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Panthera Resources PLC - PAT Audited Financial Results and Management Update
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Panthera Resources Plc

("Panthera" or "the Company")

Audited Financial Results and Management Update for the 12 Months Ended 31 March 2018

Panthera Resources PLC (AIM: PAT), the gold exploration and development company with assets in India and West Africa, is pleased to provide a summary of the Company's audited financial results for the year ended 31 March 2018.

Highlights of the Year Ending 31 March 2018

Financial Performance

- The consolidated loss of the Company for the financial period after providing for income tax and eliminating non-controlling interests amounted to \$2,479,305 (2017: \$293,666).
- The Company is not yet a minerals producer, hence derives no ongoing income from production. Thus, the reported loss was due primarily to expenditure on exploration activities and expenses related to the Company's restructuring and AIM market listing.

Formation of Panthera

- Panthera was formed in September 2017 to be the holding company of the group.
- It then completed the acquisition of 100% of Indo Gold Limited via a one for one share offer.
- On 21 December 2017, Panthera listed on the AIM market of the London Stock Exchange.

Board reorganisation, and appointment of Managing Director

- Following the successful acquisition of Indo Gold, the Board was reconstituted to include the Indo Gold Directors.
- Geoff Stanley was appointed Managing Director of the Company.
- After the year-end, Ms Catherine Apthorpe was appointed to the Board, bringing important independence, knowledge and skills relevant to the Company's activities.

The Bhukia Joint Venture ("JV") project in Rajasthan, India

- Targeted for a +6.0Moz resource drill-out
- Primary mineralisation occurs from near-surface, with potential to develop a large, bulk mineable open-pit gold-copper mining operation.
- A JORC-compliant resource of 1.74Moz exists, with a planned exploration programme that targets an increase to over 6.0Moz.
- The JV's prospecting licence application reached key milestones during the year with various approval bodies.
- In August 2018 the Government of Rajasthan ("GoR") rejected the prospecting licence application on what the Board considers to be spurious grounds. Therefore, the JV is moving to secure Stay Order protection from the High Court of Rajasthan, of its former reconnaissance permit areas.
- Following the rejected prospecting licence application, the Company's JV partner, Metal Mining India Pvt. Ltd. (MMI) has filed an extensive Writ Petition with the High Court of Rajasthan, detailing the previous resolution of all the issues brought by the GoR, positive confirmation of MMI's rights approved by a Joint Committee consisting of representatives of the Geological Survey of India ("GSI"), Indian Bureau of Mines and the GoR's own representatives from the Department of Mines and Geology and the subsequent disregard for Indian Corporate law adopted by the GoR. The Board is confident that MMI will prevail in court and protect its shareholder's interests.

- Whilst the Company and MMI will attempt to expedite the legal process and direct dialogue with the Government of India, the 2019 elections will extend timing for granting the prospecting licence, which may now extend into Q4 2019

High potential West Africa gold exploration portfolio with drill-ready targets

- The Naton JV project in southern Burkina Faso, West Africa, was acquired and significantly advanced towards first drill testing.
- Drilling at Naton after the period-end saw ore grade gold mineralisation encountered on four out of five structures tested.
- The Kalaka JV project in southern Mali, West Africa was acquired and significant gold in soil anomalies were identified.
- The Bassala JV was negotiated, the project area acquired, and exploration commenced. This has subsequently yielded an excellent, extensive and highly encouraging gold in soil anomaly that is clearly worth drill testing.

Funding

- Republic Investment Management ("Republic") of Singapore agreed to provide a \$5.0m funding package in three tranches:
 - Tranche one of \$1.5 million was drawn down in June 2017
 - Tranche two of \$1.5 million was drawn down following the successful December 2017 listing of the Company on the AIM market.
 - Tranche three of \$2.0 million is to be drawn down upon the grant of a prospecting license for the Bhukia project and receipt of the necessary approvals to recommence exploration drilling.
- The Company had a cash balance of \$1,571,578 at the year end. Base on current expenditure levels and expected activity over the next 12 months, the Company will require further funding. The Company has a supportive shareholder base, but will also aim to expand its investor base in the capital markets both in London and Australia.

