CIC GOLD GROUP LIMITED

Annual Report

Annual Report and Accounts
For the year ending 31 December 2015

CORPORATE DIRECTORY

Company Secretary	Appleby Corporate Services (Seychelles) Limited 2nd Floor, Eden Plaza Eden Island PO Box 1352 Mahe, Seychelles
Registered office of the Company	2nd Floor, Eden Plaza Eden Island PO Box 1352 Mahe, Seychelles
London Representative Office	35 Piccadilly, London WIJ 0DW, UK
English Legal Adviser to the Company	Pitmans (UK) LLP No 1 Royal Exchange London ECV 3DG
Seychelles Legal Adviser to the Company	Appleby Suite no. 202 2nd Floor, Eden Plaza Eden Island P O Box 1352 Mahe, Seychelles
Hong Kong Legal Adviser to the Company	Francis & Co. in association with Addleshaw Goddard (Hong Kong) LLP 802-804 Citibank Tower 3 Garden Road Central, Hong Kong
Chinese Legal Adviser to the Company	Beijing Zenwen Law Firm 418, Tower 1 China World Towers No.1 Jianguomenwai Dajie Beijing, PRC
Auditors	Chapman Davis LLP 2 Chapel Court London SE1 1HH, UK
Registrars	Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St Helier Jersey JE1 1ES

Company History

The Company was established in order to seek acquisition opportunities in the gold sector. The Company has not as yet commenced operations and, save as set out in this document, has not entered into any significant transactions or financial commitments during this fiscal year..

The Company's strategy is to make acquisitions in undervalued gold properties where gold is the principal commodity or gold mining is the principal activity, held by quoted and private companies with strong underlying fundamentals suitable of producing substantial increases in value by funding and applying de-risking strategies and other corporate actions.

The Company has experienced directors having skills in adding value to gold mines and gold mining operations on an international basis as well as managing any risks.

The Company will also conduct normal exploration to de-risk our mineral gold assets for future mining. The Company does not intend to conduct future mining but sell the mineral assets after the de-risk phase has been completed. The de-risk phase is expected to be conducted within two years and add significant underlining value.

The De-risk phase includes the following works to be completed on each gold property asset:

- Compile detailed report on past exploration including trenching, sampling and drilling;
- Produce Technical Report, Canadian National Instrument NI 43-101;
- Structural Geology Report;
- Conduct sampling program on the existing artisanal mine workings and produce detail mapping/report;
- Conduct a bulk sample and metallurgical testing programmes;
- Conduct remote sensing and satellite photography;
- Produce general and geological maps/plans;
- Produce Geotechnical Report;
- Conduct initial drill program; and
- Produce a Prefeasibility Report.

The above strategy is proven by the founders of the Company. Please refer to case studies located on the Company's website.

Acquisition Policy

The Company's strategy is to make acquisitions in undervalued gold properties where gold is the principal commodity or gold mining is the principal activity, held by quoted and private companies with strong underlying fundamentals suitable of producing substantial increases in value by funding and applying de-risking strategies and other corporate actions.

The fundamentals that the Company will seek are acquisitions in gold mineral assets that are located in known major gold regions, close to major producing mines and have strong technical evidence of major gold potential.

The Company's focus will be in Africa and Asia (particularly China and South East Asia, but also including Central Asia) concentrating on acquisitions of:

i) mineral property assets where medium to large gold oxide mining may be conducted in the short-term;
ii) mineral property assets that the investors consider being undervalued or having strong fundamentals; and
iii) assets with attractive growth prospects with the ability to de-risk those assets by way of exploration, mining, or operational improvements.

The Company will conduct initial due diligence appraisals of potential projects and is satisfied it has the in house capability to do so.

Individual acquisitions will vary, depending on the opportunity, with the Company considering both wholly owned assets and joint venture opportunities. There will be no minimum size of acquisition, with the size of each acquisition being determined by the amount of control required in the target opportunity in order to deliver the value and the rate of return such an opportunity produces. Each acquisition will be reviewed carefully to ensure that it achieves an appropriate rate of return, depending on market conditions. In order for the Company to deliver growth it may be necessary to take Board positions in the companies undergoing transition.

The Directors consider that as acquisitions are made, and new acquisition opportunities arise, further funding of the Company may be required or new shares issued to acquire interests. Should any acquisition involve the issue of new equity then shareholder approval will be sought to the extent that authority to disapply pre-emption rights is required to issue such shares.

The earnings of the Company will be dependent upon, the Company's ability to successfully identify, and complete acquisitions in suitable mineral interests. As such the sustainability of earnings and cash flow in the future may vary. A portion of the Company's business is conducted and denominated in Sterling, in Canadian and U.S. dollars and Chinese RMB. Any fluctuations in the value of the Canadian and/or U.S. dollar and/or the Chinese RMB relative to Sterling may result in variations in the revenue and net income of the Company expressed in Sterling. The Company will consider managing its foreign exchange risk by periodically hedging pending settlements in foreign currencies such procedures may not be adequate and any changes in currency values may have a material adverse effect on the Company's economic interests.

The Company intends to deliver Shareholder returns principally through "de-risking" assets, thus increasing the intrinsic value, and then divesting its interest by possible sale following mineral asset appreciation and growth.

Acquisition opportunities

The Board and management have international experience and knowledge particularly in Asia and Africa with respect to the resources industry and related to acquisitions, divestitures, joint venture negotiations, project due diligence, site evaluations, project management and exploration. Members of the Board and management have technical strengths allied with industry knowledge over many years and complemented by a diverse network of international contacts. The Directors believe this will assist them to assess the value of opportunities presented to them and to source potential new mineral assets. The Company intends to capitalise on these contacts to gain access to attractive mineral property assets.

Furthermore, the Directors have access to an international network of highly experienced and knowledgeable technical advisors upon whom they can draw to implement the de-risking phase to reduce the risks and increase the asset value of a mining project and to create value for shareholders. Ultimately, when appropriate, the Directors may consider sales of projects to larger mining companies.

