



ANNUAL REPORT AND ACCOUNTS 2015

Investing for the future

CONTENTS

2	CHAIRMAN'S STATEMENT
3	INVESTING POLICY STATEMENT
4	REVIEW OF TRADING PORTFOLIO
6	INTERESTS IN GOLD EXPLORATION
8	INTERESTS IN ENERGY
10	OTHER INVESTMENTS
12	COMPANY INFORMATION & BOARD OF DIRECTORS
13	STRATEGIC REPORT
14	DIRECTORS' REPORT
16	STATEMENT OF DIRECTORS' RESPONSIBILITIES
17	INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC
18	PROFIT AND LOSS ACCOUNT
19	BALANCE SHEET
20	CASH FLOW STATEMENT
21	NOTES TO FINANCIAL STATEMENTS
30	NOTICE OF ANNUAL GENERAL MEETING



CHAIRMAN'S STATEMENT

I am pleased to present my first annual statement to Shareholders for the year ended 30 September 2015 and the fifteenth since the Company was formed in 2000.

Bruce Rowan

It is a great personal sadness, shared by my fellow directors, that for health reasons, Bruce found it necessary to step down from the Board at the end of August 2015. Over many years, Bruce gained a reputation for his successful support for small-cap mineral exploration businesses both in his native Australia and throughout the world. He had the vision to support a large number of such businesses as a result of which he was much sought after. We wish him all the very best in his retirement during which we will do our very best to honour his trust in us and to enhance the value of the Company's portfolio.

Results for the year

Following the three tough years of 2011 to 2013, 2014 showed a marked improvement in the Company's net asset value. Sadly, that, and more has been lost during the last year so that the closing net asset value has fallen to a level not previously known. Many of our portfolio companies exploring for gold, iron ore and other such minerals have continued to find it difficult to raise essential cash and so have seen share price falls in what has become a harsh environment for early stage mineral explorers.

At the balance sheet date, more than 45% of the portfolio value was attributed to oil stocks which have been hit by a collapse of world oil prices. For example, a year ago we reported having seen a dramatic rise in the price of Nordic Energy plc, a company then valued at 7 pence per share, but which has since failed in its attempt to be admitted to AIM leading to a boardroom hiatus and a current price of 0.8 pence per share.

On a brighter note, we have two companies in the portfolio each of which is edging towards gold production; we wait with anticipation for continued good news from Ariana Resources plc and KEFI Minerals plc.

Investing policy

The Company's investing policy is reproduced on page 3 of this report and made available on our website, www.starvest.co.uk

Trading portfolio valuation

A brief review of the major portfolio companies follows from page 4; other investee companies are listed with the websites from which further information may be obtained.

Shareholder information

The Company's shares are traded on AIM.

Announcements made to the London Stock Exchange are sent to those who register at the Company's website, www.starvest.co.uk where historic reports and announcements are also available.

Annual general meeting

We will hold our annual general meeting at 11.00 am on 10 December 2015 at the City office of Grant Thornton UK LLP, our Nominated Adviser, when we look forward to meeting those Shareholders able to attend.

Callum N Baxter Chairman & Chief Executive

4 November 2015

INVESTING POLICY STATEMENT

About us

The Board, under the leadership of the previous chairman, Bruce Rowan, has managed the Company as an investment company since January 2002. Collectively, the Board has significant experience over many years of investing in small company new issues and pre-IPO opportunities in the natural resources and mineral exploration sectors.

Following the appointment as chairman of Callum Baxter, the Board will continue with a similar investment strategy, that is, with a focus on the natural resources sector.

Company objective

The Company is established as a source of early stage finance to fledgling businesses, to maximise the capital value of the Company and to generate benefits for Shareholders in the form of capital growth and modest dividends.

Investing strategy

Natural resources:

Whilst the Company has no exclusive commitment to the natural resources sector, the Board sees this as having considerable growth potential in the medium term. Historically, investments were generally made immediately prior to an initial public offering, on AIM or ISDX as well as in the aftermarket. As the nature of the market has changed since 2008, it is more likely that the future investment portfolio will include a spread of companies that generally have moved beyond the IPO stage but remain in the early stages of identifying a commercial resource and/or moving towards development with the appropriate finance.

Investment size:

Initial investments are for varying amounts but usually in the range of £100,000 - £300,000. These companies are invariably not generating cash, rather they have a constant requirement to raise new equity in order to continue exploration and development. Therefore, after appropriate due diligence, the Company may provide further funding support and make later market purchases, so that the total investment may be greater than £300,000.

High risk:

The business is inherently high risk and of a cyclical nature dependent upon fluctuations in world economic activity which impacts on the demand for minerals. However, it offers the investor a spread of investments in an exciting sector, which the Board believes will continue to offer the potential of significant returns for the foreseeable future.

Lack of liquidity:

The investee companies, being small, almost invariably lack share market liquidity, even if they are quoted on AIM, ISDX, ASX, or TSX-V. Therefore, in the early years it is rarely possible to sell an investment at the quoted market price with the result that extreme patience is required whilst the investee company develops and ultimately attracts market interest. If and when an explorer finds a large exploitable resource, it may become the object of a third party bid, or otherwise become a much larger entity; either way an opportunity to realise cash is expected to follow.

Success rate:

Of the 25 to 30 investments held at any one time, it is expected that no more than five will prove to be 'winners'; from half of the remainder we may expect to see modest share price improvements. Overall, the expectation is that in time Shareholder returns will be acceptable if not substantial. Accordingly, the Board is unable to give any estimate of the quantum or timing of returns.

Profit distribution:

When profits have been realised and adequate cash is available, it is the intention of the Board to recommend the distribution of up to half the profits realised.

Other matters:

The Company currently has investments in the following companies, which themselves are investment companies: Equity Investors plc; Equity Resources Limited and Guild Acquisitions plc.

The Company takes no part in the active management of investee companies, although directors of the Company are also non-executive directors on the boards of four such companies. Callum Baxter, newly appointed Chairman, is also the CEO of one such company.

REVIEW OF TRADING PORTFOLIO

Introduction

During the year to 30 September 2015, the portfolio comprised interests in the companies commented on below. In addition, a further 12 active companies were included but not commented on in this review.

The tough trading and fundraising conditions of the past four years have taken a toll on some of the businesses in which Starvest is invested to such an extent that, as at 30 September 2015, the net asset value had reduced by 74% in one year from a value of £4.41m at 30 September 2014, to £1.14m. As a year ago, the greater part of the value is in oil, gas and coal exploration ventures, but the values have been significantly reduced; together the Company's interests now amount to 66% of its portfolio; much of the remainder is in gold exploration.

