shareholders who are not resident in the UK for tax purposes may not, depending on their personal circumstances, be liable to UK taxation on chargeable gains arising from the sale or other disposal of their New Ordinary Shares (unless they carry on a trade, profession or vocation in the UK through a branch or agency or, in case of a company, a permanent establishment with which their New Ordinary Shares are connected).

Individual Shareholders or holders who are temporarily non-UK resident may be liable to UK capital gains tax on chargeable gains realised during their period of non-residence on their return to the UK.

### **3. Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)**

The Statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT, or to persons connected with depository arrangements or clearance services, who may be liable at a higher rate.

In relation to stamp duty and SDRT:

1. The allocation and issue of the New Ordinary Shares will not give rise to a liability to stamp duty or SDRT.
2. Any subsequent conveyance or transfer on sale of shares or will usually be subject to stamp duty on the instrument of transfer at a rate of 0.5 per cent. of the amount or value of the consideration (rounded up, if necessary, to the nearest £5). An exemption from stamp duty is available on an instrument transferring shares where the amount or value of the consideration £1,000 or less and it is certified on the instrument that the transaction effected

by the instrument does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the transaction exceeds £1,000. A charge to SDRT at the rate of 0.5 per cent will arise in relation to an unconditional agreement to transfer such shares. However, where within six years of the date of the agreement (or, if the agreement was conditional, the date the agreement became unconditional) an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid.

3. A transfer of shares effected on a paperless basis through CREST (where there is a change in the beneficial ownership of shares) will generally be subject to SDRT at the rate of 0.5 per cent of the value of the consideration given.

The above statements are intended as a general guide to the current position. Certain categories of persons are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986, as amended.

## **PART V**

### **TERMS AND CONDITIONS OF THE WARRANTS**

Warrant Holders will be bound by all the terms and conditions set out in the Warrant Instrument. The terms and conditions attached to the Warrants are summarised below in paragraphs 1 to 6. Statements made in this Part are a summary of those made in the Warrant Instrument.

Investors should note that each Warrant will entitle a Warrant Holder to subscribe for an Ordinary Share upon exercise (subject to any prior adjustment in accordance with the terms and conditions set out in the Warrant Instrument and described below). Subject to any such prior adjustment, Warrant Holders will be required to hold and validly exercise one Warrant in order to receive one Ordinary Share. The Warrants will not be admitted to trading.

The Warrants have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States. Persons exercising Warrants will represent, amongst other things, that they are outside the United States and not a U.S. Person (or acting for the account or benefit of a U.S. Person), and are acquiring Ordinary Shares upon exercise of the Warrants in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

**1 Subscription Rights**

Each Warrant will entitle a Warrant Holder to subscribe for one Ordinary Share of 2.5 pence each at a Subscription Price of 7.5 pence each per Warrant Share.

**2 Adjustments of Subscription Rights**

The Company shall adjust the Subscription Rights and/or the Subscription Price in the event there is a subdivision, consolidation or reclassification of the Ordinary Shares or on a reduction of capital.

**3 Exercise Period**

Warrant Holders must exercise any Subscription Rights within a 3 year period from Admission.

**4 Variation**

No variation of the Instrument or rights attached to the Warrants shall be effective without the prior consent in writing from Warrant Holders for the time being holding outstanding Warrants representing not less than 75% in nominal value of the Warrant Shares subject to outstanding Subscription Rights.

**5 Transfer**

Warrants may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Board.

**6 Governing Law**

The Warrant Instrument shall be governed by and construed in accordance with English Law.

## TERMS AND CONDITIONS OF THE BROKER WARRANTS

Broker Warrant Holders will be bound by all the terms and conditions set out in the Broker Warrant Instrument. The terms and conditions attached to the Broker Warrants are summarised below in paragraphs 1 to 6. Statements made in this Part are a summary of those made in the Broker Warrant Instrument.

Investors should note that each Broker Warrant will entitle a Broker Warrant Holder to subscribe for an Ordinary Share upon exercise (subject to any prior adjustment in accordance with the terms and conditions set out in the Broker Warrant Instrument and described below). Subject to any such prior adjustment, Broker Warrant Holders will be required to hold and validly exercise one Broker Warrant in order to receive one Ordinary Share. The Broker Warrants will not be admitted to trading.

