KIBO MINING PLC

2015 ANNUAL REPORT AND ACCOUNTS

HIGHLIGHTS 2015

MBEYA COAL TO POWER (MCPP)

- Completion of Phase 1, Stage 2 (Mining Pre-Feasibility Study) of the mining component of the Integrated Bankable Feasibility Study (IBFS)
- Completion of Phase 2, Stage 1 (Feasibility Study) of the mining component of the IBFS
- Completion of a Financial Optimisation Study on the mining component of the MCPP
- Appointment of International power plant consultant, Tractebel Engineering to complete Phase 2, Stage 2 (Power Feasibility Study) on the power component of the IBFS
- Negotiation of a Joint Development Agreement ("JDA") with China based EPC contractor, SEPCO III, a major international power plant construction contractor
- Agreement on Memorandum of Understanding between the Company and TANESCO (Tanzania state owned electricity supply company) laying out the mutually agreed principles within which a Power Purchase Agreement for the MCPP will be negotiated

IMWEU PROJECT (GOLD)

- Completion of Phase 1, Stage 1 (Preliminary Economic Assessment) of the Definitive Mining Feasibility Study
- Commencement of Phase 1, Stage 2 (Pre-Feasibility Study) of the Definitive Mining Feasibility Study

HANETI PROJECT (NI-CU-PGM)

- Completion of independent geochemical interpretation report
- Completion of Independent geophysical interpretation report based on recently flown government survey data
- Enhancement of the project by identification of extension to Ni-Cu-PGM prospective rock formation and improved resolution of existing drill targets from new interpretation reports

MOROGORO (GOLD) AND PINEWOOD (URANIUM) PROJECTS

- Joint Ventures agreed which can see up to US$800,000 expenditure on each project over three years by JV partner to maintain a 50% interest.
- Re-commencement of exploration at Morogoro with laboratory submission of soil/pit sample batch in storage since 2012.
- Re-commencement of exploration at Pinewood with completion of updated independent report on Kibo's uranium licence portfolio in Tanzania

CONTENTS

EXPLORATION & DEVELOPMENT PROJECTS

Geotechnical Drilling, MCPP 2015


Lake Victoria
(GOLD)
Haneti
(NICKEL, PGE & GOLD)
Tanzania
Morogoro
(GOLD)
Mbeya
(COAL TO POWER)
Pinewood
(URANIUM, COAL)

Delegation from SEPCO III on site visit to MCPP April 2015

Chairman's Statement

Dear Shareholder,

2015, saw our Company achieve several important milestones that I believe lay the foundations for us to graduate as a mining company from our formative years in exploration. We have reached this critical stage despite another tough year for commodities and a depressed market for mining equities.

Kibo Mining's main achievements are:

- The near completion of definitive feasibility studies (DFS) on both the proposed coal mine and its dedicated power plant at our Mbeya Coal to Power Project (MCPP); and

- The completion of a Preliminary Economic Assessment on our Imweru gold project.

In parallel, we continued with exploration at Haneti, where the prospectivity for nickel, copper and platinum group metals was enhanced; and work commenced on our Morogoro gold and Pinewood uranium projects, with our joint venture partner, Metal Tiger plc.

Operational

The Mbeya Project has been at the centre of our development work, representing the key asset of the Company. There is little doubt that, with the shortages of electrical power in Tanzania, we can play a vital role in filling the gap, especially in the southern regions around the city of Mbeya. The value of this project will be crystallized on the completion of this work in mid 2016, but we are very encouraged by the interim work completed during 2015. In this we are supported by the finalization of the Joint Development Agreement with Sepco III announced in April 2015. This financially strong and experienced power plant developer lends substantial benefits once we advance to financial close and construction. We appointed Tractabel Engineering to undertake the DFS on the power plant component, which adds significant competency to the work being completed.

I would like to highlight that we retain a 100% equity interest in the Mbeya Project, in itself a major achievement in this difficult market. We are well placed to benefit from the development of the project and I believe we can look forward to considerable added value in the near future.

At Imweru, we have been working on estimating the value of the identified resources by the completion of a first stage economic assessment. It is clear there is the basis for a gold mine at this site, but further work will be required. Imweru provides a second project to move from exploration to development within our portfolio of projects. While we are concentrating on the MCPP, other options for advancing Imweru include joint venture, sale or partial sale.

Moving to our exploration projects, we have been prudent to maintain progress at minimal cost. At Haneti this has meant making full use of new geophysical data made available for purchase by the Tanzanian government. We combined this data with a thorough review of the geochemistry and were very pleased with the conclusions. The results obtained have enhanced the targets that require drill testing and also added new targets for assessment. In recent years a number of important nickel-rich mineralized zones have been discovered in rocks of similar age and we look forward to testing our targets in Haneti.

Elsewhere work has been modest on our other gold exploration licences in the Lake Victoria Goldfields. We have also rationalized our holdings, as licence fees themselves are a significant cost. At our Morogoro areas work was undertaken as part of the Metal Tiger joint venture, and also on our Pinewood uranium licences. All this work is early stage and will take time to develop.

Corporate

On the corporate front, Kibo completed two Placings during 2015, which raised a total of £2.25 million at prices of 5p and 6p respectively. There were problems with the first placing due to the broker being put into administration, but while this slightly impacted our cash flow during 2015, management coped effectively with the issue and it only slightly affected our planned operations and work schedule for the year. Subsequently we appointed Beaufort Securities Limited as our broker who successfully managed the Company's second placing in April 2015. During November 2015 and subsequent to year-end, a loan facility negotiated with Sanderson Capital Partners gives us the flexibility to manage completion of this Mbeya project studies in the most cost effective manner.

In summary, we have a pipeline of projects spanning coal, gold, base metals and uranium, at exploration through to pre-mining. Over the last three years Kibo has striven to establish a strong resource base while retaining its entrepreneurial opportunities. This has been a difficult task in the weak market for commodities, but I feel we have survived the worst to look with optimism at the future, indeed as soon as the coming year.

Finally, I wish to thank our CEO Louis Coetzee and his management team for their persistence and dedication while working within financial constraints. I am confident that we can look forward to more significant progress during 2016 and beyond on our flagship Mbeya Project as well as across all our commodity projects.

Christian Schaffalitzky
Chairman

Tractebel Engineering Site visit
to MCPP February 2016

Review of Activities

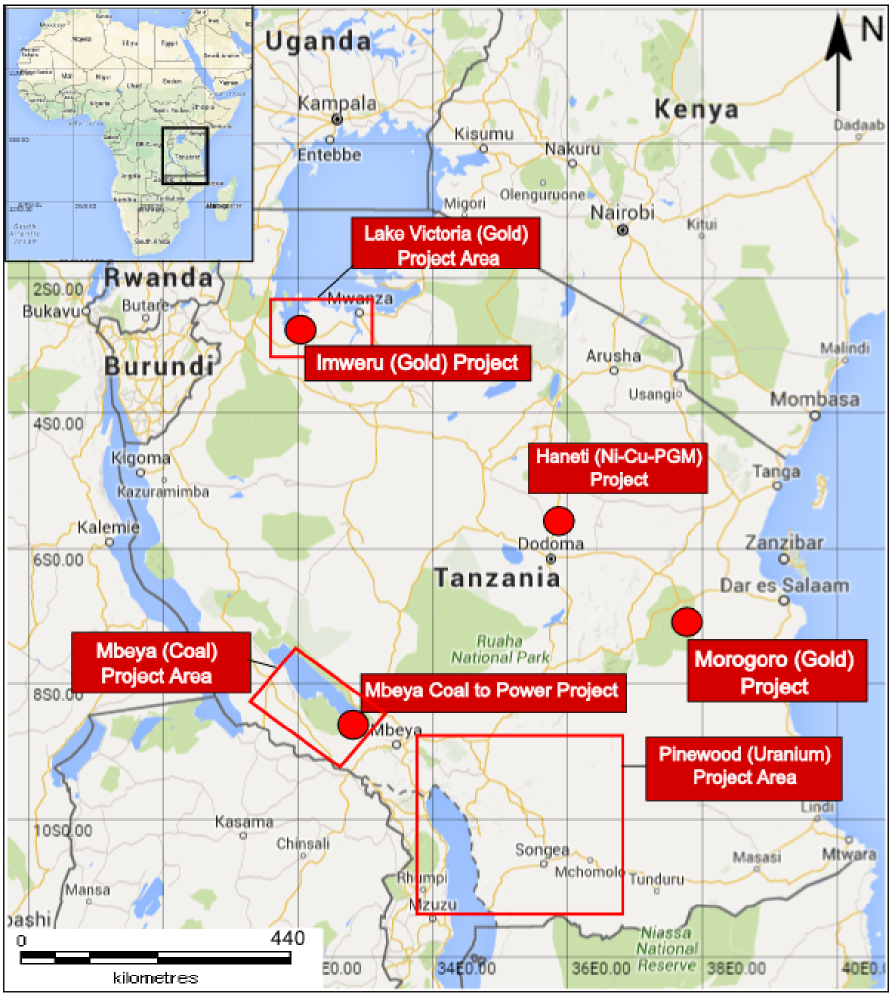
Introduction

An update of the principal activities carried out across the Company's project portfolio during 2015 is presented in the following sections. In addition to the activities discussed, Kibo continued to evaluate, prioritise and rationalise its large earlier stage tenement holdings in order to focus resources on those areas the Company believes offers the best opportunities for exploration success.

Mbeya Coal to Power Project (MCPP)

2015 saw further progress for the Company on completion of an Integrated Bankable Feasibility Study (IBFS) on the MCPP. The MCPP is the Company's flagship project located in southern Tanzania, 70 kilometres north of the regional town of Mbeya. Over the last couple of years Kibo has made steady progress towards developing this key component of Tanzania's developing energy infrastructure, which will address present and expanding electricity requirements. Kibo enjoys strong Government support for the project, which has already been included in the country's National Energy Strategy.

On the technical front, the major progress on the MCPP during 2015 was completion of the Pre-Feasibility Study ("PFS") and Phase 1 of the Definitive Feasibility Study ("DFS") for the mining component of the project. The PFS provided a more detailed level of study to the Concept Study completed towards the end of 2014 by



Regional Distribution of Kibo's Projects within Tanzania investigating in detail four mining options modelled from this earlier report. These options comprised different combinations of free dig mining, use of Surface Miner, crushing, no crushing, owner operated and contract mining. The results demonstrated further improved technical and financial parameters across all options as follows:

- Modified terrace mining method applicable with overburden stripping by free dig and coal seam mining using continuous surface miner eliminating the need for explosives;
- Processing limited to de-stoning of raw coal product with no washing required which significantly reduces environmental impact of run-off and associated environmental mitigation costs;
- River diversion shown not to be required with consequent lesser environmental impact on site area;
- Annual estimated coal revenues of approximately $48 million at all in cost margins of *49% to 62% generating profit margin of between US$24 million* to US$ 27 million;
- Capital Investment of US$38 million* to $73 million, NPVs of US$211* million to US$244 million (discount rate of 5.5%) and payback period of 2.6* to 3.65 years and;
- IRR of 54% for preferred option.

**These first figures refer to the preferred mining option selected from the four considered in the PFS.*

Following the positive outcomes of the Mining PFS, the Company immediately commenced the first phase of the Mining DFS. The major part of this comprised a geotechnical drill programme primarily designed to test ground conditions within and around the planned open pit location. The drill programme also doubled as a means to obtain coal samples for metallurgical testing to further characterise the coal properties to ensure they are appropriate to the power station design.

The results from the geotechnical drilling were announced in January 2016 and confirmed that the final pit slope angles modelled for the mine design are well within safety requirements and in fact provided a further opportunity to optimize pit design. The results of the metallurgical testing were also extremely positive and confirmed that the coal quality was well within technical specifications required by the power plant design, and suitable as a long-term fuel source to power the Mbeya Power Plant. Significantly the test results showed that the coal's ash and sulphur content was at similar levels to coal used for thermal power generation in Southern Africa, and suitable for treatment to keep sulphur dioxide emissions well within international emission standards. The drilling also provided additional data to assist with a re-statement of the Mbeya Coal Resource, and this re-statement has recently been published (April 2016). This has seen Increase in total Mineral Resource from 109.23 million tonnes (Mt) to 120.793 Mt representing a 10.42% increase over the previous Mineral Resource with 91% of the resource now in the Indicated and Measured categories.

Based on an integration of all feasibility study reports available to the end of the third quarter 2015, Kibo announced the results of a financial optimisation study on the mining component of the MCPP in October 2015. This work was completed in collaboration with its appointed mining DFS consultant Minxcon Projects. The following updated financial metrics based on the preferred surface miner contractor option with optimal gearing (70% debt/30% equity), mine life of 28 years and lending rate of LIBOR +5% for the project were obtained:

- Annual estimated coal sale revenues of US$48.4 million based on an annual coal production of 1.48 million tonnes;

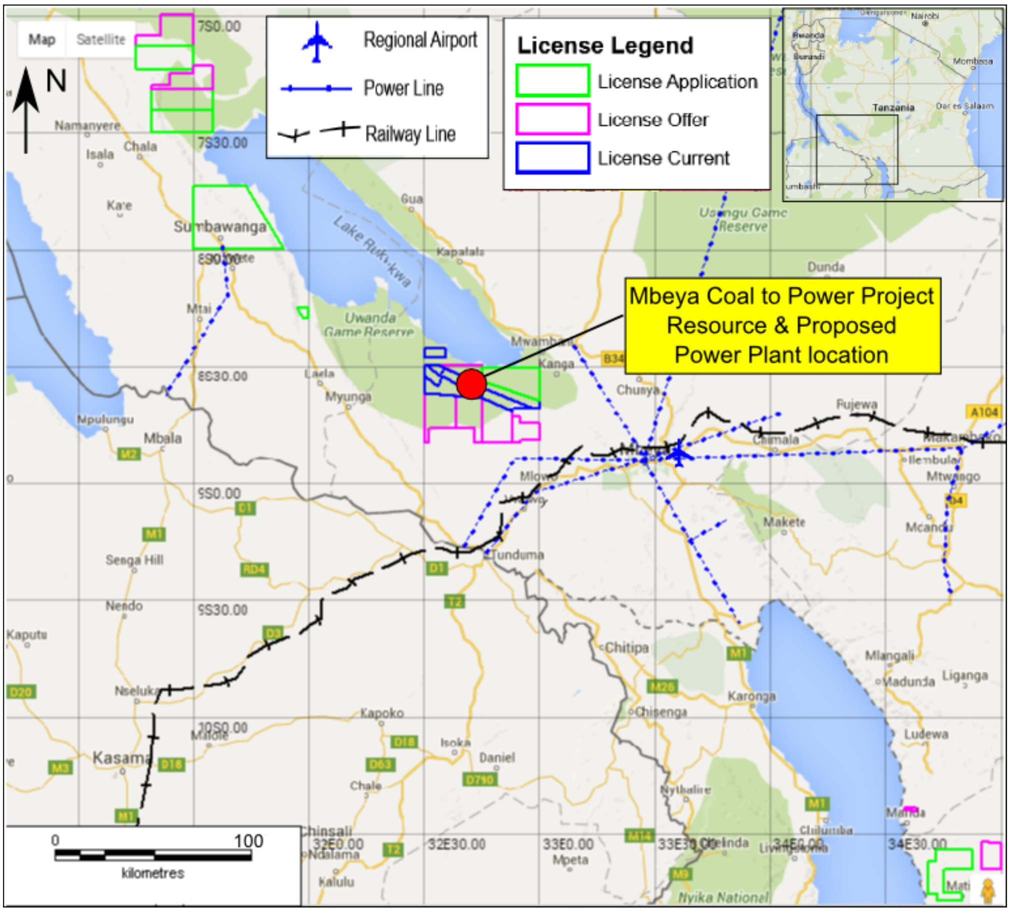
- All-in cost margin ranges from 47.9% to 48.1%. Applying the aforementioned all-in cost margin, Kibo interprets that annual earnings before interest and tax ("EBIT") of between US$ 23.5 million to US$ 23.6 million will be generated;
- Applying a real discount rate of 5.51%, the best estimated Net Present Value ("NPV") of free cash flow to equity ranges between US$ 214 million and US$ 219 million;
- Equity IRR (leveraged) range between 131% and 146%, with a Project IRR of 54%;
- Cash return on capital invested ranging between 726% and 732%; and
- Project Payback Period before loan of 2.6 years

The financial profile of the mining component of the MCPP summarised above shows improvement over previous estimates, and makes it an attractive option for project level loan financing at competitive rates, particularly given the high IRR and short payback period.

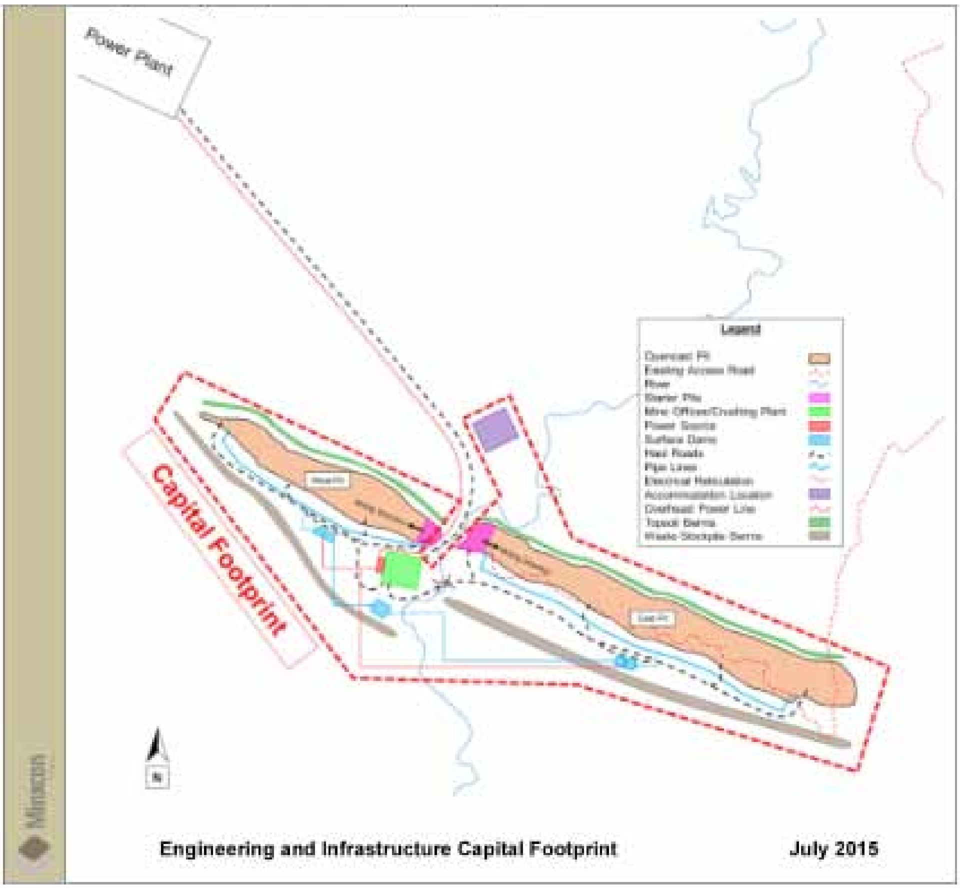
In April 2015 the Company announced a Joint Development Agreement ("JDA") with China based EPC contractor, SEPCO III, a major international power plant construction contractor. Under the terms of the JDA, SEPCO III will co-fund completion of the DFS during 2015 and have the option to participate as a minority equity holder and sole EPC contractor to the project during the follow-on construction phase which is scheduled to be completed by the end of 2019. This JDA which was finalised in July 2015 represents a strong independent endorsement of the MCPP as an attractive energy investment by a major global player in the thermal coal plant construction field.

In conjunction with advancing the mining component of the MCPP DFS, the Company has also made significant progress on the power plant component during 2015 following the completion of a power PFS study in late 2014. In late 2015, Kibo announced the appointment of Tractebel Engineering ("Tractebel"), a Europe based international engineering services company (part of Engie Group) to conduct the power PFS following a tender process. The commercial arrangement negotiated with Tractebel allows Kibo to defer the majority of fees to a staged schedule starting when the PFS is complete and ending when the MCPP reaches financial close.

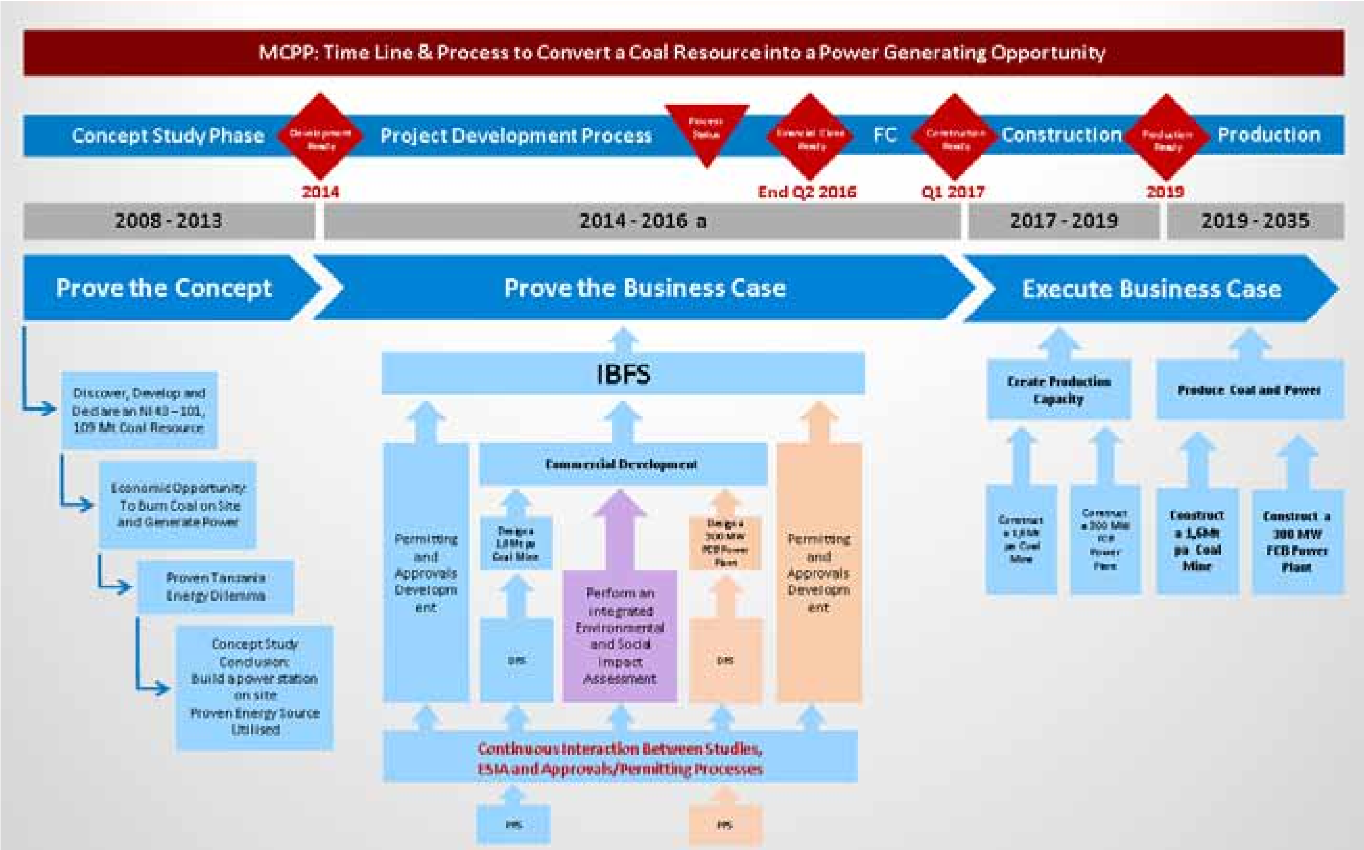
Another important preparatory work stream for input to the MCPP IBFS during 2015 has been on-going negotiations with relevant Tanzanian Government Departments and Utilities on the framework and terms of reference under which a Power Purchase Agreement and Grid Connection Agreement will be concluded. A noteworthy development in this regard was the announcement of a Memorandum of Understanding ("MOU") between the Company and TANESCO (Tanzania's state owned electricity supply company) in January 2016. This MOU lays out the mutually agreed principles within which a Power Purchase Agreement ("PPA") for the MCPP will be negotiated. The mutually agreed PPA will form a key input for both the power DFS and the final IBFS in determining the commercial framework under which the linked mine and power plant will operate. This MOU was followed by a recent meeting between Kibo management and Tanzania's Minister of Energy & Minerals which senior representatives from key parastatal stakeholders (TANESCO, National Development Corporation and State Mining Corporation) in the project also attended. The Minister reiterated his support for the MCPP as an important part of the Government's strategy to address the country's power deficit and instructed all attendees to work pro-actively with Kibo to advance the project.



