



Annual Report and Accounts 2017

The Directors of ECR Minerals plc (the “Directors” or the “Board”) present their report and audited financial statements for the year ended 30 September 2017 for ECR Minerals plc (“ECR”, the “Company” or the “Parent Company”) and on a consolidated basis (the “Group”)

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Chairman's Statement

On behalf of the Board of Directors it gives me great pleasure to present the consolidated financial statements of ECR Minerals for the year ended September 2017. Although I myself joined ECR relatively recently as Non-Executive Chairman in August 2017, over the last year I have observed a period of positive change and focused restructuring as part of a measured strategy to strengthen the Company's prospects and carefully lay foundations for growth and the creation of shareholder value through exposure to ECR's highly prospective mineral exploration licences in the Australian State of Victoria, which as a State has an exceptional history of gold production as well as hosting numerous successful present-day mining operations.

Following a period of focused and successful structural change where we saw the repayment of all outstanding debts in September 2016 (including a significant convertible loan facility) closely followed by a successful share consolidation and significant reductions in operating and management costs, ECR has deliberately refocused its efforts upon the Australian assets within its portfolio, which through their development we believe to have the potential to generate the most value for our shareholders.

A culmination of much hard work has successfully seen ECR consolidate its Avoca and Bailieston licences into its Australian subsidiary and ensure security of tenure through their renewal. This period also saw ECR deliver two additional gold exploration projects into its Victorian portfolio when the Company was granted licences for the Timor and Moornbool tenements. Like Bailieston, Moornbool is also situated in the heart of one of the principal modern day mining districts in Victoria, which, as demonstrated by the success of the nearby Fosterfield and Costerfield mines we consider to be a highly prospective location.

In June of last year ECR secured the support of a cornerstone investor, the Shenyang Xinliaoan Machinery Company, and immediately prior to this the Company also completed an oversubscribed placing for £1million to raise a total of £1.554 million during the financial year. These funds were raised with the objective of furthering our suite of Australian projects and for continuing to carefully assess potential new opportunities without distracting from our main objective in Victoria, which is to develop multiple prospective gold exploration targets, which could cumulatively, create substantial value for shareholders.

With regards to new opportunities, the Board of Directors continue to assess potential new opportunities with a strong focus on gold projects and the rapidly evolving battery metals sector. Whilst due diligence and careful consideration are paramount in the evaluation of new opportunities we will not hesitate to act if an opportunity of sufficient merit becomes available to ECR.

On the operational front, and as previously referenced much of our efforts this year have been focused on the work required to secure our existing licences and the submission of applications to secure the two new licences; In addition to this we have successfully obtained the permits to be able to commence exploration drilling our prospects with the objective of delivering further value for shareholders at the drill bit. At present we await the results of a comprehensive geochemical sampling programme at our highest priority targets within the four licence areas the results of which will help ECR determine targets for a drilling programme, which we look forward to updating shareholders on over the coming months.

In summary, we remain very confident in the prospectivity of our gold exploration assets and we are optimistic that in due course our exploration activities in Victoria will bear fruit in the form of one or more economic gold deposits; ECR has made good progress toward its goals this year, whilst remaining on a strong financial footing and with no debt. I am sure that the coming months will see further positive developments for your Company.



Weili (David) Tang

Chairman

28 March 2018

Chief Executive Officer's Report

The Company's focus during the year, and since the year-end, was very much on exploration for gold in Victoria, Australia, which is one of the World's major gold producing provinces and hosts the second largest gold endowment in Australia with total recorded gold production of around 85 million ounces. In Central Victoria, ECR's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd ("MGA") is now the registered holder of the Avoca (EL5387) and Bailieston (EL5433) exploration licences pursuant to their acquisition from Currawong Resources Pty Ltd, and has been granted two new exploration licences, Timor (EL006278) and Moormbool (EL006280).

At the same time, since October 2016 all the Group's projects and operations have been thoroughly reviewed, numerous potential new projects have been evaluated, and a significant reduction in head office and administration costs has been achieved.

On the corporate front, we were very pleased to welcome Shenyang Xinliaoan Machinery Co Ltd as ECR's largest shareholder in June 2017, as further discussed in the Chairman's Report. Thanks to this subscription and to a successful placing, which also took place in June 2017 and which raised gross proceeds of £1 million, ECR is on a strong financial footing to continue exploration in Victoria and assess potential new opportunities.

GOLD EXPLORATION IN VICTORIA, AUSTRALIA

The Avoca and Bailieston licences remain the core of the portfolio, and in November 2017 MGA received confirmation of the renewal of the Avoca licence until 27 November 2021, while the Bailieston licence was renewed in February 2018 for a five-year term until 27 March 2023.

In December 2017, ECR announced the results of an interpretation and targeting study using open-file geophysical data covering the Avoca, Bailieston, Moormbool and Timor projects. The results were of great interest, with 27 targets identified within the Avoca and Timor licences, including 10 high priority areas, and 20 targets identified within the Bailieston and Moormbool licences, including 5 high priority areas. The high priority targets identified included areas already considered to be of significant interest by ECR, such as the Byron, Black Cat and Cherry Tree prospects at Bailieston, and the magnetic anomaly at Moormbool.

A programme of reverse circulation (RC) drilling comprising seven holes, for a total of 592m, was completed within the Bailieston licence in June 2017. Three targets were tested, being the old Byron Shaft workings, the Scoulars trend and the Maori trend, which are all within the part of the licence known as HR3. The results for the Scoulars and Maori trends were consistent with the geological model,

whilst drilling around the Byron Shaft did not intersect the target mineralisation. The drilling programme was designed as a low-cost verification of the geological model for the Bailieston project as a whole, and in this regard was a success. Although no high-grade mineralisation was intersected, this was not unexpected given the relatively small size of the programme and the fact that it was spread over three targets. Drilling on the Maori trend provided the highest-grade results, with drillhole MGARC07 intersecting 4m at 3.29 g/t Au from 39m downhole, including 2m at 6.21 g/t.

In November 2017, MGA appointed Dr Rodney Boucher, an experienced Victorian-based geologist, as a consultant to oversee MGA's exploration activities in Victoria. Dr Boucher has extensive exploration experience in Victoria, including many years of involvement with Perseverance Corporation, the developers of the million-ounce Fosterville gold mine which is now owned by Kirkland Lake Gold. The Fosterville mine is located in the same district as MGA's Bailieston and Moormbool gold projects.

Dr Boucher immediately set about reviewing all available data regarding MGA's four exploration licences, visited most of the known prospects and carried out geological mapping in key zones. A programme of geochemical sampling at the higher priority prospects took place in February 2018, the purpose of which was to augment existing data and help define drill targets.

A drilling programme to commence in the first half of 2018 is now being planned and will include multiple target areas. MGA currently intends to drill in the HR3 area and at the Blue Moon and Black Cat prospects within the Bailieston licence (EL5433) and at the Bung Bong prospect within the Avoca licence (EL5387). The Company will announce the final composition of the drilling programme and the intended start date after the planning has been finalised.

Drilling in each area is subject to a final decision by the Directors, advised by Dr Boucher, as well as the receipt of all necessary government permits and landowner consents. Considerable effort has been devoted during 2017 and so far in 2018 towards permitting activities and liaison with landowners, which is an essential part of all mineral exploration projects. All required permits and consents have already been obtained for drilling in the HR3 area and at the Black Cat prospect within the Bailieston licence.

Dr Boucher's work so far has led to some potentially significant geological insights, as outlined below.

Bailieston exploration licence (EL5433)

** Black Cat prospect*

Black Cat is characterised by previously defined widespread anomalous geochemical results, especially to

the northeast, which are not due to downhill dispersion from the main reefs and therefore must come from hitherto undiscovered sources.

*** Blue Moon prospect**

There is potential at Blue Moon for a previously unrecognised finely-disseminated gold system. Previous encouraging rock chip and soil geochemical results extend over an area approximately 350m across and open at both ends. There are only a few small workings at surface, and this may be an indication of finely-disseminated gold, which is more likely to be suitable for modern bulk mining methods than the coarse gold targeted by most historical mining in Victoria.

*** Cherry Tree and Cherry Tree South prospects**

The Cherry Tree historical workings cover an area 600m by 200m, while the Cherry Tree South workings extend over an area 250m by 60m, with a wider geochemical footprint and encouraging previous geochemical results across the full width of the sampling.

*** HR3 area**

This area encompasses the Byron, Maori, Scoulers, Dan Genders, Hard Up and Scanlon's reefs, and forms the largest area of historical workings (700m by 300m) within the tenement package, especially when considered as part of a larger system connected to the Bailieston open pit located outside the northern boundary. MGA's exploration objective at HR3 will be to investigate the possibility of integrating the various reefs at depth to arrive at a meaningful modern-day resource.

There is a gap in the historical workings from the HR3 area for approximately 800m to Cherry Tree to the south and for approximately 400m to the tenement boundary to the north, and there is potential in these zones for undiscovered mineralisation, particularly at depth. This is supported by the limited previous geochemical sampling.

Avoca exploration licence (EL5387)

*** Bung Bong prospect**

Bung Bong features a series of historical shafts on shoots up to 100m long punctuated by barren zones and gullies. Road cuttings on the nearby highway show multiple west-dipping faults linked by associated quartz vein networks that may have the potential for a broad zone of significant tonnage.

*** Monte Christo prospect**

This prospect is of significant interest as it hosts historical workings extending over a strike length of approximately 1,000m, punctuated by alluvial cover.

*** Surprise prospect**

There are numerous historical shafts at Surprise and some noteworthy historical (late 1990s) drilling results (including 2m at 3.27g/t gold from 18m in SPAC04 and 5m at 1.4g/t gold from 26m in SPAC06). The presence of molybdenum with gold in breccia raises the conceptual possibility of a high tonnage porphyry deposit. Landowner consent is currently being sought for field mapping and geochemical surveying, which will enable this concept to be considered further.

Moormbool exploration licence (EL006278)

Modelling carried out on behalf of MGA has delineated a magnetic body at depth. The magnetic anomaly has horizontal dimensions of approximately 3.15km x 3.5km. The corresponding body may be unmineralised, but there is considered to be some potential for mineralisation styles such as Woods Point/Walhalla dyke-associated gold or a VMS (volcanogenic massive sulphide)/Cobar-style polymetallic deposit as found in central New South Wales. Alternatively, the anomaly may represent weak magnetite alteration within a porphyry, similar to the Cadia gold-copper-porphyry-related deposits in central New South Wales.

SLM GOLD PROJECT, ARGENTINA

The SLM project is 100% owned by ECR's wholly owned Argentine subsidiary Ochre Mining SA and comprises three key gold prospects in La Rioja Province: the El Abra prospect, the JV prospect (particularly the JV14 zone) and the Maestro Agüero prospect, all of which are located in a long established mining district known as Sierra de las Minas. The change in government which took place in late 2015 made Argentina a significantly more attractive destination for investment, and following a visit to Argentina by three members of the Board in December 2016, Exploration Targets were determined for the El Abra prospect and JV14 zone in accordance with the JORC Code.

In connection with the Exploration Targets, a programme of approximately 2,000m of RC drilling has been designed for the JV prospect, with an additional 300m planned for El Abra. The objective of these programmes is to enable the estimation of Mineral Resources compliant with the JORC Code for both prospects. Preparations for drilling were made by Ochre in the first half of 2017, including the establishment of drill pads, permitting activities and liaison with the provincial government. As the Directors are required to prioritise the Group's activities in order to avoid an excessive drain on its resources at any one time, the drilling has not yet commenced.