The Broker Warrants have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States. Persons exercising Broker Warrants will represent, amongst other things, that they are outside the United States and not a U.S. Person (or acting for the account or benefit of a U.S. Person), and are acquiring Ordinary Shares upon exercise of the Broker Warrants in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

### 1 **Subscription Rights**

Each Broker Warrant will entitle a Broker Warrant Holder to subscribe for one Ordinary Share of 2.5 pence each at a Subscription Price of 5 pence each per Broker Warrant Share.

### 2 **Adjustments of Subscription Rights**

The Company shall adjust the Subscription Rights and/or the Subscription Price in the event there is a subdivision, consolidation or reclassification of the Ordinary Shares or on a reduction of capital.

### 3 **Exercise Period**

Broker Warrant Holders must exercise any Subscription Rights within a 3 year period from Admission.

### 4 **Variation**

No variation of the Instrument or rights attached to the Broker Warrants shall be effective without the prior consent in writing from Broker Warrant Holders for the time being holding outstanding Broker Warrants representing not less than 75% in nominal value of the Broker Warrant Shares subject to outstanding Subscription Rights.

### 5 **Transfer**

Broker Warrants may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Board.

### 6 **Governing Law**

The Broker Warrant Instrument shall be governed by and construed in accordance with English Law.

## PART VI

### GENERAL INFORMATION

#### 1. General Information

The Directors, whose names appear on page 34, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

#### 2. The Company and its Share Capital

- 2.1 The Company was incorporated and registered in England and Wales on 17 November 2016 as a public limited company with the name Spinnaker Opportunities Plc with registered number 10485105. The registered office and principal place of business in the United Kingdom is 30 Percy Street, London W1T 2DB. The Ordinary Shares will be issued pursuant to the Act and the liability of the Company is limited. The Company has, since the date of its incorporation, operated in conformity within its constitution. The registrars of the Company are Neville Registrars Limited who will be responsible for maintaining the register of members of the Company.
- 2.2 On 17 November 2016 the Company issued 3 subscriber shares of £1 to Andrew Morrison, Jonathan Bradley Hoare and David Little. On 14 March 2017, David Little transferred his 1 share of £1 to Andrew Morrison at par value and following which, the Company subdivided each Ordinary Share of £1 into 40 Ordinary Shares of 2.5 pence each.
- 2.3 On 14 March 2017 the Company issued 2,000,000 Founder Shares at a price of 2.5 pence each.
- 2.4 On 9 May 2017, pursuant to the Placing and Subscription, 24,000,000 Placing Shares and Subscriber Shares were issued conditional on Admission, at a price of 5 pence per share to Placees and Subscribers.
- 2.5 On 9 May 2017 the Options were issued conditional upon Admission.
- 2.6 On 9 May 2017 the Warrants were issued, conditional upon Admission, to the Placees and Subscribers.
- 2.7 On 9 May 2017 Broker Warrants were issued, conditional upon Admission, to SP Angel and others pro rata to their respective contribution in obtaining investors' subscription for Placing Shares.
- 2.8 The following resolutions have been passed:
  - 2.8.1 By an ordinary resolution passed by the members of the Company on 14 March 2017 it was resolved that the existing share capital in the company of 3 Ordinary Shares of £1.00 each be subdivided into 120 ordinary shares of 2.5 pence each.
  - 2.8.2 By an ordinary resolution passed by the members on 14 March 2017 it was resolved that the Directors were authorised to allot shares up to an aggregate nominal amount of £50,000 and



to disapply the statutory pre-emption right under section 561 of the Companies Act 2006 in relation to the allotment.

2.8.3 By an ordinary resolution passed by the members on 11 April 2017 it was resolved that, the Directors of the Company be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006) (“Equity Securities”) to such persons at such times and on such terms and conditions as the Directors may determine, provided that the aggregate of the nominal amount of such Equity Securities that may be allotted under this authority shall not exceed £5,000,000. This authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company to be held or, if earlier, 15 months from the date of the 11 April 2017, save that the Directors of the Company may, before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors of the Company may allot Equity Securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

2.8.4 By a special resolution passed by the members on 11 April 2017 it was resolved that, the Directors of the Company be and are generally and unconditionally empowered pursuant to section 570 of the Companies Act 2006 to allot Equity Securities pursuant to the authority conferred upon them by the ordinary resolution above as if section 561 of the Companies Act 2006 did not apply to any such allotment of Equity Securities, provided that this power shall be limited to:

- (a) the allotment of Equity Securities in connection with a rights issue or similar offer to or in favour of ordinary shareholders where the Equity Securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them on that date provided that the Directors of the Company may make such exclusions or other arrangements to deal with any legal or practical problems under the laws of any territory or the requirement of any regulatory body or any stock exchange or with fractional entitlements as they consider necessary or expedient; and
- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of Equity Securities pursuant to the authority granted under the ordinary resolution referred to above up to an aggregate nominal amount of £2,500,000.