Location of MCPP. Regional Infrastructure and Kibo tenement status at 31 December 2015



MCPP Capital Footprint for Mine Development with location of Power Plant shown in top left hand corner (taken from MCPP Mine Feasibility Report, 2015)



MCPP Integrated Bankable Feasibility Study Process Timeline & Description


Surface Coal Mining: Selected mining method for RCPP

Review of Activities

Lake Victoria Project

Imweru

The Company's JORC-compliant Imweru Mineral Resource (15.0 million tonnes at 1.14 g/t gold at a 0.4 g/t cut-off (c.550,000 oz. gold)) is located in northern Tanzania at the western side of the Geita Greenstone Belt within the gold prolific Lake Victoria gold field. A successful drilling programme implemented in late 2013 followed by positive economic assessment reports in 2014 established that Imweru holds sufficient resource to support a gold mine development with upside potential to increase the existing resource base. Based on these results the Company embarked on a Definitive Mining Feasibility Study (DMFS) in October 2014 with the appointment of Minxcon Projects as lead consultant. The results from the first phase report of the DMFS, a Preliminary Economic Assessment (PEA) were released in early 2015 and they established a robust economic basis on which to continue with the studies. The study established that the initial Mineral Resource could sustain a Life of Mine of 7-10 years with sufficient potential to expand the resource and extend the mine life by a further 6 years.

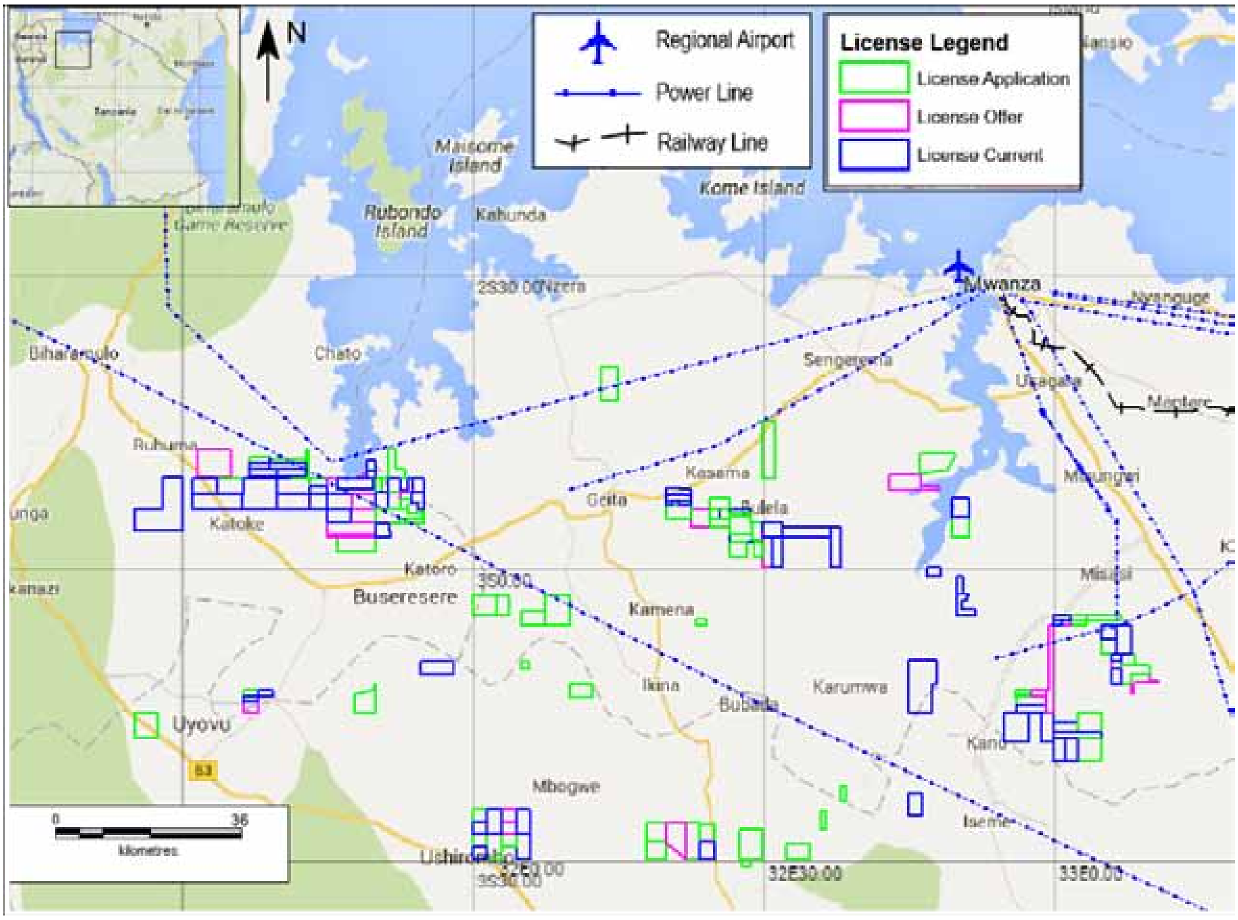
Since completion of the PEA on Imweru , the gold price continued to decline throughout 2015, with weakening of investor sentiment towards the metal. In view of this Kibo has proceeded cautiously on completing a full Pre-Feasibility Study (stage 1 of the DMFS) at Imweru. Following a field assessment of the project by Minxcon in April 2015, further desktop studies are continuing on technical, financial and operational modelling of the project exploring both owner occupied and contract mining options for the resource. These studies are providing important inputs to the PFS, completion of which will be fast-tracked when appropriate.

The studies underway also provide the Company with key commercial data, allowing it to negotiate confidently with potential joint venture partners, and it continues to actively pursue possibilities in this regard.

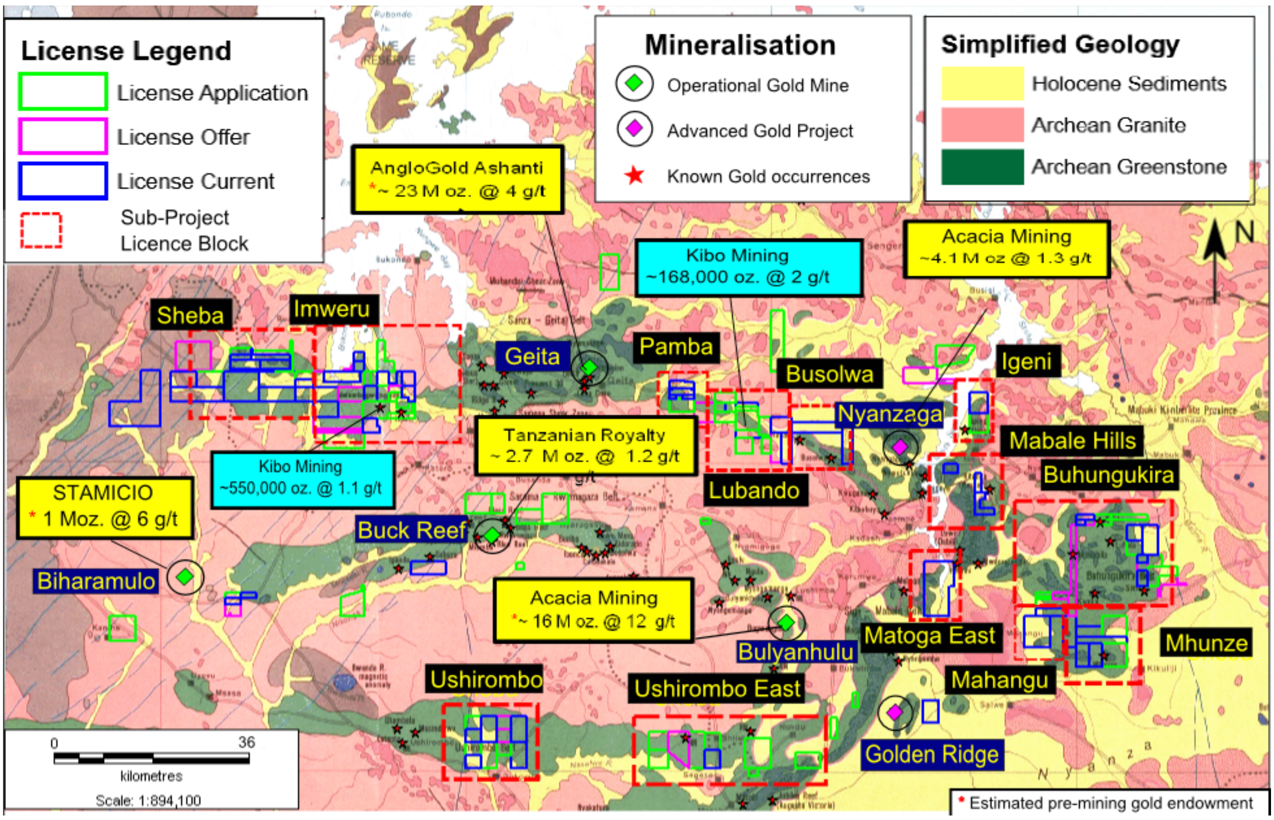
Other Lake Victoria Projects

In addition to Imweru, Kibo holds a geographically diverse portfolio of earlier stage gold licences and applications all located within or adjacent to gold productive greenstone belts within the Lake Victoria Gold (LVG) project. The more advanced of these projects include Lubando, on which there already exists a NI 43-101 compliant gold Mineral Resource of 2,593,710 tonnes at 2 g/t, 0.5 g/t cut-off (168,300 oz.) together with Sheba, Pamba, Busolwa and Mhangu where drilling targets have already been defined from historical exploration carried out both by Kibo and previous operators. Fieldwork on these areas has been largely suspended since 2013 as resources were directed to Imweru and Mbeya.

Towards the end of 2015 a further geological assessment and proposed rationalisation of the whole Lake Victoria portfolio was undertaken This will result in the relinquishment of a number of early stage tenements that are not part of the Company's core project areas noted above. The rationalisation currently underway will result in a 9% reduction in the LVG tenement area, saving tenement fees and allowing the Company to focus resources on its priority gold projects in this region. Further exploration on these remaining priority areas during 2016/2017 will be contingent on funding becoming available through successful negotiation of joint ventures on them as the Company's budget priority will be the MCPP in the short term.



Location of the Lake Victoria Project, regional infrastructure and Kibo tenement status at 31 December 2015



Lake Victoria Project showing Kibo sub-projects, regional geology and gold mineralisation in the region

Review of Activities

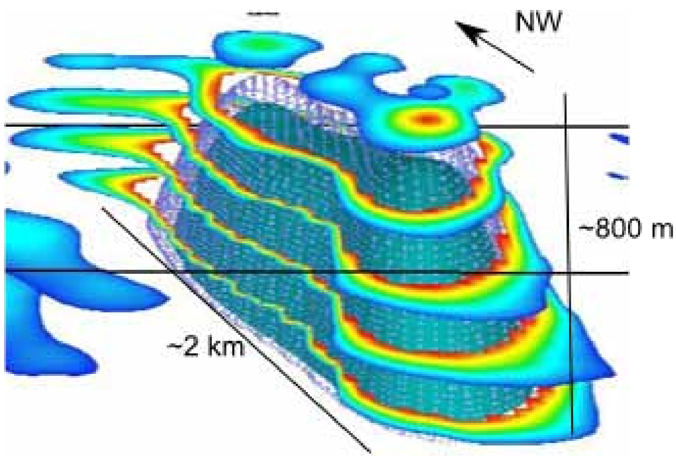
Haneti Project

During 2015, Kibo completed desktop based geochemical and geophysical interpretation studies in conjunction with independent consultants on its Haneti Ni-Cu-PGM project in order to further enhance the Ni-Cu-PGM prospectivity of the area. These followed extensive early stage exploration work in 2013 and 2014 which confirmed two high priority Ni-Cu-PGM drill targets at the Mwaka Hill and Mihanza Hill prospects. Haneti also demonstrates potential for pegmatite hosted lithium-niobium-tantalum mineralisation and mesothermal shear/vein hosted gold mineralisation associated with the gold prospective Londoni-Hombolo-Mosangani) corridor along the south western edge of the project.

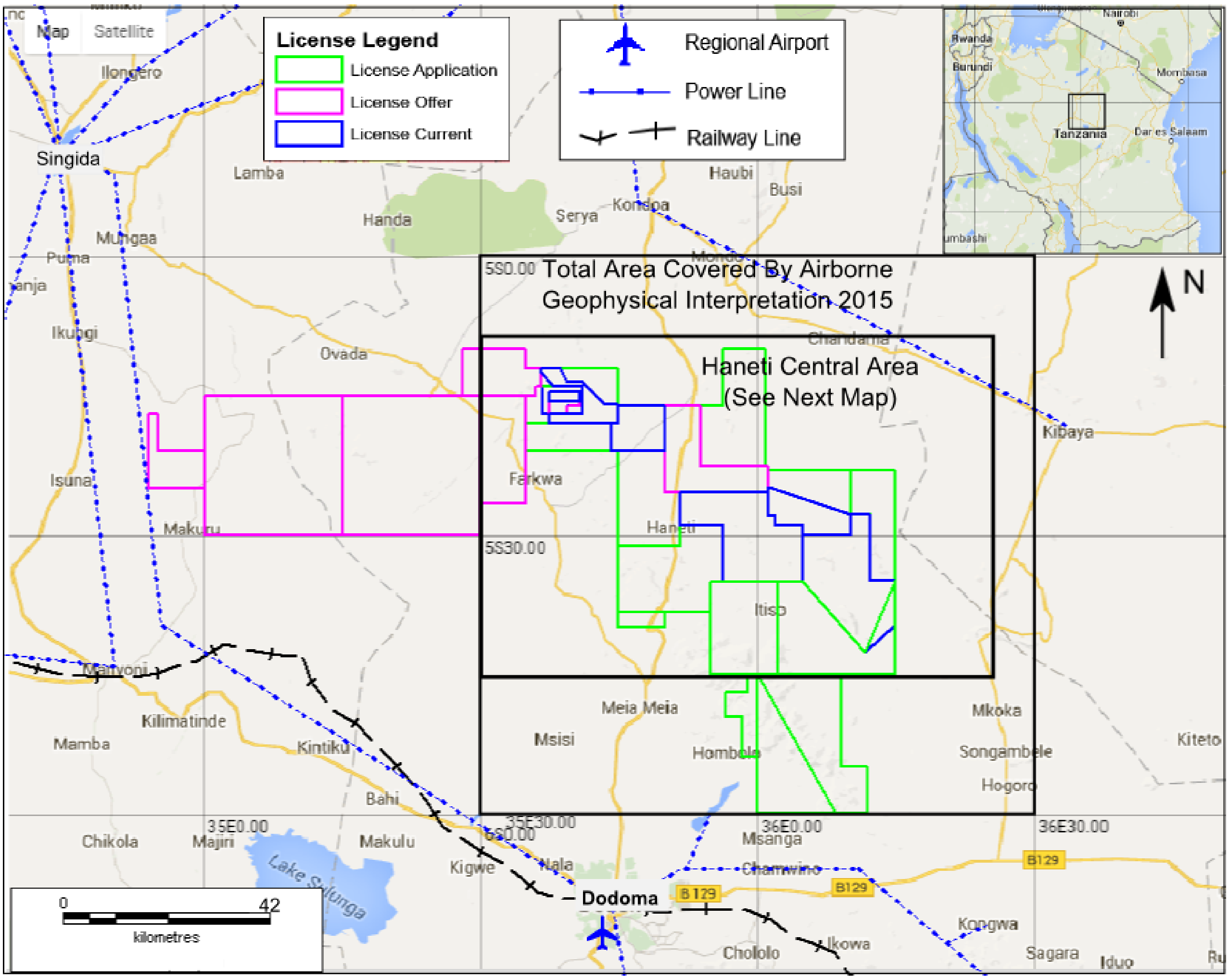
In January 2015, the results of a geochemical interpretation study by Perth based consultant geochemists Geoservices Pty Ltd confirmed that the Mihanza Hill geochemical anomaly demonstrates the characteristics of a "chonolith intrusion" type geological setting and has a geochemical signature compatible with what may be expected over a significant magmatic Ni-Cu sulphide source. The study made recommendations for near-term drilling at Mihanza in particular, but also for extension and infill of soil & rock sampling over the remaining target areas to generate new drill targets similar to Mihanza.

In June 2015, Kibo announced the results of an independent geophysical interpretation study at Haneti using magnetic, gravity and radiometric data from recently flown Tanzanian airborne geophysical surveys. Processing and interpretation of the data was undertaken by Perth based Western Geophysics (Pty) Limited who have extensive international and African experience in the geophysical targeting of Ni-Cu-PGM style mineralisation. The results further resolved and significantly extended the Haneti-Itiso Ultramafic Complex (the Ni-Cu-PGM prospective geological unit within the project). The results (magnetic modelling) also demonstrated the Mihanza Hill target extends to 800m, in depth with increasing magnetic susceptibility. This result indicates the potential for a significant volume of nickel prospective ultramafic rock at this location alone. These geophysical results have provided the Company with an improved understanding of the geology of Haneti, which will greatly assist with identifying areas for detailed follow-up work and drill target generation. They have also provided a basis on which further rationalisation and consolidation of the project can be confidently undertaken, and this is also in progress.

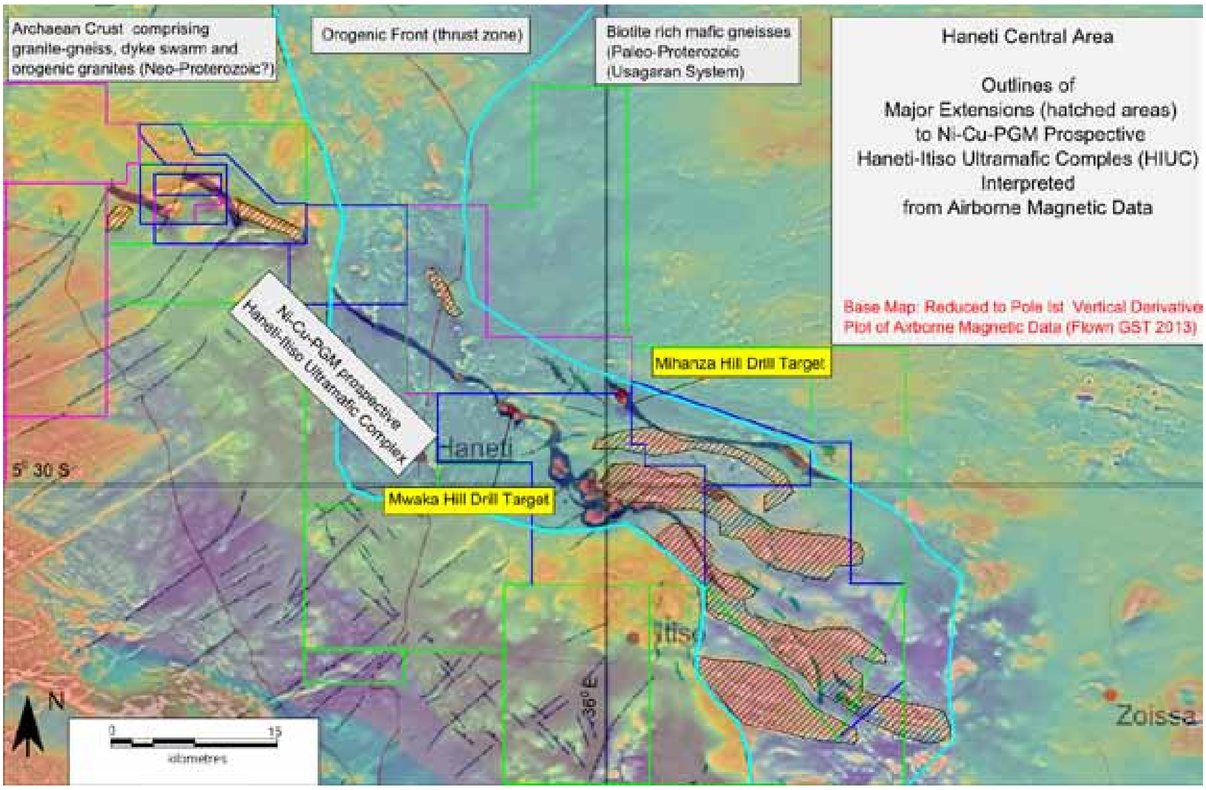
While Kibo had intended to resume field exploration at Haneti during 2015 with an initial drill programme, the continuing challenge of prioritising and allocating funding in the current environment necessitated postponement of this work in favour of the MCPP.



