Bezant Resources Plc

Report

and

Financial Statements

For the six months ended 31 December 2016

Bezant Resources Plc

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Bezant Resources Plc

Corporate directory

Directors:	E Nealon	*Non-Executive Chairman*
	B Olivier	*Chief Executive Officer*
	E Kirby	*Non-Executive Director*
	R Siapno	*Non-Executive Director*
	L Read	*Executive Director*

Secretary:
York Place Company Secretaries Limited
3rd Floor
White Rose House
28a York Place
Leeds, LS1 2EZ

Registered office:
Level 6, Quadrant House
4 Thomas More Square
London, E1W 1YW

Registered number:
02918391 (England & Wales)

Nominated adviser:
Strand Hanson Limited
26 Mount Row
London, W1K 3SQ

Broker:
Beaufort Securities Limited
131 Finsbury Pavement
London, EC2A 1NT

Solicitors:
Joelson JD LLP
30 Portland Place
London, W1B 1LZ

Auditors:
UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London, E1W 1YW

Registrars:
Capita Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent, BR3 4TU

Bankers:
National Westminster Bank Plc
66 High Street
Maidenhead
Berks, SL6 1QA

National Australia Bank
Capital Office, Ground Floor
100 St Georges Terrace
Perth
Western Australia 6000

Chairman's Statement

Dear Shareholders,

I am pleased to present the Group's final results for the six months ended 31 December 2016, following the change to the Company's accounting reference date from 30 June to 31 December in order to bring our reporting calendar in line with the calendar year, and to report on the Company's on-going activities to the date of this statement. This change in our financial year end has been made with the approval of our auditors ahead of targeted future gold and platinum sales being initiated during 2017 at the Company's Choco Alluvial Gold-Platinum Project (the "**Choco Project**") located in Western Colombia.

For the six month period ended 31 December 2016, the Group reported a loss before and after tax of £1.18m. The second half of 2016 was one of intense activity as Bezant began to make operational assessments over the viability of gold and platinum production from the licence areas under option in Choco, Colombia. At this point, I believe it is worthwhile recapping for shareholders what our objectives have been to date in progressing our Colombian operations and making them the core focus of the Company.

Historically, Bezant has returned cash to shareholders and built value from its Mankayan copper-gold asset in the Philippines which was the subject of a series of option payments from Gold Fields Netherlands Services BV, but where the full potential upside was ultimately unfulfilled due to changes in the Group's portfolio strategy and the persistent and on-going political risk in the Philippines. While the board of Bezant was, for some time, involved in detailed discussions with specific parties on an alternate project realisation event for Mankayan, the increased uncertainty surrounding title in the Philippines, combined with the size of capital expenditure associated with such a large scale block caving operation, ultimately led us to the conclusion that near-term shareholder value for the Company could best be driven from nearer term production assets with lower capital expenditure for project costs and more robust economic margins. Rather than await transactional value from pure exploration activities, we wished to seek to bring cash flow into the Company rapidly in order to build a profitable business and insulate shareholders from continued dilution. While we have naturally had to raise funds to deliver on this objective, including the £1.19m gross fundraising conducted in September 2016, corporate overheads have been reduced to a bare minimum and we have been highly successful during, and post the period end, in hitting our key milestones and are now poised to begin first platinum and gold recovery at our Choco Project site.

Our capital allocation strategy over the period was staged, ensuring that funds were spent incrementally with decisions triggered by the completion of key working tasks. The primary focus in 2016 at the Choco Project was on licence area FKJ-083 that has previously been host to the largest modern mining operation in Colombia which afforded us access to many years of production data reporting via national tax reports. With such production reports providing valuable and verifiable evidence of the gold and platinum that had historically been profitably recovered from the licence area, Bezant's operations team looked to carry out a bulk sampling and production verification programme.

Progressing onto this advanced phase of pre-development work, Bezant also entered into an agreement with Exumax S.A.S. ("**Exumax**"), a highly experienced contracting group specialising in alluvial mining projects with 6 years' experience in-country. The agreement can be summarised as a 'costs only' payment arrangement with any substantive value for Exumax being realised from value growth in Bezant's equity. My own experience in dealing with contractors is that you have to select the right group and make sure all parties are firmly aligned with the targeted, profitable success of a project.

Following completion of the initial Exumax exploration agreement, we then began the verification programme in respect of historic mining activities over the FKJ-083 licence area with 22 test pits completed during the period to depths of 4 to 12 metres. A total of 95 individual samples between 0.25 and 1.0 loose cubic metres (LCM) were obtained. Post period end, I was pleased to report that the recovery results had confirmed the historic mining reports as being accurate.

Chairman’s statement (continued)

The Bezant-Exumax team has significant experience in gold-platinum and alluvial recovery and while the final stage of sampling was not completed until April 2017, the levels of visible gold and platinum observed during the test pitting programme led us to take the decision to commission an independent scoping study in order to assess the current economic sensitivities relating to potential production scenarios. Further to this decision, in December 2016, INGEX Grupo Minero SAS (“**INGEX**”) was selected to undertake the requisite work with its findings being published in March 2017. The INGEX report confirmed the technical and economic feasibility of alluvial platinum (Pt) and gold (Au) production at the Choco Project based on historical data and drilling results.

At a time when many platinum producers and miners are generally suffering from increasing costs for underground operations, our near surface operations, while not massive in scale, target near-term production with good margins. The independent scoping study estimated total production costs at US$768 per ounce of platinum and gold recoveries.

Another benefit, sometimes overlooked, of the Choco Project is that all precious metals recovered from the Choco alluvial platinum mining region are historically ‘free’, which does not necessitate the requirement for metallurgical separation processes to recover saleable material. This is yet another factor that commended the Choco Project to us, a region of Colombia that I first visited some 20 years ago, since penalties or smelter impurities are frequently a significant issue for mining operations. The product we intend to produce from Choco, in H2 2017, can be sold easily from a production methodology that is tried and tested with few complications, while simultaneously being an efficient and well run mining operation.

Following first production, our intent is not to prove up a JORC (2012) resource estimate, diversify into tailings at site, or simply build an expensive piece of equipment. Our aim instead is to generate sustainable cash flow by constructing small, inexpensive plants that can be readily moved around this sizeable platinum and gold district. I would like to thank our shareholders for their continued support, as well as our team who have dedicated themselves to rapidly reaching the pre-production stage and who, in September 2016, converted their unpaid salary from 1 June 2016 to September 2016 into shares in the Company at a premium to the prevailing closing mid-market share price.

I look forward to providing further updates on the progress of our mining operations in Colombia in due course.

Mr Edward Nealon
Non-Executive Chairman

2 June 2017

Board of directors

Mr. Edward Nealon *(Non-Executive Chairman) (Appointed 1 September 2014)*

Experience and Expertise

Mr Nealon, aged 66, is a geologist with more than 40 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation, before moving to Australia in 1980 where he spent two years in exploration with Rio Tinto. He founded his own consulting company in 1983 and has practiced in most of the world's major mining centres. Mr Nealon was responsible for Aquarius Platinum Limited's introduction into the platinum industry and served on its board for a number of years. He holds a Master's degree in Sedimentary Geology from the University of Reading and is a member of the Australian Institute of Mining and Metallurgy. He has successfully developed and transacted natural resource projects across the globe.

Other current directorships

Non-Executive Chairman of Richland Resources Limited (listed on AIM) and a Director of Athlone International Consultants Pty. Limited, Almaretta Pty. Limited and Danwell Holdings Pty. Limited.

Former directorships in the last 5 years

Ferrum Crescent Limited (listed on AIM).

Special responsibilities

Chairman of the Board/Remuneration and Audit Committees.

Interests in shares and options

6,670,000 fully paid ordinary shares in Bezant Resources Plc.

Dr. Bernard Olivier *(Chief Executive Officer) (Appointed 26 April 2007)*

Experience and Expertise

Dr Olivier, aged 41, received his PhD in Economic Geology from the University of Stellenbosch, South Africa in 2006. He has been working as a geologist since 1998 and has worked throughout various African and Asian countries, among them Tanzania, South Africa, Zambia, Burundi, Malawi, Namibia, Cambodia, Lao PDR and the Philippines. He has worked on various exploration and development projects as well as active mining operations on a variety of commodities including, gold, gemstones, uranium, diamonds, PGE's, base metals and coal.

Other current directorships

Executive Director of Richland Resources Limited (listed on AIM) and Director of certain of their subsidiaries, Capricorn Sapphire Pty. Ltd, Kirkwood Resources Ltd and Director of Serengeti Resources Limited.

Former directorships in the last 5 years

Emerging Market Minerals Plc (formerly listed on AIM), Enviroplats Limited, Tranomaro Mineral Development Corporation and Great Australian Resources Limited (formerly listed on the ASX).

Special responsibilities

Chief Executive Officer/Executive Committee.

Board of directors (continued)

Interests in shares and options

1,057,800 fully paid ordinary shares in Bezant Resources Plc.
219,780 options over ordinary shares in Bezant Resources Plc.

Dr. Evan Kirby *(Non-Executive Director) (Appointed 4 December 2008)*

Experience and Expertise

Dr Kirby, aged 65, is a metallurgist with over 40 years' of international involvement. He worked initially in South Africa for Impala Platinum, Rand Mines and then Rustenburg Platinum Mines. Then in 1992, he moved to Australia to work for Minproc Engineers and then Bechtel Corporation. After leaving Bechtel in 2002, he established his own consulting company to continue with his ongoing mining project involvement. Evan's personal "hands on" experience covers the financial, technical, engineering and environmental issues associated with a wide range of mining and processing projects.

Other current directorships

Non-executive director of Ferrum Crescent Limited (listed on ASX, AIM and JSE), and Director of private company, Metallurgical Management Services Pty. Limited.

Former directorships in the last 5 years

Luiri Gold Limited (listed on ASX), Luri Gold Mines Limited, Nyota Minerals Limited (listed on AIM and ASX), Nyota Minerals (UK) Limited and Kefi Minerals (Ethiopia) Limited (formerly named Nyota Minerals (Ethiopia) Limited).

Special responsibilities

Audit Committee.

Interests in shares and options

350,000 fully paid ordinary shares in Bezant Resources Plc.

