# UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS THIRD QUARTER ENDED 30 SEPTEMBER 2018



# UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2018

The accompanying unaudited consolidated financial statements of Verde AgriTech Plc ("Verde", the "Company", or the "Group") for the third quarter ended 30 September 2018 have been prepared by and are the responsibility of the Company's management. They have been prepared in accordance with IAS 34 'Interim Financial Reporting' issued by the International Auditing and Assurance Board ("IAASB") and as adopted by the European Union and do not include all of the information and disclosures that would be required by International Financial Reporting Standards for annual audited financial statements. The interim consolidated financial statements should be read in conjunction with the Company's audited financial statements including the notes thereto for the year ended 31 December 2017. The financial information has not been reviewed or audited by the Company's auditor.

These financial statements have been approved by the Audit Committee and the Board of Directors of the Company.

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the quarter ended 30 September 2018 (EXPRESSED IN CANADIAN DOLLARS)

Note Continuing operations	3 months ended 30 Sept 2018 \$'000	3 months ended 30 Sept 2017 \$'000	9 months ended 30 Sept 2018 \$'000	9 months ended 30 Sept 2017 \$'000
Revenue	666	-	666	-
Production costs	(401)	-	(401)	-
Gross profit	265	-	265	-
Administrative expenses	(558)	(418)	(1,365)	(1,161)
Operating loss	(293)	(418)	(1,100)	(1,161)
Finance income	2	4	7	31
Finance costs	(17)	-	(17)	-
Loss before tax	(308)	8 (414)	(1,110)	(1,130)
Income tax expense	-	-	-	-
Loss for the period attributable to equity holders of the parent	(308)	(414)	(1,110)	(1,130)
Other comprehensive income:  Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	(962)	(73)	(2,822)	997
Other comprehensive income for the period (net of tax)	(962)	(73)	(2,822)	997
Total comprehensive income for the period attributable to equity holders of the parent	(1,270)	(487)	(3,932)	(133)
Loss per share				
Basic and diluted loss per share 4	(0.007)	(0.011)	(0.027)	(0.029)

### STATEMENT OF FINANCIAL POSITION

# As at 30 September 2018 (EXPRESSED IN CANADIAN DOLLARS)

(EXPRESSED IN CANADIAN DULLARS)			
	Note	30 Sept 2018	31 Dec 2017
		\$'000	\$'000
Assets			
Property, plant and equipment	5	857	213
Mineral properties	6	20,984	-
Intangible assets	7	-	23,404
Total non-current assets		21,841	23,617
Inventory		156	-
Trade and other receivables		1,812	850
Short-term deposits		-	900
Cash and cash equivalents	12	299	645
Total current assets		2,267	2,395
Total assets		24,108	26,012
Equity attributable to the equity			
holders of the parent			
Issued capital	8	17,417	16,502
Share premium		46,146	45,872
Warrant reserve	9	777	777
Merger reserve		(4,557)	(4,557)
Translation reserve		(11,571)	(8,749)
Accumulated losses		(25,275)	(24,298)
Total equity		22,937	25,547
Liabilities			
Interest-bearing loans and borrowings	11	307	-
Total non-current liabilities		307	
Interest-bearing loans and borrowings	11	40	-
Trade and other payables		824	465
Total current liabilities		864	465
Total liabilities		1,171	465
Total equity and liabilities		24,108	26,012