During 2017, discussions continued between Ochre and Esperanza Resources SA ("Esperanza"), pursuant to the memorandum of understanding signed between the

two companies in 2015. Esperanza previously operated a processing plant within potential trucking distance of Ochre's deposits. Whilst this has not progressed, ECR has taken note of the announcement in October 2017 by a company listed on the TSX Venture Exchange, Falcon Gold Corporation ("Falcon"), that Falcon has signed an agreement giving it the right to acquire an initial 80% interest in Esperanza's mineral tenements located in the Sierra de Las Minas district. Falcon has agreed, subject to due diligence and TSX Venture Exchange approval, to make escalating annual payments to Esperanza totalling US\$815,000 over a six-year option period and to issue a total of 5 million Falcon common shares. During the six-year option period, Falcon would be expected to make exploration expenditures amounting to US\$5,645,000. After acquiring the 80% interest, Falcon would have the right, for a period of 24 months, to purchase Esperanza's residual 20% interest for a further payment of US\$4 million and a 1% net smelter return royalty.

If the transaction with Falcon was to progress the memorandum of understanding between Ochre and Esperanza would fall away however the Directors view the agreement between Esperanza and Falcon as encouraging, given that in the Board's view, Ochre's licences are significantly more prospective than those held by Esperanza.

DANGLAY GOLD PROJECT, PHILIPPINES

Danglay is an intermediate sulphidation epithermal gold deposit situated within the prolifically gold-copper mineralised Baguio District in the northern Philippines. An initial NI43-101 Mineral Resource was estimated for the project in December 2015, following extensive exploration carried out by ECR during 2014 and 2015. A copy of the corresponding NI43-101 technical report is available for download from the Company's website. As a result of these activities, ECR is entitled to a 25% interest in the project. No further work has yet been carried out, and renewal of the project's Exploration Permit is pending.

In June 2017, Ivor Jones, at that time a director of ECR and its Chief Operating Officer, visited Danglay, and his observations confirmed the project's significant exploration potential. The Directors remain hopeful that the political and legal issues to which the project is currently subject will be ameliorated in due course, and that ECR's rights in respect of Danglay are of significant value. Further discussion of these issues and ECR's rights is provided in the Strategic Report.

FINANCIAL RESULTS FOR THE YEAR ENDED 30 SEPTEMBER 2017

For the year to 30 September 2017 the Group recorded a total comprehensive expense of £562,649, compared with £1,016,592 for the year to 30 September 2016.

The largest contributor to the total comprehensive expense was the line item "other administrative expenses", which represents the costs of operating the Group and carrying out exploration at its projects, where these costs are ineligible for capitalisation under applicable accounting standards.

The Group's net assets as at 30 September 2017 were £3,735,225, in comparison with £2,680,627 at 30 September 2016. The increase is due to the capitalisation of exploration expenditure during the year, leading to increased exploration assets, and the larger cash balance of £1,082,994 held by the Group at 30 September 2017, in comparison with £471,809 at the previous year-end.



Craig Brown
Chief Executive Officer

28 March 2018

Directors' Biographies

Weili (David) Tang

Non-Executive Chairman

(aged 52)

David Tang was previously the President of China Nonferrous Metals Int'l Mining Co., Ltd. (CNMIM) and the Managing Director of China Nonferrous Gold Ltd, an AIM-listed company which was formerly known as Kryso Resources plc. China Nonferrous Gold is focused on the Pakrut gold mine in Tajikistan, where first gold was poured in 2015. Mr Tang has previously served as a director to several companies involved in mining or exploration in Africa, South-east Asia and Australia. Mr Tang graduated with a Bachelor of Science degree (1988) majoring in computer science from Central-South University, China and also holds a Master of Science degree (1991). In the 1990s, he pioneered the trading system for the first nonferrous metals futures exchange in China. He worked for several years in Canada in investment management and consulting, before returning to China to take up office at CNMIM in 2003.

Christian Gabriel St. John-Dennis

Non-Executive Director

(aged 53)

Christian Dennis is a highly experienced stockbroker and is currently the CEO and a major shareholder of Optiva Securities Ltd ("Optiva"), a member of the London Stock Exchange. Mr Dennis holds a BSc. (Hons) from the University of Birmingham, is an associate member of the Chartered Institute for Securities & Investment (CISI), and is an FCA approved person. During his career Christian has worked for a number of major investment firms both in London and New York. He has been involved with advising and arranging funding for a large number of mining companies across a wide range of commodities, working with companies at varying stages of development from seed funding through to IPO, and has assisted in bringing a number of those companies along the value curve from project development through to production.

Craig William Brown

Director and Chief Executive Officer

(aged 47)

Craig Brown was appointed as ECR's Finance Director in May 2016 before becoming Chief Executive Officer in September 2016. Previously, he was a founding shareholder of Kryso Resources plc, now known as China Nonferrous Gold Ltd. Craig acted as Finance Director and Company Secretary of Kryso before becoming Managing Director in 2010 and stepping down from the board in September 2013. During this period, Kryso/CNG delineated a 5 million ounce JORC Mineral Resource at the Pakrut gold project in Tajikistan, completed a bankable feasibility study for the project, obtained debt and equity finance for mine development, and commenced construction of the mine and infrastructure. Prior to his roles with Kryso/CNG, Craig held positions with Gulf International Minerals Ltd and Nelson Gold Ltd, both of which also successfully put gold mines into production during his tenure.

Strategic Report

The Directors present their Strategic Report on the Group for the year ended 30 September 2017.

Principal Activities

The principal activity of the Group is the identification, acquisition, exploration and development of mineral projects. The principal activity of the Company is that of a holding company for its subsidiaries and other investments, although project development activities may also be undertaken directly. Whilst the Group's historical focus has been on gold, it also considers opportunities in other mineral commodities.

The main current area of activity is Central Victoria, Australia, and the Group continues to review potential new projects on a highly selective basis, with a concentration on precious, base and strategic metals.

Organisation Review

The Company is incorporated in England but operates in other countries through foreign subsidiaries and contractual arrangements. Craig Brown, Director & Chief Executive Officer, and Christian Dennis, Non-Executive Director, are based in the United Kingdom while Weili Tang, Non-Executive Chairman, is based in the People's Republic of China (PRC). The corporate structure of the Group reflects its present and historical activities and the requirement, where appropriate, to have incorporated entities in particular countries.

The Group's exploration activity in Argentina, which in physical terms ceased in 2015, has been undertaken through an Argentinian wholly owned subsidiary, Ochre Mining SA. There are two dormant subsidiaries, both registered in the USA, which relate to past projects.

The Company has a wholly owned Australian subsidiary named Mercator Gold Australia Pty Ltd ("MGA"), which was released from external administration in December 2014. MGA has accumulated substantial tax losses from its past trading, and is therefore a suitable vehicle for any future profit generative activities of the Group in Australia.

The Group's activities in the Philippines, which ceased in 2016, were undertaken under the auspices of an earn-in and joint venture agreement (the "Agreement") between the Company, Cordillera Tiger Gold Resources, Inc. ("Cordillera Tiger") and Tiger International Resources, Inc. ("Tiger International"). Further details of the Group's interests in Argentina and the Philippines can be found under "Operating Review" below.

The Directors aim to ensure that the Group operates with as low a cost base as is practical in order to maximise the amount spent on mineral exploration and development, in which activities the expertise and experience of the Directors and consultants of the Group are employed to

add value to the Group's projects. The Company has three male Directors, one of whom is an employee, and no other employees. The services of various consultants are utilised to meet the needs of the Group in respect of technical and other activities.

The Group's activities are financed through periodic capital raisings, principally through the placement of the Company's ordinary shares. As the Group's projects become more advanced, other forms of finance appropriate to the stage of development and potential of each project may be considered.

Financial & Performance Review

The Group's ongoing activities are solely in mineral exploration and development. It is not in production at any of its current projects and hence has no income.

For the year to 30 September 2017 the Group recorded a total comprehensive expense attributable to shareholders of the Company of £562,649, compared with £1,016,592 for the year to 30 September 2016. In both 2016 and 2017, the largest contributor to the total comprehensive expense was the line item "other administrative expenses", which represents the costs of operating the Group and carrying out exploration at its projects, where these costs are ineligible for capitalisation under applicable accounting standards. The Group's net assets as at 30 September 2017 were £3,735,225, in comparison with £2,680,627 at 30 September 2016.

Exploration activity took place in Central Victoria, Australia during the year to 30 September 2017, as discussed later under "Operating Review". Capitalised exploration assets are valued in the Consolidated Statement of Financial Position at cost; this value should not be confused with the realisable value of the relevant projects or be considered to determine the value accorded to the projects by the stock market, which in both cases may be considerably different.

Strategy and Business Model

The Group's strategy is to locate and acquire mineral projects which show good prospects. The Directors select these projects after a thorough and critical appraisal. This is needed as in general, across the industry as a whole, the percentage of mineral exploration and development projects which go on to become fully operational and producing mines is relatively low.

After acquiring an interest in a project, the strategy is then to leverage the Group's commercial experience and access to technical expertise to explore and further develop the project, and in doing so to create value for the benefit of the Company's shareholders. Decisions can then be made at appropriate times as to whether to continue the project into production, enter into a joint venture with another company, or sell the project outright.

Where a project has been disposed of, the proceeds of that disposal will usually be reinvested in new projects. In the case of very significant proceeds from a disposal, the Directors would also consider distributions to shareholders.

The Group's business model is to be an efficient and successful explorer and developer of mineral deposits.

The rights to carry out these activities may be acquired through the receipt by the Group of licences from the relevant authorities, or by negotiating to acquire rights from existing owners. The Group will generally seek to acquire such rights for low initial payments, with any further amounts paid later depending on the success of the project. This enables the risk inherent to the Group's activities to be somewhat mitigated.

The business model is put into practice by the Directors combined with the use of consultants on an as required basis, both in the UK and overseas. In this way, overheads can be kept as low as possible and the flexibility of the Group can be maintained.

Key Performance Indicators ("KPIs")

KPIs which apply in most businesses are not usually particularly relevant to mineral exploration and development companies which, for example, typically have little or no product sales.

The Board has previously identified some key KPIs which were considered of relevance. These are detailed below.

Project development: The Group reports the achievement of exploration and development targets, including results of exploration, definition of exploration targets, and reporting of mineral resources and mineral reserves using internationally recognised protocols. During the year drilling results were obtained from the Bailieston project in Central Victoria, Australia, which are considered to justify continued exploration.

End of year cash balance and attributable cash resources: This KPI is of critical importance and it is a good indicator of whether the Group has sufficient financial resources. The Directors take all necessary steps to minimise the rate of cash burn on overheads (commensurate with ensuring that the Group's quality standards, including its human resources, are not compromised and that it has adequate resources, both human and otherwise, to carry out its activities). The Group held £1,082,994 of cash and cash equivalents at 30 September 2017, versus £471,809 at the beginning of the year. The Directors consider the performance of the Group in this regard to be in line with the activities required to fulfil the Group's work programmes.

Operating Review

As mentioned above, the Group's current physical operations are located in Central Victoria, Australia. The Group holds interests in Argentina and the Philippines but did not carry out significant operations in either jurisdiction during the year and has not done so since the year-end. Potential new projects are reviewed from time to time in line with the strategy discussed earlier in this Strategic Report.

Avoca, Bailieston, Moormbool and Timor gold projects, Australia

These projects are located in Central Victoria and are 100% held by ECR's wholly owned Australian subsidiary MGA. The exploration licences comprising the Moormbool (EL006280) and Timor (EL006278) projects were granted to MGA during the year, while the Avoca (EL5387) and Bailieston (EL5433) exploration licences were acquired from Currawong Resources Pty Ltd ("Currawong") pursuant to a deed of assignment (the "Deed") entered into between MGA and Currawong during the prior year.

In respect of future production from the Avoca and/or Bailieston projects (if any), the original holder of the licences, Currawong, is entitled to be paid a net profits interest royalty of 20% in respect of mine dumps and 10% in respect of other deposits. Royalties on the same basis would also be payable, subject to the terms of the Deed, in respect of a 10km Area of Interest (as that term is defined in the Deed) surrounding the Avoca and Bailieston projects. This is considered likely to bring the Moormbool and Timor projects within the ambit of the royalties. Total royalties payable to Currawong under the Deed are capped at AUD 3.5 million. In addition, AUD150,000 worth of ECR shares will become issuable to Currawong if any Tenement (as that term is defined under the Deed) reaches commercial production.