Mr. Ronnie Siapno *(Non-Executive Director) (Appointed 25 October 2007)*

Experience and Expertise

Mr Siapno, aged 52, graduated from the Saint Louis University in the Philippines in 1986 with a Bachelor of Science degree in Mining Engineering and is currently a member of both the Philippine Institute of Mining, Metallurgical and Geological Engineers and the Philippine Society of Mining Engineers. Since graduation, he has held various consulting positions such as Mine Planning Engineer to Benguet Exploration Inc., Mine Production Engineer to Pacific Chrome International Inc., Exploration Engineer to both Portman Mining Philippines Inc. and Phoenix Resources Philippines Inc. and Geotechnical Engineer to Pacific Falkon Philippines Inc.

Other current directorships

President of Crescent Mining and Development Corporation and Director of Bezant Holdings Inc.

Former directorships in the last 5 years

None.

Board of directors (continued)

Special responsibilities

Mankayan Project: Director of Operations.
Remuneration Committee.

Interests in shares and options

None.

Mr. Laurence Read *(Executive Director) (Appointed 15 October 2012)*

Experience and Expertise

Mr Read, aged 40, has spent the last 15 years advising natural resources companies, funds and advisers on strategic development and global investor relations. He has experience working with off-take groups, producers, resource developers, service providers and explorers across a diverse range of minerals.

Other current directorships

Non-Executive Director of Ferrum Crescent Limited
Chief Executive Officer of Mowbrai Limited
Ixis Resources Limited

Former directorships in the last 5 years

Non-Executive Director of Tern Plc.
Non-Executive Director of Mineral & Financial Investments Limited

Equity Participation in Porta Communications which had a controlling stake in Threadneedle Communications Limited.

Special responsibilities

Remuneration Committee.

Interests in shares and options

138,600 fully paid ordinary shares in Bezant Resources Plc.

Strategic report
For the six months ended 31 December 2016

Principal activity

The Company is registered in England and Wales, having been first incorporated on 13 April 1994 under the Companies Act 1985 with registered number 02918391 as a public company limited by shares, in the name of Yieldbid Public Limited Company. On 19 September 1994, the Company changed its name to Voss Net Plc, with a second change of name to that of Tanzania Gold Plc on 27 September 2006. On 9 July 2007, the Company adopted its current name of Bezant Resources Plc.

The Company was listed on AIM, a market operated by the London Stock Exchange, on 14 August 1995.

The principal activity of the Group is natural resource exploration, development and beneficiation.

Its FTSE Sector classification is that of Mining and FTSE Sub-sector that of Gold Mining.

Principal risks and uncertainties facing the Company

The principal risks and uncertainties facing the Company are the risk of not finding adequate mineral reserves, risks associated with securing personnel, services and equipment required to develop its assets and uncertainties concerning fluctuations in commodity prices and foreign exchange rates. However, the Company has managed to secure service contracts in relation to its exploration activities (currently limited to the Philippines, Argentina and Colombia) on a timely basis, such that its projects continue to be developed in accordance with applicable work programmes, and has established various networks of contacts, key contractors and other personnel to assist in their further development. The Company is also exposed to sovereignty risks relating to potential changes of local Governments and possible subsequent changes in jurisdiction concerning the maintenance or renewal of licences and the equity position permitted to be held in the Company's subsidiaries.

Performance of the Company

The Company is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. Currently, no revenue is generated from such projects. The key performance indicators for the Company are therefore linked to the achievement of project milestones and the increase in overall enterprise value.

On behalf of the Board

Mr. Edward Nealon
Non-Executive Chairman

2 June 2017

Directors' report
For the six months ended 31 December 2016

The Directors present their report together with the audited financial statements of Bezant Resources Plc (the "**Company**") and its subsidiary undertakings (the "**Group**" or "**Bezant**") for the six months ended 31 December 2016.

The Company changed its accounting reference date from 30 June to 31 December. These financial statements therefore cover the six month period from 1 July 2016 to 31 December 2016.

The principal activity, review of the business and future development disclosures are contained in the Chairman's Statement on pages 3 to 4 and the Strategic Report on page 8.

Results and dividends

The Group's results for the six month period are set out in the financial statements. The Directors do not propose recommending any distribution by way of dividend for the six months ended 31 December 2016.

These financial statements include additional unaudited comparatives for the six months ended 31 December 2015 in the Consolidated Statement of Comprehensive Income, the Consolidated Statements of Changes in Equity, the Consolidated Statement of Cash Flows and the related notes to those statements. These comparatives are shown as separate columns and are headed as 'Unaudited' and have been included in the financial statements due to a requirement of the AIM Rules when an AIM quoted company changes its accounting reference date in order to aid the users of the financial statements by providing comparatives to the six months ended 31 December 2016. The comparatives to the six months ended 31 December 2015 are unaudited. The auditors' opinion on the financial statements does not include these comparatives for the six months ended 31 December 2015.

Directors

The following directors have held office during and subsequent to the reporting period:

Edward Nealon
Bernard Olivier
Ronnie Siapno
Evan Kirby
Laurence Read

Directors' interests

The beneficial and non-beneficial interests of the current directors and related parties in the Company's shares were as follows:

	Ordinary shares of 0.2p each	Share options	Notes
B. Olivier	1,057,800	219,780	(1)
E. Nealon	6,670,000	–	–
R. Siapno	–	–	–
E. Kirby	350,000	–	–
L. Read	138,600	–	–

Notes:

(1) 219,780 share options granted on 15 June 2007 with an exercise price of 91 pence per share.

Report on directors' remuneration and service contracts

This report has been prepared in accordance with the requirements of Chapter 6 of Part 15 of the Companies Act 2006 and also meets the requirements of the Listing Rules of the Financial Conduct Authority and describes how the Board has applied the principles of good governance relating to Directors' remuneration set out in the UK Corporate Governance Code.

Executive remuneration packages are prudently designed to attract, motivate and retain Directors of the necessary calibre and to reward them for enhancing value to shareholders. The performance measurement of the Executive Director and key members of senior management and the determination of their annual remuneration packages is undertaken by the Remuneration Committee. The remuneration of Non-Executive Directors is determined by the Board within limits set out in the Articles of Association.

Executive Directors are entitled to accept appointments outside the Company providing the Board's permission is sought.

The service contracts of the Executive and all the Non-Executive Directors are all subject to a twelve month termination period. Effective from March 2015, the Board agreed to a temporary 30 per cent. reduction in board fees. Under the voluntary salary reduction, the Chief Executive Officer is paid £84,000 per annum.

Each Non-Executive Director was entitled to receive up to £15,000 and following the Board decision mentioned above, £10,500 per annum as Directors' Fees along with relevant Consulting Fees as applicable, with the aggregate of Salary, Directors' Fees and Consulting fees detailed in the Directors' Remuneration Summary Table below and in Note 26.

Each Director is also paid all reasonable expenses incurred wholly, necessarily and exclusively in the proper performance of his duties.

Pensions

The Group does not operate a pension scheme and has not paid any contributions to any pension scheme for Directors or employees.

Directors' remuneration

Remuneration of the Directors was as follows:

	Directors' Fees(1)	Salary and Consulting Fees(1)	Share based payment – shares and options(2)	Total six months ended 31 December 2016(4)	Total 12 months ended 30 June 2016
	£	£	£	£	£
E. Nealon	25,500	–	–	25,500	42,000
B. Olivier	6,375	44,625	–	51,000	84,000
R. Siapno	5,100	–	–	5,100	8,400
E. Kirby	6,375	14,875	–	21,250	35,000
L. Read(3)	5,250	8,138	–	13,388	24,360
Total	48,600	67,638	–	116,238	193,760

Notes:

1. Directors' remuneration shown above comprises all of the salaries, Directors' fees, consulting fees and other benefits and emoluments paid to Directors for the financial year ended 30 June 2016 and six months ended 31 December 2016.
2. All share options are now vested in full.
3. Mr Read's Director's fees include NIC and UK payroll tax.
4. The Board elected to convert a total of £36,715 into shares at a share price of 2.5 pence per share from the total board remuneration of £116,238.

Environment, Health, Safety and Social Responsibility Policy Statement

The Company adheres to the above Policy, whereby all operations are conducted in a manner that protects the environment, the health and safety of employees, third parties and the entire local communities in general.

The Company is currently principally involved in exploration projects, located within the Philippines, Colombia and Argentina.

The Company received formal approval of its Environmental Impact Assessment ("**EIA**") in respect of its "Eureka Project" in Argentina on 30 May 2013.

During the reporting period, current operations were closely managed in order to maintain our policy aims, with no matters of concern arising. There have been no convictions in relation to breaches of any applicable legislation recorded against the Group during the reporting period.

Substantial & Significant Shareholdings

The Company has been notified, in accordance with DTR 5 of the FCA's Disclosure and Transparency Rules, or is aware, of the following interests in its ordinary shares as at 29 May 2017 of those shareholders with a 3% and above equity holding in the Company.

	Number of Ordinary Shares	Percentage of issued share capital
SVS (Nominees) Limited	61,517,036	20.18
Vidacos Nominees Limited FGN	49,459,761	16.21
Tomori Enterprises Limited	46,635,115	15.29
Beaufort Nominees Limited	23,835,299	7.82
Bank of New York (Nominees) Limited	15,807,300	5.18

Political and charitable contributions

There were no political or charitable contributions made by the Group during the six months ended 31 December 2016.

Information to Shareholders – Website

The Company has its own web-site (www.bezantresources.com) for the purposes of improving information flow to shareholders, as well as to potential investors.

Statement of responsibilities of those charged with Governance

The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards as adopted by the European Union. Company law requires the

Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company 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 judgements 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; and

– prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Group will continue in business.

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping proper accounting records which at any time disclose with reasonable accuracy the financial position of the Company (and the Group) and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company (and the Group) and for taking steps for the prevention and detection of fraud and other irregularities.

In addition, they are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Statement of disclosure to auditor

So far as all the Directors, at the time of approval of their report, are aware:

– there is no relevant audit information of which the Company's auditors are unaware, and

– the Directors have taken all 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

UHY Hacker Young LLP have expressed their willingness to continue as the auditors of the Company, and in accordance with section 489 of the Companies Act 2006, a resolution to re-appoint them will be proposed at the Company's forthcoming Annual General Meeting.