### STATEMENTS OF CASH FLOWS

## For the Quarter Ended 30 September 2018 (EXPRESSED IN CANADIAN DOLLARS)

	30 Sept 2018	30 Sept 2017	30 Sept 2018	30 Sept 2017
	\$'000	\$'000	\$'000	\$'000
Cash flows from operating activities				
Operating loss	(293)	(418)	(1,100)	(1,161)
Depreciation	14	4	26	14
Loss on disposal of property, plant and equipment	-	15	3	15
Foreign exchange differences	(16)	10	20	4
Share-based payments	70	60	133	262
Increase in inventories	(76)	-	(76)	-
Increase in receivables	(486)	(663)	(445)	(821)
Increase in payables	555	242	844	618
Cash utilised in operations	(232)	(750)	(595)	(1,069)
Interest paid	(5)	-	(5)	
Net cash utilised in operating activities	(237)	(750)	(600)	(1,069)
Cash flows from investing activities				
Interest received	2	5	7	33
Redemption of short-term deposits	-	-	900	-
Revenue receipts capitalised	30	-	125	-
Acquisition of evaluation and exploration assets	(4)	(207)	(337)	(714)
Acquisition of property, plant and equipment	(420)	(13)	(781)	(31)
Net cash utilised in investing activities	(392)	(215)	(86)	(712)
Cash flows from financing activities				
Proceeds from issue of shares	9	1,813	60	1,813
Bank loan received	335	-	335	-
Net cash from financing activities	344	1,813	395	1,813
Net increase/(decrease) in cash and cash equivalents	(285)	848	(291)	32
Cash and cash equivalents at beginning of period	612	935	645	1,762
Effect of exchange rate fluctuations on cash held	(28)	1	(55)	(10)
Cash and cash equivalents at end of period	299	1,784	299	1,784

**3 months ended** 3 months ended **9 months ended** 9 months ended

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

			Share				
Period to 30 September 2017	Share	Share	warrant	Merger	Translation	Accumulated	
(EXPRESSED IN CANADIAN DOLLARS)	capital	premium	reserve	reserve	reserve	Losses	Total
B.1	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2017	15,457	45,475	-	(4,557)	(6,979)	(22,415)	26,981
Comprehensive loss							
Loss for the period		-	-	-	-	(1,130)	(1,130)
Foreign exchange translation differences		-	-	-	(997)	-	(997)
Total other comprehensive income		-	-	-	-	-	<u>-</u>
Total comprehensive loss for the period		-	-		(997)	(1,130)	(2,127)
Transactions with owners							
Issue of share capital	774	868	311	-	-	-	1,953
Share-based payments		-	-	-	-	262	262
Transactions with owners		-	-	-	-	-	
Balance at 30 September 2017	16,231	46,343	311	(4,557)	(7,976)	(23,283)	27,069
Period to 30 Sentember 2018	Share	Share	Share	Merger	Translation	Accumulated	
Period to 30 September 2018	Share capital	Share	warrant	Merger	Translation	Accumulated	Total
Period to 30 September 2018 (EXPRESSED IN CANADIAN DOLLARS)	Share capital \$'000	Share premium \$'000	warrant reserve	reserve	reserve	Losses	Total \$'000
(EXPRESSED IN CANADIAN DOLLARS)	capital \$'000	premium \$'000	warrant reserve \$'000	reserve \$'000	reserve \$'000	Losses \$'000	\$'000
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018	capital	premium	warrant reserve	reserve	reserve	Losses	
(EXPRESSED IN CANADIAN DOLLARS)	capital \$'000	premium \$'000	warrant reserve \$'000	reserve \$'000	reserve \$'000	Losses \$'000	\$'000 <b>25,547</b>
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018  Comprehensive Income	capital \$'000 16,502	premium \$'000 45,872	warrant reserve \$'000	reserve \$'000 (4,557)	reserve \$'000	Losses \$'000 (24,298)	\$'000 25,547 (1,110)
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018  Comprehensive Income  Loss for the period	capital \$'000 16,502	premium \$'000 45,872	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749)	Losses \$'000 (24,298)	\$'000 <b>25,547</b>
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018  Comprehensive Income  Loss for the period  Foreign exchange translation differences	capital \$'000 16,502	premium \$'000 45,872	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749)	Losses \$'000 (24,298)	\$'000 25,547 (1,110) (2,822)
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018  Comprehensive Income  Loss for the period  Foreign exchange translation differences  Total other comprehensive income/(loss)	capital \$'000 16,502	premium \$'000 45,872	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749) - (2,822)	Losses \$'000 (24,298) (1,110)	\$'000 25,547 (1,110)
(EXPRESSED IN CANADIAN DOLLARS)  Balance at 1 January 2018  Comprehensive Income  Loss for the period  Foreign exchange translation differences  Total other comprehensive income/(loss)  Total comprehensive loss for the period	capital \$'000 16,502	premium \$'000 45,872	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749) - (2,822)	Losses \$'000 (24,298) (1,110)	\$'000 25,547 (1,110) (2,822)
Balance at 1 January 2018 Comprehensive Income Loss for the period Foreign exchange translation differences Total other comprehensive income/(loss) Total comprehensive loss for the period Transactions with owners	capital \$'000 16,502	premium \$'000 45,872 - - -	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749) - (2,822)	Losses \$'000 (24,298) (1,110)	\$'000 25,547 (1,110) (2,822) - (3,932)
Balance at 1 January 2018  Comprehensive Income Loss for the period Foreign exchange translation differences Total other comprehensive income/(loss) Total comprehensive loss for the period Transactions with owners Issue of share capital	capital \$'000 16,502	premium \$'000 45,872 - - -	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749) - (2,822)	Losses \$'000 (24,298) (1,110) - (1,110)	\$'000 25,547 (1,110) (2,822) - (3,932)
Balance at 1 January 2018  Comprehensive Income Loss for the period Foreign exchange translation differences Total other comprehensive income/(loss) Total comprehensive loss for the period Transactions with owners Issue of share capital Share-based payments	capital \$'000 16,502 - - - - 915	premium \$'000 45,872 - - - - 274	warrant reserve \$'000 777	reserve \$'000 (4,557)	reserve \$'000 (8,749) - (2,822)	Losses \$'000 (24,298) (1,110) - (1,110)	\$'000 25,547 (1,110) (2,822) - (3,932) 1,189 133