At the Bailieston project, a preliminary programme of reverse circulation (RC) drilling was carried out by MGA in June 2017. Results of this drilling were announced in July 2017 and are considered sufficient to justify, alongside more recent work, further drilling within the licence. This is now being planned, as further discussed in the Chief Executive Officer's Report. Recent activities relating to the Avoca, Moormbool and Timor projects are also discussed in the Chief Executive Officer's Report.

SLM gold project, Argentina

The SLM project is located in La Rioja Province, Argentina and is 100% held by ECR's wholly owned subsidiary Ochre Mining SA. In November 2015, Argentina elected a new president who is seen to be relatively pro-business, and the new administration moved to liberalise currency controls and remove export taxes on mined products.

In December 2016, a site visit and review by three of the Company's Directors (including Ivor Jones, a professional geologist, who has since resigned from the Board) enabled the announcement of a JORC Code-compliant Exploration Target for the El Abra and JV14 prospects, along with details of a proposed drilling programme. Further information and explanation regarding the SLM project Exploration Targets and proposed drilling, details of which were announced on 27 January 2017, is provided in a technical report entitled 'Exploration Target - Sierra de las Minas' which is available on ECR's website.

Danglay gold project, Philippines

In late April 2013 ECR entered into an earn-in and joint venture agreement (the "Agreement") in relation to the Danglay gold project in the Philippines. Cordillera Tiger Gold Resources, Inc. ("Cordillera Tiger") is a Philippine corporation and the holder of the exploration permit (the "EP") which represents the Danglay project.

Activities under the Agreement commenced in December 2013 and ceased when the Earn-In Option (as that term is defined in the Agreement) was terminated in August 2016. The Philippine mining industry is enduring a period of significant political and regulatory upheaval, which has been particularly intense and unpredictable since June 2016. In light of this, termination of the Earn-In Option was considered a prudent step for the Company to take.

The Agreement gave ECR the exclusive right and option to earn a 25% or 50% interest in Cordillera Tiger and thereby in the Danglay project. Under the terms of the Agreement, ECR was the operator of the Danglay project, through Cordillera Tiger. The completion of various exploration programmes generated valuable data which is relevant to the assessment of the project's economic potential.

In December 2015, the Company published an NI43-101 technical report (the "Report") in relation to the Danglay project. The Report also disclosed a target for further exploration, as permitted by NI43-101. The Report supports the disclosure on 5 November 2015 of an inferred mineral resource estimate for oxide gold mineralisation at Danglay.

Under the Agreement, the estimation of this mineral resource and the making of expenditures exceeding US\$500,000 in connection with the Danglay project entitle ECR to a 25% interest in Cordillera Tiger. Both conditions have been satisfied, but the relevant shareholding has yet to be issued, despite a resolution of Cordillera Tiger's board of directors authorising the issuance.

One of the delaying factors is a lawsuit which has been filed in the Philippines against three members of the Cordillera Tiger board. The lawsuit challenges, among other things, the resolution approving the issuance of shares

in Cordillera Tiger to ECR. The plaintiff in the suit is Patric Barry, a director of Cordillera Tiger. The Company considers the lawsuit to be a transparent and unscrupulous attempt to obstruct Cordillera Tiger's performance of its contractual obligations and deprive ECR of its rightful shareholding.

Renewal of the EP for a further two-year term was applied for in September 2015, and in June 2016 the renewed EP was issued to Cordillera Tiger for signature and return to the Philippine authorities. The final renewed EP has yet to be provided to Cordillera Tiger, and the status of the renewal is unclear. Given the political and regulatory uncertainty affecting the mining sector in the Philippines, the delay is not unexpected.

The Danglay project remains attractive from a technical standpoint, but due to the high level of political and regulatory risk affecting the Philippine mining sector, only limited efforts by ECR to enforce its rights in respect of Cordillera Tiger have to date been considered commercially justifiable.

Risks and Uncertainties

The Directors regularly review the risks and uncertainties to which the Group is exposed and seek to ensure that these risks and uncertainties are, as far as possible, minimised.

The Directors have identified the principal risks and uncertainties facing the Group and these are set out below.

Exploration Risk

Mineral exploration is, by its nature, speculative, and as mentioned earlier the number of such projects which develop into mining operations is relatively low. There is no certainty that the Group's exploration projects can be economically exploited and no certainty that this will enhance shareholder value. If the Directors ultimately decide that a prospect has no economic future and they are unable to sell it on, the costs incurred to date would be written off in the Consolidated Income Statement in the year in which the decision to discontinue exploration operations is made.

Development Risk

All mineral exploration and development projects may be subject to delays and/or unforeseen difficulties arising from bad weather, natural disasters, non-availability or delayed availability of licences or permits, changes in the terms on which key licences or permits are available, commissioning of operations, and the raising of finance, among other factors. The risk of delays and unforeseen difficulties is mitigated when practical and legal to do so. However, the risk remains that such factors may render a project unfeasible, or not economically feasible.

Commodity Prices

Changes in the spot and forward prices of the relevant mineral commodity can affect the economic viability of a project at any stage in its life cycle.

Resource Risk

Mineral deposits are evaluated by their size, grade and by other parameters, and mineral resources and reserves are typically calculated in accordance with accepted industry standards and codes. Nevertheless, there is always some level of uncertainty in the underlying assumptions. The Board keeps these assumptions under constant review and adjusts the Group's development strategy accordingly.

Mining & Processing Technical Risk

Variations can occur unexpectedly in the technical parameters of a project and can considerably alter its economic viability, despite the Directors taking as many precautions (such as confirmatory drilling, metallurgical test work and feasibility studies) as is sensible.

Environmental Risks

Changes in legislation and the risk of environmental damage can give rise to unplanned environmental liabilities or threaten the continuity of a project at any stage in its life cycle. The environmental parameters of all projects are considered carefully so as to minimise these risks.

Financing Risk

This arises when despite its best efforts the Group finds itself unable to raise the requisite finance on its optimal timescale, or at all. As a result, project development may be either delayed or suspended pending the raising of finance, and the lack thereof may threaten the rights of the Group in the event the Group is unable to meet its commitments.

The Directors aim to plan far enough ahead to ensure an orderly timing of finance raising activities in order to ensure, as far as practical, that the Group has sufficient liquidity to enable projects to proceed as planned.

Partner Risks

Any joint venture arrangement contains an element of counterparty risk, particularly as to the financial status of the joint venture partner or to its level of participation in the joint venture, and these issues can ultimately lead to the failure of the joint venture. There is a need to maintain good working relations with the Group's joint venture partners and to monitor their involvement and financial condition on a regular basis.

Political & Regulatory Risk

This takes many forms and can exist in developed countries (enhanced environmental requirements, changes in taxation, etc.) as well as less developed countries

(civil unrest, government expropriation of mineral assets, corruption etc.).

Internal Control & Risk Management

The Directors are responsible for the Company's internal control systems. Whilst no system can give absolute assurance against material loss or misstatement, the Group's processes are designed, within the confines of the limited number of personnel employed, to provide reasonable assurance that issues are identified and dealt with in a timely manner.

The on-going financial performance of the Group is monitored regularly, risks are identified and where necessary adjustments are made as early as is possible.

The Board, subject to the necessary shareholder authority, regularly reviews capital investment, project acquisitions and disposals, borrowing facilities (if any), insurance and any guarantee arrangements.

Forward Looking Statements

This Annual Report & Accounts 2017 include forward looking statements. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company and the Group disclaim any obligation to update or modify such forward looking statements as a result of new information, future events or for any other reason.

Corporate Governance

Companies whose shares are traded on AIM are not required to make an annual statement to shareholders concerning compliance with the UK Corporate Governance Code. ECR is committed to high standards of corporate governance and the Board complies with such provisions of the Corporate Governance Code for Small and Mid-size Quoted Companies 2013 issued by the Quoted Companies Alliance as are commensurate with the size of the Group, the nature of its activities and its stage of development.

The Board currently comprises a Non-Executive Chairman, a Chief Executive Officer and Director, and a Non-Executive Director. The Board considers this to be a suitable size and structure in view of the Group's present activities and in view of the Company's listing on AIM.

Role of the Board

The Board's role is to set the Group and the Company's long term strategy and direction, and to monitor its business objectives. It meets a minimum of four times a year and holds additional meetings when necessary. It receives reports for consideration on all strategic and operational matters of significance. Directors may take external independent advice at the Company's expense in carrying out their duties.

The Board delegates certain of its responsibilities to the Audit and Remuneration Committees of the Board. These operate within clearly defined terms of reference.

Audit Committee

The Audit Committee comprises David Tang and Craig Brown. It meets when appropriate to assist the Board in meeting its responsibilities for external financial reporting and internal controls. It reviews the scope and results of the audit as well as the cost effectiveness, independence and objectivity of the auditors.

Remuneration Committee

The Remuneration Committee comprises Christian Dennis and Craig Brown and meets when appropriate to review and make recommendations on the remuneration arrangements including bonuses and options for the Company's executive directors and senior staff, ensuring that it reflects their performance and that of the Group. The remuneration and terms of appointment of non-executive directors are set by the Board as a whole.

Conflicts of Interest

The Board as a whole reviews actual and potential conflicts of interest of any of its members and any steps necessary to mitigate the effects thereof.

Corporate Responsibility

The Board regularly reviews the significance of social, environmental and ethical matters affecting the Group's operations. It considers that the Group is not yet at a stage where a specific Corporate Social Responsibility policy is required, in view of the limited number of stakeholders, other than shareholders. Instead the Board protects the Group's interests and those of its stakeholders through individual policies and through ethical and transparent business dealings.

The Board has adopted an Anti-Bribery and Corruption Policy.

Shareholders

The Board seeks to protect shareholders' interests at all times, by abiding, where applicable, by the Corporate Governance Code for Small and Mid-size Quoted Companies 2013 issued by the Quoted Companies

Alliance, including by ensuring that each Board decision is taken with due regard to the interests of shareholders as a whole. In addition to making appropriate news releases and publishing financial reports, the Directors encourage communication with shareholders at annual general meetings and by participating in investor presentations, Q&A sessions and via social media.

Environment

Mineral exploration and development has the potential to adversely impact the environment in which it takes place. The Group takes its environmental responsibilities seriously, including having in place an environmental policy, and the environmental parameters of the activities of the Group are considered carefully so as to minimise the risk of adverse environmental effects.

Human Rights

The activities of the Group are carried out in accordance with all applicable laws on human rights and with genuine moral concern for all stakeholders.

Employees

The Group seeks to remunerate its employees fairly, offers flexible working arrangements where practical and encourages employees to gain exposure to all aspects of the Group's business. The Group gives full and fair consideration to applications for employment received regardless of age, gender, colour, ethnicity, disability, nationality, religious beliefs, transgender status or sexual orientation. It considers the interests of employees when making decisions and welcomes suggestions from employees which have the potential to improve the Group's performance.

Suppliers and Contractors

The Board recognises the importance of maintaining the goodwill of its contractors, consultants and suppliers, and encourages this through fair dealings. The Group has a prompt payment policy and seeks to ensure all liabilities are settled within the terms agreed with that supplier.

Health & Safety

The activities of the Group are carried out in accordance with all applicable laws on health & safety via its Health & Safety Policy.

This Strategic Report was approved by the Directors on 28 March 2018.



Craig Brown

Director and Chief Executive Officer

Report of the Directors

For the year ended 30 September 2017

Principal Activities

A full review of significant matters, including likely future developments, is contained in the Chairman's Statement, Chief Executive Officer's Report and the Strategic Report.

Details of significant events after the reporting date are also disclosed in Note 23 to the financial statements.

Financial Risk Management Objectives and Policies

The Group does not presently hold any forward or hedge positions in either currency or minerals. Currently these are not deemed necessary, but this is reviewed from time to time. There is inherent risk in operating between different currencies, principally GBP, AUD and USD, and the Board monitors and reviews this exposure on a regular basis.

The Board recognises the Group's exposure to liquidity risk and that the Group's ability to continue its operations is dependent on its having or acquiring sufficient cash resources. The Board continually monitors the Group's cash position and may realise all or part of the Group's investments in order to maintain the ability of the Group to meet its obligations as they fall due.