The Directors are currently investigating a number of additional acquisition opportunities and discussions with a number of parties are at a relatively early stage which would require further funding for expansion, in conjunction with a public quotation for its shares on terms which should prove beneficial to existing Shareholders, management, employees and shareholders of the company being acquired.

The Directors may also consider a series of acquisitions in the gold sector where businesses of the same nature would benefit from a group structure.

Competition

The Company currently does not believe there is a single identifiable direct competitor, however the Directors are aware that over time potential competition may materialise for suitable acquisition targets.

The Directors believe that the level of competition and threat that could arise is mitigated on the following basis:

- the Directors have specific gold mining skills, knowledge and global industry expertise, with a strong track record of operating in both Africa and Asia;
- the Directors have an extensive network of relationships developed and maintained over many years; and
- the Directors have already identified a pipeline of suitable potential acquisition targets which they believe to be undervalued.

Chairman's Statement

CIC Gold's successful Admission to the Standard Listing segment of the Official List and to trading on the London Stock Exchange's Main Market on the 23 June 2015 establishes a specific gold mineral acquisition shell.

Whereas the current market conditions are challenging for existing gold producers, the general downturn in the mining industry and the consequent difficulty that the junior sector, and indeed all gold producers, are experiencing has created tremendous opportunities for the Company to pursue.

Since the listing, the Company has focused on its strategy for delivering shareholder value by selecting the right acquisition opportunities to leverage the company's skills and extensive contact base. The Board believes that, by implementing its strategy in the short term, the company will both generate significant income, and position itself to secure additional opportunities.

During the year the Board agreed to acquire Gobi Minerals Group subject to shareholder approval which was granted by special shareholder meeting held on 19 February 2016. Gobi Minerals Group collectively own a 100% interest (the "Interest") in mineral title Altan Tobchi, a gold and copper mineral asset of 478 square km, situated in the South Gobi region of Mongolia, 560 km from Ulaanbaatar city. It is located adjacent to Mongolian Alt Corporation now in production. It is also located in the area of the world leading producing copper gold deposit Oyu Tolgoi owned by Turquoise Hill Ltd. The Gobi Minerals acquisition is a post end of year event and will not be included in these financial statements.

The Company sought shareholder approvals on all major corporate matters and will continue to do so to build on the excellent Gobi Minerals acquisition. The board was re-organized to include a majority of independent non-executive directors to ensure that they play arbiter, show firmness and courage at critical times and manifest character and independence of mind for the benefit of minority shareholders.

I would like to take this opportunity to thank staff and shareholders for their continued support and belief in the Board's strategy for the Company's direction.

M.M. Smith

Michael M. Smith
Non Executive Chairman
CIC Gold Group Limited
29 April 2016

Financial Review

The purpose of this review is to provide a further analysis of the Group's consolidated 2015 results and the main factors that affected this financial performance. The Financial Review should be read in conjunction with the financial statements and associated notes.

During the year, the Group made a loss on ordinary activities after taxation of £1,403,037 (2014: loss of £24,413). This loss was significantly attributable to the listing costs and admission expenses.

Basic loss per share for the year ended 31 December 2015 was 1.40 pence (2014: basic loss per share of 1.78 pence).

The Directors have reviewed the Group's budgets for 2016, as well as longer-term financial cash flow projections and have considered a range of different scenarios together with their associated risks and uncertainties, and the impact of these scenarios on the Group's cash balances. Additionally, the Directors have assessed the likelihood of future funding requirements. Based on these activities, the Directors are satisfied that the Group maintains a healthy financial position from the date of the signing of these financial statements, enabling us to take a flexible approach to the acquisition of gold mineral property investments. The Group has two existing convertible loan facilities i) CIC Capital Fund Ltd £65,047 ii) Hong Kong Syndicate HK$12,000,000.

As at 27 April 2016, the Group had a net position of cash and receivables of £393,281.

Directors

Michael M. Smith (Independent Non-Executive Chairman)
Mr. Smith is the Independent Non-Executive Chairman of the Board and is responsible for its leadership and effectiveness. Mr. Smith has over 25 years' experience in the mining industry, as an engineer, business development executive and a regulated corporate financier. Mr. Smith worked for major mining companies including Anglo American Corporation and JCI Limited before becoming a manager in the Emerging Markets finance division of Investec Bank in South Africa. Mr. Smith then joined Investec Bank's London office to assist in the establishment of its Mining & Resource Finance Team. Mr. Smith was later appointed as a director of Resources Advisory Partnership Limited, London a FCA regulated financial advisory company specialising in sub-Saharan Africa.

Mr. Smith was a founding director of Lesotho Diamond Corporation prior to its takeover, which initiated the development of the largest kimberlite pipe in that country, and was also a founder of Madagascar Oil plc. More recently Mr. Smith was Chairman and CEO of Anglo African Minerals plc, a GXG Markets (London) listed company with a substantial portfolio of bauxite licenses in Guinea. Mr. Smith is also a founder of TAM Resources Limited. Currently Mr. Smith is advising a number of resources companies in UK including those seeking future public listings.

Mr. Smith holds a Bachelor's Degree in Civil Engineering from the University of Cape Town, and a MBA from the University of Cape Town's Graduate School of Business.

Mr. Graham Fyfe (Independent Non-Executive Technical Director)
Mr. Fyfe is a Non-Executive Director and a key technical member of the board. Mr. Fyfe has Bachelors degree in Chemical Engineering from the University of KwaZulu Natal, South Africa and has complimented his technical qualification with accreditted courses in Finance, Accounting, Organisational Behaviour and Negotiation from Heriott Watt University.

