Silver Falcon Plc

Annual Report & Accounts
for the period
ended 31 December 2015

Contents

Company information

Directors
Geoffrey Dart *(Executive Chairman)*
Peter Redmond *(Non-Executive Director)*
Adrian Beeston *(Non-Executive Director)*

Company Secretary
Timothy Le Druillenec FCMA

Registered Office
6, New Street Square,
London
EC4A 3LX

Registered Number
8401609 (England and Wales)

Broker
Optiva Securities Limited,
2, Mill Street.
London
W1S 2AT

Financial Adviser
Peterhouse Corporate Finance
15, Eldon Street,
London
EC2M 7LD

Auditors
PKF Littlejohn LLP,
Westferry Circus,
Canary Wharf,
London E14 4HD

Solicitors
Charles Russell Speechlys LLP,
6, New Street Square
London EC4A 3LX

Principal Bankers
Metro Bank plc
One Southampton Row,
London WC1B 5HA

Registrars
Computershare Investor Services PLC,
The Pavillions,
Bridgewater Road,
Bristol
BS13 8AE

Chairman's Statement

I am pleased to present the annual accounts for the period ended 31st December 2015. During the period the Company reported a loss of £80,367 (28 February 2015 – loss of £6,270) which arose from professional fees in connection with the listing and general administration expenses. As at the date of this report the Company has approximately £1.3m of cash balances.

Following its listing on the London Stock Exchange on 9th November 2015, the Company has focused on the evaluation of various Financial Services/Fintech opportunities. To that end, it announced on 30th December 2015 that It had entered into a non-binding Memorandum of Understanding with the board and principal shareholder in Lime Holdings Limited ("Lime") regarding a possible acquisition of 100% of the share capital of Lime by way of a share for share exchange.

As at the date of this report, the company is continuing its due diligence on Lime but shareholders should note that whilst the Board is determined to complete this transaction no binding agreement has yet been reached and accordingly there can be no guarantee of a completion at this stage. Further announcements will be made when appropriate

I would like to thank all those who have contributed to bringing the Company to its present position and look forward to a successful future.

Geoffrey Dart
Executive Chairman

5th May 2016

Operational Review

Silver Falcon Plc was established for the purpose of acquiring a company, business or asset that has operations in the Fintech sector that it will then look to develop and expand.

The Company has not as yet traded and no material level of interest income has been received to date. Since incorporation, its expenses have related to professional and associated expenses related to the Standard Listing, Placing, Advisory and Consultancy Fees, along with general administration expenses. These expenses have been met from the proceeds of the issue of Shares which have been the only sources of cash for the Company to date.

During this period the Company raised net proceeds of £1,380,243 through the placing of new ordinary shares (“the Placing”).

The capital raised has been used to fund the due diligence of potential projects as well as procuring the services of a board of people who have a number of years of experience in a range of various fields of expertise that will provide a sound foundation for the future development of the company.

The Board is responsible for the Company’s business strategy and its overall supervision, including the identification and assessment of acquisition opportunities, the approval, structuring and execution of acquisitions and determination and execution of strategy for the acquired companies, businesses or assets. The Board has considerable experience in identifying acquisition targets and in executing such transactions.

Financial review

Loss for the period

In the period to 31 December 2015, the loss for the year mainly arises from expenses in connection to professional and associated expenses related to the Standard Listing, Placing, Advisory and Consultancy Fees, along with a small general administration expenses. These expenses have been met from the proceeds of the issue of Shares, which have been the only sources of cash for the Company to date.

The Company incurred a loss for the period to 31 December 2015 of £80,367 (28 February 2015 – loss of £6,270) and the main reason for the increase in costs compared to the prior year is one-off regulatory costs in connection with the listing. The Company has also incurred new operating costs such as office rent, etc. none of which occurred in the prior period, as the Company was essentially a dormant shell until the listing.

Cash flow

During the period ended 31 December 2015 the Company issued 59,899,999 Ordinary Shares of £0.01 nominal value at various prices raising a gross amount of £1,465,000.

Closing cash

As at 31 December 2015, the Company held £1,323,869 in the bank account (28 February 2015 - £6,230).

Board of Directors and Senior Management

Geoffrey Gilbert Dart Executive Chairman

Geoffrey Dart is a merchant banker with over 35 years of experience of fund raising and listing transactions. In 1990 he was appointed to the board of Harrell Hospitality Inc, a hotel management and development company, after he structured and completed its reverse takeover by a US-listed shell company. In 2003, as chairman of Energy Technique Plc (a Main Market company) Geoffrey oversaw the re-structuring and re-capitalisation of the company. Also in 2003, as a founder and an executive director of London and Boston Investments Plc (an AIM-listed company), Geoffrey was responsible for M&A activity for the company. In 2010, Geoffrey joined the board of Hayward Tyler Limited, the specialist pump manufacturer and after raising equity and debt funding, completed the Main Market listing of the company and thereafter took on particular responsibility for the group's Chinese operations and completed a successful re-structuring of those operations.

Peter Redmond Non- Executive Director

Peter Redmond is a corporate financier with some 30 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years, on the Unlisted Securities Market, the Full List and AIM, whether by IPO or in many cases via reversals, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. He has been active over many years in corporate rescues and reconstructions on AIM and in reverse transactions into a range of investing companies. He was a founder director of Cleeve Capital plc (now Satellite Solutions plc) and Mithril Capital plc, both of which were admitted to the Standard List of the London Stock Exchange, and took a leading role in the reconstruction and refinancing of of AIM-quoted Kennedy Investments and 3Legs Resources plc.

Adrian Richard Thorpe Beeston Non- Executive Director

Adrian founded Thorpe-Beeston Investments Ltd ("TBIL") in 2002. TBIL specialises in the financing and structuring of small to medium size businesses, and the floatation of these companies on the American Stock Exchange, AIM Exchange and TSX Venture Exchange. Previous to this, Adrian was at Altium Capital, a major pan-European corporate finance house, where he focused primarily on the raising of private equity. Adrian has worked extensively in small to mid size businesses, financing and working with over 20 companies in the last 5 years. Other work has included implementation of corporate structure, human resources planning, corporate governance policies and providing finance once these cornerstones of a business are in place.

