



Interim Report 2018





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Company Information

Company Name	Cora Gold Limited	
Directors	Geoffrey McNamara	<i>Independent Non-Executive Director and Chairman</i>
	Jonathan Forster	<i>Chief Executive Officer and Director</i>
	Robert Monro	<i>Non-Executive Director</i>
	David Pelham	<i>Non-Executive Director</i>
	Paul Quirk	<i>Non-Executive Director</i>
Company Secretary	Craig Banfield	
Country of Incorporation	British Virgin Islands	
Registration Number	1701265	
Registered Agent and Office	<i>Registered Agent</i> CO Services (BVI) Ltd <i>Registered Office</i> Rodus Building Road Reef Marina P.O. Box 3093 Road Town Tortola VG1110 British Virgin Islands	
Nominated Adviser	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP United Kingdom	
Principal Legal Adviser	Mildwaters Consulting LLP Walton House 25 Bilton Road Rugby CV22 7AG United Kingdom	
Joint Brokers	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP United Kingdom Mirabaud Securities Limited 10 Bressenden Place London SW1E 5DH United Kingdom	

Financial Public Relations	St Brides Partners Limited 3 St Michael's Alley London EC3V 9DS United Kingdom
Independent Auditor	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus London E14 4HD United Kingdom
Registrar and Depositary	<i>Registrar</i> Computershare Investor Services (BVI) Limited Woodbourne Hall P.O. Box 3162 Road Town Tortola VG1110 British Virgin Islands <i>Depositary</i> Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ United Kingdom <i>Shareholder enquiries</i> website www.computershare.com/uk telephone +44 (0)370 702 0000 facsimile +44 (0)370 703 6101
SEDOL	BF012B2
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Consolidated Statement of Financial Position
as at 30 June 2018 and 2017,
and 31 December 2017

All amounts stated in thousands of United States dollars

	Note	30 June 2018 US\$'000 <i>Unaudited</i>	30 June 2017 US\$'000 <i>Unaudited</i>	31 December 2017 US\$'000
Non-current assets				
Intangible assets	3	9,288	6,721	7,342
Current assets				
Trade and other receivables	4	28	60	124
Cash and cash equivalents	5	1,326	357	3,406
		1,354	417	3,530
Total assets		10,642	7,138	10,872
Current liabilities				
Trade and other payables	6	(345)	(2,377)	(171)
Total liabilities		(345)	(2,377)	(171)
Net current assets / (liabilities)		1,009	(1,960)	3,359
Net assets		10,297	4,761	10,701
Equity and reserves				
Share capital	7	7,951	3,741	7,936
Retained earnings		2,346	1,020	2,765
Total equity		10,297	4,761	10,701

The accompanying notes form an integral part of the Condensed Consolidated Financial Statements.

**Consolidated Statement of Comprehensive Income
for the six months ended 30 June 2018 and 2017,
and the year ended 31 December 2017**

All amounts stated in thousands of United States dollars (unless otherwise stated)

		Six months ended 30 June 2018 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2017 US\$'000 <i>Unaudited</i>	Year ended 31 December 2017 US\$'000
	<i>Note(s)</i>			
Overhead costs		(419)	(101)	(394)
Aborted transaction costs		-	(177)	(177)
Gain on business combination	9	-	2,105	2,105
Related party balances forgiven	4, 6	-	-	2,038
(Loss) / profit before income tax		(419)	1,827	3,572
Income tax		-	-	-
(Loss) / profit for the period		(419)	1,827	3,572
Other comprehensive income		-	-	-
Total comprehensive (loss) / income for the period		(419)	1,827	3,572
Earnings per share from continuing operations attributable to owners of the parent				
Basic earnings per share (United States dollar)	2	(0.0076)	0.0882	0.1114
Fully diluted earnings per share (United States dollar)	2	(0.0076)	0.0882	<i>Revised</i> 0.1111

The accompanying notes form an integral part of the Condensed Consolidated Financial Statements.