Annual General Meeting

The Company will hold an Annual General Meeting on Friday 30 June 2017 and the wording of each resolution to be tabled is set out in the Notice of Meeting.

Resolution 4, which is to be tabled as an ordinary resolution, is to grant the Directors the general authority to allot shares which will, *inter alia*, enable the Company to progress exploration and its development of the Colombian platinum project.

Resolution 6, which is to be tabled as a special resolution, is to grant the Directors the authority to allot shares on a non-preemptive basis. This authority to allot enables the Company to meet its obligations, if required, in accordance with the proposed Executive Share Option Scheme to be ratified by the Company's shareholders at the meeting and grants the Directors additional general authority for the allotment of equity securities on a non-preemptive basis, to enable the Company the flexibility to raise additional working capital if required.

Shareholders who are unable to attend the Annual General Meeting and who wish to appoint a proxy in their place must ensure that their proxy is appointed in accordance with the provisions set out in the Notice of Meeting by **10.00 a.m. on 28 June 2017**.

On behalf of the Board

Mr. Edward Nealon
Non-Executive Chairman

2 June 2017

Corporate governance

The Company is listed on AIM, a market operated by the London Stock Exchange, and is not required to comply with the requirements of The UK Corporate Governance Code (the "**Code**"). However, the Board is committed to the high standards of good corporate governance prescribed in the Code and seeks to apply its principles, in so far as practicable, having regard to the current size and structure of the Group. The Board is accountable to the Company's shareholders and the Company has adopted the QCA's Corporate Governance Code for Small and Mid-Size Quoted Companies 2013.

Board of Directors and Committees

During the financial year, the Directors met on a frequent basis, with two of the current five Directors operating from within the same office. The Board currently consists of one executive Director (being the CEO), along with four non-executive Directors. Therefore, at least half of the Board is comprised of non-executive Directors, as recommended by the Code.

The Board is responsible for determining policy and business strategy, setting financial and other performance objectives and monitoring achievement. The Chairman takes responsibility for the conduct of the Company and Board meetings and ensures that directors are properly briefed to enable full and constructive discussions to take place. However, no formal schedule of Board Meetings has been deemed necessary to date and no schedule of matters specifically reserved to the Board for decision, has yet been established.

To enable the Board to function effectively and to discharge its duties, Directors are given full and timely access to all relevant information. They have ready access to the advice and services of the Company's Solicitors, along with the Company Secretary and may seek independent advice at the expense of the Company, where appropriate. However, no formal procedure has been agreed with the Board regarding the circumstances in which individual directors may take independent professional advice.

The Code states that there should be a nomination committee to deal with the appointment of both executive and non-executive Directors except in circumstances where the Board is small. The Directors consider the size of the current board to be small and have not therefore established a nomination committee. The appointment of executive and non-executive Directors is currently a matter for the Board as a whole. This position will be reviewed should the number of directors increase substantially.

The current Directors' biographical details are set out on pages 5 to 7.

The non-executive Directors are independent of management and are free from any business or any other relationship which could interfere materially with the exercise of their independent judgement. The non-executive Directors are appointed for specified terms and are subject to re-election and to the Companies Act provisions relating to the removal of a Director. Reappointment of non-executive Directors is not automatic.

Under the Company's Articles of Association, the appointment of all new Directors must be approved by shareholders in a general meeting. In addition, one third of Directors are required to retire and to submit themselves for re-election at each Annual General Meeting.

The Directors have established the following two committees, both of which report to the Board and have written terms of reference which deal clearly with their respective authorities and duties.

Audit committee

The audit committee receives reports from management and the external auditors relating to the interim report and the annual report and financial statements, reviews reporting requirements and ensures that the maintenance of accounting systems and controls is effective. The audit committee is comprised of two non-executive Directors, namely Mr. Edward Nealon and Dr. Evan Kirby.

The audit committee has unrestricted access to the Company's auditors. The audit committee also monitors the controls which are in force and any perceived gaps in the control environment. The Board believes that the current size of the Group does not justify the establishment of an independent internal audit department. Finance personnel are periodically instructed to conduct specific reviews of business functions relating to key risk areas and to report their findings to the Board.

Remuneration committee

The remuneration committee determines the scale and structure of the remuneration of the executive Directors and approves the granting of options to Directors and senior employees and the performance related conditions thereof. The remuneration committee is comprised of three non-executive Directors, namely Mr. Edward Nealon, Mr. Ronnie Siapno and Mr. Laurence Read.

The remuneration and terms and conditions of appointment of the non-executive Directors is determined by the Board.

Internal control

The Board is responsible for establishing and maintaining the Group's system of internal control. Internal control systems manage rather than eliminate the risks to which the Group is exposed and such systems, by their nature, can provide reasonable but not absolute assurance against misstatement or loss. There is a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures which the Directors have established with a view to providing effective internal control, are as follows:

- Identification and control of business risks

  The Board identifies the major business risks faced by the Group and determines the appropriate course of action to manage those risks.

- Budgets and business plans

  Each year the Board approves the business plan and annual budget. Performance is monitored and relevant action taken throughout the year through the regular reporting to the Board of changes to the business forecasts.

- Investment appraisal

  Capital expenditure is controlled by budgetary process and authorisation levels. For expenditure beyond specified levels, detailed written proposals have to be submitted to the Board. Appropriate due diligence work is carried out if a business or asset is to be acquired.

- Annual review and assessment

  The Board is currently carrying out a detailed review and assessment of the effectiveness of the Group's system of internal control, a process that will be maintained on an annual basis.

Going concern

The Group made a loss from all operations for the six months ended 31 December 2016 after tax of £1.2 million (6 months ended 31 December 2015 (unaudited): £0.3 million; 12 months ended 30 June 2016: £9.1 million), had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £229,000 as at 31 December 2016. The Group raised in aggregate, £1,000,000 before expenses, through a conditional placement subsequent to the period end. An operating loss is expected in the 12 months subsequent to the date of these accounts and as a result the Company will probably need to raise funding to provide additional working capital to finance its ongoing activities especially if it decides to exercise more of its options over certain platinum and gold licences in Colombia. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

There is a material uncertainty related to the conditions above that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Based on the Board's assessment that the Company will be able to raise additional funds, if required, to meet its working capital and capital expenditure requirements, the Board have concluded that they have a reasonable expectation that the Group can continue in operational existence for the foreseeable future. For these reasons the Group continues to adopt the going concern basis in preparing the annual report and financial statements.

Relations with shareholders

The Board attaches considerable importance to the maintenance of good relationships with shareholders. Presentations by the Directors to institutional shareholders and City analysts are made as and when considered appropriate by the Board and the Company's advisers.

All shareholders are invited to attend the Annual General Meeting and all General Meetings, when required, and are encouraged to take the opportunity of putting questions to the Board.

The Annual General Meeting is regarded as an opportunity to communicate directly with private shareholders.

Dr. Evan Kirby
Non-Executive Director

2 June 2017

UHY Hacker Young
Chartered Accountants

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BEZANT RESOURCES PLC

Opinion

We have audited the financial statements of Bezant Resources Plc for the six months ended 31 December 2016 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Balance Sheets, the Consolidated and Parent Company Statements of Cash Flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Group and Parent Company's affairs as at 31 December 2016 and of the Group and Parent company's loss for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Emphasis of matters

Going concern

We have considered the adequacy of the going concern disclosures made in note 1.1 to the financial statements concerning the Group's and Company's ability to continue as a going concern. The Group incurred an operating loss of £1m during the period ended 31 December 2016 and is still incurring losses. As discussed in note 1.1, the Company will need to raise further funds in order to meet its budgeted operating costs if it decides to exercise more of its options over certain platinum and gold licences in Colombia. These conditions, along with other matters discussed in note 1.1 indicate the existence of a material uncertainty which may cast significant doubt about the Group's and Company's ability to continue as a going concern. The financial

UHY Hacker Young
Chartered Accountants

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

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statements do not include the adjustments (such as impairment of assets) that would result if the Group and Company were unable to continue as a going concern.

Our opinion is not modified in respect of the above matter.

Comparative information for the six months ended 31 December 2015

We have considered the adequacy of the disclosures made in the director's report and note 1.1 covering the basis of preparation relating to the inclusion of additional unaudited comparatives for the six months ended 31 December 2015 in the Consolidated Statement of Comprehensive Income, the Consolidated Statements of Changes in Equity, the Consolidated Statement of Cash Flows and the related notes. These comparatives have been included in the financial statements due to a requirement of the AIM Rules when an AIM quoted company changes its accounting reference date to aid the users of the financial statements by providing comparatives to the six months ended 31 December 2016. The comparatives for the six months ended 31 December 2015 are unaudited. Our opinion on the financial statements does not include these comparatives for the six months ended 31 December 2015.

Our opinion is not modified in respect of the above matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Our assessment of risks of material misstatements

We identified the following risks that we believe have had the greatest impact on our audit strategy and scope:

Impairment of investments and exploration and evaluation assets

The Group has capitalised significant costs in respect of the Eureka project in accordance with IFRS 6 'Exploration for and Evaluation of Mineral Resources' (IFRS 6), therefore there is a risk of impairment. The Company has significant investments in the wider group of which the carrying value is clearly linked to the underlying exploration and evaluation assets.

The fair value of options held in respect of the Choco project

The carrying value of the options is significant therefore if there was any indicator that the underlying licenses may not be commercially viable and were allowed to lapse then the carrying value of the options will require impairment.

Going concern

The Company is not yet at the production stage and therefore is reliant on share issues or other sources of funding to provide the working capital in order to meet the Group's commitments.

UHY Hacker Young
Chartered Accountants

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4 Thomas More Square
London E1W 1YW

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Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements. We define financial statement materiality as the magnitude by which misstatements, including omissions, could influence the economic decisions taken on the basis of the financial statements by reasonable users.

We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We determined materiality for the financial statements as a whole to be £117,000. In determining this we based our assessment on an average of three key indicators, being the loss before tax, the net assets and gross assets of the Company. On the basis of our risk assessment, together with our assessment of the Company's control environment, our judgement is that performance materiality for the financial statements should be 75% of materiality, being £87,750.