This power shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months from the date of the 11 April 2017, unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or enter into any agreement which would or might require Equity Securities to be allotted after such expiry and the Directors of the Company may allot Equity Securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. All previous authorities under Section 571 of the Companies Act 2006 shall cease to have effect at the conclusion of the annual general meeting.

2.8.5 By a special resolution passed by the members on 25 April 2017 it was resolved to adopt the Articles, produced at the meeting, in substitution for, and to the exclusion of, the Company’s existing articles of association.

- 2.9 The issued share capital of the Company at the date of this Document, not including those shares to be issued pursuant to the Placing and Subscription, is as follows: -

<i>Issued (Fully Paid)</i>	<i>Number</i>	<i>Nominal Value</i>
Ordinary Shares	2,000,120	2.5 pence

Immediately following Admission, the Company's issued share capital is expected to be:

*Issued and fully paid*

<i>Nominal value</i>	<i>Number</i>
2.5 pence	26,000,120

- 2.10 As at the date of the document, the number of Warrants, Broker Warrants and Options that the Company has issued to subscribe for Ordinary Shares is as follows:

Warrant/Option Type	Number of Warrants/Options	Percentage of Enlarged Share Capital	Exercise Price	Exercise period
<b>Warrants</b>	24,000,000	92.3%	7.5 pence	Three years from Admission
<b>Broker Warrants</b>	790,500	3.0%	5 pence	Three years from Admission
<b>Options</b>	2,600,000	10%	5 pence	Three years from Admission
<b>Total</b>				

- 2.11 Each Ordinary Share ranks *pari passu* for voting rights, dividends and returns on capital on winding up.
- 2.12 As at the date of this Document the Company does not have outstanding any indebtedness or borrowing in the nature of indebtedness.
- 2.13 Application will be made for the Ordinary Shares to be listed and traded on the Official List by means of a Standard Listing. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules. It should be noted that the UK Listing Authority will not have authority to (and will not) monitor the Company's compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis as far as is practicable or appropriate in the circumstance of the Company, nor to impose sanctions in respect of any failure by the Company to so comply.
- 2.14 The number of Ordinary Shares in public hands (as defined by the Listing Rules) at the date of this Admission is 16,800,000, representing 64.6 per cent of the Existing Ordinary Shares.

2.15 Except as stated in this Part VI:

- (a) the Company does not have in issue any securities not representing share capital; and
- (b) there are no outstanding convertible securities issued by the Company.

In addition, Warrants and Options have been granted to the Directors and Advisers conditional on Admission to subscribe for such a number of Ordinary Shares as will, immediately following exercise thereof, equal up to 37.7 per cent of the Ordinary Shares in issue at Admission, details of which are set out in Paragraph 4 below.

### 3. Substantial shareholders

Save for the interests of the Directors, which are set out below, the Directors are aware of the following holdings of Ordinary Shares pursuant to the Placing and Subscription which at Admission will represent more than three per cent. of the nominal value of the Company's share capital:

Name	Number of Ordinary Shares on Admission	% of Enlarged Share Capital	Number of Warrants	Number of Options
Michael Doherty*	2,000,000	7.7%	2,000,000	450,000

\*1,000,000 Ordinary Shares and 1,000,000 Warrants are held in the name Mrs Jean Doherty

Except for the holdings of the Directors and the holdings stated above, the Directors are not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

### 4. Directors' Interests

The interests of the Directors as at the date of this Document and at Admission are and will be:

Name	Number of Existing Ordinary Shares	% of existing Ordinary Shares	Number of Ordinary Shares on Admission	% of Enlarged Share Capital	Number of Warrants on Admission	Number of Options on Admission
Andrew Morrison*	1,200,080	60.0	4,600,080	17.7%	3,400,000	1,250,000
Anthony Harpur	400,000	20.0	1,400,000	5.4%	1,000,000	350,000
Richard Liddell	400,000	20.0	1,200,000	4.6%	800,000	350,000
Jonathan Bradley Hoare	40	0	40	0%	0	160,000

\* Mr Morrison intends on Admission to transfer his existing Ordinary Shares to his SIPP at the then market price.

Except for the holdings of the Directors and the holdings stated above, the Directors are not aware of any persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

The City Code applies to the Company.