Timothy Vincent Le Druillenec The Company Secretary

Timothy Le Druillenec is a Fellow of the Chartered Institute of Management Accountants and provides consultancy and accounting services to a number of companies including, during 2013, Leed Resources Plc, Kennedy Ventures Plc and Pires Investments Plc, all AIM-listed companies. Prior to that between 2005 and 2012, he had executive experience as the chief executive of Richards Walford & Company Ltd, a fine wine importer and prior to that he was the finance director and company secretary of Bella Media Plc and between 1995 and 2004 he was group finance director and company secretary of Pacific Media Plc, a Main Market company which was ultimately re-named as Responze TV Plc following the acquisition of effective control by an Asian investor group.

Directors' Report

The Directors present their report with the financial statements of the company for the period ended 31 December 2015.

The Company's Ordinary Shares were admitted to listing on the London Stock Exchange, on the Official List pursuant to Chapters 14 of the Listing Rules, which sets out the requirements for Standard Listings, on 9th November 2015.

Directors

The Directors of the Company during the period and their beneficial interest in the Ordinary shares of the Company at 31 December 2015 were as follows:

Director	Position	Appointed	Ordinary shares	Options	Other
Geoffrey Dart*	Executive Chairman	13/02/2013	4,800,000 -	-	-***
Peter Redmond**	Non-Executive Director	29/07/2015	3,600,000	-	-***
Adrian Beeston	Non-Executive Director	29/07/2015	3,350,000	-	-***

* Geoffrey Dart holds these shares through Chesterfield Capital Ltd, of which he is the ultimate beneficial owner and Black Eagle Capital Plc, of which he holds 45.25%.

** Peter Redmond holds these shares through Catalyst Corporate Consultants Ltd of which he is the sole shareholder.

*** Each of the Directors has agreed not to receive a fee from the Company for so long as the Company remains as a special purpose acquisition company. The Directors, will however, be entitled to receive a success fee of £30,000 each on completion of an Acquisition to be satisfied by the Company issuing and allotting to each of the Directors 1,000,000 Ordinary Shares at an issue price of £0.03 per Ordinary Share (subject to any adjustment following any sub-division or consolidation of the Ordinary Shares).

Qualifying Third Party Indemnity Provision

At the date of this report, the Company have a third party indemnity policy in place for all three Directors.

Directors' Report (continued)

Substantial shareholders

As at 31 December 2015, the total number of issued Ordinary Shares with voting rights in the Company was 64,900,000.

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at 25 April 2016.

Party Name	Number of Ordinary Shares	% of Share Capital
Optiva Securities Limited*	5,000,000	7.7%
Geoffrey Dart**	4,800,000	7.4%
Peter Redmond***	3,600,000	5.5%
Adrian Beeston	3,350,000	5.16%
Wayne Gibson	2,600,000	4.0%
Abdelatif Lachab	2,600,000	4.00%

* Optiva Securities Limited holds these shares through JIM Nominees Limited.

** Geoffrey Dart holds these shares through Chesterfield Capital Ltd, of which he is the ultimate beneficial owner and Black Eagle Capital Plc, of which he holds 45.25%.

*** Peter Redmond holds these shares through Catalyst Corporate Consultants Ltd of which he is the sole shareholder.

Financial instruments

Details of the use of financial instruments by the Company are contained in note 14 of the financial statements.

Greenhouse Gas (GHG) Emissions

The Company is not trading with no head office or employees other than its directors, and therefore has minimal carbon emissions. It is not practical to obtain emissions data and this disclosure will become more relevant once the Company makes an acquisition.

Dividends

The Directors do not propose a dividend in respect of the period ended 31 December 2015 (28 February 2015: nil).

Directors' Report (continued)

Going Concern

The Group's business activities, together with facts likely to affect its future operations, financial and liquidity, position are set out in the Chairman's Statement, Operational Review, Financial Review and Strategic Review of this report. In addition, note 2 i) to the financial statements discloses the Group's financial risk management policy and note 2 b) details out further considerations made by the Director in respect of going concern.

The Directors having made due and careful enquiry, are of the opinion that the Group has adequate working capital to execute its operations over the next 12 months. The Directors therefore have made an informed judgment, at the time of approving financial statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have adopted the going concern basis of accounting is in the preparation of the annual financial statements.

Auditors

The auditors, PKF Littlejohn LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union.

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies with a Standard Listing.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and accounting 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 Company will continue in business.

Directors' Report (continued)

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

The maintenance and integrity of the Silver Falcon Plc website is the responsibility of the Directors; work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Directors' responsibility statement pursuant to disclosure and Transparency Rule 4.1.12

The Directors confirm that, to the best of their knowledge:

- the financial statements, which are prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and

- the Annual Report and statement of accounts includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

Statement as to Disclosure of Information to Auditors

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board on 5 May 2016

Signed …………………………………………
Geoffrey Dart
Executive Chairman

Strategic Report

The Directors present the Strategic Report of Silver Falcon Plc for the period ended 31 December 2015.

Principal Activities

The Company was formed for the purpose of acquiring a company, business or asset that has operations in the Financial Services/FinTech sector that it is looking to develop and expand.

Review of Business in the Period

Further details of the Company's business and expected future development are also set out in the Chairman's Statement and in the Operational and Financial Reviews on pages 2 to 4.

Key Performance Indicators

At this stage in its development, the Company is focusing on the evaluation of various Financial Services/Fintech opportunities and as disclosed in the Chairman's statement, the Company is continuing its due diligence on Lime. As and when the Company executes its first substantial acquisition, financial, operational, health, safety, and environmental KPIs will become more relevant and reported upon as appropriate.

As a result, the Directors are of the opinion that, other than the maintenance of cash and cash equivalent reserves, analysis using KPI's is not appropriate for an understanding of the business at this time.

	2015	**2014**
Cash and cash equivalents	£1,323,869	£6,230

Position of Company's Business at the Period End

The future plans of the company

The company has invested money raised from share issues during the year in researching potential projects in the Financial Services/FinTech sector.