An overview of the scope of our audit

The approach we took to the assessed risks described above was as follows:

Impairment of investments and exploration and evaluation assets

In respect of the Eureka project, in accordance with IFRS 6 we reviewed the asset for indications of impairment, considered and discussed the directors' impairment review and we obtained evidence that all licenses remain valid and are in good standing.

We obtained and reviewed the board's impairment assessment that no impairment was required at the period end.

We reviewed the future plans of the project in respect of funding, viability and development. There were no indicators that the project is not commercially viable or any other indicators of impairment.

The fair value of options held in respect of the Choco project

We obtained evidence that the options had not lapsed since the period end. One of the options had been exercised post year end.

We confirmed with the board that it is still the intention to exercise the remaining option having extended this shortly before the period end.

Therefore no indicators of impairment of the options existed at the year end.

Going concern

The Group held cash and cash equivalents of £229k at the period end. Although the Group completed a fund raising of £1m subsequent to the end of the period there is an uncertainty as to whether additional funding and working capital will be required within at least twelve months from the date when the financial statements are authorised for issue.

Our audit report therefore includes an 'emphasis of matter' paragraph as set out above earlier in this report.

UHY Hacker Young
Chartered Accountants

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

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Other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on pages 11 to 12, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going

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Chartered Accountants

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concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/apb/scope/private.cfm. This description forms part of our auditor's report.

This report is made solely to the Company's members, as a body, in accordance with part 3 of Chapter 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Colin Wright (Senior Statutory Auditor)
for and on behalf of UHY Hacker Young
Chartered Accountants
Statutory Auditor

Quadrant House
4 Thomas More Square
London E1W 1YW

2 June 2017

Bezant Resources Plc

Consolidated Statement of Comprehensive Income
For the six months ended 31 December 2016

	Notes	Audited Six Months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Continuing operations				
Group revenue		**–**	–	–
Cost of sales		**–**	–	–
Gross profit/(loss)		**–**	–	–
Operating expenses	**3**	**(1,027)**	(192)	(717)
Group operating loss	**4**	**(1,027)**	(192)	(717)
Other income	**5**	**2**	–	–
Interest receivable	**6**	**–**	1	1
Impairment	**7**	**(155)**	–	(8,278)
Share of Associates' loss	**14**	**–**	(74)	(136)
Loss before taxation		**(1,180)**	(265)	(9,130)
Taxation	**8**	**–**	–	–
Loss for the period		**(1,180)**	(265)	(9,130)
Attributable to:				
Owners of the Company		**(1,172)**	(265)	(9,114)
Non-controlling interest		**(8)**	–	(16)
		(1,180)	(265)	(9,130)
Other comprehensive income:				
Foreign currency reserve movement		**(66)**	160	499
Total comprehensive loss for the period		**(1,246)**	(105)	(8,631)
Attributable to:				
Owners of the Company		**(1,235)**	(105)	(8,609)
Non-controlling interest		**(11)**	–	(22)
		(1,246)	(105)	(8,631)
Loss per share (pence)				
Basic and diluted	9	**(0.67)**	(0.29p)	(8.42)

Bezant Resources Plc

Consolidated Statement of Changes in Equity
For the six months ended 31 December 2016

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	Retained Losses £'000	Non-Controlling interest £'000	Total Equity £'000
Audited – six months ended 31 December 2016						
Balance at 1 July 2016	**274**	**32,048**	**1,054**	**(26,584)**	**(43)**	**6,749**
Current period loss	**–**	**–**	**–**	**(1,172)**	**(8)**	**(1,180)**
Foreign currency reserve	**–**	**–**	**(63)**	**–**	**(3)**	**(66)**
Total comprehensive loss for the period	**–**	**–**	**(63)**	**(1,172)**	**(11)**	**(1,246)**
Proceeds from shares issued	**122**	**1,031**	**–**	**–**	**–**	**1,153**
Issue of ordinary shares related to business combination	**14**	**148**	**–**	**–**	**–**	**162**
Balance at 31 December 2016	**410**	**33,227**	**991**	**(27,756)**	**(54)**	**6,818**
Unaudited – six months ended 31 December 2015						
Balance at 1 July 2015	166	31,053	549	(17,470)	–	14,298
Current period loss	–	–	–	(265)	–	(265)
Foreign currency reserve	–	–	160	–	–	160
Total comprehensive loss for the period	–	–	160	(265)	–	(105)
Proceeds from shares issued	33	368	–	–	–	401
Balance at 31 December 2015	199	31,421	709	(17,735)	–	14,594
Audited – 12 months ended 30 June 2016						
Balance at 1 July 2015	166	31,053	549	(17,470)	–	14,298
Current period loss	–	–	–	(9,114)	(16)	(9,130)
Foreign currency reserve	–	–	505	–	(6)	499
Total comprehensive loss for the period	–	–	505	(9,114)	(22)	(8,631)
Proceeds from shares issued	33	368	–	–	–	401
Issue of ordinary shares related to business combination	75	627	–	–	–	702
Subsidiary acquired	–	–	–	–	(21)	(21)
Balance at 30 June 2016	274	32,048	1,054	(26,584)	(43)	6,749

Bezant Resources Plc

Company Statement of Changes in Equity
For the six months ended 31 December 2016

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	Retained Losses £'000	Total Equity £'000
Audited – six months ended 31 December 2016					
Balance at 1 July 2016	**274**	**32,048**	**407**	**(24,991)**	**7,738**
Current period loss	**–**	**–**	**–**	**(423)**	**(423)**
Total comprehensive loss for the period	**–**	**–**	**–**	**(423)**	**(423)**
Proceeds from shares issued	**122**	**1,031**	**–**	**–**	**1,153**
Issue of ordinary shares related to business combination	**14**	**148**	**–**	**–**	**162**
Balance at 31 December 2016	**410**	**33,227**	**407**	**(25,414)**	**8,630**
Unaudited – six months ended 31 December 2015					
Balance at 1 July 2015	166	31,053	407	(16,360)	15,266
Current period profit	–	–	–	94	94
Total comprehensive loss for the period	–	–	–	94	94
Proceeds from shares issued	33	368	–	–	401
Balance at 31 December 2015	199	31,421	407	(16,266)	15,761
Audited – 12 months ended 30 June 2016					
Balance at 1 July 2015	166	31,053	407	(16,360)	15,266
Current period loss	–	–	–	(8,631)	(8,631)
Total comprehensive loss for the period	–	–	–	(8,631)	(8,631)
Proceeds from shares issued	33	368	–	–	401
Issue of ordinary shares related to business combination	75	627	–	–	702
Balance at 30 June 2016	274	32,048	407	(24,991)	7,738

Consolidated and Company Balance Sheets
As at 31 December 2016

		Consolidated		Company	
		Audited	Audited	**Audited**	Audited
		31 December	30 June	**31 December**	30 June
		2016	2016	**2016**	2016
	Notes	**£'000**	£'000	**£'000**	£'000
ASSETS					
Non-current assets					
Plant and equipment	**13**	**20**	55	**4**	5
Investments	**14**	**–**	–	**5,390**	4,437
Intangible assets	**15**	**1,834**	1,620	**–**	–
Exploration and evaluation assets	**16**	**4,790**	4,790	**3,129**	3,129
Total non-current assets		**6,644**	6,465	**8,523**	7,571
Current assets					
Trade and other receivables	**17**	**73**	115	**22**	7
Cash and cash equivalents		**229**	261	**203**	228
Total current assets		**302**	376	**225**	235
TOTAL ASSETS		**6,946**	6,841	**8,748**	7,806
LIABILITIES					
Current liabilities					
Trade and other payables	**18**	**128**	92	**118**	68
Total current liabilities		**128**	92	**118**	68
NET ASSETS		**6,818**	6,749	**8,630**	7,738
EQUITY					
Share capital	**20**	**410**	274	**410**	274
Share premium	**20**	**33,227**	32,048	**33,227**	32,048
Share-based payment reserve		**265**	265	**265**	265
Foreign exchange reserve		**726**	789	**142**	142
Retained losses		**(27,756)**	(26,584)	**(25,414)**	(24,991)
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		**6,872**	6,792	**8,630**	7,738
NON-CONTROLLING INTEREST		**(54)**	(43)	**–**	–
TOTAL EQUITY		**6,818**	6,749	**8,630**	7,738

These financial statements were approved by the Board of Directors on 2 June 2017 and signed on its behalf by:

Edward Nealon
Non-Executive Chairman

Company Registration No. 02918391

Bezant Resources Plc

Consolidated and Company Statements of Cash Flows
For the six months ended 31 December 2016

		Consolidated			Company		
	Notes	**Audited Six months ended 31 December 2016 £'000**	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000	**Audited Six months ended 31 December 2016 £'000**	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Net cash outflow from operating activities	**23**	**(950)**	(288)	(813)	**(483)**	(457)	(635)
Cash flows from investing activities							
Interest received		**–**	1	1	**–**	1	1
Other income		**24**	7	22	**22**	7	22
Acquisition of plant and equipment		**(3)**	–	–	**–**	–	–
Deferred exploration expenditure		**–**	–	(2)	**–**	–	–
Option payments		**(91)**	(33)	–	**–**	(33)	–
Acquisition of subsidiary, net of cash acquired	**24**	**–**	–	(669)	**–**	–	(733)
Investment in existing subsidiary		**–**	–	–	**(704)**	–	–
Loans to associates and subsidiaries		**(155)**	(291)	(496)	**(154)**	(133)	(609)
		(225)	(316)	(1,144)	**(836)**	(158)	(1,319)
Cash flows from financing activities							
Proceeds from issuance of ordinary shares	**25**	**1,118**	401	401	**1,118**	401	401
		1,118	401	401	**1,118**	401	401
Decrease in cash		**(57)**	(203)	(1,556)	**(201)**	(214)	(1,553)
Cash and cash equivalents at beginning of period		**261**	1,679	1,679	**228**	1,643	1,643
Foreign exchange movement		**25**	74	138	**176**	82	138
Cash and cash equivalents at end of period		**229**	1,550	261	**203**	1,511	228

General information

Bezant Resources Plc (the "**Company**") is a company incorporated in England and Wales. The address of its registered office and principal place of business is disclosed in the corporate directory. The Company is quoted on the Alternative Investment Market ("**AIM**") of the London Stock Exchange and has the TIDM code of BZT. Information required by AIM Rule 26 is available in the section of the Group's website with that heading at www.bezantresources.com.