The Annual Report and Accounts for the year ended 31 December 2017, along with an explanatory note for shareholders, will be available shortly to view and download from Panthera's website (www.pantheraresources.com) in accordance with rule 26 of the AIM Rules for Companies along with a notice of Annual General Meeting and form of Proxy. The AGM is scheduled to take place at 2PM on 28 September 2018 at 2 Duke Street, Manchester Square London W1U 3EH.

Geoff Stanley, CEO Commented:

"I am delighted to be able to report our first full year of results, following the formation of Panthera in September 2017 and the subsequent listing on the AIM market in December.

"With our Management's considerable experience, network of connections and technical capabilities we were able to acquire and significantly advance three properties in West Africa during the period under review.

"Our joint ventures were further strengthened post the reporting period, when drilling at the Naton JV saw ore grade gold mineralisation encountered on four out of five structures tested. Meanwhile, exploration at the Bassala JV has yielded an excellent, extensive and highly encouraging gold in soil anomaly that is clearly worth drill testing.

"Meanwhile we continue to work to secure the mineral rights to the key properties we are legally entitled to in India. We are especially pleased that the US\$5 million equity investment from Republic Investment Management of Singapore will provide initial funding for the Bhukia project drill-out once a PL has been granted. We look forward to updating the market of our progress and are hopeful that the next 12 months will be a transformational one for the company."

Chairman's Statement

The Group had a very active and successful year from both an operational and corporate perspective.

Throughout the year in question, steady progress was made towards obtaining a Prospecting Licence ("PL") for the Bhukia joint venture project in India and a successful three tranche financing was negotiated with Republic Investment Management ("Republic") of Singapore. Additionally, a corporate restructuring was undertaken, which culminated in the listing of the Company's shares on the AIM market in London. This involved the creation of Panthera Resources PLC as the parent Company to the Indo Gold Group ("Indo Gold") through a one for one share exchange with shareholders of Indo Gold Limited. In this transaction, Panthera acquired 100% of the shares of Indo Gold. Accordingly, the financial information for the current year and comparatives have been presented as if Indo Gold Limited has been owned by Panthera Resources PLC throughout the current and prior years. Panthera listed on the AIM market in London on 21 December 2017 and the Group's Management and Board processes are being progressively transitioned to the UK. Any information on the Parent Company is from its incorporation on 8 September 2017.

Strategic Vision

Panthera's vision is to utilise management's proven ability to identify and develop projects at all stages of the value chain to create a successful exploration and development Group. The leadership aims to create a mid-tier mining Company by building a portfolio of high quality, low cost gold assets in India and West Africa.

The Company's strategic business objectives are to regain mineral rights for the JV, then explore and develop the highly prospective Bhukia Gold Project in India. Furthermore, it aims to explore and grow the value of its West African prospective gold portfolio. In its wider property portfolio it will nurture and eventually harvest other non-core exploration and development assets.

Throughout the course of the year, Panthera has worked tirelessly to execute this strategic vision.

The Company met with considerable success in West Africa. Three joint ventures were successfully negotiated. These were the Naton project in southern Burkina Faso and the Kalaka and Bassala projects in southern Mali. Work was commenced on all three of these projects, with all of them advancing successfully towards preparedness for drill testing.

In India the grant of our agreed PL was pursued through a series of discussions and meetings with government officials in Rajasthan, mainly the Principal Secretary of Mines, who repeatedly agreed to advise forwarding the PL application to the Government of India ("GoI") with a positive recommendation for grant. In January 2018, the Company was the beneficiary of a Court Order ("Order") from

the Hon. High Court of Rajasthan ("Court") in its favour. Unfortunately, in an event after the year-end, the Government of Rajasthan seemingly reversed its expressed position and formally rejected the Bhukia PL application on what are considered spurious grounds. At the time of writing, the Company has filed Writ Petitions with the Court and is considering its other legal options. Panthera is confident it will receive Stay Orders protecting its rights over the reconnaissance permit areas previously held by the JV.