Mr. Fyfe has over 25 years of international experience in the mining sector including blue chip companies such as such as Fluor, Rio Tinto, Murray & Roberts Engineering Solutions South Africa and De Beers. Since 2008, following many years of conducting diverse projects in the engineering, procurement, construction management (EPCM) environment in the roles of process design engineer and project manager, he took on an executive owner's representative role in the UK AIM listed Bellzone Mining Plc and Dragonlight Resources.

With extensive experience as owner and EPCM consultant, Mr. Fyfe has developed a unique set of technical, managerial and entrepreneurial skills across the mining and minerals value chain from mineral resource development through to project valuation and marketing of commodities including, diamonds, gold, copper, iron ore, vanadium and rare earths. As an owner representative Mr. Fyfe has extensive experience with the listing, fund raising process and UK regulatory compliance.
Mr. Fyfe has also held directorship of companies in Singapore, South Africa and Australia.

Jeffrey L. Karoly (Independent Non-Executive Director)
Mr. Karoly has a degree (Hons) in Geology from the University of Bristol and is a UK Chartered Accountant.
Mr. Karoly has extensive international experience working within and consulting to the mining industry over the past 19 years. Mr. Karoly's expertise is in finance and accounting functions augmented with extensive experience in corporate and regulatory governance as CFO and as Company Sectary of public listed companies on TSX and LSE designated stock exchanges.

Mr. Karoly has gained considerable experience of the regulatory and corporate governance requirements for publicly listed companies in the UK, USA, Canada and Australia.

Mr. Karoly started his career with Coopers and Lybrand and DHL World Wide Express. Mr. Karoly moved in to the mining sector with Minorco/Anglo American from 1997 to 2007 in a variety of corporate finance functions in the UK, Brazil, South Africa and France and from 2008 to 2010 was Chief Financial Officer of South American Ferro Metals, a private company that acquired, explored and developed iron ore asset in Brazil and publically listed on the ASX in 2010.

Mr. Karoly in addition to English, speaks French and Portuguese.

HE Barsbold Ulambayar (Executive Director/Chief Executive Officer)
His Excellency Barsbold Ulambayar, as an Independent Non-Executive Director, brings significant expertise in environment responsibilities, geo-political relationships and extensive commercial investment strategies. Over the last 28 years, he has built a successful career in both public and private sectors having extensive international experience and expertise.

At 26 years old, he was appointed Deputy Minister of Trade and Industry (1990-1992) having responsibility for foreign trade and industrial development. During this time he was involved in the liberalisation and privatisation of many corporate entities.

His Excellency Ulambayar became Minister of Nature and Environment (2000 to 2006), one of the youngest Ministers in Mongolian government history, instituting Land Policy Reform in 2002, Water Policy Reform in 2004 and playing a significant role in the improvement and establishment of the Environment Impact Assessment System in Mongolia. In addition to this, he was responsible for significant policies as Minister for the Protection of World Heritage Sites in Mongolia and nature reserves. A notable achievement during his tenure as Minister was the establishment of Eco Award's among the best petroleum and industrial companies for environmentally friendly practice. He also established Solid Waste Management systems in Mongolia by way of passing legislation through Mongolian Parliament.

In 1993 His Excellency Ulambayar was nominated CEO of First Mongolian Consumer's Cooperative Association (Anhnii Horshoo) which included 330 Consumer's Co-operatives companies from all over Mongolia and established the first business management and consulting services in Mongolia. Following this in 1996 he established one of the first business consulting and training agencies, Mongolian Business Development Agency (MBDA), under support of EU TACIS Program, EU ALA Program, German Government GTZ. In 2002 His Excellency Ulambayar lobbied successfully to change the Tax Law of Mongolia to recognise Investment Stability Agreements, which transformed mining investment in Mongolia, working closely with Boroo Gold Mongolia project to become one of the first companies to receive international investment (now Centerra Gold).

His Excellency Ulambayar holds a Master of Business Administration, Doctor of Philosophy in Strategic Management, Professor of Russian High Education Committee and Member of International Diplomatic Academy. He is highly active in arts and culture and has organised international exhibitions of the Nation's most important historical collections and made significant donations to further the Mongolian Nations Buddhist culture.

Li Jinliang (David) (Executive Director/Chief Financial Officer)

Mr. Li is a member of the Association of Chartered Accountants UK (ACCA) and a Certified Enterprise Risk Manager in Asia. Mr. Li graduated in 1987 from the Renmin University China with a degree in Accounting. In 1988 he also gained a master's degree in Business Administration in Financial Services from the University of East London. Mr. Li served as the General Supervisor of the Financial and Investment Centre of Hopson Group Limited (listed on the main board of the Hong Kong Stock Exchange), the general supervisor of the Department of International Finance of China Oilfield Technology (listed on the main board of the Singapore Stock Exchange), the Chief Financial Officer of European Food Trading (UK) Co. Ltd., and the director of the financial department of the Engineering and Technology Research Institute of China National Petroleum Corporation (CNPC).

Mr. Li assisted in the listing of China Oilfield Technology in Singapore. He has extensive experience of international capital markets, company IPOs, the listing regulations and laws of Hong Kong and Singapore, international accounting principles and company management. Mr. Li has studied and worked in the field of accounting and senior financial management in the UK for eight years. He has a good understanding of commercial law and the accounting principles and taxation policies in the UK.

Forward-looking Statements

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

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

Group Annual Financial Statements
For the year ending 31 December 2015

Contents

Directors' Report

The Directors are pleased to present this year's Annual Report together with the group financial statements for the year ended 31 December 2015.

Principal Activity

The principal activity of the Group is that of a holding company. Together with its subsidiaries, it is involved in acquisition opportunities in the gold sector and the de-risking of acquisition assets.

Business Review and Future Developments

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

Results and Dividends

Loss on ordinary activities of the Group after taxation amounted to £1,403,037 (2014: Loss £24,413). The Directors do not recommend payment of a dividend in respect of the financial year under review.