Transactions

During the year the Company sold its remaining stake in Beowulf Mining plc. In addition, the Company subscribed to a placing in Alba Mineral Resources plc which it sold at profit within four weeks before purchasing a further holding as the price fell. Otherwise there were no purchases or sales.

During the year, we received interest on short-term loans advanced during the previous year to Goldcrest Resources plc; Goldcrest also made a partial repayment of the capital.

Trading portfolio valuation

When reporting in previous years, attention was drawn to the continuing adverse conditions in our chosen market for early stage mineral exploration stocks. The year to September 2015 has been no better with a dramatic decline in market prices.

Against this background, we continue to value our portfolio of investments conservatively at the lower of cost or bid price or lower directors' valuation, where we believe those facts of which we are aware cast doubt on the market prices or where the Company's interest is of such a size as to inhibit selling into a depressed market. We attribute no value to those of our investments that do not enjoy a market quote.

For the purpose of the quarterly valuation announced at the end of September, we have one exception to this rule. Many years ago, we took a founding stake in Concorde Oil & Gas plc which was subsequently acquired by Kuwait Energy plc, a company registered in Jersey which we understand is in the early stages of seeking a public quotation, possibly in New York. In view of the significant progress made by the company, we have valued the holding at a price advised by a Kuwaiti broker which makes a local market in the stock.

The Directors are satisfied that this is the only significant management estimate made within the financial statements.

This cautious approach has proved to be appropriate in these difficult times; additional provisions made during the year total £140,000 (2014: £351,000)

A detailed review of the six leading portfolio companies follows. This year, we are not commenting on the smaller companies, although they are listed at the end of the review.

Raising new finance, an essential requirement for any mineral exploration business, has continued to be very tough leading to the heavy dilution of existing shareholders and to some failures.

As the net asset value has fallen substantially during the year to £1.14m, the loss before taxation has increased from £356k to £964k. In addition, the Company:

- has no debt other than a convertible loan from a shareholder and a bank overdraft facility only;
- continues to believe that it is in a strong position to benefit from an upturn in markets which will come in time;
- believes that the fundamentals have not changed: the world is becoming more affluent with an increasing number of people expecting refrigerators, motor cars, air conditioning, laptop computers and all other tools of 21st Century living which all require natural resources in order to both produce and power.

Financial Reporting Standards (FRS102)

To date we have prepared our financial statements under UK Generally Accepted Accounting Standards (UK GAAP). However, with effect from 1 October 2015 we will be required to adopt FRS 102 ("New UK GAAP"). The significant impact of this change will be on the valuation of the Company's investments. To date, we have been able to carry all our investments at the lower of cost or current value. However, under the new accounting standard, we will be required to mark-to-market all our investments. Based on the closing prices at 30 September 2015, the investments (and hence net assets of the group) will not be affected as all investments are carried at a loss to cost price.

Company statistics

The Company considers the following statistics to be its Key Performance Indicators (KPIs) and is satisfied with the results achieved in the year given the uncertain market conditions.

	30 September 2015 at BID values as adjusted	30 September 2014 at BID values as adjusted	Change %
Trading portfolio value	£1.04m	£4.15m	-75%
Company asset value net of debt	£1.14m	£4.41m	-74%
Net asset value per share	3.09p	11.87p	-74%
Closing share price	2.75p	5.88p	-53%
Share price discount to net asset value	11%	50%	
Market capitalisation	£1.02m	£2.18m	-53%

These values include unrealised gains on elements of the trading portfolio that are not reflected in the financial statements. Since the year end, values have slightly improved; as at the close of business on 30 October 2015, the asset value net of debt was £1.3m.

Review of the current market

We and our investee companies have endured yet another tough year; extreme short termism leading to lower prices and/or greater volatility has become the norm. It is clear that many private investors upon whom we and our investee companies have relied for new capital have withdrawn their support or, at best, are awaiting a recognisable upturn in world-wide economic fortunes; this is compounded in that few institutional investors have an appetite for small early stage projects.

World markets continue to be volatile. For instance, in the past four years the gold price has been as high as \$1,883 per oz. but has also been as low as \$1,093; at the present time it is approximately \$1,170, not far from where it was a year ago.

Then there is iron ore which is in plentiful supply but with Australia the dominant exporter. Prices have fallen from \$130/t to below \$50/t.

Demand for raw materials continues to fall. Although there may be timing issues, we expect demand to recover to be followed by prices. Meanwhile, opportunities for junior explorers to realise value and generate cash are few.

In spite of the challenging environment, the strengthening of the US\$ has been and will be a factor in determining world commodity prices.

It is worth reminding ourselves of what we have consistently stated: we are investing in a high risk sector where positive returns are not guaranteed and that we never expect more than five of the 25 to 30 investments held at any one time to be 'winners'.

INTERESTS IN GOLD EXPLORATION



Our interests in gold exploration have endured yet another tough year!

Following falls in the gold price to US\$1,200, a year ago we predicted that further falls were likely. Indeed, the price fell in July 2015 by US\$100, but has since increased so it now trades around US\$1,170. Given all the uncertainty in world markets, the focus must be on cost reduction.

Amongst the Starvest investments, there are six with interests in gold exploration. Of these, we comment on two:



Ariana Resources plc

Significant progress has been made by **Ariana** in the first half of this financial year where they are transitioning to become a gold producer in Turkey.

With a market capitalisation of £7m today, it has experienced huge swings even in the past year. Having traded consistently in the range 0.8-1 pence per share for most of 2014 and up to June 2015 when it shot up to 1.30p, it has since fallen back to the range 0.8-0.9pps where it languishes today. But then, most other small-cap mineral exploration companies are suffering the same fate, if not worse, in this challenging market.

In spite of the languishing share price, **Ariana** has made significant progress towards revenue generation; it has:

- At the Red Rabbit Gold Project in south-western Turkey, 50% owned by Ariana, Kiziltepe Mine construction has advanced so that first gold production is scheduled during the second half of 2016 at 20,000 ounces per annum for the first eight years of operation.
- An expected cash cost of approximately US\$600 per ounce.
- When it comes on stream, the Tavsan Sector is expected to add 30,000 ounces gold per annum.
- Further resource discoveries are expected in the vicinity.
- Kiziltepe mine development is fully funded, with all necessary land holdings secured.
- Once revenue becomes a reality, **Ariana's** other intended activities will be fully funded.

Meanwhile, **Ariana** is seeking a profitable exit from other development projects such as those in north-eastern Turkey in which Eldorado has a 51% interest; the inferred and indicated JORC totals 1.09 million ounces of gold.