The location of the Group's principal activities is currently in Australia and its corporate base is in the United Kingdom. These locations are considered stable with advanced economic and legal infrastructures.

Further details of the Group's financial risk management objectives and policies are set out in Note 20 to the financial statements.

Position of the Company and Going Concern

At the date of this report the Group's financial position is stable. As explained herein, the financial statements continue to be prepared on a going concern basis.

Based on a review of the Group's budgets and cash flow forecasts and the expected sources of financing available to it, the Directors are satisfied that the Group and Company have sufficient resources to continue its operations and to meet their commitments for the next at least the next 12 months. The Directors have considered the present economic and financial climate as specifically pertaining to the Company and its peer group and are confident in the ability of the Company to raise funding as required to sustain and develop the operations of the Group. Means of raising finance potentially available to the Company include the issue of equity and the sale of assets.

Reviews of operations and business developments are provided in the reports of the Chairman and the Chief Executive Officer, the Strategic Report, this Report of the Directors and within the detail of the financial statements.

Therein are set out certain forward looking statements that have been made by the Directors in good faith. By the nature of these statements there can be no certainty that any or all predictions will be met. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company disclaims any obligation to update or modify such forward looking statements as a result of new information, future events or for any other reason.

The impact of Brexit on the Group

The Board have considered the extent of solvency, liquidity and other risks and uncertainties arising from the proposed withdrawal of the United Kingdom from the European Union ("Brexit") that may threaten the long term viability of the Group. The Board does not envisage Brexit having a significant impact on the Group, based on the geographical location of the Group's current exploration projects and investor base.

The Board will continue to follow the development of UK's negotiations with the European Union and evaluate the impact on the Group accordingly.

Dividends

The results for the year are set out in the Consolidated Income Statement. No dividend is proposed in respect of the year (2016: nil). The Group loss for the year of £511,124 (2016 loss of £919,706) has been taken to reserves together with the comprehensive income and expenses.

Directors

The Directors who served during the year or thereafter were:

William John Selwood Howell (resigned 4 August 2017)
Weili (David) Tang (appointed 4 August 2017)
Craig William Brown
Ivor William Osborne Jones (appointed 8 November 2016, resigned effective 30 November 2017)
Christian Gabriel St. John-Dennis

Under the Company's Articles of Association, at every annual general meeting of the Company, any Director:

- who has been appointed by the Board since the date of the last annual general meeting; or
- who held office at the time of the two preceding annual general meetings and did not retire at either of them; or
- who has held office with the Company as a non-executive Director (that is, he has not been employed by the Company or held executive office) for a continuous period of nine years or more at the date of the meeting:

shall retire from office and may offer himself for election/re-election by the members.

Total Directors' emoluments are disclosed in Note 6 to the financial statements and details of the share options granted to Directors are disclosed below.

The Directors will comply with Rule 21 of the AIM rules and the Market Abuse Regulation relating to Directors dealings and will take all reasonable steps to ensure compliance by the Company's applicable employees.

Directors' Interests

Directors who held office at 30 September 2017 held the following beneficial interests, either directly or indirectly (including interests held by spouses, minor children or associated parties) in the ordinary shares of the Company.

	29 March 2018	30 September 2017	30 September 2016
	no. of shares	no. of shares	no. of shares
C W Brown	1,549,271	1,549,271	–
I W O Jones ¹	–	1,000,000	–
C G St. John-Dennis ²	–	–	–
Weili (David) Tang ³	–	–	–
	1,549,271	2,549,271	–

¹ I W O Jones was appointed on 8 November 2016 and resigned effective 30 November 2017

² C G St. John-Dennis was appointed on 12 October 2016

³ Weili (David) Tang was appointed on 4 August 2017

Additionally, Directors of the Company who held office at 30 September 2017 held the following share options granted under the Company's unapproved share option scheme:

	Options Issued	Date Issued	Expiry Date	Exercise Price
C W Brown	4,076,984	27/02/2017	27/02/2022	£0.01725
I W O Jones	4,076,984	27/02/2017	27/02/2022	£0.01725

Share Capital and Substantial Share Interests

On 26 March 2018, the Company was aware of the following holdings of 3% or more in Company's issued share capital of 247,605,240 ordinary shares of £0.0001 each.

Registered Shareholder	Number of shares	% Holding
Shenyang Xinliaoan Machinery Co Ltd	55,356,391	22.36
JIM Nominees Ltd <JARVIS>	44,088,747	17.81
Interactive Investor Services Nominees Limited <SMKTNOMS>	28,749,419	11.61
Barclays Direct Investing Nominees Ltd <CLIENT1>	21,436,710	8.66
HSDL Nominees Ltd	14,171,737	5.72
Interactive Investor Services Nominees Ltd <SMKTISAS>	8,307,141	3.35

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Parent Company financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group 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 accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed subject to any material departures disclosed and explained in the financial reports;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group 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 the financial statements may differ from legislation in other jurisdictions.

Directors' and Officers' Liability Insurance

The Company had in force during the year and has in force at the date of this report a qualifying indemnity in favour of its Directors against the financial exposure that they may incur in the course of their professional duties as Directors and officers of the Company and/or its subsidiaries.

Statement on Disclosure of Information to Auditors

Having made the requisite enquiries and in the case of each of the Directors who are Directors of the Company at the date when this report is approved:

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

Auditor

PKF Littlejohn LLP has expressed its willingness to continue in office as auditor of the Company and a resolution to confirm the appointment will be proposed at the forthcoming annual general meeting.

Annual General Meeting

The annual general meeting of the Company will be held at 10.00 am on 24 April 2018 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD, United Kingdom. Notice of the annual general meeting is enclosed.

This report was approved by the Board on 28 March 2018.

By order of the Board



Craig Brown

Director and Chief Executive Officer

Independent Auditor's Report

For the year ended 30 September 2017

Independent Auditors' Report to the Members of ECR Minerals Plc

Opinion

We have audited the financial statements of ECR Minerals Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2017 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statement of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2017 and of the group's and parent company's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 group and parent 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 as applied to listed entities, 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's or the parent 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.

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. Group materiality was £70,000 based upon gross assets. The Parent Company materiality was £60,000 based upon gross assets and the result for the year. For each component in the scope of our group audit, we allocated a materiality that is either equal to or less than our overall group materiality.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgement by the Directors and considered future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud. The Australian and Argentinian subsidiary undertakings represent the principal business units within the Group, upon which we performed audit procedures directly on significant accounts based on size or risk profile to the Group. A full scope audit was undertaken on the financial statements of the Parent Company.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the key audit matter
<p>Recoverability of intangible assets – exploration and development costs</p> <p>The carrying value of intangible assets as at 30 September 2017 was £2,668,747 which comprises exploration and development projects in Australia, Argentina and the Philippines. There is a risk that the carrying value of these early stage projects is impaired and that exploration and development expenditure capitalised during the year is not in accordance with IFRS 6.</p>	<p>The carrying value of all early stage exploration and development projects were assessed and tested in accordance with the following criteria:</p> <ul style="list-style-type: none"> • The Group holds good title to the licence areas; • The Group has planned and budgeted for further expenditure for mineral resources in the licence areas; and • Exploration and development work undertaken to date has indicated the existence of commercially viable quantities of mineral resource. <p>We undertook substantive testing on capitalised expenditure during the year to ensure it satisfied the criteria under IFRS 6.</p> <p>We discussed with management the scope of their future budgeted and planned expenditure on each licence area.</p> <p>As disclosed in note 10 to the financial statements, the Group has not yet formally acquired title to its 25% interest in Cordillera Tiger Gold Resources, Inc (“Cordillera”) which is the holder of the exploration permit for the Danglay gold project in the Philippines. The conditions for the earn-in have been satisfied but the relevant shareholding has yet to be issued, despite the Board of Cordillera authorising the issue. In addition, the exploration permit for the Danglay gold project held by Cordillera expired on 30 September 2015. Cordillera is currently waiting for the Philippine authority to formally grant its renewal application. This indicates the existence of a material uncertainty over the recoverability of the carrying value of the Danglay gold project, which amounted to £1,160,848 as at 30 September 2017.</p>

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor’s report thereon. The directors are responsible for the other information. Our opinion on the group and parent company 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 the audit:

- the information given in the strategic report and the directors’ report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the 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 the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company 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 group and parent company financial statements, the directors are responsible for assessing the group's and the parent 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 the parent 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.



David Thompson (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

28 March 2018

1 Westferry Circus
Canary Wharf
London E14 4HD

Consolidated Income Statement

For the year ended 30 September 2017

ECR Minerals plc company no. 5079979

	Note	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Continuing operations			
Other administrative expenses		(509,545)	(677,873)
Currency exchange differences		(3,186)	9,399
Total administrative expenses		(512,731)	(668,474)
Operating loss	3	(512,731)	(668,474)
Other income		–	34,688
Loss on disposal of investment		(1)	–
Fair value movements - available for sale financial asset	9	1,255	(18,893)
		(511,477)	(652,679)
Financial income		353	484
Financial expense		–	(267,511)
Finance income and costs	7	353	(267,027)
Loss for the year before taxation		(511,124)	(919,706)
Income tax	5	–	–
Loss for the year from continuing operations		(511,124)	(919,706)
Loss for the year - all attributable to owners of the parent		(511,124)	(919,706)
Earnings per share - basic and diluted			
On continuing operations	4	(0.31)p	(0.01)p

The Company has elected to take the exemption under section 408 of the Companies Act 2006 from presenting the parent company profit and loss account. The loss for the parent company for the year was £208,774 (2016: £887,844 loss).

The notes on pages 23 to 39 are an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 30 September 2017

ECR Minerals plc company no. 5079979

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Loss for the year	(511,124)	(919,706)
Items that may be reclassified subsequently to profit or loss		
Loss on exchange translation	(51,524)	(96,886)
Other comprehensive expense for the year	(51,524)	(96,886)
Total comprehensive expense for the year	(562,649)	(1,016,592)
Attributable to:-		
Owners of the parent	(562,649)	(1,016,592)

The notes on pages [20] to [35] are an integral part of these financial statements.

Consolidated & Company Statement of Financial Position

At 30 September 2017

ECR Minerals plc company no. 5079979

		Group		Company	
	Note	30 September 2017 £	30 September 2016 £	30 September 2017 £	30 September 2016 £
Assets					
Non-current assets					
Property, plant and equipment	8	8,694	6,237	7,020	6,237
Investments in subsidiaries	9	–	–	852,170	740,100
Intangible assets	10	2,668,747	2,437,608	2,180,312	2,076,104
Other receivables	11	–	–	240,970	107,341
		2,677,441	2,443,845	3,280,472	2,929,782
Current assets					
Trade and other receivables	11	54,888	5,470	281,901	4,147
Available for sale financial assets	9	22,269	21,014	22,269	21,014
Taxation		–	38,059	–	10,067
Other current assets		–	2,672	–	2,672
Cash and cash equivalents	12	1,082,994	471,809	1,046,787	443,165
		1,160,151	539,024	1,350,957	481,065
Total assets		3,837,592	2,982,869	4,631,429	3,410,847
Current liabilities					
Trade and other payables	14	102,367	302,242	80,432	268,323
Interest bearing borrowings	15	–	–	–	–
		102,367	302,242	80,432	268,323
Total liabilities		102,367	302,242	80,432	268,323
Net assets		3,735,225	2,680,627	4,550,997	3,142,524
Equity attributable to owners of the parent					
Share capital	13	11,282,812	11,281,628	11,282,812	11,281,628
Share premium	13	43,823,335	42,441,553	43,823,335	42,441,553
Exchange reserve		(218,059)	(166,535)	–	–
Other reserves		1,381,998	1,147,717	1,381,998	1,147,717
Retained losses		(52,534,860)	(52,023,736)	(51,937,148)	(51,728,374)
Total equity		3,735,225	2,680,627	4,550,997	3,142,524

The loss for the Parent Company for the year was £208,774 (2016 - £887,844 loss).