Key Performance Indicators

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

Events after the end of the reporting period

At the date these financial statements were approved, being 29 April 2016, the Directors were not aware of any significant events after the end of the reporting period, other than those set out in the notes to the financial statements.

Directors

The names of the Directors who served during the year are set out below:

Michael M. Smith, *Independent Non-Executive Chairman (UK based)*	
Dr. Geoffrey Peter Cowley, *Executive Director and Chief Executive Officer (Asia/UK based)*	Retired 31 March 2016
HE Barsbold Ulambayar, *Independent Non-Executive Director (Mongolia based)*	
Li Jinliang (David), *Executive Director and Chief Financial Officer (China based)*	
Luke Webster, *Independent Non-Executive Director (UK based)*	Retired 31 December 2015

Following the planned acquisition of Gobi Minerals Group (completed in February 2016) the enlarged group required new Directors with specific skill set. To facilitate this, two directors resigned to allow for the board re-organization. Mr. Graham Fyfe Non Executive Director appointed in 4 April 2016 and Mr. Jeffrey L. Karoly Non Executive Director appointed 24 April 2016.

Directors' Remuneration Report

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

Details of the Directors' emoluments and payments made for professional services rendered are set out in Note 8 to the financial statements.

Directors' Interests

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

Director	31 December 2015		31 December 2014	
	Shares	Options	Shares	Options
Dr. Geoffrey P. Cowley	3,672,823	0	3,000,000	0
Luke Webster,	289,983			
Li Jinliang (David)	21,480			

Significant Share Holdings

As at 31 December 2015 the Directors were aware that the following persons were, or are likely to be, interested, directly or indirectly, in 3 per cent. or more of the issued share capital of the Company as at that date:

Name	Number of Common Shares held	Percentage of Common Shares
CIC Capital Ltd.	35,840,000	34.60
Beaufort Nominees Limited	19,838,295	19.15
Dell Balfour	8,222,300	7.94
M A Brockhurst (Trustee)	7,500,000	7.24
Peel Hunt Holdings Limited	5,646,233	5.45
CIC Capital Fund Ltd. (Canada)	5,280,000	5.10
Canaccord Nominees Ltd Canada	4,019,679	3.88

Listing and Temporary Suspension

On 23 June 2015, the Company listed on the Standard Listing segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities.

The Company requested and announced a suspension of trading in the Company's shares on November 3, 2015 as the Company was in discussions regarding a proposed acquisition of Gobi Minerals Group. The Proposed Acquisition, if exchanged and completed, would constitute a reverse takeover under the Listing Rule 5.6.15. On the 19 February 2016, a special shareholders meeting approved the Gobi Minerals acquisition. The Company is required to file a new prospectus to recommence trading.

Corporate Governance

A statement on Corporate Governance is set out on pages 17 to 19.

Environmental Responsibility

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

Employment Policies

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

Health and Safety

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

Payment to Suppliers

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

Political Contributions and Charitable Donations

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

Annual General Meeting ("AGM")

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

Statement of Disclosure of Information to Auditors

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

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

Auditors

A resolution to appoint Chapman Davis LLP and to authorise the Directors to fix their remuneration will be proposed at the next Annual General Meeting.

Chapman Davis LLP were appointed Auditors in April 2016 to replace Crowe Clark Whitehill LLP. The Company is undergoing a separation of key advisors to that of CIC Groups other companies to minimize any possible conflicts.

Going Concern

The Directors note the losses that the Group and Company have made for the Year Ended 31 December 2015. The Directors have prepared cash flow forecasts for the period ending 31 May 2017 which take account of the current cost and operational structure of the Group.

The cost structure of the Group comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Group to operate within its available funding.

These forecasts demonstrate that the Group and Company have sufficient cash funds available to allow it to continue in business for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

Statement of Directors' Responsibilities

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

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records, for safeguarding the assets of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible for ensuring that the Annual Report includes information required by the London Stock Exchange.

Electronic Communication

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

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

Directors' responsibilities pursuant to DTR 4

The Directors confirm to the best of their knowledge:

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

By order of Board:

M. M. Smith

Michael M. Smith
Non-Executive Chairman

29 April 2016

Corporate Governance Statement

The Board is committed to maintaining high standards of corporate governance. The Listing Rules of the Financial Services Authority incorporate the UK Corporate Governance Code (formerly the Combined Code), which sets out the principles of Good Governance, and the Code of Best Practice for listed companies. Whilst the Company is not required to comply with the UK Corporate Governance Code ("UK Code"), the Company's corporate governance procedures take due regard of the principles of Good Governance set out in the UK Code in relation to the size and the stage of development of the Company.

Board of Directors

The Board of Directors currently comprises two (2) Executive Directors and three (3) Non-Executive Directors, one of whom is the Chairman. The Directors are of the opinion that the Board currently comprises a suitable balance and that the recommendations of the UK Code have been implemented to an appropriate level. The Board maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of major shareholders about the Company.

Board Meetings

The Board meets regularly throughout the year. For the year ending 31 December 2015 the full Board met formally three times in relation to normal operational matters and several additional occasions informally. The Board is responsible for formulating, reviewing and approving the Company's strategy, financial activities and operating performance. Day to day management is devolved to the Executive Directors who are charged with consulting the Board on all significant financial and operational matters.