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 1. Nature of operation and going concern

The Directors have prepared cash flow forecasts for the Group covering a period through to the end of May 2019, which show that the Group has at least 9 months working capital remaining. The Group commenced small-scale mining operations with Super Greensand<sup>®</sup> in 2017 and has increased this activity in 2018 declaring commercial production from July 1, 2018.

There are risks associated with the commencement of any new mining operation whereby unforeseen technical and logistical events result in additional costs needing to be incurred, giving rise to the possibility that additional working capital may be required. Additionally, given the early stage of the Group's development there is little historic sales activity and should a lack of suitable buyers be found, or there are delays in generating revenue additional working capital may be required.

These conditions indicate the existence of a material uncertainty, which may cast significant doubt about the Group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

### 2. Significant accounting policies

Verde is a company domiciled in England and Wales. The interim statements of the Company for the third quarter ended 30 September 2018 comprise the Company and its subsidiaries (together referred to as the "Group"). The Group is primarily involved in the acquisition and development of mineral resource assets. The interim financial statements have been drawn up in accordance with International Accounting Standard 34 'Interim Financial Reporting' issued by the IASB and as adopted by the European Union.

The financial information contained in this interim report does not constitute statutory accounts as defined in section 435 of the Companies Act 2006. No statutory accounts for the period have been delivered to the Registrar of Companies. The financial information contained in this interim report has not been reviewed or audited by the Company's auditor.

The accounting policies and methods of computation used in the preparation of the unaudited consolidated financial information are the same as those described in the Company's audited consolidated financial statements and notes thereto for the year ended 31 December 2017. The annual financial statements are prepared in accordance with IFRSs as adopted by the European Union and with IFRSs and the interpretations issued by the IASB.

In the opinion of management, the accompanying interim financial information includes all adjustments considered necessary for fair and consistent presentation of financial statements. These interim consolidated financial statements should be read in conjunction with the Company's audited financial statements and notes for the year ended 31 December 2017.

The statutory accounts for the year ended 31 December 2017 have been filed with the Registrar of Companies. The auditors' report on these accounts was unqualified and did not contain a statement under section 498(2) or 498(3) of the Companies Act 2006.

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 3. Operating segments

IFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker, C Veloso, in order to allocate resources to the segments and to assess their performance.