The notes on pages 23 to 49 are an integral part of these financial statements. The financial statements on pages 17 to 39 were approved and authorised for issue by the Directors on 28 March 2018 and were signed on its behalf by:



Weili (David) Tang
Non-Executive Chairman



Craig Brown
Director & Chief Executive Officer

Consolidated Statement of Changes in Equity

For the year ended 30 September 2017

ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Exchange reserve £	Other reserves £	Retained reserves £	Total £
Balance at 1 October 2015	11,071,602	40,802,469	(69,649)	845,677	(51,104,030)	1,546,069
Loss for the year	–	–	–	–	(919,706)	(919,706)
Gain on exchange translation	–	–	(96,886)	–	–	(96,886)
Total comprehensive expense	–	–	96,886	–	(919,706)	(1,016,592)
Conversion of loan notes	34,673	501,582	–	–	–	536,255
Shares issued	147,500	952,500	–	–	–	1,100,000
Share issue costs	–	(55,750)	–	–	–	(55,750)
Share based payments	–	–	–	123,737	–	123,737
Warrants issued in lieu of finance cost	–	–	–	178,303	–	178,303
Shares issued in payment of creditors	27,853	240,752	–	–	–	268,605
Total transactions with owners, recognised directly in equity	210,026	1,639,084	–	302,040	–	2,151,150
Balance at 30 September 2016	11,281,628	42,441,553	(166,535)	1,147,717	(52,023,736)	2,680,627
Loss for the year	–	–	–	–	(511,124)	(511,124)
Loss on exchange translation	–	–	(51,524)	–	–	(51,524)
Total comprehensive expense	–	–	(51,524)	–	(511,124)	(562,649)
Shares issued	1,109	1,552,455	–	–	–	1,553,564
Share issue costs	–	(84,878)	–	–	–	(84,878)
Share based payments	–	(166,739)	–	234,281	–	67,542
Shares issued in payment of creditors	75	80,944	–	–	–	81,019
Total transactions with owners, recognised directly in equity	1,184	1,381,782	–	234,281	–	1,617,247
Balance at 30 September 2017	11,282,812	43,823,335	(218,059)	1,381,998	(52,534,860)	3,735,226

The notes on pages 23 to 39 are an integral part of these financial statements.

Company Statement of Changes in Equity

For the year ended 30 September 2017

ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Other reserves £	Retained reserves £	Total £
Balance at 1 October 2015	11,071,602	40,802,469	845,677	(50,840,530)	1,879,218
Loss for the year	–	–	–	(887,844)	(887,844)
Total comprehensive expense	–	–	–	(887,844)	(887,844)
Conversion of loan notes	34,673	501,582	–	–	536,255
Shares issued	147,500	952,500	–	–	1,100,000
Share issue costs	–	(55,750)	–	–	(55,750)
Share based payments	–	–	123,737	–	123,737
Warrants issued in lieu of finance cost	–	–	178,303	–	178,303
Shares issued in payment of creditors	27,853	240,752	–	–	268,605
Total transactions with owners, recognised directly in equity	210,026	1,639,084	302,040	–	2,151,150
Balance at 30 September 2016	11,281,628	42,441,553	1,147,717	(51,728,374)	3,142,524
Loss for the year	–	–	–	(208,774)	(208,774)
Total comprehensive expense	–	–	–	(208,774)	(208,774)
Shares issued	1,109	1,552,455	–	–	1,553,564
Share issue costs	–	(84,878)	–	–	(84,878)
Share based payments	–	(166,739)	234,281	–	67,542
Shares issued in payment of creditors	75	80,944	–	–	81,019
Total transactions with owners, recognised directly in equity	1,184	1,381,782	234,281	–	1,617,247
Balance at 30 September 2017	11,282,812	43,823,335	1,381,998	(51,937,148)	4,550,997

The notes on pages 23 to 39 are an integral part of these financial statements.

Consolidated & Company Cash Flow Statement

For the year ended 30 September 2017

ECR Minerals plc company no. 5079979

		Group		Company	
		Year ended 30 September 2017 £	Year ended 30 September 2016 £	Year ended 30 September 2017 £	Year ended 30 September 2016 £
	<i>Note</i>				
Net cash flow used in operations	22	(569,016)	(494,118)	(511,307)	(483,553)
Investing activities					
Purchase of property, plant & equipment		(6,174)	–	(4,082)	–
Increase in exploration assets	10	(231,140)	(319,580)	(104,209)	(257,818)
Investment in subsidiaries		–	–	(112,070)	(79,535)
Loan to subsidiary		–	–	(133,629)	–
Interest income		353	484	233	35
Net cash used in investing activities		(236,961)	(319,096)	(353,757)	(337,318)
Financing activities					
Proceeds from issue of share capital		1,468,686	1,100,000	1,468,686	1,100,000
Proceeds from issue of convertible loan notes		–	418,463	–	418,463
Repayment of convertible loan notes		–	(248,332)	–	(248,332)
Finance costs on fundraising		–	(55,750)	–	(55,750)
Interest paid and other financing costs		–	(31,385)	–	(31,385)
Net cash from financing activities		1,468,686	1,182,996	1,468,686	1,182,996
Net change in cash and cash equivalents		662,709	369,782	603,622	362,125
Cash and cash equivalents at beginning of the year		471,809	90,398	443,165	81,040
Effect of changes in foreign exchange rates		(51,524)	11,629	–	–
Cash and cash equivalents at end of the year	12	1,082,994	471,809	1,046,787	443,165

Non-cash transactions:

1. During the year no convertible loans and interest thereon were converted into shares (2016: £758,554).
2. Settlement of creditors of £80,944 (2016: £140,863) with ordinary shares.
3. No purchases of assets were settled with ordinary shares (2016: £53,259).

The notes on pages 23 to 39 are an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 30 September 2017

1 General information

The Company and the Group operated mineral exploration and development projects. The Group's principal interests are located in Argentina, the Philippines and Australia.

The Company is a public limited company incorporated and domiciled in England. The registered office of the Company and its principal place of business is Unit 117, Chester House, 81-83 Fulham High Street, Fulham Green, London SW6 3JA. The Company is listed on the Alternative Investment Market (AIM) of the London Stock Exchange.

2 Accounting policies

Overall considerations

The principal accounting policies that have been used in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied unless otherwise stated.

Basis of preparation

The financial statements of both the Group and the Parent Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) and Interpretations issued by the IFRS Interpretations Committee (IFRIC) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. These are the standards, subsequent amendments and related interpretations issued and adopted by the International Accounting Standard Board (IASB) that have been endorsed by the European Union at the year end. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments. The Directors have taken advantage of the exemption available under Section 408 of the Companies Act 2006 and have not prepared an Income Statement or a Statement of Comprehensive Income for the Company alone.

The Group and Parent Company financial statements have been prepared on a going concern basis as explained in the Directors' Report on page [10].

New Accounting Standards and Interpretations

Effective during the year

During the year the Group has adopted the following standards and amendments:

- Annual Improvements to IFRSs 2012–2014 Cycle
- Amendments to IAS 1: Disclosure Initiative
- Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception
- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation
- Amendments to IAS 27: Equity Method in Separate Financial Statements

The adoption of these standards and amendments did not have any impact on the financial position or performance of the Group.

Not yet effective

At the date of authorisation of these Group Financial Statements and the Parent Company Financial Statements, the following Standards, amendments and interpretations were endorsed by the EU but not yet effective:

- Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations
- Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses
- Amendments to IAS 7: Disclosure Initiative
- 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
- IFRS 16 Leases

In addition to the above there are also the following standards and amendments that have not yet been endorsed by the EU:

- IFRS 14 Regulatory Deferral Accounts
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective date postponed indefinitely by IASB)
- Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions
- Annual Improvements to IFRS Standards 2014-2016 Cycle
- IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration
- IFRIC 23 Uncertainty over Income Tax Treatments
- Amendments to IAS 28 Long-term Interests in Associates and Joint Ventures
- Annual Improvements to IFRS Standards 2015-2017 Cycle

The Group intends to adopt these standards when they become effective. The introduction of these new standards and amendments is not expected to have a material impact on the Group or Parent Company.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and two of its subsidiaries made up to 30 September 2017. Subsidiary undertakings acquired during the period are recorded under the acquisition method of accounting and their results consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date such control ceases.

The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Going concern

It is the prime responsibility of the Board to ensure the Group and Company remains going concern. At 30 September 2017, the Group had cash and cash equivalents of £1,082,994 and no borrowings. The Group's financial projections and cash flow forecasts covering a period of at least twelve months from

Notes to the Financial Statements continued

For the year ended 30 September 2017

the date of approval of these financial statements show that the Group will have sufficient available funds in order to meet its contracted and committed expenditure. Further details are included in Note 23 to the financial statements. The Directors are confident in the ability of the Group to raise additional funding, if required, from the issue of equity and/or the sale of assets.

Based on their assessment of the financial position, the Directors have a reasonable expectation that the Group will be able to continue in operational existence for the next 12 months and continue to adopt the going concern basis of accounting in preparing these Financial Statements.

Cash and cash equivalents

Cash includes petty cash and cash held in current bank accounts. Cash equivalents include short-term investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and any provision for impairment losses.

Depreciation is charged on each part of an item of property, plant and equipment so as to write off the cost of assets less the residual value over their estimated useful lives, using the straight-line method. Depreciation is charged to the income statement. The estimated useful lives are as follows:

Office equipment	3 years
Furniture and fittings	5 years
Machinery and equipment	5 years

Expenses incurred in respect of the maintenance and repair of property, plant and equipment are charged against income when incurred. Refurbishments and improvements expenditure, where the benefit is expected to be long lasting, is capitalised as part of the appropriate asset.

An item of property, plant and equipment ceases to be recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on cessation of recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset ceases to be recognised.

Exploration and development costs

All costs associated with mineral exploration and investments are capitalised on a project-by-project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads. If an exploration project is successful, the related expenditures will be transferred to mining assets and amortised over the estimated life of the commercial ore reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off in the period in which the event occurs. Where the Group maintains an interest in a project, but the value of the project is considered to be impaired, a provision against the relevant capitalised costs will be raised.

The recoverability of all exploration and development costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the disposition thereof.

Impairment testing

Individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may exceed its recoverable amount, being the higher of net realisable value and value in use. Any such excess of carrying value over recoverable amount or value in use is taken as a debit to the income statement.

Intangible exploration assets are not subject to amortisation and are tested annually for impairment.

Provisions

A provision is recognised in the Statement of Financial Position when the Group or Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Leased assets

In accordance with IAS 17, leases in terms of which the Group or Company assumes substantially all the risks and rewards of ownership are classified as finance leases. All other leases are regarded as operating leases and the payments made under them are charged to the income statement on a straight line basis over the lease term.

Taxation

There is no current tax payable in view of the losses to date.

Deferred income taxes are calculated using the Statement of Financial Position liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the Statement of Financial Position date.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the income statement, except where they relate to items that are charged or credited directly to equity, in which case the related current or deferred tax is also charged or credited directly to equity.

Investments in subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The investments in subsidiaries held by the Company are valued at cost less any provision for impairment that is considered to have occurred, the resultant loss being recognised in the income statement.

Equity

Equity comprises the following:

- “Share capital” represents the nominal value of equity shares, both ordinary and deferred.
- “Share premium” represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issues.
- “Other reserves” represent the fair values of share options and warrants issued.
- “Retained reserves” include all current and prior year results, including fair value adjustments on available for sale financial assets, as disclosed in the consolidated statement of comprehensive income.
- “Exchange reserve” includes the amounts described in more detail in the following note on foreign currency below.

Foreign currency translation

The consolidated financial statements are presented in pounds sterling which is the functional and presentational currency representing the primary economic environment of the Group.

Foreign currency transactions are translated into the respective functional currencies of the Company and its subsidiaries using the exchange rates prevailing at the date of the transaction or at an average rate where it is not practicable to translate individual transactions. Foreign exchange gains and losses are recognised in the income statement.

Monetary assets and liabilities denominated in a foreign currency are translated at the rates ruling at the Statement of Financial Position date.