1. Accounting policies

1.1 Accounting policies

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

Going concern basis of accounting

The Group made a loss from all operations for the six months ended 31 December 2016 after tax of £1.2 million (six months ended 31 December 2015 (unaudited): £0.3 million; 12 months ended 30 June 2016: £9.1 million), had negative cash flows from operations and is currently not generating revenues. Cash and cash equivalents were £229,000 as at 31 December 2016. The Group raised in aggregate, £1,000,000 before expenses, through a conditional placement subsequent to the period end. An operating loss is expected in the 12 months subsequent to the date of these accounts and as a result the Company will probably need to raise funding to provide additional working capital to finance its ongoing activities especially if it decides to exercise more of its options over certain platinum and gold licences in Colombia. Management has successfully raised money in the past, but there is no guarantee that adequate funds will be available when needed in the future.

There is a material uncertainty related to the conditions above that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Based on the Board's assessment that the Company will be able to raise additional funds, if required, to meet its working capital and capital expenditure requirements, the Board have concluded that they have a reasonable expectation that the Group can continue in operational existence for the foreseeable future. For these reasons the Group continues to adopt the going concern basis in preparing the annual report and financial statements.

Basis of preparation

The financial information, which incorporates the financial information of the Company and its subsidiary undertakings (the "**Group**"), has been prepared using the historical cost convention and in accordance with International Financial Reporting Standards ("**IFRS**") including IFRS 6 'Exploration for and Evaluation of Mineral Resources', as adopted by the European Union ("**EU**").

These financial statements include additional unaudited comparatives for the six months ended 31 December 2015 in the Consolidated Statement of Comprehensive Income, the Consolidated Statements of Changes in Equity, the Consolidated Statement of Cash Flow and the related notes to those statements. These comparatives are shown as separate columns and are headed as 'Unaudited' and have been included in the financial statements due to a requirement of the AIM Rules when an AIM quoted company changes its accounting reference date in order to aid the users of the financial statements by providing comparatives to the six months ended 31 December 2016. The comparatives for the six months ended 31 December 2015 are unaudited. The auditors' opinion on the financial statements does not include these comparatives for the six months ended 31 December 2015.

1.1 Accounting policies (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary undertakings and have been prepared using the principles of acquisition accounting, which includes the results of the subsidiaries from their dates of acquisition.

All intra-group transactions, income, expenses and balances are eliminated fully on consolidation.

A subsidiary undertaking is excluded from the consolidation where the interest in the subsidiary undertaking is held exclusively with a view to subsequent resale and the subsidiary undertaking has not previously been consolidated in the consolidated accounts prepared by the parent undertaking.

Business combination

On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired (i.e. discount on acquisition) is credited to profit and loss in the period of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised. Subsequently, any losses applicable to the minority interest in excess of the minority interest are allocated against the interests of the parent.

Investment in associated companies is accounted for using the equity method.

New IFRS standards and interpretations not applied

There were no IFRS standards or IFRIC interpretations adopted for the first time in these financial statements that had a material impact on the Group/Company's financial statements.

At the date of approval of these financial statements, the following Standards and Interpretations which may be applicable to the Group, but have not been applied in these financial statements, were in issue but not yet effective:

Standard	*Impact on initial application*	*Effective date*
IAS 7*	Statement of cash flow	1 January 2017
IAS 12*	Income taxes	1 January 2017
IFRS 9*	Financial Instruments	1 January 2018
IFRS 15	Revenue from Contracts with Customers	1 January 2018
IFRS 16	Leases	1 January 2019

* Amendments

The Group does not anticipate that the adoption of these standards will have a material effect on its financial statements in the period of initial adoption.

1.2 Significant accounting judgments, 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:

Share-based payment transactions:

The Group measures the cost of equity-settled transactions with directors, consultants and employees 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 and Scholes model.

Impairment of investments, options and deferred exploration expenditure:

The Group determines whether investments, options and deferred exploration expenditure are impaired when indicators, based on facts and circumstances, suggest that the carrying amount may exceed its recoverable amount. Such indicators include the point at which a determination is made as to whether or not commercial mining reserves exist in the associate in which the investment is held or whether exploration expenditure capitalised is recoverable by way of future exploitation or sale, obviously pending completion of the exploration activities associated with any specific project in each segment.

1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(i) Sale of goods

Revenue from the sale of goods (precious and base metals) is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the time of delivery of the goods to the customer.

(ii) Interest income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

1.4 Share-based payments

The Company offered share-based payments to certain employees, directors and advisers by way of issues of share options, none of which to date have been exercised. The fair value of these payments is calculated by the Company using the Black Scholes option pricing model. The expense is recognised on a straight line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of shares that will eventually vest. All of the Company's share-based payments are currently vested in full.

1.5 Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trade. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They 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 Group's loans and receivables comprise 'trade and other receivables' and cash and cash equivalents in the balance sheet.

c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Recognition and measurement

Purchases and sales of financial assets are recognised on the trade-date, being the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all the financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at cost, as reduced by appropriate allowances for estimated irrecoverable amounts.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within 'other (losses)/gains' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the statement of comprehensive income as part of other income when the Group's right to receive payments is established.

The fair values of quoted investments are based on current market prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

1.6 Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. Financial liabilities include trade and other payables.

Trade and other payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

Equity instruments are recorded at the fair value of the consideration received, net of direct issue costs.

1.7 Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. 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.

1.8 Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

1.9 Foreign currency transactions and balances

(i) Functional and presentational currency

Items included in the Group's financial statements are measured using Pounds Sterling ("**£**"), which is the currency of the primary economic environment in which the Group operates ("**the functional currency**"). The financial statements are presented in Pounds Sterling ("**£**"), which is the functional currency of the Company and is the Group's presentational currency.

The individual financial statements of each Group company are presented in the functional currency of the primary economic environment in which it operates.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Transactions in the accounts of individual Group companies are recorded at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the balance sheet date. All differences are taken to the income statement.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

1.10 Interest in jointly controlled entities

The Group's interests in jointly controlled entities are brought to account using the equity method of accounting in the consolidated financial statements. The parent entity's interests in jointly controlled entities are brought to account using the cost method. Where the Group acquires an interest in a jointly controlled entity, the acquisition cost is amortised on a basis consistent with the method of amortisation used by the jointly controlled entity in respect to assets to which the acquisition costs relate.

1.11 Deferred tax

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax balances are not discounted.

1.12 Plant and equipment

Plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit and loss account during the financial period in which they are incurred.

Depreciation on these assets is calculated using the diminishing value method to allocate the cost less residual values over their estimated useful lives as follows:

Plant and equipment – 33.33%

Fixtures and fittings – 7.5%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate at the balance sheet date.

1.13 Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit and loss account.

1.14 Trade and other payables

Trade payables and other payables are carried at amortised costs 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.

1.15 Exploration, evaluation and development expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided when an obligating event occurs from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis. Any changes in the estimates for the costs are accounted for on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

1.16 Intangibles

The difference between the amount paid on the acquisition of subsidiary undertakings and the aggregate fair value of their separate net assets has been attributed to the fair value of option rights and intellectual property. Intangible assets are not amortised but tested for impairment when there are any indications that its carrying value is not recoverable. As such intangibles are stated at cost less any provision for impairment in value.

1.17 Investments

Investments in subsidiaries, joint ventures and associated companies are carried at cost less accumulated impairment losses in the Company’s balance sheet. On disposal of investments in subsidiaries, joint ventures and associated companies, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2. Segment reporting

For the purposes of segmental information, the operations of the Group are focused in geographical segments, namely the UK, Argentina, Colombia and the Philippines and comprise one class of business: the exploration, evaluation and development of mineral resources. The UK is used for the administration of the Group.

The Group's loss before tax arose from its operations in the UK, Argentina, Colombia and the Philippines.

For the six months ended 31 December 2016

	UK £'000	Argentina £'000	Philippines £'000	Colombia £'000	Total £'000
Consolidated loss before tax	**(580)**	**(21)**	**(133)**	**(446)**	**(1,180)**
Included in the consolidated loss before tax are the following income/(expense) items:					
Depreciation	**(1)**	**(2)**	**–**	**–**	**(3)**
Interest received	**–**	**–**	**–**	**–**	**–**
Foreign currency gain	**12**	**–**	**–**	**2**	**14**
Total Assets	**230**	**4,824**	**–**	**1,892**	**6,946**
Total Liabilities	**(91)**	**(7)**	**–**	**(30)**	**(128)**

For the 12 months ended 30 June 2016

	UK £'000	Argentina £'000	Philippines £'000	Colombia £'000	Total £'000
Consolidated loss before tax	(8,794)	(38)	(133)	(165)	(9,130)
Included in the consolidated loss before tax are the following income/(expense) items:					
Depreciation	(2)	(4)	–	–	(6)
Interest received	1	–	–	–	1
Foreign currency loss	143	–	3	(2)	144
Total Assets	247	4,863	59	1,672	6,841
Total Liabilities	(70)	(3)	–	(19)	(92)

3. Operating expenses

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
On-going operating expenses	**1,024**	189	711
Depreciation and amortisation	**3**	3	6
	1,027	192	717

4. Operating loss

The Group's operating loss is stated after charging/(crediting):

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Parent Company auditor's remuneration – audit services	**27**	15	35
Parent Company auditor's remuneration – tax services	**3**	3	4
Parent Company auditor's remuneration – other services	**–**	2	6
Operating lease charges			
– Premises	**5**	5	10
– Equipment	**1**	1	1
Depreciation of tangible assets	**3**	3	6
Foreign exchange gain	**(14)**	(84)	(146)

5. Other income

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Shares issued at a premium	**2**	–	–

In satisfaction of certain accrued directors' fees and salaries which had been unpaid since 1 June 2016, Bezant issued 1,468,600 new ordinary shares of 0.2 pence each in the Company on 27 September 2016. The conversion was made at the volume weighted average price ("**VWAP**") of the Company's shares over the period the fees were outstanding. The VWAP over the period of approximately 2.5 pence per share represented a premium of approximately 5 per cent. to the closing mid-market share price of 2.38 pence on 27 September 2016. In total, unpaid fees of, in aggregate, £36,715 were converted into new ordinary shares.