The Group's operations relate to the exploration for, and development of mineral deposits with support provided from the UK and as such the Group has only one segment.

#### 4. Loss per share

#### **Basic loss per share**

The calculation of basic loss per share at 30 September 2018 was based on the loss attributable to ordinary shareholders of \$1,110,000 (30 September 2017: \$1,130,000) and a weighted average number of ordinary shares outstanding during the period ended 30 September 2018 of 40,481,539 (30 September 2017: 38,406,000) calculated as follows:

### Loss attributable to ordinary shareholders

	30 Sept 2018	30 Sept 2017
	\$'000	\$'000
Loss for the period	(1,110)	(1,130)
Loss attributable to ordinary shareholders	(1,110)	(1,130)

**9 months ended** 9 months ended

Number

### Weighted average number of ordinary shares

	'000
Number of shares in issue on 1 January 2017	37,617
Effect of shares issued during period	429
Weighted average number of ordinary shares at 30 September 2017	38,046
Number of shares in issue on 1 January 2018	40,286
Effect of shares issued during period	196
Weighted average number of ordinary shares at 30 September 2018	40,482

There is no difference between the basic and diluted loss per share because the Group's loss means that any potential dilutive shares are antidilutive.

Details of share options that could potentially dilute earnings per share in future periods are set out in note 9.

### NOTES TO THE GROUP FINANCIAL STATEMENTS

### 5. Property, plant and equipment

	\$'000
Cost	
Balance at 1 January 2017 Additions	478
Disposals	31 (28)
Effect of movements in foreign exchange	(31)
Balance at 31 December 2017	450
Balance at 1 January 2018	450
Additions	781
Disposals	(6)
Effect of movements in foreign exchange	(130)
Balance at 30 September 2018	1,095
Depreciation and impairment losses	
Balance at 1 January 2017	243
Depreciation charge for the year	18
Disposals	(12)
Effect of movements in foreign exchange	(12)
Balance at 31 December 2017	237
Balance at 1 January 2018	237
Depreciation charge for the year	27
Disposals	(4)
Effect of movements in foreign exchange	(22)
Balance at 30 September 2018	238
Carrying amounts	
At 1 January 2017	235
At 31 December 2017	213
At 1 January 2018	213
At 30 September 2018	857

### NOTES TO THE GROUP FINANCIAL STATEMENTS

### 6. Mineral properties

	Total
	\$'000
Cost	
Balance at 1 January 2018	-
Transfer from exploration costs	20,984
Balance at 30 September 2018	20,984
Amortisation	
Balance at 1 January 2018	-
Amortisation charge for the year	-
Balance at 30 September 2018	-
Carrying amounts	
At 1 January 2018	-
At 30 September 2018	20,984

### NOTES TO THE GROUP FINANCIAL STATEMENTS

### 7. Intangible assets

<b>3</b>	Projects		Total	
	Cerrado		exploration	
	Verde	Calcario	costs	
	\$'000	\$'000	\$'000	
Cost				
Balance at 1 January 2017	24,219	725	24,944	
Additions	831	- (00)	831	
Effect of movements in foreign exchange	(1,645)	(62)	(1,707)	
Balance at 31 December 2017	23,405	663	24,068	
<b>D</b>	<b>-</b>			
Balance at 1 January 2018	23,405	663	24,068	
Additions	340	-	340	
Transfer to inventory on commercial production	(80)	-	(80)	
Transfer to mineral properties on commercial production	(20,984)	(00)	(20,984)	
Effect of movements in foreign exchange	(2,681)	(99)	(2,780)	
Balance at 30 September 2018	-	564	564	
Description for immainment				
Provision for impairment				
Balance at 1 January 2017	-	-	-	
Impairment charge for the year		663	663	
Balance at 31 December 2017	-	663	663	
Polones et 1 January 2010		663	663	
Balance at 1 January 2018  Effect of movements in foreign exchange	-			
Balance at 30 September 2018	-	(99) 564	(99)	
balance at 30 September 2016	-	304	564	
Carrying amounts				
At 1 January 2017	24,219	725	24,944	
At 31 December 2017		123		
ALST December 2017	23,405	-	23,405	
At 1 January 2018	23,405	-	23,405	
•	23,403		23,403	
At 30 September 2018	-	-	-	