**Consolidated Statement of Changes in Equity
for the six months ended 30 June 2018 and 2017,
and the year ended 31 December 2017**

All amounts stated in thousands of United States dollars

	Share capital US\$'000	Retained earnings (deficit) US\$'000	Total equity US\$'000
As at 1 January 2017	207	(807)	(600)
Profit for the year	-	3,572	3,572
Total comprehensive income for the year	-	3,572	3,572
Issue of shares related to business combination	3,050	-	3,050
Proceeds from shares issued	5,168	-	5,168
Issue costs	(706)	-	(706)
Share based payments	217	-	217
Total transactions with owners, recognised directly in equity	7,729	-	7,729
As at 31 December 2017	7,936	2,765	10,701
<i>Unaudited</i>			
As at 1 January 2017	207	(807)	(600)
Profit for the period	-	1,827	1,827
Total comprehensive income for the period	-	1,827	1,827
Issue of shares related to business combination	3,050	-	3,050
Proceeds from shares issued	484	-	484
Total transactions with owners, recognised directly in equity	3,534	-	3,534
As at 30 June 2017	3,741	1,020	4,761

Continued ...

**Consolidated Statement of Changes in Equity
for the six months ended 30 June 2018 and 2017,
and the year ended 31 December 2017**

All amounts stated in thousands of United States dollars

... continued

	Share capital US\$'000	Retained earnings (deficit) US\$'000	Total equity US\$'000
<i>Unaudited</i>			
As at 1 January 2018	7,936	2,765	10,701
(Loss) for the period	-	(419)	(419)
Total comprehensive (loss) for the period	-	(419)	(419)
Share based payments	15	-	15
Total transactions with owners, recognised directly in equity	15	-	15
As at 30 June 2018	7,951	2,346	10,297

The accompanying notes form an integral part of the Condensed Consolidated Financial Statements.

Consolidated Statement of Cash Flows
for the six months ended 30 June 2018 and 2017,
and the year ended 31 December 2017

All amounts stated in thousands of United States dollars

		Six months ended 30 June 2018 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2017 US\$'000 <i>Unaudited</i>	Year ended 31 December 2017 US\$'000
	<i>Note(s)</i>			
Cash flows from operating activities				
(Loss) / profit for the period		(419)	1,827	3,572
Adjustments for:				
Share based payments		15	-	217
Gain on business combination	9	-	(2,105)	(2,105)
Related party balances forgiven	4, 6	-	-	(2,038)
Decrease / (increase) in trade and other receivables		96	3	(121)
Increase in trade and other payables		174	279	171
		<hr/>	<hr/>	<hr/>
Net cash (used in) / generated from operating activities		(134)	4	(304)
		<hr/>	<hr/>	<hr/>
Cash flows from investing activities				
Additions to intangible assets	3	(1,946)	(131)	(752)
		<hr/>	<hr/>	<hr/>
Net cash used in investing activities		(1,946)	(131)	(752)
		<hr/>	<hr/>	<hr/>
Cash flows from financing activities				
Proceeds from shares issued	7	-	484	5,168
Issue costs	7	-	-	(706)
		<hr/>	<hr/>	<hr/>
Net cash generated from financing activities		-	484	4,462
		<hr/>	<hr/>	<hr/>
Net (decrease) / increase in cash and cash equivalents		(2,080)	357	3,406
Cash and cash equivalents at beginning of period	5	3,406	-	-
		<hr/>	<hr/>	<hr/>
Cash and cash equivalents at end of period	5	1,326	357	3,406
		<hr/>	<hr/>	<hr/>

The accompanying notes form an integral part of the Condensed Consolidated Financial Statements.

Material non-cash items during the year ended 31 December 2017 comprised 50,000 shares issued in consideration of the business combination for an aggregate value of US\$3,050,000.

**Notes to the Condensed Consolidated Financial Statements
for the six months ended 30 June 2018 and 2017,
and the year ended 31 December 2017**

All tabulated amounts stated in thousands of United States dollars (unless otherwise stated)

1. General information

The principal activity of Cora Gold Limited (the 'Company') and its subsidiaries (together the 'Group') is the exploration and development of mineral projects, with a primary focus in West Africa. The Company is incorporated and domiciled in the British Virgin Islands. The address of its registered office is Rodus Building, Road Reef Marina, P.O. Box 3093, Road Town, Tortola, VG1110, British Virgin Islands.