Therefore, as **Ariana** nears production during 2016, it is not unreasonable to expect share price growth, although there must be some doubt that we will ever fully recover our investment in today's challenging economic climate.

www.arianaresources.com

KEFI MINERALS

KEFI Minerals plc

Kefi is an exploration and development company focussed on gold and copper deposits, primarily in the highly prospective Arabian-Nubian Shield.

With a market capitalisation of £9m and a price of just 0.45p, we believe that there is plenty of scope for upside. In their research note dated 1 October 2015, Edison estimated that the shares offer investors an IRR of 38.6% over twelve years such has been the significant progress at the 95% owned Tulu Kapi project in Ethiopia. The mine development plan is well advanced with 100,000 ounces per annum of gold expected for ten years; the reserve is estimated at 1.05million ounces @ 2.12g/t. Plant and mining contractors were recently appointed. The Ethiopian government is intending to contribute US\$20m towards the cost of the mine estimated at US\$120m.

In addition, **Kefi** has a 40% stake in the Jibal Qutman project in Saudi Arabia where it has recently discovered additional areas of gold mineralisation. The estimated gold resource totals 733,000 ounces.

As the operator of these joint-venture projects, **Kefi** is well positioned to develop them prudently while continuing to add value through further exploration.

www.kefi-minerals.com

The remaining four companies are:



Goldcrest Resources plc

www.goldcrestresourcesplc.com

Ghana



GREATLANDGOLD

Greatland Gold plc

www.greatlandgold.com

Australia



Minera IRL Limited

www.minera-irl.com

Peru



Red Rock Resources plc

www.rrrplc.com

Ivory Coast and Kenya

INTERESTS IN ENERGY

We have four companies in the energy sector on which we comment as follows:



Nordic Energy plc

Unfortunately, **Nordic's** attempt to move from ISDX to AIM coincided with a severe fall in the oil price. The bid share price collapsed from 7 pence at 30 September 2014 to 0.8 pence a year later, thus accounting for a large part of the value loss in the past year.

It is our belief that there remains the possibility for Nordic to recover value. We wait with interest.

Nordic is focussed on oil and gas opportunities in Denmark, Norway, and the North Sea sectors of the Netherlands and the UK where it holds licence 1/13 in the Danish sector, the largest exploration and production licence in the Danish North Sea, covering an area of 3,600 sq. km; the licence is located approximately 50 km from the edge of the Central Graben, where existing production and multiple discoveries are located, and 100 km from the Siri Area which has a number of tertiary fields.

A CPR which was delivered in June 2014 identified multiple drilling targets to be followed by farm-out discussions with major players.

www.nordicenergyplc.com



Alba Mineral Resources plc

Alba is a UK-based exploration company with an overall strategy to develop a portfolio of well-researched, promising and prospective exploration interests.

A year ago it expanded its interests to include a 5% stake in **Horse Hill Developments Limited**, a company with a 65% interest in drilling for oil and gas in Surrey at Horse Hill, just to the north of Gatwick Airport (www.horsehilldev.co.uk). During the past year, it doubled its stake when it acquired a further 5% from **Regency Mines plc** and more recently has acquired a further 5% thus increasing its stake to 15%, together with an option to farm into 5% of a production licence which includes the nearby Brockham Oil Field.

For its part, **Horse Hill Developments** has completed the drilling programme and, as expected, has located hydrocarbons but further testing is required to establish the commerciality of the find.

Since September, **Alba** has secured an option to earn up to 70% of a graphite project in southern Greenland which is also prospective for gold, nickel, copper and platinum group metals. **Alba** will manage the project and, on achieving agreed targets, will increase its percentage interest.

Otherwise, **Alba** has projects prospective for:

- uranium in Mauritania;
- gold, nickel and base metals in western Ireland.

www.albamineralresources.com



Kuwait Energy plc

The Company's interest in **Kuwait Energy** arises from it having been a major founding shareholder in Concorde Oil and Gas plc in 2006, which was subsequently taken over by **Kuwait Energy**. After much delay, **Kuwait Energy** announced an intention to seek a listing on the London Stock Exchange which, we were advised, was planned for the fourth quarter 2014. In the event, the oil price collapse intervened and, so far as we know today, there is no replacement plan although in a recent webinar, one was alluded to.

Kuwait Energy is an independent oil and gas company actively engaged in the exploration, appraisal, development and production of hydrocarbons. Since being established in 2005, the company has built a high-quality, diversified portfolio of oil and gas assets focused on exploration and production activities in the MENA region (Middle East and North Africa). It has interests in Egypt, Iraq, Yemen, Oman and Pakistan where it has built strong relationships with national oil and gas companies and so provides valuable technical expertise, advice and assistance to the companies and local governments on oil and gas projects that are important to these countries' economic development.

Production at its Block 9 project in Iraq has recently been started with more expected in 2016.

In view of the obvious progress made during the past year, we have revisited our earlier decision to make a full provision for the cost of **Kuwait Energy**. On advice, we have reinstated a cost equal to a value equivalent to the price at which stock has changed hands during the past three months in private deals organised by a Kuwaiti broker.

www.kuwaitenergy.co

Oracle Coalfields PLC

Oracle Coalfields plc

Oracle Coalfields development plans for its Block VI of the Thar Coalfield in the Sindh Province of South East Pakistan continue to progress towards first production of lignite coal by end 2018, intended to supply a new 600MW mine-mouth power plant.

This project is of national importance to Pakistan which suffers from a chronic shortage of electricity generating capacity. The need for substantial fuel imports impacts severely on the country's economy and contributes to population unrest.

Oracle plans a first phase open pit development producing 5m tonnes per annum from a proven reserve of 113m tonnes and a JORC compliant resource of 529m tonnes. Production is expected to be doubled to 10m tonnes in phase two with a doubling of power plant output. The mining lease is for 30 years, extendable for a further 30 years.

SEPCO, a leading Chinese power construction group, backed by Chinese export credit guarantees, is contracted to construct the mine and the power plant. The need is such that the Pakistan Government has provided incentives; also, the Sindh Provincial Government is strongly supportive. **Oracle's** project has been further supported by its inclusion as a priority project in the programme of the recently created China-Pakistan Economic Corridor. **Oracle** expects to retain a controlling interest in each local company.

The basis for the coal price for supply to the power plant has been agreed with the Thar Coal and Energy Board (TCEB) under a pricing mechanism incorporating fiscal incentives and an allowable 20% IRR in US\$, thus protecting against world-wide markets. When the coal price is determined, **Oracle** will apply for an initial electricity tariff for the power plant. With financial closure expected by the second quarter of 2016, **Oracle** is presently engaged in negotiating contracts for both the mine and the power plant and is planning for Sinasure's export credit financing and other bank finance.