The Board

Following its formation in September 2017 the Company's Board consisted of Michael Higgins and Geoffrey Stanley. Upon the successful completion of the acquisition of Indo Gold, Panthera's Board was restructured to include the remaining Directors of Indo Gold. At that time the Board grew to 6 members with the addition of David Stein, Tim Hargreaves, Peter Carroll and Chris Rashleigh. The Board and Management intend to continue to grow the Board's capabilities to better reflect its UK domicile and its AIM market listing and industry best practice capabilities. To that end, Catherine Apthorpe was appointed to the Board subsequent to the end of the reporting period.

The appointment of Ms Apthorpe, who was recently selected as one of the Top 100 Global Inspirational Women in Mining, adds important capabilities, knowledge and independence to Panthera's Board of Directors.

Corporate

A successful funding agreement was negotiated with Republic, a major Singapore based funds management company. The agreement provides a total investment of \$5.0m in three tranches. The initial tranche of \$1.5m was received in June 2017, and the second tranche of \$1.5m in early January 2018. The final tranche will be received upon the successful grant of the Bhukia JV PL and receipt of the necessary permits to begin drilling. As a direct result of the plan to list on AIM, there was a significant acceleration of activity during the reporting period.

Operations

India

During the period the Group continued its efforts to secure the mineral rights to the key properties it is legally entitled to in India. While the bureaucratic process in India continues to improve at the GoI level, progress at the state level was much slower than hoped. The strong legal endorsement of our rights via an Order from the Court issued on January 22, 2018 required the GoR to make a final recommendation regarding the grant of the Bhukia PL application in line with a Letter of Intent negotiated between the JV and the Government in 2015. This decision regarding grant of the PL was required by the Court, preferably within three months, by April 23, 2018. Despite the Company's consistent efforts to achieve a positive result, it was not forthcoming, and the subsequent PL rejection means that exploration efforts remain on hold until the necessary licence and permits are secured.

West Africa

During the reporting period the Group significantly advanced its portfolio of gold exploration properties in West Africa. Efforts leveraging Management's considerable experience, network of connections and technical capabilities resulted in the successful acquisition of three properties. One property is located in Burkina Faso (Naton) and two in Mali (Kalaka and Bassala). Exploration efforts began in earnest and have met with considerable success. This is discussed in more detail in the Operational Review section of this report.

Outlook

The Company's strategic approach of maintaining a vigorous exploration effort to leverage its exploration expertise is paying dividends, as our staged, systematic work has upgraded all three properties in West Africa. Conversely the permitting process in India has suffered a temporary setback which, combined with muted capital market conditions for mineral exploration companies necessitates a more prudent follow-up of the exciting drill targets defined in West Africa than we might otherwise like. Nevertheless, with increasingly attractive exploration targets and ore grade intersections to follow up, the Board is confident that 2019 provides an opportunity for great success.

While the Indian permitting odyssey has entered a new phase, the Board has reiterated a commitment to succeed in overcoming the hurdles that appear to frustrate the Company at each turn. The recent PL rejection offers a very good opportunity to leverage the courts of India, which have always provided the JV with successful outcomes because of its rightful and legally sound claims. The Board believes that obtaining successful property protection through Stay Orders will allow a positive permitting result to be achieved in the medium term, which we anticipate will be a catalyst for substantial value recognition in the capital markets.

On behalf of Panthera's Executive and Management team, I would like to express our appreciation and thanks to all of our employees for their efforts and hard work during the past year.