The condensed consolidated interim financial statements of the Group for the six months ended 30 June 2018 comprise the results of the Group and have been prepared in accordance with the AIM Rules for Companies. As permitted, the Company has chosen not to adopt IAS 34 'Interim Financial Reporting' in preparing these interim financial statements.

The condensed consolidated interim financial statements for the period 1 January to 30 June 2018 are unaudited. In the opinion of the directors the condensed consolidated interim financial statements for the period present fairly the financial position, and results from operations and cash flows for the period in conformity with generally accepted accounting principles consistently applied. The condensed consolidated interim financial statements incorporate unaudited comparative figures for the interim period 1 January to 30 June 2017 and extracts from the financial statements for the year ended 31 December 2017.

The interim report has not been audited or reviewed by the Company's auditor.

The key risks and uncertainties and critical accounting estimates remain unchanged from 31 December 2017 and the accounting policies adopted are consistent with those used in the preparation of its financial statements for the year ended 31 December 2017.

In late 2013 the shareholders of KG Congo Ltd (registered in the Republic of Mauritius) and the Company conditionally agreed to merge their business interests in the Republic of Congo (Brazzaville) and the Republic of Mali respectively. On 30 April 2014 the merger was formally completed by way of a share exchange such that immediately post-completion the Company became a wholly owned subsidiary of Kola Gold Limited ('Kola Gold').

During 2016 Kola Gold and Hummingbird Resources plc (AIM: HUM) ('Hummingbird') entered into a Memorandum of Understanding with a view to amalgamating certain of Hummingbird's non-core gold exploration permits in Mali together with a number of Kola Gold's permits in West Africa.

As at 31 December 2016 the Company held a 100% shareholding in Cora Gold Mali SARL (registered in the Republic of Mali).

On 2 February 2017 Kola Gold, Hummingbird and Glenwick plc (AIM: GWIK; delisted 6 March 2017) ('Glenwick') entered into a non-binding heads of terms wherein Glenwick provisionally agreed to acquire 100% of the shares of the Company (the 'Reverse Takeover').

On 21 March 2017 the Kola Gold group was split in two with:

- Kola Gold continuing to hold permits in the Republic of Congo (Brazzaville); and
- the Company continuing to hold permits in Mali and Senegal in West Africa.

This re-organisation was completed by an in specie distribution of all the shares in the Company held by Kola Gold to the shareholders of Kola Gold.

On 28 April 2017 the amalgamation of certain of Hummingbird's non-core gold exploration permits in Mali together with a number of the Company's permits in Mali and Senegal was completed (the 'business combination') and as a result the Company acquired:

- a 100% shareholding in Hummingbird Exploration Mali SARL (registered in the Republic of Mali; on 3 July 2017 Hummingbird Exploration Mali SARL was renamed Cora Exploration Mali SARL); and
- a 95% shareholding in Sankarani Ressources SARL (registered in the Republic of Mali).

On 17 July 2017 the Company, Hummingbird and Glenwick mutually agreed to cancel the Reverse Takeover and, therefore, terminate the aforementioned non-binding heads of terms.

As at 31 December 2017 and 30 June 2018 the Company held:

- a 100% shareholding in Cora Gold Mali SARL (the address of its registered office is Rue 224 Porte 1279, Hippodrome 1, BP 2788, Bamako, Republic of Mali);
- a 100% shareholding in Cora Exploration Mali SARL (the address of its registered office is Rue 224 Porte 1279, Hippodrome 1, BP 2788, Bamako, Republic of Mali); and
- a 95% shareholding in Sankarani Ressources SARL (the address of its registered office is Rue 841 Porte 202, Faladie SEMA, BP 366, Bamako, Republic of Mali).