Mihanza 3D Inversion Model of magnetic susceptibility in perspective view. Magnetic susceptibility increases with depth. For location see 2nd map over



Location of the Haneti Project, regional Infrastructure and Kibo tenement status at 31 December 2015



Haneti Central Area showing mapped HIUC outcrops (solid purple ribbon shaped areas) and major interpreted extensions (hatched areas) from high resolution aerial geophysics

Review of Activities

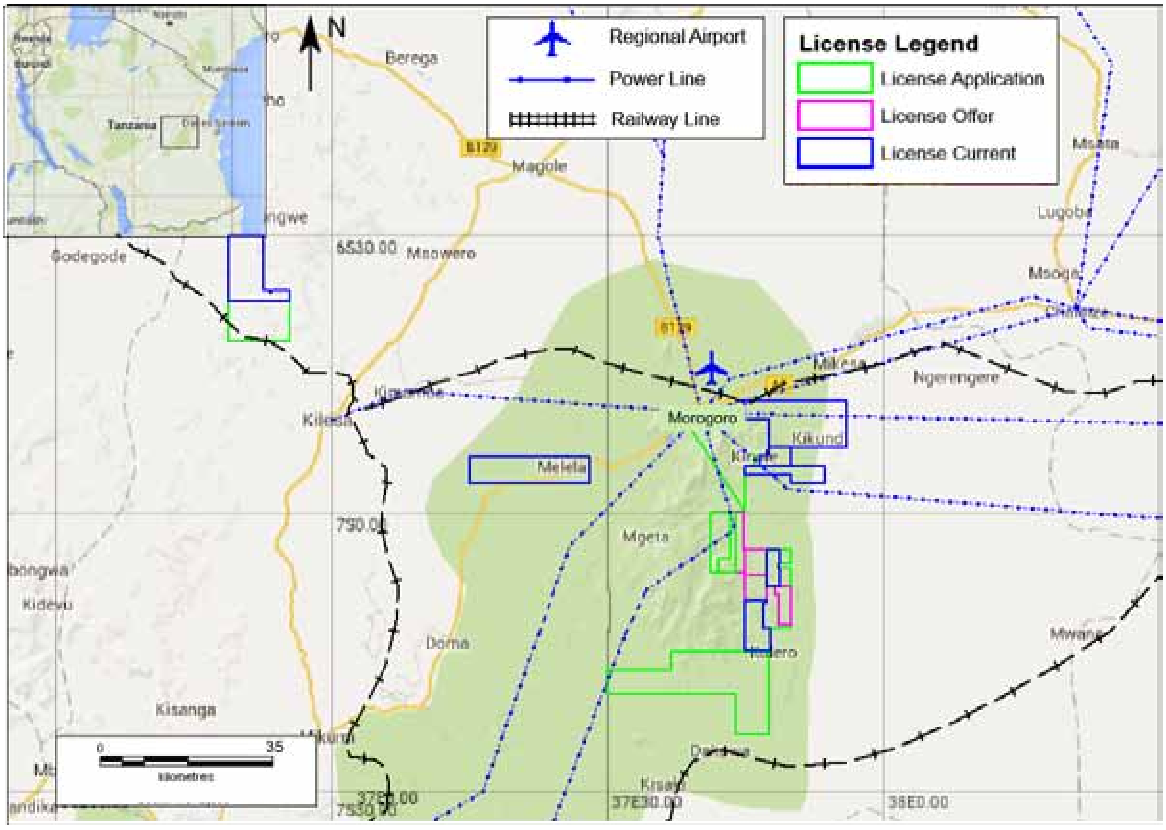
Gold Artisanal Mining Camp (Udovelo) on Ruvu Nappe (principal geological structure associated with gold mineralisation on the Morogoro Project)

Morogoro Gold and Pinewood Uranium Projects

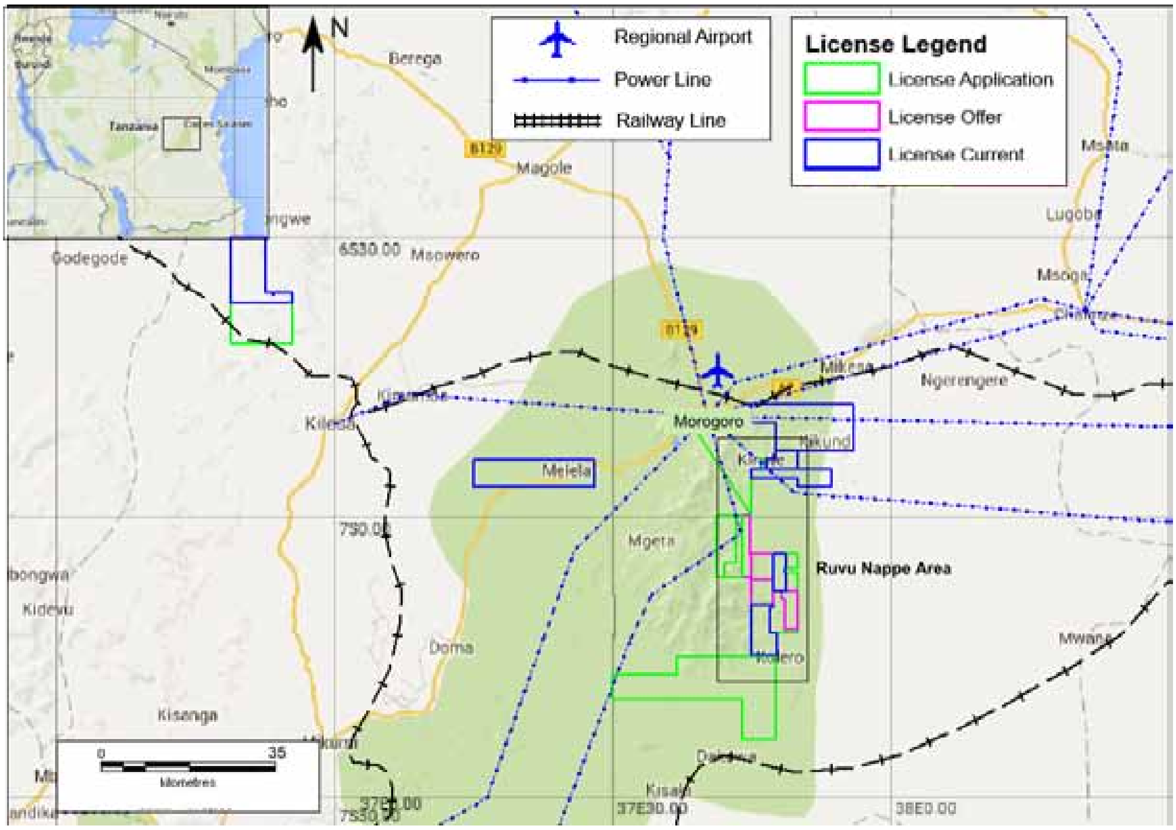
These projects, located in central and southern Tanzania respectively, while at a relatively early stage of development, provide further geographic and commodity diversification to Kibo's overall portfolio. The Company resumed exploration on both projects during 2015, albeit cautiously following suspension of exploration during the previous two years as resources were directed towards development projects. The resumption of exploration was enabled by the successful conclusion of joint venture agreements in early 2015 on the projects with AIM-listed Metal Tiger Plc (Metal Tiger). Under the terms of the joint ventures, Metal Tiger were granted a 50% equity interest in the projects to be maintained by combined licence maintenance and exploration of expenditure of US$800,000 over a period of 3 years for each project. A minimum expenditure of US$300,000 but less than US$800,000 would see Metal Tiger's interest in a project revert to a 10% free carried interest, while any expenditure by Metal Tiger less than US$300,000 would see Kibo regain a 100% interest in the project. Metal Tiger also made an equity investment in Kibo coinciding with the signing of the joint venture on Pinewood and were also granted Kibo warrants with three year terms under the joint venture terms for both Pinewood and Morogoro.

Initial work at Morogoro during 2015 comprised a comprehensive review of the historic work on the project by the JV partners in order to plan the most technically appropriate and cost effective programme for the project. To assist with this review, the JV submitted 229 soil and pit samples from the project that had been acquired during the 2012 programme for laboratory analysis. These samples had been in storage since 2012 as funding constraints at that time meant that they were not immediately analysed. The results from these samples have enabled the JV to consider the entirety of the results from the historic exploration programme to more accurately plan the next phase of exploration.

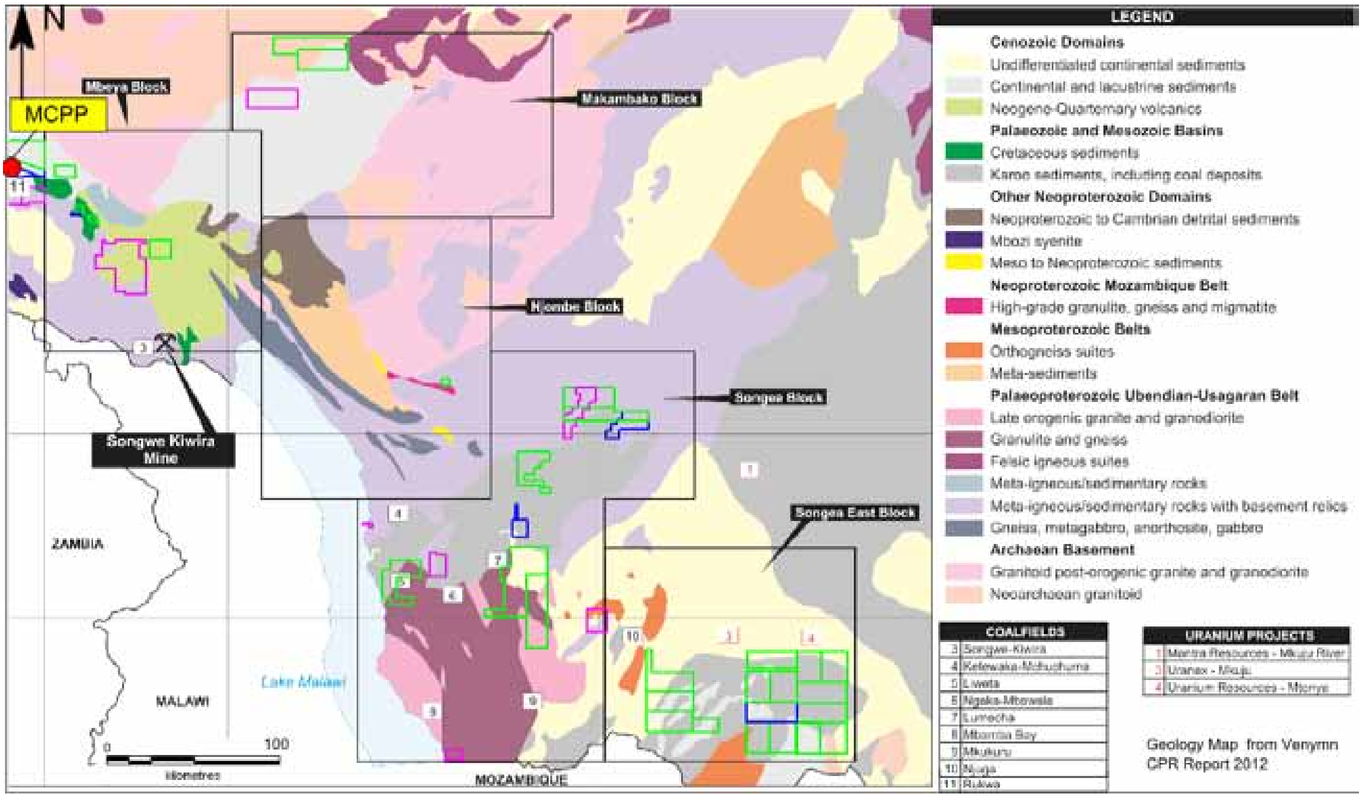
Similar to Morogoro, the resumption of work on Pinewood during 2015 comprised re-evaluation of the project, particularly given anticipated improved market dynamics for uranium reflected in modest demand and price rises during 2015. The Company's first action in this regard was to commission a revision and update of an independent report on its Pinewood portfolio originally prepared in 2009. The updated Report provided the joint venture with a full understanding of the current status of uranium exploration in Tanzania, guidance in the prioritisation of tenements and help with the design of cost effective exploration programmes to maximise chances of exploration success. The report also provided guidance to the Company in the identification of other uranium acquisition opportunities in Tanzania and elsewhere. Unfortunately, the slight uplift in the uranium market witnessed in 2015 appears to have reversed in 2016 and the Company with its JV Partner will continue to monitor the market in order to inform its exploration strategy at Pinewood.



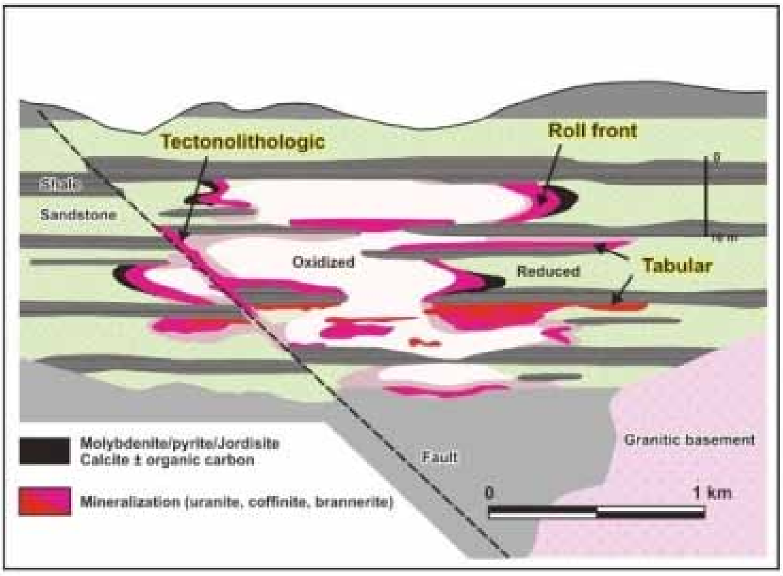
Location of the Morogoro JV Project, regional Infrastructure and JV tenement status at 31 December 2015



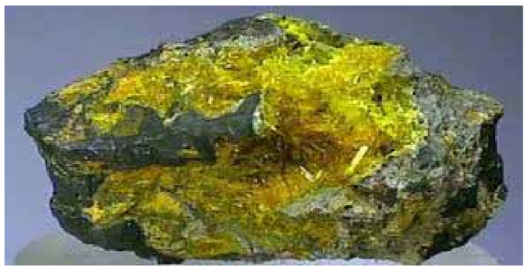
Location of the Pinewood JV Project, regional Infrastructure and JV tenement status at 31 December 2015



Geology of SW Tanzania showing uranium & coal prospective Karoo basins (grey ornament), Pinewood Project tenements, coal fields and uranium projects



Geological Model for Roll Front type Uranium deposits for which Kibo's Pinewood Project shows discovery potential (from Kibo Pinewood Report 2015 – B. Peppler)



Uranium mineralisation

ANNUAL FINANCIAL STATEMENTS

KIBO MINING PLC
ANNUAL FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31 DECEMBER 2015

2015

ANNUAL FINANCIAL STATEMENTS

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COPORATE DIRECTORY

DIRECTORS:	Christian Schaffalitzky	Chairman (Non-Executive)
	Louis Coetzee	Chief Executive Officer (Executive)
	Noel O'Keeffe	Technical Director (Executive)
	Andreas Lianos	Chief Financial Officer (Executive)
	Lukas Maree	Non-Executive Director
	Wenzel Kerremans	Non-Executive Director

COMPANY SECRETARY: Noel O'Keeffe

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UK PUBLIC RELATIONS:	Bell Pottinger Holborn Gate 330 High Holborn London WCIV 7QD
WEBSITE:	www.kibomining.com
DATE OF INCORPORATION:	17 January 2008
REGISTERED NUMBER:	451931

DIRECTORS' REPORT

The Board of Directors present their Annual Report together with the audited annual financial statements for the year ended 31 December 2015 of Kibo Mining Plc ("the Company") and its subsidiaries (collectively "the Group").

The Board comprises a Non-Executive Chairman, three Executive Directors and two Non-Executive Directors. As the Company evolves, the Board will be reviewed and expanded if necessary to ensure appropriate expertise is in place at all times to support its business activities.

The Board is responsible for formulating, reviewing and approving the Company's strategy, budgets, major items of capital expenditure and acquisitions. An agenda and all supporting documentation is circulated to all Directors before each Board Meeting. Open and timely access to all information is provided to all Directors to enable them to bring independent judgement on issues affecting the Company and facilitate them in discharging their duties.

At the end of the financial year, and at the date of this report, the board of Directors comprised:

Christian Schaffalitzky - Chairman (Non-Executive)
Louis Coetzee - Chief Executive Officer (Executive)
Andreas Lianos - Chief Financial Officer (Executive)
Noel O'Keeffe - Technical Director (Executive)
Lukas Maree (Non-Executive Director)
Wenzel Kerremans (Non-Executive Director)

Christian Schaffalitzky, BA (Mod), FIMMM, PGeo, CEng, Age 62 – Chairman (Non-Executive)
Christian Schaffalitzky has over 40 years' experience in mineral exploration. He is currently managing director of Eurasia Mining plc, an AIM company developing platinum projects in Russia. From 1984-1992 he founded and managed the international minerals consultancy CSA now CSA Global Pty Ltd. He was also a founder of Ivernia West Plc where he led the exploration team and was instrumental in the discovery and development of the Lisheen zince deposit in Ireland. More recently, he was managing Director of Ennex International Plc an Irish quoted mineral exploration Company, focused on zinc development projects. He has also been engaged in precious and base metal mineral exploration and development in the former Soviet Union and until recently an independent director on the boards of Russian companies, Raspadskaya Coal Company and Chelyabinsk Zinc.

Louis Coetzee, BA, MBA, Age 52 – Chief Executive Officer (Executive)
Louis Coetzee has 25 years' experience in business development, promotion and financing in both the public and private sector. In recent years he has concentrated on the exploration and mining arena where he has founded, promoted and developed a number of junior mineral exploration companies based mainly on Tanzanian assets. Louis has tertiary qualifications in law and languages, project management, supply chain management and a MBA from Bond University (Australia) specialising in entrepreneurship and business planning and strategy. He has worked in various project management and business development roles mostly in the mining industry throughout his career. Between 2007 and 2009, he held the position of Vice-President, Business Development with Canadian listed Great Basin Gold (TSX: CBG).

Noel O'Keeffe, BSc (Hons), Geology, MBA, Age 52 – Technical Director (Executive) and Company Secretary
Noel O'Keeffe has over 30 years' experience in mineral exploration and has worked on a variety of base metal and gold projects in Ireland, Canada, Australia and Africa. Prior to co-founding Kibo in 2008 he worked as a quality co-ordinator with Boston Scientific (Ireland) Ltd, a multinational medical device Company. He also worked part-time for Irish geological services Group, Aurum Exploration Ltd during 2003 and early 2004. During the mid-nineties he was exploration manager with Ormonde Mining Plc in Tanzania, a Company currently listed on the Irish Stock Exchange and on AIM. Previously Noel was a senior geological consultant with BDA Consultants Limited and worked on both government and private sector contracts. Earlier in his career, Noel worked as a geologist for Burmin Exploration and Development Plc and for its Canadian and Australian subsidiaries.

Lukas Marthinus Maree, BLC, LLB, Age 54 - (Non-Executive)
Lukas Maree is a lawyer by profession. He has served on the boards of a number of public companies including Goldsource Mines Limited, Africo Resources Limited and Diamondworks Limited that have made significant successful investments in exploration projects in Africa and North America, and has more recently served as the CEO of private investment companies Rusaf Gold Limited and Mzuri Capital Group Limited, both of which have successfully developed and sold mineral projects in Russia and Tanzania in the last seven years. He was also a founder principal of River Group, Designated Advisors to the Listing of Kibo on the JSE, and was responsible for its Canadian office until his retirement from the Group in 2013 to pursue personal interests.

Wenzel Kerremans, B.Proc, LLB, LLM, Adv. Dip. Age 58 - (Non-Executive)
Wenzel Kerremans is a lawyer by profession with over 25 years international legal experience in mining, banking, project finance and international tax, advising clients who have invested in exploration and mining projects in Africa. He has also originated and successfully sold Veremo Holdings Limited a billion ton titaneferous magnetite exploration project for the production of iron and titanium slag. Wenzel is also the principal and director of a gold, graphite and coal exploration project in Africa.

Andreas (Andrew) Lianos, CA, ACMA, Age 51 – Chief Financial Officer (Executive)
Andrew is a chartered accountant (CA (SA)), certified management accountant (ACMA), certified internal auditor (CIA) and JSE qualified executive who started his professional career in 1989 with Grant Thornton International. Andrew entered the corporate finance industry in 1994 by joining Deloitte & Touche Corporate Finance. In 1996 he joined Smith Borkum Hare/Merrill Lynch Corporate Finance, and was part of the team that founded Labyrinth Corporate Finance during 1997. He has substantial transaction experience in the resources, food- and leisure industries. Andrew has served on the boards of a number of private and public companies. Andrew co-founded the River Group, Kibo's JSE Designated and Corporate Advisor and is a director of River Capital Partners Ltd. He is also currently a director of Boudica Trust Co Limited (trading as Boudica Group). Andrew has been involved in a number of successful cross-border restructurings and resource transactions in Canada, the Central African Republic, Sierra Leone, Angola, Zambia, Zimbabwe, Tanzania and South Africa.

Review of Business Developments
As set out in the Chairman's Report and review of activities, as well as continuing with its exploration program, the Company continued to decreased its exploration ground holdings in Tanzania during the period, and furthered the development of its feasibility studies toward mining of the identifiable viable resources.

Principal Risks and Uncertainties
The realisation of exploration and evaluation assets is dependent on the discovery and successful development of economic mineral reserves and is subject to a number of significant potential risks summarised as follows:

- Commodity price fluctuations;
- Foreign exchange risks;
- Uncertainties over development and operational costs;
- Political and legal risks, including arrangements with governments for licences, profit sharing and taxation;
- Currency exchange fluctuations and restrictions;
- Foreign investment risks including increases in taxes, royalties and renegotiation of contracts; and
- Liquidity risks.

Financial instrument risk
The Company and Group are exposed to risks arising from financial instruments held. These are discussed in Note 22 to the Annual Financial Statements.

Strategic risk
Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will acquire any interest in additional operations that would yield reserves or result in commercial mining operations. The Company expects to undertake sufficient due diligence where warranted to help ensure opportunities are subjected to proper evaluation.

Commercial risk
The mining industry is competitive and there is no assurance that, even if commercial quantities of minerals are discovered, a profitable market will exist for the sale of such minerals. There can be no assurance that the quality of the minerals will be such that the Company properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Mineral prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. Ultimately, the Company expects that prior to a development decision; a project could be the subject of a feasibility analysis to ensure there exists an appropriate level of confidence in its economic viability.

Funding risk
In the past the Company has raised funds via equity contributions from new and existing shareholders, thereby ensuring the Company remains a going concern until such time that revenues are earned through the sale or development and mining of a mineral deposit. There can be no assurance that such funds will continue to be available on reasonable terms, or at all in future. The Directors regularly review cash flow requirements to ensure the Company can meet financial obligations as and when they fall due.

Operational risk
Mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding, dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact any future production throughout. Although it is intended to take adequate precautions to minimise risk, there is a possibility of a material adverse impact on the Company's operations and its financial results. The Company will develop and maintain policies appropriate to the stage of development of its various projects.

Staffing and Key Personnel Risks
Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition. Staff are encouraged to discuss with management, matters of interest to the employees and subjects affecting day-to-day operations of the Company.

Speculative Nature of Mineral Exploration and Development
In addition to the above there can be no assurance that the current exploration program will result in profitable mining operations.

The recoverability of the carrying value of exploration and evaluation assets is dependent on the successful discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in market conditions could require material write downs of the carrying value of the Company's assets.

Development of the Company's mineral exploration properties is, amongst others, contingent upon obtaining satisfactory exploration results and securing additional adequate funding. Mineral exploration and development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. The degree of risk reduces substantially when a Company's properties move from the exploration phase to the development phase.

The discovery of mineral deposits is dependent upon a number of factors including the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit, once discovered, is also dependent upon a number of factors, including the size, grade and proximity to infrastructure, metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. In addition, several years can elapse from the initial phase of drilling until commercial operations are commenced.

Political Stability
The Company is conducting its activities in Tanzania. The Directors believe that the Government of Tanzania supports the development of natural resources by foreign investors and actively monitor the situation. However, there is no assurance that future political and economic conditions in Tanzania will not result in the Government of Tanzania adopting different policies regarding foreign development and ownership of mineral resources. Any changes in policy affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, may affect the Company's ability to develop the projects.

Uninsurable Risks
The Company may become subject to liability for accidents, pollution and other hazards against which it cannot insure or against which it may elect not to insure because of prohibitive premium costs or for other reasons, such as amounts which exceed policy limits.

Results
The result for the year after providing for depreciation, impairments and taxation amounted to a profit of £177,162 for the year ended (31 December 2014: Profit £2,125,004).

Post Statement of Financial Position events
There have been no material post reporting date events other than those stated in Note 23 to these consolidated annual financial statements.

Directors Interests
The interests of the Directors and Company Secretary (held directly and indirectly), who held office at the date of approval of the financial statements, in the share capital of the Company are as follows:

Ordinary Shares (held directly and indirectly)

	13/06/2016	31/12/15	31/12/14
Directors & Secretary			
Christian Schaffalitzky	2,119,842	2,119,842	1,859,842
Noel O'Keeffe	2,291,447	2,291,447	2,291,447
Louis Coetzee	6,765,996	6,765,996	6,765,996
Lukas Maree	2,934,200	2,934,200	2,734,200
Wenzel Kerremans	376,241	376,241	176,241
Andreas Lianos	6,288,633	6,288,633	6,288,633

Share Options (held directly and indirectly)

	13/06/2016	31/12/2015	31/12/14
Directors & Secretary			
Christian Schaffalitzky	700,000	700,000	100,000
Louis Coetzee	2,200,000	2,200,000	100,000
Noel O'Keeffe	2,000,000	2,000,000	100,000
Lukas Maree	700,000	700,000	100,000
Wenzel Kerremans	700,000	700 000	100,000
Andreas Lianos	2,000,000	2,000,000	-

The above share options in issue are exercisable at a price of £0.050 at any time up to 01 June 2018.

For further detail surrounding the ordinary shares and share options in issue, refer to Note 15 and 16 of the annual financial statements.

Transactions Involving Directors
There have been no contracts or arrangements of significance during the period in which Directors of the Company, or their related parties, were interested other than as disclosed in Note 21 to the annual financial statements.

Directors meetings
The Company held 14 (fourteen) Board meetings during the reporting period and the number of meetings attended by each of the Directors of the Company during the year to 31 December 2015 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky	Chairman	12	14
Louis Coetzee	Chief Executive Officer	14	14
Andreas Lianos	Chief Financial Officer	13	14
Noel O'Keeffe	Technical Director	14	14
Lukas Maree	Non-Executive Director	13	14
Wenzel Kerremans	Non-Executive Director	14	14

In terms of the Companies Memorandum & Articles of Association, one third of Directors are required to retire by rotation from the Board on an annual basis, through resignation at the Annual General Meeting.

Committee meetings

The Company held 2 (two) Audit Committee meetings during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2015 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky	Chairman (Non-Executive)	2	2
Wenzel Kerremans	Non-Executive Director	2	2
Lukas Maree	Non-Executive Director	2	2

The Company held 2 (two) Remuneration Committee meetings during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2015 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky	Chairman (Non-Executive)	2	2
Wenzel Kerremans	Non-Executive Director	2	2
Lukas Maree	Non-Executive Director	2	2

The Company held 1 (one) Governance Committee meeting during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2015 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky	Chairman (Non-Executive)	1	1
Wenzel Kerremans	Non-Executive Director	1	1
Lukas Maree	Non-Executive Director	1	1

Substantial Shareholdings

The Company has been informed that, in addition to the interests of the Directors, at 31 December 2015 and at the date of this report, the following shareholders own 3% or more beneficial interest, either direct or indirect, of the issued share capital of the Company, which is considered significant for disclosure purposes in the annual financial statements:

Percentage of issued share capital

	13/06/2016	**31/12/2015**	**31/12/14**
Metal Tiger plc	*	*	3.65%

** Beneficial interest decreased to below 3%, and thus ceased to be a significant shareholder under the regulatory rules.*

Subsidiary Undertakings

Details of the Company's subsidiary undertakings are set out in Note 20 to the annual financial statements.

