



Annual Report 2019

Company Number: 05837907

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Corporate Information

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| Secretary: | William Hampton Woodbury Financial & Corporate Services 11 Ripple Road Droitwich Spa Worcestershire WR9 8RJ |
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Review of Operations

Introduction

Catalina Resources PLC (“the Company” or “the Group”) is a UK-registered mineral exploration company which, through its wholly-owned Chilean subsidiary - Minera Catalina SA, holds the Jiguata and the Toculla concessions (“the Projects”) in northern Chile.

Although it has been another year of relatively low activity, due to continuing financial constraints, the Company has maintained all necessary ownership requirements and the Projects’ concession titles remain in good standing.

Efforts continue towards finding a joint venture partner, or a purchaser, in particular for the Jiguata Project. On a global basis, including Chile, the last twelve months have continued to see a limited increase in investment in both the mining and exploration sectors.

Full details of the Projects are available on the Company’s website at www.catalinaresourcesplc.co.uk:

The following review provides a summary.

Project Locations

Jiguata lies approximately 150 km east-northeast of the city of Iquique in Region I of Chile. Access to Jiguata is straightforward – a three-hour drive by 4x4 vehicle from Iquique to Jiguata, which lies between 4,600 and 4,700 m (~15,000 feet) above sea level. An asphalt road runs through the project area.

The small settlement of Lirima situated 7 km to the southwest of Jiguata is adjacent to the Pampa Lirima geothermal field.

Toculla is located approximately 140 km northeast of Iquique in Region I of Chile. Total transit time from Iquique is just over three hours and access is gained along recently-renovated dirt roads through the village of Camiña, an hour’s drive southwest of Toculla. Toculla lies between 3,700 and 4,000 m (~12,500 feet) above sea level.

Figure 1 shows the main infrastructure in the region and the location of both Jiguata and Toculla in relation to the Collahuasi Mining Complex, approximately 120 km to the South of Jiguata.



Figure 1: Location of the Jiguata and Toculla Projects

The Catalina Concessions

Jiguata

Catalina's thirty-five Jiguata B exploration concessions were replaced by the Jiguata C concessions and are in good standing. They total an area of 10,000 hectares and cover the full extent of the chargeability and resistivity anomalies revealed by the 2014 geophysical survey.

Toculla

Eight Toculla C exploration concessions were established, are in good standing and cover an area of 2,200 hectares.

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Geological Setting of the Projects

Jiguata

Some 30 Copper-Molybdenum porphyry deposits containing over 220 million tonnes of copper metal are distributed along the Andes of northern Chile. They lie within two principal north-south trending longitudinal Metallogenic Belts.

The Collahuasi Mining Complex is one such cluster located 120 km south of Jiguata. Collahuasi is the northernmost of the Eocene-Oligocene porphyries discovered to date in Chile, comprising the Quebrada Blanca, Rosario and Ujina mines.

In November 2018 Anglo American stated that with close to 10 billion tonnes of Reserves & Inclusive Resources at 0.79% Total Copper, the Collahuasi deposit is one of the "best on the planet". It has consistently ranked within the top 4 copper mines by production globally over the past decade.

At Collahuasi, economic porphyry-style mineralisation is associated with widespread areas of epithermal alteration and anomalous molybdenum geochemistry. The major mines are surrounded by kilometre-scale geophysical anomalies reflecting the development of a halo of pyritic mineralisation during the processes which emplaced the mineralisation. Most of the mining areas are characterised by faults and mineralised trends with a pronounced NW and SE orientation. Several deposits contain areas with high-sulphidation epithermal gold mineralisation.

Local Geological Setting of the Jiguata Project

The country surrounding Jiguata is almost entirely covered by Miocene (23.03 to 5.3 Ma¹) volcanic rocks – a series of ignimbrites and porphyritic dacitic lava flows originating from two Miocene volcanoes the red triangles in Figure 3 below. ¹ Ma – Million Years