Under Rule 9 of the City Code, a person who acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired or acquired by

persons acting in concert with him) carry 30 per cent. or more of the voting rights of a company, is normally required by the Panel to make a general offer to the shareholders of that company to acquire the balance of the equity share capital of the company. An offer under Rule 9 must be in cash and at the highest price paid within the preceding twelve months for any shares in the Company by the person required to make the offer or any person acting in concert with him.

Rule 9 of the City Code also provides that where any person together with persons acting in concert with him is interested in shares carrying more than 30 per cent but does not hold shares carrying more than 50 per cent of the voting rights and such person, or any person acting in concert with him, acquires any additional shares, such person is required to make a general offer to the shareholders of that company.

## **5. Memorandum of Association**

The provisions contained in the Company's Memorandum of Association determining its objects state that the Company's main activity is that of a general commercial company.

## **6. Articles of Association**

The Articles of Association of the Company, contain, inter alia, the following provisions relating to the rights attaching to Ordinary Shares

- (a) There are no rights of pre-emption in respect of transfers of issued Ordinary Shares. However, in certain circumstances, the Company's Shareholders may have statutory pre-emption rights under the Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to place new shares for allotment of existing Shareholders on a pro-rata basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares are offered to the Company's Shareholders.
- (b) In order to transfer Ordinary Shares, the instrument of transfer of any such shares must be in any usual or common form or in such other form as may be approved by the Directors and must be executed by or on behalf of the transferor and, if the shares are not fully paid, by or on behalf of the transferee. The Articles of Association contain no restrictions on the free transferability of fully paid shares, provided that the transfer is in respect of only one class of share and is accompanied by the share certificate and any other evidence of title required by the Directors and that the provisions in the Articles of Association relating to the deposit of instruments for transfer have been complied with;
- (c) Each Ordinary Share confers the rights to receive notice of and attend all meetings of shareholders. Each holder of Ordinary Shares present at a general meeting in person or by proxy has one vote, and, on a poll, one vote for each Ordinary Share of which he is the holder;
- (d) On a winding up a liquidator may, with the sanction of a special resolution of the Company, divide amongst the holders of the Company's shares (in specie or in kind) the whole or any part of the assets of the Company, and may, with the like sanction, determine how such diversion is to be carried out.
- (e) The Ordinary Shares confer upon their holders the right to participate in any profits which the Company may from time to time determine to distribute in respect of any financial period;
- (f) Subject to the provisions of the Act and if the profits of the Company justify such payments, the Directors may declare and pay interim dividends on shares of any class of such amounts as and when they think fit. All dividends are apportioned and paid pro-rata according to the amounts paid on the shares. No dividend or other monies payable on or in respect of a share will bear

interest as against the Company. The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply them towards the satisfaction of the debts, liability or engagements in respect of a lien. A dividend may be retained if a shareholder has failed to comply with the statutory disclosure requirements of the Act. Any dividend unclaimed for twelve years will be forfeited and revert to the Company;

- (g) Subject to the provisions of the Act, the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares be authorised by a special resolution of the Company in a General Meeting before the Company enters into such a contract;
- (h) All or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of shares of that class. At every such separate general meeting the quorum is two persons holding or representing by proxy one-third in nominal value of the issued shares of that class; and
- (i) The Company may make arrangements for any class of its shares to be issued in uncertificated form and in accordance with and subject as provided in The Uncertificated Securities Regulations 2001 and transfer of title of those shares shall be effected by means of relevant system in the manner provided for and subject as provided for in Uncertificated Securities Regulations 2001. Shares held in certified form and those held in uncertificated form may be changed to certificated form.

## 7. Working Capital

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is, for at least the next twelve months from the date of this Document, sufficient for its present requirements.

## 8. Directors

8.1 The Directors currently hold the following directorships (excluding directorships of the Company) and have held the following directorships within five years prior to the publication of this Document:

### Andrew Morrison

Current Directorships and Partnerships	Previous Directorships and Partnerships
Spinnaker Management Resources Ltd	Zeta Petroleum Plc
	Silvermere Energy Plc

### Jonathan Bradley Hoare\*

Current Directorships and Partnerships	Previous Directorships and Partnerships
Alpha Universal Management Plc	Early Equity Plc
Holly Court Management Company (South Norwood) Limited	Rex Bionics (Previously In-Solve Plc)
Welbeck Associates Limited	Consolidated Africa Mining Plc
Welbeck Nominees Limited	
Northdale Court Limited	

- \* Mr Bradley Hoare has incorporated over a hundred companies for his clients over the last five years. Most of these companies have subsequently been dissolved or they were set up simply to facilitate name changes for public limited companies. There are probably around 10 companies where Mr Bradley Hoare is still listed as a director but these companies are not active and are dormant shell companies.