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 8. Share capital

	30 Sept 2018	30 Sept 2018	31 Dec 2017	31 Dec 2017
	Number	\$'000	Number	\$'000
Authorised - Ordinary shares of \$0.3918 each	500,000,000	195,900	500,000,000	195,900
	30 Sept 2018	30 Sept 2018	31 Dec 2017	31 Dec 2017
Issued - Ordinary shares of \$0.3918 each	Number	\$'000	Number	\$'000
At beginning and end of period	40,285,922	16,502	37,617,430	15,457
25 July 2017 for \$1.05 each	-	-	1,727,075	677
26 September 2017 for \$0.56 each	-	-	250,000	98
10 November 2017 for \$0.42 each	-	-	500,000	196
27 November 2017 for \$0.62 each	-	-	98,417	38
5 December 2017 for \$0.425 each	-	-	18,000	7
5 December 2017 for \$0.40 each	-	-	15,000	6
6 December 2017 for \$0.41 each	-	-	60,000	23
12 March 2018 for \$0.40 each	15,000	6	-	-
12 March 2018 for \$0.425 each	6,000	2	-	-
13 March 2018 for \$0.40 each	61,538	24	-	-
14 March 2018 for \$0.425 each	12,000	5	-	-
14 March 2018 for \$0.41 each	30,000	12	-	-
12 April 2018 for \$0.76 each	64,540	25		
10 September 2018 for \$0.77 each	165,975	65		
18 September 2018 for \$0.45 each	20,000	8		
24 September 2018 for \$0.61 each	714,407	280		
24 September 2018 for \$0.425 each	732,000	287		
24 September 2018 for \$0.40 each	512,308	201		
At end of period	42,619,690	17,417	40,285,922	16,502

The Group's objectives when managing capital are to safeguard the entity's ability to continue as a going concern so that it can continue to increase the value of the entity for the benefit of shareholders. Given the nature of the Group's current activities, the entity will remain dependent on equity funding in the short to medium term until such time as the Group becomes self-financing from the commercial production of mineral resources.

#### 9. Share warrants

				41000
	Number	\$'000	Number	\$'000
Balance at beginning of period	1,727,075	777	-	-
Fair value of warrants issued during the period	-	-	1,727,075	777
Balance at end of period	1,727,075	777	1,727,075	777

**30 Sept 2018 30 Sept 2018** 31 Dec 2017 31 Dec 2017

The share warrant reserve reflected the value of outstanding share warrants based on the fair value of the share warrants at the time of issue.

### NOTES TO THE GROUP FINANCIAL STATEMENTS

### 10. Share-based payments

The number and weighted average exercise prices of share options are as follows:

	Weighted average	Number	Weighted average	Number
	exercise price	of options	exercise price	of options
	30 Sept	30 Sept	31 Dec	31 Dec
	2018	2018	2017	2017
Outstanding at the beginning of the period	\$0.45	3,566,998	\$0.58	2,609,000
Granted during the period	\$0.69	1,679,308	\$0.45	1,089,998
Exercised during the period	\$0.41	(1,388,846)	\$0.34	(93,000)
Forfeited during the period	\$0.65	(223,000)	\$0.14	(4,000)
Expired during the period	-	-	\$2.63	(35,000)
Outstanding at the end of the period	\$0.61	3,634,460	\$0.44	3,566,998
Exercisable at the end of the period	\$0.57	569,152	\$0.49	1,568,299

The options outstanding at 30 September 2018 have an exercise price in the range of \$0.40 to \$1.05 and a weighted average remaining contractual life of 7 years. Four options have been issued in 2018. The first issue in May 2018 were issued in six tranches, 10% a year after issue with an additional 10% vest each subsequent year. At the sixth year from grant, the remaining 50% of the options vest. The second issue in May 2018 were issued in three tranches, 10% on date of issue, 10% a month later and the remaining 80% a year later. The third issued in September 2018 were issued in one tranche, all to be vested one year after issue. The fourth issued in September 2018 were issued in one tranche all to be invested five years after issue. At 30 September 2018, 569,152 of the options had vested (31 December 2017: 1,568,299).