At the year end

At the year end the company's Statement of Financial Position shows assets totaling £1,355,036 (28 February 2015 – £43,730) – an increase of £1,311,306. The Company has very little in terms of liabilities and has a strong cash position at the reporting date.

Environmental matters

This will become more relevant once the Company makes an acquisition. The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect environmental matters.

Employee information

Apart from the Executive Chairman and Non-executive Directors there are no employees currently in the Company.

Strategic Report (continued)

Social/Community/Human rights matters

This will become more relevant once the Company makes an acquisition. The Board acknowledge that, following an acquisition, they will need to consider social and community implications, particularly in the areas of operations, and the Board will fully take into consideration and comply with any necessary local requirements

Whilst the Company has no female members on the Board, they recognize the need to operate a gender diverse business, and they will revisit this area following an acquisition to consider its appropriateness. The Board will also ensure any future employment took into account the necessary diversity requirements and compliance with all employment law. The Board has experience in dealing with such issues and sufficient training/qualifications to ensure they would meet all requirements.

Principal Risks and Uncertainties

The Directors consider the key risk for the Company to be the maintenance of its reserves of cash and cash equivalents whilst it targets an acquisition.

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors consider the following risk factors are of particular relevance to the Company's activities and to any investment in the Company. It should be noted that the list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

The risk factors are summarised below:

Risks relating to the Company's business strategy

The Company will be dependent on the ability of the Directors to identify suitable investment opportunities and to implement the Company's strategy. There is no assurance that the Company's activities will be successful in acquiring a suitable investment that will ultimately be developed.

Environmental and other regulatory requirements

This will become more relevant once the Company makes an acquisition. In the event of a breach with any environmental or regulatory requirements this may give rise to reputational, financial or other sanctions against the company, and therefore the board considers these risks seriously and designs, maintains and reviews its policies and processes so as to mitigate or avoid these risks. Whilst the Board have a good record of compliance, there is no assurance that the Company's activities will always be compliant.

Financing

The Board are actively seeking an acquisition and acknowledge that financing could depend upon the Company's ability to obtain financing primarily through a further raising of new equity capital. The Company's ability to raise further funds maybe be affected by the success of its acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Company may be required to reduce the scope of its intended acquisition. Further, Shareholders' holdings of Ordinary Shares may be materially diluted if debt financing is not available.

Strategic Report (continued)

Market Conditions

Market conditions, including general economic conditions and their effect on exchange rates, interest rates and inflations rates, may impact the ultimate value of the company regardless of its operating performance. The company also faces competition from other organisations, some of which may have greater resources or be more established in a particular territory. The board considers and reviews all market conditions to try and mitigate any risks that may arise from these.

Approved by the Board on 5 May 2016

Signed ………………………………………….

Geoffrey Dart
Executive Chairman

Governance Report

Introduction

The Company recognises the importance of, and is committed to, high standards of Corporate Governance. At the date of this Report, and whilst the Company is not formally required to comply with the UK Corporate Governance Code, they will try to observe the requirements of the UK Corporate Governance Code, save as set out below:

- Given the composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation), are considered by the Board to be inapplicable to the Company. In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent director.

- The UK Corporate Governance Code also recommends the submission of all directors for re-election at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Company following the Acquisition

- Until the Acquisition is made the Company will not have nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company) take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance. Following the Acquisition the Board intends to put in place nomination, remuneration, audit and risk committees.

As at the date of this Report the Board has voluntarily adopted the Model Code for Directors' dealings contained in the Listing Rules of the UK Listing Authority. The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the Model Code by the Directors. Compliance with the Model Code is being undertaken on a voluntary basis and the FCA will not have the authority to (and will not) monitor the Company's voluntary compliance with the Model Code, nor to impose sanctions in respect of any failure by the Company to so comply. In addition, the Company will take all proper and reasonable steps to ensure compliance by the Founders with the Model Code for dealings in the Ordinary Shares.

The Company is a small company with a modest resource base. The Company has a clear mandate to optimise the allocation of limited resources to support its development plans. As such, the Company strives to maintain a balance between conservation of limited resources and maintaining robust corporate governance practices. As the Company evolves, the Board is committed to enhancing the Company's corporate governance policies and practices deemed appropriate for the size and maturity of the organisation.

Set out below are Silver Falcon Plc's corporate governance practices for the period ended 31 December 2015.

Governance Report (continued)

Leadership

The Company is headed by an effective Board which is collectively responsible for the long-term success of the Company.

The role of the Board - The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company. The Board has a formal schedule of matters reserved which is provided later in this report.

Board Meetings - The core activities of the Board are carried out in scheduled meetings of the Board and its Committees. These meetings are timed to link to key events in the Company's corporate calendar and regular reviews of the business are conducted. Additional meetings and conference calls are arranged to consider matters which require decisions outside the scheduled meetings. During the period, the Board met on 10 occasions.

Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations.

Matters reserved specifically for Board - The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of;

- The Company's overall strategy;
- Financial statements and dividend policy;
- Management structure including succession planning, appointments and remuneration;Material acquisitions and disposal, material contracts, major capital expenditure projects and budgets;
- Capital structure, debt and equity financing and other matters;
- Risk management and internal controls;
- The Company's corporate governance and compliance arrangements; and
- Corporate policies;

Summary of the Board's work in the year – During the period, the Board considered all relevant matters within its remit, but focused in particular on the establishment of the company and the standard listing on the London Stock Exchange, which it achieved and gained a listing on the 9 November 2015.

Governance Report (continued)

Attendance at meetings:

Member	**Meetings attended**
Geoffrey Dart	10
Peter Redmond	10
Adrian Beeston	10

The Board is pleased with the high level of attendance and participation of Directors at Board and committee meetings.

The Chairman sets the Board Agenda and ensures adequate time for discussion.

Non-executive Directors - The non-executive Directors bring a broad range of business and commercial experience to the Company and have a particular responsibility to challenge independently and constructively the performance of the Executive management (where appointed) and to monitor the performance of the management team in the delivery of the agreed objectives and targets.