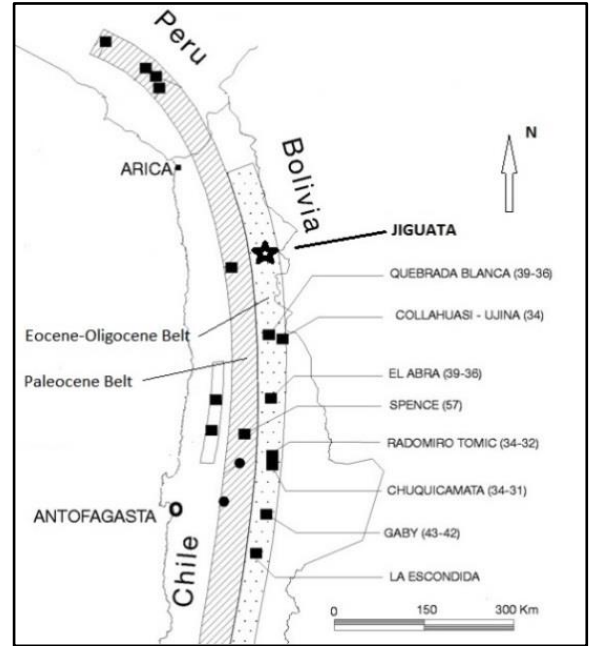


Figure 2: Eocene-Oligocene porphyry copper deposits in Northern Chile

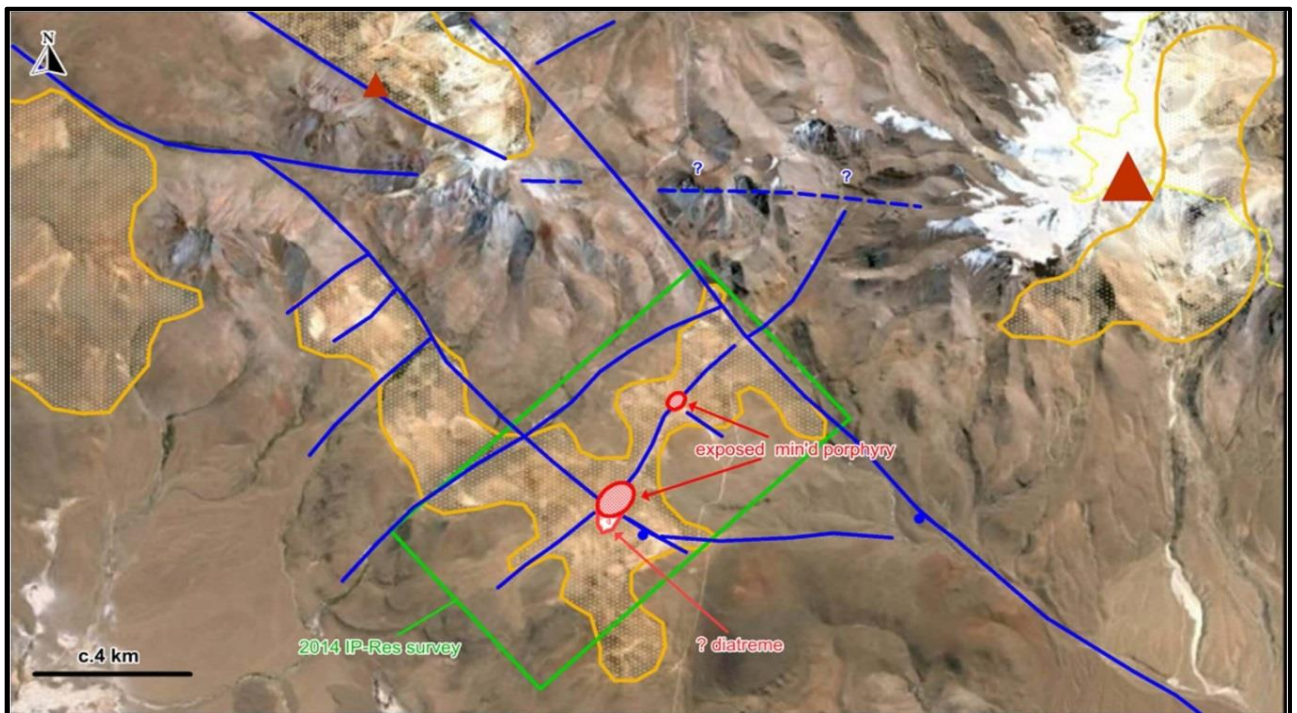


Figure 3: Satellite image of the Jiguata area

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Figure 3 is a district-scale satellite image covering the Jiguata Project area with the main geological features superimposed. Note the scale-bar in the lower left of the image. The approximate area of the geophysical survey is outlined in green.

The Jiguata Project area is characterised by areas of extensive hydrothermal alteration exposed where post-Miocene erosion has stripped away the younger rocks exposing older rocks below. On the image the older sequence is generally lighter-coloured; the younger lavas and pyroclastics are darker.

The orange line delineates the surface exposure of an area of the older rocks with widespread hydrothermal alteration which includes:

- (i) widespread high-level advanced-argillic alteration of “steam-heated” origin comprising admixtures of kaolinite-alunite-native sulphur-opaline silica (cristobalite),
- (ii) more localised alunite-bearing advanced-argillic alteration of probable hypogene origin exposed in more deeply eroded sectors and showing both structural and minor stratigraphic control, and
- (iii) variably developed argillic-pyritic alteration types.

This alteration sequence, similar to that developed around the Collahuasi orebodies, is controlled by a prominent NW-SE structural trend which is also apparent at Collahuasi.

In the Jiguata region NW-SE structural trends controlling faulting, geochemical and geophysical anomalies are only seen in the area around the Jiguata Project, which is markedly different from and partially obscured by the surrounding and younger Miocene volcanic sequence described above. A possible implication of this is that the deeper erosion of the Miocene volcanics at Jiguata exposes a series of older rocks with characteristics similar to those developed at Collahuasi.

All efforts are now directed towards locating an underlying porphyry-copper target at depth based on a Collahuasi model - particularly the Ujina deposit which is almost completely covered by post-mineralisation volcanics. The similarities between the Jiguata and the Collahuasi areas are striking and compelling

The 2014 Geophysical Survey at Jiguata

The geophysical survey comprised six lines, one-kilometre apart, varying in length from 7,600 to 9,600 metres for a total of 53.8 line kilometres. The data can be viewed on the Company’s website at www.catalinaresourcesplc.co.uk.

Chargeability Anomalies

Strong chargeability anomalies from 20 - 35 mV/V were outlined on all six lines. In several areas they are fairly close to the surface but in most areas the anomalies are at a depth of 100 to 300 m with each line showing relatively continuous, deep, chargeable zones over 5 km wide.

It is likely that with additional geophysical surveys the chargeability anomaly (blue outline in Figure 4) will measure approximately 7x7 km when fully defined. It is possible that porphyry mineralisation is widespread at depth below the near-surface post-mineral cover and steam-heated alteration.

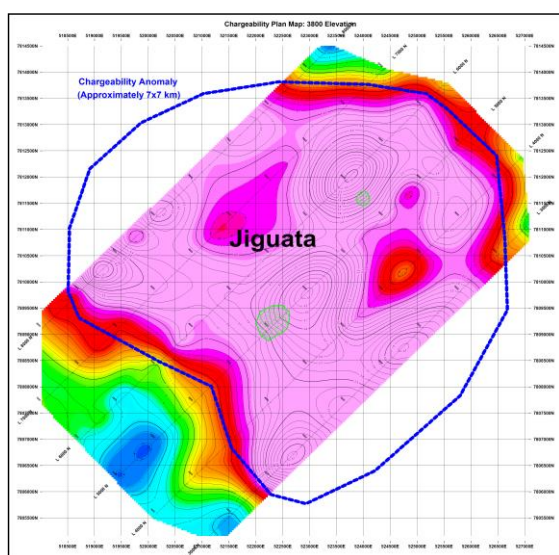


Figure 4: Inverted Chargeability Slice at 4,100 m

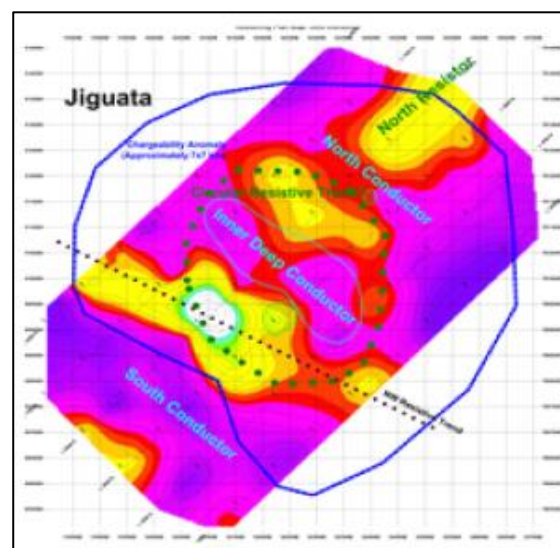


Figure 5: Resistivity at 3,900 m elevation

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Resistivity Anomalies

Figure 5 shows that the area of the main chargeability anomaly has a complex resistivity response. A deep conductor, the “Inner Deep Conductor”, is located to the northeast of the NW Resistive zone. It correlates with an area of high chargeability, lies between the two known outcrops of mineralised porphyry-style veining and is considered prospective for deep porphyry mineralisation.