On behalf of the Board I would also like to extend our immense gratitude to Chris Rashleigh and Peter Carroll, two Directors who will not be standing for re-election. Chris is a co-founder of the Group and Peter joined in 2005. They have served the Group tirelessly since its inception and their professionalism and wise counsel will be missed.

Michael Higgins
Non-Executive Chairman
3 September 2018

Group statement of comprehensive income for the year ended 31 march 2018

		2018	2017
	Notes	\$ USD	\$ USD
Continuing operations			
Revenue		-	-
Gross profit		-	-
Exploration costs expensed		(608,836)	(53,580)
Administrative expenses		(1,094,570)	(414,841)
Share option expenses		(311,666)	-
Impairment expense		-	(15,744)
AIM Listing and acquisition related costs		(513,285)	-
Loss from operations		(2,528,357)	(484,165)
Investment revenues	4	15,264	8,362
Fair value gain on investments		-	165,797
Loss before taxation		(2,513,093)	(310,006)
Taxation	9	-	-
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Changes in the fair value of available-for-sale financial assets		146,988	(251,426)
Exchange differences		732,943	25,116
Loss and total comprehensive income for the year		<u>(1,633,162)</u>	<u>(536,316)</u>
Total loss for the year attributable to:			
- Owners of the parent Company		(2,479,305)	(293,666)
- Non-controlling interest		<u>(33,788)</u>	<u>(16,340)</u>
		<u>(2,513,093)</u>	<u>(310,006)</u>
Total comprehensive income for the year attributable to:			
- Owners of the parent Company		(1,599,374)	(519,976)
- Non-controlling interest		<u>(33,788)</u>	<u>(16,340)</u>
		<u>(1,633,162)</u>	<u>(536,316)</u>
Earnings per share attributable to the owners of the parent			
Continuing operations (undiluted/diluted)	10	(0.04)	(0.01)

Group statement of financial position as at 31 march 2018

		2018	2017
	Notes	\$ USD	\$ USD
Non-current assets			
Property, plant and equipment	11	10,530	3,847
Available for sale financial asset	12	1,357,365	1,136,527
		-	-
		1,367,895	1,140,374
Current assets			
Trade and other receivables	13	80,332	45,438
Cash and cash equivalents		1,571,578	264,746
		-	-
		1,651,910	310,184
		-	-

Total assets		3,019,805	1,450,558
Non-current liabilities			
Provisions	14	40,528	34,882
Deferred tax liabilities		-	1
		—	-
		40,528	34,883
Current liabilities			
Trade and other payables			58,258
	15	163,144	-
		—	-
Total liabilities		203,672	93,141
		—	-
Net assets		2,816,133	1,357,417
		=====	=
Equity			
Share capital	16	913,588	16,210,761
Share premium	16	17,373,601	-
Capital reorganisation reserve	17	537,757	-
Other reserves	25	(497,524)	(1,855,148)
Retained earnings		(15,313,287)	(12,833,982)
		—	-
Total equity attributable to owners of the parent		3,014,135	1,521,631
Non-controlling interest		—	—
		(198,002)	(164,214)
Total equity		2,816,133	1,357,417
		=====	=

Group statement of changes of equity as at 31 march 2018

	Share capital	Share premium account	Capital re-organisation reserve	Other reserves	Retained earnings	Total equity	Non-controlling interest	Total
	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD
Balance at 1 April 2016	15,876,988	-	-	(1,552,056)	(12,789,494)	1,535,438	(147,874)	1,387,564
Year ended 31 March 2017:								
Loss for the year	-	-	-	-	(293,666)	(293,666)	(16,340)	(310,006)
Movements in unrealised gain reserve	-	-	-	(251,426)	-	(251,426)	-	(251,426)
Foreign exchange differences on translation of currency	-	-	-	25,115	-	25,115	-	25,115
Total comprehensive income for the year	-	-	-	(226,311)	(293,666)	(519,977)	(16,340)	(536,317)
Issue of share capital	333,773	-	-	-	-	333,773	-	333,773
Issue of share options	-	-	-	172,397	-	172,397	-	172,397
Expiry of options in the year	-	-	-	(249,178)	249,178	-	-	-
Total transactions with owners, recognised directly in equity	333,773	-	-	(76,781)	249,178	506,170	-	507,170
Balance at 31 March 2017	16,210,761	-	-	(1,855,148)	(12,833,982)	1,521,631	(164,214)	1,357,417