Non-executive Directors are initially appointed for a term of three years, which may, subject to satisfactory performance and re-election by shareholders, be extended by mutual agreement.

Other governance matters - All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board committee has access to the advice of the Company Secretary.

The Company Secretary - The Company Secretary is Timothy Le Druillenec who is retained on a consultancy basis. He is available to Directors and responsible for the Board complying with UK procedures.

Effectiveness

For the period under review the Board comprised of an Executive Chairman and two independent non-executive Directors. Biographical details of the Board members are set out on page 7 of this report.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively

Independence - The non-executive Directors bring a broad range of business and commercial experience to the Company. The Board considers each of the non-executive Directors to be independent in character and judgement.

Appointments – the Baord is responsible for reviewing and the structure, size and composition of the Board and making recommendations to the board with regards to any required changes.

Governance Report (continued)

Commitments – All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

Induction - All new Directors received an induction as soon as practical on joining the Board.

Conflict of interest - A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

Board performance and evaluation – Silver Falcon Plc has a policy of appraising Board performance annually. Having reviewed various approaches to Board appraisal, it has concluded that for a company of its current scale, an internal process in which all Board members submit answers to a questionnaire that considers the functionality of the Board and its committees is most appropriate at this stage.

Accountability

The Board is committed to providing shareholders with a clear assessment of the Company's position and prospects. This is achieved through this report and as required other periodic financial and trading statements.

Going concern - The Company's business activities, together with factors likely to affect its future operations, financial position, and liquidity position are set out in the Chairman's Statement, Operational Review and the Risks and Uncertainties section of the Annual Report. In addition, the notes to financial statements discloses the Company's financial risk management practices with respect to its capital structure, liquidity risk, interest rate risk, credit risk, and other related matters.

The Directors, having made due and careful enquiry, are of the opinion that the Company has adequate working capital to execute its operations and has the ability to access additional financing, if required, over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements in accordance with Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009.

Internal controls - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliances and risk management. The Company has necessary procedures in place for the year under review and up to the date of approval of the Annual Report and Accounts. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments

Governance Report (continued)

The Audit Committee, once established, will regularly review and report to the Board on the effectiveness of the system of internal control. Given the size of the Company and the relative simplicity of the systems, the Board considers that there is no current requirement for an internal audit function. The procedures that have been established to provide internal financial control are considered appropriate for a company of its size and include controls over expenditure, regular reconciliations and management accounts.

The Directors are responsible for taking such steps as are reasonably available to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Remuneration

Currently due to the size of the Company there is no Remuneration Committee. This will be established following an acquisition. As at the date of this report, salaries are not paid to the directors.

Nomination

Currently due to the size of the Company there is no Nomination Committee. This will be established following an acquisition

Shareholder relations

Communication and dialogue – Open and transparent communication with shareholders is given high priority and there is regular dialogue with institutional investors, as well as general presentations made at the time of the release of the annual and interim results. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly to individual shareholders and also publishes them on the Company's website: www.silverfalconplc.com. Regular updates to record news in relation to the Company and the status of its exploration and development programmes are included on the Company's website. Shareholders and other interested parties can subscribe to receive these news updates by email by registering online on the website free of charge.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance. Meetings are also held with the corporate governance representatives of institutional investors when requested.

Annual General Meeting - At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

…………………
Geoffrey Dart
Executive Chairman
Date 5 May 2016

Remuneration Report

Until an acquisition is made the Company will not have a separate remuneration committee. The Board as a whole will instead review the scale and structure of the Directors' fees, taking into account the interests of shareholders and the performance of the company and directors. Following the completion of an acquisition, the Board intends to put in place a remuneration committee.

The items included in this report are unaudited unless otherwise stated.

Statement of Silver Falcon Plc's policy on Directors' remuneration

Each of the Directors has agreed not to receive a fee from the Company for so long as the Company remains as a special purpose acquisition company. Instead, the Company and the Directors have agreed that the Directors shall be entitled to receive a success fee which is detailed below.

Remuneration Components

For the period ended 31 December 2015 no salaries were paid to any directors. Following a suitable acquisition, the board will consider the components of Director remuneration in future years and following this review these are likely to consist of:

- Base salaries
- Pension and other benefits
- Annual bonus
- Share Incentive arrangements

Each of the Directors has agreed not to receive a fee from the Company for so long as the Company remains as a special purpose acquisition company. Instead, the Company and the Directors have agreed that the Directors shall be entitled to receive a success fee of £30,000 each on completion of an Acquisition to be satisfied by the Company issuing and allotting to each of the Directors 1,000,000 Ordinary Shares at an issue price of £0.03 per Ordinary Share (subject to any adjustment following any sub-division or consolidation of the Ordinary Shares)

Service Agreements and Letters of Appointment

As at the date of this report the directors have not yet sought to have Service Agreements prepared and will reconsider this position once a transaction has been agreed.

The Directors who held office at 31 December 2015 and who had beneficial interests in the Ordinary Shares of the Company are summarised as follows:

Name of Director	**Position**
Geoffrey Dart	Executive Chairman
Peter Redmond	Non-executive director
Adrian Beeston	Non-executive director

Details of these beneficial interests can be found in the Directors' Report.

Remuneration Report (continued)

Terms of appointment

The services of the Directors, provided under the terms of agreement with the Company dated as follows:

Director	Year of appointment	Number of years completed	Date of current engagement letter
Geoffrey Dart	2013	2	30 September 2015
Peter Redmond	2015	-	30 September 2015
Adrian Beeston	2015	-	30 September 2015

Consideration of shareholder views

The Board considers shareholder feedback received and guidance from shareholder bodies. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

Policy for new appointments

Base salary levels will take into account market data for the relevant role, internal relativities, their individual's experience and their current base salary. Where an individual is recruited at below market norms, they may be re-aligned over time (e.g. two to three years), subject to performance in the role. Benefits will generally be in accordance with the approved policy.

For external and internal appointments, the Board may agree that the company will meet certain relocation and/or incidental expenses as appropriate.

Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors for the period ended 31 December 2015 (GBP):

Name of Director	Short term employee benefits	Post employment benefits	Other long term benefits	Termination benefits	Other *	Total
Geoffrey Dart	-	-	-	-	-	-
Peter Redmond	-	-	-	-	-	-
Adrian Beeston	-	-	-	-	-	-

* The Company and the Directors have agreed that the Directors shall be entitled to receive a success fee of £30,000 each on completion of an Acquisition to be satisfied by the Company issuing and allotting to each of the Directors 1,000,000 Ordinary Shares at an issue price of £0.03 per Ordinary Share (subject to any adjustment following any sub-division or consolidation of the Ordinary Shares).

Remuneration Report (continued)

Directors' emoluments and compensation (audited) (continued)

Set out below are the emoluments of the Directors for the year ended 28 February 2015 (GBP) (audited):

Name of Director	Short term employee benefits	Post employment benefits	Other long term benefits	Termination benefits	Other	Total
Geoffrey Dart	-	-	-	-	-	-
Timothy Le Druillenec	-	-	-	-	-	-

Other matters

The Company does not currently have any annual or long-term incentive schemes in place for any of the Directors other than already disclosed in respect of 'success fee' and as such there are no disclosures in this respect.

The Company does not have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

The Company has not paid out any excess retirement benefits to any Directors or past Directors.

The Company has not paid any compensation to past Directors.
As the Company currently has no trade and has been listed for less than one year, no performance graph and table has been included but will be included in future accounting periods.

The Company is currently in its infancy and exploring options in order to achieve its long term objectives.

Approved on behalf of the Board of Directors.

………………………
Geoffrey Dart
Director & Executive Chairman

Date:5 May 2016

Independent Auditor's Report to the Members of Silver Falcon Plc

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Basis for opinions

We have audited the financial statements of Silver Falcon Plc for the period ended 31 December 2015 which comprise the Statement of Financial Position, the Statement of Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity and the related notes.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Going concern

As required by the Listing Rules, we have reviewed the Director's statement on page 9 that the Company is a going concern.

We confirm that:

- We have not identified material uncertainties related to events of conditions that may cast significant doubt on the Company's ability to continue as a going concern which we believe would need to be disclosed in accordance with IFRSs as adopted by the European Union; and

- We have concluded that the Director's use of the going concern basis of accounting for the preparation of the financial statements to be appropriate.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Independent Auditor's Report for the Members of Silver Falcon Plc (continued)

Our assessment of risks of material misstatement

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

- Going concern – The Company has no revenues but significant cash resources were raised following its listing to finance its activities whilst it identifies and completes suitable acquisition opportunities. The Company announced on 30 December 2015 that It had entered into a non-binding Memorandum of Understanding with the board and principal shareholder in Lime Holdings Limited ("Lime") regarding a possible acquisition of 100% of the share capital of Lime by way of a share for share exchange. As at the date of this report, the company is continuing its due diligence on Lime. There is a risk that the due diligence may fail and that Company may be unable to secure another suitable acquisition opportunities or to make a suitable acquisition or will have insufficient funds to secure a suitable acquisition.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements. For the purposes of determining whether the financial statements are free from material misstatement we define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed or influenced. We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. When establishing our overall audit strategy, we determined a magnitude of uncorrected misstatements that we judged would be material for the financial statements as a whole. We determined planning materiality for the company to be £15,850, which is approximately 1.1% of assets as the Company has not traded and has very little activity other than the raising of equity following acquisition. Our objective in adopting this approach is to ensure that total detected and undetected audit differences do not exceed our planning materiality of £15,850 for the financial statements as whole. We agreed with the Board that all audit differences in excess of £793, as well as differences below that threshold that, in our view, warranted reporting.

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

Respective responsibilities of directors and auditors

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

Independent Auditor's Report for the Members of Silver Falcon Plc (continued)

The Scope of our audit

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 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.

Our audit scope focused on the financial statements of the company and identified the material balances on the statement of financial position at 31 December 2015. These balances were subject to a full scope audit.

Silver Falcon Plc is a single entity investing company that is undertaking due diligence after identifying a suitable acquisition. The Company raised finance in the year through the issuance of its equity instruments and this is the most significant transaction in the year and therefore our audit focussed on the accounting entries for this.

The way in which we scoped our response to the significant risks identified above are as follows:

- Going Concern –The Company has no revenues but significant cash resources were raised following its listing to finance its activities whilst it identifies and seems to complete suitable acquisition opportunities. The Company announced on 30 December 2015 that It had entered into a non-binding Memorandum of Understanding with the board and principal shareholder in Lime Holdings Limited ("Lime") regarding a possible acquisition of 100% of the share capital of Lime by way of a share for share exchange. As at the date of this report, the company is continuing its due diligence on Lime.

  We have reviewed cash flow projections of the Company for a period of at least 12 months from the date of approval of the financial statements. We note that the Company has a very small cost base and that they hold sufficient funds to ensure they can meet their ongoing working capital needs to settle their debts as they fall due for a period of at least one year from the date of approval of these financial statements. We also note that the Directors are keen for these costs to be kept to a minimum until an acquisition has been made.

Matters on which we are required to report by exception

We have nothing to report in respect of the following:

Under the International Standards on Auditing (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

- materially inconsistent with the information in the audited financial statements; or

Independent Auditor's Report for the Members of Silver Falcon Plc (continued)

Matters on which we are required to report by exception (continued)

- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the company acquired in the course of performing our audit; or

- is otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the directors' statement that they consider the annual report is fair, balanced and understandable, and whether the annual report appropriately discloses those matters that we communicated to the Board which we consider should have been disclosed.

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- certain disclosures of directors' remuneration specified by law are not made;

- we have not received all the information and explanations we require for our audit;

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

- the financial statements are not in agreement with the accounting records and returns.

Under the Listing Rules we are required to review:

- the directors' statement, in relation to going concern; and

- the part of the Corporate Governance Statement relating to the company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and

- certain elements of the report to the shareholders by the Board on directors' remuneration.