The “North Conductor” is located immediately NE of the circular resistive trend and the strong chargeability anomaly, and is considered prospective for porphyry mineralisation. Strong, deep conductors are also observed on the central and northern portions of the two outer lines, 3000N and 8000N, associated with strong chargeability anomalies.

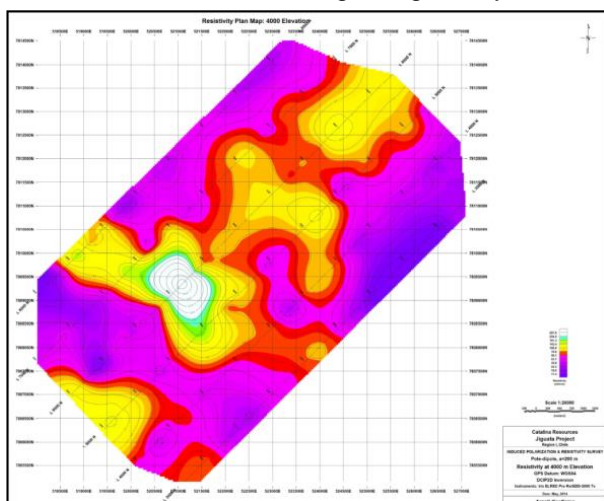


Figure 6: Resistivity at 4,000 m elevation

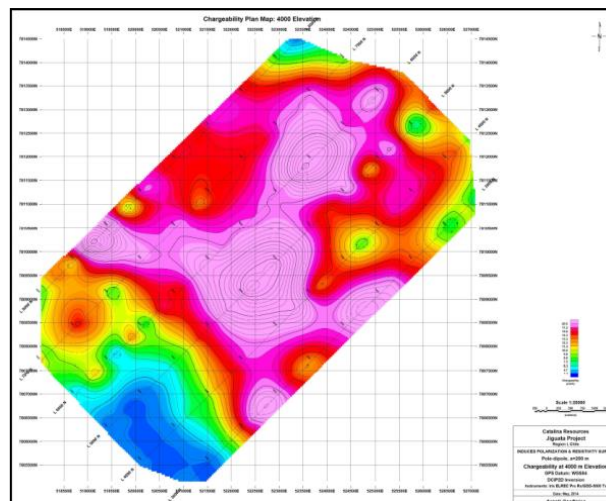


Figure 7: Chargeability at 4,000 m elevation

Comparison between Jiguata and the mines of the Collahuasi Complex in northern Chile

A comparison of the geophysical anomalies at Jiguata and those at Collahuasi reveals:

- Porphyry intrusions at Collahuasi all host large chargeability anomalies covering areas from 4 to 6 km in diameter.
- The Jiguata chargeability anomaly is somewhat bigger than both the Rosario and the Ujina anomalies at 6-7 km in diameter.
- The circular resistivity anomaly at Jiguata is similar in size to the chargeability anomaly at Ujina.
- The intensities of the chargeability and resistivity anomalies at Jiguata are similar to those observed over the Collahuasi deposits.
- At Collahuasi the strongest chargeabilities are typically on the outer portion of the anomalous zone and are often considered to be part of the “pyritic halo” that surrounds some types of copper porphyries. Typically, economic mineralisation is located closer to the centre of the anomalous zone and inside the strong chargeability associated with the pyritic halo.

The dimensions and of the Jiguata geophysical anomaly are consistent with the dimensions of other known porphyry deposits in the region. Moreover, strong molybdenum geochemical anomalies and zones with epithermal-style alteration, which occur at surface at Jiguata, are also found associated with the Collahuasi deposits.

Summary

Strong chargeability anomalies outlined at Jiguata cover a large area measuring at least 6-7 km in diameter. Most of the chargeability anomalies commence at 100 to 300 m depth, typically below a shallow resistive layer that is attributed to younger (probably Miocene) post-mineral cover or overprinting by steam-heated epithermal alteration.

The strongest and shallowest chargeability anomalies correlate closely to two outcrops of mineralised porphyry-style veining. Chargeability anomalies associated with known or inferred pyrite-bearing epithermal argillic alteration are weak to moderate in comparison to the anomalies near the outcropping porphyry-style veining. Consequently, the strong, deep chargeability anomalies at Jiguata may also be associated with porphyry mineralisation.

Two RC holes drilled in 1993 are located near the strong chargeability anomalies; however, these are relatively shallow (to 250 m vertical depth) and did not test the main part of the deeper chargeability anomaly, nor did they test the deeper conductive zones. Both holes encountered anomalous gold and

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copper and high molybdenum values. High molybdenum values are characteristic of the large porphyries south of Jiguata at the Rosario, Ujina, Quebrada Blanca, and Copaquire deposits.

The Jiguata anomalies are considered an excellent target for large-scale Cu-Mo porphyry mineralisation. However, the post-mineral cover and the over-printing epithermal alteration complicate both the chargeability and resistivity anomalies observed. The interpretation of the geophysical anomalies is therefore more complex and ambiguous than in areas hosting only porphyry mineralisation.

Follow-up detailed geological mapping and geochemical sampling and additional geophysical surveys are planned. The IP survey has yet to define the full limits of the underlying porphyry intrusives and the purpose of this work will be to define the extent and principal parameters of the potential porphyries before seeking a joint venture partner to assist with the funding of more detailed, later-stage exploration.

The geophysical survey has demonstrated clearly that IP reflects the underlying geology and additional surveys, on more closely-spaced lines, will be valuable in defining targets for future scout drilling.