6. Interest receivable

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Bank interest receivable	**–**	1	1

7. Impairment

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Impairment loss on loan to associate	**155**	–	3,310
Impairment loss on investment in associate	**–**	–	4,968
	155	–	8,278

The Mankayan project has been fully impaired due to the significant lingering uncertainty concerning any potential sale or JV of the project given the current political and tax environment in the Philippines.

8. Taxation

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
UK Corporation tax			
– current period	**–**	–	–
Total current tax charge	**–**	–	–
Factors affecting the tax charge for the period:			
Loss on ordinary activities before tax	**(1,180)**	(265)	(9,130)
Loss on ordinary activities multiplied by the standard rate of UK corporation tax of 20%	**(236)**	(53)	(1,825)
Effects of:			
Non-taxable income	**–**	(1)	(164)
Non-deductible expenses	**4**	–	665
Tax losses	**232**	54	1,324
Total tax charge	**–**	–	–

At 31 December 2016, the Group had unused losses carried forward of £10,690,000 (30 June 2016: £9,554,000) available for offset against suitable future profits. Most of the losses were sustained in the United Kingdom.

8. Taxation (continued)

The Group's deferred tax asset as at 31 December 2016 that arose from these losses has not been recognised in respect of such losses due to the uncertainty of future profit streams. The contingent deferred tax asset, which has been measured at 17% (30 June 2016: 20%), is estimated to be £2,005,000 (30 June 2016: £1,911,000).

9. Loss per share

The basic and diluted loss per share have been calculated using the loss attributable to equity holders of the Company for the six months ended 31 December 2016 of £1,172,000 (six months ended 31 December 2015 (unaudited): £265,000; 12 months ended June 2016: £9,114,000). The basic loss per share was calculated using a weighted average number of shares in issue of 175,167,279 (six months ended 31 December 2015: 92,437,573; 12 months ended June 2016: 108,279,905).

The diluted loss per share has been calculated using a weighted average number of shares in issue and to be issued of 177,565,079 (six months ended 31 December 2015 (unaudited): 96,079,465; 12 months ended June 2016: 110,677,705).

The diluted loss per share and the basic loss per share are recorded as the same amount, as conversion of share options decreases the basic loss per share, thus being anti-dilutive.

10. Holding company income statement

In accordance with the provisions of Section 408 of the Companies Act 2006, the Parent Company has not presented a separate income statement. A loss for the six month period ended 31 December 2016 of £423,000 (six months ended 31 December 2015: £94,000 profit; 12 months ended June 2016: £8,631,000 loss) has been included in the consolidated income statement.

11. Directors' emoluments

The Directors' emoluments of the Group are as follows:

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Wages, salaries and fees	**116**	97	193

Refer to page 10 for details of the remuneration of each director.

12. Employee information

	Audited Six months ended 31 December 2016	Unaudited Six months ended 31 December 2015	Audited 12 months ended 30 June 2016
Average number of employees including directors:			
Management and technical	**5**	5	5

12. Employee information (continued)

	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Salaries (excluding directors' remuneration)	**–**	–	–

13. Plant and equipment

	Consolidated		**Company**	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Plant and equipment				
Cost				
At beginning of period	**139**	139	**60**	60
Additions	**3**	–	**–**	–
Exchange differences	**(47)**	–	**–**	–
At end of period	**95**	139	**60**	60
Depreciation				
At beginning of period	**84**	78	**55**	53
Charge for the period	**3**	6	**1**	2
Exchange differences	**(12)**	–	**–**	–
At end of period	**75**	84	**56**	55
Net book value at end of period	**20**	55	**4**	5

14. Investments

	Consolidated		**Company**	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Investment in associates	**–**	4,968	**–**	–
Loan to associate	**155**	3,310	**3,389**	3,321
Impairment provision (note 7)	**(155)**	(8,278)	**(3,389)**	(3,321)
Investment in subsidiaries	**–**	–	**2,964**	2,090
Loan to subsidiaries	**–**	–	**3,008**	2,929
Provision for subsidiary loan recoverability	**–**	–	**(582)**	(582)
	–	–	**5,390**	4,437

14.1 Investment in associates

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Acquisition of interest in associate				
As at beginning of period	**–**	5,104	**–**	–
Proportionate share of loss in associate	**–**	(136)	**–**	–
Impairment provision (note 7)	**–**	(4,968)	**–**	–
As at end of period	**–**	–	**–**	–

14.2 The Group's share of the results of its associate and its assets and liabilities are as follows:

Crescent Mining and Development Corporation (incorporated and operates in the Philippines)

	31 December 2016 £'000	30 June 2016 £'000
Assets	**1,310**	1,429
Liabilities	**(1,355)**	(1,371)
Loss for the year	**(22)**	(92)
% Interest Directly Held	**40**	40
% Interest Indirectly Held	**24**	24
% Interest held – Total	**64***	64*

* The Group's direct and indirect holding in Crescent Mining and Development Corporation ("**CMDC**") amounts to 64% of the total share capital of CMDC. However, some of the Group's holdings are held through a separate Filipino entity, in which the Group does not exercise control but merely has minority influence. Accordingly, it is the opinion of the Directors that the Group does not exercise control over CMDC and it is therefore treated as an associated company.

Approval of the 2 year renewal of the Exploration Period of Mineral Production Sharing Agreement ("**MPSA**") no. 057-96-CAR ("**Mankayan Licence**") was received on 28 August 2015. Under the terms of the renewal, CMDC is required to satisfy work programme commitments totalling approximately US$2,500,000 over the period.

14.3 Bezant Holdings Inc. (incorporated and operates in the Philippines)

	31 December 2016 £'000	30 June 2016 £'000
Assets	**41**	36
Liabilities	**(38)**	(39)
Loss for the year	**(4)**	(7)
% Interest held	**40**	40

14. Investments (continued)

14.4 Investments – subsidiary undertakings

The Company's significant subsidiary undertakings held as fixed asset investments as at 31 December 2016 were as follows:

	Country of incorporation	Principal Activity	Percentage of ordinary share capital held
Held directly			
Tanzania Gold Limited	Ireland	Holding Company	100%
Asean Copper Investments Limited	British Virgin Islands	Holding Company	100%
Colombian Mining Data S.A.	Panama	Intellectual Property holding	100%
Leeward Islands Explorations LLC	Nevis	Holding Company	100%
Held indirectly			
Anglo Tanzania Gold Limited	England	Gold and copper exploration	100%
Eureka Mining & Exploration SA	Argentina	Gold and copper exploration	100%
Puna Metals SA	Argentina	Gold and copper exploration	100%
Ulloa Recursos Naturales S.A.S.	Colombia	Gold and platinum exploration	100%
Aguaclara Compania Minera S.A.S.	Colombia	Gold and platinum exploration	70%
Ulloa Capital S.A.S.	Colombia	Holding Company	100%
Santacilia Capital S.A.S.	Colombia	Holding Company	100%

15. Intangible assets

15.1 Option to acquire exploration licence

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Balance at beginning of period	**1,620**	–	**–**	–
Acquisitions through business combinations – Colombian projects' rights over platinum and gold licence areas	**–**	1,620	**–**	–
Additions	**91**	–	**–**	–
Exchange differences	**(39)**	–	**–**	–
Carried forward at end of period	**1,672**	1,620	**–**	–

15. Intangible assets (continued)

15.2 Intellectual property rights over proprietary geological data

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Balance at beginning of period	**–**	–	**–**	–
Acquisitions through business combinations – Rights over geological information and other data	**162**	–	**–**	–
Carried forward at end of period	**162**	–	**–**	–
Total intangibles	**1,834**	1,620	**–**	–

The options to acquire exploration licences represent an attractive opportunity to potentially generate long-term shareholder value via the creation of a low cost platinum and gold production operation outside of South Africa. Whilst PGM prices are currently depressed, significant pressure on major platinum sources and depleting stock-piles should enable Bezant to realise potentially significant margins from the successful future development of such licence areas. The Board of Directors of Bezant has significant past experience of successfully developing world-class PGM group production sources with the Company's Non-Executive Chairman, Edward Nealon, having founded Aquarius Platinum Limited and Sylvania Resources Limited. Post the balance sheet date, the options held over the FKJ-083 and HCA 082 licences were exercised (see note 28)

The intellectual property rights represent proprietary geological information and other data utilised in exploration activities.

The directors have assessed the value of these intangible assets, and in their opinion, based on a review of the options over areas of interest, expected available funds and the opportunity to potentially create a low cost platinum and gold production operation, no impairment is necessary.

16. Exploration and evaluation assets

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Balance at beginning of period	**4,790**	4,788	**3,129**	3,129
Additions	**–**	2	**–**	–
Carried forward at end of period	**4,790**	4,790	**3,129**	3,129

The amount of capitalised exploration and evaluation expenditure relates to 11 licences comprising the Eureka Project and are located in north-west Jujuy near to the Argentine border with Bolivia and are formally known as Mina Eureka, Mina Eureka II, Mina Gino I, Mina Gino II, Mina Mason I, Mina Mason II, Mina Julio I, Mina Julio II, Mina Paul I and Mina Paul II, covering, in aggregate, an area in excess of approximately 5,500 hectares and accessible via a series of gravel roads. All licences remains valid and in good standing.

16. Exploration and evaluation assets (continued)

The directors have assessed the value of the intangible assets, and in their opinion, based on a review of the expiry dates of licences, expected available funds and the intention to continue exploration and evaluation, no impairment is necessary.

17 Trade and other receivables

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Due within one year:				
VAT recoverable	**22**	6	**22**	6
Other debtors	**51**	109	**–**	1
	73	115	**22**	7

18. Trade and other payables

	Consolidated		Company	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Trade creditors	**81**	54	**93**	33
Accruals	**47**	38	**25**	35
	128	92	**118**	68

19. Financial instruments

(a) Interest rate risk

As the Group has no borrowings, it is not exposed to interest rate risk on financial liabilities. The Group's interest rate risk arises from its cash held on short term deposit, which is not significant.

(b) Net fair value

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the balance sheet and in the related notes.

