# Lubel Coal Company Limited (Registered In British Virgin Islands - No.1056038)

Independent Auditor's Report

Consolidated Financial Statements for the Year Ended 31 December 2018

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#### INDEPENDENT AUDITOR'S REPORT

#### To the Shareholders and Board of Directors of Lubel Coal Company Limited:

#### **Qualified Opinion**

We have audited the consolidated financial statements of Lubel Coal Company Limited and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of comprehensive loss, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matters described in the *Basis for Qualified Opinion* section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2018, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

#### **Basis for Qualified Opinion**

Exploration and evaluation assets are carried in the consolidated statement of financial position at USD 1,967,764 as at 31 December 2018. As disclosed in Note 9, the Group's special permit for geological exploration for the Lubel #3 deposit has expired in September 2016. The future development of Lubel #3 deposit is subject to acquiring of a special permit for subsoil use for this deposit. Due to uncertainty related to obtaining the special permit for development of Lubel #3 deposit, we believe that the exploration and evaluation assets related to this deposit should be impaired. Had the management recorded the impairment loss related to these assets, the exploration and evaluation assets would have been decreased by USD 1,967,764 and USD 1,911,705 as at 31 December 2018 and 2017, respectively, profit for the year ended 31 December 2018 would have been decreased by USD 1,399, loss for the year ended 31 December 2017 would have been increased by USD 78,525, exchange gain on translating foreign operations for the year ended 31 December 2018 would have been increased by USD 54,660, exchange loss on translating foreign operations for the year ended 31 December 2017 would have been increased by USD 57,490, and accumulated losses as at 31 December 2017 and 31 December 2016 would have been increased by USD 1,890,669.

The Group issued 2,218,100 equity-settled shares option conditional upon the achievement of a performance condition to one of the directors with the carrying amount of reserve recognised in equity of USD 3,671,864 as at 31 December 2017. Under the terms of employee share option scheme the vesting period lapsed on 30 September 2018. As stated in Note 17, the Group did not prolong the contractual life of the share option and recognized income from reversal of share based payment expenses in the amount of USD 2,321,405 in the statement of comprehensive income for the year ended 31 December 2018 and decreased its development assets by USD 1,350,459 as at 31 December 2018. In our opinion, it was probable as at 31 December 2017 that the performance condition would not be met by the expiration date, therefore the reversal of previously recognized share-based payment expenses should have been made in 2017. The Group's records indicate that, had management recognized a forfeiture in the period when it became probable that a performance condition would not be met, equity settled employee benefit reserve would have been decreased by USD 3,671,864 as at 31 December 2017, development assets would have been decreased by USD 1,350,459 as at 31 December 2017, income from reversal of share-based payment expenses would have been decreased by USD 2,321,405 for the year ended 31 December 2018 and would have been increased by USD 2,321,405 for the year ended 31 December 2017.

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* (the "IESBA Code"), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Ukraine and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

#### **Material Uncertainty Related to Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Group will continue as a going concern. The Group is currently in the development stage. As discussed in Note 1 and Note 4 to the consolidated financial statements, during the reporting period the Group did not generate sufficient cash flows to sustain its operations. Successful completion of the Group's development program and, ultimately, the attainment of profitable operations is dependent upon future events, including securing adequate financing to complete its development activities. These events or conditions, along with other matters as set forth in Note 4, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Management's plans regarding these matters are also discussed in Note 4 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified in respect of this matter.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

LLC . Deloitte & Touche USC"

3 February 2020

#### CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS FOR THE YEAR ENDED 31 DECEMBER 2018 In US Dollars

	Notes	Year ended 31 December 2018	Year ended 31 December 2017
Reversal of share based payment expenses Administrative expenses	17 7	2,321,405 (786,099)	(1,309,046)
Operating profit/(loss)		1,535,306	(1,309,046)
Interest income Other income Foreign exchange loss, net		5,051 238,625 (38,658)	40,043 66,576 (5,968)
Profit/(Loss) before income tax		1,740,324	(1,208,395)
Income tax expense	8		-
Profit/(Loss) for the year		1,740,324	(1,208,395)
Other comprehensive income/(loss):			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations (Loss)/Gain on revaluation of investments to fair value		240,883 (32,264)	(215,905) 3,775
Other comprehensive income/(loss) for the year		208,619	(212,130)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		1,948,943	(1,420,525)
Profit/(Loss) per share: Basic profit/(loss) (cents per share) Diluted profit/(loss) (cents per share)	15 15	0.78 0.78	(0.54) (0.54)

On behalf of the Board of Directors and Management:

Boris Pokrass, Chairman

Dmytro Bodnya, Chief Financial Officer

#### CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

In US dollars

Assets	Notes	31 December 2018	31 December 2017
Non-current assets			
Exploration and evaluation assets Development assets Property, plant and equipment Prepayments to suppliers for exploration, evaluation and development expenditures Investments	9 10 11	1,967,764 12,370,849 346,361 19,232	1,911,705 13,278,792 491,525 17,076 74,063
		44704000	
Total non-current assets		14,704,206_	15,773,161_
Current assets			
Other receivables Cash and cash equivalents Investments	12 13	27,226 271,625 41,799	36,400 761,679 
Total current assets		340,650	798,079
Total assets		15,044,856	16,571,240
Equity and liabilities			
Equity			
Issued capital Reserves Accumulated losses	15 16	61,580,561 (21,689,119) (25,173,901)	61,580,561 (18,225,874) (26,914,225)
Total equity		14,717,541	16,440,462
Current liabilities			
Other payables	14	327,315	130,778
Total current liabilities		327,315	130,778
Total liabilities		327,315	130,778
Total equity and liabilities		15,044,856	16,571,240

On behalf of the Board of Directors and Management:

Boris Pokrass, Chairman

Omytro Bodyva, Chief Financial Officer

#### CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

	Notes	Year ended 31 December 2018	Year ended 31 December 2017
Cash flows from operating activities			
Profit/(Loss) before income tax Adjustments for:		1,740,324	(1,208,395)
Reversal of share based payment expenses Interest income	17	(2,321,405)	- (40.040)
Change in allowance for irrecoverable VAT	7	(5,051) 24,220	(40,043) 37,948
Depreciation and amortization expense	11	12,690	-
(Gain)/loss on disposal of property, plant and equipment Foreign exchange gain		(238,400)	(26.110)
Toleigh exchange gain		(10,530)	(26,119)
Operating loss before changes in operating assets and liabilities		(798,152)	(1,236,609)
Change in value added tax recoverable	7	(24,220)	(37,948)
Change in other receivables Change in other payables		7,496	(3,687)
Change in other payables		197,260	25,541
Net cash used in operating activities		(617,616)	(1,252,703)
Cash flows from investing activities			
Exploration and evaluation assets		(1,399)	(78,609)
Development assets		(303,501)	(327,763)
Purchase of property, plant and equipment Proceeds from disposal of property, plant and equipment		- 384,916	(47,766) 76,610
Withdrawal of short-term bank deposits		-	504,554
Interest received		5,051	40,043
Net cash generated by investing activities		85,067	167,069
Net decrease in cash and cash equivalents		(532,549)	(1,085,634)
Effect of exchange rate changes		42,495	27,586
Cash and cash equivalents at the beginning of year	13	761,679	1,819,727
Cash and cash equivalents at the end of year	13	271,625	761,679

On behalf of the Board of Directors and Management:

Boris Pokrass, Chairman

Dmytra Baddyn Chiaf Einangin Office

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

Total	17,795,266	65,721 (1,208,395) (212,130)	(1,354,804)	16,440,462	(3,671,864) 1,740,324 208,619	(1,722,921)	14,717,541
Investments revaluation reserve	(312,845)	3,775	3,775	(309,070)	. (32,264)	(32,264)	(341,334)
Foreign currency translation reserve	(21,372,763)	_ _ (215,905)	(215,905)	(21,588,668)	240,883	240,883	(21,347,785)
Equity settled employee benefit reserve	3,606,143	65,721	65,721	3,671,864	(3,671,864)	(3,671,864)	8
Accumulated losses	(25,705,830)	(1,208,395)	(1,208,395)	(26,914,225)	1,740,324	1,740,324	(25,173,901)
Share premium reserve	57,053,419	1 1 1	1	57,053,419	1 1 1	1	57,053,419
Share capital	4,527,142	1 1 1	1	4,527,142	1 1 1	1	4,527,142
	As at 31 December 2016	Share based payment charge (Note 17) Loss for the year Other comprehensive income/(loss)	Total comprehensive income/(loss) for the year	As at 31 December 2017	Reversal of share based payment expenses (Note 17) Profit for the year Other comprehensive income/(loss)	Total comprehensive income/(loss) for the year	As at 31 December 2018

On behalf of the Board and Management:

Boris Pokrass, Chairman

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Dmytro Bodhya, Chief Financial Officer

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### 1. GENERAL INFORMATION

Lubel Coal Company Limited ("the Company") is a private company incorporated in the British Virgin Islands (Company number 1056038). These consolidated financial statements include the financial statements of the Company and its subsidiaries which together are referred to as the "Group". The registered address of the Company is Vistra Corporate Service Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.

The principal activity of the Group is the development of a mine in Western Ukraine through its Ukrainian-based subsidiary CCI Lubelia. In 2006, this entity obtained a license to operate Lubel #1-2 deposits in the Lviv-Volyn coal field for 20 years. A feasibility study to bankable standard has been finalised and the outstanding permits were received in June 2009, after which development of certain infrastructure works commenced.

In September 2011, the Group obtained a special permit for geological exploration for the Lubel #3 deposit. This special permit has expired in September 2016 (Note 9).

As at 31 December 2018 and 2017, the Company was owned by the following shareholders:

	2018	2017
Pokrass, Boris	27.29%	27.29%
The Severinovskiy 2008 Family Trust Malavasia Enterprises Inc (BVI)	17.95% 13.92%	17.95% 13.92%
Palant, Vladimir Agrera Investments Limited	12.38% 11.19%	12.38% 11.19%
Zdanov, Alex (incl. Revocable Trust) Other	4.28% 12.99%	4.28% 12.99%
	100.00%	100.00%

The Company is the parent company of the Group which includes the following subsidiaries in the consolidated financial statements:

Name	Country of incorporation	Percentage controlled as at 31 December 2018	Percentage controlled as at 31 December 2017	Principal activity	Consolidation method
0.07				Mine	
CCI Lubelia Lakehold	Ukraine	100%	100%	development Dormant	Full
Limited Lubel Assets	Cyprus	100%	100%	company Dormant	Full
Limited	Cyprus	100%	100%	company	Full

#### 2. OPERATING ENVIRONMENT

In the recent years, Ukraine has been in a political and economic turmoil. Crimea, an autonomous republic of Ukraine, was effectively annexed by the Russian Federation. In 2018-2019, an armed conflict with separatists continued in certain parts of Luhansk and Donetsk regions. These events resulted in higher inflation, devaluation of the national currency against major foreign currencies, decrease of GDP, illiquidity, and volatility of financial markets.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

During the year ended 31 December 2019, annual inflation rate amounted to 4.1% (2018: 9.8%). The Ukrainian economy proceeded with recovery from the economic and political crisis of previous years that resulted in GDP smooth growth for the year ended 31 December 2019 of 4.1% (2018: 3.3%) and stabilization of national currency. From trading perspective, the economy continued to demonstrate refocusing on the European Union ("EU") market, in such a way effectively reacting to mutual trading restrictions imposed between Ukraine and Russia.