Meanwhile work is progressing on the planned resettlement of two communities in the vicinity of the mine-site and the implementation of a corporate social responsibility programme to benefit them in terms of water, basic healthcare and veterinary support.

Despite **Oracle's** present lowly AIM capitalisation, reflecting past interim stock issue fund-raising and recent market volatility of resource stocks, the expected positive news-flow in the months ahead should generate increasing interest in both the project and in **Oracle**.

www.oraclecoalfields.com

OTHER INVESTMENTS

The remaining non-core investments are available for sale when the conditions are deemed to be right. These include:



International Mining & Infrastructure Corporation plc

www.imicplc.com



CAP Energy plc

www.capenergy.co.uk

MARECHALE
CAPITAL

Marechale Capital plc

www.marechalecapital.com



Regency Mines plc

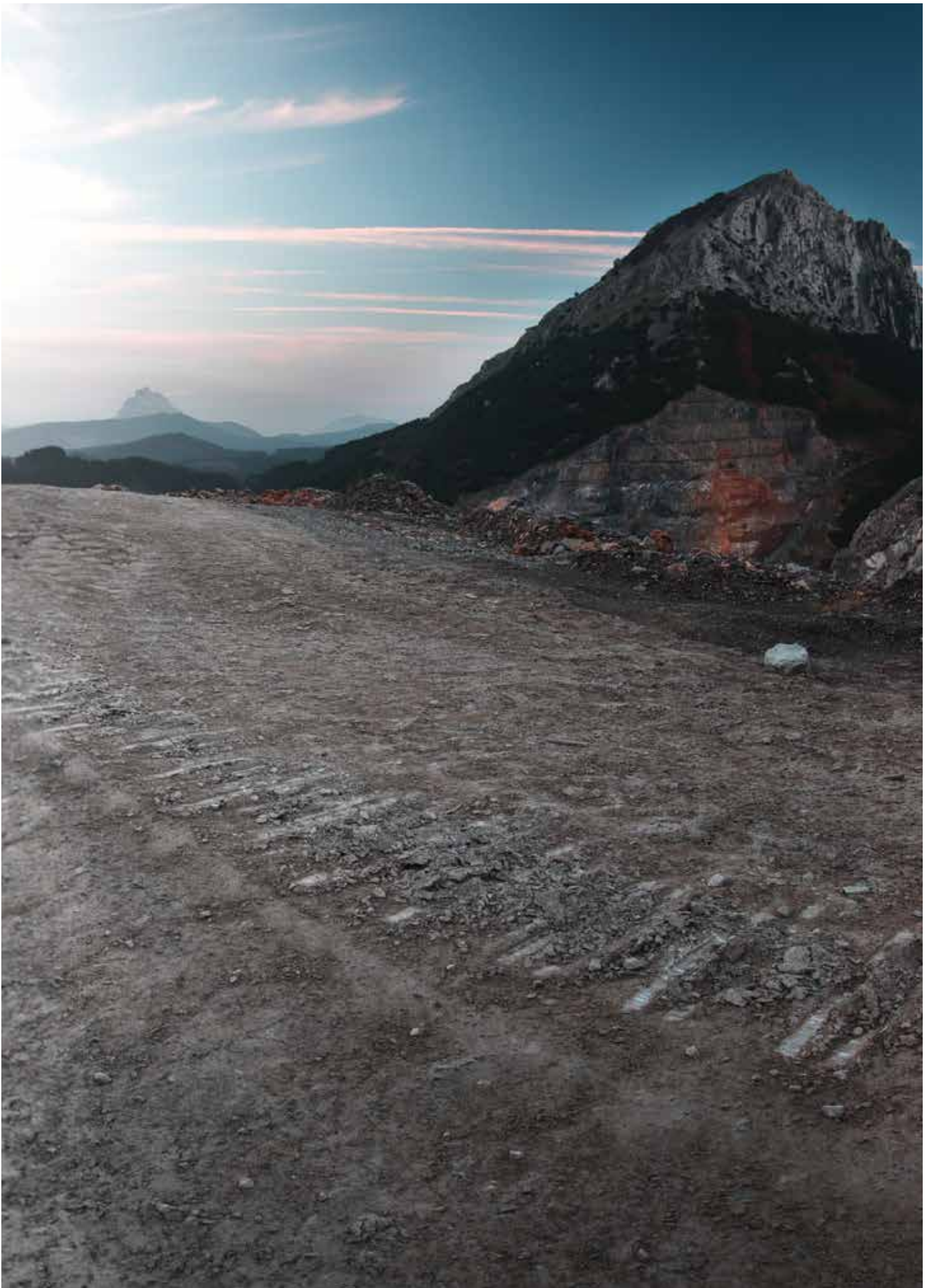
www.regency-mines.com



Sunrise Resources plc

www.sunriseresourcesplc.com

In addition, there are a number of failed or almost failed ventures to which we attribute no value, although we always hope and seek to crystallise value where possible.



COMPANY INFORMATION

Directors

Callum N Baxter - Chairman & Chief Executive

Anthony C R Scutt - Non Executive Director

John Watkins, FCA - Finance Director

Secretary and registered office

John Watkins, FCA
55 Gower Street, London, WC1E 6HQ

Business address

67 Park Road, Woking, Surrey, GU22 7DH

email@starvest.co.uk

Tel: 01483 771992

Registered Number

3981468

Auditor

Grant Thornton UK LLP

Chartered Accountants and Statutory Auditor

1020 Eskdale Road, Winnersh, Wokingham,
Berkshire, RG41 5TS

Solicitors

Ronaldsons LLP

55 Gower Street, London, WC1E 6HQ

Nominated adviser

Grant Thornton UK LLP

30 Finsbury Square, London, EC2P 2YU

Bankers

Allied Irish Bank (GB)

10 Berkeley Square, London, W1J 6AA

Clydesdale Bank plc

2 Bishops Wharf, Walnut Tree Close, Guildford,
Surrey, GU1 4UP

Broker

S I Capital Limited

46 Bridge Street, Godalming, Surrey, GU7 1HL

Registrars

Share Registrars Limited

First Floor, Suite E, 9 Lion & Lamb Yard, Farnham,
Surrey, GU9 7LL

Tel: 01252 821390

Listing

AIM Market of the London Stock Exchange (AIM)

Ticker: SVE

Website

Register for email alerts at

www.starvest.co.uk – updated regularly to provide information as it is released to the market.