The Toculla Gold Project

Regional Geological Setting of the Toculla Gold Project

The geological setting of the region around Toculla consists of a series of probable Miocene age ignimbrites and andesitic-rhyolitic lavas (the “younger volcanics”). These cover a series of older volcano-sedimentary formations.

Catalina’s concessions at Toculla overlie the eastern sector of an extensive area of the older rock sequences exposed in a “window” where the otherwise ubiquitous cover of younger volcanics has been stripped away by erosion.

The darker areas in Figure 8 (**missing Figs 8 and 9**) are indicative of fresh, unaltered younger volcanics; the older volcano-sedimentary rocks are lighter in colour due to extensive hydrothermal alteration.



Figure 8: Structural Control on Hydrothermal Systems near Toculla.

Toculla lies on a large regional-scale, NW-SE-trending structure - the Toculla-Puchuldiza Fault. This fault hosts active hydrothermal systems at Toculla, Uscana, Huancure, Tuja and Puchuldiza and appears to exert a profound control on the geological setting of the Toculla concessions. The gold-bearing Puchuldiza-Tuja geothermal system lies on the fault some 30-40 km to the southeast and hosts a “non-JORC” resource of circa 1 million oz. of gold and other precious metals in veins and stockworks developed in phreatic explosion breccias and silicified zones.

Silica Ridge and Trench Hill show similar low-sulphidation characteristics. They lie along the same structure, form parts of the same hydrothermal system and are geochemically distinct from the HS

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complexes some 500 m to the south. A large phreatic explosion breccia with sinter terraces is characterised by anomalous gold-pathfinder geochemistry both here and on Silica Ridge and Trench Hill.

The occurrence of fossil sinter surfaces and the large amounts of silica expelled on Silica Ridge suggests that Toculla may also be the near-surface expression of a low sulphidation epithermal precious metal deposit or an epithermal hot spring deposit similar to that developed at Puchuldiza adjacent to the connecting Toculla-Puchuldiza Fault.

Silica Ridge is a large structure and represents the expulsion of very large volumes of silica from an underlying geothermal/epithermal system over a considerable period of time. It would seem likely from observations to date that the main period of silica deposition and its accompanying argillic alteration took place before the extrusion of the younger volcanic cover lavas.

The fact that, at the present day, there are active thermal springs along similar structural trends points towards a possible reactivation of feeders and channels either as a consequence of the younger volcanism or of more recent tectonism along the NW-SE trending strike-slip faulting.

Gold mineralisation at Puchuldiza is found in veins, stockworks and sinters associated with the hot springs and geysers developed in the pampa. A similar area of pampa is developed at Toculla. It contains relict springs which are now cold. The pampa at Toculla is almost entirely unexplored and warrants mapping and sampling in the first phase of the exploration programme to determine whether it is underlain by Puchuldiza-style mineralisation.

Corporate

Conditions in the mining sector of the financial markets during the past twelve months have remained largely unsupportive and so further equity-raising has, again, not been possible.

As reported in previous Annual Reports, Phipps & Company Limited ("Phipps & Co") has subscribed for 5% Convertible Unsecured Loan Stock 2019 ("the Stock") amounting to £325,000 in total.

Since the year-end and to meet further working capital requirements an additional subscription of £25,000 in the Stock was made by Phipps & Co on 17 September 2018 and incorporated into the existing Stock, the maturity date of which has been extended to 31 March 2020.

As a consequence of the extended maturity date the Stock has been re-designated as 5% Convertible Unsecured Loan Stock 2020. Further details are set out in the Directors' Report on page 11.

No other significant fund-raising have taken place either during or since the year-end.

Costs continue to be kept to an absolute minimum with all efforts being directed towards maintaining the Group's Chilean assets in good standing pending increased investor interest in the financing of early-stage exploration projects.

Operating Risks and Uncertainties

In addition to any direct project-specific risks and uncertainties which could, potentially, arise in any of the active prospects discussed above, the Group also faces a number of generic risks which may often be beyond its direct control. Wherever possible, appropriate mechanisms are deployed to eliminate, minimise or mitigate them. These include the following categories:

- susceptibility to political and socio-economic risks;
- exploration, development and financing risks;
- operational and environmental risks;
- risks associated with fluctuations in mineral prices;
- joint-venture and co-investor risks;
- dependence on key personnel and infrastructure risks including data security; and
- the potential risks associated with diversification.



P S Bridges

Director

21 November 2019

Directors' Report

The Directors present their report together with the audited Group financial statements for the year ended 30 June 2019.

Principal activity

The Company is the parent undertaking of a group which is involved in the exploration for and the development of gold, copper and other metals and minerals in Chile, either alone or in joint venture. Details of activities, developments and risks are provided in the review of operations.

Financial results

Details of the results are set out in the Group Profit and Loss Account on page 14. The Directors do not recommend the payment of a dividend.

Share capital

On 19 July 2018 the Company issued 2,666 ordinary shares of £1.00 each at £1.50 per share to Gavin Jacobs in consideration for on-going services.

Convertible Loan Stock

During the year the Company made two further issues of 5% Convertible Unsecured Loan Stock 2021. As at 30 June 2019 interest amounting to £227,504 (represented by a further 151,669 ordinary shares of £1 each at an exercise price of £1.50 per share) had accrued. The interests of the Directors are given in note 6 on page 22.

Annual General Meeting

Notice of the Annual General Meeting is set out on page 26.

Mr C L Phipps, who retires by rotation and being eligible, offers himself for re-election.

It is proposed to re-appoint Kendall Wadley LLP as auditors to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to set their remuneration.

Resolutions 4 and 5: The Company is seeking shareholder approval to renew the authorities of the Directors to issue shares and to dis-apply pre-emption rights.

Substantial shareholdings

At 21 November 2019 the Directors were aware of the following substantial interests, apart from their own beneficial holdings as set out on page 10, in the share capital of the Company:

| Shareholder | Ordinary Shares of £1 | |
|---|-----------------------|--------|
| | Fully paid | % |
| Phipps & Company Limited (Phipps & Co)* | 75,679 | 10.12% |
| Soc. de Inversiones Lugetanuma SA | 61,636 | 8.24% |
| John Drinkwater | 51,214 | 6.85% |
| Joseph Jordan | 45,000 | 6.02% |
| Peter Finnegan | 25,600 | 3.42% |
| Lee Morton | 24,363 | 3.26% |
| Howard Appleby | 23,363 | 3.12% |

* Phipps & Co has subscribed for £375,000 (2018- £325,000) in 5% Redeemable Convertible Loan Stock 2021 which, including accrued interest to maturity date, may result in the issue of 331,513 (2018 – 266,478) ordinary shares of £1 each at a price of £1.50 per share. Mr C L Phipps has a non-controlling interest in Phipps & Co.