### Anthony Harpur

<b>Current Directorships and Partnerships</b>	<b>Previous Directorships and Partnerships</b>
Pure Peaks SCI (France)	Vitol Bahrain
Pure Peak SARL (France)	
Pure Peaks Ltd	

### Richard Liddell

<b>Current Directorships and Partnerships</b>	<b>Previous Directorships and Partnerships</b>
Sound Energy plc	Falklands Oil and Gas plc
Clara Petroleum Ltd	Premier Oil Plc
	BG Exploration and Production Limited

- 8.2 On 16 August 2013 Silvermere Energy Plc, of which Andrew Morrison was a director from August 2011 until August 2013, entered into a company voluntary arrangement, which was successfully concluded on 20 December 2013. Under the arrangement, creditors' claims were satisfied in full by the distribution of shares. Prior to the arrangement, Silvermere Energy Plc was an oil and gas company with operations in the US Gulf of Mexico. Following it, it was re-named, re-capitalised and re-admitted to trading on the AIM market as Tern Plc, an information technology investment company. Other than this, none of the Directors has at any time within the last five years:
- 8.2.1 had any convictions in relation to fraudulent offences;
  - 8.2.2 been declared bankrupt or been the subject of any individual voluntary arrangement;
  - 8.2.3 been associated with any bankruptcy, receivership or liquidation in his or her capacity as director or senior manager;
  - 8.2.4 been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies);
  - 8.2.5 been disqualified by a court from acting as a director;
  - 8.2.6 been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company;
  - 8.2.7 been a partner or senior manager in a partnership which, while he or she was a partner or within twelve months of his or her ceasing to be a partner, was put into compulsory liquidation or administration or which entered into any partnership voluntary arrangement;
  - 8.2.8 owned any assets which have been subject to a receivership or been a partner in a partnership subject to a receivership where he or she was a partner at that time or within the twelve months preceding such event; or

8.2.9 been a director or senior manager of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which entered into any company voluntary arrangement or any composition or arrangement with its creditors generally or any class of creditors, at any time during which he or she was a director or senior manager of that company or within twelve months of his or her ceasing to be an a director or senior manager.

## **9. Directors' Terms of Engagement**

Each of the Directors entered into Letters of Engagement on 11 April 2017. Under the Letters of Engagement, Directors and Officers shall not be entitled to any salary for their ordinary duties from the date of Admission until completion of an Acquisition. At such time, a remuneration committee may be appointed to reassess an appropriate level of Directors' remuneration. The Directors are entitled to be reimbursed by the Company for reasonable travel, hotel and incidental expenses incurred by them in the course of their directors' duties to the Company. Each Director shall devote such time as is reasonable to the Company. Each Directors' appointment is terminable by the Director or the Company upon giving three (3) months' written notice. No compensation is payable to a Director upon leaving office.

## **10. Retained Advisers**

The Retained Advisers provide an additional level of technical and industry support to the Board during the early life of the Company as it seeks its first Acquisition opportunity, as well as ensuring that progress towards an initial Acquisition is maintained. The Retained Advisers will provide advisory services to the Board of Directors of the Company on a part-time basis at the request of the Board.

The Retained Advisers have agreed not to be remunerated for their services, although the Company will reimburse all reasonable expenses accrued by the Retained Advisers in the performance of the advisory services.

## **11. Pension Arrangements**

There are currently no pensions or other similar arrangements in place with the Directors.

## **12. Employees and Premises**

Save as set out in this Part VI, the Company has not had any employees since incorporation and does not own any premises.

## **13. Subsidiaries**

As at 12 May 2017 being the latest practicable date prior to publication of this Document the Company did not have any subsidiary undertakings.

## **14. Dilution of Ordinary Share Capital**

The Placing and Subscription will result in the Founder Shareholders holding 27.7 per cent of the Enlarged Share Capital.

## **15. Related Party Transactions**

Other than the subscriptions by the Directors, there have been no related party transactions between the Company and any Director.