The remaining 5% of Sankarani Ressources SARL can be purchased from a third party for US\$1,000,000.

As at 30 June 2018 Cora Resources Mali SARL (the address of its registered office is Rue 841 Porte 202, Faladie SEMA, BP 366, Bamako, Republic of Mali) was a wholly owned subsidiary of Sankarani Ressources SARL.

2. Earnings per share

The calculation of the basic and fully diluted earnings per share attributable to the equity shareholders is based on the following data:

	Six months ended 30 June 2018 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2017 US\$'000 <i>Unaudited</i>	Year ended 31 December 2017 US\$'000
Net (loss) / profit attributable to equity shareholders	(419)	1,827	3,572
Weighted average number of shares for the purpose of basic earnings per share (000's)	55,020	20,725	32,083
Weighted average number of shares for the purpose of fully diluted earnings per share (000's)	56,759	20,725	<i>Revised</i> 32,157
Basic earnings per share (United States dollar)	(0.0076)	0.0882	0.1114
Fully diluted earnings per share (United States dollar)	(0.0076)	0.0882	<i>Revised</i> 0.1111

As at 30 June 2018 the Company's issued and outstanding capital structure comprised a number of ordinary shares, warrants and share options on issue and outstanding (see Note 7).

As at 31 December 2017 the Company's issued and outstanding capital structure comprised a number of ordinary shares and warrants on issue and outstanding (see Note 7).

As at 30 June 2017 the Company's issued and outstanding capital structure comprised a number of no par value shares (see Note 7) and there were no other securities on issue and outstanding. As such basic and fully diluted loss per share is the same.

On 15 September 2017 each share in issue was sub-divided into 300 ordinary shares. The earnings per share has been consistently calculated based on the weighted average number of shares in issue in 2017 multiplied by the sub-division ratio.

3. Intangible assets

Intangible assets relate to exploration and evaluation project costs capitalised as at 30 June 2018 and 2017, and 31 December 2017, less impairments.

	Six months ended 30 June 2018 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2017 US\$'000 <i>Unaudited</i>	Year ended 31 December 2017 US\$'000
As at 1 January	7,342	1,435	1,435
Acquisition of subsidiaries (see Note 9)	-	5,210	5,210
Additions	1,946	76	697
As at period end	9,288	6,721	7,342

Additions to project costs during the six months ended 30 June 2018 and 2017, and the year ended 31 December 2017 were in the following geographical areas:

	Six months ended 30 June 2018 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2017 US\$'000 <i>Unaudited</i>	Year ended 31 December 2017 US\$'000
Mali	1,942	5,286	5,907
Senegal	4	-	-
	1,946	5,286	5,907

Project costs capitalised as at 30 June 2018 and 2017, and 31 December 2017 related to the following geographical areas:

	30 June 2018 US\$'000 <i>Unaudited</i>	30 June 2017 US\$'000 <i>Unaudited</i>	31 December 2017 US\$'000
Mali	9,284	6,721	7,342
Senegal	4	-	-
	9,288	6,721	7,342

4. Trade and other receivables

	30 June 2018 US\$'000 <i>Unaudited</i>	30 June 2017 US\$'000 <i>Unaudited</i>	31 December 2017 US\$'000
Due from former subsidiary undertaking - KG Congo Ltd	-	60	-
Other receivables	-	-	95
Prepayments	28	-	29
	<hr/> 28	<hr/> 60	<hr/> 124

The amounts due from KG Congo Ltd were interest free and repayable on demand.

In accordance with an agreement dated 15 September 2017 between the Company, Kola Gold and KG Congo Ltd the balances, being amounts loaned from Kola Gold (see Note 6) and amounts loaned to KG Congo Ltd, were forgiven.