Political Donations

During the period, the Group made no charitable or political contributions (2014: £ nil).

Going Concern
The Directors have reviewed budgets, projected cash flows and other relevant information, and on the basis of this review, are confident that the Company and the Group will have adequate financial resources to continue in operational existence for the foreseeable future.

Additionally significant capital-raising subsequent to year end has provided further cash resources in order to ensure prospecting activities are continued as planned without interruption. For additional information of capital-raising subsequent to year end refer to material post balance sheet events disclosed in Note 23 to the annual financial statements.

The future of the Company and the Group is dependent on the successful future outcome of its short and medium term ability to raise new equity funding and the successful development of its exploration interests and of the availability of further funding to bring these interests to production. The Directors consider that in preparing the financial statements they have taken into account all information that could reasonably be expected to be available. Consequently, they consider that it is appropriate to prepare the financial statements on the going concern basis.

Environmental responsibility
The Company recognises that its activities require it to have regard to the potential impact that it, its subsidiaries and partners may have on the environment. Where exploration and development works are carried out, care is taken to limit the amount of disturbance and where any remediation works are required they are carried out as and when required.

Dividends
There have been no dividends declared or paid during the current financial period (2014: £ nil).

Corporate Governance Policy
The Board is aware of the importance to conform to its statutory responsibilities and industry good practice in relation to corporate governance of the Group.

The Board is accountable to the shareholders for delivery of sustained value growth. In order to support its duties and responsibilities the Board implements control procedures that assess and manage risk and ensure robust financial and operational management within the Company. The principal risks that the Company is exposed to can be classified under the general headings of exploration risk, commodity risk, price risk, currency risk and political risk.

The Board also sets the Company's core values and ethical standards of business conduct ensuring these are effectively communicated to all staff and are monitored continuously by the Board.

The Board sets the Company's strategy and monitors its implementation through management and financial performance reviews. It also works to ensure that adequate resources are available to implement strategy in a timely manner.

The Company subscribes to the values of good corporate governance at all levels and is committed to conduct business with discipline, integrity and social responsibility. The Board of Directors is firmly committed to promoting Kibo Mining Plc's adherence to the principles contained in the International Code of Good Corporate Practices. The Code is constantly being reviewed and the Directors are implementing the Code in a phased manner. The Directors are committed to the implementation of the principles and non-compliance is limited to the matter listed in this report.

Role of Directors
All Board members ensure that appropriate governance procedures are adhered to and there is a clear division of responsibilities at Board level to ensure a balance of power and authority so that no one individual has unfettered powers of decision making.

The role of Chairman and Chief Executive Officer are not held by the same Director. The Chairman is a non-executive Director.

Board and Audit Committee meetings have been taking place periodically and the executive Directors manage the daily Company operations with the Board meetings taking place on a regular basis throughout the financial period. During the current reporting period the Board met 14 (fourteen) times and provided pertinent information to the Executive Committee of the Company.

The Board is responsible for effective control over the affairs of the Company, including: strategic and policy decision-making financial control, risk management, communication with stakeholders, internal controls and the asset management process. Although there was no specific committee tasked with identifying, analysing and reporting on risk during the financial period, this was nevertheless part of the everyday function of the Directors and was managed at Board level.

Directors are entitled, in consultation with the Chairman to seek independent professional advice about the affairs of the Company, at the Company's expense.

Audit Committee
The members of the audit committee are Christian Schaffalitzky, Lukas Maree and Wenzel Kerremans.

The audit committee has set out its roles and responsibilities within its charter and ensured that it is aligned to good financial governance principles.

These include:

- the establishment of an Audit Committee to guide the audit approach, as well as its modus operandi and the rules that govern the audit relationship;
- assess the processes relating to and the results emanating from the Group's risk and control environment;
- monitoring the integrity of the group's integrated reporting and all factors and risks that may impact on reporting;
- annually reviewing the expertise, appropriateness and experience of the finance function;
- annually nominating the external auditors for appointment by the shareholders;
- reviewing developments in governance and best practice;
- foster and improve open communication and contact with relevant stakeholders of the Group; and
- assessing the external auditor's independence and determining their remuneration.

The audit committee further sets the principles for recommending the external auditors for non-audit services use.

The audit committee has satisfied itself of the suitability of the chief financial officer, and that the chief financial officer holds the necessary expertise and has the relevant experience.

The committee met twice during the current year as there was no need to review its strategy.

Remuneration Committee
The members of the remuneration committee are Christian Schaffalitzky, Wenzel Kerremans and Lukas Maree.

The purpose of the remuneration committee is to discharge the responsibilities of the board relating to all compensation, including equity compensation of the Company's executives. The remuneration committee establishes and administers the Company's executive remuneration with the broad objective of aligning executive remuneration with Company performance and shareholder interests, setting remuneration standards aimed at attracting, retaining and motivating the executive team, linking individual pay with operational and Company performance in relation to strategic objectives; and evaluating compensation of executives including approval of salary, equity and incentive-based awards.

The committee is empowered by the Board to set short, medium and long-term remuneration for the executive Directors. More generally, the committee is responsible for the assessment and approval of a Board remuneration strategy for the Group.

The committee met twice during the current year as there was no need to review its strategy.

Governance Committee
The members of the governance committee are Christian Schaffalitzky, Lukas Maree and Wenzel Kerremans. The committee only met once during the current year as there was no need to review its strategy.

The Governance Committee has set out its roles and responsibilities within its charter and ensured that it is aligned to good financial governance principles.

These include:
- monitor the compliance of the Group with legal requirements and the Group's Code of Ethics; and
- monitoring the integrity of the group's integrated reporting and all factors and risks that may impact on reporting.

Internal Audit
The Company does not have an internal audit function. Currently the operations of the Group do not warrant an internal audit function, however the Board is assessing the need to establish an internal audit department considering future prospects as the Group's operations increase. During the period the Board has taken responsibility to ensure effective governance, risk management and that the internal control environment is maintained.

Health, Safety and Environmental Policy
The Group is committed to high standards of Health, Safety and Environmental performance across our business. Our goal is to protect people, minimize harm to the environment, integrate biodiversity considerations and reduce disruption to our neighbouring communities. We seek to achieve continuous improvement in our Health, Safety and Environmental performance.

Corporate Social Responsibility Policy (CSR)
The Group's policy is to conduct all our business operations to best industry standards and to behave in a socially responsible manner. Our goal is to behave ethically and with integrity and to respect cultural, national and religious diversity.

Governance of IT
The Board is responsible for IT governance as an integral part of the Group's governance as a whole. The IT function is not expected to significantly change in the foreseeable future. The Board has the required policies and procedures in place to ensure governance of IT is adhered to.

Integrated and Sustainability Reporting
Integrated Reporting is defined as a "holistic and integrated representation of the Group's performance in terms of both its finances and its sustainability". The Group currently does not have a separate integrated report. The Board and its sub-committees are in the process of assessing the principles and practices of integrated reporting and sustainability reporting to ensure that adequate information about the operations of the Group, the sustainability issues pertinent to its business, the financial results and the results of its operations and cash flows are disclosed in a single report.

Statement of Directors Responsibility
The Directors are responsible for preparing the Group and Company financial statements in accordance with applicable Laws and Regulations.

Irish Company law requires the Directors to prepare Group and parent Company financial statements for each financial period. As permitted by Company law, the Directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU IFRS) and have elected to prepare the Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU IFRS), as applied in accordance with the provisions of the Companies Act 2014.

The Group and Company financial statements are required by law and EU IFRS to present fairly the financial position and performance of the Group. The Companies Acts provide in relation to such financial statements that reference in the relevant parts of the Acts to financial statements giving a true and fair view are references to their achieving a fair presentation. In preparing each of the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and 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 the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors confirm they have complied with the above requirements in preparing these accounts.

Under applicable law the Directors are also responsible for preparing a Directors' Report and reports relating to Directors' remuneration and corporate governance that comply with that law and those rules.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that its financial statements are prepared in accordance with International Financial Reporting Standards, and comply with the Companies Act 2014, and European Communities (Companies: Group Accounts) Regulations 1992 and all regulations to be construed as one with those acts. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Corporate Governance
The Directors are committed to maintaining the highest standards of corporate governance commensurate with the size, stage of development and financial status of the Group.

The Board
The Board is responsible for the supervision and control of the Company and is accountable to the shareholders. The Board has reserved decision-making on a variety of matters, including determining strategy for the Group, reviewing and monitoring executive management performance and monitoring risks and controls.

The Board has 6 (six) Directors, comprising 3 (three) executive Directors and 3 (three) non-executive Directors. The Board met formally on 14 (fourteen) occasions during the year ended 31 December 2015. An agenda and supporting documentation was circulated in advance of each meeting. All the Directors bring independent judgement to bear on issues affecting the Group and all have full and timely access to information necessary to enable them to discharge their duties. The Directors have a wide and varying array of experiences in the industry.

Accounting records

The measures taken by the Directors to ensure compliance with the requirements in Sections 281 to 285 of the Companies Act 2014, regarding proper books of account are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The books of account of the Company are maintained at Kolonakiou, 37, Linopetra, P.C. 4103, Limmasol – Kibo Mining Cyprus Ltd.

Auditors

The auditors, Saffery Champness, have been re-appointed as the auditors of the Company, and have indicated their willingness to continue in office in accordance with section 382(2) of the Companies Act 2014.

On behalf of the Board

____________________	____________________
Director	**Director**
Date:	**Date:**

INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS

We have audited the Group and Company financial statements of Kibo Mining plc for the year ended 31 December 2015 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows, Company Statement of Cash Flows, Summary of Significant Accounting Policies and the related notes on pages 33 - 54. The financial reporting framework that has been applied in their preparations is Irish Law and International Financial Reporting Standards ("IFRS") as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014. 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group and Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion:

- the Group financial statements give a true and fair view of the assets, liabilities and financial position, in accordance with IFRSs as adopted by the European Union, of the state of the Group's affairs as at 31 December 2015 and of its profit for the year then ended;
- the Company financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2014, of the state of the Company's affairs as at 31 December 2015; and
- the financial statements have been properly prepared in accordance with relevant financial reporting framework and in particular with the requirements of the Companies Act 2014.

Emphasis of Matter – Realisation of Assets

In forming our opinion on the financial statements, which is not modified, we considered the adequacy of disclosures made in Notes 11, 12 and 20 to the financial statements concerning the valuation of intangible assets, and investments in Group undertakings. The realisation of intangible assets of £17,596,105 (2014: £14,413,865), amounts due from Group undertakings of £27,712,269 (2014: £26,047,465) and investments in Group undertakings of £1,700,000 (2014: £1,700,000) included in the Company Statement of Financial Position are dependent on the discovery and economic exploitation of reserves including the ability of the Group to raise sufficient finance to develop the projects.

Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion proper accounting records have been kept by the Company.
- The Company Statement of Financial Position is in agreement with the books of account.
- In our opinion the information given in the Directors' Report 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 provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

Richard Collis
Statutory auditor

For and on behalf of
Saffery Champness

Saffery Champness
71 Queen Victoria Street
London EC4V 4BE

Date: 13 June 2016

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

All figures are stated in Sterling		GROUP	
		31 December 2015	31 December 2014
		Audited	Audited
Continuing operations	**Note**	**£**	£
Revenue	2	**44,181**	-
Administrative expenses		**(1,791,358)**	(1,500,757)
Net reversal of impairment of intangible assets	10/11	**3,182,240**	4,695,356
Exploration expenditure		**(1,454,216)**	(1,073,022)
Operating (loss)/ profit		**(19,153)**	2,121,577
Investment and other income	3	**196,315**	3,427
Profit on ordinary activities before tax	4	**177,162**	2,125,004
Taxation	7	**-**	-
Profit for the period		**177,162**	2,125,004
Other comprehensive (loss)/gain:			
Exchange differences on translation of foreign operations		**16,366**	193,550
Other Comprehensive (loss)/gain for the period net of tax		**16,366**	193,550
Total comprehensive profit for the period		**193,528**	2,318,554
Profit for the period attributable to the owners of the parent		**177,162**	2,125,004
Total comprehensive Profit attributable to the owners of the parent		**193,528**	2,318,554
Earnings Per Share			
Basic earnings per share	9	**0.001**	0.01
Diluted earnings per share	9	**0.001**	0.01

All activities derive from continuing operations. All profits and total comprehensive profit for the period are attributable to the owners of the Company.

The Group has no recognised gains or losses other than those dealt with in the Statement of Comprehensive Income.

The accompanying notes on pages 33 - 54 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 13 June 2016 and signed on its behalf by:

On behalf of the Board

Director	**Director**
Date:	**Date:**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling		GROUP	
		31 December 2015	31 December 2014
		Audited	Audited
	Note	**£**	£
Assets			
Non-Current Assets			
Property, plant and equipment	10	**7,182**	3,761
Intangible assets	11	**17,596,105**	14,413,865
Total non-current assets		**17,603,287**	14,417,626
Current Assets			
Trade and other receivables	13	**550,692**	11,557
Cash and cash equivalents	14	**189,435**	186,447
Total current assets		**740,127**	198,004
Total Assets		**18,343,414**	14,615,630
Equity and Liabilities			
Equity			
Called up share capital	15	**13,210,288**	12,591,750
Share premium account	15	**25,782,519**	23,903,307
Treasury shares	15	**(44,464)**	-
Share based payment reserve	16	**514,279**	510,978
Translation reserve	17	**(384,619)**	(400,985)
Retained deficit		**(21,541,386)**	(22,229,526)
Total Equity		**17,536,617**	14,375,524
Liabilities			
Current Liabilities			
Trade and other payables	18	**306,797**	240,106
Borrowings	19	**500,000**	-
Total Current Liabilities		**806,797**	240,106
Total Equity and Liabilities		**18,343,414**	14,615,630

The accompanying notes on pages 33 - 54 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 13 June 2016 and signed on its behalf by:

On behalf of the Board

Director
Date:

Director
Date:

COMPANY STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling		Company	
		31 December 2015	31 December 2014
		Audited	Audited
		£	£
Non-Current Assets			
Investments in group undertakings	20	**1,700,000**	1,700,000
Trade and other receivables	13	**27,712,269**	26,047,465
Total Non- current assets		**29,412,269**	27,747,465
Current Assets			
Trade and other receivables	13	**523,104**	659
Cash and cash equivalents	14	**3,383**	79,575
Total Current assets		**526,487**	80,234
Total Assets		**29,938,756**	27,827,699
Equity and Liabilities			
Equity			
Called up share capital	15	**13,210,288**	12,591,750
Share premium	15	**25,782,519**	23,903,307
Treasury shares	15	**(44,464)**	-
Share based payment reserve	16	**514,279**	510,978
Translation reserves	17	**52,499**	39,321
Retained deficit		**(10,243,257)**	(9,271,325)
Total Equity		**29,271,864**	27,774,031
Liabilities			
Current Liabilities			
Trade and other payables	18	**166,892**	53,668
Borrowings	19	**500,000**	-
Total liabilities		**666,892**	53,668
Total Equity and Liabilities		**29,938,756**	27,827,699

The accompanying notes on pages 33 - 54 form integral part of these financial statements.

The financial statements were approved by the Board of Directors on 13 June 2016 and signed on its behalf by:

On behalf of the Board

Director
Date:

Director
Date:

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

GROUP	Share Capital	Share premium	Treasury shares	Total share capital	Share based payment reserve	Foreign currency translation reserve	Total reserves	Retained deficit	Total
All figures are stated in Sterling	£	£	£	£	£	£	£	£	£
Balance as at 1 January 2014	**10,998,282**	**23,398,853**	**-**	**34,397,135**	**977,543**	**(594,535)**	**383,008**	**(24,821,095)**	**9,959,048**
Profit for the year	-	-	-	-	-	-	-	2,125,004	2,125,004
Other comprehensive income - exchange differences on translating foreign operations	-	-	-	-	-	193,550	193,550	-	193,550
Reclassification of share based payment reserve on expired share options issued	-	-	-	-	(466,565)	-	(466,565)	466,565	-
Proceeds of share issue of share capital	1,593,468	504,454		2,097,922	-	-	-	-	2,097,922
	1,593,468	504,454	-	2,097,922	(466,565)	193,550	(273,015)	2,591,569	4,416,476
Balance as at 31 December 2014	**12,591,750**	**23,903,307**	**-**	**36,495,057**	**510,978**	**(400,985)**	**109,993**	**(22,229,526)**	**14,375,524**
Profit for the year	-	-	-	-	-	-	-	177,162	177,162
Other comprehensive income - exchange differences on translating foreign operations	-	-	-	-	-	16,366	16,366	-	16,366
Share options and warrants expired or cancelled during the period	-	-	-	-	(510,978)	-	(510,978)	510,978	-
Share options issued during the current period	-	-	-	-	514,279	-	514,279	-	514,279
Proceeds of share issue of share capital	574,074	1,879,212	-	2,453,286	-	-	-	-	2,453,286
Issue of treasury shares	44,464	-	(44,464)	-	-	-	-	-	-
	618,538	1,879,212	(44,464)	2,453,286	3,301	16,366	19,667	688,140	3,161,093
Balance at 31 December 2015	**13,210,288**	**25,782,519**	**(44,464)**	**38,948,343**	**514,279**	**(384,619)**	**129,660**	**(21,541,386)**	**17,536,617**
Note	15	15	15		16	17			

The notes on pages 33 - 54 form part of the financial statements.

The financial statements were approved by the Board of Directors on 13 June 2016 and signed on its behalf by

On behalf of the Board

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Director
Date:

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Director
Date:

COMPANY STATEMENT OF CHANGES IN EQUITY

COMPANY	Share capital	Share premium	Treasury shares	Total share capital	Share based payment reserve	Foreign currency translation reserve	Total reserves	Retained deficit	Total equity
All figures are stated in Sterling	£	£	£	£	£	£	£	£	£
Balance at 1 January 2014	**10,998,282**	**23,398,853**	**-**	**34,397,135**	**510,978**	**27,762**	**538,740**	**(7,928,130)**	**27,007,745**
Profit / (loss) for the year	-	-	-	-	-	-	-	(1,343,195)	(1,343,195)
Other comprehensive income (loss) - exchange differences on translating foreign operations	-	-	-	-	-	11,559	11,559	-	11,559
Proceeds of issue of share capital	1,593,468	504,454	-	2,097,922	-	-	-	-	2,097,922
	1,593,468	504,454	-	2,097,922	-	11,559	11,559	(1,343,195)	766,286
Balance at 31 December 2014	**12,591,750**	**23,903,307**	**-**	**36,495,057**	**510,978**	**39,321**	**550,299**	**(9,271,325)**	**27,774,031**
Profit / (loss) for the year	-	-	-	-	-	-	-	(1,482,910)	(1,482,910)
Other comprehensive income (loss) - exchange differences on translating foreign operations	-	-	-	-	-	13,178	13,178	-	13,178
Share options and warrants expired or cancelled during the period	-	-	-	-	(510,978)	-	(510,978)	510,978	-
Share options issued during the current period	-	-	-	-	514,279	-	514,279	-	514,279
Proceeds of issue of share capital	574,074	1,879,212	-	2,453,286	-	-	-	-	2,453,286
Issue of treasury shares	44,464	-	(44,464)	-	-	-	-	-	-
	618,538	1,879,212	(44,464)	2,453,286	3,301	13,178	16,479	(971,932)	1,497,833
Balance at 31 December 2015	**13,210,288**	**25,782,519**	**(44,464)**	**38,948,343**	**514,279**	**52,499**	**566,778**	**(10,243,257)**	**29,271,864**
Note	15	15	15		16	17			

The accompanying notes on pages 33 - 54 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 13 June 2015 and signed on its behalf by

On behalf of the Board

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Director
Date:

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Director
Date:

CONSOLIDATED STATEMENT OF CASH FLOWS

All figures are stated in Sterling

		GROUP	
		31 December 2015	31 December 2014
		Audited	Audited
	Notes	**£**	£
Cash flows from operating activities			
Profit for the period before taxation		**177,162**	2,125,004
Adjustments for:			
Foreign exchange gain		**16,366**	193,550
Depreciation on property, plant and equipment	10	**21,685**	2,565
Investment income	3	**(2,890)**	(3,427)
Bargain purchase from business combinations	3	**(193,425)**	-
Loss on disposal of subsidiaries	4	**5,762**	-
Impairment of Goodwill recognised	4	**20,057**	-
Other non-cash items		**29,554**	-
Share based payments		**596,287**	-
Net reversal of impairment	11	**(3,182,240)**	(4,695,356)
		(2,541,236)	(2,377,664)
Movement in working capital			
(Increase)/ Decrease in debtors	13	**(539,135)**	39,643
Increase/ (Decrease) in creditors	18	**66,691**	(20,644)
		(472,444)	18,999
Net cash outflows from operating activities		**(3,013,680)**	(2,358,665)
Cash flows from financing activities			
Proceeds of issue of share capital	15	**2,453,286**	2,097,922
Proceeds from borrowings		**500,000**	-
Investment income	3	**2,890**	3,427
Net cash proceeds from financing activities		**2,955,176**	2,101,349
Cash flows from investing activities			
Net cash flow from acquisition of subsidiaries	12	**61,492**	-
Purchase of property, plant and equipment		**-**	-
Net cash used in investing activities		**61,492**	-
Net increase/(decrease) in cash and cash equivalents		**2,988**	(257,316)
Cash and cash equivalents at beginning of period		**186,447**	443,763
Cash and cash equivalents at end of the period	14	**189,435**	186,447

The accompanying notes on pages 33 - 54 form an integral part of these financial statements.

COMPANY STATEMENT OF CASH FLOWS

All figures are stated in Sterling

	Notes	COMPANY 31 December 2015 Audited £	 31 December 2014 Audited £
Cash flows from operating activities			
Loss for the period before taxation		**(1,482,910)**	(1,343,195)
Adjusted for:			
Share based payment transactions		**515,897**	-
Foreign exchange gain		**11,559**	11,559
		(955,453)	(1,331,636)
Movement in working capital			
(Increase)/ Decrease in debtors	13	**(522,445)**	49,428
Increase/(Decrease) in creditors	18	**113,224**	(6,722)
		(409,221)	42,706
Net cash outflows from operating activities		**(1,364,674)**	(1,288,930)
Cash flows from financing activities			
Proceeds from borrowings		**500,000**	-
Proceeds of issue of share capital	15	**2,453,286**	2,097,922
Net cash proceeds from financing activities		**2,953,286**	2,097,922
Cash flows from investing activities			
Cash advances to Group Companies	13	**(1,664,804)**	(761,366)
Net cash used in investing activities		**(1,664,804)**	(761,366)
Net increase in cash and cash equivalents		**(76,192)**	47,626
Cash and cash equivalents at beginning of period		**79,575**	31,949
Cash and cash equivalents at end of the period	14	**3,383**	79,575

The accompanying notes on pages 33 - 54 form an integral part of these financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General Information
Kibo Mining Plc ("the Company") is a Company incorporated in Ireland. The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The principal activities of the Company and its subsidiaries are related to the exploration for and development of coal and other minerals in Tanzania. The figures in the financial statements are presented in Sterling unless otherwise stated. This summary forms part of the notes to the financial statements.

Statement of Compliance
As permitted by the European Union, the Group financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and their interpretations issued by the International Accounting Standards Board (IASB) as adopted by the EU (IFRS). The individual financial statements of the Company ("Company financial statements") have been prepared in accordance with the Companies Act 2014 which permits a Company that publishes its Company and Group financial statements together, to take advantage of the exemption in Section 293 of the Companies Act 2014, from presenting to its members its Company Income Statement and related notes that form part of the approved Company financial statements.

The IFRSs adopted by the EU as applied by the Company and the Group in the preparation of these financial statements are those that were effective at 31 December 2015.