To further facilitate business activities in Ukraine, the National Bank of Ukraine ("NBU") lifted the surrender requirement of a share of foreign currency proceeds. The requirement that obliged entrepreneurs to sell certain share of their foreign currency proceeds was abolished starting from 20 June 2019.

In line with the currency liberalization the National Bank of Ukraine streamlined currency supervision of compliance with settlement deadlines for export and import transactions in foreign currency from 120 to 365 days and cancelled all limits on repatriation of dividends since July 2019 (since March 2018, companies were allowed to pay dividends to foreign investors in foreign currency in the amount under USD 7 million per month regardless of the period, when such dividends were accrued).

Further stabilization of the economic and political situation depends, to a large extent, upon success of the Ukrainian government's efforts and cooperation with the International Monetary Fund ("IMF"), yet further economic and political developments are currently difficult to predict.

#### 3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2018:

- IFRS 15 Revenue from Contracts with Customers including amendments to IFRS 15;
- Clarifications to IFRS 15 Revenue from Contracts with Customers;
- IFRS 9 Financial Instruments;
- Amendments to IFRS 2 Share-based Payment Classification and Measurement of Share-based Payment Transactions;
- IFRIC 22 Foreign Currency Transactions and Advance Consideration;
- Amendments to IFRS 4 Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts;
- Amendments to IAS 40: Transfers of Investment Property;
- Annual Improvements to IFRSs 2014-2016 Cycle.

The adoption of amendments to standards did not have any material effect on the financial position or performance reported in the consolidated financial statements and resulted in no material changes to the Group's accounting policies and the amounts reported for the current or prior years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### Standards and Interpretations in issue but not effective

At the date of authorization of these consolidated financial statements, the following Standards and Interpretations, as well as amendments to the Standards were in issue but not yet effective:

Standards/Interpretations	Effective for annual accounting period beginning on or after
IFRIC 23 Uncertainty over Income Tax Treatments	1 January 2019
IFRS 16 Leases	1 January 2019
Amendments to IFRSs – Annual Improvements to IFRSs 2015-2017 Cycle	1 January 2019
Amendments to IFRS 9: Prepayment Features with Negative Compensation	1 January 2019
Amendments to IAS 28: Long-term Interests in Associates and Joint Ventures	1 January 2019
Amendments to IAS 19: Plan Amendment, Curtailment or Settlement	1 January 2019
Amendments to References to the Conceptual Framework in IFRS Standards	1 January 2020
Amendments to IFRS 3 Business Combinations – Business definition	1 January 2020
Amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting	
Policies, Changes in Accounting Estimates, and Errors – Materiality definition	1 January 2020
IFRS 17 Insurance Contracts	1 January 2021
Amendment to IFRS 10 Consolidated Financial Statements and IAS 28 Investments	
<ul><li>in Associates and Joint Ventures – Sale or contribution of assets between an investor and its associate or joint venture</li></ul>	Effective date to be determined

Management is currently evaluating the impact of the adoption of these Standards and Interpretations, as well as the amendments to Standards, on the consolidated financial statements in future periods.

#### 4. GOING CONCERN

During the years ended 31 December 2018 and 2017 the Group did not generate revenue due to development stage of the project, and negative cash flow from operations comprised USD 617,616 and USD 1,252,703, respectively. Taking into account the above facts, there is a risk of significant uncertainty about the ability of the Group to operate on a going concern basis.

As of 31 December 2018, the Group had available cash and bank deposits of USD 271,625. Costs budget approved for the year ended 31 December 2019 year assumes aggregate costs of no more than USD 728,000.

Management and the Board review and approve the budget quarterly. To maintain Group's operations during 2019 and until the date of authorization of these consolidated financial statements for issuance shareholders provided financial aids in the total amount of USD 543,000. Financial aids are USD-denominated, interest free and payable on demand. The Group also received a letter of support from key shareholders committing to keep the Group solvent.

Based on the above Group's management has a reasonable expectation that the Group will continue its operations in the foreseeable future and, accordingly, these consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### 5. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS.

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for investments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are within the scope of IAS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of Lubel Coal Company Limited (the "Company") and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns 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 an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### Foreign currencies

The separate financial statements of each Group entity are prepared in the currency of the primary economic environment in which the entity operates (its functional currency). The presentation currency of the Company is the United States Dollar ("USD"). The functional currency for the Ukrainian subsidiary is Ukrainian Hryvnia ("UAH") and for the Cypriot subsidiaries is USD. The Group presents its consolidated financial statements in USD.

The translation of the financial statements of the Group entities from their functional currencies to the presentation currency is done as follows:

- All assets and liabilities, both monetary and non-monetary, are translated at closing exchange rates existing at each reporting date.
- All income and expenses are translated at the monthly average exchange rates for the years presented, except for significant transactions that are translated at rates on the dates of such transactions.
- Resulting exchange differences are recognized directly in other comprehensive income as foreign currency translation reserve and accumulated in equity.
- In the statement of cash flows, cash balances at the beginning and end of each reporting period presented are translated at exchange rates at the respective dates. All cash flows are translated at the average exchange rates for the years presented, except for significant transactions that are translated at rates on the dates of such transactions.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognized in profit or loss in the period in which they arise.

Exchange differences arising on a monetary item that forms part of a Group's net investment in a foreign operation are initially recognised in other comprehensive income and reclassified to profit or loss on disposal of the net investment.

The relevant exchange rates are as follows:

	As at 31 December 2018	Average for the year ended 31 December 2018	As at 31 December 2017	Average for the year ended 31 December 2017
UAH/USD	0.036	0.037	0.035	0.037
EUR/USD	1.145	1,181	1.198	1,129
GBP/USD	1.269	1.336	1.349	1.288

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### **Employee leave benefits**

Liabilities for wages and salaries, including non-monetary benefits and accrued but unused annual leave are recognized in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

#### Financial instruments

The Group recognises financial assets and liabilities on its consolidated statement of financial position when it becomes a party to the contractual obligation of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the consolidated profit or loss.