Respective responsibilities of directors and auditors

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

Independent Auditor's Report for the Members of Silver Falcon Plc (continued)

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

Mark Ling (Senior Statutory Auditor)

For and on behalf of
PKF Littlejohn LLP

Statutory Auditor

1 Westferry Circus
Canary Wharf
London
E14 4HD

Date 5 May 2016

Statement of Comprehensive Income

	Note	Period ended 31 December 2015 £	Year ended 28 February 2015 £
Continuing operations			
Revenue		-	-
Administrative expenses		(46,027)	(6,270)
listing costs		(34,340)	-
Operating loss		**(80,367)**	**(6,270)**
Interest payable and similar charges		**-**	**-**
Loss before taxation	3	**(80,367)**	**(6,270)**
Taxation	4	-	-
Loss for the period		**(80,367)**	**(6,270)**
Other comprehensive loss for the period		-	-
Total comprehensive loss for the period attributable to the equity owners		**(80,367)**	**(6,270)**
Earnings/(loss) per share			
Basic and diluted (£ per share)	5	**(0.005)**	**(0.004)**

The notes to the financial statements form an integral part of these financial statements.

Statement of Financial Position

	Note	As at 31 December 2015 £	As at 28 February 2015 £
Assets			
Current assets			
Trade and other receivables	6	31,167	37,500
Cash and cash equivalents	7	1,323,869	6,230
Total current assets		**1,355,036**	**43,730**
Total assets		**1,355,036**	**43,730**
Equity and liabilities			
Capital and reserves			
Called up share capital	8	649,000	50,000
Share Premium	9	781,243	-
Retained earnings		(86,637)	(6,270)
Total equity		**1,343,606**	**43,730**
Liabilities			
Current liabilities			
Trade and other payables	10	11,430	-
Total liabilities		**11,430**	**-**
Total equity and liabilities		**1,355,036**	**43,730**

The notes to the financial statements form an integral part of these financial statements**.**

This report was approved by the board and authorised for issue on ………………… and signed on its behalf by;

………………………
Geoffrey Dart
Executive Chairman

Company Registration Number: 08401609

Statement of Changes In Equity

CURRENT YEAR	Called up share capital £	Share Premium £	Retained earnings £	Total £
Brought forward at 1 March 2015	50,000	-	(6,270)	43,730
Loss in period	-	-	(80,367)	(80,367)
Total comprehensive income for the period			(80,367)	(80,367)
Issue of share capital net of share issue costs	599,000	781,243	-	1,380,243
As at 31 December 2015	649,000	781,243	(86,367)	1,343,606

PRIOR PERIOD	Called up share capital £	Share Premium £	Retained earnings £	Total £
As at 1 March 2014	-	-	-	-
Loss in year	-	-	(6,270)	(6,270)
Total comprehensive income for the year			(6,270)	(6,270)
Issue of share capital net of share issue costs	50,000	-	-	50,000
As at 28 February 2015	50,000	-	(6,270)	43,730

Share capital comprises the ordinary issued share capital of the Company.

Share Premium represents consideration less nominal value of issued shares and costs directly attributable to the issue of new shares.

Retained earnings represent the aggregate retained earnings of the Company.

The notes to the financial statements form an integral part of these financial statements.

Statement of Cash Flows

	Note	Period ended 31 December 2015 £	Year ended 28 February 2015 £
Cash flow from operating activities			
Operating loss		(80,367)	(6,270)
Changes in working capital			
Increase/(decrease) in trade and other receivables		6,333	
Increase in trade and other payables		11,430	
Net cash used in operating activities		**(62,604)**	**(6,270)**
Cash flows from financing activities			
Proceeds from issuance of shares net of issue costs		1,380,243	12,500
Net cash generated from financing activities		**1,380,243**	**12,500**
Cash flows from investing activities		-	-
Net cash used in investing activities			**-**
Increase/(decrease) in cash and cash equivalents		**1,317,639**	**6,230**
Cash and cash equivalents at beginning of period		**6,230**	**-**
Cash and cash equivalents at end of year	**7**	**1,323,869**	**6,230**

The notes to the financial statements form an integral part of these financial statements.

Notes to the Financial Statements

1. General Information

The Company was incorporated in England and Wales on 13 February 2013 as a private limited company. The Company did not trade during the financial period ended 31 December 2015, however certain fees in relation to its listing on the Main Market of the London Stock Exchange were incurred, along with consultancy and legal fees as well as general administration expenses.

The Company's registered office is located at 6, New Street Square, London EC4A 3LX.

2. Summary of Significant Accounting Policies

The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Company's business activities.

a) Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use by the European Union, and effective, or issued and early adopted, as at the date of these statements. The financial statements have been prepared under the historical cost convention as modified for financial assets carried at fair value.

i) New and amended standards mandatory for the first time for the period beginning 1 March 2015

A number of new standards and amendments to standards and interpretations are effective for the financial year beginning on or after 1 March 2015 and have been applied in preparing these Financial Statements.

Annual Improvements Cycle 2010-2012

Amendments to IFRS 2 (Share-based payments – Definition of "vesting condition"), IFRS 3 (Business combinations – accounting for contingent consideration in a business combination), IFRS 8 (Operating segments – aggregation of operating segments and reconciliation of the total of the reportable segments' assets to the entity's assets), IFRS 13 (Fair value measurement – short-term receivables and payables), IAS 16 (Property, plant and equipment – revaluation method – proportionate restatement of accumulated depreciation), IAS 24 (Related party disclosures – key management personnel), and IAS 38 (Intangible assets – revaluation method – proportionate restatement of accumulated amortization). Effective 1 February 2015.

Annual Improvements Cycle 2011-2013

Amendments to IFRS 1 (First time adoption of International Financial Reporting Standards – meaning of effective IFRSs), IFRS 3 (Business combinations – scope of exception for joint ventures), IFRS 13 (Fair value measurement – scope of paragraph 52 (portfolio exception)), and IAS 40 (Investment property – clarifying the inter-relationship of IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property). Effective 1 January 2015.

There are no other new standards and amendments to standards and interpretations effective for the financial year beginning on or after 1 March 2015 that are material to the Company and therefore not applied in preparing these financial statements.

Notes to the Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

a) Basis of Preparation (continued)

ii) New standards, amendments and Interpretations in issue but not yet effective or not yet endorsed and not early adopted

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Financial Statements are listed below. The Company intend to adopt these standards, if applicable, when they become effective.