Statement of Accounting Policies
The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Basis of Preparation
The Group and Company financial statements are prepared on the historical cost basis, except for the measurement of certain financial instruments which is measured at fair value. The accounting policies have been applied consistently by Group entities, except for the adoption of new standards and interpretations which became effective in the current year. The Group and Company financial statements have been prepared on a going concern basis as explained on page 9.

Use of Estimates and Judgements
The preparation of financial statements in conformity with EU IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

In particular, there are significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements in the following areas:

- Measurement of the recoverable amounts of intangible assets;
- Recoverability of group loans in the parent Company;
- Fair value determination;
- Residual values and useful lives of property, plant and equipment; and
- Utilisation of tax losses.

Exploration and evaluation expenditure
The Group's accounting policy for exploration and evaluation expenditure results in the capitalisation of certain intangible mineral resources which are identified through business combinations or equivalent acquisitions. This policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established based on the separately identified mineral resources. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised the intangible mineral resources under the policy, a judgement is made that recovery of the intangible asset is unlikely, the relevant capitalised amount will be written off to the income statement.

Recoverability of group loans in the parent Company
The realisation of amounts due from Group undertakings is dependent on the discovery of economic reserves including the ability of the Group to raise sufficient finance to develop the projects in order to settle the group loan balance receivable.

Fair value determination
The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the group for similar financial instruments.

A number of the group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

i) Property, plant and equipment
The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of items of plant, equipment, fixtures and fittings is based on the market approach and cost approaches using quoted market prices for similar items when available, and replacement cost when appropriate.

ii) Trade and other receivables
The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

iii) Share-based payment transactions
The fair value of employee share options is measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility, adjusted for changes expected due to publicly available information), weighted average expected life of the instrument (based on the rules of the share incentive scheme), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

Residual values and useful lives of property, plant and equipment
The useful economic lives, depreciation method and residual values of items of property, plant and equipment and tangible assets are estimated annually. The actual lives, depreciation method and residual values may vary depending on a variety of factors and circumstances.

Taxation
Assessing the recoverability of deferred income tax assets requires the Company to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

Revenue Recognition
Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods and services provided in the normal course of business, net of trade discounts and volume rebates, and value added tax. Interest is recognised, in profit or loss, using the effective interest rate method.

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Consolidation
The consolidated financial statements comprise the financial statements of Kibo Mining Plc and its subsidiaries for the year ended 31 December 2015, over which the Company has control.

Control is achieved when the Company:
- has the power over the investee;
- is exposed , or has rights, to variance return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls and investee if facts are circumstance indicate the there are changes to one or more of the three elements of control listed above.

In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Intragroup balances and any unrealised gains or losses or income or expenses arising from intragroup transactions are eliminated in preparing the Group financial statements, except to the extent they provide evidence of impairment.

The Group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given, liabilities incurred or assumed and equity instruments issued. Costs directly attributable to the business combination are expensed as incurred, except the costs to issue debt which are amortised as part of the effective interest and costs to issue equity which are included in equity.

The acquiree's identifiable assets, liabilities and contingent liabilities which meet the recognition conditions of IFRS 3 Business Combinations are recognised at their fair values at acquisition date.

Contingent liabilities are only included in the identifiable assets and liabilities of the acquiree where there is a present obligation at acquisition date.

Non-controlling interest arising from a business combination is measured either at their share of the fair value of the assets and liabilities of the acquiree or at fair value. The treatment is not an accounting policy choice but is selected for each individual business combination, and disclosed in the note for business combinations.

Changes in the Group’s interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Upon the loss of control, the Company derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any resulting gain or loss is recognised in profit or loss. If the Company retains any interest in the previous subsidiary, such interest is measured at fair value at the date that control is lost.

Any gain from the acquisition of a subsidiary or gain/loss from the disposal of subsidiary will be recognised through profit and loss in the current financial period.

Goodwill
Goodwill arising from the acquisition of a subsidiary represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition.

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment on an annual basis.

Intangible Assets
Intangible assets comprise the acquisition of rights to explore in relation to the Group's exploration and evaluation activities.

Intangible assets are carried at cost less accumulated amortisation and impairment.

Irrespective of whether there is any indication of impairment, the Group also tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.

Joint Arrangements
Joint arrangements are arrangements in which the group has joint control, established by contracts requiring unanimous consent for decisions on the activities that significantly affect the arrangements' returns. They are classified and accounted for as follows:

- Joint operation: when the group has rights to the assets and obligations for the liabilities relating to an arrangement, each of its assets and liabilities, including its share of those held or incurred jointly, are accounted for in relation to the joint operation;
- Joint venture: when the group has rights only to the net assets of the arrangements, its interest is accounted for using the equity method, similar to the accounting treatment for associates.

The company carries its investments in joint ventures at cost less accumulated impairment losses. The cost of investments in joint ventures is the fair value at the date of acquisition or the fair value at the date of loss of control of a former subsidiary where the company retains an joint venture interest in the former subsidiary.

Investments in joint ventures are accounted for using the equity method and are recognised initially at cost. Equity-accounted income represents the group's proportionate share of profits of those entities.

Exploration & Evaluation Assets
Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource. Exploration and evaluation activity includes:

- researching and analysing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- conducting market and finance studies.

Exploration and evaluation expenditure is charged to the income statement as incurred except in the following circumstances, in which case the expenditure may be capitalised:

- In respect of minerals activities:
    - the exploration and evaluation activity is within an area of interest which was previously acquired as an asset acquisition or in a business combination and measured at fair value on acquisition; or
    - the existence of a commercially viable mineral deposit has been established.

Capitalised exploration and evaluation expenditure considered to be tangible is recorded as a component of property, plant and equipment at cost less impairment charges. Otherwise, it is recorded as an intangible.

Intangible assets all relate to exploration and evaluation expenditure which are carried at cost with an indefinite useful life and therefore are reviewed for impairment annually and when there are indicators of impairment. Where a potential impairment is indicated, assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash generating unit) to which the exploration is attributed. Exploration areas at which reserves have been discovered but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is under way or planned.

Impairment

Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events had a negative effect on the estimated future cash flows for that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in the profit or loss.

Non-financial assets

Assets are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Comprehensive Income immediately.

Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation.

Cost includes expenditure that is directly attributable to the acquisition of the items of property, plant and equipment. The cost of self-constructed items of property, plant and equipment includes the cost of materials and direct labour, any other costs directly attributable to bringing the items of property, plant and equipment to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.
When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

- Office equipment-between 12.5% to 37.5% straight line;
- Plant & machinery at 20% straight line;
- Furniture & fixtures at 12.5% straight line;
- Motor vehicles at 25% straight line; and
- I.T Equipment at 20% straight line

Depreciation methods, useful lives and residual values are reviewed at each reporting date. Useful lives are affected by technology innovations, maintenance programmes and future economic benefits. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

On disposal of property, plant and equipment the cost and the related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the Statement of Comprehensive Income.

Income Tax
Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Income Statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

Employee benefits
Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees. Pre-paid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that are made more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

Short-term benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonuses or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Foreign Currencies
Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Sterling, which is the Group's presentation currency. This is also the functional currency of the Group and Company and is considered by the Board also to be appropriate for the purposes of preparing the Group financial statements.

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 Statement of Comprehensive Income.

Group companies
The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Monetary assets and liabilities for each Statement of Financial Position presented are presented at the closing rate at the date of that Statement of Financial Position. Non-monetary items are measured at the exchange rate in effect at the historical transaction date and are not translated at each Statement of Financial Position date;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transaction): and
- All resulting exchange differences are recognised as a separate component of equity. On consolidation, exchange differences arising from the translation of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future are taken to shareholders equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Issue Expenses and Share Premium Account
Issue expenses are written off against the premium arising on the issue of share capital.

Lease payments
Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Finance income and expense
Finance income comprises interest income on funds invested, dividend income, gains on the disposal of available-for-sale financial assets, and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the group's right to receive payment is established, which in the case of listed securities is the ex-dividend date.

Finance expenses comprise interest expense on borrowings, unwinding of discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognised on financial assets and losses on forward exchange contracts that are recognised in profit or loss. All borrowing costs are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

Earnings per Share
The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

Financial Instruments

Non-derivative financial assets

The group initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the transaction date at which the group becomes a party to the contractual provisions of the instrument.

The group derecognises a financial asset when the contractual right to the cash flows from the asset expires, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that are created or retained by the group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the group has a legal right to offset the amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The group classifies non-derivative financial assets into the following categories: financial assets at fair value, financial assets at amortised cost, or loans and receivables.

Financial assets at amortised cost

A financial asset is classified at amortised cost if the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise, on specific dates, to cash flows that are solely payments of principal and interest on principal amount outstanding. Financial assets at amortised cost are initially measured at fair value plus any directly attributable transaction cost. Subsequent to initial recognition, these financial assets are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables

Loans and receivables comprise instalment sale assets and trade and other receivables. Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less.

Cash and Cash Equivalents

Cash and Cash Equivalents in the Statement of Financial Position comprise cash at bank and in hand and short term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Trade and other receivables / payables

Trade and other receivables and payables are stated at cost less impairment, which approximates fair value given the short dated nature of these assets and liabilities.

Non-derivative financial liabilities

The group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the transaction date at which the group becomes a party to the contractual provisions of the instrument.

The group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

The group has the following non-derivative financial liabilities: loans and borrowings, bank overdrafts, and trade and other payables.

Shareholder warrants
The shareholder warrants entitle shareholders to a number of common shares based upon the number of shares they subscribed for at the date of issue of the warrant instrument. The warrants relate to a transaction with the equity holders as opposed to a transaction in exchange for any goods or services. The equity component of the instrument is not considered material and there is no liability component arising as a result of these warrants. Upon exercise of the warrant the proceeds received, net of attributable transaction costs, are credited to share capital and where appropriate share premium.

Share based payments
For such grants of share options qualifying as equity-settled share based payments, the fair value as at the date of grant is calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that are likely to vest, except where forfeiture is only due to market based conditions not achieving the threshold for vesting.

Share capital
Incremental costs directly attributable to the issue of ordinary shares and share options are recognised directly in equity.

Segment reporting
The group determines and presents operating segments based on the information that is internally provided to the Executive Chairman, who is the chief operating decision maker. A segment is a distinguishable component of the group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of the other segments. The group's primary format for segment reporting is based on business segments. The business segments are determined based on the reporting business units.

Treasury shares
The Company's own equity instruments that are reacquired are recognised at cost and deducted from equity. No gain or loss is recognised in the Income Statement on the purchase, sale, issue or cancellation of the Company's own equity instruments. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them.

NEW STANDARDS AND INTERPRETATIONS

Adoption of new and revised standards

During the financial year, there were no new IFRSs or IFRIC interpretations that are effective for the first time, which have had a material impact on the group.

The following pronouncements have been adopted in the year and either had no impact on the financial statements or resulted in changes to presentation and disclosure only:

Standard	Effective date, annual period beginning on or after *
Annual Improvements 2010 – 2012 cycle	1 February 2015
Annual Improvements 2011-2013 cycle	1 January 2015
IAS 19 *Employee Benefits*	1 February 2015

* This is the date from which these pronouncements became effective in the EU

Standards issued but not yet effective:

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Group and which have not been applied in these financial statements, were in issue but were not yet effective.

In some cases these standards and guidance have not been endorsed for use in the European Union.

Standard	Effective date, annual period beginning on or after
Annual Improvements 2012-2014 cycle	1 January 2016
IFRS 11 (amendments) *Accounting for acquisitions of interests in joint operations*	1 January 2016
IFRS 14 *Regulatory Deferral accounts*	1 January 2016**
Amendments to IFRS 10, IFRS 12 and IAS 28 *Investment entities – Applying the Consolidation Exception*	1 January 2016
IAS 16 *Property, Plant & Equipment* and IAS 38 – *Intangible assets* (amendments)	1 January 2016
IAS 16 *Property, Plant & Equipment* and IAS 41 – *Bearer Plants* (amendments)	1 January 2016
IAS 1 Disclosure Initiative	1 January 2016
IAS 27 (amendments) *Equity Method in Separate Financial Statements*	1 January 2016
Amendments to IAS 12 – *Recognition of Deferred Tax for Unrealised Losses*	1 January 2017
Amendments to IAS 7 – *Disclosure Initiative*	1 January 2017
IFRS 9 *Financial instruments*	1 January 2018
IFRS 15 *Revenue from contracts with Customers* including amendments to IFRS 15: *Effective date of IFRS 15*.	1 January 2018
Clarifications to IFRS 15 *Revenue from contracts with Customers*	1 January 2018
IFRS 16 *Leases*	1 January 2019

**The European commission as decided not to launch the endorsement process of this interim standard but to wait for the final standard.

Except for IFRS 15 and IFRS 9, the directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Group. The potential impact of IFRS 15 and IFRS 9 is currently being evaluated.

1. Segment analysis

IFRS 8 requires an entity to report financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments that meet specific criteria. Operating segments are components of an entity about which separate financial information is available that is evaluated regularly by the chief operating decision maker. The Chief Executive Officer is the Chief Operating decision maker of the Group.

Management currently identifies two divisions as operating segments – mining and corporate. These operating segments are monitored and strategic decisions are made based upon them together with other non-financial data collated from exploration activities. Principal activities for these operating segments are as follows:

2015 Group	**Mining and Exploration Group**	**Corporate Group**	**31 December 2015 (£) Group**
Revenue	44,181	-	44,181
Administrative cost	-	(1,791,358)	(1,791,358)
Exploration expenditure	(1,454,216)	-	(1,454,216)
Net reversal of impairment of assets	3,182,240	-	3,182,240
Investment and other income	2,890	193,425	196,315
Tax	-	-	-
Profit/ (Loss) after tax	1,775,095	(1,597,933)	177,162

2014 Group	**Mining and Exploration Group**	**Corporate Group**	**31 December 2014 (£) Group**
Administrative cost	-	(1,500,757)	(1,500,757)
Exploration expenditure	(1,073,022)	-	(1,073,022)
Net reversal of impairment of assets	4,695,356	-	4,695,356
Investment and other income	3,427	-	3,427
Tax	-	-	-
Profit/ (Loss) after tax	3,625,761	(1,500,757)	(2,125,004)

2015 Group	**Mining Group**	**Corporate Group**	**31 December 2015 (£) Group**
Assets			
Segment assets	17,816,927	526,487	18,343,414
Liabilities			
Segment liabilities	139,905	666,892	806,797
Other Significant items			
Depreciation	21,685	-	21,685

2014 Group	Mining Group	Corporate Group	31 December 2014 (£) Group
Assets			
Segment assets	14,417,626	198,004	14,615,630
Liabilities			
Segment liabilities	-	240,106	240,106
Other Significant items			
Depreciation	2,565	-	2,565

Revenue from major products and services

The only income that the Group received during the period related to bank interest, which has been allocated to Corporate.

Geographical segments

The Group operates in six principal geographical areas – Corporate [Ireland, Cyprus, South Africa, Canada & United Kingdom] and Mining [Tanzania].

	Tanzania Group	Ireland, United Kingdom, South Africa, Cyprus and Canada Group	31 December 2015 (£) Group
Major Operational indicators			
Carrying value of segmented assets	17,603,287	740,127	**18,343,414**
Profit/(loss) after tax	1,807,453	(1,630,291)	**177,162**

	Tanzania Group	Ireland, United Kingdom, South Africa, Cyprus and Canada Group	31 December 2014 (£)
Major Operational indicators			
Carrying value of segmented assets	14,417,626	198,004	**14,615,630**
Profit/(loss) after tax	3,811,986	(1,686,982)	**2,125,004**

2. Revenue

	31 December 2015 (£)	31 December 2014 (£)
Management fees from exploration services	41,181	-
	41,181	**-**

Management fee revenue relates to services provided to exploration and prospecting companies situated in Tanzania.

3. Investment and other Income

	31 December 2015 (£)	31 December 2014 (£)
Bargain purchase on acquisition of subsidiary	193,425	-
Other income	2,890	3,427
	196,315	**3,427**

Investment and other income comprises interest on surplus cash reserves held during the current period on short term basis, as well as recoveries of exploration expenditure and exchange gains through currency fluctuations.

The bargain purchase on acquisition of subsidiaries and profit on disposal of subsidiaries relate to the acquisition of the Mzuri Exploration Group of Companies (Kibo MXS Limited and Mzuri Exploration Services Limited). Refer to Note 14 for further detail surrounding the Groups business combinations.

4. Profit on ordinary activities before taxation

Operating loss is stated after the following key transactions:	31 December 2015 (£) Group	31 December 2014 (£) Group
Depreciation of property, plant and equipment of Group financial statements	21,685	2,565
Auditors' remuneration for audit of Group and Company financial statements	35,000	35,000
Impairment of goodwill on acquisition of Subsidiaries	20,057	-
Loss on the disposal of subsidiaries	5,762	-
Bargain purchase on acquisition of subsidiary	193,425	-
Foreign currency (gains)/ losses from trading activities	31,726	(2,979)
Net reversal of impairment of intangible assets	(3,182,240)	(4,695,356)

5. Staff costs (including Directors)

	Group 31 December 2015 (£)	Group 31 December 2014 (£)	Company 31 December 2015 (£)	Company 31 December 2014 (£)
Wages and salaries	809,223	305,844	378,020	167,639
Share based remuneration	547,277	155,725	400,868	155,725
	1,356,500	**461,569**	**778,888**	**323,364**

The average monthly number of employees (including executive Directors) during the period was as follows:

	Group 31 December 2015 (£)	Group 31 December 2014 (£)	Company 31 December 2015 (£)	Company 31 December 2014 (£)
Exploration activities	10	10	1	1
Administration	6	6	1	1
	16	16	2	2

6. Directors' emoluments

	Group 31 December 2015 (£)	Group 31 December 2014 (£)	Company 31 December 2015 (£)	Company 31 December 2014 (£)
Basic salary and fees	375,295	248,588	267,347	167,639
Share based payments	329,438	127,371	329,437	127,371
	704,733	**375,959**	**596,784**	**295,010**

The emoluments of the Chairman were £44,743 (2014: £5,804).
The emoluments of the highest paid director were £235,384 (2014: £164,444).

Key management personnel consist only of the Directors. Details of share options and interests in the Company's shares of each director are shown in the Directors' report on page 8. The following table summarises the remuneration applicable to each of the individuals who held office as a director during the reporting period:

31 December 2015	**Salary and fees £**	**Share based payments £**	**Total £**
Christian Schaffalitzky	8,743	36,000	44,743
Louis Coetzee	156,810	78,574	235,384
Noel O'Keeffe	108,544	71,431	179,975
Lukas Maree	9,166	36,000	45,166
Wenzel Kerremans	9,015	36,000	45,015
Andreas Lianos	83,017	71,432	154,449
Total	**375,295**	**329,438**	**704,733**

31 December 2014	**Salary and fees £**	**Share based payments £**	**Total £**
Christian Schaffalitzky	3,442	2,362	5,804
Louis Coetzee	124,275	40,169	164,444
Noel O'Keeffe	80,949	26,094	107,044
Lukas Maree	3,442	2,362	5,804
Wenzel Kerremans	3,442	2,362	5,804
Andreas Lianos	33,038	54,021	87,059
Total	**248,588**	**127,371**	**375,959**

7. Taxation

Current tax

	31 December 2015 (£)	**31 December 2014 (£)**
Charge for the period in Ireland, Canada, Republic of South Africa, Cyprus, United Kingdom and Republic of Tanzania	-	-
Total tax charge	-	-

The difference between the total current tax shown above and the amount calculated by applying the standard rate of Irish corporation tax of 12.5% to the loss before tax is as follows:

	2015 (£)	**2014 (£)**
Profit on ordinary activities before tax	**177,162**	**2,125,004**
Income tax expense calculated at 12.5% (2014: 12.5%)	22,145	265,526
Income which is not taxable	(610,576)	(586,920)
Expenses which are not deductible	201,508	-
Losses available for carry forward	386,923	321,394
Income tax expense recognised in the Statement Of Comprehensive Income	-	-

The effective tax rate used for the December 2015 and December 2014 reconciliations above is the corporate rate of 12.5% payable by corporate entities in Ireland on taxable profits under tax law in that jurisdiction.

No provision has been made for the 2015 deferred taxation as no taxable income has been received to date, and the probability of future taxable income is indicative of current market conditions which remain uncertain. At the Statement of Financial Position date, the Directors estimate that the Group has unused tax losses of £16,163,168 (2014: £13,067,784) available for offset against future profits which equates to an estimated potential deferred tax asset of £2,020,396 (2014: £1,633,473). No deferred tax asset has been recognised due to the unpredictability of the future profit streams. Losses may be carried forward indefinitely in accordance with the applicable taxation regulations ruling within each of the above jurisdictions.

8. Loss of parent Company

As permitted by Section 293 of the Companies Act 2014, the statement of comprehensive income of the parent Company has not been separately disclosed in these financial statements. The parent Company's loss for the financial period was £1,482,910 (2014: £1,343,195).

9. Earnings per share

Basic earnings per share
The basic earnings and weighted average number of ordinary shares used for calculation purposes comprise the following:

	31 December 2015 (£)	31 December 2014 (£)
Earnings for the period attributable to equity holders of the parent	177,162	2,125,004
Weighted average number of ordinary shares for the purposes of basic earnings per share	316,986,334	193,400,160
Basic earnings per ordinary share	**0.001**	**0.01**

Diluted earnings per share
As the exercise price of the share options and warrants in issue during the period from issue to the reporting date was higher than the market value as at reporting date, these option and warrants do not have a dilutive impact. Thus there are no dilutive share options or warrants in issue as at year end which decreased the basic earnings/ (loss) per share as indicated above.

Diluted earnings per ordinary share	**0.001**	**0.01**

10. Property, plant and equipment

GROUP

Cost	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Total (£)
Opening Cost as at 1 January 2014	1,867	7,277	3,190	2,586	7,121	22,041
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Exchange movements	116	448	456	(99)	438	1,359
Closing Cost as at 31 December 2014	**1,983**	**7,725**	**3,646**	**2,487**	**7,559**	**23,400**
Additions through business combinations	98,438	69,305	16,957	12,965	102	197,767
Disposals of subsidiaries	-	-	-	-	(3,165)	(3,165)
Exchange movements	95	369	175	118	210	967
Closing Cost as at 31 December 2015	**100,516**	**77,399**	**20,778**	**15,570**	**4,706**	**218,969**

Accumulated Depreciation ("Acc Depr")	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Total (£)
Acc Depr as at 1 January 2014	944	6,428	1,738	1,804	4,801	15,715
Disposals	-	-	-	-	-	-
Depreciation	248	901	729	592	484	2,954
Exchange movements	58	396	129	91	296	970
Acc Depr as at 31 December 2014	**1,250**	**7,725**	**2,596**	**2,487**	**5,581**	**19,639**
Additions through business combinations	77,118	66,101	15,676	11,123	76	170,094
Disposals of subsidiaries	-	-	-	-	(1,187)	(1,187)
Depreciation	14,795	3,107	1,984	1,786	13	21,685
Exchange movements	520	466	185	174	211	1,556
Acc Depr as at 31 December 2015	**93,683**	**77,399**	**20,441**	**15,570**	**4,694**	**211,787**

Carrying Value	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Total (£)
Carrying value as at 31 December 2014	**733**	**-**	**1,050**	**-**	**1,978**	**3,761**
Carrying value as at 31 December 2015	**6,833**	**-**	**336**	**-**	**13**	**7,182**

11. Intangible assets

Intangible assets consist solely of separately identifiable prospecting assets identified through business combinations, where these separately identifiable intangible assets will be recognised at fair value on acquisition date of said subsidiary.

The following reconciliation serves to summarise the composition of intangible prospecting assets as at period end:

Reconciliation of Intangible Assets

	Pinewood Project (£)	Mbeya Coal Project (£)	Lake Victoria Project (£)	Haneti Project (£)	Total (£)
Valuation as at 1 January 2014	**430,000**	**4,560,000**	**1,700,000**	**3,028,509**	**9,718,509**
Impairment of prospecting licences	(430,000)	-	-	(3,028,509)	(3,458,509)
Reversal of impairment of licences	-	8,153,865	-	-	8,153,865
Carrying value as at 1 January 2015	**-**	**12,713,865**	**1,700,000**	**-**	**14,413,865**
Impairment of prospecting licences	-	-	-	-	-
Reversal of impairment of licences	-	3,182,240	-	-	3,182,240
Carrying value as at 31 December 2015	**-**	**15,896,105**	**1,700,000**	**-**	**17,596,105**

Intangible assets are not amortised, due to the indefinite useful life which is attached to the underlying prospecting rights, until such time that active mining operations commence, which will result in the intangible asset being amortised over the useful life of the relevant mining licences.