The assets and liabilities of the Group’s foreign operations are translated at exchange rates ruling at the Statement of Financial Position date. Income and expense items are translated at the average rates for the period. Exchange differences are classified as equity and transferred to the Group’s exchange reserve. Such differences are recognised in the income statement in the periods in which the operation is disposed of.

Share-based payments

The Company operates equity-settled share-based remuneration plans for the remuneration of some of its

employees. The Company awards share options to certain Company Directors and employees to acquire shares of the Company. Additionally, the Company has issued warrants to providers of loan finance.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees’ services are determined indirectly by reference to the fair value of the instrument granted to the employee.

The fair value is appraised at the grant date and excludes the impact of non-market vesting conditions. Fair value is measured by use of the Black Scholes model. The expected life used in the model has been adjusted, based on management’s best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are ultimately recognised as an expense in the income statement with a corresponding credit to “other reserves”.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior years if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options the proceeds received net of attributable transaction costs are credited to share capital and, where appropriate, share premium.

A gain or loss is recognised in profit or loss when a financial liability is settled through the issuance of the Company’s own equity instruments. The amount of the gain or loss is calculated as the difference between the carrying value of the financial liability extinguished and the fair value of the equity instrument issued.

Financial instruments

The Group’s financial assets comprise cash and cash equivalents, investments and loans and receivables. Financial assets are assigned to the respective categories on initial recognition, depending on the purpose for which they were acquired. This designation is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available.

The Group’s loans, investments and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at fair value on initial recognition. After initial recognition they are measured at amortised cost using the effective interest rate method, less any provision for impairment. Any change in their value is recognised in

Notes to the Financial Statements continued

For the year ended 30 September 2017

profit or loss. The Group's receivables fall into this category of financial instruments. Discounting is omitted where the effect of discounting is immaterial. All receivables are considered for impairment on a case-by-case basis when they are past due at the Statement of Financial Position date or when objective evidence is received that a specific counterparty will default.

Investments that are held as available for sale financial assets are financial assets that are not classified in any other categories. After initial recognition, available for sale financial assets are measured at fair value. Any gains or losses from changes in the fair value of the financial asset are recognised in equity, except that impairment losses, foreign exchange gains and losses on monetary items and interest calculated using the effective interest method are recognised in the income statement.

Where there is a significant or prolonged decline in the fair value of an available for sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously charged to equity, is recognised in the consolidated income statement. The Directors consider a significant decline to be one in which the fair value is below the weighted average cost by more than 25%. A prolonged decline is considered to be one in which the fair value is below the weighted average cost for a period of more than twelve months.

If an available for sale equity security is impaired, any further declines in the fair value at subsequent reporting dates are recognised as impairments. Reversals of impairments of available for sale equity securities are not recorded through the income statement. Upon sale, accumulated gains or losses are recycled through the income statement.

Financial liabilities, which are measured at amortised cost, 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 entity after deducting all of its financial liabilities. Any instrument that includes a repayment obligation is classified as a liability.

Where the contractual liabilities of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities, and are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the income statement. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any features meeting the definition of a financial liability then such capital is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Compound financial instruments

Compound financial instruments comprise both liability and either equity components or embedded derivatives.

For compound instruments including equity components, at issue date the fair value of the liability component is estimated by discounting its future cash flows at an interest rate that would have been payable on a similar debt instrument without any equity conversion option. The liability component is accounted for as a financial liability. The difference between the net issue proceeds and the liability component, at the time of issue, is the residual or equity component, which is accounted for as an equity reserve.

Embedded derivatives included within compound instruments are calculated using the Black Scholes model and are also included within liabilities, but are measured at fair value in the Statement of Financial Position, with changes in the fair value of the derivative component recognised in the consolidated income statement. The amounts attributable to the liability components equal the discounted cash flows.

Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components of the instrument in proportion to the allocation of the proceeds.

The interest expense on the liability component is calculated by applying the effective interest rate for the liability component of the instrument. The difference between any repayments and the interest expense is deducted from the carrying amount of the liability.

Upon conversion of loan note debt the corresponding carrying value of loan note liability and equity reserve is released, and the difference between these and the nominal value of the shares issued on conversion is recognised as a share premium.

Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

The most critical accounting policies and estimates in determining the financial condition and results of the Group are those requiring the greater degree of subjective or complete judgement. These relate to:

- capitalisation and recoverability of exploration costs (Note 10);
- share-based payments (Note 6 and Note 13);

3 Operating loss

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
The operating loss is stated after charging:		
Depreciation of property, plant and equipment	4,653	1,468
Operating lease expenses	24,213	14,126
Share-based payments	67,542	123,737
Auditors' remuneration – fees payable to the Company's auditor for the audit of the parent company and consolidated financial statements	21,500	22,000

4 Earnings per share

Basic and Diluted	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Weighted number of shares in issue during the year	166,559,125	9,181,895,384
Loss from continuing operations attributable to owners of the parent	(511,124)	(919,706)

Basic earnings per share has been calculated by dividing the loss attributable to equity holders of the company after taxation by the weighted average number of shares in issue during the year. There is no difference between the basic and diluted earnings per share as the effect on the exercise of options and warrants would be to decrease the earnings per share.

Details of share options and warrants that could potentially dilute earnings per share in future periods is set out in Note 13.

5 Corporation tax

The relationship between the expected tax expense based on the corporation tax rate of 19% for the year ended 30 September 2017 (2016: 20%) and the tax expense actually recognised in the income statement can be reconciled as follows:

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Group loss for the year	(511,124)	(919,706)
Loss on activities at effective rate of corporation tax of 19% (2016: 20%)	(97,114)	(183,941)
Expenses not deductible for tax purposes	13,694	75,091
Income not taxable	(19)	(7)
Depreciation in excess of capital allowances	247	294
Loss carried forward on which no deferred tax asset is recognised	83,192	108,563
Current tax expense	–	–
Deferred tax (see below)	–	–
Total income tax expense	–	–

The Company has unused tax losses of approximately £3,763,000 (2016: £3,246,000) to carry forward and set against future profits; and the Company has capital losses of £196,977 to carry forward and set against future capital gains of the Company. The related deferred tax asset has not been recognised in respect of these losses as there is no certainty in regards to the level and timing of future profits.

Notes to the Financial Statements continued

For the year ended 30 September 2017

6 Staff numbers and costs

Group and Company	Year ended 30 September 2017 Number	Year ended 30 September 2016 Number
Directors	3	3
Administration	1	1
Total	4	4

The aggregate payroll costs of these persons were as follows:

	£	£
Staff wages and salaries	243	39,557
Directors' cash based emoluments	208,232	213,167
Social security costs	10,402	6,626
Share-based payments	67,542	–
	286,419	259,350

The remuneration of the directors, who are the key management personnel of the Group, in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures' was as follows:

	£	£
Directors' cash based emoluments	208,232	213,167
Employer's national insurance contributions	10,402	6,626
Share-based payments	67,542	–
	286,176	219,793

Directors' remuneration

As required by AIM Rule 19, details of remuneration earned in respect of the financial year ended 30 September 2017 by each Director are set out below:

Year ended 30 September 2017

Director	Paid £	Salary Accrued £	Consulting fees £	Share-based payments £	Total £
C Brown	90,000	–	–	33,771	123,771
R Watts	484	–	–	–	484
C St John Dennis	23,385	–	–	–	23,385
I Jones	38,968	4,000	37,000	33,771	113,739
W Tang	6,395	–	–	–	6,395
W Howell	45,000	–	–	–	45,000
	204,232	4,000	37,000	67,542	312,774

6 Staff numbers and costs *continued*

Year ended 30 September 2016

	Paid £	Salary Accrued £	Bonus £	Share-based payments £	Total £
Director					
C Brown	40,834	–	–	–	40,834
S Clayson	110,833	–	–	–	110,833
R Watts	18,000	–	–	–	18,000
W Howell	43,500	–	–	–	43,500
	213,167	–	–	–	213,167

The highest paid Director received remuneration of £90,000 (2016: £110,833), excluding share-based payments.

W Howell received remuneration totalling £45,000 (2016: £43,500) via a service company.

I Jones received remuneration, excluding share-based payments, including consulting fees of £79,968 (2016: £Nil) via a service company.

The amounts in the year ended 30 September 2017 described as share-based payments represent the deemed cost of share options granted under the Company's unapproved share option plan. The share options concerned are exercisable at £0.01725 (1.725p) per share. The closing mid-market price of the Company's ordinary shares on AIM on the day prior to the publication of this report is 0.85p per share. Details of each Director's share options and interests in the Company's shares are shown in the Directors' Report.

7 Finance income and costs

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Finance costs		
Issue costs of convertible loans amortised (Note 13,15)	–	123,894
Interest on convertible loans	–	77,030
Loss on the settlement of loan for equity	–	65,174
Other interest payable	–	1,413
	–	267,511
Finance income		
Interest on cash and cash equivalents	(353)	(484)
Net finance costs	(353)	267,028

8 Property, plant and equipment

Group	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
Cost				
At 1 October 2016	3,445	17,729	4,172	25,346
Additions	2,277	4,833	–	7,110
Written off	(2,740)	(9,645)	(307)	(12,692)
At 30 September 2017	2,982	12,917	3,865	19,764
Depreciation				
At 1 October 2016	2,950	14,693	1,466	19,109
Written off	(2,740)	(9,645)	(307)	(12,692)
Depreciation for the year	581	3,299	773	4,653
At 30 September 2017	791	8,347	1,932	11,070
Net book value				
At 1 October 2016	495	3,036	2,706	6,237
At 30 September 2017	2,191	4,570	1,933	8,694

Notes to the Financial Statements continued

For the year ended 30 September 2017

8 Property, plant and equipment *continued*

Company	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
Cost				
At 1 October 2016	3,445	17,414	3,865	24,724
Additions	185	4,833	–	5,018
Written off	(2,740)	(9,330)	–	(12,070)
At 30 September 2017	890	12,917	3,865	17,672
Depreciation				
At 1 October 2016	2,950	14,378	1,159	18,487
Written off	(2,740)	(9,330)	–	(12,070)
Depreciation for the year	163	3,299	773	4,235
At 30 September 2017	373	8,347	1,932	10,652
Net book value				
At 1 October 2016	495	3,036	2,706	6,237
At 30 September 2017	517	4,570	1,933	7,020

The Group and the Company's property, plant and equipment are free from any mortgage or charge.

The comparable table for 2016 is detailed below.

Group	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
Cost				
At 1 October 2015	3,445	17,852	4,291	25,588
Exchange differences arising on translation	–	(123)	(119)	(242)
At 30 September 2016	3,445	17,729	4,172	25,346
Depreciation				
At 1 October 2015	2,880	13,804	1,199	17,883
Depreciation for the year	70	1,012	386	1,468
Exchange differences arising on translation	–	(123)	(119)	(242)
At 30 September 2016	2,950	14,693	1,466	19,109
Net book value				
At 1 October 2015	565	4,048	3,092	7,705
At 30 September 2016	495	3,036	2,706	6,237
Company				
Cost				
At 1 October 2015	3,445	17,414	3,865	24,724
At 30 September 2016	3,445	17,414	3,865	24,724
Depreciation				
At 1 October 2015	2,880	13,366	773	17,019
Depreciation for the year	70	1,012	386	1,468
At 30 September 2016	2,950	14,378	1,159	18,487
Net book value				
At 1 October 2015	565	4,048	3,092	7,705
At 30 September 2016	495	3,036	2,706	6,237

9 Investments

	Investment in subsidiaries £
Cost as at 1 October 2016	740,100
Addition	112,070
Balance at 30 September 2017	852,170

The comparable table for 2016 is detailed below:

	Investment in subsidiaries £
Cost as at 1 October 2015	703,740
Addition	36,360
Balance at 30 September 2016	740,100

Investment in subsidiaries

At 30 September 2017, the Company had interests in the following subsidiary undertakings:

Subsidiaries:	Principal country of incorporation	Principal activity	Description and effective country of operation	Proportion of shares held
Ochre Mining SA	Argentina	Mineral Exploration	Argentina	100%
Mercator Gold Australia Pty Ltd	Australia	Mineral Exploration	Australia	100%
Warm Springs Renewable Energy Corporation	USA	Dormant	USA	90%
Copper Flat Corporation (formerly New Mexico Copper Corporation)	USA	Dormant	USA	100%

Address of the subsidiaries:

Ochre Mining SA	Lamadrid 33, M5521JCV, Mendoza, Argentina
Mercator Gold Australia Pty Ltd	58 Gipps Street, Collingwood Victoria, 3066, Australia
Warm Springs Renewable Energy Corporation	315 Paseo De Peralty, Santa Fe, NM 87501, USA
Copper Flat Corporation (formerly New Mexico Copper Corporation)	315 Paseo De Peralty, Santa Fe, NM 87501, USA

Available for sale financial assets

	2017 £	2016 £
Quoted investments		
At 1 October	21,014	39,277
Fair value movements	1,255	(18,263)
At 30 September	22,269	21,014

The available for sale financial asset at 30 September 2016 and 2017 comprises of shares in Tiger International Resources Inc.