Details of share options outstanding at 30 September 2018 are as follows:

	Numb	per of option	ons					Exercisab	le period
Outstanding at beginning of period	Granted	Expired	Forfeited	Exercised	Outstanding at end of period	Exercisable at end of period	Option price \$	Grant date	Expiry date
165,000	-	-	(165,000)	-	-	-	\$0.74	15 July 2013	15 July 2018
20,000	-	-	-	(20,000)	-	-	\$0.45	19 September 2013	19 September 2018
30,000	-	-	-	(30,000)	-	-	\$0.41	8 October 2013	8 October 2018
165,000	-	-	-	-	165,000	165,000	\$0.78	14 January 2014	14 January 2019
2,002,000	-	-	(18,000)	(750,000)	1,234,000	40,000	\$0.425	10 December 2014	10 December 2024
20,000	-	-	-	-	20,000	6,000	\$0.40	12 November 2015	12 November 2025
90,000	-	-	(40,000)	-	50,000	20,000	\$0.40	10 December 2015	10 December 2025
814,998	-	-	-	(568,846)	246,152	246,152	\$0.40	31 January 2017	31 January 2027
200,000	-	-	-	(20,000)	180,000	20,000	\$0.40	9 February 2017	9 February 2027
60,000	-	-	-	-	60,000	52,000	\$0.83	12 May 2017	12 May 2027
-	200,000	-	-	-	200,000	-	\$1.02	30 May 2018	30 May 2028
-	100,000	-	-	-	100,000	20,000	\$1.05	30 May 2018	30 June 2020
-	1,244,308	-	-	-	1,244,308	-	\$0.61	24 September 2018	24 September 2028
-	135,000	-	-	-	135,000	-	\$0.61	24 September 2018	24 September 2028

3,566,998 1,679,308 - (223,000) (1,388,846) 3,634,460 569,152

### **VERDE AGRITECH PLC**

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 10. Share-based payments (continued)

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 received is measured based on the Black-Scholes model.

Fair value of share options and assumptions	30 Sept	30 Sept
	2018	2017
	\$'000	\$'000
Weighted average fair value of options granted during the period	0.36	0.31
Weighted average share price	0.69	0.47
Weighted average exercise price	0.69	0.47
Expected volatility (expressed as weighted average volatility used		
in the modelling under Black-Scholes model)	137.66%	146%
Option life	1 - 5	1-5
Expected dividends	-	-
Risk-free interest rate (based on national government bonds)	0.2%	0.2%

The expected volatility is based on the historic volatility of the share price (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information. There are no market conditions associated with the share option grants.

	3 months to	3 months to
	30 Sept 2018	30 Sept 2017
	\$'000	\$'000
Total expense recognized as employee and consultants costs	69	61

#### 11. Interest-bearing loans and borrowings

11. Interest-bearing loans and borrowings		
	30 Sept	30 Sept
	2018	2017
	\$'000	\$'000
Non-current liabilities		
Bank loan	307	_
Current liabilities		
Bank loan	40	-

The Group received a loan in 2018 from BNDES Santander of B\$1,040,000. The terms of the agreement are the loan is for sixty months with a twelve month grace period. The loan is repayable by May 2023 and interest charged at a variable IPCA rate with fixed elements of 7.05%. At the period end, the total rate payable was 12.26%.

### 12. Financial instruments

The Board of Directors determines, as required, the degree to which it is appropriate to use financial instruments and hedging techniques to mitigate risks. The main risks for which such instruments may be appropriate are foreign exchange risk, interest rate risk and liquidity risk each of which is discussed below. There is no perceived credit risk as the Group and Company have no trade receivables and minimal other

financial receivables and bank deposits are made with financial institutions considered to be safe by the Board of Directors. There were no derivative instruments outstanding at 30 September 2018.