(c) Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arise. The Group has not hedged against currency depreciation but continues to keep the matter under review.

19. Financial instruments (continued)

(c) Foreign currency risk (continued)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

	Assets		Liabilities	
	31 December 2016 £'000	30 June 2016 £'000	**31 December 2016 £'000**	30 June 2016 £'000
US Dollars	**17**	89	**34**	7
AU Dollars	**167**	194	**–**	8
AR Pesos	**21**	23	**7**	3
CO Pesos	**54**	48	**30**	19
	259	354	**71**	37

Sensitivity analysis

A 10 per cent. strengthening of the British Pound against the foreign currencies listed above at 31 December would have increased/(decreased) profit or loss by the amounts shown below. The analysis assumes that all other variables remain the same. The analysis is performed on the same basis as at 30 June 2016.

	31 December 2016 £'000	30 June 2016 £'000
US Dollars	**2**	(8)
AU Dollars	**(17)**	(19)
AR Pesos	**(4)**	(9)
CO Pesos	**(26)**	(3)

A 10 per cent. weakening of the British Pound against the foreign currencies listed above at 31 December would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

(d) Financial risk management

The Directors recognise that this is an area in which they may need to develop specific policies should the Group become exposed to wider financial risks as the business develops.

(e) Liquidity risk management

The Directors have regard to the maintenance of sufficient cash resources to fund the Group's immediate operating and exploration activities. Cash resources are managed in accordance with planned expenditure forecasts.

(f) Capital risk management

The Directors recognise that the Group's capital is its equity reserves. The Group's current objective is to manage its capital in a manner that ensures that the funds raised meet its operating and exploration expenditure commitments. Currently, the Company does not seek any borrowings to operate the Company and all future supplemental funding is raised through investors as and when required in order to finance working capital requirements and potential new project opportunities, as they may develop.

20. Share capital

	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000
Number		
Authorised		
5,000,000,000 ordinary shares of 0.2p each	**10,000**	10,000
	10,000	10,000
Allotted, called up and fully paid		
As at beginning of the period	**274**	166
Share subscription	**122**	33
Acquisition of subsidiary (note 30)	**14**	75
As at end of period	**410**	274

	Number of shares 31 December 2016	Number of shares 30 June 2016
Ordinary share capital is summarised below:		
As at beginning of the period	**136,833,162**	82,939,525
Share subscription	**59,450,000**	16,587,500
Shares issued to directors*	**1,468,600**	–
Acquisition of subsidiary (note 30)	**7,201,745**	37,306,137
As at end of period	**204,953,507**	136,833,162

* In satisfaction of certain accrued directors' fees and salaries which had been unpaid since 1 June 2016, Bezant issued 1,468,600 new ordinary shares of 0.2 pence each in the Company on 27 September 2016. The conversion was made at the volume weighted average price ("**VWAP**") of the Company's shares over the period the fees were outstanding. The VWAP over the period of approximately 2.5 pence per share represented a premium of approximately 5 per cent. to the closing mid-market share price of 2.38 pence on 27 September 2016. In total, unpaid fees of, in aggregate, £36,715 were converted into new ordinary shares.

	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000
The share premium was as follows:		
As at beginning of period	**32,048**	31,053
Share subscription	**1,102**	372
Share issue costs	**(71)**	(4)
Acquisition of subsidiary (note 30)	**148**	627
As at end of period	**33,227**	32,048

Each fully paid ordinary share carries the right to one vote at a meeting of the Company. Holders of shares also have the right to receive dividends and to participate in the proceeds from sale of all surplus assets in proportion to the total shares issued in the event of the Company winding up.

21. Share-based payments

During the year the Company had the following share-based payment plans involving equity settled share options and warrants in existence:

Scheme	Number	Date granted	Exercise price	Maximum term	Vesting conditions
Share options	2,397,800	12/01/2007	91p	10 years	Vested in three equal parts to 15 June 2010
Warrants	1,244,092[(i)]	04/05/2012	50p	3 years	Vested immediately upon being granted

(i) Warrants representing 1.5% of the Company's issued share capital at the time of exercise.

The number and weighted average exercise prices of the above plans are as follows:

	31 December 2016		30 June 2016	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
Outstanding at beginning and end of period	**2,397,800**	**91p**	2,397,800	91p

The warrants granted during the 2012 financial year did not have any significant fair value and have now expired.

In accordance with the requirements of IFRS 2 Share-based Payments, the weighted average estimated fair value for the warrants granted was calculated as 0.02p per warrant using a Black and Scholes option pricing model. The volatility measured as the standard deviation of expected share price return is based on statistical analysis of the share price for the twelve months prior to the date of grant, being 4 May 2012 and this has been calculated at 41.13%. The risk free rate has been taken as 0.6%. The expected life of the warrants has been estimated at 3 years.

22. Reconciliation of movements in shareholders' funds

	Consolidated		**Company**	
	Audited 31 December 2016 £'000	Audited 30 June 2016 £'000	**Audited 31 December 2016 £'000**	Audited 30 June 2016 £'000
Loss for the period	**(1,172)**	(9,114)	**(423)**	(8,631)
Proceeds from shares issued	**1,153**	401	**1,153**	401
Issue of ordinary shares related to business combination (note 30)	**162**	702	**162**	702
Currency translation differences on foreign currency operations	**(63)**	505	**–**	–
Opening shareholders' funds	**6,792**	14,298	**7,738**	15,266
Closing shareholders' funds	**6,872**	6,792	**8,630**	7,738

23. Reconciliation of operating loss to net cash outflow from operating activities

	Consolidated			Company		
	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000	**Audited Six months ended 31 December 2016 £'000**	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Operating loss	**(1,027)**	(192)	(717)	**(532)**	93	(655)
Depreciation and amortisation	**3**	3	6	**1**	1	2
VAT refunds received	**(24)**	(7)	(22)	**(22)**	(7)	(22)
Foreign exchange gain	**(14)**	(84)	(146)	**–**	(366)	–
Decrease in receivables	**45**	(23)	54	**(15)**	(217)	–
Increase in payables	**67**	15	12	**85**	39	40
Net cash outflow from operating activities	**(950)**	(288)	(813)	**(483)**	(457)	(635)

24. Acquisition of subsidiary, net of cash acquired

	Consolidated			Company		
	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000	**Audited Six months ended 31 December 2016 £'000**	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Total consideration paid (note 30)	**(162)**	–	(1,435)	**(162)**	–	(1,435)
Issue of shares (note 20)	**162**	–	702	**162**	–	702
Cash consideration paid	**–**	–	(733)	**–**	–	(733)
Net cash acquired	**–**	–	64	**–**	–	–
	–	–	(669)	**–**	–	(733)

25. Proceeds from issuance of ordinary shares

	Consolidated			Company		
	Audited Six months ended 31 December 2016 £'000	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000	**Audited Six months ended 31 December 2016 £'000**	Unaudited Six months ended 31 December 2015 £'000	Audited 12 months ended 30 June 2016 £'000
Share capital and premium at end of period (note 20)	**33,637**	32,322	32,322	**33,637**	32,322	32,322
Shares issued to acquire subsidiaries	**(162)**	(702)	(702)	**(162)**	(702)	(702)
Directors loans converted to shares	**(35)**	–	–	**(35)**	–	–
Share capital and premium at beginning of period	**(32,322)**	(31,219)	(31,219)	**(32,322)**	(31,219)	(31,219)
	1,118	401	401	**1,118**	401	401

26. Related party transactions

(a) Parent entity

The parent entity within the Group is Bezant Resources Plc.

(b) Subsidiaries

Interests in subsidiaries are set out in note 14.

(c) Associates

Interests in associates are set out in note 14.

(d) Transactions with related parties

The following table provides details of payments to related parties during the period and outstanding balances at the period-end date:

	31 December 2016		30 June 2016	
	Paid during the period £'000	**Due by Company at period end £'000**	Paid during the year £'000	Due by Company at year-end date £'000
Serengeti Resources Pty. Ltd	**51**	**9**	84	7
Metallurgical Management Services Pty. Ltd	**21**	**4**	35	3
Athlone International Consultants Pty. Ltd	**26**	**5**	42	2
Mowbrai Ltd	**13**	**3**	24	3
R Siapno	**5**	**1**	8	1
	116*	**22**	193*	16

* The above amounts represent directors' fees and are included in directors' remuneration per note 11.

26. Related party transactions (continued)

Related parties

Serengeti Resources Pty. Ltd is a consultancy company controlled by the director Dr. Bernard Olivier. Metallurgical Management Services Pty. Ltd is a consultancy company controlled by the director Dr. Evan Kirby. Athlone International Consultants Pty. Ltd is a consultancy company controlled by the director Mr. Ed Nealon. Mowbrai Limited is a consultancy company controlled by the director Mr. Laurence Read.

27. Commitments

Non-cancellable lease rentals payable as follows:

	31 December 2016 £'000	30 June 2016 £'000
Less than one year	**21**	12
Between two and five years	**–**	–
	21	12

Operating lease payments represent rentals payable by the Company for office space and equipment.

28. Contingent liabilities

Litigation is on-going against the Group relating to a historic alleged claim for a 40% interest in the Mankayan Project, as disclosed in June 2007 at the time of the Group's acquisition of Asean. The information usually required by IAS 37 'Provisions, contingent liabilities and contingent assets' is not disclosed, because the board of directors believe that to do so would seriously prejudice the outcome of the case. The board of directors are confident that the Group will successfully defend this claim.

The Company has options to acquire mining titles in Colombia, as at the balance sheet date, if it decided to exercise all these options it would be liable to pay a maximum of US$462,500.

29. Subsequent events

As announced on 21 March 2017, the Company raised, in aggregate, £1,000,000 before expenses, through a conditional placement, via Beaufort Securities Limited ("**Beaufort Securities**"), of 100,000,000 new ordinary shares of 0.2 pence each in the capital of the Company (the "**Placing Shares**") (the "**Placing**") at a price of 1.0 pence per new ordinary share (the "**Placing Price**").

In connection with the Placing, Beaufort Securities received a warrant over 5,000,000 ordinary shares exercisable at a price of 1.5 pence per share and expiring two years from the date of admission of the Placing Shares.