Standard	Impact on initial application	Effective date
IAS 1 (Amendments)	Presentation of Financial Statements: Disclosure Initiative	1 January 2016
IAS 7 (Amendments)	Disclosure Initiative	*1 January 2017
IAS 12 (Amendments)	Recognition of Deferred Tax	*1 January 2017
IAS 16 (Amendments)	Clarification of Acceptable Methods of Depreciation	1 January 2016
IAS 19 (Amendments)	Defined Benefit Plans: Employee Contributions	1 February 2015
IAS 27 (Amendments)	Equity method in Separate Financial Statements	1 January 2016
IAS 38 (Amendments)	Clarification of Acceptable Methods of Amortisation	1 January 2016
IFRS 9	Financial Instruments	*1 January 2018
IFRS 10 (Amendments)	Contribution of Assets between an Investor and its Associate or Joint Venture	*1 January 2016
IFRS 11 (Amendments)	Joint Arrangements: Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
IFRS 12 (Amendments)	Investment Entities: Applying the Consolidation Exception	*1 January 2016
IFRS 14	Regulatory Deferral Account	1 January 2016
IFRS 15	Revenue from Contracts with Customers	*1 January 2018
IFRS 16	Leases	*1 January 2019
Annual Improvements	2010 – 2012 Cycle	1 February 2015
Annual Improvements	2011 – 2013 Cycle	1 January 2015
Annual Improvements	2012 - 2014 Cycle	1 January 2016

* Subject to EU endorsement

The Company is evaluating the impact of the new and amended standards above. The Directors believe that these new and amended standards are not expected to have a material impact on the Company's results or shareholders' *funds*.

b) Significant accounting judgements, estimates and assumptions

The preparation of the financial Statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the year end date and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Notes to the Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

b) Significant accounting judgements, estimates and assumptions (continued)

The principal areas in which judgement is applied are as follows:

Going Concern

The preparation of financial statements requires an assessment on the validity of the going concern assumption.

The Directors have reviewed projections for a period of at least 12 months from the date of approval of the financial statements. The Company has no revenues but significant cash resources were raised following its listing to finance its activities whilst it identifies and completes suitable acquisition opportunities. The Company announced on 30 December 2015 that it had entered into a non-binding Memorandum of Understanding with the board and principal shareholder in Lime Holdings Limited ("Lime") regarding a possible acquisition of 100% of the share capital of Lime by way of a share for share exchange. As at the date of this report, the company is continuing its due diligence on Lime.

In making their assessment of Going Concern, the directors acknowledge that the Company has a very small cost base and can therefore confirm that they hold sufficient funds to ensure they can meet their ongoing working capital needs to settle their debts as they fall due for a period of at least one year from date of approval of these financial statements. Accordingly, the Board believes it is appropriate to adopt the going concern basis in the preparation of the financial statements.

c) Financial Instruments

Financial assets and liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. The Company currently does not use derivative financial instruments to manage or hedge financial exposures or liabilities.

d) Trade and Other Receivables and Payables

Trade and other receivables and trade and other payables are initially recognised at fair value. Fair value is considered to be the original invoice amount, discounted where material, for short-term receivables and payables. Where receivables are denominated in a foreign currency, retranslation is made in accordance with the foreign currency accounting policy previously stated.

Notes to the Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

e) De-recognition of Financial Assets and Liabilities

i. Financial Assets

A financial asset is derecognised where:

- the right to receive cash flows from the asset has expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a pass-through arrangement; or
- the Company has transferred the rights to receive cash flows from the asset, and either has transferred substantially all the risks and rewards of the asset or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii. Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

f) Reserves

Retained earnings represent the cumulative retained losses of the company at the reporting date.

g) Taxation

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date.

Notes to the Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

g) Taxation (continued)

Deferred Tax

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investment in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes related to the same taxation authority and that authority permits the Company to make a single net payment.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise income tax is recognised in the statement of comprehensive income.

h) Segmental Reporting

At this point, identifying and assessing investment projects is the only activity the company is involved in and is therefore considered as the only operating/reportable segment.

Therefore the financial information of the single segment is the same as that set out in the company statement of comprehensive income, company statement of financial position, the company statement of changes to equity and the company statement of cashflows.

Notes to the Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

i) Financial Risk Management Objectives and Policies

The Company does not enter into any forward exchange rate contracts.

The main financial risks arising from the Company's activities are cash flow interest rate risk, liquidity risk, price risk (fair value) and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised as:

Cash Flow Interest Rate Risk – the Company does not have an interest rate policy in isolation but regularly reviews the interest rates being received on deposits. The Company is not operating in an overdraft position.

Liquidity Risk – Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company raised significant proceeds from the placing which are being held as cash deposits to enable the Company to meet its financial obligations as they fall due.

Credit Risk – with respect to credit risk arising from other financial assets of the Company, which comprise cash and time deposits and accounts receivable, the Company's exposure to credit risk arises from default of the counterparty, with a minimum exposure equal to the carrying amount of these instruments. The credit risk on cash is limited as cash is placed with substantial financial institutions.

j) Borrowings

The Company has no borrowings.

k) Events After the End of the Reporting Year

Post year-end events that provide additional information about the Company's position at the statement of financial position date and are adjusting events are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes when material.

l) Equity

Equity instruments issued by the Company are recorded net at proceeds after direct issue costs.

m) Going Concern

The Company's business activities and financial position, together with the factors likely to affect its future development, performance and position are set out in the front end of the financial statements.

The Directors have carried out a detailed assessment of going concern as disclosed in Note 2(b) of these financial statements and on the basis of this assessment, the Directors have concluded that it is appropriate to prepare the financial statements on a going concern basis.