### **VERDE AGRITECH PLC**

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 12. Financial Instruments (continued)

#### Foreign currency risk

The Group's cash resources are mainly held in Canadian Dollars and Brazilian Reais. Exchange rate fluctuations may adversely affect the Group's financial position and results. The Group's financial results are reported in Canadian Dollars and its costs are primarily incurred in Canadian Dollars and Brazilian Reais.

The appreciation of the Brazilian Real against the Canadian Dollar could increase the actual capital and operating costs of the Group's mineral exploration projects and materially adversely affect the results presented in the Group's financial statements. Currency exchange fluctuations may also materially adversely affect the Group's future cash flows from operations, its results of operations, financial condition and prospects. The Group has a general policy of not hedging against foreign currency risks. The Group manages foreign currency risk by regularly reviewing the balances held in currencies other than the functional currency.

The Group and Company had the following cash and cash equivalents in various currencies including its presentational currency. The amounts are stated in Canadian Dollar equivalents:

Canadian Dollars Brazilian Reais British Pounds American Dollars

30 Sept 2018	31 Dec 2017
\$'000	\$'000
177	1,122
86	257
29	156
7	10
299	1,545

Foreign currency risk sensitivity analysis showing a 10% weakening/strengthening of the Brazilian Reais against the Canadian Dollar with all other variables held constant is set out below. 10% represents managements' assessment of the reasonable possible exposure:

10% weakening of Brazilian Real 10% strengthening of Brazilian Real

Equity		
30 Sept 2018	31 Dec 2017	
\$'000	\$'000	
(7)	(45)	
8	55	

Equity.

#### **Liquidity risk**

To date the Group and Company have relied on shareholder funding to finance its operations. As the Group and Company have finite cash resources and no material income, the liquidity risk is significant and is managed by controls over expenditure and cash resources. In addition, the Group has long-term loans and trade and other payables with maturity of less than one year. Further details of the liquidity position are explained in note 1 regarding going concern.

#### Interest rate risk

The Group's and Company's policy is to retain its surplus funds on the most advantageous term of deposit available up to twelve month's maximum duration. Given that the directors do not consider that interest income is significant in respect of the Group's and Company's operations no sensitivity analysis has been provided in respect of any potential fluctuations in interest rates.

### NOTES TO THE GROUP FINANCIAL STATEMENTS

#### 12. Financial Instruments (continued)

#### **Financial assets**

The floating rate financial assets comprise interest earning bank deposits at rates set by reference to the prevailing LIBOR or equivalent to the relevant country.

#### Fair values

In the directors' opinion there is no material difference between the book value and fair value of any of the Group's and Company's financial instruments.

#### **Classes of financial instruments**

The classes of financial instruments are the same as the line items included on the face of the statement of financial position and have been analysed in more detail in the notes to the financial statements. All the Group's and Company's financial assets are categorised as loans and receivables and all financial liabilities are measured at amortised cost.

#### 13. Subsequent events

In October 2018, the Group announced it had sold almost 40 thousand tonnes year to date of Super Greensand® which matched its production capacity for 2018. As planting season has stopped and raining season has started, the Group will switch selling to Alpha, a product applied once the crops have started growing. In 2019, the Group plans to continue using the existing plant to produce 200 thousand tonnes pa and in parallel, start construction of a new plant adding production of an additional 600 thousand tonne. Total 800 thousand tonne to be reached by early 2020. Financing for the expansion is budgeted to be a mix of accumulated cash flow and BNDES bank financing.

In November 2018, the Group was pleased to announce its new business-to-business marketplace. Farmers will be able to offer, on a large scale, nutrient-rich and sustainably-produced food directly to interested corporate buyers who serve a growing portion of the population and are looking for these types of food. The platform is accessible to products grown and qualified under one or more of four credentials: Chloride Free (products free of chloride), BioNutrient (nutrient-rich produce), CO2 Captured and Organic. Verde Marketplace will be open to certified producers irrespective of whether they use Verde's suite of plant nutrition products.