#### Effective interest rate method

The effective interest rate method is a method of calculating the amortised cost of a financial asset (liability) and of allocating interest income (expense) over the relevant period.

For financial assets (liabilities) other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (payments) – including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts – excluding expected credit losses, through the expected life of the financial asset (liability) financial asset (liability), or, where appropriate, a shorter period, to the gross carrying amount of the financial asset (liability) on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the financial asset (liability) on initial recognition.

The amortised cost of a financial asset (liability) is the amount at which the financial asset (liability) is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Financial assets (liabilities) of the Group are mostly presented by cash and cash equivalents and other accounts payable and receivable.

#### Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Classification of financial assets

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets; and
- The contractual cash flow characteristics of the financial asset.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

A financial asset is measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and The entity's business model for managing the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The contractual cash flow characteristics of the financial asset.

A financial asset is measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and The entity's business model for managing the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on by trade and other accounts receivable and cash and cash equivalents. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

#### Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor;
- An actual or expected significant adverse change in the regulatory, economic, or technological
  environment of the debtor that results in a significant decrease in the debtor's ability to meet its
  debt obligation.

#### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

#### Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash on accounts with banks and short-term bank deposits with original maturity of three months or less.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

#### Financial liabilities and equity instruments issued by the Group's entities

#### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group's entities are recorded at the proceeds received, net of direct issue costs.

#### Financial liabilities

The Group's financial liabilities are classified as "other financial liabilities".

#### Other financial liabilities

Other financial liabilities, comprising other payables are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

#### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### **Exploration and evaluation assets**

The costs related to exploration properties, which include the cost of acquiring properties and exploration rights and costs incurred in exploration and evaluation activities, are capitalized as part of exploration and evaluation assets.

Exploration and evaluation assets are carried forward during the exploration and evaluation stage and are assessed for impairment in accordance with the indicators of impairment as set out in IFRS 6 *Exploration for and Evaluation of Mineral Resources*. In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the period. No amortization is charged prior to the commencement of production.

In circumstances where a property is identified as containing economically recoverable resources then the accumulated exploration and evaluation costs associated with that property are transferred to Development assets.

Expenditures related to the following activities are initially measured at cost and capitalized as Exploration and evaluation assets:

- Acquisition of rights to explore;
- Topographical, geological, geochemical and geophysical studies;
- Exploratory drilling;
- Trenching, sampling; and
- Activities in relation to evaluating technical feasibility and commercial viability of extracting a mineral resource.

#### **Development assets**

Once a development decision has been taken, all costs related to development of the relevant area of interest are capitalized. Such costs include those directly attributable to the construction of a mine and the related infrastructure including an appropriate allocation of attributable overheads.

Development assets are held at cost and will be reclassified as Mining assets at the end of the commissioning phase of the mine. Mining assets are depreciated on a unit of production basis from the end of the commissioning phase.

#### Property, plant and equipment

The historical cost of an item of property and equipment comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the item to the location and condition necessary for it to be capable of operating in the manner intended by Management of the Group; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Group incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to use in operating activity during that period. The cost of self-constructed assets includes the cost of material, direct labour and an appropriate portion of production overheads.

Items such as spare parts, stand-by equipment, servicing equipment and materials that will be used in construction and development activities are recognised as property, plant and equipment. Otherwise, such items are classified as inventory.

Capitalized costs include major expenditures for improvements and replacements that extend the useful lives of the assets or increase their revenue-generating capacity. Repairs and maintenance expenditures that do not meet the foregoing criteria for capitalization are charged to profit or loss as incurred.

Depreciation of assets under construction and those not placed in service commences from the date, when the assets are ready for their intended use.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

Depreciation of property, plant and equipment is designed to allocate cost of the assets less residual value over their useful economic lives. The Group estimates the useful economic lives of property, plant and equipment as follows:

Years	
5-50 3-25	

An item of property, plant and equipment is derecognised upon disposal or when no further economic benefits are expected from its use or disposal. Upon sale or retirement of property, plant and equipment, the cost and related accumulated depreciation are derecognized. Any resulting gains or losses are included in the consolidated statement of comprehensive loss.

#### Impairment of non-current assets

At each reporting date, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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 recognized as an expense immediately.

The Group considers those assets which passed successful feasibility study as one cash-generating unit and therefore aggregates all Ukrainian assets for the purpose of determining whether impairment has occurred.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized as income immediately.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The following facts and circumstances, among others, indicate that exploration and evaluation assets must be tested for impairment:

- The term of the exploration license in the specific area has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of coal resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of coal resources in the specific area have not led to the discovery of commercially viable quantities of coal resources and the decision was made to discontinue such activities in the specific area; and
- Sufficient data exists to indicate that, although a development in the specific area is likely to occur, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### **Operating leases**

Leases of assets under which the risks and rewards of ownership are effectively retained with the lessor are classified as operating leases.

Rentals payable under operating leases are charged to the consolidated profit or loss on a straightline basis over the term of the relevant lease.

#### **Prepayments to suppliers**

Prepayments to suppliers represent amounts paid to suppliers and contractors for goods/services which have not been yet delivered/rendered. Prepayments to suppliers are stated at nominal value less an allowance for estimated irrecoverable amounts.

Prepayments to suppliers made to acquire long-lived assets are presented as non-current assets.

#### **Provisions**

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

#### **Retirement benefit costs**

In Ukraine, the Group does not operate a pension scheme for the benefit of its employees but makes contributions to the State Pension Fund of Ukraine. These amounts are expensed when incurred or capitalised as part of development assets. For the years ended 31 December 2018 and 2017, the amounts of paid contributions were USD 29,717 and USD 31,261, respectively.