## **16. Capitalisation and Indebtedness**

16.1 At the date of this Document, the Company:

16.1.1 Does not have any secured, unsecured or unguaranteed indebtedness, including direct and contingent indebtedness; other than its liabilities under the contracts described in paragraphs 7 and 10 of this Part VI;

16.1.2 Has not granted any mortgage or charge over any of its assets; and

16.1.3 Does not have any contingent liabilities or guarantees.

16.2 If Admission had taken place prior to the date of the balance sheet of the Company in Part III, then the balance sheet of the Company would change as follows (on the basis that the Company had not yet invested the proceeds of the Placing and Subscription):

16.2.1 The cash held by the Company would have been higher by the amount subscribed for pursuant to the Placing and Subscription (less any fees and expenses paid by the Company on Admission), being the Net Proceeds;

16.2.2 The total assets of the Company would increase by the amount of the Net Proceeds on Admission; and

16.2.3 The called up share capital would increase by the aggregate nominal amount of Ordinary Shares issued both prior to and following Admission.

16.3 If Admission had taken place prior to the date of the financial information relating to the Company set out in Part III of this Document then any impact on the Company's earnings would have been to enhance earnings with the precise level being dependent on any return made on the Net Proceeds received by the Company.

## **17. Significant Change**

Since 31 March 2017 (being the date as at which the financial information contained in Part III has been prepared), and other than the issue of Ordinary Shares in relation to the Placing and Subscription and the payment and incurring of fees to the Company's advisers in relation to Admission there has been no significant change in the financial and trading position of the Company.

## **18. Material Contracts**

The following are the only contracts (not being contracts entered into in the ordinary cause of business) which have been entered into by the Company since its incorporation and which are (or may be) material to the Company.

18.1. *Financial Adviser and Broker Agreement*

Pursuant to an engagement letter dated 18 January 2017 between the Company (1) and SP Angel (2), SP Angel agreed to act as financial adviser to the Company and broker to the Company for the purposes of, and following, Admission.



In consideration of its services in relation to the Placing, SP Angel shall be paid a corporate finance fee and a commission and an annual retainer following Admission. It has also been agreed that SP Angel will act on any potential Reverse Takeover on a basis to be agreed and is entitled to a fee should it identify an Acquisition which the Company completes. The agreement can be terminated on three months' notice after an initial period of twelve months.

#### 18.2. *Placing Agreement*

On 9 May 2017, the Company (1), the Directors (2) and SP Angel (3) entered into the Placing Agreement.

The Placing Agreement is conditional, *inter alia*, upon Admission taking place on or before 8.00am on 17 May 2017 or such later date as SP Angel and the Company may agree, but in any event not later than 7 June 2017.

In consideration of their agreeing to use reasonable endeavours to procure Places the Company shall pay SP Angel Corporate commission on funds procured from certain investors pursuant to the Placing together with a corporate finance fee for acting as the Company's financial adviser.

The Company and the Directors have given certain warranties as to the accuracy of the information contained in this document and other matters in relation to the Company, and the Company has given certain customary indemnities to SP Angel. SP Angel may terminate the Placing Agreement in certain specified circumstances prior to Admission, principally in the event of a material breach of the Placing Agreement or any of the warranties contained in it or any failure by the Directors or the Company to comply with their obligations which is or will be in the opinion of SP Angel, materially prejudicial in the context of the Placing.

The Directors have agreed with the Company that, save in certain limited circumstances, they shall not dispose of any interest in Ordinary Shares for a period of six months from the date of Admission.

The Placing Agreement is governed by the laws of England and Wales.

#### 18.3 *Subscription Letters*

Certain investors have entered into Subscription Letters with the Company in connection with the Subscription.

#### 18.4 *Warrants*

On 9 May 2017, the Company constituted 24,000,000 Warrants on the terms of an instrument under which the Company issued Warrants to the Places and Subscribers. Each Warrant entitles the holder to subscribe for one Ordinary Share at 7.5 pence per Ordinary Share. The Warrants are exercisable for a period of three years after Admission.

#### 18.5 *Broker Warrants*

On 9 May 2017, the Company constituted 790,500 Broker Warrants on the terms of an instrument under which the Company issued 790,500 Broker Warrants to SP Angel and others. Each Broker Warrant entitles the holder to subscribe for one Ordinary Share at 5 pence per Ordinary Share. The Broker Warrants are exercisable for a period of three years after Admission.