Notes to the Financial Statements continued

For the year ended 30 September 2017

10 Intangible assets – exploration and development costs

	Group		Company	
	2017 £	2016 £	2017 £	2016 £
At 1 October	2,437,608	2,132,224	2,076,103	1,797,460
Additions	284,063	399,319	104,208	278,643
Translation difference	(52,924)	(93,935)	–	–
At 30 September	2,668,747	2,437,608	2,180,312	2,076,103

An operating segment level summary of exploration and development costs of the Group is presented below:

	2017 £	2016 £
Danglay Gold Project, Philippines	1,160,848	1,164,982
SLM Gold Project, Argentina	1,161,979	1,117,335
Central Victorian Gold Projects, Australia	345,920	155,291
At 30 September	2,668,747	2,437,608

Danglay Gold Project, Philippines

In April 2013 ECR entered into an earn-in and joint venture agreement (the “Agreement”) with Cordillera Tiger and Tiger International in relation to the Danglay Gold Project, Philippines. Cordillera Tiger is a Philippine corporation and the holder of the Danglay Gold Exploration Permit (“EP”). The Agreement gave ECR the exclusive right and option to earn a 25% or 50% interest in Cordillera Tiger and thereby in the Danglay Gold Project. ECR has contributed more than \$500,000 of expenditures in relation to Danglay and completed a Mineral Resource estimate in accordance with Canadian NI 43-101. In fulfilling these two conditions, ECR has earned a 25% interest in the project.

The Agreement was terminated in August 2016; Tiger International presently refuses to acknowledge ECR’s 25% interest in Cordillera Tiger. In January 2017, ECR appointed legal counsel to begin the process of enforcing the Group’s rights.

The EP of the Danglay project expired on 30 September 2015, and an application for renewal of the EP is pending. A new government took office in the Philippines on 30 June 2016, and the new administration has to date adopted a far from supportive stance towards the mining industry. Despite this, the Group is not currently aware of any reason why the pending application for renewal of the Danglay EP will not be granted, although there can be no guarantee and no certainty to the likely timeframe. The Directors are hopeful that the political situation for the mining industry in the Philippines will improve in future.

The Group has stopped exploration activities at Danglay since August 2016. However, with its NI 43 101 Mineral Resource and target for further exploration published in December 2015, Danglay Gold Project remains a project of intrinsic interest to the Group. Should the issues disclosed above be satisfactorily resolved and the Group wishes to resume exploration activities at Danglay, the Board will need to find a funding partner.

11 Trade and other receivables

	Group		Company	
	2017 £	2016 £	2017 £	2016 £
Non-current assets				
Amount owed by a subsidiary	–	–	240,970	107,341
Current assets				
Other renewables	46,884	–	275,027	–
Prepayments and accrued income	8,004	5,470	6,874	4,147
	54,888	5,470	281,901	4,147

The short-term carrying values are considered to be a reasonable approximation of the fair value.

12 Cash and cash equivalents

	Group		Company	
	2017 £	2016 £	2017 £	2016 £
Cash and cash equivalents consisted of the following:				
Deposits at banks	1,082,941	471,643	1,046,739	443,009
Cash on hand	53	166	48	156
	1,082,994	471,809	1,046,787	443,165

13 Share capital and share premium accounts

The share capital of the Company consists of three classes of shares: ordinary shares of 0.001p each which have equal rights to receive dividends or capital repayments and each of which represents one vote at shareholder meetings; and two classes of deferred shares, one of 9.9p each and the other of 0.099p each, which have limited rights as laid out in the Company's articles: in particular deferred shares carry no right to dividends or to attend or vote at shareholder meetings and deferred share capital is only repayable after the nominal value of the ordinary share capital has been repaid.

a) Changes in issued share capital and share premium:

	Number of Shares	Ordinary shares £	Deferred 9.9p shares £	Deferred 'B' 0.099p shares £	Deferred 0.199p shares £	Total shares £	Share premium £	Total £
At 1 October 2016	25,845,287,953	258,453	7,194,816	3,828,359	–	11,281,628	42,441,553	53,723,181
Share consolidation 200:1	129,226,440	1,292	–	–	257,161	–	–	–
Issue of shares less costs	110,911,947	1,109	–	–	–	1,109	1,300,837	1,301,946
Shares issued in payment of creditors	7,466,853	75	–	–	–	75	80,945	81,020
Balance at 30 September 2017	247,605,240	2,476	7,194,816	3,828,359	257,161	11,282,812	43,823,335	55,106,147

All the shares issued are fully paid up and none of the Company's shares are held by any of its subsidiaries.

b) Potential issue of ordinary shares

Share options

The number and weighted average exercise prices of share options valid at the year-end are as follows:

	Weighted average exercise price 2017 £	Number of options 2017	Weighted average exercise price 2016 £	Number of options 2016
Exercisable at the beginning of the year	0.637	1,750,702	0.637	1,750,702
Granted during the year	0.01725	8,153,968	–	–
Exercisable at the end of the year	0.127	9,904,670	0.637	1,750,702

The options outstanding at 30 September 2017 have a weighted average remaining contractual life of four years (2016: three years). The 2016 comparative has been adjusted to reflect the share consolidation during the current period.

The options outstanding at the end of the year have the following expiry date and exercise prices:

Date granted	Expiry Date	Exercise Price in	No. of Options
6 January 2011	5 January 2021	£5.00	56,000
12 August 2013	11 August 2018	£0.40	650,000
31 December 2014	30 December 2019	£0.55	1,044,702
27 February 2017	26 February 2022	£0.01725	8,153,968

Notes to the Financial Statements continued

For the year ended 30 September 2017

13 Share capital and share premium accounts continued

Share-based payments

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services is measured based on the Black Scholes valuation model.

Fair value of share options and assumptions

	2017 £
Fair value at measurement date	67,542
Share price at the day before grant	0.0115
Exercise price	0.01725
Expected volatility	107%
Average option life in years	5
Expected dividends	–
Weighted average risk-free interest rate (based on national government bonds)	0.5%

The expected volatility is based on the historical volatility of the Company over the previous five years, and reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

There are service related conditions associated with share option exercises but no market related conditions.

Critical estimate

The Directors have assumed a life of 5 years; however a material difference would arise if the life were lowered to 2.9 years or below.

	2017
Share options granted	8,153,968
Total expense recognised as employee costs	£67,542

Share warrants

	Weighted average exercise price 2017 £	Number of warrants 2017	Weighted average exercise price 2016 £	Number of warrants 2016
Exercisable at the beginning of the year	0.0583	15,651,338	0.1594	913,729
Expired during the year	0.2363	(485,963)	–	–
Granted during the year	0.0290	88,580,184	0.0521	14,737,609
Exercisable at the end of the year	0.03245	103,745,559	0.0583	15,651,338

The 2016 comparative has been adjusted to reflect the share consolidation during the current period.

The assessed fair value of the warrants granted was determined using the Black Scholes model. The following inputs to the model were used:

	2 June 2017	6 June 2017	6 June 2017	6 June 2017
Fair value at measurement date	£13,161	£26,343	£124,965	£98
No. of warrants granted	2,777,778	2,767,820	55,356,391	27,678,195
Share price at grant date	£0.022	£0.01925	£0.01925	£0.0195
Exercise price	£0.018	£0.01	£0.02	£0.05
Expected volatility	14 %	14 %	14 %	14 %
Life in years	3	3	5	5
Expected dividends	–	–	–	–
Weighted average risk-free interest rate	0.50%	0.50%	0.50%	0.50%

The expected volatility is based on the historical volatility of the Company over the previous three years, and reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

The warrants outstanding at the end of the year have the following expiry date and exercise prices:

13 Share capital and share premium accounts *continued*

Date granted	Expiry Date	Exercise Price £	No. of Warrants
9 February 2015	8 February 2018	0.0656	54,350
9 February 2015	8 February 2018	0.0786	54,350
6 March 2015	5 March 2018	0.0656	68,365
6 March 2015	5 March 2018	0.0786	68,365
20 April 2015	19 April 2018	0.0656	91,168
20 April 2015	19 April 2018	0.0786	91,168
23 November 2015	22 November 2018	0.08	4,500,000
8 December 2015	7 December 2018	0.08	1,750,000
9 March 2016	8 March 2019	0.0656	858,779
4 April 2016	3 April 2019	0.0562	583,333
6 May 2016	5 May 2019	0.0532	404,930
2 June 2016	1 June 2019	0.0456	473,901
6 September 2016	5 September 2019	0.01	2,000,000
6 September 2016	5 September 2019	0.03	2,500,000
6 September 2016	5 September 2019	0.02	1,000,000
20 September 2016	19 September 2019	0.03	666,667
2 June 2017	1 June 2020	0.018	2,777,778
6 June 2017	5 June 2020	0.01	2,767,820
6 June 2017	5 June 2022	0.02	55,356,391
6 June 2017	5 June 2022	0.05	27,678,195

The fair value of warrants issued amounting to £164,567 has been recognised respectively in other reserves and deducted from share premium. The additional fair value of warrants issued for commission on a placing in September 2016 and charged to the financial year ending 30 September 2017 was £2,172.

14 Trade and other payables

	Group		Company	
	2017 £	2016 £	2017 £	2016 £
Trade payables	44,227	47,629	34,104	33,757
Social security and employee taxes	13,684	7,455	13,684	7,455
Other creditors and accruals	44,456	247,158	32,644	227,111
	102,367	302,242	80,432	268,323

15 Capital management

The Group's objective when managing capital is to safeguard the entity's ability to continue as a going concern and develop its mineral exploration and development and other activities to provide returns for shareholders and benefits for other stakeholders.

The Group's capital structure comprises all the components of equity (all share capital, share premium, retained earnings when earned and other reserves). When considering the future capital requirements of the Group and the potential to fund specific project development via debt, the Directors consider the risk characteristics of the underlying assets in assessing the optimal capital structure.

Notes to the Financial Statements continued

For the year ended 30 September 2017

16 Related party transactions

	Group		Company	
	2017 £	2016 £	2017 £	2016 £
Amounts owed to Directors	12,323	31,097	12,323	31,097

Details of Directors' emoluments are disclosed in Note 6. The amounts owed to Directors relate to accrued emoluments, consulting fees and expenses due.

The Directors are the only key management. Transactions with the Directors are disclosed in Note 18 and this note.

During the year the Company provided additional advances of £133,629 under a loan to Mercator Gold Australia Pty Ltd. The balance owed to the Company is shown in Note 11.

During the year the Company subscribed for new shares of Ochre Mining SA ("Ochre") to the value of £112,070 in order to provide funding for Ochre's exploration activities. Ochre is a wholly owned subsidiary of the Company and operates the SLM project in Argentina.

The Company and the Group have no ultimate controlling party.

17 Advances made to directors

	2017 £	2016 £
<i>S Clayson</i>		
Amount owed at start of the year	–	–
Advances – to cover business expenses	–	15,860
Repayments achieved through expense claims	–	(15,860)
Amount owed at the year end	–	–

18 Commitments and contingencies

Capital expenditure commitment

As at 30 September 2017, the Group had no commitments (2016: £Nil).