Intangible assets with an indefinite useful life are assessed for indications of impairment on an annual basis and also when there is an indication of impairment, against the prospective fair value of the intangible asset. The valuation of intangible assets with an indefinite useful life is reassessed on an annual basis through valuation techniques applicable to the nature of the intangible assets.

In assessing whether a write-down is required in the carrying value of a potentially impaired intangible asset, the asset's carrying value is compared with its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. The valuation techniques applicable to the valuation of the abovementioned intangible assets comprise a combination of fair market values, discounted cash flow projections and historic transaction prices.

The following key assumptions influence the measurement of the intangible assets recoverable amounts, through utilising the value in use method in order to determine the recoverable amount:

- Comparable market value of similar mineral statements;
- Currency fluctuations and exchange movements;
- Expected growth rates;
- Cost of capital related to funding requirements;
- Applicable discounts rates;
- Future operating expenditure for extraction and mining of measured mineral resources; and
- Co-operation of key project partners going forward.

Through review of the project specific financial, operational, market and economic indicators applicable to the above intangible assets, impairment indicators were identified which required impairment of the intangible assets and reversal of impairments recognised in respect of selective exploration projects.

Reversal of impairment

Mbeya Coal Project

Based on an integration of all feasibility study reports available to the end of the third quarter 2015, Kibo announced the results of a financial optimisation study on the mining component of the MCPP in October 2015. This work was completed in collaboration with its appointed mining DFS consultant Minxcon Projects. The following key assumptions influence the measurement of the intangible assets recoverable amounts, through utilising the value is use method in order to determine the recoverable amount:

- NPV of £15.8 million at 15-20% discount rate;
- Mbeya has an all – in cost margin of between 47.9% to 48.1% that is high compared to other coal mines;
- A capital investment of USD89 million is required to fund the operation subject to the option investigated;
- The life of the project is estimated to be 27 years based on the most feasible model;
- The information utilised for valuation of the project was based on independent Competent Persons Reports prepared specifically for the project by independent organisations to the Group; and
- The payback period for the Project is 2.6 and 3.65 years.

The previous impairment performed was based on resource estimations and not on the net present value determination as these became available from the latest Competent Persons Reports prepared during the current financial period. Based on the updated results of the study, management has re-assessed the related intangible asset which indicated a reversal of the last available previously recognised impairment amounting to £3,182,240.

Impairment review of Lake Victoria

The Company's near-term plans on its Lake Victoria projects will be primarily focused on follow up work at Imweru where further work is on-going. A recent optimisation study by the Company, which had been validated by its independent consultants, has established the potential viability of the existing Imweru Minera Resource to support an economic mining operation.

As at 31 December 2015 management continues to take the assumption that the Lake Victoria project associated with Nickel and Gold prospecting should be valued utilising the value in use method similarly to the previous financial period as no significant additional exploration or prospecting has occurred which may result in a revised valuation of the project.

Impairment processed in the previous financial period

In 2014, the Directors' impairment assessment resulted in impairments to intangible assets as set out below.

Haneti Project

Due to the continued focus on the advanced coal and gold developments and resulting delay in the field exploration work related to the Haneti project, management has for financial reporting purposes reassessed the value in use of the Haneti project in line with the requirements of the financial reporting framework. The result indicated a downward adjustment in order to reflect the current resource listings, not taking into account the prospective value management attaches to the Haneti. Based on management's assessment of the related intangible asset indicated an impairment amounting to £3,028,509 in the comparative financial period.

Pinewood Project

Due to the continued focus on the advanced coal and gold developments and resulting delay in the field exploration work related to the Pinewood project, management has relinquished a number of the uranium and coal licences in the prior and current period in order to focus on the most favourable areas. For financial reporting purposes management has reassessed the value in use of the Pinewood project in line with the requirements of the financial reporting framework. The result indicated a downward adjustment as the value in use indicators suggest there to be limited value encased within the Pinewood project as it currently stands. Based on management's assessment of the related intangible asset indicated an impairment amounting to £430,000 in the comparative financial period.

12. Business Combinations

On 1 January 2015 the Group acquired the entire shareholders interest in Kibo MXS Limited and Mzuri Exploration Services Limited for cash consideration equal to £450 of the ordinary shares in issue, assuming all assets and liabilities fairly valued. A bargain purchase amounting to £193,425 was recognised relating to the acquisition of Mzuri Exploration Services Limited recognised in profit/loss in the current period.

The fair value of assets acquired and liabilities assumed relating to the above business combinations is subject to change should additional information become available within the 12 month re-measurement period from date of acquisition.

The following table provides detail relating to the net cash flows from acquisitions of Mzuri Exploration Services Limited:

	Group
	2015 (£)
Property, plant and equipment	27,673
Current taxation receivable	3,963
Trade and other receivables	184,787
Cash and cash equivalents	61,492
Trade and other payables	(84,490)
	193,425

13. Trade and other receivables

	Group 2015 (£)	Group 2014 (£)	Company 2015 (£)	Company 2014 (£)
Amounts falling due over one year:				
Amounts owed by group undertakings	-	-	27,712,269	26,047,465
Amounts falling due within one year:				
Other debtors	550,692	11,557	523,104	659
	550,692	**11,557**	**28,235,373**	**26,048,124**

The other debtors receivable for Group and Company includes £522,800 receivable from Hume Capital Securities Plc which was placed under administrative care before the monies could be transferred to the Company.

The nature of amounts owed by Group undertakings is such that the expected recovery thereof is in excess of one year, and is thus classified as amounts falling due after one year.

The carrying value of current trade and other receivables equals their fair value due mainly to the short term nature of these receivables.

Amounts owed by group undertakings represent inter-company loans between the Company and its subsidiaries, they have no fixed repayment terms, bear no interest and are unsecured, resulting in the recognition of the receivable as a non-current asset due settlement being extended beyond 12 months as there are no fixed repayment terms.

Trade and other receivables pledged as security

None of the above stated trade and other receivables were pledged as security at period end. Credit quality of trade and other receivables that are neither past due nor impaired can be assessed by reference to historical repayment trends of the individual debtors.

14. Cash and Cash equivalents

	Group (£)		Company (£)	
Cash and cash equivalents consist of:	**2015**	**2014**	**2015**	**2014**
Short term convertible cash reserves	189,435	186,447	3,383	79,575
	189,435	**186,447**	**3,383**	**79,575**

Cash and cash equivalents have not been ceded, or placed as encumbrance toward any liabilities as at year end.

15. Share capital - Group and Company

	2015	**2014**
Authorised equity		
800,000,000 Ordinary shares of €0.015 each	€12,000,000	€6,000,000
(2014: 400,000,000 Ordinary shares of €0.015 each)		
3,000,000,000 deferred shares of €0.009 each	€27,000,000	€27,000,000
	€39,000,000	**€33,000,000**
Allotted, issued and fully paid shares		
(2015: 330,928,714 Ordinary shares of €0.015 each)	£3,953,213	-
(2014: 274,238,757 Ordinary shares of €0.015 each)	-	£3,334,675
1,291,394,535 Deferred shares of €0.009 each	£9,257,075	£9,257,075
	£13,210,288	**£12,591,750**

	Number of Shares	**Ordinary Share Capital (£)***	**Deferred Share Capital (£)**	**Share Premium (£)**	**Treasury shares (£)**
Balance at 30 December 2014	274,238,757	12,591,750	9,257,075	23,903,307	-
Shares issued during the period	56,689,957	618,538	-	1,879,212	(44,464)
Balance at 31 December 2015	**330,928,714**	**13,210,288**	**9,257,075**	**25,782,519**	**(44,464)**

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All ordinary shares issued have the right to vote, right to receive dividends, a copy of the annual report, and the right to transfer ownership of their shares.

The Deferred Shares will not entitle holders to receive notice of, or attend or vote at any general meeting of the Company or to receive a dividend or other distribution or to participate in any return on capital on a winding up other than the nominal amount paid following a substantial distribution to the holders of the Ordinary Shares in the Company. Accordingly, for all practical purposes the Deferred Shares will be valueless, and it is the board's intention at the appropriate time, to purchase the Deferred Shares at an aggregate consideration of €1.

*Included in the ordinary share capital are the treasury shares relating to 4,090,000 ordinary shares placed during February 2015 with Hume Capital Securities plc ("Hume Capital") where Hume Capital was subsequently placed under administration before the monies were received. A administrator was appointed in order to administer the distribution of outstanding monies receivable and shares subscribed to with Hume Capital. As the allotment of 4,090,000 was never completed, these shares should be considered cancelled shares, however as the at the reporting date these shares have not yet been cancelled and as such remain issued as per the share register.
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16. Share based payments reserve

The following reconciliation serves to summarise the composition of the share based payment reserve as at period end:

	Group (£)	
	2015	**2014**
Opening balance of share based payment reserve	**510,978**	**977,543**
Issue of share options and warrants	514,279	-
Reclassification of share based payment reserve on expired share options	(510,978)	(466,565)
	514,279	**510,978**

	Company (£)	
	2015	**2014**
Opening balance of share based payment reserve	**510,978**	**510,978**
Issue of share options and warrants	514,279	-
Reclassification of share based payment reserve on expired share options	(510,978)	
	514,279	**510,978**

Costs associated with options issued as stated above.

The Group recognised the following expense related to equity settled share based payment transactions:

	2015 (£)	**2014 (£)**
Fair value of share options issued	514,279	-
Non-executive Directors emoluments settled	33,000	-
Geological expenditure settled	19,454	-
	566,733	**-**

The Company recognised the following expense related to equity settled share based payment transactions:

	2015 (£)	**2014 (£)**
Fair value of share options issued	296,437	-
Non-executive Directors emoluments settled	33,000	-
	329,437	**-**

At 31 December 2015 the Company had 14,399,331 options and 10,000,000 warrants outstanding detailed below:

	Date of Grant	**Exercise start date**	**Expiry date**	**Exercise Price**	**Number Granted**	**Exercisable as at 31 December 2015**
Options						
	02 Jun 15	02 Jun 15	1 Jun 18	5p	14,399,333	14,399,333
Total					**14,399,333**	**14,399,333**
Warrants						
	20 Feb 15	20 Feb 15	20 Feb 18	9p	10,000,000	10,000,000
Total					**10,000,000**	**10,000,000**
Total Contingently Issuable shares					**24,399,333**	**24,399,333**

Reconciliation of the quantity of share options in issue:

	Group		Company	
	2015	**2014**	**2015**	**2014**
Opening balance	**1,195,945**	**4,945,945**	**1,195,945**	**1,195,945**
Issue of share options	14,399,333	-	14,399,333	-
Expiration of share options	(1,196,945)	(3,750,000)	(1,196,945)	-
	14,399,333	**1,195,945**	**14,399,333**	**1,195,945**

Reconciliation of the quantity of warrants in issue:

	Group		Company	
	2015	**2014**	**2015**	**2014**
Opening balance	**110,950**	**110,950**	**110,950**	**110,950**
Warrants issued	20,000,000	-	20,000,000	-
Warrants exercised	(10,000,000)	-	(10,000,000)	-
Warrants lapsed	(110,950)	-	(110,950)	-
	10,000,000	**110,950**	**10,000,000**	**110,950**

Weighted average remaining contractual life of warrants is 2 years, and options are 2.5 years. The average share price during the year was £0.039. The weighted average exercise price of the options and warrants outstanding at year end was £0.029 and £0.0906 respectively.

Options issued during the current financial period were valued using the following inputs to the Black-Scholes model:

	Kibo Mining Plc
Share price when options issued	4.88
Expected volatility	127.37%
Expected life	3 years
Risk free rate	0.72%
Expected dividends	-

The fair value of the share-based payment is based upon the Black-Scholes formula, a commonly used option pricing model. The calculation of volatility used in the model is based upon an average of market prices against current market prices of listed companies operating in the mining industry.

The 10,000,0000 warrants exercisable at £0.09 and 14,399,333 options exercisable at £0.05 outstanding as at year end were issued as incentive to joint-venture partners and employees respectively in order to retain fruitful continued financial relationships with these stakeholders respectively. No fair value was allocated to the 10,000,000 warrants in issue at year end as the Directors considered that no services were received in exchange for the issue of warrants.

17. Translation reserves

The foreign exchange reserve relates to the foreign exchange effect of the retranslation of the Group's overseas subsidiaries on consolidation into the Group's financial statements.

	Group		Company	
	2015 (£)	**2014 (£)**	**2015 (£)**	**2014 (£)**
Opening balance	**(400,985)**	**(594,535)**	**39,321**	**27,762**
Movement during the period	16,366	193,550	13,178	11,559
Closing balance of foreign currency translation reserve	**(384,619)**	**(400,985)**	**52,499**	**39,321**

18. Trade and other payables

	Group 2015 (£)	Group 2014 (£)	Company 2015 (£)	Company 2014 (£)
Amounts falling due within one year:				
Trade payables	306,797	240,106	166,892	53,668
	306,797	**240,106**	**166,892**	**53,668**

The carrying value of current trade and other receivables equals their fair value due mainly to the short term nature of these receivables.

19. Borrowings

	Group 2015 (£)	Group 2014 (£)	Company 2015 (£)	Company 2014 (£)
Amounts falling due within one year:				
Short term loans	500,000	-	500,000	-
	500,000	**-**	**500,000**	**-**

The borrowings relate to the unsecured interest free loan facility from Sanderson Capital Partners Limited which is repayable no later than 3 February 2016. An arrangement fee of £150,000 was payable upon entering into the loan facility, of which £100,000 was settled in shares on 12 November 2015, and the remaining £50,000 was accrued as at year end.

20. Investment in group undertakings

	Subsidiary undertakings (£)
Investments at Cost	
At 1 January 2014	1,700,000
Additions	-
Disposals	-
At 31 December 2014 (£)*	**1,700,000**
Additions	-
Disposals	-
At 31 December 2015 (£)	**1,700,000**

* The above investment in subsidiaries comprises the carrying value of the investments in Kibo Mining (Cyprus) Limited and Sloane Developments Limited to the value of £1,700,000, and £- respectively.

At 31 December 2015 the Company had the following undertakings:

Description	Subsidiary, associate or Joint Venture	Activity	Incorporated in	Interest held (2015)	Interest held (2014)
Directly held subsidiaries					
Sloane Developments Limited	Subsidiary	Holding Company	United Kingdom	100%	100%
Kibo Mining (Cyprus) Limited	Subsidiary	Treasury Function	Cyprus	100%	100%
Indirectly held subsidiaries					
Kibo Gold Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Savannah Mining Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Reef Miners Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Kibo Nickel Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Eagle Gold Mining Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Mzuri Energy Limited	Subsidiary	Holding Company	Canada	100%	100%
Mbeya Holdings Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Rukwa Development Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Rukwa Mining Company Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Rukwa Coal Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Mzuri Power Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mbeya Power Tanzania Limited	Subsidiary	Power Generation	Tanzania	100%	100%
Kibo Mining South Africa (Pty) Ltd	Subsidiary	Treasury Function	South Africa	100%	100%
Kibo Exploration (Tanzania) Limited	Subsidiary	Treasury Function	Tanzania	100%	100%
Kibo MXS Limited	Subsidiary	Holding Company	Cyprus	100%	0%
Tourlou Limited	Subsidiary	Holding Company	Cyprus	100%	0%
Mzuri Exploration Services Limited	Subsidiary	Exploration Services	Tanzania	100%	0%
Other interests held					
Jubilee Resources Limited	Joint Venture	Mineral Exploration	Tanzania	50%	100%
Kibo Jubilee (Cyprus) Limited	Joint Venture	Holding Company	Cyprus	50%	0%
Kibo Uranium Limited	Joint Venture	Mineral Exploration	Cyprus	50%	100%
Pinewood Resources Limited	Joint Venture	Mineral Exploration	Tanzania	50%	100%
Makambako Resources Limited	Joint Venture	Mineral Exploration	Tanzania	50%	100%

The value of the investments is dependent on the discovery and successful development of evaluation and exploration assets. Should the development of the evaluation and exploration assets prove unsuccessful, the carrying value in the statement of financial position will be written off. In the opinion of the Directors' the carrying value of the investments is appropriate.

During the current financial period, the Company entered into Joint Ventures with Metal Tiger Plc specific to the Uranium and Morogoro assets, where 50% of the ordinary share capital of the Kibo Uranium Group (Kibo Uranium Limited, Pinewood Resources Limited and Makambako Resources Limited) and Kibo Jubilee Group (Kibo Jubilee (Cyprus) Limited and Jubilee Resources Limited) would be disposed of at nominal value, and in turn Metal Tiger would expense US$800,000 over a period of 3 years for each project. A minimum expenditure of US$300,000 but less than US$800,000 would see Metal Tiger's interest in a project revert to a 10% free carried interest, while any expenditure by Metal Tiger less than US$300,000 would see Kibo regain a 100% interest in the project. During the 2015 financial period Metal Tiger contributed US$37,665 toward the Morogoro asset and an additional US$37,697 toward the Uranium project which are below the US$100,000 thresholds respectively. The Groups equitable portion of the current period losses from the Morogoro and Uranium projects relating to the Joint Venture operations are £18,000 and £26,400 respectively.

The entire interest in the Kibo Uranium Group and Kibo Jubilee Group was disposed of with effect from 1 January 2015 onward, resulting in the recognition of a profit on disposal of these subsidiaries amounting to £5,762.

The aggregate pre-consolidation capital and reserves and results of the subsidiary undertakings for the last relevant financial period were as follows:

Group – 2015 Financial Period	**Net Asset Value/ (Net Liability Value) (£)**	**Profit/(loss) for the period (£)**
Sloane Developments Limited	(3,696)	(3,189)
Kibo Mining (Cyprus) Limited	(24,077,092)	(2,091,436)
Kibo Gold Limited	131,996	(2,931)
Savannah Mining Limited	(724,355)	(30,721)
Reef Mining Limited	(770,250)	(69,833)
Kibo Nickel Limited	(3,738)	(2,701)
Eagle Gold Mining Limited	(513,466)	(106,046)
Mzuri Energy Limited	(12,320)	(153,857)
Rukwa Holdings Limited	519	(3,600)
Rukwa Development Limited	158,938	(14,813)
Rukwa Mining Company Limited	144,824	(3,222)
Rukwa Coal Limited	(492 468)	(514,149)
Mzuri Power Limited	(1,830)	(2,110)
Mbeya Power Tanzania Limited	-	-
Kibo Mining South Africa Limited	7,785	2,625
Kibo Exploration (Tanzania) Limited	(631,724)	254,078
Kibo MXS Limited*	(3,925)	(3,239)
Tourlou Limited*	(22,856)	(3,384)
Mzuri Exploration Services Limited*	(333,707)	(406,881)

* The profit and loss pertaining to newly acquired subsidiary undertakings has been included from the date of acquisition so as to prevent distortion of pre-acquisition profit and loss.

Group – 2014 Financial Period	Net Asset Value/ (Net Liability Value) (£)	Profit/(loss) for the period (£)
Sloane Developments Limited	(507)	(666)
Kibo Mining (Cyprus) Limited	(23,295,535)	(24,870,353)
Kibo Gold Limited	143,221	(1,249)
Jubilee Resources Limited	(992,132)	(176,204)
Savannah Mining Limited	(661,078)	(114,969)
Reef Mining Limited*	(666,352)	(204,753)
Kibo Nickel Limited	(1,057)	(306,953)
Eagle Gold Mining Limited	(385,692)	(127,113)
Mzuri Energy Limited	151,533	(240,158)
Rukwa Holdings Limited	3,105	(363,031)
Rukwa Development Limited	170,678	12,971
Rukwa Mining Company Limited	155,545	(1,411)
Rukwa Coal Limited	35,950	(134,538)
Mzuri Power Limited	(900)	(11,488)
Mbeya Power Tanzania Limited	-	-
Kibo Uranium Limited	(993)	(5,774)
Pinewood Resources Limited	(380,530)	(124,663)
Makambako Resources Limited	(30,962)	(1,127)
Kibo Mining South Africa Limited	8,289	1,132
Kibo Exploration (Tanzania) Limited	(852,946)	212,934

* The profit and loss pertaining to newly acquired subsidiary undertakings has been included from the date of acquisition so as to prevent distortion of pre-acquisition profit and loss.

21. Related party transactions

Related parties of the Group comprise subsidiaries, joint ventures, significant shareholders, the Board of Directors and related parties in terms of the listing requirements.

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation.

Board of Directors/ Key Management

Name	Relationship (Directors of:)
Louis Coetzee	Mzuri Capital Group
Andreas Lianos	River Group, Boudica Group, Mzuri Capital Group, Tsitato Trading Limited, Gattonside Trading Limited and Namaqua Management Limited
Louis Scheepers	Mzuri Capital Group

Other entities over which directors/key management or their close family have control or significant influence:

River Group	River Group provide corporate advisory services and is the Company's Designated Advisor.
Boudica Group	Boudica Group provides secretarial services to the Group.
Mzuri Capital Group	Exploration of prospecting properties within Tanzania
Tsitato Trading Limited/ Namaqua Management Limited/ Gattonside Trading Limited	Management and administrative services

Family/close associates of controllers/trustees/directors/key managers:

Sun Mining Limited	A proprietary Director of Sun Mining Limited is also a director of various Tanzanian subsidiaries in a fiduciary capacity.

Kibo Mining Plc is a shareholder the following companies and as such are considered related parties:

Directly held subsidiaries:	Sloane Developments Limited Kibo Mining (Cyprus) Limited
Indirectly held subsidiaries:	Kibo Gold Limited Kibo Mining South Africa Limited Savannah Mining Limited Reef Mining Limited Kibo Nickel Limited Eagle Gold Mining Limited Mzuri Energy Limited Rukwa Holdings Limited Rukwa Development Limited Rukwa Mining Company Limited Rukwa Coal Limited Mzuri Power Limited Kibo Exploration (Tanzania) Limited Mbeya Power Tanzania Limited Kibo MXS Limited Mzuri Exploration Services Limited Tourlou Limited Kibo Uranium Limited
Joint Ventures:	Pinewood Resources Limited Makambako Resources Limited Jubilee Resources Limited Kibo Jubilee (Cyprus) Limited

The only transactions during the period between the Company and its subsidiaries were management. The loans to/ from group companies do not have fixed repayment terms and are unsecured. The following transactions have been entered into with related entities, by way of common directorship, throughout the financial period

River Group was paid £41,892 (2014: £30,000) for designated advisor services during the year settled through cash. No fees are payable to River Group as at year end. The expenditure was recognised in the Company as part of administrative expenditure.

During the year, Namaqua Management Limited, or nominated advisors of Namaqua Management Limited was paid €705,678 (2014: €585,600) for the provision of administrative and management services. No amount was payable at the year-end (2014: Nil).

The Boudica Group was paid €36,000 (2014: €36,000) in cash for corporate services during the current financial period. No fees are payable to Boudica Group at year end.

Kibo MXS Limited and Mzuri Exploration Services Limited were acquired from the Mzuri Capital Group for cash consideration equal to £450. Refer to Note 12 for further detail.

22. Financial Instruments and Financial Risk Management

The Group and Company's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to provide finance for the Group and Company's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been throughout the 2015 and 2014 financial period, the Group and Company's policy not to undertake trading in derivatives.

The main risks arising from the Group and Company's financial instruments are foreign currency risk, credit risk, liquidity risk, interest rate risk and capital risk. Management reviews and agrees policies for managing each of these risks which are summarised below.

	2015 (£)		**2014 (£)**	
Financial instruments of the Group are:	**Loans and receivables**	**Financial liabilities**	**Loans and receivables**	**Financial liabilities**
Financial assets at amortised cost				
Trade and other receivables	550,692	-	11,557	-
Cash and cash equivalents	189,435	-	186,447	-
Financial liabilities at amortised cost				
Trade payables	-	306,797	-	240,106
Borrowings	-	500,000	-	-
	740,127	**806,797**	**198,004**	**240,106**

	2015 (£)		**2014 (£)**	
Financial instruments of the Company are:	**Loans and receivables**	**Financial liabilities**	**Loans and receivables**	**Financial liabilities**
Financial assets at amortised cost				
Trade and other receivables – non current	27,712,269	-	26,047,465	-
Trade and other receivables – current	523,104	-	659	-
Cash and cash equivalents	3,382	-	79,575	-
Financial liabilities at amortised cost				
Trade payables - current	-	166,892	-	53,668
Borrowings	-	500,000	-	-
	28,238,755	**666,892**	**26,127,699**	**53,668**

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies and exposures to exchange rate fluctuations therefore arise. Exchange rate exposures are managed by continuously reviewing exchange rate movements in the relevant foreign currencies. The exposure to exchange rate fluctuations is limited as the Company's subsidiaries operate mainly with Sterling, Euros, South African Rand, US Dollar and Tanzanian Shillings.