#### 18.6 *Option Scheme*

On 25 April 2017 the Company established a Share Option Scheme under which the Company may grant options over the Ordinary Shares to the Directors and the Retained Advisers from time to time. The Options are exercisable for a period of three years from Admission. The Options to be granted at Admission are equal to 10 per cent of the Enlarged Share Capital, or 9.1 per cent of the total Ordinary Share capital assuming full exercise of the Options. Pursuant to the Option Scheme, the Company may grant Options over shares equivalent to ten per cent of the Company's issued share capital from time to time.

The above agreements are governed by the laws of England and Wales.

## **19. Other Information**

- 19.1 There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) during at least the previous twelve months from the date of this Document which may have or have had in the recent past significant effects on the Group's financial position or profitability.
- 19.2 There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.
- 19.3 The auditor of the Company is Adler Shine LLP, whose registered address is at Aston House, Cornwall Avenue, London N3 1LF. Adler Shine LLP was the auditor of the Company for the whole period covered by the financial information set out in Part III (Financial Information on the Company). Adler Shine LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.
- 19.4 No exceptional factors have influenced the Company's activities.
- 19.5 The expenses of Admission are estimated at £130,000, including VAT and are payable by the Company.
- 19.6 Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 19.7 No Director or anyone with administrative, management or senior management roles in the Company has a conflict of interest between any duties they have to the Company and their private interests other than potential conflicts of interest regarding Directors' availability to allocate their time due to directorships held with other companies.
- 19.8 Unless otherwise stated, statements made in this Document are based on the law and practice currently in force in England and Wales and subject to changes in relation to thereto.

## **20. Consents**

- 20.1 Adler Shine LLP has given and not withdrawn its written consent to the inclusion in this Document of its accountant's report in Part III in the form and context in which it is included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.
- 20.2 SP Angel has given and not withdrawn its consent to the inclusion in this Document with the inclusion of the name and references to it in the formal context in which they appear.

## **21. Data protection**

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- 21.1 verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- 21.2 carrying out the business of the Company and the administering of interests in the Company;
- 21.3 meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and
- 21.4 disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- 21.4.1 disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and
- 21.4.2 transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective Investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

## **22. Documents Available for Inspection**

Copies of the following documents will be available for inspection during normal business hours on any Business Day at the registered office of the Company.

- 22.1 this Document;
- 22.2 the Memorandum of Association of the Company;
- 22.3 the material contracts referred to in paragraph 18 of this Part VI; and

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22.4 the letters confirming the consents referred to in paragraph 20 of this Part VI.

In addition, subject to certain access restrictions applicable to persons located or resident outside the United Kingdom, this Document will also be available on the Company's website [www.spinnakeropportunities.uk](http://www.spinnakeropportunities.uk)

**DEFINITIONS**

The following definitions apply throughout this Document, unless the context requires otherwise.

<b>“Acquisition” or “Acquisitions”</b>	Means the acquisition by the Company or by any subsidiary thereof of one or more of the companies or businesses or assets as described in Part I of this Document (Acquisition or Acquisitions shall be construed to mean either or both a reference to a company and/or a business) whether specifically mentioned or not;
<b>“Act”</b>	The Companies Act 2006 (as amended)
<b>“Admission”</b>	The admission of the Ordinary Shares to trading on the Main Market becoming effective;
<b>“AIM”</b>	The market of that name operated by the London Stock Exchange;
<b>“Articles”</b>	The articles of association of the Company;
<b>“Board” or “Directors”</b>	The directors of the Company;
<b>“Broker Warrants”</b>	The 790,500 Warrants granted to SP Angel and others to subscribe for 790,500 Ordinary Shares at 5 pence per share as more particularly described in Part V and paragraph 18.5 of Part VI of this Document;
<b>“City Code”</b>	The City Code on Takeovers and Mergers;
<b>“Company”</b>	Spinnaker Opportunities Plc, a company incorporated in England & Wales with registration number 10485105;
<b>“Corporate Governance Code”</b>	The code of best practice including the principles of good governance known as the “UK Corporate Governance Code” (the latest edition of which