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

Board Committees

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

Audit Committee

The Audit Committee considers the Group's financial reporting (including accounting policies) and internal financial controls. The Audit Committee comprises Michael M. Smith, Jeffrey L. Karoly and Graham Fyfe and they are responsible for ensuring that the financial performance of the Group is properly monitored and reported on. The Audit committee held meeting: i) In August 2015 to consider the Interim Financial Statements. All member of the committee attended namely Mr. Michael M. Smith & Mr. Luke Webster, ii) on 28 April 2016 to consider the Annual Audited Financial Statements Mr. Michael M. Smith, Mr. Graham Fyfe and Mr. Jeffrey L. Karoly of the committee attended

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board in respect of Directors' and senior executives' remuneration. It comprises Mr. Michael M. Smith, Mr. Jeffrey L. Karoly and Mr. Graham Fyfe. Non-Executive Directors' remuneration and conditions are considered and agreed by the Board. Financial packages for Executive Directors are established by reference to those prevailing in the employment market for executives of equivalent status both in terms of level of responsibility of the position and their achievements and of recognised job qualifications and skills. The Committee will also have regard to the terms which may be required to attract an equivalent experienced executive to join the Board from another company.

Internal Controls

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

Risk Management

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

Risks and Uncertainties

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

General and Economic Risks

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

Funding Risk

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

Commodity Risk

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

Exploration and Development Risks (relating to investments)

- Exploration and development activity is subject to numerous risks, including failure to achieve estimated mineral resource, recovery and production rates and capital and operating costs.
- Success in identifying economically recoverable reserves can never be guaranteed. The Company also cannot guarantee that the companies in which it has invested will be able to obtain the necessary permits and approvals required for development of their projects.
- Some of the countries in which the Company operates have native title laws which could affect exploration and development activities. The companies in which the Company has an interest may be required to undertake clean-up programmes on any contamination from their operations or to participate in site rehabilitation programmes which may vary from country to country. The Group's policy is to follow all applicable laws and regulations and the Company is not currently aware of any material issues in this regard.
- Timely approval of mining permits and operating plans through the respective regulatory agencies cannot be guaranteed.
- Availability of skilled workers is an ongoing challenge.
- Geology is always a potential risk in mining activities.

Market Risk

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

Insurance

The Group maintains insurance in respect of its Directors and Officers against liabilities in relation to the Company.

Treasury Policy

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

Securities Trading

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

Relations with Shareholders

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

Independent Auditor's Report

We have audited the consolidated accounts of CIC Gold Group Limited for the year ended 31 December 2015 set out on pages 21 to 39. These consolidated accounts, which are non-statutory, have been prepared for the reasons set out in the basis of preparation statement in the consolidated accounts and on the basis of the financial reporting framework of International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU").

Our report has been prepared for the Company solely in connection with meeting the requirements of the Disclosure and Transparency Rules of the UK's Financial Conduct Authority. It has been released to the Company on the basis that our report shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

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

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' responsibilities statement the Directors are responsible for the preparation of the consolidated accounts, which are intended by them to give a true and fair view. Our responsibility is to audit, and express an opinion on, the consolidated accounts in accordance with the terms of our engagement letter dated 18 April 2016 and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the non-statutory accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the consolidated accounts.

In addition we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited consolidated accounts and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on non-statutory accounts

In our opinion the non-statutory accounts:

- give a true and fair view of the state of the Group's affairs as at 31 December 2015 and of its loss for the year then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the EU.

Chapman Davis LLP
Statutory Auditor
Chartered Accountants
2 Chapel Court
London SE1 1HH

29 April 2016

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

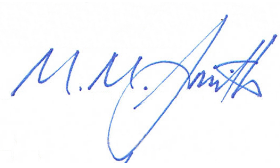
For the Year Ended 31 December 2015

	Note	2015	8 month period ended 31 December 2014
Revenue		-	-
Administrative expenses		(1,316,649)	(24,413)
Share-based payments	11	(86,388)	-
Operating loss		**(1,403,037)**	**(24,413)**
Loss before taxation		**(1,403,037)**	**(24,413)**
Income tax expense	6		-
Loss after taxation		**(1,403,037)**	**(24,413)**
Loss for the period		**(1,403,037)**	**(24,413)**
Other comprehensive income			-
Total comprehensive loss attributable to owners of the parent		**(1,403,037)**	**(24,413)**
Loss per Common Share:			
Basic and diluted (pence)	8	(1.46)	(1.78)

CONSOLIDATED & COMPANY STATEMENTS OF FINANCIAL POSITION

As at Dec 31, 2015

	Note	GROUP 2015 £	GROUP 2014 £	COMPANY 2015 £	COMPANY 2014 £
Assets					
Current assets					
Trade receivable and other receivables	9	89,400	353,293	1,055,664	353,293
Cash	12	966,264	-	-	-
Total assets		**1,055,664**	**353,293**	**1,055,664**	**353,293**
Equity and liabilities					
Capital and reserves					
Share capital	11	1,725,001	1	1,725,001	1
Convertible loans classified as equity	15	65,047	300,000	65,047	300,000
Warrants reserve		86,388	-	86,388	-
Accumulated deficit		(1,427,450)	(24,413)	(1,427,450)	(24,413)
Total equity attributable to equity holders		**448,986**	**275,588**	**448,986**	**275,588**
Current liabilities					
Trade and other payables	10	606,678	77,705	606,678	77,705
Total current liabilities		**606,678**	**77,705**	**606,678**	**77,705**
Total liabilities		**606,678**	**77,705**	**606,678**	**77,705**
Total equity and liabilities		**1,055,664**	**353,293**	**1,055,664**	**353,293**



For and Behalf of the Board

CONSOLIDATED & COMPANY STATEMENTS OF CASH FLOW

For the Year ended 31 December 2015

	Group		Company	
		8 month period ended 31 December		**8 month period ended 31 December**
	2015	**2014**	**2015**	**2014**
	£	**£**	**£**	**£**
Loss for the period before taxation	(1,403,037)	(24,413)	(1,403,037)	(24,413)
Adjustments for:				
Share based payment	86,388	-	86,388	-
Operating cash flows before movements in working capital	(1,316,649)	(24,413)	(1,316,649)	(24,413)
Decrease/(increase) in trade and other receivables	263,893	(353,293)	(702,371)	(353,293)
Increase in trade and other payables and accrued liabilities	528,973	77,705	528,973	77,705
Net cash (used) in operating activities	(523,783)	(300,001)	(1,490,047)	(300,001)
Cash flow from financing activities				
Issue of Common Shares	-	1	-	1
Issue of convertible loan	1,490,047	300,000	1,490,047	300,000
Net cash inflow from financing activities	1,490,047	300,001	1,490,047	300,000
Net increase in cash and cash equivalents	966,264	-	-	-
Cash and cash equivalent at beginning of period	-	-	-	-
Cash and cash equivalent at end of period	966,264	-	-	-