Electronic communications

The majority of shareholders have opted for shareholder communications to be made electronically, (typically, via email or posted on the Company's website). Certain shareholders have opted out as they wish to receive communications in hard copy format.

Going concern

The Directors consider that they have every reasonable expectation that the Group will have adequate resources to continue its operations for the foreseeable future.

The Bribery Act 2010

The Company has adopted procedures to prevent persons associated with it bribing another person on its behalf. The Company has adopted, at Board level, a risk-based approach to managing bribery risks proportionate with the Company's operations and in accordance with the Bribery Act 2010 guidelines.

Privacy policy

Under the General Data Protection Regulations ("GDPR"), which came into force on 25 May 2018, the Company has carried out a full review of its GDPR obligations and our privacy policy can be found on the Company's website: www.catalinaresourcesplc.co.uk.

Directors' Report

Directors

The present Directors of the Company, all of whom served throughout the year, are Mr P S Bridges, Mr A J Shaw and Mr C L Phipps.

Peter Bridges (UK), Managing Director, has 50 years' experience in mining and mineral exploration including 16 years as a Director, later Chief Executive, of Greenwich Resources plc – at that time a British listed public company. He is a Fellow of the Geological Society of London, a Fellow of the Institute of Materials, Minerals and Mining, a Chartered Engineer, a Euro Engineer and a Chartered Geologist.

Andrew Shaw (UK & Chile), Exploration Director, has 44 years' experience in mineral exploration with the British Geological Survey and with Greenwich Resources plc – mainly in South America and Europe. He speaks fluent Spanish and is resident in Chile.

Both of the above were heavily involved in the discovery of several mineral deposits in Venezuela and the Sappes epithermal gold deposit in Greece.

Ceri Phipps (UK), Non-Executive Director, has 34 years' experience working initially as a geologist with TMOC Resources then Greenwich Resources plc, before holding various roles within the power industry. He currently holds a number of non-executive roles within the Phipps & Co group.

The services of Mr Bridges are provided through Torridon Investments Limited.

Secretary

William Hampton, an Associate Member of the Institute of Chartered Secretaries and Administrators since 1982, he joined Catalina as Financial Accountant in 2007. Between 1992 and 2007 he was Company Secretary at London Stock Exchange-listed Scarborough Minerals plc (formerly Greenwich Resources plc).

Directors' interests

The Directors held the following beneficial interests in the share capital of the Company at the end of the period and at 21 November 2019:

| <i>Director</i> | Ordinary Shares of £1 each | |
|------------------------|----------------------------|-------------------|
| | 30 June 2019 | 21 November 2019 |
| | Fully paid | Fully paid |
| Peter Sinclair Bridges | 101,525 | 101,525 |
| Andrew Jack Shaw | 88,536 | 88,536 |
| Ceri Lewis Phipps* | - | - |

* Mr Phipps holds a 25% equity interest in Phipps & Co. The interests of Phipps & Co are shown on page 9 under the paragraph headed 'Substantial Shareholdings' (30 June 2019 - 75,679 and 20 November 2019 - 75,679).

Directors' indemnities

Under the Articles of Association of the Company the Directors are, in certain circumstances when acting as Directors of the Company, entitled to be indemnified out of the assets of the Company.

Creditor payment policy

Liabilities are recognised for amounts to be paid in the future for 'services received'. Trade accounts are normally settled within 30 days. Deferred terms have been agreed with certain of the creditors extant at the balance sheet date. Amounts due to trade creditors represent 16 days outstanding (2018 - 8 days).

Political and charitable donations

The Group made no political or charitable donations throughout the year.

Health and safety

The Company has a Health and Safety Policy that seeks to adhere to best practice.

Share option schemes

The Company continues to review the timing for introduction of appropriate schemes for rewarding executives and proposals will be laid before shareholders once a final decision is taken.

Environmental policy

The Company has adopted an environmental policy designed to comply with relevant environmental laws and implement best practice in its activities. It is designed to ensure that employees and third party contractors are aware of the impact of exploration activities on the environment and know how to avoid, manage and minimise any adverse effects.

Directors' Report

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 and to be satisfied that the financial statements give a true and fair view. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 period. In preparing these financial statements, the Directors are required to:

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

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

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

Statement of disclosure to auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the Directors have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all relevant audit information and to establish that the Group's auditors are aware of that information.

By order of the Board



William Hampton
Company Secretary
21 November 2019

Registered Office:
6 Stone Close
Colwall
Malvern
Worcestershire WR13 6QZ

Independent Auditors Report to the Shareholders of Catalina Resources PLC

Opinion

We have audited the consolidated financial statements of Catalina Resources plc (the 'parent company') for the year ended 30 June 2019 set out on pages 14 to 25. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 the Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group and Company's affairs as at 30 June 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Review of Operations and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Review of Operations and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified material misstatements in the Review of Operations and Directors' Report.

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

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

Independent Auditors Report to the Shareholders of Catalina Resources PLC

Responsibilities of the Directors

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

In preparing the financial statements, the Directors are responsible for assessing the Group and Company'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 the Directors either intend to liquidate the Group or Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



M A Ashworth FCA (Senior Statutory Auditor) for and on behalf of:

Kendall Wadley LLP
Chartered Accountants
Statutory Auditor

Granta Lodge
71 Graham Road
Malvern
Worcestershire
WR14 2JS

21 November 2019

Group Profit and Loss Account

For the year ended 30 June 2019

| | Notes | 2019 £ | 2018 £ |
|--|-------|-----------------|-----------|
| Operating income | 2 | - | - |
| Exploration costs written off | 3 | - | - |
| Amortised goodwill | 3 | - | - |
| Administrative expenses | 3 | (4,628) | (5,904) |
| Total administrative expenses | | (4,628) | (5,904) |
| Operating loss | 5 | (4,628) | (5,904) |
| Interest received | | - | - |
| Interest paid | | (51,724) | (48,132) |
| Loss on ordinary activities before taxation | | (56,352) | (53,226) |
| Tax on loss on ordinary activities | 7 | - | - |
| Loss for the year | | (56,352) | (53,226) |
| Total comprehensive income for the year | | (56,352) | (53,226) |

All transactions except exploration costs written-off arise from continuing operations.