BOARD OF DIRECTORS



Callum N Baxter

Chairman and Chief Executive

Callum is an experienced geologist and investor. He is also executive director of AIM quoted investee company Greatland Gold plc and an executive director of Goldcrest Resources plc, both Starvest investee companies.



Anthony C R Scutt

Non-executive Director

Tony is an experienced private investor and investment analyst as well as a director of investee companies Agricola Resources plc, and Oracle Coalfields plc.



John Watkins, FCA

Finance Director and Company Secretary

John is a chartered accountant in practice and a non-executive director of other companies including AIM quoted investee company, Greatland Gold plc.

STRATEGIC REPORT

Principal activities and business review

Since Bruce Rowan was appointed Chief Executive on 31 January 2002, the Company's principal trading activity has been the use of his expertise to identify and, where appropriate, support small company new issues, pre IPO and on-going fundraising opportunities with a view to realising profit from disposals as the businesses mature in the medium term. The directors expect this to continue in the future under the leadership of Callum Baxter, newly appointed Chief Executive.

The Company's investing policy is stated on page 3.

The Company's key performance indicators and developments during the year are given in the Chairman's statement and in the trading portfolio review, all of which form part of the Directors' report.

By order of the Board

John Watkins

Finance Director and Company Secretary

4 November 2015

Company registration number: 3981468

Key risks and uncertainties

This business carries with it a high level of risk and uncertainty, although the rewards can be outstanding. The risk arises from the very nature of early stage mineral exploration where there can be no certainty of outcome. In addition, often there is a lack of liquidity in the Company's trading portfolio, most of which is, or in the case of pre IPO commitments is expected to be, quoted on AIM or ISDX, such that the Company may have difficulty in realising the full value in a forced sale. Accordingly, a commitment is only made after thorough research into both the management and the business of the target, both of which are closely monitored thereafter. Furthermore, the Company limits the amount of each commitment, both as to the absolute amount and percentage of the target company.

DIRECTORS' REPORT

The Directors present their fifteenth annual report on the affairs of the Company, together with the financial statements for the year ended 30 September 2015.

Results and dividends

The Company's results are set out in the profit and loss account on page 18. The audited financial statements for the year ended 30 September 2015 are set out on pages 18 to 29.

The Directors cannot recommend the payment of a dividend for the year (2014: £nil).

Directors

The Directors who served during the year are as follows:

R Bruce Rowan – resigned 31 August 2015
 Callum N Baxter – appointed 01 September 2015
 Anthony C R Scutt
 John Watkins

Substantial shareholdings

At the close of business on 30 September 2015, the following were registered as being interested in 3% or more of the Company's ordinary share capital:

	Ordinary shares of £0.01 each	Percentage of issued share capital
Ronald Bruce Rowan	10,170,000	27.40%
Barclayshare Nominees Limited	4,571,309	12.32%
Hargreaves Lansdown Nominees Limited	2,192,859	5.91%
Wealth Nominees Limited	1,347,370	3.63%
TD Direct Investing Nominees Limited	1,295,752	3.49%
Mrs Diane Mary Watkins	1,200,000	3.23%

Share capital

In accordance with the authority to purchase up to 5,850,000 Ordinary shares renewed at the 2012 annual general meeting, the Company holds 2,300,000 of its own Ordinary shares in treasury bought in previous years. These purchases were made to enhance the underlying net asset value per share given the substantial discount at which shares were traded at the time.

Charitable and political donations

During the year there were no charitable or political contributions (2014: £nil).

Payment of suppliers

The Company's policy is to settle terms of payment with suppliers when agreeing terms of business, to ensure that suppliers are aware of the terms of payment and to abide by them. It is usual for suppliers to be paid within 14 days of receipt of invoice. At 30 September 2015, the Company's trade creditors were equal to costs incurred in 11 days (2014: 46 days).

Post balance sheet events

There are no reportable post balance sheet events.

Transition to FRS102

The directors understand that the requirement to prepare financial statements in accordance with FRS 102 will be effective for the year ended 30 September 2016. The first financial statements for this year will include comparatives for the year ended 30 September 2015 being re-stated in accordance with FRS 102 and a reconciliation between the old and new GAAP will be provided in the notes.

Auditor

A resolution to reappoint Grant Thornton UK LLP as auditor for the coming year will be proposed at the forthcoming AGM in accordance with section 489 Companies Act 2006.

Remuneration

The remuneration of the Directors has been fixed by the Board as a whole. The Board seeks to provide appropriate reward for the skill and time commitment required so as to retain the right calibre of director without paying more than is necessary.

Details of Directors' fees and of payments made for professional services rendered are set out in Note 5 to the financial statements.

Management incentives

Other than options issued in accordance with the 2005 share option schemes as set out in Note 12 to the financial statements, the Company has no share purchase, share option or other management incentive scheme.

As required by legislation, the Company has introduced a stakeholders' pension plan for the benefit of any future employees.

Going concern

The Company's day to day financing is from its available cash resources or via a bank overdraft and, on occasion, by the use of short term loans. The Company's formal overdraft facility was last confirmed by the bank in early 2015.

Whilst the Directors fully expect a sufficient overdraft facility to remain in place for the foreseeable future, they are confident that adequate funding can be raised as required to meet the Company's current and future liabilities without resorting to this facility. In the very unlikely event that such finance could not be raised, the Directors could raise sufficient funds by disposal of

certain of its current asset trade investments, although such a 'forced' sale is to be avoided if at all possible.

To assist the Company with its financing obligations, a shareholder has provided a loan of £100,000. This loan is due to be repaid within 12 months or be converted into Ordinary shares at a price of 3 pence per share.

For the reasons outlined above, the Directors are satisfied that the Company will be able to meet its current and future liabilities, and continue trading, for the foreseeable future and, in any event, for a period of not less than twelve months from the date of approving the financial statements. The preparation of the financial statements on a going concern basis is therefore considered to remain appropriate.

Management of capital

The Company's objectives when managing capital are:

- to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by trading its current asset investments.

The Company sets the level of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Control procedures

The Board has approved financial budgets and cash forecasts; in addition, it has implemented procedures to ensure compliance with applicable accounting standards and effective reporting.

Financial instruments

The Company uses financial instruments, comprising cash, bank overdraft, short term loan, trade investments and trade creditors, which arise directly from its operations. The main purpose of these instruments is to further the company's operations.

Short term debtors and creditors

Short term debtors and creditors have been excluded from all the following disclosures.

Trade investments

Trade investments are stated at cost less any provision for impairment. The difference between fair and book value is set out in Note 8. The Board meets quarterly to consider investment strategy in respect of the Company's portfolio.