CONSOLIDATED & COMPANY STATEMENTS OF CHANGE IN EQUITY

For the Year Ended 31 December 2015

Group and Company

	Share Capital £	Convertible Loan Classified as Equity £	Warrant Reserve £	Accumulated Loss £	Total £
On incorporation on 6 May 2014	1	-	-	-	1
Comprehensive income:					
Loss for the period	-	-	-	(24,413)	(24,413)
Total comprehensive income for the period	**-**	**-**	**-**	**(24,413)**	**(24,413)**
Transaction with owners:					
Issue of Convertible Loan, classified as equity	-	300,000	-	-	300,000
Total transaction with owners	**-**	**300,000**	**-**	**-**	**300,000**
Balance, 31 December 2014, Attributable to equity shareholders of the parent	**1**	**300,000**	**-**	**(24,413)**	**275,588**
Comprehensive income:					
Loss for the period	-	-	-	(1,403,037)	(1,403,037)
Total comprehensive income for the period	**-**	**-**	**-**	**(1,403,037)**	**(1,403,037)**
Transaction with owners:					
Issue of warrants	-	-	86,388	-	86,388
Issue of Convertible Loan, classified as equity	-	1,490,047	-	-	1,49,047
Convertible Loan conversion	1,725,000	(1,725,000)	-	-	-
Total transaction with owners	**1,725,000**	**(234,953)**	**86,388**	**-**	**1,576,435**
Balance, 31 December 2015, Attributable to equity shareholders of the parent	**1,725,001**	**65,047**	**86,388**	**(1,427,450)**	**448,986**

1 Summary of Significant Accounting Policies

(a) Authorisation of financial statements

The Group financial statements of CIC Gold Group Limited for the year ended 31 December 2015 were authorised for issue by the Board on 29 April 2016 and the balance sheets signed on the Board's behalf by Mr. Michael M. Smith. The Company was registered in the republic of Seychelles on 6 May 2014 under the International Business Companies Act 1994 with registered number 145872. The Company's Ordinary Shares are traded on the main market of the London Stock Exchange.

(b) Statement of compliance with IFRS

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

Future changes in accounting policies

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

New standards, amendments and interpretations adopted by the Company

No new and/or revised Standards and Interpretations have been required to be adopted, and/or are applicable in the current year by/to the Company, as standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the Company.

New standards, amendments and interpretations not yet adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements, were in issue but not yet effective for the year presented:

- IFRS 9 in respect of Financial Instruments which will be effective for the accounting periods beginning on or after 1 January 2018.
- IFRS 14 in respect of Regulatory Deferral Accounts which will be effective for accounting periods beginning on or after 1 January 2016.
- IFRS 15 in respect of Revenue from Contracts with Customers which will be effective for accounting periods beginning on or after 1 January 2017.
- Amendments to IFRS 10, IFRS 12 and IAS 28 in respect of the application of the consolidation exemption to investment entities which will be effective for accounting periods beginning on or after 1 January 2016.
- Amendments to IFRS 10 and IAS 28 in respect of the treatment of a Sale or Contribution of Assets between an Investor and its Associate or Joint Venture which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IFRS 11 in respect of Accounting for Acquisitions of Interest in Joint Operations which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 1 in respect of determining what information to disclose in annual financial statements which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 16 and IAS 38 in respect of Clarification of Acceptable Methods of Depreciation and Amortisation which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 16 and IAS 41 in respect of Bearer Plants which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 27 to allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates which will be effective for accounting periods beginning 1 January 2016.

- Annual improvements to IFRS's which will be effective for accounting periods beginning on or after 1 January 2016 as follows:
    - IFRS 5 – Changes in methods of disposal
    - IFRS 7 – Servicing contracts
    - IFRS 7 – Applicability of the amendments to IFRS 7 to condensed interim financial statements
    - IAS 19 – Discount rate: Regional market issue
    - IAS 34 – Disclosure of information “elsewhere in the interim financial report”

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

(c) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for the measurement to fair value of assets and financial instruments as described in the accounting policies below. The financial report is presented in £ Sterling and all values are in pounds (£) unless otherwise stated.

The financial statements have been prepared on a going concern basis, notwithstanding the loss for the year ended 31 December 2015. This basis assumes that the Group will have sufficient funding to enable it to continue to operate for the foreseeable future and the Directors have taken steps to ensure that they believe that the going concern basis of preparation remains appropriate.

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

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

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

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

(d) Basis of consolidation

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

(e) Business combinations

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are taken into consideration when assessing whether the group controls another entity. The Group also assesses existence of control where it does not have more than 50 per cent of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise in circumstances where the size of the Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies, for example the reappointment of directors in general meeting etc.

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

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

If the business combination is achieved in stages, the acquisition date fair value of the previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

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

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

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

(f) Goodwill and intangible assets

Intangible assets are recorded at cost less eventual amortisation and provision for impairment in value. Goodwill on consolidation is capitalised and shown within fixed assets. Positive goodwill is subject to an annual impairment review, and negative goodwill is immediately written-off to the income statement when it arises.

(g) Revenue

The Group has not yet generated any revenue.

(h) Foreign currencies

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

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

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

(i) Significant accounting judgments, estimates and assumptions

Significant accounting estimates and assumptions

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

(i) Impairment of goodwill and intangibles with indefinite useful lives

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units to which the goodwill and intangibles with indefinite useful lives are allocated.