There were no recognised gains or losses other than the loss for the financial year.

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

Group Balance Sheet

At 30 June 2019

| | Notes | 2019 £ | 2018 £ |
|--|-------|--------------------|-------------|
| Fixed assets | | | |
| Intangible assets | 8 | 660,220 | 629,084 |
| Tangible assets | 9 | 456 | 555 |
| | | 660,676 | 629,639 |
| Current assets | | | |
| Bank & cash | | 32,391 | 21,304 |
| Debtors | 11 | 53 | 143 |
| | | 32,444 | 21,447 |
| Current liabilities | | | |
| Creditors: amounts falling due within one year | 12 | (25,234) | (32,572) |
| | | 7,210 | (11,125) |
| Net current assets | | | |
| | | 667,886 | 618,514 |
| Total assets less current liabilities | | | |
| Non-current liabilities | | | |
| Creditors: amounts falling due after one year | 12 | (1,145,638) | (1,043,914) |
| | | (477,752) | (425,400) |
| Net liabilities | | | |
| Capital and reserves | | | |
| Called up share capital | 13 | 747,649 | 744,983 |
| Share premium | | 825,072 | 823,738 |
| Profit and loss account | | (2,050,473) | (1,994,121) |
| | | (477,752) | (425,400) |
| Equity shareholders' funds | | | |

Approved by the Board and authorised for issue on 21 November 2019



P S Bridges
 Director

Company Registration No. 05837907

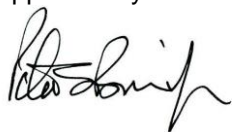
The accompanying accounting policies and notes form an integral part of these financial statements.

Company Balance Sheet

At 30 June 2019

| | Notes | 2019 £ | 2018 £ |
|---|-------|------------------|-------------|
| Fixed assets | | | |
| Investment in subsidiary undertaking | 10 | 692,658 | 658,917 |
| Tangible assets | 9 | 455 | 555 |
| | | 693,113 | 659,472 |
| Current assets | | | |
| Bank | | 27,655 | 16,224 |
| Debtors | 11 | 53 | 64 |
| Other debtors: amounts falling due from subsidiary after one year | 11 | 657,244 | 657,089 |
| | | 684,952 | 673,377 |
| Current liabilities | | | |
| Creditors: amounts falling due within one year | 12 | (3,216) | (7,372) |
| | | 681,736 | 666,005 |
| Net current assets | | | |
| | | 1,374,849 | 1,325,477 |
| Total assets less current liabilities | | | |
| | | 1,374,849 | 1,325,477 |
| Non-current liabilities | | | |
| Creditors: amounts falling due after one year | 12 | (1,145,638) | (1,043,913) |
| | | 229,211 | 281,564 |
| Net assets | | | |
| | | 229,211 | 281,564 |
| Capital and reserves | | | |
| Called up share capital | 13 | 747,649 | 744,983 |
| Share premium | | 825,072 | 823,738 |
| Profit and loss account | | (1,343,510) | (1,287,157) |
| | | 229,211 | 281,564 |
| Equity shareholders' funds | | | |
| | | 229,211 | 281,564 |

Approved by the Board and authorised for issue on 21 November 2019



P S Bridges
 Director

Company Registration No. 05837907

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

Group Statement of Changes in Equity

For the years ended 30 June 2019

| | Share Capital £ | Share Premium £ | Profit and Loss Reserves £ | Total £ |
|--|-----------------------|-----------------------|-------------------------------------|------------------|
| Balances at 1 July 2017 | 742,317 | 822,404 | (1,940,894) | (376,173) |
| Profit and total comprehensive income for the year | - | - | (53,227) | (53,227) |
| Shares issued during the year | 2,666 | 1,334 | - | 4,000 |
| Balances at 30 June 2018 | 744,983 | 823,738 | (1,994,121) | (425,400) |
| Profit and total comprehensive income for the year | - | - | (56,352) | (56,352) |
| Shares issued during the year | 2,666 | 1,334 | - | 4,000 |
| Balances at 30 June 2019 | 747,649 | 825,072 | (2,050,473) | (477,752) |

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

Group Cash Flows from Operating Activities

For the year ended 30 June 2019

| | Notes | 2019 £ | 2018 £ |
|--|-------|-----------------|-----------|
| Cash generated from operations | 15 | (7,777) | 18,663 |
| <i>Being the net cash (outflow)/inflow from operating activities</i> | | | |
| Investing activities | | | |
| Purchase of intangible assets | | (31,136) | (32,913) |
| Net cash used in investing activities | | (31,136) | (32,913) |
| Financing activities | | | |
| New loan notes issued | | 50,000 | - |
| Net cash used in financing activities | | 50,000 | - |
| Net increase/(decrease) in cash and cash equivalents | | 11,087 | (14,250) |
| Cash and cash equivalents at the beginning of the year | | 21,304 | 35,554 |
| Cash and cash equivalents at the end of the year | | 32,391 | 21,304 |
| <i>All relating to cash at bank and in hand</i> | | | |

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

Notes to the Accounts

1 Accounting policies

Company information

Catalina Resources PLC is a company limited by shares incorporated in England and Wales. The registered office is 6 Stone Close, Colwall, Malvern, Worcestershire WR13 6QZ.

Consolidation

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

The consolidated financial statements incorporate those of Catalina Resources PLC and all of its subsidiaries (i.e. entities that the Group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All financial statements are made up to 30 June 2019. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

All intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in Sterling, which is the functional currency of the parent company. Monetary amounts in these financial statements are rounded to the nearest pound Sterling.

The financial statements have been prepared on the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future, thus the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Intangible fixed assets

The Group uses the full-cost method of accounting for mining operations. The costs of exploring for and developing mineral reserves, which include acquisition costs, geological and geophysical costs, costs of drilling, costs of mine production facilities, and an appropriate share of directly attributable administrative costs, are treated as intangible fixed assets.

The capitalised mineral expenditure is accumulated in one or more full-cost pools as determined from time to time by the nature and scope of the Group's operations. Currently, these are reviewed on a global basis.

Expenditure in each pool is amortised using a unit-of-production basis when commercial production commences.