At the period ended 31 December 2015, the Group had no outstanding forward exchange contracts.

Exchange rates used for conversion of foreign subsidiaries undertakings were:

	2015	2014
ZAR to GBP (Spot)	0.0438	0.0554
ZAR to GBP (Average)	0.0515	0.0560
USD to GBP (Spot)	0.6745	0.6437
USD to GBP (Average)	0.6541	0.6072
EURO to GBP (Spot)	0.7374	0.7824
EURO to GBP (Average)	0.7263	0.8062
CAD to GBP (Spot)	0.4864	0.0553
CAD to GBP (Average)	0.5126	0.5497

The executive management of the Group monitor the Group's exposure to the concentration of fair value estimation risk on a monthly basis.

Group Sensitivity Analysis:

If the GBP:EURO/ EURO:USD exchange rate was to increase/decrease by 10%, the effect on foreign currency translation would be £2.5 million (2014: £2.3 million) and £0.61 million (2014: £0.46 million) respectively.

Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. As the Group does not, as yet, have any sales to third parties, this risk is limited.

The Group and Company's financial assets comprise receivables and cash and cash equivalents. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies. The Group and Company's exposure to credit risk arise from default of its counterparty, with a maximum exposure equal to the carrying amount of cash and cash equivalents in its consolidated statement of financial position.

The Group does not have any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are connected or related entities.

Financial assets exposed to credit risk at period end were as follows:

Financial instruments	Group (£)		Company (£)	
	2015	2014	2015	2014
Trade & other receivables	550,692	11,557	28,235,373	26,048,124
Cash & cash equivalents	189,435	186,447	3,383	79,575

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group and Company's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Cash forecasts are regularly produced to identify the liquidity requirements of the Group.

The Group and Company's financial liabilities as at 31 December 2015 were all payable on demand, other than the trade payables to other Group undertakings.

Group (£)	**Less than 1 year**	**Greater than 1 year**
At 31 December 2015		
Trade and other payables	306,797	-
Borrowings	500,000	-
At 30 December 2014		
Trade and other payables	240,106	-
Company (£)		
At 31 December 2015		
Trade and other payables	166,892	-
Borrowings	500,000	-
At 30 December 2014		
Trade and other payables	53,668	-

Interest rate risk

The Group and Company's exposure to the risk of changes in market interest rates relates primarily to the Group and Company's holdings of cash and short term deposits.

It is the Group and Company's policy as part of its management of the budgetary process to place surplus funds on short term deposit in order to maximise interest earned.

Group Sensitivity Analysis:

Currently no significant impact exists due to possible interest rate changes on the Company's interest bearing instruments.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust its capital structure, the Group may adjust or issue new shares or raise debt. No changes were made in the objectives, policies or processes during the period ended 31 December 2015. The capital structure of the Group consists of equity attributable to equity holders of the parent, comprising issued capital, reserves and retained losses as disclosed in the consolidated statement of changes in equity.

Fair values

The carrying amount of the Group and Company's financial assets and financial liabilities recognised at amortised cost in the financial statements approximate their fair value.

Hedging

At 31 December 2015, the Group had no outstanding contracts designated as hedges.

23. Events after the reporting period

Exploration Activities

Three new Prospecting Licences ("PLs") were issued to the Group's wholly owned subsidiary Rukwa Coal Limited. These newly issued PLs are contiguous with its existing PL block in southern Tanzania that contains the 109 million tonne Mbeya Coal Mineral Resource (the "Resource"). The Resource underpins the Company's Mbeya Coal to Power Project ("MCPP"), currently in the final stages of a Bankable Feasibility Study ("BFS"). The three new PLs, namely, PL 10744/2015, PL 10742/2015 and 10743/2015 are located immediately north, south and east respectively of the Resource and consolidates the Company's ground position on and peripheral to the MCPP development area.

Proceeds from Hume Capital
On 25 January 2016, the Joint Special Administrators paid £522,800 of the total £526,000 (representing the consideration for 10,520,000 shares which were to be issued to third party investors) and that had previously been paid into Hume Capital's client money account during the February 2015 placing, to Kibo ("Hume Proceeds"). The amount of £3,200 was deducted from the total and represents costs of the administration.

Share issue
The Company issued 9,000,000 Ordinary Shares of €0.015 each in the capital of the Company at a price of 4.7p to Sanderson Capital Partners Limited for a total value of £423,000 on 29 January 2016.

Funding security
The Company entered into a loan facility (the "Facility") with Sanderson Capital Partners Limited ("Sanderson") for an amount up to £1,500,000 to be utilised by Kibo, at its sole discretion and election, for contingency funding, during the term of the Facility. The Facility comprises the following key characteristics:

- An unsecured, interest free, fixed term loan due for repayment no later than 31 August 2016;
- The loan can be drawn down in five £300,000 tranches no less than 40 days apart, with tranches three, four and five subject to successfully achieving certain specified project deliverables;
- A fee of up 7 million Ordinary Shares in Kibo, capped by a maximum value of £350,000 associated with the arrangement and implementation of the Facility, will become payable if the Facility is utilised (the "Arrangement Fee");
- The Arrangement Fee will be payable on the day the Facility is activated by Kibo;
- In addition to the Arrangement Fee, a drawdown fee of £51,000 is payable to Sanderson in respect of each of the five £300,000 drawdown tranches;
- Each drawdown fee will be payable in 1,186,046 Ordinary Shares in Kibo, subject to certain share price limits, on or before any particular drawdown date;
- At the completion of the term of the loan, Kibo will have the option to settle the first £750,000 of the monies borrowed in either cash or Ordinary Shares in Kibo;
- Should Kibo be unable to settle the second £750,000 of monies borrowed in cash it will have the option to settle this portion in Ordinary Shares in Kibo

On the 3rd of March 2016 the Company had elected to activate the loan facility from Sanderson Capital Partners Limited. In accordance with the terms of the Facility the Company issued 8,186,046 Ordinary Shares of €0.015 par value each in the capital of the Company to Sanderson. The Sanderson Shares were issued upon receipt of £300,000 from Sanderson, representing the first drawdown on the Loan Facility of up to £1,500,000 provided by Sanderson to the Company. The Sanderson Shares comprise 7,000,000 shares issued in respect of the arrangement fee for the facility and 1,186,046 shares issued in respect of the first drawdown on the loan. In addition, the Company also issued 1,950,000 shares to Beaufort Securities Limited in payment of corporate advisory fees of £75,000 due in connection with the negotiation of the facility.

On the 12th of April the Company allotted 1,360,000 Ordinary Shares of €0.015 par value each in the capital of the Company to Sanderson. The Sanderson Shares will be issued as a drawdown fee upon receipt of £300,000 from Sanderson, representing the second drawdown on the Facility of up to £1,500,000 provided by Sanderson to the Company. The Sanderson Shares comprise 1,186,046 shares to be issued in relation to the second drawdown and a further issue of 173,954 shares in relation to the first drawdown (announced on 3 March 2016). The mid-price for Kibo shares on 3 March 2016 of 3.75 pence per share was outside the 4 pence to 5 pence per share range in which the standard drawdown fee is fixed at 1,186,046 Ordinary Shares in Kibo. This gave rise to a shortfall in the shares issued to Sanderson in respect of the first drawdown fee of £51,000, which was calculated on an effective price of 4.3 pence per share

On the 20th of May the Company allotted 1,406,897 Ordinary Shares (the "Sanderson Shares") of €0.015 par value each in the capital of the Company to Sanderson. The Sanderson Shares will be issued as a drawdown fee upon receipt of £300,000 from Sanderson, representing the third drawdown on the Facility of up to £1,500,000 provided by Sanderson to the Company. The Sanderson Shares comprise 1,186,046 shares to be issued in relation to the third drawdown and a further issue of 220,851 shares in relation to the second drawdown. The mid-price for Kibo shares on 12 April 2016 of 3.625 pence per share was outside the 4 pence to 5 pence per share range in which the standard drawdown fee is fixed at 1,186,046 Ordinary Shares in Kibo. This gave rise to a shortfall in the shares issued to Sanderson in respect of the second drawdown fee of £51,000, which was calculated on an effective price of 4.3 pence per share.

On the 31st of May the Company issued 433,835 new ordinary shares of €0.015 par value each in the capital of the Company in settlement of services provided. 321,457 of the Settlement Shares were issued at 3.733 per share to RFC Ambrian for corporate advisory fees to the Company in the amount of £12,000. The remaining 112,378 were issued at 4.5p per share for project management services to a service provider in Tanzania in the amount of £5,057.

Mbeya Coal to Power Project (MCPP): Restatement of the Mbeya Coal Resource Completed
Increase in total Mineral Resource from 109.23 million tonnes (Mt) to 120.793 Mt representing a 10.42% increase over the previously disclosed Mineral Resource, and re-classification of total Coal Resource into Measured Resource of 20.904 Mt, Indicated Resource of 88.601 Mt and Inferred Resource of 11.28 Mt.

24. Going concern

The Group's financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

25. Commitments and Contingencies

The Group does not have identifiable material contingencies or commitments as at the reporting date. Any contingent rental is expensed in the period in which it is incurred.

ANNEXURE 1 - HEADLINE LOSS PER SHARE

Accounting policy

Headline earnings per share (HEPS) is calculated using the weighted average number of ordinary shares in issue during the period and is based on the earnings attributable to ordinary shareholders, after excluding those items as required by Circular 2/2015 issued by the South African Institute of Chartered Accountants (SAICA).

Reconciliation of Headline earnings per share

Headline loss per share

Headline loss per share comprises the following:

Reconciliation of headline loss per share:	**31 December 2015 (£)**	**31 December 2014 (£)**
Profit for the period attributable to normal shareholders	177,162	2,215,004
Reversal of impairment of Intangible assets/ (Impairment of Intangible assets)	(3,182,240)	(4,695,356)
Loss on disposal of subsidiaries	5,762	-
Bargain purchase from acquisition of Subsidiaries	(193,425)	-
Impairment of goodwill on acquisition of Subsidiaries	20,057	-
Headline loss for the period attributable to normal shareholders	(3,172,687)	(2,570,352)
Headline loss per ordinary share	**(0.010)**	**(0.013)**

In order to accurately reflect the weighted average number of ordinary shares for the purposes of basic earnings, dilutive earnings and headline earnings per share as at year end, the weighted average number of ordinary shares was adjusted retrospectively.

ANNEXURE 2 - LISTING OF PROSPECTING LICENCES

Schedule of prospecting and exploration licenses

The following detailed schedule is attached in order to provide additional information pertaining specifically to the interests held by the Company in the identifiable exploration projects as at year end:

Rukwa Coal Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-G16707	22-Feb-11	PL 7005/2011	21-Apr-11	20-Apr-15	IWANDA - CHUNYA/MBOZI	198.81
2	HQ-G16803	22-Feb-11	PL 7006/2011	12-Apr-11	11-Apr-15	IWANDA - CHUNYA/MBOZI	296.81
3	HQ-P20662	16-Oct-12	PL 8841/2013	08 February 2013	07 February 2017	IVUNA - MBOZI	49.44
4	HQ-P29182	16-Sep-15	PL 10742/2015	22 October 2015	Licence with Ministry	UTAMBALILA - CHUNYA/MBOZI	132.31
5	HQ-P29202	16-Sep-15	PL 10743/2015	22 October 2015	Licence with Ministry	TABO - CHUNYA/MBOZI	99.64
6	HQ-P29181	16-Sep-15	PL 10744/2015	22 October 2015	Licence with Ministry	UTAMBALILA - MOMBA	17.06

Pinewood Resources Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-P16193	15-Nov-11	PL 7721/2012	23-Feb-12	22-Feb-16	SONGWE RIVER - MBEYA/MBOZI	3.99
2	HQ-P20674	28-Sep-12	PL 8496/2012	10-Dec-12	09-Dec-16	SONGEA - MBINGA	10.07
3	HQ-P19757	10-Dec-12	PL 9100/2013	29-Apr-13	28-Apr-17	MATEPWENDE - SONGEA	297.98
4	HQ-P21470	22-Aug-13	PL 9477/2013	21-Nov-13	Licence with Ministry	SAKAMAGANGA - SONGEA	75.76
5	HQ-P20099	04-Oct-13	PL 9486/2013	27-Nov-13	Licence with Ministry	LUTUKILA & LUHIRA RIVER - SONGEA	189.03

Eagle Gold Mining Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-G18018	13-Jan-15	PL 5457/2008	18-Dec-14	17-Dec-16	BUBU - KONDOA	20.03
2	HQ-G17800	10-Sep-13	PL 6595/2010	13-Aug-13	12-Aug-16	KWAMTORO - KONDOA	98.07
3	HQ-G17801	10-Sep-13	PL 6600/2010	13-Aug-13	12-Aug-16	KWAMTORO - KONDOA	66.84
4	HQ-G17888	02-Dec-14	PL6612/2010	05-Oct-13	04-Oct-16	MEIA MEIA - DODOMA	93.78
5	HQ-P16508	25-Jun-10	PL 7308/2013	8-Apr-2013	7-Apr-2017	KWAMTORO - DODOMA/KONDOA	290.15
6	HQ-P20253	06-Nov-12	PL 8836/2013	08-Feb-13	07-Feb-17	KWAMTORO - DODOMA/KONDOA	297.54

ANNEXURE 2 - LISTING OF PROSPECTING LICENCES

Savannah Mining Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-G17999	23-Mar-15	OFFER	24-Jul-14	23-Jul-17	LUNGUYA - KAHAMA	19.91
2	HQ-G18017	13-Jan-15	PL 5509/2008	31-Dec-14	30-Dec-16	KIKUBIJI - KWIMBA	11.37
3	HQ-G17580	31-Dec-12	PL 6283/2009	31-Dec-12	30-Dec-15	KIKUBIJI - KWIMBA	19.90
4	HQ-G17628	14-May-13	PL 6321/2010	30-Mar-13	29-Mar-16	KIKUBIJI - KWIMBA	4.83
5	HQ-G17629	14-May-13	PL 6322/2010	30-Mar-13	29-Mar-16	KIKUBIJI - KWIMBA	11.51
6	HQ-P17621	23-Nov-10	PL 7100/2011	03-Aug-11	02-Aug-15	BUKONDO - GEITA	25.01
7	HQ-G18150	14-Aug-15	OFFER	25-Aug-15	24-Aug-18	MWAMAGALA - KAHAMA	3.72
8	HQ-P16872	28-Sep-11	PL 7589/2012	23-Jan-12	22-Jan-16	KIRUMWA-GEITA	50.15
9	HQ - 4606	03-Mar-08	PL 7590/2012	23-Jan-12	22-Jan-16	KWIMBA	26.43
10	HQ-P20614	04-Apr-12	PL 7991/2012	04-Jun-12	03-Jun-16	KIKULIJI - KWIMBA	9.95
11	HQ-P17729	22-Feb-12	PL 7994/2012	04-Jun-12	03-Jun-16	FUKALO - MAGU	15.35
12	HQ-P17024	04-Jun-12	PL 8109/2012	05-Jul-12	04-Jul-16	KITONGO - MAGU	8.39
13	HQ-P20919	25-Oct-12	PL 8806/2013	08-Feb-13	07-Feb-17	KITONGO - MISUNGWI	4.19
14	HQ-P21291	15-Nov-12	PL 8995/2013	08-Feb-13	07-Feb-17	KWIMBA - KWIMBA	8.53
15	HQ-P21290	04-Mar-13	PL 9196/2013	21-Jun-13	20-Jun-17	FUKALO - MISUNGWI	7.68
16	HQ-P20859	04-Mar-13	PL 9197/2013	21-Jun-13	20-Jun-17	IGENGI - MISUNGWI	12.29
17	HQ-P24733	24-Apr-13	PL 9311/2013	04-Oct-13	03-Oct-17	KIKULIJI - KWIMBA	9.95
18	HQ-P21289	08-Apr-13	PL 9312/2013	11-Sep-13	10-Sep-17	LUNGUYA - KAHAMA	8.95
19	HQ-P19713	22-Aug-13	PL 9478/2013	21-Nov-13	Licence at Ministry	GEITA - GEITA	12.79

Jubilee Resources Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-G18110	15-Jul-15	OFFER	12-Jun-15	11-Jun-18	MATOMBO - MOROGORO	19.76
2	HQ-G18109	14-Aug-15	OFFER	12-Jun-15	11-Jun-18	MGETA - MOROGORO	19.93
3	HQ-G18108	15-Jun-15	PL 5837/2009	12-Jun-15	11-Jun-17	KINGOLWERA - MOROGORO	20.04
4	HQ-G17803	10-Sep-13	PL 6541/2010	13-Aug-13	12-Aug-16	KINGOLWERA - MOROGORO	19.02
5	HQ-G18032	28-Jan-15	OFFER	13-Feb-15	12-Feb-18	MATOMBO - MOROGORO	21.59
6	HQ-G17831	11-Sep-13	PL 6622/2010	21-Sep-13	20-Sep-16	SONGE - KILOSA	98.83
7	HQ-P19135	06-Aug-12	PL 8299/2012	28-Sep-12	27-Sep-16	MKATA/MOROGORO - KILOSA	119.69
8	HQ-P20388	28-Sep-12	PL 8497/2012	10-Dec-12	09-Dec-16	MOROGORO - MOROGORO	159.18
9	HQ-P20642	16-Oct-12	PL 8839/2013	08-Feb-13	07-Feb-17	MOROGORO - MOROGORO	39.67
10	HQ-P26016	15-May-13	PL 9203/2013	21-Jun-13	20-Jun-17	MATOMBO - MOROGORO	42.81

ANNEXURE 2 - LISTING OF PROSPECTING LICENCES

Reef Miners Limited

PROPERTIES UNDER LICENCES							
	OFFER DETAILS		LICENCE DETAILS				
NO	OFFER REG. NO.	OFFER DATE	LICENCE NO.	GRANTED DATE	EXPIRY DATE	LOCATION (AREA/DISTRICT)	SQ.KM
1	HQ-G17881	25-Oct-13	PL 4324/2007	19-Sep-13	18-Sep-15	NYAGHONA - GEITA/SENGEREMA	13.65
2	HQ-G1767	14-May-13	PL 4355/2007	09-May-13	08-May-15	NYAMIREMBE - BUKOMBE	15.17
3	HQ-G17880	13-Jun-14	PL 4652/2007	18-Sep-13	17-Sep-15	BIHARAMULO	8.33
4	HQ-G17891	25-Oct-13	PL 4732/2007	20-Sep-13	19-Sep-15	KASAMWA - SENGEREMA	10.12
6	HQ-G17890	25-Oct-13	PL 4794/2007	20-Oct-13	19-Oct-15	BUZIRAYOMBO - BIHARAMULO	18.21
7	HQ-G17932	25-Oct-13	PL 4822/2007	09-Nov-13	08-Nov-15	LYOBAHIKA - BUKOMBE	2.91
8	HQ-G17933	25-Oct-13	PL 4823/2007	07-Nov-13	06-Nov-15	MBOGWE - KAHAMA	6.52
9	HQ-G17988	04-Aug-14	PL 5253/2008	25-Jul-14	24-Jul-16	NYAKAGOMBA - BIHARAMULO/GEITA	6.69
15	HQ-G17586	14-Jan-13	PL 6282/2009	31-Dec-12	30-Dec-15	GEITA - GEITA	6.04
17	HQ-G17667	14-May-13	PL 6398/2010	05-May-13	04-May-16	IKOKA - BIHARAMULO	7.88
18	HQ-G17745	11-Sep-13	PL 6485/2010	16-Jul-13	15-Jul-16	BUSHIROMBO - BUKOMBE	13.13
20	HQ-G17886		PL 6835/2010	21-Oct-13	20-Oct-16	NYAKAGOMBA - GEITA	3.07
27	HQ-P17762	20-Jun-12	PL 8139/2012	07-Aug-12	06-Aug-16	MUKUNGO - BIHARAMULO	9.02
28	HQ-P19383	15-Aug-12	PL 8363/2012	14-Nov-12	13-Nov-16	BUZIRAYOMBO - BIHARAMULO	35.46
29	HQ-P19356	21-Aug-12	PL 8365/2012	13-Nov-12	12-Nov-16	IMWERU - GEITA	5.88
30	HQ-P19256	21-Aug-12	PL 8386/2012	16-Oct-12	15-Oct-16	USHIROMBO - BUKOMBE	13.05
31	HQ-P19444	21-Aug-12	PL 8390/2012	16-Oct-12	15-Oct-16	GEITA - GEITA	5.59
32	HQ-P17764	29-Aug-12	PL 8482/2012	10-Dec-12	09-Dec-16	ISAMBALA - BIHARAMULO	26.74
33	HQ-P19445	29-Aug-12	PL 8483/2012	10-Dec-12	09-Dec-16	KABAHE - GEITA	10.35
34	HQ-P19568	17-Sep-12	PL 8507/2012	12-Dec-12	11-Dec-16	UGAMBILO - KWIMBA	8.87
35	HQ-P21335	25-Oct-12	PL 8680/2012	24-Dec-12	23-Dec-16	ISAMBALA - BIHARAMULO	13.37
36	HQ-P21020	25-Oct-12	PL 8681/2012	24-Dec-12	23-Dec-16	NYAKAGOMBA - BIHARAMULO	12.88
37	HQ-P20745	25-Oct-12	PL 8682/2012	24-Dec-12	23-Dec-16	NGOBO - MISUNGWI	2.96
38	HQ-P20617	25-Oct-12	PL 8683/2012	24-Dec-12	23-Dec-16	LUGOBA - GEITA	2.91
39	HQ-P19038	25-Oct-12	PL 8686/2012	24-Dec-12	23-Dec-16	SIMA - KWIMBA/MISUNGWI	5.12
40	HQ-P19255	16-Nov-12	PL 8730/2012	31-Dec-12	30-Dec-16	USHIROMBO - KAHAMA	13.05
41	HQ-P21684	16-Nov-12	PL 8740/2012	31-Dec-12	30-Dec-16	NYAMIREMBE - BIHARAMULO	62.49
42	HQ-P18235	16-Nov-12	PL 8741/2012	31-Dec-12	30-Dec-16	NYAKAGOMBATONDO - GEITA	6.12
43	HQ-P21761	16-Nov-12	PL 8742/2012	31-Dec-12	30-Dec-16	KASAMWA - GEITA	7.40
44	HQ-P21050	13-Dec-12	PL 9011/2013	27-Mar-13	26-Mar-17	NIKONGA - BUKOMBE	2.99
45	HQ-P21167	24-Dec-12	PL 9028/2013	27-Mar-13	26-Mar-17	BUKOLI - GEITA	3.91
46	HQ-P21336	04-Mar-13	PL 9073/2013	27-Mar-13	26-Mar-17	MUKUNGO - BIHARAMULO	4.51
47	HQ-P20595	24-Apr-13	PL 9179/2013	10-Jun-13	With Ministry	IMWERU - GEITA	3.02
48	HQ-P22471	24-Apr-13	PL 9180/2013	13-Jun-13	12-Jun-17	BUZIRAYOMBO - BIHARAMULO	8.41
49	HQ-P22359	24-Apr-13	PL 9181/2013	13-Jun-13	12-Jun-17	NG'OBO - MISUNGWI	1.49
50	HQ-P21842	24-Apr-13	PL 9183/2013	13-Jun-13	12-Jun-17	GEITA - GEITA	3.38
51	HQ-P22360	24-Apr-13	PL 9185/2013	13-Jun-13	12-Jun-17	SIMA - KWIMBA/MISUNGWI	2.56
52	HQ-P21721	24-Apr-13	PL 9192/2013	01-Jul-13	30-Jun-17	NYAMILEMBE/BIHARAMULO - GEITA	15.16
53	HQ-P22031	08-Apr-13	PL 9200/2013	21-Jun-13	20-Jun-17	GEITA - GEITA	0.78
54	HQ-P19765	22-Aug-13	PL 9475/2013	21-Nov-13	With Ministry	IMWERU - BIHARAMULO	7.23
55	HQ-P21049	22-Aug-13	PL 9476/2013	21-Nov-13	With Ministry	USHIROMBO - BUKOMBE	6.57
56	HQ-P21409	04-Oct-13	PL 9493/2013	27-Nov-13	26-Nov-17	NYAKAGOMBA - BIHARAMULO	12.80
57	HQ-P22470	04-Oct-13	PL 9494/2013	27-Nov-13	With Ministry	NYANGHONA - GEITA	17.06
58	HQ-P22664	04-Oct-13	PL 9495/2013	27-Nov-13	With Ministry	USHIROMBO - BIHARAMULO	18.21
59	HQ-P20596	24-Sep-13	PL 9496/2013	27-Nov-13	With Ministry	IMWERU - BIHARAMULO	12.56
60	HQ-P22773	12-Dec-13	PL 9642/2014	27-Mar-14	26-Mar-18	BUHALAHALA - GEITA	5.97
61	HQ-P21431	20-Feb-14	PL 9688/2014	24-Apr-14	23-Apr-18	EMIN PASHA - GEITA	3.20
62	HQ-P18834	18-Feb-14	PL 9689/2014	24-Apr-14	With Ministry	GEITA	1.56

NOTICE OF ANNUAL GENERAL MEETING

Company number 451931
KibO Mining Public limited company ("the Company")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 10 a.m on Thursday 21st July 2016 at the Conrad Hotel, Earlsfort Terrace, St Stephen's Green, Dublin 2, Ireland for the purpose of considering, and if thought fit, passing the following resolutions of which resolutions numbered 1, 2, 3, 4, 5 & 6 will be proposed as ordinary resolutions and resolutions numbered 7, 8, 9, 10 & 11 will be proposed as special resolutions: -

Ordinary Business

1 To receive, consider and adopt the accounts for the year ended 31 December 2015 together with the Directors and Auditors Reports thereon.