The Group is committed to issuing a further AUD 150,000 worth of Ordinary Shares in ECR contingent on commercial production being established from either the Avoca or the Bailieston projects.

Operating lease commitments

Details of operating lease commitments are set out in Note 19 below.

19 Operating leases

The total amounts payable under:

Non-cancellable operating lease liabilities of the Group and Company are as follows:

	2017 £	2016 £
Payable:		
Within 1 year	–	–

20 Financial instruments

Categories of financial instrument

Group	2017 £	2016 £
Financial assets		
Cash and cash equivalents	1,082,994	471,809
	1,082,994	471,809
Available for sale financial assets	22,269	21,014
	22,269	21,014
Financial liabilities		
Trade and other payables	102,367	302,242
	102,367	302,242
Borrowings	–	–
	–	–
Company	2017 £	2016 £
Financial assets		
Cash and cash equivalents	1,046,787	443,165
	1,046,787	443,165
Available for sale financial assets	22,269	21,014
	22,269	21,014
Financial liabilities		
Trade and other payables	80,432	268,323
	80,432	268,323

Risk management objectives and policies

The Group's principal financial assets comprise cash and cash equivalents, trade and other receivables, investments and prepayments. The Group's liabilities comprise trade payables, other payables including taxes and social security, and accrued expenses.

The Board determines as required the degree to which it is appropriate to use financial instruments, commodity contracts or other hedging contracts to mitigate financial risks.

Credit risk

The Group's cash at bank is held with reputable international banks. Cash is held either on current account or on short-term deposit at floating rates of interest determined by the relevant prevailing base rate. The fair value of cash and cash equivalents at 30 September 2016 and 30 September 2015 did not differ materially from their carrying value.

Market risk

The Group's financial instruments potentially affected by market risk include bank deposits, and trade payables. An analysis is required by IFRS 7, intended to illustrate the sensitivity of the Group's financial instruments (as at period end) to changes in market variables, being exchange rates and interest rates.

The Group's exposure to market risk is not considered to be material.

Interest rate risk

The Group has no material exposure to interest rate risk.

Since the interest accruing on bank deposits was relatively immaterial there is no material sensitivity to changes in interest rates.

Foreign currency risk

The Group is exposed to foreign currency risk in so far as some dealings with overseas subsidiary undertakings are in foreign currencies.

Notes to the Financial Statements continued

For the year ended 30 September 2017

20 Financial instruments continued

Fair value of financial instruments

The fair values of the Company's financial instruments at 30 September 2017 and 30 September 2016 did not differ materially from their carrying values.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: valuation techniques based on observable inputs either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, by the level in the fair value hierarchy into which the measurement is categorised.

Group and Company

	Level 1 £	Level 2 £	Level 3 £	Total £
30 September 2017				
Available for sale financial assets	22,269	–	–	22,269
	22,269	–	–	22,269

Group and Company

	Level 1 £	Level 2 £	Level 3 £	Total £
30 September 2016				
Available for sale financial assets	21,014	–	–	21,014
	21,014	–	–	21,014

Liquidity risk

The Group finances its operations primarily through the issue of equity share capital and debt in order to ensure sufficient cash resources are maintained to meet short-term liabilities and future project development requirements. Management monitors availability of funds in relation to forecast expenditures in order to ensure timely fundraising. Funds are raised in discrete tranches to finance activities for limited periods.

Funds surplus to immediate requirements may be placed in liquid, low risk investments.

The Group's ability to raise finance is subject to market perceptions of the success of its projects undertaken during the year and subsequently. Due to the uncertain state of financial markets there can be no certainty that future funding will continue to be available.

The table below sets out the maturity profile of financial liabilities as at 30 September 2017.

	2017 £	2016 £
Due in less than 1 month	102,367	302,242
Due between 1 and 3 months	–	–
Due between 3 months and 1 year	–	–
Due after 1 year	–	–
	102,367	302,242

21 Segmental report

The Group is engaged in mineral exploration and development. Management does not segment the mineral exploration activity by geographical region when evaluating performance.

22 Cash used in operations

	Note	Group		Company	
		Year ended 30 September 2017 £	Year ended 30 September 2016 £	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Operating activities					
Loss for the year before tax		(511,124)	(919,706)	(208,774)	(887,844)
Adjustments:					
Depreciation expense property, plant and equipment	8	3,717	1,468	3,299	1,468
Loss on disposal of investment		1	–	1	–
(Gain)/Loss on available for sale assets		(1,255)	18,263	(1,255)	18,263
Loss on extinguishment of debt by equity		–	30,486	–	30,486
Interest income		(353)	(484)	(233)	(35)
Interest accrued on convertible loan notes	7	–	200,924	–	200,924
Share based payments		67,542	123,737	67,542	123,737
(Increase)/decrease in accounts receivable		(36,899)	(12,941)	(265,235)	(692)
(Increase)/decrease in taxation		28,212	(8,230)	220	(8,230)
Increase in accounts payable		(199,876)	58,565	(187,891)	24,570
Shares issued in lieu of expense payments		81,019	13,800	81,019	13,800
Net cash flow used in operations		(569,016)	(494,118)	(511,307)	(483,553)

23 Events after the reporting date

- On 27 November 2017, the directors of ECR Minerals plc (the “Board”) announced the resignation of Ivor Jones, Director and COO of the company, with effect from 30 November 2017.
- On 23 February 2018, the directors of ECR Minerals plc (the “Board”) announced that the Company’s wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd (“MGA”) has been notified of the renewal of MGA’s Exploration Licence EL5433 in Central Victoria, Australia for a further five-year term until 27 March 2023.

PLEASE NOTE THAT THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, please consult your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have recently sold or transferred all of your ordinary shares in ECR Minerals PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

ECR MINERALS PLC

(the "Company")

(Registered in England and Wales No 05079979)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on **24 April 2018 at 10.30 a.m.** for the purpose of considering and, if thought fit, passing Resolutions 1 to 5 as ordinary resolutions, and Resolutions 6 and 7 as special resolutions:

Ordinary Resolutions

- 1 To receive, consider and adopt the annual accounts of the Company for the year ended 30 September 2017, together with the reports of the directors and auditors thereon.
- 2 That Weili Tang, a director retiring in accordance with article 79.1.1 of the Company's articles of association, be elected as a director of the Company.
- 3 To re-appoint PKF Littlejohn LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 4 To authorise the audit committee to determine the remuneration of the Company's auditors of the Company.
- 5 That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £5,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2019 or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Special Resolutions

- 6 That, subject to the passing of resolution 5, the directors be empowered to allot equity securities (as defined by section 560 of the CA 2006) pursuant to the authority conferred by resolution 5 for cash, and/or sell treasury shares for cash, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities of up to an aggregate nominal value of £5,000. The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2019 save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.
- 7 That the Company be generally and unconditionally authorised for the purposes of section 701 of the CA 2006 to make one or more market purchases (as defined in section 693(4) of the CA 2006) of its ordinary shares with nominal value of £0.00001 each in the Company, provided that:
 - 7.1 the Company does not purchase under this authority more than 24,760,524 ordinary shares;
 - 7.2 the Company does not pay less than £0.00001 for each ordinary share; and

7.3 the Company does not pay more per ordinary share than the higher of (i) an amount equal to 5 per cent. over the average of the middle-market price of the ordinary shares for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned, based on share prices published in the Daily Official List of the London Stock Exchange; and (ii) the amount stipulated by the regulatory technical standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No. 596/2014.

This authority shall continue until the conclusion of the Company's annual general meeting in 2019 or 30 June 2019, whichever is the earlier, provided that if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part) the Company may complete such purchases.

By Order of the Board

Craig Brown

Director and Company Secretary

Registered Office:
Unit 117, Chester House
81-83 Fulham High Street
Fulham Green
London, SW6 3JA

29 March 2018

NOTES ON RESOLUTIONS

The following paragraphs explain, in summary, the Resolutions to be proposed at the Annual General Meeting (the "Meeting").

Resolution 1: Receipt of the annual accounts

Resolution 1 proposes that the Company's annual accounts for the period ended 30 September 2017, together with the reports of the directors and auditors on these accounts, be received, considered and adopted.

Resolution 2: Election of Weili Tang

Resolution 2 proposes that Mr Weili Tang, who was appointed since the last Annual General Meeting of the Company and is retiring in accordance with article 79.1.1 of the Company's articles of association, be elected as a director of the Company.

Resolution 3: Re-appointment of Auditor

Resolution 3 proposes the reappointment of the Company's existing auditor to hold office until the end of the next such meeting.

Resolution 4: Remuneration of Auditor

Resolution 4 is to authorise the audit committee of the Company to determine the remuneration of the Company's auditors.

Resolution 5: Authority to allot shares

Resolution 5 is to renew the directors' power to allot shares in accordance with section 551 of the CA 2006. The authority granted at general meeting on 23 March 2017 is due to expire on 30 June 2018.

If passed, the resolution will authorise the Directors to allot equity securities up to a maximum nominal amount of £5,000, which represents approximately 202% of the Company's issued ordinary shares as at 28 March 2018 (being the latest practicable date before publication of this document).

If given, these authorities will expire at the annual general meeting in 2019 or on 30 June 2019, whichever is the earlier.

The directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options or warrants. However, the directors consider it prudent to maintain the flexibility to take advantage of business opportunities that this authority provides.

As at the date of this document the Company does not hold any Ordinary Shares in the capital of the Company in treasury.

Resolution 6: disapplication of pre-emption rights

Resolution 6 is to grant the directors the authority to allot equity securities for cash or sell any shares held in treasury otherwise than to existing shareholders pro rata to their holdings, as there may be occasion where it is in the best interests of the Company not to be required to first offer such shares to existing shareholders.

Accordingly, resolution 6 will be proposed as a special resolution to grant such a power and will permit the directors to allot pursuant to the authority to allot granted by resolution 5 to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal value of £5,000 representing approximately 202% of the Company's issued ordinary shares (excluding treasury shares) as at 28 March 2018 (being the latest practicable date before publication of this document). If given, this authority will expire at the annual general meeting in 2019 or on 30 June 2019, whichever is the earlier.

Resolution 7

Resolution 7 will be proposed as a special resolution and will give the Company authority to purchase its own shares in the markets up to a limit of 10 per cent. of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution. Your directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares.

Your directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the CA 2006, be retained as treasury shares.

As at 28 March 2018, the total number of options and warrants over shares that were outstanding under all of the Company's share option plans was 110,636,980 which if exercised would represent 44.7 per cent. of the Company's issued share capital at that date. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders, the number of outstanding options could potentially represent 40.6 per cent. of the issued share capital of the Company.

If given, these authorities will expire at the annual general meeting in 2019 or on 30 June 2019, whichever is the earlier.

SHAREHOLDER NOTES

The following notes provide more detailed information about your voting rights, and how you may exercise them.

- 1 A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
- 2 Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1 in hard copy form by post, by courier or by hand to the Company's registrars, Computershare Investor Services plc, at the address shown on the form of proxy; or
 - 3.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company by 10.00 a.m. on 20 April 2018 or in the case of any adjourned meeting 48 hours (excluding non-business days) before the adjourned meeting.

Please note that any electronic communication sent to us/our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
- 4 To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services plc. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as revoking the other or others.

- 5 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 6 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services plc (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 7 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 8 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 9 Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 20 April 2018 (or, if the meeting is adjourned, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.

- 10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 11 You may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 12 As at 28 March 2018 (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 247,605,240 Ordinary Shares carrying one vote each. The Company does not hold any shares in treasury.
- 13 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - 13.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 13.2 the answer has already been given on a website in the form of an answer to a question; or
 - 13.3 it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Company Information

DIRECTORS

Weili (David) Tang
Non-Executive Chairman

Craig William Brown
Director & CEO

Christian Gabriel St. John-Dennis
Non-Executive Director

COMPANY SECRETARY

Craig William Brown
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