#### Share-based payment transactions

The Group issues equity-settled share-based payments to certain directors. Equity settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date for each tranche of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Failure by an employee to meet a service condition (whether due to voluntary departure or involuntary redundancy) is accounted as forfeiture. Previously recognized expenses in respect of forfeited share-based payments are reversed through profit or loss or through reverse of capitalization.

The fair value of equity share-based payments is measured by use of the Monte Carlo Simulation Model and the Binomial Model. The expected life of equity share-based payments used in the models has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### **Taxation**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences and carried forward unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences and tax losses can be utilized.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax is charged or credited in the consolidated profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with directly in equity or other comprehensive loss.

Deferred tax assets are not recognized in respect of temporary differences and unutilized tax losses where there is insufficient evidence that the asset will be recovered. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Ukraine also has various other taxes, which are assessed on the subsidiary's activities. These taxes are included as a component of operating expenses in the consolidated statement of comprehensive loss.

#### 6. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 5, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized 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.

The following are the critical judgments and estimations that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

#### Recoverability of Value Added Tax ("VAT")

Significant input VAT was incurred to date by CCI Lubelia during exploration, evaluation and development of the coal mine reserves. According to Ukrainian legislation, input VAT can be refunded from the State Budget or netted off against output VAT. The estimation of the allowance for the amount of input VAT which will not be recovered through refund or setting off against future output VAT on sales, involves an exercise of judgment. Management have considered that due to uncertainties inherent in the Ukrainian tax legislation and the timing of commercial mining commencement, the amount of VAT recoverable should be impaired in full (Note 12).

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### Deferred tax for unused tax losses

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Management believes that due to uncertainties inherent in the Ukrainian tax legislation and the timing of commercial mining commencement, no deferred tax asset for unused tax losses should be recognized.

### Impairment of exploration and evaluation assets, development assets and property, plant and equipment

As at 31 December 2018, the Group performed assessment of external and internal indicators which potentially could indicate that the carrying amounts of the Group's development assets, property, plant and equipment and exploration and evaluation assets exceed their recoverable amounts. An assessment included review of the terms of its special permit for Lubel # 3 deposit, the expected future coal price, estimates of reserves, changes in market interest rates and rates of return on investments, foreign currency exchange rate and projected future production costs, as well as bids received from the potential investors to acquire either a portion of the Group's shares or the whole Group.

Based on the assessment results as at 31 December 2018 the Group determined that there were no indicators that the carrying amounts of the relevant assets exceeded their recoverable amounts, i.e. the underlying assets were not impaired. If conditions change and the Group determines that the assets' value has decreased below their carrying value, the impairment will be recognized.

#### 7. ADMINSTRATIVE EXPENSES

Administrative expenses for the years ended 31 December 2018 and 2017 were as follows:

	2018	2017
Employment costs	495,786	852,865
Rent expenses and other office costs  Professional and consulting costs	122,450	120,072
Change in allowance for irrecoverable VAT	95,335 24,220	226,364 37,948
Other expenses	48,308	71,797
Total	786,099	1,309,046

#### 8. TAXATION

The Group provides for taxes based on the statutory tax accounts maintained and prepared in accordance with the respective countries' tax legislation.

The current tax expense calculations of the companies within the Group are based on taxable profits for the year and are computed in accordance with the legislation of the respective countries of incorporation.

During the years ended 31 December 2018 and 2017, the parent company which is incorporated in the British Virgin Islands was tax exempt. The subsidiaries incorporated in the Republic of Cyprus and Ukraine are subject to 12.5% and 18% tax rates, respectively (2017: 12.5% and 18%, respectively).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

As at 31 December 2018 and 2017, the Ukrainian subsidiary had tax losses carried forward of USD 31,297,559 and USD 32,132,256, respectively. A deferred tax asset for tax losses carried forward was not recognised due to the uncertainty that sufficient taxable profits will be available to allow the assets to be recovered. Unrecognized temporary differences as at 31 December 2018 and 2017 were USD 5,641 thousand and USD 5,764 thousand, respectively. According to the current Ukrainian legislation, tax losses can be carried forward for an indefinite period of time.

Reconciliation between loss before income tax multiplied by the statutory tax rate and the tax benefit for the years ended 31 December 2018 and 2017 was as follows:

	2018	2017
Profit/(Loss) before income tax	1,740,324	(1,208,395)
Theoretical income tax expense at tax rate applicable to profits in the country of the Parent domicile (zero tax rate)	-	-
Tax effect of:		
Effect of different tax rates of subsidiaries operating in other jurisdictions Effect of expenses that are not deductible in determining tax loss Change in deferred tax asset not recognized	105,354 - (105,354)	(318,806) 2,189 316,617
Income tax expense	-	_

#### 9. EXPLORATION AND EVALUATION ASSETS

The following table presents the movement in exploration and evaluation assets for the years ended 31 December 2018 and 2017:

At cost	2018	2017
At the beginning of the year	1,911,705	1,890,669
Additions Transfers from property, plant and equipment Exchange differences on translating foreign operations	1,399 - 54,660	78,063 546 (57,573)
At the end of the year	1,967,764	1,911,705

During 2018 and 2017, additions to exploration and evaluation assets related to the Lubel # 3 deposit. The special permit for geological exploration for the Lubel #3 deposit has expired in September 2016. The Group finished all works needed according to this special permit. On 16 February 2017, the Mineral resources Committee of Ukraine approved the completion of the works and conditions according to the special permit.