	was published in September 2014) published by the Financial Reporting Council as amended from time to time;
<b>“Directors”</b>	Andrew Morrison, Jonathan Bradley Hoare, Anthony Harpur and Richard Liddell;
<b>“EEA”</b>	The European Economic Area;
<b>“Enlarged Share Capital”</b>	The issued share capital of the Company following the Placing and Subscription, assuming the exercise of all Warrants, Broker Warrants and Share Options;
<b>“Existing Ordinary Shares”</b>	The 2,000,120 Ordinary Shares in issue at the date of this Document;
<b>“FCA”</b>	The UK Financial Conduct Authority;
<b>“Founders”</b>	Andrew Morrison, Richard Liddell, Anthony Harpur and Jonathan Bradley Hoare;
<b>“Founder Shares”</b>	The 2,000,120 Ordinary Shares which were subscribed for by Andrew Morrison, Anthony Harpur, Jonathan Bradley Hoare and Richard Liddell and which are held by them as at the date of this Document and as set out in Paragraph 2.2 of Part VI of this Document;
<b>“FSMA”</b>	The Financial Services Market Act 2000;
<b>“Issue Price”</b>	5 pence per Ordinary Share;
<b>“Letters of Engagement”</b>	The letters of engagement for each of the Directors, details of which are set out in Part VI of this Document;
<b>“Listing Rules”</b>	The Listing Rules made by the FCA under Part VI of the FSMA;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;

<b>“Main Market”</b>	the main market of the London Stock Exchange for listed securities;
<b>“Member States”</b>	Member states of the European Union;
<b>“Model Code”</b>	The model code on directors’ dealings in securities set out in the Annex to Chapter 9 of the Listing Rules;
<b>“Net Proceeds”</b>	The funds received in relation to the Placing and Subscription, together with the funds received for the Founder Shares less any expenses paid or payable in connection with Admission;
<b>“New Ordinary Shares”</b>	The 24,000,000 New Ordinary Shares to be allotted and issued pursuant of the Placing and Subscription;
<b>“Official List”</b>	The Official List of the FCA;
<b>“Option Holder”</b>	The holders of options granted under the terms of the Option Scheme;
<b>“Option Scheme”</b>	The share option scheme, details of which are set out in Paragraph 18.6 of Part VI of this Document;
<b>“Options”</b>	The options to acquire Ordinary Shares at 5 pence for a period of two years after Admission, granted to the Option Holders;
<b>“Ordinary Shares”</b>	Ordinary Shares of 2.5 pence each in the capital of the Company;
<b>“Overseas Shareholder”</b>	A Shareholder resident outside of the United Kingdom;
<b>“Placees”</b>	Those persons who have signed Placing Letters;
<b>“Placing”</b>	The placing of 3,285,000 Ordinary Shares

	<p>pursuant to the Placing letters and conditional upon Admission;</p>
<b>“Placing Agreement”</b>	<p>The placing agreement dated 9 May 2017 between the Company, the Directors and SP Angel, details of which are set out in paragraph 18.2 of Part VI of this Document;</p>
<b>“Placing Shares”</b>	<p>The 24,000,000 new Ordinary Shares in the capital of the Company which have been issued, subject to Admission, and allotted to the Placees, pursuant to the Placing;</p>
<b>“Premium Listing”</b>	<p>A Premium Listing under Chapter 6 of the Listing Rules, pursuant to which a company is subject to the full requirements of the Listing Rules;</p>
<b>“Prospectus Rules”</b>	<p>Directive 2010/73/EU of the European Parliament and the Council;</p>
<b>“Retained Advisers”</b>	<p>Certain individuals, details of whom are set out in Part I of this Document, who have agreed to advise the Board on potential Acquisitions on a discretionary part-time consultancy basis;</p>
<b>“Reverse Takeover”</b>	<p>A transaction defined as a reverse takeover under Chapter 10 of the Listing Rules;</p>
<b>“Standard Listing”</b>	<p>A listing by the FCA of equity securities of a company which is not a premium listing and is therefore not required to comply with the provisions of Chapters 6, 7, 8, 10, 11, 12 or 13 of the Listing Rules or certain provisions of Chapter 9 of the Listing Rules;</p>
<b>“Subscribers”</b>	<p>The subscribers to the Subscription;</p>
<b>“Subscription”</b>	<p>The subscription for 11,215,000 Ordinary Shares at 5 pence per Ordinary Share by the Subscribers</p>



<b>“Subscription Letters”</b>	pursuant to the terms of the Subscription Letters;
<b>“UK Listing Authority” or “UKLA”</b>	The letters between the Company and the Subscribers setting out the terms of the Subscription;
<b>“US”</b>	The FCA in its capacity as the competent authority for listing in the UK pursuant to Part VI of FSMA;
<b>“Warrant Holders”</b>	United States of America;
<b>“Warrants”</b>	Means the holders of Warrants;
	The 24,000,000 warrants granted to the Placees and the Subscribers to subscribe for Ordinary Shares at 7.5 pence per share as more particularly described in paragraph 18.4 of Part VI of this Document.