The aggregate amount of mineral expenditure subject to amortisation and carried forward in each pool is stated at not more than the assessed value of commercially recoverable reserves in that pool.

The Group compares the carrying value of capitalised mineral expenditure with its recoverable amount (net realisable value) on a regular basis. Any permanent impairment arising is charged to the profit and loss account. Goodwill is amortised on a straight-line basis over 5 years.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Notes to the Accounts

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings & equipment 18% reducing balance

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Impairment of fixed assets

At each reporting period end date, the Company reviews the carrying amounts of its tangible and intangible 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 it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use.

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 (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or 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 recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

1.8 Financial instruments

The Company and Group have elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Group and Company's statement of financial position when the Group or Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and

Notes to the Accounts

the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans and loans from fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange prevailing at the balance sheet date. Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transactions. Exchange differences thus arising are dealt with in the profit and loss account.

1.9 Foreign currencies

For consolidation purposes, the accounts of those overseas subsidiary undertakings which are considered to be integrated foreign operations are translated on the following basis:

- Revenue and expenditure at average exchange rate cost for the period.
- Current and other monetary assets and liabilities at the rate prevailing at the balance sheet date.
- Other assets and liabilities at rates prevailing when acquired or incurred.

This basis gives rise to translation gains or losses, the net amounts of which are included in the profit and loss account.

1.10 Judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies the Directors are required to make judgements, estimates and assumptions about the carrying amount 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 recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Notes to the Accounts

2 Operating income

Operating income comprises fees for services, which are recognised when the service is provided, and option payments received, which are recognised in accordance with a staged agreement.

3 Administrative expenses

Costs include the overheads of the UK parent company, currency gains and amortised goodwill. There were no exploration costs written off during the year (2018 - nil).

4 Loss attributable to the holding company

As permitted by section 408 of the Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The loss for the financial period dealt with in the accounts of the Company was £56,352 (2018 - loss £53,226).

5 Operating loss

The Group operating loss is stated after charging:

| | 2019 | 2018 |
|---|-------|-------|
| | £ | £ |
| Fees payable to the Group's auditor for the audit of group accounts | 2,500 | 2,500 |
| Foreign exchange gain | - | - |

6 Directors and employees

There were no employees of the company during the year other than the Directors. The Directors were remunerated by way of consultancy fees for technical services provided as follows:

| | 2019 | 2018 |
|------------------|------|------|
| | £ | £ |
| Director: | | |
| Peter S Bridges* | - | - |
| Andrew J Shaw* | - | - |
| Ceri L Phipps* | - | - |

* For periods ending 30 June 2019, 2018, 2017 and 2016 Mr Bridges, Mr Shaw and Mr Phipps received no remuneration.

Through their interests held in 5% Convertible Unsecured Loan Stock 2021 their respective balances, including accrued interest as at 30 June 2019, were as follows:

Mr Bridges (through his controlling interest in Torridon Investments Limited) - £226,314 (represented by 150,876 ordinary £1 shares at an exercise price of £1.50) (2018 - £215,343 - represented by 143,562 ordinary £1 shares at an exercise price of £1.50).

Mr Shaw - £231,404 (represented by 154,269 ordinary shares at an exercise price of £1.50) (2018 - £220,186 - represented by 146,790 ordinary shares at an exercise price of £1.50).

Mr Phipps (through his 25% interest in Phipps & Co) - £455,840 (represented by 303,893 ordinary shares at an exercise price of £1.50) (2018 - £385,082 represented by 256,721 ordinary shares at an exercise price of £1.50).

Additionally, the repayment of loans to Mr Bridges and Mr Shaw amounting £13,513 and £37,491 respectively (2018 - £13,513 and £37,491) has been deferred indefinitely.

7 Taxation

There is no charge to corporation tax on the result for the year (2018 - nil) due to the loss for the year.

| | 2019 | 2018 |
|-------------------------------------|-----------------|----------|
| | £ | £ |
| Reconciliation of tax charge | | |
| Result for the year | (56,352) | (53,226) |
| Corporation tax at 19% (2018 - 19%) | (10,706) | (10,112) |
| <i>Adjusted for the effects of:</i> | | |
| Unutilised losses | 10,706 | 10,112 |
| Charge per the accounts | - | - |

The Group has trading losses of approximately £464,439 (2018 - £428,182) available for offset against future trading profits.

Notes to the Accounts

| 8 Intangible fixed assets | Exploration & Evaluation | Total |
|----------------------------------|---|----------------|
| | £ | £ |
| Net book value | | |
| At 1 July 2018 | 629,084 | 629,084 |
| Additions | 31,136 | 31,136 |
| Less amounts written off | - | - |
| At 30 June 2019 | 660,220 | 660,220 |

| 9 Tangible fixed assets | Computers |
|--|------------------|
| | £ |
| Cost | |
| At 1 July 2018 | 2,355 |
| Additions | - |
| At 30 June 2019 | 2,355 |
| Depreciation | |
| At 1 July 2018 | 1,800 |
| Charge for the year | 100 |
| At 30 June 2019 | 1,900 |
| Net book amount | |
| At 1 July 2018 | 555 |
| Net book amount At 30 June 2019 | 455 |

| 10 Subsidiary undertakings | Holding | Country of incorporation | Country of operations |
|--|----------------|-------------------------------------|----------------------------------|
| Minera Catalina SA | 100% | Chile | Chile |
| Minera La Falda SA | 100% | Chile | Chile |
| <i>The accounts of these subsidiaries have not been audited under local legislation.</i> | | | |

| 11 Debtors | 2019 | 2018 |
|--|----------------|----------------|
| | £ | £ |
| <i>Group</i> | | |
| Trade debtors | 53 | 143 |
| <i>Company</i> | | |
| Trade debtors | 53 | 64 |
| Other debtors: amounts falling due from subsidiary after one year* | 657,244 | 657,089 |
| | 657,297 | 657,153 |

*Other debtors represent amounts due from the Company's subsidiary Minera Catalina SA