The Group has prepared the geological survey report on Lubel #3 deposit and submitted for approval the quantity of reserves and resources on Lubel #3 deposit to the Mineral resources Committee of Ukraine. On 16 February 2017, the Group received positive decision. After this approval, during the 3 years the Group has pre-emptive right to apply for the acquisition without an auction of a special permit for subsoil use for this deposit. If the Group will not apply for the acquisition within 3 years period or for any reason lose the right to develop Lubel #3 deposit, management believes it will be able to sell geological surveys performed on Lubel #3 deposit. However, there is no market data available to estimate the fair value of these surveys.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### 10. DEVELOPMENT ASSETS

The following table presents the movements in development assets for the years ended 31 December 2018 and 2017:

At cost	2018	2017
At the beginning of the year	13,278,792	13,020,775
Additions Reversal of share based payments expense (Note 17) Exchange differences on translating foreign operations	301,471 (1,350,459) 141,045	401,198 - (143,181)
At the end of the year	12,370,849	13,278,792

Development assets relate to the Lubel # 1-2 deposits (Note 1) and are represented by capitalized evaluation and exploration expenses prior to the date when the Group took the decision to develop the mine and subsequently incurred development expenses.

During the year ended 31 December 2016, after the inspection of regulatory authorities the special permit for Lubel # 1-2 deposits was temporary revoked due to certain departure from the construction program. The Group amended the construction program respectively and in August 2016 regulatory authorities approved these amendments and returned the special permit back to the Group. In 2017 and 2018, no inspections from regulatory authorities took place.

#### 11. PROPERTY, PLANT AND EQUIPMENT

The following table presents the movement in property, plant and equipment for the years ended 31 December 2018 and 2017:

	Buildings and production equipment	Other fixed assets	Construction in progress's	Total
Cost				
Balance at 31 December 2016	541,785	111,777	98,080	751,642
Additions and transfers Disposals Exchange differences on	917 (35,757)	47,377 (40,853)	(528) -	47,766 (76,610)
translating foreign operations	(13,513)	(4,630)	(2,626)	(20,769)
Balance at 31 December 2017	493,432	113,671	94,926	702,029
Additions and transfers Disposals Exchange differences on	(244,040)	424 (4,581)	(424) (1,549)	(250,170)
translating foreign operations	14,098	1,204	2,713	18,015
Balance at 31 December 2018	263,490	110,718	95,666	469,874

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

Accumulated depreciation	Buildings and production equipment	Other fixed assets	Construction in progress's	Total
Balance at 31 December 2016	131,443	104,163	-	235,606
Charge for the year Eliminated on disposals Exchange differences on	27,393 (15,108)	6,515 (38,008)	-	33,908 (53,116)
translating foreign operations	(5,351)	(543)	-	(5,894)
Balance at 31 December 2017	138,377	72,127	-	210,504
Charge for the year Eliminated on disposals Exchange differences on	6,547 (99,524)	6,143 (4,130)	-	12,690 (103,654)
translating foreign operations	3,944	29_	_	3,973
Balance at 31 December 2018	49,344	74,169		123,513
Net book value				
31 December 2017	355,055	41,544	94,926	491,525
31 December 2018	214,146	36,549	95,666	346,361

During the year ended 31 December 2018 the Group disposed of exploratory drilling equipment with the carrying amount of USD 144,516. The gain on disposal in the amount of USD 238,400 was recognised as part of other income for the period.

#### 12. OTHER RECEIVABLES

Other receivables as at 31 December 2018 and 2017 were as follows:

	2018	2017
Value added tax ("VAT") Other receivables	870,158 27,226	869,591 36,400
	897,384_	905,991
Less: Allowance for irrecoverable VAT	(870,158)	(869,591)
Total	27,226	36,400

Management have considered that due to uncertainties inherent in the Ukrainian tax legislation, the Group's ability to receive VAT refund and other factors the outstanding amount of VAT recoverable should be impaired in full.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### 13. CASH AND BANK DEPOSITS

Cash and bank deposits as at 31 December 2018 and 2017 were as follows:

	2018	2017
Cash with banks	271,625	761,679
Total cash and bank deposits	271,625	761,679

As at 31 December 2018 and 31 December 2017 cash and cash equivalents of the Group included only cash placed in Ukrainian banks and Bank of Cyprus. During 2017, the Group withdrew short-term bank deposits not exceeding three months (with average interest rates 3.5%).

#### 14. OTHER PAYABLES

As at 31 December 2018 and 2017, other payables of the Group were as follows:

	2018	2017
Directors' fees liability	160,000	-
Other taxes and social security	135,773	103,001
Other creditors	31,542_	27,777
Total	327,315	130,778

No interest is charged on the outstanding balance of other payables.

#### 15. ISSUED CAPITAL

	Share	Share Capital		Share Premium Reserve		Total
	2018 No.	2017 No.	2018	2017	2018	2017
Authorized: 300,000,000 ordinary shares 1p each	300,000,000	300,000,000				
Issued and fully paid: 221,810,000 ordinary shares 1p each	221,810,000	221,810,000				
At the beginning of the year	4,527,142	4,527,142	57,053,419	57,053,419	61,580,561	61,580,561
At the end of the year	4,527,142	4,527,142	57,053,419	57,053,419	61,580,561	61,580,561

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### Basic and diluted profit/(loss) per share

The profit/(loss) and weighted average number of ordinary shares used in the calculation of basic profit/(loss) per share are as follows:

	2018	2017
Profit/(Loss) for the year	1,740,324	(1,208,395)
Profit/(Loss) used in the calculation of basic loss per share	1,740,324	(1,208,395)
Weighted average number of ordinary shares for the purposes of basic profit/(loss) per share	221,810,000	221,810,000
Basic profit/(loss) per share, cents per share	0.78	(0.54)
The profit/(loss) used in the calculation of diluted loss per share is	as follows:	
	2018	2017
Gain/(Loss) used in the calculation of basic loss per share	1,740,324	(1,208,395)
Profit/(Loss) used in the calculation of diluted loss per share	1,740,324	(1,208,395)