Interest rate risk

The Company finances its operations through retained profits and new investment funds raised. The Board utilises short term floating rate interest bearing accounts to ensure adequate working capital is available whilst maximising returns on deposits.

Liquidity risk

The Company seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. More information about the company's liquidity risk, and the management of that risk, is given under 'going concern' in Note 1 to the financial statements.

Borrowing facilities

As at 30 September 2015, the Company had an overdraft facility of £125,000 arranged with its bankers (2014: £250,000) secured on certain investments with a market value at 30 September 2015 of £400,000. The overdraft facility is renewable annually with the next review due in March 2016

Currency risk

The Company trades substantially within the United Kingdom and all transactions are denominated in Sterling. Consequently, the Company is not significantly exposed to currency risk.

Fair values

Except where shown above, the fair values of the Company's financial instruments are considered equal to the book value.

Price and credit risk

Management do not consider price or credit risk to be material to the Company.

By order of the Board

John Watkins

Finance Director and Company Secretary

4 November 2015

Company registration number: 3981468

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Directors' responsibilities for the financial statements

The Directors are responsible for preparing the Directors' report, the Strategic report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that so far as each of the Directors is aware:

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC

We have audited the financial statements of Starvest plc for the year ended 30 September 2015 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an 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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 16, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/apb/scope/private.cfm

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report and the Strategic report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been, 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.

Tracey James

Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Reading

4 November 2015

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Notes	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Turnover		123,891	262,940
Cost of sales		(112,916)	(194,801)
Gross profit		10,975	68,139
Administrative expenses		(234,766)	(206,837)
Amounts written off trade investments	8	(749,671)	(220,101)
Operating loss		(973,462)	(358,799)
Interest receivable		9,326	2,475
Loss on ordinary activities before taxation	2	(964,136)	(356,324)
Tax on loss on ordinary activities	3	-	-
Loss on ordinary activities after taxation		(964,136)	(356,324)
Loss per share – basic and diluted	6	(2.60) pence	(0.96) pence

There are no recognised gains and losses in either year other than the result for the year.

All operations are continuing.

The accompanying accounting policies and notes form an integral part of these financial statements.

BALANCE SHEET

AS AT 30 SEPTEMBER 2015

	Notes	30 September 2015 £	30 September 2014 £
Current assets			
Debtors	7	55,040	100,184
Trade investments	8	1,033,096	1,855,061
Cash at bank and in hand		228,318	239,540
		1,316,454	2,194,785
Creditors – amounts falling due within one year	10	(125,155)	(44,350)
Net current assets		1,191,299	2,150,435
Share capital and reserves			
Called-up share capital	11	394,173	394,173
Share premium account	13	2,118,396	2,118,396
Profit and loss account	13	(1,326,270)	(362,134)
Equity reserve	14	5,000	-
Equity shareholders' funds	14	1,191,299	2,150,435

The financial statements on pages 18 to 29 were approved and authorised for issue by the Board of Directors on 4 November 2015 and signed on its behalf by:

Callum N Baxter
Chairman and Chief Executive

John Watkins
Finance Director

The accompanying accounting policies and notes form an integral part of these financial statements.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Notes	Year ended 30 September 2015 £	Year ended 30 September 2013 £
Cash outflow before financing activities	15	(25,548)	(20,491)
Shares to be issued	15	5,000	-
Returns on investment and servicing of finance:			
Interest received		9,326	2,475
(Decrease) in cash in the year	16	(11,222)	(18,016)

The accompanying accounting policies and notes form an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. Statement of principal accounting policies

The Directors have reviewed the principal accounting policies summarised below and consider them to be the most appropriate for the Company. They have all been applied consistently throughout the year and the previous year.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

Operating income

Operating income represents amounts receivable for trade investment sales. Operating income is recognised on the date of sale contract.

Direct costs

Direct costs include the book cost of investments sold during the year.

Administrative expenses

All administrative expenses are stated inclusive of VAT, where applicable, as the company is not eligible to reclaim VAT incurred on its costs.

Investments

Current asset trade investments are stated at the lower of cost and net realisable value, excluding Kuwait Energy plc which has been valued by the Directors. Net realisable value is the lower of bid price and Directors' valuation. The lower Directors' valuation is applied where the Company's interest in the investee company amounts to 7% or more of the investee Company's issued share capital or more than 7% of the investment portfolio or where there are factors of which the Directors are aware which call for some further adjustment. At 30 September 2015, these provisions totalled £140,000 (2014: £351,000).

Where the net realisable amount falls below cost the investment is written down accordingly with the decline in value (and any subsequent reversals) being included in operating profit.

Increases in value are not recognised in the carrying amount (save for reversals of amounts previously written off as noted above) and are only recognised in the profit and loss account when they are realised by a disposal.

Going concern

The Company's day to day financing is via a bank overdraft and, on occasion, by the use of short term loans. The Company's formal overdraft facility was last confirmed by the bank in early 2015.

Whilst the Directors fully expect a sufficient overdraft facility to remain in place for the foreseeable future, they are confident

that sufficient funding can be raised as required to meet the Company's current and future liabilities. In the very unlikely event that such finance could not be raised, the Directors could raise sufficient funds by disposal of certain of its current asset trade investments, although such a 'forced' sale is to be avoided if at all possible.

For the reasons outlined above, the Directors are satisfied that the Company will be able to meet its current and future liabilities, and continue trading, for the foreseeable future and, in any event, for a period of not less than twelve months from the date of approving the financial statements. The preparation of the financial statements on a going concern basis is therefore considered to remain appropriate.

Taxation

Corporation tax payable is provided on taxable profits at the current rates enacted or substantially enacted at the balance sheet date.

Deferred tax

Deferred tax is provided on an undiscounted full provision basis on all timing differences which have arisen but not reversed at the balance sheet date using rates of tax enacted or substantively enacted at the balance sheet date.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangement entered into. Where the contractual obligation of the financial instruments (including share capital) are equivalent to a similar debt instrument they are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet.

Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of charge on the outstanding liability.

Where none of the contractual terms of share capital meet the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to equity.

Options

No charge to profit is made in respect of the options over the Company's shares held by Directors as all of the options had fully vested prior to 1 October 2006, the effective date of Financial Reporting Standard 20, 'Share Based Payments'.

Treasury shares

Where the Company acquired its own shares ('treasury shares') these are deducted from retained profits. No profit or loss is recognised on purchase or subsequent sale of treasury shares.

2. Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Auditor's remuneration – audit	15,500	15,100
Auditor's remuneration – non-audit services	15,000	15,000
Directors' emoluments – Note 5	90,000	90,000

Auditor's remuneration for non-audit services provided during the year comprises nominated advisor fees of £15,000, stated exclusive of VAT (2014: £15,000 exclusive of VAT).