5. Cash and cash equivalents

Cash and cash equivalents held as at 30 June 2018 and 2017, and 31 December 2017 were in the following currencies:

	30 June 2018 US\$'000 <i>Unaudited</i>	30 June 2017 US\$'000 <i>Unaudited</i>	31 December 2017 US\$'000
British pound sterling	1,037	-	3,371
CFA Franc	61	357	35
United States dollar	96	-	-
Euro	132	-	-
	<hr/> 1,326	<hr/> 357	<hr/> 3,406

6. Trade and other payables

	30 June 2018 US\$'000 <i>Unaudited</i>	30 June 2017 US\$'000 <i>Unaudited</i>	31 December 2017 US\$'000
Due to former parent undertaking - Kola Gold Limited	-	2,098	-
Trade payables	104	11	47
Other taxes	61	61	61
Accruals	180	207	63
	<hr/> 345	<hr/> 2,377	<hr/> 171

Amounts due to Kola Gold Limited were interest free and repayable on demand.

In accordance with an agreement dated 15 September 2017 between the Company, Kola Gold and KG Congo Ltd the balances, being amounts loaned from Kola Gold and amounts loaned to KG Congo Ltd (see Note 4), were forgiven.

7. Share capital

The Company is authorised to issue an unlimited number of no par value shares of a single class.

As at 31 December 2016 the Company's issued and outstanding capital structure comprised 50,000 no par value shares and there were no other securities on issue and outstanding.

On 28 April 2017 as a result of the business combination (see Note 1) 50,000 shares in the Company were issued to Trochilidae Resources Ltd., a subsidiary of Hummingbird, in consideration for an aggregate price of US\$3,050,000.

On 30 May 2017 the Company closed a non-brokered private placement of 7,937 shares at a price of US\$61 per share for total gross proceeds of US\$484,157. Certain directors of the Company participated in this placement.

On 17 July 2017 in full and final settlement of costs totalling US\$176,750 incurred by Glenwick in connection with the cancelled Reverse Takeover (see Note 1) the Company issued 2,897 shares to Glenwick at a price of US\$61 per share.

On 31 August 2017 the Company:

- closed a non-brokered private placement of 2,014 shares at a price of US\$61 per share for total gross proceeds of US\$122,854. Certain directors of the Company participated in this placement; and
- issued 491 shares at a price of US\$61 per share to Hummingbird in full and final settlement of an invoice for US\$30,000 from Hummingbird in relation to accounting and administration costs incurred during 2017 in relation to the business combination.

On 15 September 2017 each share was sub-divided into 300 ordinary shares such that immediately post this sub-division the Company's issued and outstanding capital structure comprised 34,001,700 ordinary shares.

In October 2017 the Company:

- closed a Placing and Subscription for 20,928,240 ordinary shares at a price of 16.5 pence (British pound sterling) per share for total gross proceeds of £3,453,160. Certain directors of the Company participated in this Subscription;
- issued 45,454 ordinary shares at a price of 16.5 pence per share to St Brides Partners Limited in full and final settlement of an initial float fee of £7,500, being one-half of a total initial float fee of £15,000, for public relations consultancy services; and
- issued warrants to brokers of the Placing to subscribe for 320,575 new ordinary shares at a price of 16.5 pence per share expiring 9 October 2020.

At the Company's annual general meeting held on 12 June 2018:

- it was approved by the shareholders that the Company issue 80,000 ordinary shares at a price of 16 pence per share to S3 Consortium Pty Ltd for a total gross value of £12,800 as part of a service agreement dated 30 October 2017 with S3 Consortium Pty Ltd to assist with the Company's digital marketing strategy; and
- it was approved by the shareholders that on 18 December 2017 the board of directors adopted and approved a share option plan, and granted and approved share options over 2,550,000 ordinary shares in the capital of the Company exercisable at 16.5 pence per ordinary share and expiring on 18 December 2022. 25% of such share options vested on 12 June 2018 and a further 25% shall vest on each of 12 December 2018, 12 June 2019 and 12 December 2019.

These matters were disclosed in the Company's consolidated financial statements for the year ended 31 December 2017, as included in the Company's Annual Report 2017.

As at 30 June 2018 the Company's issued and outstanding capital structure comprised:

- 55,055,394 ordinary shares;
- warrants to subscribe for 320,575 new ordinary shares at a price of 16.5 pence per share expiring 9 October 2020; and
- share options over 2,550,000 ordinary shares in the capital of the Company exercisable at 16.5 pence per ordinary share and expiring on 18 December 2022.