The weighted average number of ordinary shares for the purpose of diluted profit/(loss) per share reconciles to the weighted average number of ordinary shares used in the calculation of basic profit/(loss) per share as follows:

	2018	2017
Weighted average number of ordinary shares used in the calculation of basic profit/(loss) per share Shares deemed to be issued for no consideration in respect of employee option (Note 17)	221,810,000	221,810,000
Weighted average number of ordinary shares used in the calculation of diluted profit/(loss) per share	221,810,000	224,028,100
Diluted profit/(loss) per share, cents per share	0.78	(0.54)

#### 16. RESERVES

As at 31 December 2018 and 2017, the Group's reserves were as follows:

	2018	2017
Equity-settled employee benefit reserve Foreign currency translation reserve Investments revaluation reserve	(21,347,785) (341,334)	3,671,864 (21,588,668) (309,070)
	(21,689,119)	(18,225,874)
<b>Equity-settled employee benefit reserve</b> At the beginning of the year Share based payment (reversal)/charge (Note 17)	3,671,864 (3,671,864)	3,606,143 65,721
At the end of the year		3,671,864

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

	2018	2017
Foreign currency translation reserve At the beginning of the year Exchange differences on translating foreign operations	(21,588,668) 240,883	(21,372,763) (215,905)
At the end of the year	(21,347,785)	(21,588,668)
	2018	2017
Investments revaluation reserve At the beginning of the year	(309,070)	(312,845)
Loss on revaluation of investments to fair value	(32,264)	3,775
At the end of the year	(341,334)	(309,070)

#### 17. SHARE BASED PAYMENT TRANSACTIONS

#### **Equity settled share based payments**

In September 2008, the Group issued a 2,218,100 shares option to one of the directors under the terms of its Employee Share Option Scheme (the "Scheme"). This option was to vest on completion of an Initial Public Offering ("IPO") or at sale of the Company. The fair value of the option was estimated at the grant date using a Monte Carlo Simulation Model combined with a Binomial Model, taking into account the terms and conditions upon which the instrument was granted. The Monte Carlo Simulation Model generates an estimate of the offer share price which is then input into a Binomial Model. The contractual life of the option was 10 years and there were no cash settlement alternatives. The fair value of the option was estimated at the grant date to be GBP 1.05 per share. The exercise price of the option was nil.

The following table illustrates the number and movements in shares per the option:

	2018 Number of shares per option	2017 Number of shares per option
Outstanding at the beginning of year Forfeited during the year	2,218,100 (2,218,100)	2,218,100
Outstanding at the end of the year		2,218,100
Weighted average contractual life	_	0.68 years

The valuation assumptions utilized in the Binomial Model are as follows:

Weighted average share price	GBP 1.05
Weighted average exercise price	GBP nil
Expected volatility	42%
Expected life	5.25 years
Risk-free rate	4.95%

As the Company is unlisted, expected volatility was determined by considering the historical volatility of similar entities with publicly traded securities over the most recent period that is commensurate with the expected term of the option and as at the time of grant.

Vesting period for the Group's shares option was estimated as 30 September 2018 based on the evaluation of available cash sufficiency and the progress in negotiations with strategic investors. Vesting period was revised during the year ended 31 December 2014 (previously estimated as 30 September 2015). Share option was to be vested when Company or its subsidiary will be sold.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

For the year ended 31 December 2017, the Group recognised a total charge of GBP 50,947, equivalent to USD 65,721 in respect of equity settled share based payment which was capitalized to development assets.

The "Scheme" was not prolonged in 2018. As the shares option was not vested, the relevant capitalised charges of USD 1,350,459 as well as accumulated losses of USD 2,321,405 in respect of the "Scheme" were reversed in the current period.

#### 18. CONTINGENCIES AND CONTRACTUAL COMMITMENTS

#### **Taxation**

Ukrainian tax authorities are increasingly directing their attention to the business community as a result of the overall Ukrainian economic environment. In respect of this, the local and national tax environment in Ukraine is constantly changing and subject to inconsistent application, interpretation and enforcement. Noncompliance with Ukrainian laws and regulations can lead to the imposition of severe penalties and fines. Future tax examinations could raise issues or assessments which are contrary to the Group companies' tax filings. Such assessments could include taxes, penalties and fines, and these amounts could be material. While the Group believes it has complied with local tax legislation, there have been many new tax and foreign currency laws and related regulations introduced in recent years which are not always clearly written.

Facing current economic and political issues, the Government has implemented certain reforms in the tax system of Ukraine by adopting the Law of Ukraine "On Amending the Tax Code of Ukraine and Certain Laws of Ukraine" which is effective from 1 January 2015, except for certain provisions which will take effect at a later date.

Management believes that the Group has been in compliance with all requirements of the effective tax legislation and currently is assessing the possible impact of the introduced amendments.

#### Transfer pricing

Starting from 1 September 2013 the Tax Code of Ukraine introduced new, based on the OECD transfer pricing guidelines, rules for determining and applying fair market prices which significantly changed transfer pricing regulations in Ukraine. Ukrainian-based subsidiary CCI Lubelia incurs interest expenses under the loan obtained from foreign subsidiaries of the Group. Transactions may potentially be in the scope of the new Ukrainian TP regulations. CCI Lubelia has submitted the controlled transaction report for the year ended 31 December 2018 within the required deadline. Management believes that it is in compliance with TP requirements

#### Legal issues

The Group is involved in litigation and other claims in the ordinary course of its business activities. The Group's management believes that the potential obligations arising from the outcome of such matters will not have a material impact on its financial position or operating results.