Notes to the Accounts

| 12 Creditors | 2019 | 2018 |
|--|------------------|------------------|
| <i>Group</i> | £ | £ |
| <i>Amounts falling due within one year</i> | | |
| Trade creditors | 2,417 | 2,623 |
| Accruals | 22,817 | 29,950 |
| Loans | - | - |
| <i>All loans are repayable within 5 years.</i> | <u>25,234</u> | <u>32,573</u> |
| <i>Amounts falling due after one year</i> | | |
| Trade creditors | - | - |
| Loans* | 51,005 | 51,005 |
| 5% Redeemable Convertible Loan Stock 2021 | 867,129 | 817,129 |
| Accruals | 227,504 | 175,780 |
| | <u>1,145,638</u> | <u>1,043,914</u> |
| <i>Company</i> | | |
| <i>Amounts falling due within one year</i> | | |
| Trade creditors | 66 | 272 |
| Accruals | 3,150 | 7,100 |
| Loans | - | - |
| <i>All loans are repayable within 5 years.</i> | <u>3,216</u> | <u>7,372</u> |
| <i>Amounts falling due after one year</i> | | |
| Trade creditors | - | - |
| Loans* | 51,005 | 51,005 |
| 5% Redeemable Convertible Loan Stock 2021 | 867,129 | 817,129 |
| Accruals | 227,504 | 175,780 |
| <i>*Loans comprise £51,005 due to the Directors of the Company over which settlement has been informally deferred until such time as funds permit.</i> | <u>1,145,638</u> | <u>1,043,914</u> |

| 13 Share capital | 2019 | 2018 |
|------------------------------------|-------------|---------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 747,649 ordinary shares of £1 each | 747,649 | 744,983 |

Details of shares issued by the Company during the year are set out in the Directors' Report on page 9.

On 19 July 2018 the Company issued 2,666 ordinary shares of £1.00 each at £1.50 per share to Gavin Jacobs in consideration for on-going services.

As at 30 June 2019 the balance of the 5% Convertible Unsecured Loan Stock 2021 amounted to £1,094,633 - represented by 729,755 ordinary shares of £1 each at an exercise price of £1.50 per share (2018 - £992,909 and 661,939 ordinary shares respectively).

Interest, included in the above, amounted to £227,504 (represented by 151,669 ordinary shares of £1 each at an exercise price of £1.50 per share) (2018 - £175,780 and 117,186 shares respectively).

| 14 Financial instruments | 2019 | 2018 |
|---|------------------|------------------|
| <i>Group</i> | £ | £ |
| Carrying amount of financial assets | | |
| Debt instruments measured at amortised cost | 53 | 143 |
| Carrying amount of financial liabilities | | |
| Measured at amortised cost | <u>1,170,872</u> | <u>1,076,487</u> |
| <i>Company</i> | | |
| Carrying amount of financial assets | | |
| Debt instruments measured at amortised cost | <u>657,297</u> | <u>657,153</u> |
| Carrying amount of financial liabilities | | |
| Measured at amortised cost | <u>1,148,854</u> | <u>1,051,286</u> |

Notes to the Accounts

| 15 Cash generated from operations | 2019 | 2018 |
|--|-----------------|----------|
| | £ | £ |
| Result for the year after tax | (56,352) | (53,226) |
| <i>Adjustments for:</i> | | |
| Transactions dealt with by share issue or loan notes | 4,000 | 4,000 |
| Finance costs | 51,724 | 48,132 |
| Depreciation of tangible fixed assets | 100 | 122 |
| Foreign exchange movement | - | - |
| <i>Movements in working capital:</i> | | |
| Decrease in debtors | 90 | 11 |
| (Decrease)/increase in creditors | (7,339) | 19,624 |
| Cash generated from operations | (7,777) | 18,663 |

16 Capital commitments

The Company had no capital commitments at 30 June 2019.

17 Contingent liabilities

There were no contingent liabilities at 30 June 2019.

18 Transactions with related parties

Other than disclosed above there are no related party transactions except as follows:

During the year Mr C L Phipps, through a 25% non-controlling equity holding in Phipps & Co, was interested in £375,000 5% Convertible Unsecured Loan Stock 2021 (represented by 250,000 ordinary shares of £1 each at an exercise price of £1.50 per share) (2018 - £325,000 and 216,666 shares respectively). As at 30 June 2019 the balance held by Phipps & Co in 5% Convertible Unsecured Loan Stock 2021, was £455,840 including interest due of £80,840 (2018 - £385,082 and £60,082 respectively).

During the year, through a controlling holding in Torridon Investments Limited, interest due to Mr P S Bridges, of £10,970 (2018 - £10,438) has been added to the principal sum of the 5% Convertible Unsecured Loan Stock 2021 in accordance with the terms of the loan note. As at 30 June 2019 the balance held by Torridon Investments Limited, in 5% Convertible Unsecured Loan Stock 2021, including interest, was £226,314 (2018 - £215,343).

During the year, interest due to Mr A J Shaw of £11,217 (2018 - £10,673) has been added to the principal sum of the 5% Convertible Unsecured Loan Stock 2021 in accordance with the terms of the loan note. As at 30 June 2019 the balance held by Mr A J Shaw in 5% Convertible Unsecured Loan Stock 2021, including interest, was £231,404 (2018 - £220,186).

Notice of Annual General Meeting

Notice is hereby given that the twelfth Annual General Meeting of Catalina Resources PLC will be held at 6 Stone Close, Colwall, Malvern, Worcestershire WR13 6QZ on Friday, 13 December 2019 at 12.30 p.m. for the following purposes:

1. To receive the Directors' Report and Financial Statements for the year ended 30 June 2019 together with the Auditors' Report.
2. To re-elect Mr C L Phipps who, in accordance with the Company's articles, retires by rotation.
3. To re-appoint Kendall Wadley LLP as auditors to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to set their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions:

4. **Ordinary Resolution:** That the Directors be and are hereby empowered, in accordance with the provisions of Section 551 of the Companies Act 2006, until the 2020 Annual General Meeting, to allot relevant equity securities up to a maximum nominal amount of £3,500,000.
5. **Special Resolution:** That the Directors be and are hereby empowered, in accordance with the provisions of Section 571 of the Companies Act 2006, until the 2020 Annual General Meeting, to dis-apply the statutory pre-emption rights and allot relevant equity securities for cash, other than to existing shareholders, up to a maximum nominal amount of £3,500,000.

By order of the Board



William Hampton
Company Secretary
21 November 2019

Registered Office:
6 Stone Close
Colwall
Malvern
Worcestershire WR13 6QZ

Notes:

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and (on a poll) vote instead of him. A proxy may not be a member of the Company. A proxy card is enclosed.