(ii) Share-based payment transactions

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

(j) Finance costs/revenue

Borrowing costs are recognised as an expense when incurred.

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

(k) Cash and cash equivalents

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

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

(l) Trade and other receivables

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

(m) Financial instruments

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

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

(n) Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the tax computations, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally 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.

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

(0) Equity contribution

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

(p) Share based payments reserve

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

(q) Impairment of assets

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

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Income Statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life

(r) Trade and other payables

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

(s) Provisions

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

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

(t) Share-based payment transactions

(i) Equity settled transactions:

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

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

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

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

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

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

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 11).

(u) Earnings per share

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

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

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential Ordinary Shares that have been recognised as expenses; and

- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential Ordinary Shares; divided by the weighted average number of Ordinary Shares and dilutive potential of Ordinary Shares, adjusted for any bonus element.

2 Business segments

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

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

Name	Country of incorporation	Proportion of ownership interest	Principal activity
CIC Gold Group Limited	Hong Kong	100%	Acquisition of interests in gold mining assets
Top Ten Services Company 北京托普泰投资顾问有限公司	China	100%	Group treasury company

3 Loss from operation

	2015	2014
Professional Fees	337,895	3,000
Rent	17,956	-
Director and Staff cost	187,841	-
Audit fees	30,000	-
Director fees*	60,000	21,000

*CEO does not receive director fee

4 Employee information

	2015	2014
Salaries and wages	166,971	-
	166,971	-

The average number of salaried employees during the period was 4 (2014: 1). The Company uses the services of its executive directors, public officers, staff and consultants to perform their work. The salary of CEO and executive director Dr. Geoffrey P. Cowley was paid to EDC Holdings Ltd in which he has an interest as consulting fees. Dr. Geoffrey P. Cowley received 3,000,000 common shares of the Company. The salary of CFO and Executive director David Li and the salary of COO Norman Ye were paid to CIC Capital as service fees.

5 Directors' emoluments

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

	2015	2014
Short term employee benefits – directors' fees		
Executive directors		
Geoffrey P. Cowley(*)	-	8,000
David Li (*)	-	-
Non-Executive directors		
Michael M. Smith (#)	18,000	-
HE Barsbold Ulambayar(#)	18,000	-
Luke Webster	24,000	4,000
John Malcolm Bell (#)	-	9,000
Total	60,000	21,000

(*) Executive directors do not take any director fees but salary.
(#): These Directors were not employed throughout the whole financial year.

No pension benefits are provided for any Director.

6 Taxation

The Company is a Seychelles Corporation subject to a corporate tax rate of nil, as at 31 December 2015.

7 Dividends

No dividends were paid in the year (2014: Nil).

8 Loss per common share

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

Loss attributable to equity holders of the Group:	£1,403,037 (2014: £24,413)
Weighted average number of ordinary shares in issue:	100,258,303 (2014: 1,369,707)
Basic loss per share:	£0.0140 (2014: £0.0178)

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

9 Trade and other receivables

	Group		Company	
	2015	2014	2015	2014
Subsidiary	-	-	966,264	-
Prepayment	89,400	353,293	89,400	353,293
	89,400	353,293	1,055,664	353,293

10 Trade and other payables

Group and Company

	2015	2014
Related Party creditors	175,788	-
Trade and other creditors	430,890	77,705
	606,678	77,705

	As at 31 December 2015 £
0 to 3 months	45,168
3 to 6 months	138,072
6 months +	247,650
Total	430,890

11 Share capital and reserves

Authorised

Unlimited Common Shares without par value.

Issued and allotted shares outstanding

	Common Shares #	Value £
On incorporation on 6 May 2014	**1**	**1**
Share issuance to CIC Fund	2,250,881	-
As at 31 December 2014	**2,250,882**	**1**
Share issuance to CIC Fund for nominal consideration	3,029,118	-
Share issuance to Shareholders	66,560,000	-
Share issuance to EDC International Holdings Ltd. (Dr. Geoffrey Cowley)	3,000,000	-
Conversion of the Convertible Loans	28,750,000	1,725,000
As at 31 December 2015	**103,590,000**	**1,725,001**

Common shares

On 13 January 2015, the Company issued a further 3,029,118 Common Shares to CIC Fund for nominal consideration, bringing the total number of shares held by CIC Fund to 5,280,000. On 13 January 2015, the Company issued 66,560,000 Common Shares to Shareholders other than Directors, and 3,000,000 Common Shares to EDC International Holdings Ltd (a company owned by Dr. Geoffrey Cowley) for nominal consideration. On 13 January 2015, the Company issued to CIC Fund 28,750,000 Common Shares at the Conversion Price of 6 UK pence on the conversion of the Convertible Loans.

Warrants

During the year ended 31 December 2015, the Company issued a number of warrants. The warrants are exercisable on issue. The Common Shares to be allotted and issued on the exercise of any or all of the warrants will rank for all dividends and other distributions declared after the date of the allotment of such Common Shares but not before such date and otherwise pari passu in all respects with the Common Shares in issue on the date of such exercise allotment.

The following is the summary of the Company's outstanding warrants as at 31 December 2015:

	As at 31 December 2015		**As at 31 December 2014**	
	Warrants	**Weighted average exercise price**	**Warrants**	**Weighted average exercise price**
	#	**£**	**#**	**£**
Balance of warrants at the start of the period	-	-	-	-
CIC Fund	28,750,000	0.06	-	-
Dell Balfour	3,220,000	0.3	-	-
VSA Capital Limited	2,761,200	0.06	-	-
Jarada Equities Limited	2,500,000	0.3	-	-
Balance of warrants at the end of the period	**37,231,200**	**0.1**	**-**	**-**

Expiry date	**Exercise price £**	**As at 31 December 2015 #**	**As at 31 December 2014 #**
Balance of warrants at the start of the period	-	-	-
31-Dec-16	0.3	3,220,000	-
31-Dec-16	0.3	2,500,000	-
31-Dec-16	0.06	28,750,000	-
31-Dec-19	0.06	2,761,200	-
Balance of warrants at the end of the period	**0.1**	**37,231,200**	**-**

The fair value of the warrants has been calculated using Black Scholes option pricing model. The additional inputs used in the model were a share price at the date of grant of £0.03125, volatility of 120% and a risk-free interest rate of 1.82%.