#### Licence compliance

The Group has special permit for subsoil use to operate on Lubel # 1-2 deposits in the Lviv-Volyn coal field for 20 years (Note 1). As a part of the licence, there are special conditions with the obligatory compliance. Among these conditions, there is the detailed schedule of construction project. In case if the Group operates beyond the agreed schedule, the Management performs regular negotiations with regulatory authorities.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

#### **Operating lease commitments**

The Group leases land on which the Group plans to locate its mining facilities as well as administrative offices through operating lease agreements, which expire in various years through 2019-2061. The Group does not have an option to purchase the leased assets at the expiry of the lease periods, but it has preferential right to renew the lease.

As at 31 December 2018 and 2017, the Group had outstanding minimum commitments under non-cancellable operating leases, which fall due as follows:

	2018	2017
Within one year In the second to fifth year inclusive After five years	78,945 315,782 932,438	77,004 308,014 986,506
Total	1,327,165	1,371,524

#### 19. RELATED PARTY TRANSACTIONS

Related parties of the Group include shareholders and members of key management personnel.

The Group entered into the following transactions with related parties:

During the year ended 31 December 2018, the Group received professional and consulting services from its shareholders in the amount of nil (2017: USD 140,004).

#### Remuneration of key management personnel

The remuneration of directors and other key management personnel of the Group is set out below, in aggregate, for each of the categories specified in IAS 24 *Related Party Disclosures*:

	2018	2017
Employment costs Share-based payments charge (Note 17)	440,000	800,000 65,721
Total	440,000	865,721

During the year ended 31 December 2018, the shares option issued to one of the directors was forfeited and the respective equity settled employee benefit reserve was reversed (Note 17).

#### 20. FINANCIAL RISK MANAGEMENT

#### Capital risk management

The Group is a development stage company and its capital comprises contributions made by the equity holders. Capital risk management primarily relates to managing the capital on the level sufficient to undertake exploration and evaluation, and development activities on the planned level. Management has assessed that it has sufficient funds to continue its budgeted activities till the end of 2019. Based on the latest mine feasibility study, the Group requires USD 1.081bn over the period of 48 months from the commencement of construction preparation stage in order to complete a full construction of the mine and start operations. For this purpose, the Group is considering attracting loans and borrowings, however, the offers of equity stakes to strategic and portfolio investors are also being considered.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

**Major categories of financial instruments** 

currency exchange rates and the credit risk.

Financial assets	2018	2017
Cash and cash equivalents Investments Other receivables	271,625 41,799 27,226	761,679 74,063 36,400

Total financial assets 340,650 872,142

Financial liabilities

Other payables 191,542 27,777 Total financial liabilities

191,542

27,777

The Group has an exposure to certain financial risks, including the risk of changes in foreign

#### Foreign currency risk

Currency risk is the risk that the financial results of the Group will be adversely impacted by changes in exchange rates to which the Group is exposed. The companies of the Group operate in British Virgin Islands, Cyprus and Ukraine with the primary operations conducted in the latter country. In 2018, the Ukrainian Hryvnia, the functional currency of CCI Lubelia, stabilised against major foreign currencies. Management carefully monitors the changes in foreign currencies and manages its exposure to losses from the currency risk primarily by maintaining its cash and cash equivalents in USD or EUR.

The carrying amounts of the Group companies' monetary assets and liabilities denominated in foreign currency as at 31 December 2018 and 2017 were as follows:

2018	USD	GBP	EUR
Financial assets			
Cash and cash equivalents	5,028	172	127,816
Total financial assets	5,028	172	127,816
Financial liabilities			
Other payables	_	_	-
Total net position	5,028	172	127,816
2017	USD	GBP	EUR
<b>Financial assets</b> Cash and cash equivalents	534,088	349	727
Total financial assets	534,088	349_	727
<b>Financial liabilities</b> Other payables			
Total net position	534,088	349	727

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 In US dollars

The table below details the Group's sensitivity to a 10% strengthening and 30% weakening of UAH against USD, GBP and EUR. The analysis was applied to monetary items at the reporting date denominated in respective currencies.

	USD impact	EUR impact	GBP impact
(Loss)/profit in 2018	(503)/1,508	(12,782)/38,345	(17)/52
(Loss)/profit in 2017	(53,409)/160,266	(73)/218	(35)/105

#### Credit risk

Credit risk is the risk that counterparty will default or not meet its obligations to the Group on a timely basis leading to financial losses to the Group. As at 31 December 2018 and 2017, the maximum exposure of credit risk was represented by the total carrying amounts of cash and cash equivalents and other receivables. The Group's cash and cash equivalents are placed with banks in Ukraine and on accounts opened outside of Ukraine. The Group manages its credit risk by selecting banks only with adequate credit ratings and by conducting consistent monitoring of their financial position and performance.

#### 21. FAIR VALUE OF FINANCIAL INSTRUMENTS

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of IFRS 7 Financial Instruments: Disclosure and IFRS 13 Fair Value Measurement. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis.

As at 31 December 2018 and 2017, the fair values were estimated to be the same as the carrying values for cash and cash equivalents, other receivables and other payables due to the short-term nature of these financial instruments.

Investments are measured at fair value at the end of the reporting period. As at 31 December 2018 and 2017 the fair value was determined based on the market price of the underlying shares, i.e. Level 1 measurement categorization.

#### 22. EVENTS AFTER THE REPORTING PERIOD

On 29 July 2019, the Ministry of Energy and Coal Industry of Ukraine approved updated investment project. This approval is valid for one year to apply for state support in kind of state guaranty according to the procedure approved by the resolution of the Cabinet of Ministers #835 on 13 November 2013 (with recent changes on 6 November 2019). The acquisition of the state guaranty from Ministry of Finance is expected to allow obtaining investments from international financial institutions.

#### 23. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved by the Board and Management and authorised for issue by Boris Pokrass, the Chairman, and Dmytro Bodnya, the Chief Financial Officer, on 3 February 2020.