On 25 April 2017, Bezant, via its wholly-owned Colombian subsidiary, Ulloa Recursos Naturales S.A.S. ("**Ulloa**"), exercised its pre-existing option over the FKJ-083 and HCA-082 licences. The decision to exercise the Option was made following review of an independent scoping study, details of which were announced on 8 March 2017 (the "**Independent Scoping Study**"), and the technical work conducted to date, including the phase 2 recovery results announced on 3 April 2017. Under the terms of the option agreement and associated transaction documents entered into when Bezant acquired Leeward Islands Exploration LLC in January 2016, the exercise cost is, in aggregate, US$300,000, of which US$100,000 had been paid and a further US$200,000 is payable on or before 5 December 2017.

29. Subsequent events (continued)

As referred to in the Company's announcement of 16 November 2015, the Company retains via Ulloa, a further option in respect of licence HGE-082 in the Choco region ("**Option 2**"), covering approximately 91ha, which remains under evaluation.

On 30 May 2017, Ulloa entered into an agreement with Exumax S.A.S. ("**Exumax**") (the "**Mining Services Agreement**") under the terms of which, Bezant has agreed to reimburse Exumax its monthly budgeted costs plus a 10 per cent. management fee incurred in conducting the mandated Mining Programme and for the provision of certain related accounting and administrative services.

In connection with the Mining Services Agreement, on 30 May 2017 the Company also entered into an agreement with Verona Investment Group Inc. ("**Verona**") to acquire a Panamanian special purpose vehicle, Kellstown Investments Corp ("**Kellstown**") (the "**Acquisition Agreement**"). Kellstown via its wholly owned subsidiary Andean Mining S.A.S. ("**Andean Mining**"), owns both a processing plant and mobile test plant (the "**Mining and Exploration Equipment**") and certain other mining equipment (the "**Equipment**"). Kellstown also holds, *inter alia*, intellectual property rights in relation to the Mining and Exploration Equipment, and certain proprietary geological information and other data and intellectual property rights for use by Exumax in performing its services under the Mining Services Agreement. The consideration payable to Verona under the acquisition Agreement is US$200,000 and an initial equity consideration comprising the issue of 25 million new ordinary shares of 0.2 pence each in the capital of the Company ("**Ordinary Shares**") (the "**Tranche One Consideration Shares**") to Verona on Completion. Deferred consideration comprising of a further 15 million Ordinary Shares will be payable when the plant being acquired has for 10 consecutive scheduled work days processed 900m3 of material per day (the "**Tranche Two Consideration Shares**"). Post Completion, Andean Mining will owe an amount of approximately US$162,000 to Exumax being the balance due in relation to the Equipment and which is payable by 31 July 2017.

Completion of the acquisition of Kellstown remains subject, *inter alia*, to the delivery of certain ancillary legal documentation and the issue of the Tranche One Consideration Shares. The issue of the Tranche One Consideration Shares and completion of the acquisition is currently expected to occur by 7 June 2017 ("**Completion**").

30. Acquisition of subsidiaries

On 27 January 2016, the Company acquired the whole of the issued share capital of Leeward Exploration LLC incorporated in Nevis for a consideration of US$1 million and 37,306,137 fully paid new common shares in Bezant at 1.88 pence (approximately 2.68 cents) per share. Leeward and its subsidiaries hold options over alluvial platinum and gold mining and exploration licences located in and around Choco, Colombia.

30. Acquisition of subsidiaries (continued)

The acquisition-date values of the assets acquired and liabilities assumed and the consideration transferred were as follows:

	Acquisition £'000
Option rights	1,600
Trade and other receivables	95
Cash and cash equivalents	64
Trade and other payables	(24)
Loans	(321)
Net assets and liabilities acquired	**1,414**
Non-controlling interest	21
Total	**1,435**
Consideration:	
– Issue of Bezant ordinary shares (note 20)	(702)
– Cash paid	(733)
Total consideration transferred	**(1,435)**

The option rights were revalued to fair value at the date of acquisition. The excess amount paid for Leeward and its subsidiary undertakings over the aggregate fair value of their separable net assets and liabilities has been attributed to the option rights.

On 17 October 2016, the Company acquired the whole of the issued share capital of Colombian Mining Data S.A. ("**CMD**") incorporated in Panama for 7,201,745 fully paid new ordinary shares in Bezant. CMD holds, *inter alia*, certain proprietary geological information and other data and intellectual property rights to be utilised by Exumax S.A.S. ("**Exumax**") in performing its services under the exploration agreement.

The acquisition-date values of the assets acquired and liabilities assumed and the consideration transferred were as follows:

	Acquisition £'000
Intellectual property rights	162
Net assets and liabilities acquired	**162**
Consideration:	
– Issue of Bezant ordinary shares (note 20)	(162)
Total consideration transferred	**(162)**

The intellectual property rights were revalued to fair value at the date of acquisition. The excess amount paid for CMD over the aggregate fair value of their separable net assets and liabilities has been attributed to the intellectual property rights.

BEZANT RESOURCES PLC
(the "Company")

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02918391)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the members of the Company will be held at the offices of Joelson JD LLP, 30 Portland Place, London W1B 1LZ, at 10.00 a.m. on Friday 30 June 2017.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution. The business to be transacted under Resolutions 1 to 3 is deemed to be ordinary business under the Company's Articles of Association and Resolutions 4, 5 and 6 are deemed to be special business under the Company's Articles of Association.

ORDINARY RESOLUTIONS

1. To receive and consider the Company's report and financial statements for the six months ended 31 December 2016 and the reports of the directors and auditors thereon.

2. To approve the re-appointment of Dr Bernard Olivier as an Executive Director of the Company, having been made a director previously and being eligible for re-election.

3. To ratify the re-appointment of UHY Hacker Young LLP as auditors of the Company and to authorise the directors to fix their remuneration.

4. THAT, for the purposes of section 551 of the Companies Act 2006 (the "**Act**"):

   (a) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**") up to an aggregate maximum nominal amount of £860,781 to such persons and at such times and on such terms and conditions as the Directors think proper, such authority, unless previously revoked or varied by the Company in a General Meeting, to expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or, if earlier, fifteen months from the date of this resolution; and,

   (b) the Company be and is hereby authorised prior to the expiry of such period referred to in sub paragraph (a) above to make an offer or agreement which would or might require shares to be to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

   so that all previous and existing authorities conferred on the Directors in respect of the allotment of shares or grant of Rights pursuant to the said Section 551 of the Act be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot shares or grant Rights in pursuance of any offer or agreement entered into prior to the date hereof.

5. THAT, the Company establish a share option scheme (the "**Executive Share Option Scheme**") for its directors, senior management, consultants and employees on the following terms: (i) the number of options to be issued in any three year period shall not exceed 7.5% of the issued share capital of the Company from time to time; (ii) the exercise price of the options shall be based on the volume weighted average share price of the Company in the 30 days preceding the issue of such options; (iii) the options should vest in three equal instalments on the first 31 December date following their issue and thereafter on the second and third 31 December date following the issue of the options; and (iv) the options shall be exercised within five years of their vesting date.

SPECIAL RESOLUTION

6. THAT, subject to and conditional upon the passing of resolution number 4 above, the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act), wholly for cash, under the authority conferred on them by resolution number 4 above to allot equity securities as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

   (a) the allotment and issue of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory;

   (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities pursuant to the exercise of any share options issued pursuant to the Executive Share Option Scheme (as defined in resolution 5 above) representing 7.5% of the issued ordinary share capital of the Company from time to time; and

   (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities for cash up to an aggregate nominal value not exceeding £779,749;

   and this power, unless renewed, shall expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or if earlier fifteen months from the date of the passing of this resolution, save that 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.

By Order of the Board

York Place Company Secretaries Limited
Company Secretary

Registered Office:
Level 6, Quadrant House
4 Thomas More Square
London E1W 1YW

Dated: 2 June 2017

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING ("AGM"):

Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members on the Company's register of members at:
   - close of business on 28 June 2017; or,
   - in the event that this AGM is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time.

   Changes to the register of members after close of business on 28 June 2017 shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please contact the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU for further information.
4. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
   - completed and signed;
   - sent or delivered to the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
   - received by Capita Asset Services no later than 10.00 a.m. on 28 June 2017.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form, together with a duly completed certificate of non-revocation of such power or authority.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID) **Capita Asset Services (CREST Participant ID Number RA10)** by 10.00 a.m. on 28 June 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

   The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

    Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

    If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

    The revocation notice must be received by Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the date and time of the meeting.

    If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

    Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 6.00 p.m. on 5 June 2017, the Company's issued share capital comprised 304,953,507 ordinary shares of £0.002 per share. Each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 6.00 p.m. on 5 June 2017 is 304,953,507.

Documents on display

13. Copies of the service contracts and letters of appointment of the executive director and non-executive directors respectively of the Company will be available for inspection:

    - For at least 15 minutes prior to the meeting; and
    - During the meeting.

Communication

14. Except as provided above, members who have general queries about the AGM should communicate via telephonic means or in writing to the registered address of the Company (no other methods of communication will be accepted):

    Bernard Olivier
    Chief Executive Officer, Bezant Resources Plc
    Tel: +61 40 894 8182

    Laurence Read
    Executive Director, Bezant Resources Plc
    Tel: +44 (0) 203 289 9923

    You may not use any electronic address to communicate with the Company for any purposes in connection with this Notice of AGM.

Executive Share Option Scheme

15. The Company has not issued any ordinary shares or options over ordinary shares to Directors or Employees since 2007, save for the ordinary shares issued to Directors in settlement of Directors fees owed to them.

    The Company proposes to establish a Share Option Scheme with the following terms:

    - the number of options to be issued in any three year period shall not exceed 7.5% of the issued share capital of the Company from time to time;
    - the exercise price of the options shall be based on the volume weighted average share price of the Company's ordinary shares in the 30 days preceding the issue of the options;
    - the options shall vest in three equal instalments on the first 31 December date following their issue and thereafter on the second and third 31 December following the issue of the options; and
    - the options shall be exercisable within five years of their vesting date.

    It is proposed that, if Resolution 5 is approved, an initial issue of options be considered by the Remuneration committee once the Company's Choco Project in Colombia is operational and has reported its first production.