3. Taxation

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Current year taxation		
UK corporation tax at 22% (2013: 23.5%) on loss for the year	-	-
Total current tax charge / (credit) for the year	-	-

The tax assessed is at the standard rate of corporation tax in the UK at 22% (2013: standard rate 23.5%).
The differences are explained below:

Loss on ordinary activities before taxation	(964,136)	(356,324)
Loss on ordinary activities at 20.5% (2014: 22%)	(197,648)	(78,391)
Effect of:		
Losses carried forward	197,648	78,391
Current tax charge / (credit) for the year	-	-

4. Staff costs

The Company had no employees during the year or the previous year; the two executive directors provide professional services as required on a part time basis.

5. Directors' emoluments

Year ended 30 September 2015	Fees £	Amounts paid to third parties – see note £	Total £
R B Rowan	-	48,000	48,000
A C R Scutt	12,000	-	12,000
J Watkins	15,000	15,000	30,000
	27,000	63,000	90,000

Year ended 30 September 2014	Fees £	Amounts paid to third parties – see note £	Total £
R B Rowan	-	48,000	48,000
A C R Scutt	12,000	-	12,000
J Watkins	15,000	15,000	30,000
	27,000	63,000	90,000

Amounts paid to third parties

Included in the above are the following amounts paid to third parties:

- In respect of the management services of Bruce Rowan, £48,000 (2014: £48,000) is payable to Sunvest Corporation Limited, a company of which he is a director and shareholder. Of this £18,000 relates to the provision of an office (2014: £18,000). At 30 September 2015, £nil (2014: £12,000) was outstanding.
- In respect of the professional services of John Watkins, FCA, £15,000; (2014: £15,000) of the above remuneration was paid through his personal business. At 30 September 2015, £nil (2014: £3,750) was outstanding.
- Callum Baxter received no remuneration in the year.

Pensions

No pension costs were incurred for any director in the current or previous year.

Directors' share options

Details of share options held and expired during the year by the directors are set out in Note 12.

6. Loss per share

The basic loss per share is derived by dividing the loss for the year attributable to ordinary shareholders by the weighted average number of shares in issue.

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Loss for the year	(964,136)	(356,324)
Weighted average number of Ordinary shares of £0.01 in issue	37,117,259	37,117,259
Loss per share – basic and diluted	(2.60) pence	(0.96) pence

7. Debtors

	30 September 2015 £	30 September 2014 £
Prepayments	27,540	34,086
Short term loans to related parties	27,500	66,098
	55,040	100,184

Short term loans to related parties

- During the year a further loan of £10,000 was advanced to Equity Resources plc ("EQR") at 0% interest with no formal agreement as to repayment date. The purpose of the loan was to assist EQR to meet its necessary operational costs during a period when it seemed inappropriate that EQR should realise cash from its investments. The Company holds 28.41% of the equity. However, the Company has made a full provision for these loans, totalling £20,000.
- During the year, a further loan of £5,000 was advanced to Goldcrest Resources plc ("GCRP") at 20% pa interest in order to assist GCRP in funding its necessary operational costs prior to an expected AIM listing. During the year £12,500 was repaid leaving £27,500 outstanding at the year end.
- In 2014 a loan of £20,000 was advanced to Guild Acquisitions plc ("Guild") at 12% pa interest to assist Guild in funding its necessary operational costs. However, a full provision for this loan has been made.

8. Current trade investments, at the lower of cost, market value or directors' valuation

	30 September 2015 £	30 September 2014 £
Cost		
At 30 September 2014	6,680,779	7,300,779
Additions at cost	40,000	10,000
Disposals	(1,113,004)	(630,000)
At 30 September 2015	5,607,775	6,680,779
Provisions		
At 30 September 2014	4,825,718	5,042,117
Released during the year	(1,079,131)	(692,060)
Provided during the year	828,092	475,661
At 30 September 2015	4,574,679	4,825,718
Net book amount		
At 30 September 2015	1,033,096	1,855,061
At 30 September 2014	1,855,061	2,258,662

The net book carrying values of the investments above were as follows:

Quoted on AIM	694,920	1,390,407
Quoted on ISDX	272,547	455,812
Quoted on foreign stock exchanges	708	8,842
Unquoted at Directors' valuation	64,921	-
	1,033,096	1,855,061

The market value of the trading portfolio was:

	30 September 2015 £	30 September 2014 £
Quoted on AIM	694,920	1,433,913
Quoted on ISDX	272,547	2,710,812
Quoted on foreign stock exchanges	708	8,842
Unquoted at Directors' valuation	64,921	-
	1,033,096	4,153,567

9. Trade investments

The Company has holdings in the companies described in the review of portfolio on pages 6 to 10.

Of these, the Company has holdings amounting to 20% or more of the issued share capital of the following companies:

Name	Country of incorporation	Class of shares held	Percentage of issued capital	Profit/(loss) for the last financial year	Capital and reserves at last balance sheet date	Accounting year end
Equity Resources plc – see note [1]	England & Wales	Ordinary	28.41%	£(31,327)	£4,723	31 May 2014
Nordic Energy plc – see note [2]	England & Wales	Ordinary	39.71%	£(186,672)	£628,364	31 May 2014
Treslow Limited – see note [3]	England & Wales	Ordinary	30.1%	-	-	30 April 2013
Guild Acquisitions plc – see note [4]	England & Wales	Ordinary	22.22%	£(65,043)	£181,101	31 Dec 2014

Note [1]: Equity Resources plc is considered to be an associated undertaking. Equity accounting has not been used as the Company does not prepare consolidated financial statements.

Note [2]: The Company has no representation on the Board of Directors of Nordic Energy plc (“Nordic”) nor does it exert significant influence in any other way. Accordingly, Nordic is not accounted for as an associate undertaking despite the holding being in excess of 20% of the issued share capital. The Company’s expectation is that its interest will be heavily diluted as Nordic develops its business for which it issues new equity.

Note [3]: During 2008, the Company agreed to support Treslow Limited through its pre IPO processes. The Company has no representation on the Board of Directors so it does not exert significant influence over Treslow Limited and so it is not considered to be an associated undertaking despite the holding being in excess of 20% of the issued share capital.

Note [4]: Guild Acquisitions plc is considered not to be an associated undertaking by virtue of its entirely separate management based in the Isle of Man; there is no common director.

Additionally, despite a shareholding of 3.56%, Greatland Gold plc is considered to be an associate undertaking due to the fact that the majority of directors are common to both companies. Equity accounting has not been used as the Company does not prepare consolidated financial statements.