A charge of £86,388 (2014: nil) has been included in the statement of comprehensive income in relation to the warrants.

The warrants granted to CIC Fund as part of the Convertible Loan conversion fall outside the scope of IFRS 2 and the value of these warrants is included in the equity granted on conversion.

Share purchase options

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

12 Financial instruments

The Group uses financial instruments comprising cash, liquid resources and debtors/creditors that arise from its operations. The Group holds cash as a liquid resource to fund the obligations of the Group. The Group's cash balances are held in Sterling and in Chinese Renminbi. The Group's strategy for managing cash is to maintain a mix of currencies and maximise interest income whilst ensuring its availability to match the profile of the Group's expenditure. This is achieved by regular monitoring of interest rates and monthly review of expenditure forecasts.

The Group has a policy of not hedging and therefore takes market rates in respect of foreign exchange risk; however it does review its currency exposures on an ad hoc basis. Currency exposures relating to monetary assets held by foreign operations are included within the foreign exchange reserve in the Group Balance Sheet.

The Group carefully considers on an ongoing basis the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

To date the Group has relied upon equity funding to finance operations. The Directors are confident that adequate cash resources exist to finance operations to commercial exploitation but controls over expenditure are carefully managed.

The net fair value of financial assets and liabilities approximates the carrying values disclosed in the financial statements. The currency and interest rate profile of the financial assets is as follows:

Cash and short term deposits

	2015	2014
	£	£
At 31 December	966,264	-

The financial assets comprise cash balances in current and interest earning bank accounts at call and three month deposit. The financial assets earn a range of interest rates throughout the period depending on rates available and ongoing cash commitments at any one point in time.

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

13 Commitments & Contingent Liabilities

As at 31 December 2015, the Company had no material commitments and contingent liabilities other than share issue for Gobi Minerals Group acquisition and re-listing costs relating to the new prospectus of the enlarged group.

14 Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between other related parties are below.

Due to related parties
As at 31 December 2015, consultancy fees £105,924 and other expenses £17,865 due to CEO/director Dr. Geoffrey P. Cowley, reimbursement of other expenses £17,865 was paid on 6 January, 2016. Outstanding Director fees amount to £52,000.

Transaction in the year
During the year £479,487 was paid to CIC Capital Ltd a significant shareholder of which £390,087 was charged in the year as administrative expenses. The balance of £89,400 refers to the prepayment in Note 9.

15 Convertible loan classified as equity

Pursuant to an agreement dated 19 August 2014, an unsecured and interest free Convertible Loan of £300,000, was granted to the Company from CIC Fund, a company registered in British Columbia, Canada. During the 8-month period ending 31 December 2014, £86,296 was received and expensed by the Company. The balance of £213,704 was recorded within "other receivables" on the Group's statement of financial position as at 31 December 2014. This loan was repayable on the second anniversary of the Convertible Loan Agreement, if not converted earlier. The Convertible Loan Agreement provided that the Convertible Loan was convertible by the Company, at its option, into 5,000,000 Common Shares at the Conversion Price and 5,000,000 Convertible Loan Warrants.

On account of the Convertible Loans being convertible at the option of the Company, and in the absence of any interest payable on the Convertible Loans, no element of the financial instrument meets the criteria of a financial liability as defined by IAS 32 Financial instruments: presentation -paragraph 11. As such, the equity element of the Convertible Loans recognised directly in equity under *"Convertible Loans classified as equity"* amounted to £300,000 as at 31 December 2014. In April 2015, a second convertible loan on the same terms of £1,425,000 was granted and paid to the company from CIC Fund. The balance of £213,704 of first £300,000 at the year ended 31 December 2014 has been paid in full in the same time. Both convertible loans were converted at the conversion price into 28,750,000 Common Shares on 13 January 2015.

Total convertible loan of £1,725,000 has been released and converted into common share capital during the year ended 31 December 2015. In December 2015, A further convertible loan on the same terms of £65,047 was granted and paid to the company from CIC Fund.

16 Acquisition

On 2 April 2015, the Company acquired effective control of Top Ten by way of a Bare Trust Agreement for £nil consideration. At the date of acquisition, the provisional fair value of all the assets and liabilities of Top Ten was £nil.

17 Events after the reporting date

(a) Acquisition of Gobi Minerals Group LLC

On the 19 February 2016, the Company formally acquired eighty (80%) percent of Gobi Minerals Group LLC by way of a formal acquisition agreement.

Gobi Minerals Group LLC collectively own a one hundred (100%) percent interest (the "Interest") in mineral title Altan Tobchi gold and copper situated in the South Gobi region of Mongolia.

A Special Share Holder Meeting held on 19 February 2016 approved the acquisition of the Gobi Minerals Group LLC.

(b) Authorization of issuing new common shares

In the Special Share Holder Meeting held on 19 February, the corporation Directors were authorised to issue and allot new common shares as follows:

Dr. Geoffrey P. Cowley	600,000
Michael M. Smith Chairman shares	3,000,000
Warrant Exercise (CIC Fund)	28,750,000
Distribution shares historical	13,580,000
Acquisition	280,000,000
Total	325,930,000

(c) New convertible loan agreement with Hong Kong Fund

The Company's entered into a further convertible loan facility of HK$12,000,000 agreement on 30 March 2016 to support the working capital of the company. Should the loan be converted to common shares it will be at 2.00 UK pence per share with a full warrant.