Movements in capital during the six months ended 30 June 2018 and 2017, and the year ended 31 December 2017 were as follows:

	Number of shares	Warrants over number of shares	Share options over number of shares	Proceeds US\$'000
As at 1 January 2017	15,000,000	-	-	207
Business combination	15,000,000	-	-	3,050
Non-brokered private placement	2,381,100	-	-	484
As at 30 June 2017 <i>Unaudited</i>	32,381,100	-	-	3,741
Non-brokered private placement	604,200	-	-	123
Aborted transaction costs	869,100	-	-	177
Settlement of costs and fees	192,754	-	-	40
Placing and Subscription	20,928,240	-	-	4,561
Warrants to brokers of the Placing	-	320,575	-	-
Issue costs	-	-	-	(706)
As at 31 December 2017 <i>Unaudited</i>	54,975,394	320,575	-	7,936
Settlement of costs	80,000	-	-	13
Share based payments	-	-	-	2
Award of share options	-	-	2,550,000	-
As at 30 June 2018 <i>Unaudited</i>	55,055,394	320,575	2,550,000	7,951

8. Ultimate controlling party

The Company does not have an ultimate controlling party.

As at 30 June 2018 the Company's largest shareholder was Hummingbird which held 18,610,127 ordinary shares (including shares held by Hummingbird's subsidiary, Trochilidae Resources Ltd) (being 33.80% of the total number of ordinary shares on issue and outstanding).

9. Business combination

On 28 April 2017 the Group acquired 100% of the share capital of Cora Exploration Mali SARL and 95% of the share capital of Sankarani Ressources SARL. 50,000 shares in the Company were issued to Trochilidae Resources Ltd., a subsidiary of Hummingbird, in consideration for an aggregate price of US\$3,050,000. In addition the Group acquired the right to purchase the remaining 5% of Sankarani Ressources SARL from a third party for US\$1,000,000. The primary reason for the business combination was to increase the asset base of the Group.

As part of the business combination the following intra group balances were assigned to the Company from Hummingbird:

- from Cora Exploration Mali SARL, being CFA Franc 4,394,468,854 (currency symbol XOF; equivalent to US\$7,654,982); and
- from Sankarani Ressources SARL, being CFA Franc 1,388,262,844 (currency symbol XOF; equivalent to US\$2,418,296).

The following table summarises the consideration paid for Cora Exploration Mali SARL and Sankarani Ressources SARL and the fair values of the assets and liabilities assumed at the acquisition date:

	US\$'000
Total consideration	
Shares issued	3,050
	<hr/> 3,050 <hr/>
Recognised amounts of assets acquired and liabilities assumed	
Intangible assets - exploration and evaluation project costs	5,210
Trade and other payables	(55)
	<hr/> 5,155 <hr/>
Total consideration	(3,050)
	<hr/>
Gain on business combination	2,105
	<hr/>

The business combination had no impact on the consolidated statement of comprehensive income other than the gain arising on business combination. The business combination resulted in a gain due to the value of the total identifiable net assets being greater than the value of the consideration paid.

10. Contingent liabilities

The Group subsidiaries Cora Gold Exploration Mali SARL and Sankarani Ressources SARL may be subject to potential tax liabilities of approximately US\$92,500 against which, until 22 June 2018, a third party had provided full indemnity.

11. Capital commitments

On 11 October 2017 the Group entered into a drilling contract with Target Drilling SARL. Under the terms of this drilling contract as at 30 June 2018 the Group had incurred expenditure of US\$964,000 for a total of over 17,000 metres of drilling, being in excess of the originally contracted number of metres of drilling. During July 2018, with the onset of the wet season in Mali, the drilling contract with Target Drilling SARL was concluded.

12. Approval of condensed consolidated interim financial statements

The condensed consolidated interim financial statements were approved and authorised for issue by the board of directors of Cora Gold Limited on 28 September 2018.



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