The Company’s share of the gross assets of its Associates at 30 September 2015 is £122,159. The share of gross assets has been derived from the latest available financial information in respect of the Associates. The company’s share of the items making up the profit and loss account and cash flow statements of its Associates has not been disclosed as the numbers are not considered material.

10. Creditors

Amounts falling due within one year:

	30 September 2015 £	30 September 2014 £
Trade creditors	5,635	20,641
Social security and other taxes	-	931
Accruals	24,520	22,778
Loans	95,000	-
	125,155	44,350

A bank overdraft facility is secured by a charge over certain of the Company's investments having a market value at the balance sheet date of £400,000.

During the year the Company received a loan from a shareholder repayable in 12 months with an interest rate of 0% and with a conversion option at 3 pence per share.

11. Share capital

The authorised share capital of the Company and the called up and fully paid amounts were as follows:

	Number	Nominal £
Authorised		
As at 30 September 2015 and 30 September 2014, Ordinary shares of £0.01 each	250,000,000	2,500,000
Called up, allotted, issued and fully paid		
As at 30 September 2015 and 30 September 2014	39,417,259	394,173

Shares held in treasury

	30 September 2015	30 September 2014
Total number of shares held in treasury	2,300,000	2,300,000

12. Share options

The Company's share option scheme, established on 14 February 2005, expired on 31 January 2015. During the year ended 30 September 2015 no new options were granted and as at 30 September 2015 no options were outstanding as follows:

	At 30 September 2014	Expired during the year	At 30 September 2015	Exercise price	Date from which exercisable	Expiry date
R B Rowan	1,750,000	(1,750,000)	-	15 pence	14 February 2005	31 January 2015
A C R Scutt	350,000	(350,000)	-	15 pence	14 February 2005	31 January 2015
J Watkins	875,000	(875,000)	-	15 pence	14 February 2005	31 January 2015
	2,975,000	(2,975,000)	-			

13. Reserves

The movements on reserves during the year were as follows:

	Share premium account £	Profit and loss account £
As at 30 September 2014	2,118,396	(362,134)
Loss for the year	-	(964,136)
As at 30 September 2015	2,118,396	(1,326,270)

14. Movement on equity shareholders' funds

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Loss for the year and net decrease in shareholders' funds	(964,136)	(356,324)
Opening equity shareholders' funds	2,150,435	2,506,759
Equity reserve	5,000	-
Closing equity shareholders' funds	1,191,299	2,150,435

An equity reserve has been created representing the equity element of the convertible loan provided by a shareholder. Please refer to note 10 for the details of this loan.

15. Reconciliation of operating loss to operating cash flows

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
Operating loss	(973,462)	(358,799)
Amounts written off trade investments	749,671	220,101
Decrease/(increase) in debtors	45,144	(62,984)
Increase/(decrease) in creditors	80,805	(2,309)
Purchase of trade investments at cost	(40,000)	(10,000)
Profit on sale of investments	(11,598)	(66,500)
Disposals	123,892	260,000
Cash outflow before financing activities	(20,548)	(20,491)
Shares to be issued	5,000	-
Decrease in cash in the year	(20,548)	(20,491)

16. Analysis and reconciliation of net funds

	30 September 2014 £	Cash flow £	30 September 2015 £
Cash at bank	239,540	(11,222)	228,318
Net cash	239,540	(11,222)	228,318

	Year ended 30 September 2015 £	Year ended 30 September 2014 £
(Decrease) in cash in the year	(11,222)	(18,016)
Movement in funds in the year	(11,222)	(18,016)
Net cash at 1 October 2014	239,540	257,556
Net cash at 30 September 2015	228,318	239,540

17. Commitments

As at 30 September 2015 and 30 September 2014, the Company had no commitments other than for expenses incurred in the normal course of business.

18. Related party transactions

There were no related party transactions during the year other than those disclosed in notes 5 and 7 above.

19. Post balance sheet event

There are no reportable post balance sheet events.

20. Control

There is considered to be no controlling party.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Starvest plc (the "Company") will be held at the offices of **Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU on Thursday 10 December 2015 at 11.00 am** for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of resolutions 1 to 5 and as a special resolution in the case of resolution 6.

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

- 1 To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 September 2015.
- 2 To re-appoint Callum Newton Baxter, appointed during the year, who is offering himself for election.
- 3 To re-elect Anthony Charles Raby Scutt as a Director of the Company, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 4 To re-appoint Grant Thornton UK LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.

SPECIAL BUSINESS

- 5 That in substitution for all existing authorities under the following section to the extent unutilised, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot relevant securities (within the meaning of section 560) up to an aggregate nominal amount of £250,000. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the next Annual General Meeting of the Company and the date falling 15 months following the date of the Annual General Meeting being convened by this Notice. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

- 6 That in substitution for all existing authorities to the extent unutilised, the Directors, pursuant to Section 570 of the Act, be empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open

offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and

- (b) the allotment, other than pursuant to (a) above, of equity securities:
 - (i) arising from the exercise of options and warrants outstanding at the date of this resolution;
 - (ii) other than pursuant to (i) above, up to an aggregate nominal value of £250,000,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months following the date of the Annual General Meeting being convened by this Notice. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company. A form of proxy is provided.

This may be sent by facsimile transfer to 01252 719 232 or by mail using the reply paid card to:

The Company Secretary, Starvest plc
c/o Share Registrars Limited
Suite E, First Floor, 9 Lion and Lamb Yard
Farnham, Surrey GU9 7LL

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office:

55 Gower Street
London WC1E 6HQ

By order of the Board

John Watkins
Company Secretary

13 November 2015

Registered in England and Wales Number: 3981468

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

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 to exercise all or any of your rights to attend, speak and vote at the Meeting 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 the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting 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 Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. 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. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.

5. 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 Meeting.

Appointment of proxy using hard copy proxy form

6. 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 Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

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.

Appointment of proxy by joint members

7. 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

8. 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 Share Registrars Limited on 01252 821 390.

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

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods.

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to 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 Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

10. As at 31 October 2015, the Company's issued share capital comprised 39,417,259 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 31 October 2015 is 39,417,259.

Communications with the Company

11. Except as provided above, members who have general queries about the Meeting should telephone John Watkins on 01483 771992 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purpose other than those expressly stated.

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

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

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.

4. 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. To appoint more than one proxy please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 meeting.

6. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) before the time of the meeting.

7. In the case of a member which is a company, this 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.

8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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).

10. 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.

11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Design & Production by



haywoodsener.com



Starvest plc

67 Park Road, Woking,
Surrey, GU22 7DH

Telephone : 01483 771992

www.starvest.co.uk