Group statement of changes of equity as at 31 march 2018 (continued)

Share capital	Share premium	Capital re-organisation	Other reserves	Retained earnings	Total equity	Non-controlling	Total
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	account		reserve		interest			
	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	\$ USD	
Balance at 1 April 2017	16,210,761	-	-	(1,855,148)	(12,833,982)	1,521,631	(164,214)	1,357,417
Loss for the year	-	-	-	-	(2,479,305)	(2,479,305)	(33,788)	(2,513,093)
Movements in unrealised gain reserve	-	-	-	146,988	-	146,988	-	146,988
Foreign exchange movement on capital re-organisation	-	-	-	657,819	-	657,819	-	657,819
Foreign exchange differences on translation of currency	-	-	-	75,124	-	75,124	-	75,124
Total comprehensive income for the year	-	-	-	879,931	(2,479,305)	(1,599,374)	(33,788)	(1,633,162)
Issue of share capital in Indo Gold prior to acquisition	1,712,183	-	-	-	-	1,712,183	-	1,712,183
Options issued in lieu of fees	-	-	-	142,399	-	142,399	-	142,399
Capital re-organisation on reverse acquisition	(17,086,577)	15,891,001	537,757	-	-	(657,819)	-	(657,819)
Share issue costs	-	(81,802)	-	-	-	(81,802)	-	(81,802)
Share options cancelled and re-issued in Panthera	-	-	-	318,860	-	318,860	-	318,860
Issue of share capital in Panthera	77,221	1,564,402	-	-	-	1,641,623	-	1,641,623
Options issued to Management	-	-	-	16,434	-	16,434	-	16,434
Total transactions in the year, recognised directly in equity	(15,297,173)	17,373,601	537,757	477,693	-	3,091,878	-	3,091,878
Balance at 31 March 2018	913,588	17,373,601	537,757	(497,524)	(15,313,287)	3,014,135	(198,002)	2,816,133

Group statement of cash flows for the period ended 31 march 2018

	Notes	2018 \$ USD	2017 \$ USD
Cash flows from operating activities			
Cash used in operations	29	(1,869,249)	(363,576)
Income taxes paid		-	-
Net cash outflow from operating activities		(1,869,249)	(363,576)
Investing activities			
Purchase of intangible assets		-	12,404
Sale of property, plant and equipment		(11,954)	7,984
Payments for available for sale financial assets		(77,317)	-
Proceeds from other investments and loans		-	229,043
Net cash generated /(used) in investing activities		(89,271)	249,431
Financing activities			
Proceeds from issue of shares		3,353,806	275,520
Share Issue costs		(81,804)	-
Loans repaid from other companies		24,636	-
Loans advanced to other companies		-	(23,949)
Effect of exchange rate on cash		(31,286)	(22,803)
Net cash generated from financing activities		3,265,352	228,768
Net increase in cash and cash equivalents		1,306,832	114,623
Cash and cash equivalents at beginning of year		264,746	150,123

Cash and cash equivalents at end of year

1,571,578

264,746

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The technical information contained in this disclosure has been read and approved by Antony Truelove (BSc (Hon), MAusIMM, MAIG), who is a qualified geologist and acts as the Competent Person under the AIM Rules - Note for Mining and Oil & Gas Companies. Antony Truelove has visited the Naton Project site and reviewed the drilling and sampling protocols and procedures. Antony Truelove is the COO of Panthera Resources PLC.

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