Notes to the Financial Statements (continued)

3. Loss before income tax

The loss before income tax is stated after charging:

	Period ended 31 December 2015 £	Year ended 28 February 2015 £
Depreciation – owned assets	-	-
Fees payable to the company's auditor for the audit of the company's annual accounts	3,250	3,000
Bank charges	-	-

4. Income tax

Analysis of charge in the year

	Period ended 31 December 2015 £	Year ended 28 February 2015 (restated) £
Current tax:		
UK corporation tax on loss for the year	-	-
Deferred tax	-	-
Tax on loss on ordinary activities	-	-
Loss on ordinary activities before tax	(80,367)	(6,270)
Analysis of charge in the year		
Loss on ordinary activities multiplied by small companies rate of corporation tax in the UK of 20%	(16,073)	(1,254)
Disallowed items	3,168	1,254
Tax losses carried forward	(12,905)	-
Current tax charge	-	-
Effects of:		
Tax Loss brought forward	-	-
Tax Loss in period unutilised	(64,525)	-
Tax Loss carried forward	(64,525)	-
Current tax charge for the year as above	-	-

The Company has accumulated tax losses arising in the UK of approximately (£64,525 (Feb 15: £nil Restated) that are available, under current legislation, to be carried forward against future profits.

5. Loss per share

The calculation of the Basic and fully diluted loss per share is calculated by dividing the loss for the year from continuing operations of £80,367 (2015: £6,270) for the company by the weighted average number of ordinary shares in issue during the year of 16,519,016 (2015: 1,754,099.

There are no potential dilutive shares in issue.

Notes to the Financial Statements (continued)

6. Trade and other receivables

	As at 31 December 2015 £	As at 28 February 2015 £
VAT receivable	28,082	-
Other receivables	335	-
Share & premium proceeds owing	-	37,500
Prepayments	2,750	-
	31,167	**37,500**

There are no material differences between the fair value of trade and other receivables and their carrying value at the year end.

No receivables were past due or impaired at the period end.

7. Cash and cash equivalents

	As at 31 December 2015 £	As at 28 February 2015 £
Bank accounts	1,323,869	6,230
	1,323,869	**6,230**

8. Called up share capital

On 9 November 2015 following the company's listing on the London Stock Exchange, 43,300,000 new Ordinary Shares of £0.01 nominal value were issued, fully paid at a premium of £0.02 per share.

The ordinary shares have attached to them full voting, dividend and capital distribution rights (including on a winding up). The ordinary shares do not confer any rights of redemption.

<u>Summary of Share Capital and Movements during the period</u>

	Number of Shares Ordinary Shares	Share Capital £
Brought forward at 1 March 2015	5,000,001	50,000
Subscription 29 July 2015	2,499,999	25,000
Intermediate Placees Subscription 30 October 2015	14,100,000	141,000
Placing 9 November 2015	43,300,000	433,000
Totals at 31 December 2015		
Ordinary Shares of £0.01	64,900,000	649,000

Notes to the Financial Statements (continued)

9. Share Premium

Summary of Share Premium

	Share Premium Paid (net of cost of shares) £	Less share issue costs £	Net Share Premium £
Brought forward at 1 March 2015	-	-	-
Placing 9 November 2015	866,000	(84,757)	781,243
Totals at 31 December 2015	866,000	(84,757)	781,243

10. Trade and other payables

Current:	As at 31 December 2015 £	As at 28 February 2015 £
Accruals	11,430	-
	11,430	**-**

11. Related party disclosures

There have not been any Related Party transactions during the period other than directors' emoluments.

12. Directors' emoluments

Details concerning Directors' remuneration can be found below. The Directors are considered to be the key management.

Name of Director	Short term employee benefits	Post employment benefits	Other long term benefits	Termination benefits	Other	Total
Geoffrey Dart	-					-
Peter Redmond	-					-
Adrian Beeston	-					-
Total	-	-	-	-	-	-

Further information concerning Directors' remuneration can be found in the unaudited Directors' Remuneration report.

Notes to the Financial Statements (continued)

13. Financial instruments

As at 31 December 2015, the Company's financial assets comprised £1,355,036, of cash and trade and other receivables.

The Company's principal financial instruments comprise cash balances, accounts payable and accounts receivable arising in the normal course of its operations.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

	Under 3 Months £	3 – 12 Months £	Total Months £
As at 31 December 2015			
Trade and other receivables	31,167	-	31,167
Trade and other payables	(11,430)	-	(11,430)
As at 28 February 2015			
Trade and other receivables	37,500	-	37,500
Trade and other payables	-	-	-

Cash in bank
A significant amount of cash is held with the following institutions:

	2015 £	2015 £
Metro Bank PLC	1,323,869	-
Client Account with Company's Lawyers	-	£6,230

Sensitivity analysis; There was no material difference to disclosures made on financial assets and liabilities.

a) Interest rate risk

The Company has floating rate financial assets in the form of deposit accounts with major banking institutions; however, it is not currently subjected to any other interest rate risk.

Based on cash balances at the statement of financial position date, a rise in interest rates of 1% would not have a material impact on the profit and loss of the company and such is not disclosed

b) Liquidity risk

The Company regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Company takes liquidity risk into consideration when deciding its sources of funds.

Notes to the Financial Statements (continued)

13. Financial instruments (continued)

c) Credit risk

The Company had receivables of £31,167 at 31 December 2015. Company receivables of £31,167 at the year end were not past due, and the Directors consider there to be no credit risk arising from these receivables.

d) Capital risk management

The Company defines capital as the total equity of the Company. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

e) Fair value of financial assets and liabilities

There are no material differences between the fair value of the Company's financial assets and liabilities and their carrying values in the financial Statements.

14. Borrowings Facilities

The company does not have any borrowings.

15. Capital Management Policy

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of borrowings and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

16. Pension Commitments

The Company has no pension commitments at the year end.

17. Dividends

No dividends have been proposed. There were nil dividends in the prior period (end 28 February 2015).

18. Convertible Loan Notes

No such instruments existed during the year

Notes to the Financial Statements (continued)

19. Staff Costs

During the period to 31 December 2015 there were no staff costs as no staff were employed by the company.

20. Ultimate Controlling Party

The Directors have determined that there is no controlling party as no individual shareholder holds a controlling interest in the Company.

21. Copies of the Annual Report

Copies of the annual report will be available on the Company's website at www.silverfalconplc.com and from the Company's registered office, 6 New Street Square, London EC4A 3LX