2 To authorise the Directors to fix the remuneration of the Auditors.

3 To re-elect Mr Christian Schaffalitzky as a Director of the Company who retires by rotation in accordance with Regulation 84 of the Articles of Association of the Company.

4 To re-elect Mr Noel O'Keeffe as a Director of the Company who retires by rotation in accordance with Regulation 84 of the Articles of Association of the Company.

Special business

Ordinary Resolution

5 That the authorised share capital of the Company be and is hereby increased from €39,000,000 divided into 800,000,000 Ordinary Shares of €0.015 and 3,000,000,000 Deferred Shares of €0.009 each to €42,000,000 by the creation of 200,000,000 new ordinary shares of €0.015 each ranking equally in all respects with the existing issued and unissued Ordinary Shares of €0.015 each.

Ordinary Resolution

6 The Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 (**"2014 Act"**), in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 1021 of the 2014 Act) provided that such power shall be limited to the allotment of relevant securities up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire on the date of the next annual general meeting of the Company held after the date of passing of this resolution, unless previously revoked, renewed or varied by the Company in General Meeting, save that the Company may before such expiry date make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

Special Resolution

7 Subject to the passing of Resolution 6 above that the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 ("2014 Act"), in substitution for all existing

such authorities, to allot equity securities (within the meaning of Section 1023 of the 2014 Act) for cash pursuant to the authority conferred by resolution number 6 above as if Section 1022(1) of the 2014 Act, did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the 2014 Act and held as treasury shares) up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of passing of this resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred had not expired. The authority hereby conferred may be renewed, revoked or varied by special resolution of the Company.

Special Resolution

8 That, subject to the passing of Resolution 5, existing clause 4 of the memorandum of association of the Company be deleted and replaced as follows:

"The share capital of the company is €42,000,000 divided into 1,000,000,000 Ordinary Shares of €0.015 each and 3,000,000,000 Deferred Shares of €0.009 each."

Special Resolution

9 That, subject to the passing of Resolution 5, the articles of association of the Company be and are hereby amended by the deletion of article 4 (a), and for the avoidance of doubt not clause 4 (b), 4 (c) 4 (d) or 4(e), and by the insertion of the following clause in substitution for and to the exclusion thereof:

"The share capital of the company is €42,000,000 divided into 1,000,000,000 Ordinary Shares of €0.015 each (hereinafter called "the Ordinary Shares") and 3,000,000,000 Deferred Shares of €0.009 each (hereinafter called "the Deferred Shares")".

Special Resolution

10 That the memorandum of association of the Company be amended as follows:

(a) the reference to "Section 155 of the Companies Act, 1963" in Clause 2(K) be deleted and replaced with the reference to "the Companies Act 2014" and the reference therein to "said Section" be deleted and replaced with the reference to "the Companies Act 2014".

(b) the reference to "Section 155 of the Companies Act, 1963" in Clause 2(T) be deleted and replaced with the reference to "the Companies Act 2014"; and

(c) the words "registered for the purposes of Part 17 of the Companies Act, 2014" be inserted at the end of Clause 3.

Special Resolution

11 That the Articles of Association produced to the meeting (a copy of which regulations marked "X" for identification), be adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

By Order of the Board

Noel O'Keeffe

Noel O'Keeffe
Director and Company Secretary

Dated: 13 June 2016

Registered Office:
27 Hatch Street Lower
Dublin 2
Ireland

Notes:

a Any shareholder of the Company entitled to attend and vote may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose a form of proxy is enclosed with this Notice. A proxy need not be a shareholder of the Company. Lodgement of the form of proxy will not prevent the shareholder from attending and voting at the meeting.

b Only shareholders, proxies and authorised representatives of corporations, which are shareholders, are entitled to attend the meeting.

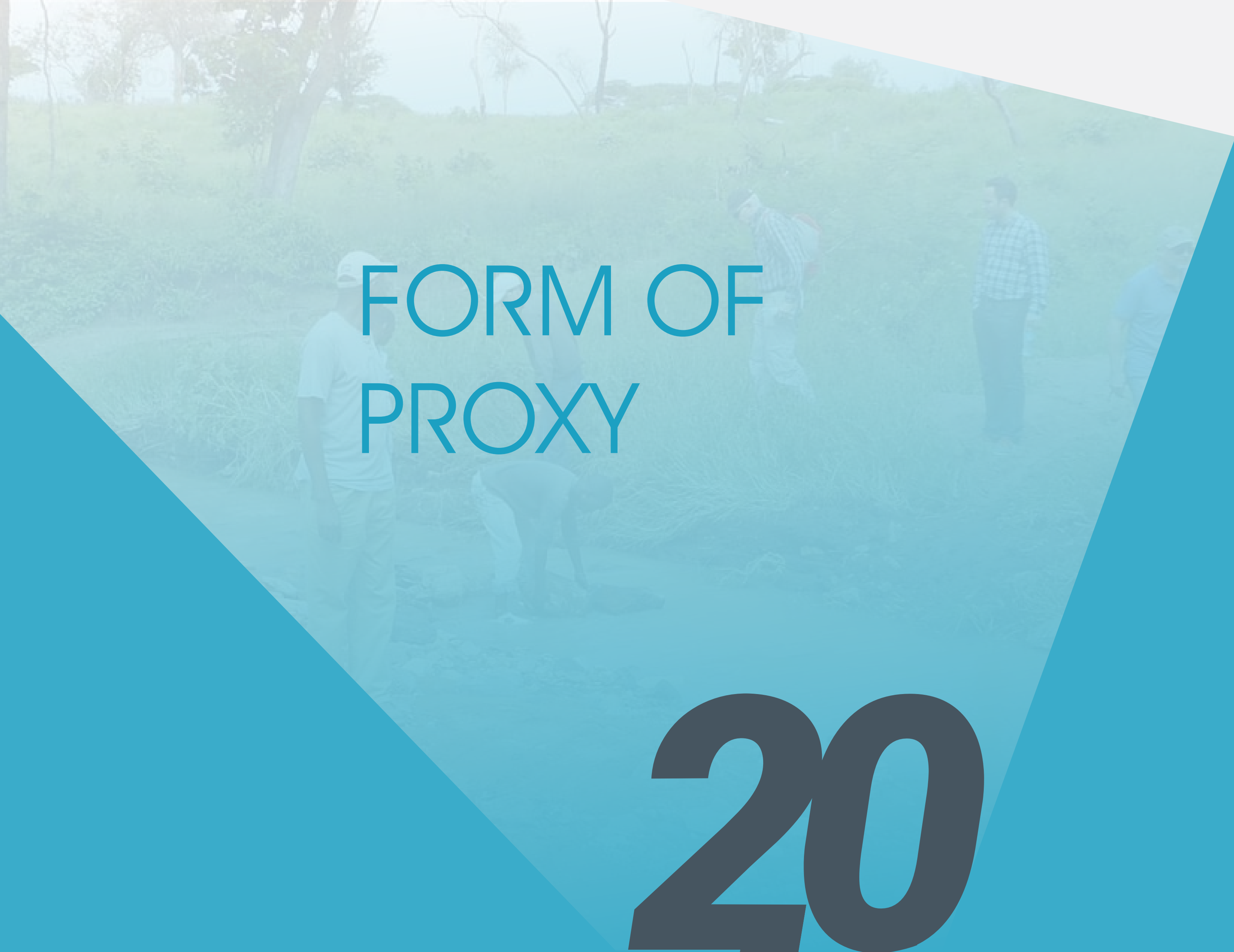
c To be valid, the form of proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company's share registrar, Computershare Investor Services (Ireland) Ltd, Heron House, Corrig Road, Sandyford Industrial Estate Dublin 18 not less than 48 hours prior to the time appointed for the meeting.

d All South African shareholders must send their proxies to the transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg 2001 (PO Box 61051 Marshalltown 2107) not less than 48 hours prior to the time appointed for the meeting.

e In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

f The Company, pursuant to Section 1095 of the Companies Act, 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 (as amended) specifies that only those shareholders registered in the Register of Members of the Company (the "Register") at the close of business on the day which is two days before the date of the Meeting, (or in the case of an adjournment at the close of business on the day which is two days prior to the adjourned Meeting), shall be entitled to attend and vote at the Meeting or any adjournment thereof in respect only of the number of shares registered in their name at that time. Changes to entries in the Register after that time will be disregarded in determining the rights of any person to attend and/or vote at the Meeting.

FORM OF PROXY



2015

FORM OF PROXY

Annual General Meeting
KIBO MINING PUBLIC LIMITED COMPANY (the "Company")

I/We (See Note A below) ____of __________________________________
_______ being a shareholder of the Company, hereby appoint (See Note B below):
(a) the Chairman of the Meeting; or
(b) _______________________________ of ____ as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 21st July 2016 at 10 a.m. in the Conrad Hotel, Earlsfort Terrace, St Stephen's Green, Dublin 2, Ireland and at any adjournment thereof.

Please indicate with an ''X'' in the space below how you wish your votes to be cast in respect of each of the resolutions detailed in the notice convening the Meeting. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Ordinary Business of the Meeting		For	Against
1	To receive, consider and adopt the accounts for the year ended 31 December 2015 and the Directors and Auditors Reports thereon.		
2	To authorise the Directors to fix the remuneration of the auditors.		
3	To re-elect Mr Christian Schaffalitzky as a Director.		
4	To re-elect Mr Noel O'Keeffe as a Director.		
Special Business of the Meeting			
5.	To increase the authorised share capital of the Company		
6.	That the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities.		
7.	That the Directors be and are hereby empowered pursuant to Section 1023(3) of the Companies Act, 2014 to allot equity securities.		
8.	To amend the share capital clause of the memorandum of association.		
9.	To amend the share capital clause of the articles of association		
10.	To amend generally the memorandum of association		
11.	To adopt new articles of association		

Dated this _______ day of _________ 2016

Signature or other execution by the shareholder (See Note C, turn over):

____

Notes:

(A) A shareholder must insert his, her or its full name and registered address in type or block letters. In the case of joint accounts, the names of all holders must be stated.

(B) If you desire to appoint a proxy other than the Chairman of the Meeting, please insert his or her name and address in the space provided and delete the words "the Chairman of the Meeting or".

(C) The proxy form must:
   (i) in the case of an individual shareholder be signed by the shareholder or his or her attorney; and
   (ii) in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorized officer of the corporate shareholder.

(D) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

(E) To be valid, the form of proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company's share registrar, Computershare Investor Services (Ireland) Ltd, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 at not less than 48 hours prior to the time appointed for the meeting.

(F) All South African shareholders must send their proxies to the transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg 2001 (PO Box 61051 Marshalltown 2107) not less than 48 hours prior to the time appointed for the meeting.

(G) A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent his/her appointer.

(H) The return of a proxy form will not preclude any shareholder from attending and voting at the Meeting.

(I) Pursuant to Section 1095 of the Companies Act, 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

SOUTH AFRICAN SHAREHOLDERS

Notes to the Form of Proxy

1. A KIBO shareholder may insert the name of a proxy or the names of two alternative proxies of the KIBO shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the General Meeting", but any such deletion must be initialled by the KIBO shareholder concerned. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.

2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in KIBO, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A KIBO shareholder or his/her proxy is not obliged to use all the votes exercisable by the KIBO shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.

3. The date must be filled in on this proxy form when it is signed.

4. The completion and lodging of this form of proxy will not preclude the relevant KIBO shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.

5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of KIBO or waived by the Chairperson of the Annual General Meeting of KIBO shareholders.

6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.

7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of KIBO.

8. Forms of proxy must be received by the transfer secretaries, Computershare Investor Services (Pty) Limited at 70 Marshall Street, Johannesburg, 2001 (P O Box 61051, Marshalltown, 2107) by not later than 10 a.m. on the 19th July 2016.

9. The Chairperson of the Annual General Meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.

10. If required, additional forms of proxy are available from the transfer secretaries of KIBO.

11. Dematerialised shareholders, other than by own name registration, must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody

To be completed and mailed to:
Computershare Investor Services (Pty) Ltd
PO Box 61051
Marshalltown 2107
Johannesburg
OR
To be completed and hand delivered to:
Computershare Investor Services (Pty) Limited
Ground Floor
70 Marshall Street
JOHANNESBURG

APPENDIX

Explanation of proposed amendments to the Memorandum and Articles of Association

1. Introduction

The Companies Act 2014 of Ireland (**"2014 Act"**) became effective on 1 June 2015. Instead of providing, as the previous Irish Companies Acts had, for a model set of articles of association that apply unless otherwise provided for, the 2014 Act includes optional statutory provisions that apply to regulate a company unless its articles of association provide otherwise.

The purpose of Special Resolutions 10 and 11 is to make amendments to the Memorandum of Association of the Company and to adopt revised Articles of Association for the Company to reflect the new statutory context and to ensure that the changes to Irish company law will not have an unintended effect on the Company's Memorandum and Articles of Association by altering how the provisions in the Memorandum and Articles of Association are to be applied.

As all of the changes described below are intended, so far as practicable, to preserve the status quo, it is therefore not considered necessary to vote separately on each amendment to the Memorandum and Articles of Association.

2. Special Resolution 10

This special resolution is being proposed in order make amendments to Clauses 2(K), 2(T) and Clause 3 of the Memorandum of Association so as to update the statutory references in these Clauses in order to be consistent with the 2014 Act.

3. Special Resolution 11

Under this special resolution, it is proposed to make the following amendments to the Articles of Association:

(a) Articles 1, 5(a), 6(a), 41(v), 59(g)(iii), 67(e), 74(h) and 76(b)(iv), contain references to Sections in the previous Irish Companies Acts. This resolution will amend these statutory references in order to ensure that they refer to the corresponding provisions in the 2014 Act.

(b) The 2014 Act adopts a new approach with respect to the articles of association of all companies. Instead of making provision for an optional, model set of articles of association as was provided under Table A of the First Schedule to the Companies Act 1963 ("Table A"), the 2014 Act now contains specific statutory provisions that apply to all companies unless the company's articles of association specifically exclude them. As those provisions deal with matters that are already specified in the Company's existing Articles of Association (which also disapply the model set of articles of association provided in Table A), it is proposed that a new provision will be included in the introduction to the revised Articles of Association to disapply those optional sections of the 2014 Act. As Table A is no longer relevant, its disapplication in the introduction to the Articles of Association is no longer necessary. A summary of the main provisions of the 2014 Act which are being specifically excluded by the new introduction to the Articles of Association is set out below:

(i) Section 43(2) deals with use of a company's seal. This section is being disapplied as provision for use of the Company's seal is made in Article 105;

(ii) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by a company. These sections are being disapplied as the matter is already provided for in Articles 13 to 18;

(iii) Section 95(1)(a) is being disapplied as the Directors discretion to decline a transfer of shares is dealt with in Article 29;

(iv) Section 95(2)(a) is being disapplied as otherwise it would allow the directors to charge a fee when registering the transfer of a share (Article 31);

(v) Sections 96(2) to (11) deal with the transmission of shares in a company. These sections are being disapplied as the matter is already provided for in Articles 35 to 37;

(vi) Sections 124 and 125 deal with the declaration and payment of dividends by a company. These sections are being disapplied as the relevant subject matter is already provided for in Articles 106 to 116;

(vii) Sections 144(3) and 144(4) deal with the appointment of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 85 to 87;

(viii) Section 148(2) deals with how the office of a director of a company may be vacated early. This section is being disapplied as the matter is already provided for in Articles 74 and 88;

(ix) Section 158(3) deals with the borrowing powers of the directors of a company. This section is being disapplied as the matter is already provided for in Article 81;

(x) Section 158(4) deals with the delegation power by directors to committees. This section is being disapplied as the matter is already provided for in Article 97;

(xi) Sections 159 to 165 deal with the appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disapplied as these matters are already provided for in Articles 68 to 80 and 83 to 101;

(xii) Sections 181(1) deals with the notice period required to convene a general meeting of a company. This section is being disapplied as the matter is already provided for in Articles 43 and 46;

(xiii) Sections 182(2) and (5) deal with the quorum required for a general meeting of a company. These sections are being disapplied as the matter is already provided for in Article 47;

(xiv) Section 187 deals with the conduct of general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 47 to 65;

(xv) Section 188 deals with voting at general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 47 to 65;

(xvi) Sections 218(3), (4) and (5) deal with the service of notice on members of a company. These sections are being disapplied as detailed provision in this regard is made in respect of the Company by Article 123 to 128;

(xvii) Sections 229, 230 and 1113 deal with the interests of directors of a company. These sections are being disapplied as the matter is already provided for in Article 76;

(xviii) Sections 338(5) and 338(6) deal with the delivery of the financial statements of the company. These sections are being disapplied as delivery methods are already dealt with in Articles 43, 119, 121 and 124;

(xix) Section 618(1)(b) deals with the distribution of property on a winding up of a company. This section is being disapplied as the matter is already provided for in Article 129;

(xx) Section 1090 deals with the rotation of directors of a company. This section is being disapplied as the matter is already provided for in Articles 84 to 86; and

(xxi) Section 1092 deals with the remuneration of the Directors of a Company. This section is being disapplied as the matter is already provided for in Articles 71 to 73 and 92.

(c) In various places in the Articles of Association, references to “stock exchange nominee” are being deleted as this term is no longer in use following the repeal of the Companies (Amendment) Act 1977.

(d) In various places in the Articles of Association, the expression “undenominated capital” is being inserted as this expression is now used in the 2014 Act to refer to that part of a company’s issued share capital that is not represented by the nominal value paid up on issued shares.

(e) In various places in the Articles of Association, the expression "statutory financial statements" is being inserted as this expression is now used in the 2014 Act and replaces the term "accounts" – the new expression includes a balance sheet, a profit and loss account and other statements and notes.

(f) Articles 43, 119 and 121 are being amended in order to reflect the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the 2014 Act. In particular, Article 43 has been amended to permit the Directors to use the power provided for in the 2014 Act to send shareholders summary financial statements in lieu of the full statutory financial statements of the Company. Article 43 has been further amended to provide that, where the Directors elect to do so, any shareholder may request a full copy of the financial statements of the Company to be sent to him or her.

(g) Article 44 is being amended to make clear that the appointment or re-appointment of the Auditors at general meetings is subject to Sections 380 and 382 to 385 of the 2014 Act.

(h) Article 46(b) is being amended to provide that the Secretary (together with any other person entitled to receive notice under the 2014 Act) is entitled to receive notice of general meetings as provided for by Section 180(1)(d) of the 2014 Act.

(i) Article 61 is being supplemented to make it clear that the Directors' approval of the instrument of proxy is subject to the requirements of the 2014 Act.

(j) Article 64(a) is being amended to reflect the provisions of Section 183(10) of the 2014 Act, which allows notices of the revocation of a proxy to be delivered right up to the commencement of the relevant general meeting.

(k) Section 228(1)(d) of the 2014 Act is an entirely new restriction regarding the use of company property by directors. A new Article 72(b) is therefore being adopted in order to ensure that Directors can continue to use Company property, subject to such conditions as may be approved or delegated by the Board.

(l) Sections 228(1)(e) and 228(2) of the 2014 Act are entirely new. It is proposed therefore to include additional text in Article 76(a) (and to caveat Article 76(a)) in order to make it clear that Section 228(1)(e) will not restrict anything that may be done by any Director in accordance with the authorisation of the Board or a Board committee.

(m) The expression "accounting records" is being inserted in Articles 117 and 118 as this expression is now used in the 2014 Act.

General Housekeeping Amendments

(n) A number of additional "housekeeping" changes are provided for in the revised Articles of Association, including:

(i) the deletion of the reference to Article "67" in Article 29 and its replacement by a reference to Article "59";

(ii) the deletion of redundant text at the end of Article 40;

(iii) the deletion of the reference to Article "114" in Article 42(a)(ii) and its replacement by a reference to Article "115".

(iv) the deletion of the reference to Article "41(a)" in Article 42(b) and its replacement by a reference to Article "42(a)".

(v) the deletion of the reference to Article "52(b)" in Article 53 and its replacement by a reference to Article "53(b)";

(vi) the deletion of the reference to Article "58(g)" in Article 59(a) and its replacement by a reference to Article "59(g)";

(vii) the deletion of the reference to Article "58(g)(i) or 58(g)(ii)" in Article 59(a)(ii)(2) and its replacement by a reference to Article "59(g)(i) or 59(g)(ii)" and the deletion of the reference to Article "58(h) in Article 59(a)(ii)(2) and its replacement by a reference to Article "59(h)";

(viii) the deletion of the reference to Article "106" in Article 59(f) and its replacement by a reference to Article "111";

(ix) the deletion of the reference to Article "58(a)(ii)(2) in Article 59(h) and its replacement by a reference to Article "59(a)(ii)(2)";

(x) the deletion of the reference to Article "122(a)(i) or 122(a)(ii) in Article 124(b) and its replacement by a reference to Article "124(a)(i) or 124(a)(ii)" and the deletion of the reference to Article "122(a)(iii) in Article 124(c) and its replacement by a reference to Article "124(a)(iii)";

(xi) the deletion of the reference to Article "122(a)(iv) in Article 124(d) and its replacement by a reference to Article "124(a)(iv)";

(xii) the deletion of the reference to Article "122(a)(i) and 122(a)(ii) in Article 124(f) and its replacement by a reference to Article "124(a)(i) or 124(a)(ii)"; and

(xiii) the deletion of the reference to Article "58" in Article 126(a) and its replacement by reference to Article "59".

Documents available for inspection

A copy of the amended Memorandum of Association together with the Articles of Association, showing the changes proposed by Special Resolutions 10 and 11 (and also including the changes proposed by Special Resolutions 8 and 9), is available on the Company's website (www.kibomining.com) and will also be available for inspection at the registered office of the Company during business hours on any business day up to any including the date of the Annual General Meeting as well as being available at the Annual General Meeting on 21st July 2016. Members can also request a hard copy of the amended Memorandum of Association together with the Articles of Association by sending a written request for same marked for the attention of the Company Secretary, Kibo Mining plc, 27 Hatch Street Lower, Dublin 2, Ireland or email to info@kibomining.com.

NOTES:

TARGET PROGRAMME FOR 2016/2017

MCPP

- Complete MCPP Integrated Bankable Feasibility Study by finalising Mining Feasibility Study, Power feasibility, Environmental Impact Assessment Study and all related activities and agreements with relevant stakeholders
- Bring project to Financial Close
- Commence Construction Phase of mine and power plant

IMWERU

- Continue with completion of Pre-Feasibility Study stage of Definitive Mining Feasibility Study

HANETI

- Implement drill programme at Haneti on priority targets at Mihanza and Mwaka Hills deferred from 2015, resources permitting

PINEWOOD & MOROGORO

- Continue with exploration under Joint Ventures (with Metal Tiger PLC) to resolve target areas for detailed follow-up and drill target generation

KiboMining PLC

Design and Print by Modern Printers: 056 7721739